

BY-LAWS
INTERFAITH COMMUNITY COUNCIL, INC.

Article I: Identification

- 101 The name of the organization shall be “Interfaith Community Council, Inc.”, hereinafter referred to as the “Corporation”.
- 102 Seal. This Corporation shall not have an official seal.
- 103 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end the last day of June.
- 104 Purpose. The Corporation is a group of church congregations and individuals who have come together to answer the needs of the community through a variety of service-oriented and educational programs.

Article II: Location

- 201 The principle office of the Corporation shall be 702 East Market Street, New Albany, Floyd County, Indiana 47150. The principle office of the Corporation may be changed at any time by amendment of the Articles of Incorporation and these By-Laws.

Article III: Meetings

- 301 Place of Meetings. All meetings of the members of the Corporation shall be held at such place within the State of Indiana as may be specified in the respective notices of meetings.
- 302 Annual Meeting. The annual meeting of the membership of the Corporation shall be held in October for the transaction of regular business as may come before the meeting, including the hearing of annual reports.
- 303 Regular Meetings. Regular meetings of the Directors of the Corporation shall be held in the months of: February, April, June, August, October, and December.
- 304 Special Meetings. Special meetings may be called by the President or by not less than one fourth of the members of the Board of Directors.
- 305 Notice of Meetings. Written or verbal notice shall be given for the regular meeting of the Corporation members. All special meetings of the members shall be called by written notice given at least five days prior to the date of the special meeting to their respective congregations. Said notice *is* to specifically state the purpose of the meeting. No business other than specifically stated in the notice shall be transacted at such special meetings.
- 306 Quorum. Eleven (11) Directors shall constitute a quorum to transact business at either a regular or special meeting. If a quorum is not present, the majority of the Directors present may adjourn the meeting.
- 307 Proxies. There shall be no proxies permitted for voting purposes in any meetings of the members.
- 308 Organization. The President, or in his absence, a Vice-President or President-elect, or in the absence of all of the above, a Director chosen by those present, shall preside over Directors’ meetings. The Secretary of the Corporation shall act as Secretary. In the absence of the Secretary, any Director appointed by the presiding officer shall act as Secretary.

Article IV: Directors

- 401 Board of Directors. The Board of Directors of this Corporation shall consist of one (1) representative from each Member Church. All pastors of member congregations are automatically ex officio, non-voting, members of the Board of Directors. Directors are appointed by their respective congregations for full terms beginning January 1, or to fill unexpired terms created by resignations, death or any other reason for a vacancy. Lay representatives have equal authority with clergy when representing their congregation on the board. All staff are ex officio, non-voting members.
- 402 Directors-at-Large. Directors-at-Large shall be not fewer than six nor more than ten. They shall be elected from the wider community. The Nominating Committee of the Board of Directors is instructed to rely heavily upon recommendations from community leaders and organizations in order to be assured that Directors-at-Large will make a maximum contribution to the purpose of this Corporation and bring to the Board a better social, economic, racial and cultural cross-section of the community. Since there are no alternates for Directors-at-Large, when a vacancy occurs, the vacancy will be filled by the Board of Directors.
- 403 Advisory Council Representation. Advisory Councils serving Interfaith Community Council programs shall appoint one representative to serve on the Board of Directors. When a vacancy occurs, the respective Advisory Council will fill the vacancy.
- 404 Duties. The affairs of the Corporation shall be managed by its Board of Directors. They shall employ an Executive Director and such agents and servants as they may deem advisable, and fix the rate of compensation of all agents and employees. Directors are expected to attend all meetings of the Board of Directors but must attend four out of six meetings each calendar year to remain active. Directors will serve on committees and work towards the goals and objectives set forth in the Strategic Plan. Directors will endeavor to promote the purpose and programs of the Corporation within their respective congregations and the community at large.
- 405 Vacancy. No single date shall be set for filling vacancies. Any vacancies occurring on the Board of Directors shall be filled as soon as possible by the church whom the delegate was representing or by the Board in the case of Directors-at-Large.
- 406 Termination of Membership. The Board of Directors, by affirmative vote of two thirds (2/3) of all members of the Board, may suspend or expel a member for cause after an appropriate hearing.
- 407 Resignation. Any member of the Board of Directors may resign by filing a written resignation with the Secretary of the Corporation.
- 408 Compensation. Members of the Board of Directors shall serve without compensation.
- 409 Terms of Office. The term of Directors shall be for three (3) years. A director may serve subsequent terms if re-appointed by his/her church and/or approved by the Board of Directors.
- 410 Executive Committee. The Executive Committee of the Corporation is made up of the following members: President, President-elect, First Vice President, Second Vice President, Secretary, Treasurer, the immediate Past President of the Corporation and the Representatives of the Program Advisory Councils. This committee has the authority to make policy decisions in the place of the Board of Directors between the Board's regular meetings. The Executive Committee may not obligate any funds of the Corporation in

excess of those budgeted. Any policy decisions by this committee shall be reported to the Board of Directors at its next Board meeting.

411 Nominating Committee. This standing Committee shall be made up of three members of the Board of Directors, one of whom shall be a Vice President who shall chair meetings. Duties shall be: (a) presentation of a slate of officers to be elected at the Annual meeting of the Board; (b) arrange installation of same at the December meeting; (c) presentation of names of persons to be elected to the Board as Directors-at-Large; (d) notification to Directors when their terms are drawing to a close or before a fourth consecutive Board meeting is missed; (e) notification of churches when appointee(s) need to be replaced because of excessive absences; (f) provide churches with sufficient notice of the status of appointee terms in order that new or re-appointments may be made prior to the next Board of Directors meeting. This committee and the Executive Director shall work closely together in order to facilitate the work of the Board of Directors.

Article V: General Officers

501 Election and Term of Office. The officers of this Corporation shall be a President, a President elect, First Vice President, Second Vice President, Secretary, and Treasurer. The officers shall be elected at the annual meeting of the Board of Directors. The term of office for the President, Vice Presidents, and Treasurer shall be two years. The term of office for the Secretary shall not have a limit to the number of consecutive terms that may be served.

502 Vacancy. Any officer vacancy occurring between annual elections will be filled by the Board of Directors at the first meeting after the vacancy occurs. The person elected to fill the vacancy shall serve from the date elected until the next annual election or until a successor has been elected and qualified.

503 Duties of the President. It shall be the duty of the president to preside at all meetings of the Corporation and its Board of Directors, and to have the powers, duties and authorities generally appropriated to the office held subject to any special provisions made by the Board of Directors at any time. Additional duties are detailed in the Corporation's Operations Manual.

504 Duties of the First Vice-President. It shall be the duty of the First Vice-President to preside over meetings in the absence of the President and to perform the President's duties when the President is absent or otherwise incapacitated. Additional duties are detailed in the Corporation's Operations Manual.

505 Duties of the Second Vice-president. It shall be the duty of the Second Vice President to serve in the absence of the First Vice President and to perform all duties with respect thereto.

506 Duties of the Secretary. It shall be the duty of the Secretary to provide for the keeping of minutes of all meetings and have the custody and control of the books and records of the Corporation. Records will be kept in the Corporate office files.

507 The Past President, regardless of his term as a Director, shall retain membership on the Board of Directors for the duration of his two years of service on the Executive Committee.

508 Duties of the Treasurer. The Treasurer shall provide for and oversee the keeping of financial records of all receipts and expenditures of the Corporation and present at regular meetings of the Directors a report showing receipts and expenditures and balances on

hand. The books shall close on the last day of each month. The Treasurer shall be Chairman of any called Finance Committee meetings. Records will be kept in the Corporate office files. Additional duties are detailed in the Corporation's Operations Manual.

509 Duties of the Executive Director. The Executive Director serves at the will of the Board of Directors. Responsibilities are to lead and develop Interfaith Community Council, Inc., its programs and staff. The Executive Director may not obligate any funds of the Corporation designated for specific programs.

Article VI: Amendment of By-Laws

601 The By-Laws of this Corporation may be amended at any time by a majority vote at an official meeting of its Board of Directors. Provided, however, that no amendment to the by-laws may be considered at any meeting unless notice of the proposed amendment shall have been served by regular mail on all Directors at least one (1) week before the meeting.

AMENDED: 4/11/85, 2/5/87, 5/21/87, 12/17/87, 6/16/88 6/20/91, 12/18/97, and 2/17/2000

RESTATED: June 15th, 2000

AMMENDED: 2/20/03, 6/19/03