

ByLaws of the  
United Religious Community of St. Joseph County, Inc.

Article I – Membership

Section 1. Membership: Wherever in the Article of Incorporation the designation “members” or “member congregation or group” or “religious congregation” appears, it shall be interpreted to mean congregation, parish, denominational or interdenominational group or society, or any other group possessing a predominantly religious basis.

Section 2. Membership: In order to obtain and continue membership in the United Religious Community (URC), each member congregation/group is expected to contribute its proportionate share of the financial responsibility, every year. Members shall be considered in good standing if they have made a financial contribution(s), commensurate with what the congregation feels is appropriate to the congregation’s capacity, at least sixty (60) days prior to the annual meeting of the URC and within one year of the annual meeting date.

Article II – Meeting of the Members

Section 1. Annual Meetings: The Annual Meeting of the URC shall be held during the month of May of each year, or at such other time as the President of the URC may otherwise notify the member congregations, provided that such notification shall not be less than ten (10) days and not more than sixty (60) days prior to the date of such scheduled meeting. The primary function of the Annual Meeting is to elect members of the URC Board of Directors.

Section 2. Notice of Meetings: Written notice stating the place, day and hour of any annual meeting of the URC shall be delivered to each member of the URC

Section 3. Voting Rights: Each Member of the URC shall have the right to appoint one individual to vote on the Member’s behalf at the Annual Meeting of the URC.

Section 4: Voting by Proxy: Members of the URC are entitled to vote by proxy at the annual meeting provided that the Member has provided a written authorization to the Secretary of the URC prior to the Annual Meeting. The Member may ask another voting representative to cast the Member’s vote(s).

Section 5. Voting Lists: The URC Secretary shall keep a complete list of all Members of the URC who are entitled to vote at the Annual Meeting. This list shall be kept on file at the URC offices and shall be subject to inspection by any Member of the URC at any time during URC business hours.

Section 6. Quorum: At any Annual Meeting of the URC, at least 1/3 of Members must be present to constitute a quorum.

Article III – Board of Directors

Section 1. Duties and Qualifications: The URC Board of Directors shall manage the business and affairs of the URC. Board members shall be appointed to the board representing the broad range of religiously diverse faith communities in the St. Joseph County area as well as a wide range of professional skills which will help guide the organization’s direction. Board members, while not

necessarily representing their faith tradition nor a particular congregation, will be active members of a faith community in St. Joseph County. The URC Board of Directors shall also act on behalf of the URC in all matters pertaining to trust funds or other financial instruments that help support the interfaith work of the URC in St. Joseph County, Indiana.

Section 2. Number and Terms of Office: There shall be no more than 21 directors of the URC and no less than 7 directors. Board terms are three years, and board members may not serve more than two (2) consecutive terms. Approximately one-third of the board member's terms shall begin each year.

Section 3. Vacancies: Any vacancy in the Board of Directors caused by a member terminating prior to the end of his/her regular term can be filled by the Board, either to complete the member's term or until the next Annual Meeting, at the discretion of the Board.

Section 4. Removal of Board of Directors members: At any Annual Meeting of the URC, Board members may be removed by majority vote of those present.

Section 5. Board Meetings: The Board of Directors shall meet at least six (6) times per year. Additional meetings may be called by the President or any two (2) members of the Board, as needed, with 48 hours notice specifying the date, time, place, and general purpose of the meeting.

Section 6. Quorum: A majority of the members of the Board of Directors elected and qualified shall be necessary to constitute a quorum to take official action. The acts of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the URC Board of Directors, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws. A Director shall be deemed to be present at a meeting for the purposes of constituting a quorum and taking official action if, at the time of such meeting, he/she shall participated by telephone or other widely accepted electronic means and if such Director shall subsequently approve and sign the Minutes of the meeting.

#### Article IV - Officers

Section 1. Officers and Qualifications: The officers of the URC shall consist of a President, Vice President, Secretary, Treasurer and Immediate Past President. All officers except the Immediate Past President shall be chosen from among the Board of Directors.

Section 2. Terms of Office: All officers of the URC, except the Immediate Past President, shall be elected annually by the URC Board of Directors, following the Annual Meeting. The Terms of Office are one (1) year, and members may serve consecutive terms until their successors are duly elected.

Section 3. Removal: The Board of Directors may remove any officer of the URC when a majority of the Board shall vote in favor of such removal due to a determination that this is in the best interests of the URC.

#### Article V – Powers and Duties of Officers

Section 1. President: The President shall preside at all meetings of the URC and shall be an ex-officio member of all committees. He/she shall also, at the Annual Meeting of the URC, and at such other times as he/she deems appropriate, communicate to the URC membership or to the Board of Directors such matters and make such suggestions as may in his/her opinion be deemed in the best interests of the URC, and shall perform such other duties as re necessary incident to the Office of the President.

Section 2. Vice President: In the case of the absence or death of the President or his/her inability to act, the Vice President shall perform the duties of the office of President.

Section 3. Secretary: The Secretary shall attend all meetings of the Executive Committee and of the Board of Directors, and shall keep or cause to be kept the true and complete record of the proceedings of such meetings. He/she shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board of Directors may prescribe.

Section 4. Treasurer: The Treasurer shall ensure the correct and complete records of accounts, showing accurately the financial condition of the URC. He/she shall be responsible for all funds, notes, securities and other valuable, which may from time to time come into the possession of the URC. He/she shall deposit, or cause to be deposited, all funds of the URC as the Board of Directors shall designate. He/she shall furnish at meetings of the Board of Directors, or when requested, financial statements of the URC, and in general perform all duties pertaining to the office of the Treasurer and such other duties as these Bylaws or the Board of Directors may prescribe, including serving as the Chairperson of the Finance Committee.

#### Article VI – Committees

Section 1. Executive Committee: The President, Vice President, Secretary, Treasurer and the Immediate Past President shall constitute the Executive Committee. The Executive Committee shall act on behalf of the URC in any matter when the Board of Directors is not in session, reporting to the Board of Directors, for its ratification of their actions, at each regular or special meeting called for that purpose. Four (4) members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by three (3) members. The Executive Committee shall serve as the Personnel and Administrative Committee for the URC. The Executive Committee shall have the financial statements reviewed annually and audited at last once every three years by an independent, certified public accounting firm, and report the results of the audit to the Board of Directors.

Section 2. Standing Committees: the Standing Committees of the Board shall be composed of members of the Board of Directors and other residents of St. Joseph County, Indiana. The chairperson of each Standing Committee shall be a member of the Board of Directors, and shall be appointed annually by the President, unless otherwise provided by these Bylaws.

The Standing Committees of the URC are: Finance, Programming, and Membership

- a. Finance Committee: responsible for ensuring the preparation of an annual budget for submission to the Board, for reporting at least quarterly on the financial results and standing of the URC, and for assisting the Board of Directors in the exercise of responsible stewardship of funds.

- b. Programming Committee: responsible for oversight of the organization's annual programs for the community, member congregations, and others as determined appropriate by the URC.
- c. Membership Committee: responsible for helping to foster positive relationships between the URC and its member congregations, supporters, and others in the community.

#### Article VII – Staff

Section 1. The URC Board of Directors may, depending upon the organization's financial condition and needs, appoint an Executive Director as a paid staff member to lead the organization. The Executive Director will be supervised and evaluated by the Board of Directors on a schedule agreed to, from time to time, by the URC Board.

Section 2. Other Staff members: any additional staff positions that the URC may utilize will be based upon the organization's needs, financial condition, and requirements of funding sources. All staff positions other than the Executive Director will report to another staff member as supervisor, unless otherwise designated by the URC Board of Directors.

#### Article VIII – Amendments

Section 1. Amendments to the Bylaws: Subject to law and the URC Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of  $\frac{3}{4}$  of all members of the Board of Directors shall be necessary to effect any such changes in these bylaws. Any such amendments shall be presented to the Board of Directors for consideration at an initial meeting. The action on such amendments shall occur at a subsequent meeting.