

THE BYLAWS OF *COMMUNITIES TOGETHER*

DRAFT (with Board approved changes) to the BYLAWS that were VOTED at Annual Meeting 3-26-09

ARTICLE I - NAME

The name of this corporation shall be *Communities Together, Inc.*, a non-profit 501(c)(3) organization, hereinafter also referred to as "*Communities Together*" or "*CT*."

ARTICLE II - IDENTITY

Founded on December 10, 1947 and formerly known as The Greater Lawrence Council of Churches, *Communities Together* is a voluntary association of diverse Christian churches in the greater Lawrence area. Through this association, our supporting congregations engage in common activities of witness and service, manifesting our ecumenical unity as people of faith touching lives.

ARTICLE III - MISSION

The supporting congregations of *Communities Together* are called to be an instrument of Christ and to know and share His love. We are committed to witness, as one body, to the unity of Christ's love by supporting outreach programs, sharing worship experiences, and responding together to the needs of the people of greater Lawrence and surrounding communities.

ARTICLE IV - SUPPORTING CONGREGATIONS

Section 1 - Supporting Congregations

Christian churches that support the mission and programs of *Communities Together* shall be referred to as "supporting congregations." These congregations are encouraged to support the *work* of *Communities Together* by providing pastoral participation, delegate cooperation, congregational member involvement, and/or financial contributions.

Section 2 - Delegates

- a. Each supporting congregation may elect or appoint, in accordance with its own by-laws or traditions, one or more of its members to act as "delegates" to *Communities Together*.
- b. Pursuant to Section 2a, referenced herein the *Communities Together* by-laws, in the event that a supporting congregation elects or appoints a delegate, this gives the delegates supporting congregation a presence at *CT* meetings, advocates for *CT* in the delegate's congregation, and becomes an extension of the congregation into the community through *CT*'s programs.
- c. A delegate is encouraged, but not required, to attend meetings of *Communities Together*; publicize and garner support for *CT*'s programs, and to volunteer.
- d. A delegate or member of a supporting congregation may be elected by the Board of Directors to the status of Honorary Life Delegate in recognition of his or her outstanding service to *Communities Together*.
- e. All new delegates will receive an orientation which will be provided by the Board of Directors.

Section 3 - Attendance at meetings of *Communities Together*

- a. The following individuals from our supporting congregations are encouraged to attend meetings of *Communities Together*: members of the pastoral staff, duly elected or appointed delegates (see Article IV, Section 2), members who are involved in the work of *Communities Together*, and delegates and members who have been elected by the Board of Directors to the status of Honorary Life Delegate.

- b. Notwithstanding designations such as “supporting congregation,” “delegate,” and “Honorary Life Delegate” in Article IV, nothing in these By-Laws shall be construed as conveying to any congregation, individual staff member, delegate, or representative thereof a right to notice of any meeting, to vote at any meeting, or be considered for purposes of establishing a quorum. Nor shall any congregation, individual staff member, delegate, or representative thereof have any other rights with respect to the organization other than as determined by the Board of Directors.

ARTICLE V — COMMUNITY PARTNERS

Non-Christian congregations, community organizations, social service agencies, charitable foundations, and individuals who are not associated with a supporting congregation may recognize our mission and support our programs. These entities and individuals shall be referred to as “community partners.” Community partners are welcome to attend meetings of *Communities Together*. Notwithstanding the designation “community partner,” nothing in these By-Laws shall be construed as conveying to any entity or individual a right to notice of any meeting, to vote at any meeting, or to be considered for purposes of establishing a quorum. Nor shall any entity or individual have any other rights with respect to the *Communities Together* other than as determined by the Board of Directors.

ARTICLE VI - MEETINGS OF COMMUNITIES TOGETHER

Section 1 - Regular Meetings

Regular meetings of *Communities Together* shall take place as follows: The Annual Meeting shall be held in the first quarter of the calendar year with a Fall Meeting to be held at a time and place designated by the Board of Directors,

Section 2 - Special Meetings

The Board of Directors may call special meetings of *Communities Together* at any time.

Section 3 - Notice

Each Director shall be notified at least seven days in advance of any meeting of *Communities Together*. Although not required, notice may be provided as a courtesy to the administrative offices, pastoral staff, and delegates of supporting congregations.

Section 4 - Quorum

A quorum for meetings of *Communities Together* shall be a simple majority of the Board of Directors as constituted at the time of the meeting. When a quorum is present, voting shall be by majority vote.

ARTICLE VII — THE BOARD OF DIRECTORS

Section 1 - Composition and Number

The Board of Directors shall include:

- a. The Executive Committee (the officers of *Communities Together*, as provided in Article VIII, Section 1) and
- b. At least five, but not more than ten, directors-at-large.
- c. The Board of Directors is encouraged to have at least one clergyperson serve as a Director.

Section 2 - Election and Term

- a. The Board of Directors shall elect new Directors at the Annual Meeting.
- b. The election and term of office for Directors who are officers is governed by Article

- VIII, Section 2.
- c. Directors-at-large shall serve a term of two years, and their terms shall begin at the close of the Annual Meeting at which they are elected. Directors-at-large shall be elected for shorter terms to fill vacancies or to stagger terms so that, as nearly as possible, one-half of the directors-at-large shall be elected each year.
 - d. New directors-at-large may be elected at any meeting of the Board of Directors to fill vacancies occurring between annual meetings and to increase the number of directors-at-large.
 - e. A director-at-large may resign by delivering his or her written resignation to any officer of *Communities Together* or by mailing the resignation to *Communities Together*. The resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 3 - Duties and Powers

- a. The Board of Directors shall:
 1. Determine matters of policy, programming, and the management of *Communities Together*;
 2. Report at *CT* meetings regarding the Board's activities and the management of *Communities Together*;
 3. Fix the time, place, and agenda for the regular meetings of *Communities Together* in accordance with Article VI, Section 1;
 4. Approve the annual budget and any revisions thereto;
 5. Exercise its powers with respect to committees of *Communities Together* as provided in Article IX;
 6. Employ the Executive Director and such additional staff or administrative assistants as the need arises and funds are available, and fix the terms of their employment, including responsibilities, compensation, and benefits;
 7. Refrain from committing *CT* to any activities or resolutions contrary to the usual beliefs, practices, and traditions of its supporting congregations;
 8. Maintain affiliations with *CT's* community partners; and
 9. Maintain fellowship and cooperation with local councils of churches, the Massachusetts Council of Churches, the National Council of Churches of Christ in the U.S.A., and the World Council of Churches to the extent practicable and consistent with these By-Laws.
- b. The Board of Directors may:
 1. Call special meetings of *Communities Together* in accordance with Article VI, Section 2;
 2. Create committees and appoint committee chairpersons to make recommendations to the Board about some aspect of the work of *Communities Together* and/or to carry out activities approved by the Board as provided in Article IX, Section 4;
 3. Elect a delegate or member of a supporting congregation to the status of Honorary Life Delegate in recognition of his or her outstanding service to *Communities Together*; and
 4. Empower the Executive Director and/or the President to sign contracts and obligations authorized by the Board.
- c. Directors-at-large may attend meetings of the Executive Committee as ex-officio voting members of the Executive Committee, as provided in Article VIII, Section 1.

Section 4 - Meetings

- a. The Board of Directors shall hold Board meetings coinciding with the regular

- meetings of *Communities Together*.
- b. The President may call special meetings of the Board of Directors at any time.
 - c. Each Director shall be notified at least seven days in advance of any Board meeting.
 - d. A quorum for meetings of the Board of Directors shall be a simple majority of the Board as constituted at the time of the meeting. When a quorum is present, voting shall be by majority vote.

ARTICLE VIII — THE EXECUTIVE COMMITTEE

Section 1 - Composition and Number

The Executive Committee shall include the elected officers and the Immediate Past-President of *Communities Together*. The elected officers shall be a President, Vice-President, Secretary, and a Treasurer. The Immediate Past-President shall automatically serve, without election, as an officer and voting member. All members of the Executive Committee shall also be Directors. Directors-at-large may attend meetings of the Executive Committee as ex-officio voting members of the Executive Committee.

Section 2 - Election and Term of Officers

- a. The Board of Directors shall elect officers at the Annual Meeting.
- b. Officers shall serve a term of two years, or until their successors are elected, and their terms of office shall begin at the close of the Annual Meeting at which they are elected. Officers shall be elected for shorter terms to fill vacancies.
- c. No officer shall hold more than one office at a time.
- d. The Executive Committee is encouraged to have a clergyperson to serve as an officer in at least one of the available positions.
- e. The offices of the President and Vice-President are not required to have a clergyperson serve as an officer of the previously mentioned positions; therefore, it is not necessary for the offices of the President and Vice-President to alternate between a clergyperson and a layperson.
- f. The Immediate Past-President shall automatically serve, without election, as an officer with vote until the current President becomes the Immediate Past-President.
- g. New officers may be elected at any meeting of the Board of Directors to fill vacancies occurring between annual meetings.
- h. An officer may resign by delivering his or her written resignation to any other officer of *Communities Together* or by mailing the resignation to *Communities Together*. The resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 3 - Duties and Powers

- a. The Executive Committee
The Executive Committee has all the duties and powers of the Board of Directors and is empowered to act for the Board during the intervals between Board meetings. The Executive Committee shall report any such action taken to the Board of Directors at the Board's next meeting.
- b. Individual Officers
 1. The President shall preside at all meetings of *Communities Together*; the Board of Directors, and the Executive Committee. The President shall be an ex-officio voting member of all committees established by or created in accordance with Article IX. The President may call special meetings of the Board of Directors at any time. The Board of Directors may empower the Executive Director and/or the President to sign contracts and obligations

- authorized by the Board. The Executive Director and/or the President signs all checks.
2. The Vice-President shall assist the President in carrying out the President's duties and shall preside at meetings of *Communities Together*, the Board of Directors, and the Executive Committee in the absence of the President or in the event of a vacancy in the office of President.
 3. The Secretary shall keep the records of all meetings of *Communities Together*, the Board of Directors, and the Executive Committee.
 4. The Treasurer has no check-writing authority. The Executive Director and/or the President signs all checks. Prior to and in preparation for the Annual Meeting, the Treasurer and the Audit Committee, as provided in Article IX, Section 2, shall review the Annual Financial Report prepared by the Executive Director and/or the Administrative Assistant. The Treasurer or a member of the Audit Committee shall comment on the Annual Financial Report at the Annual Meeting. If trained and qualified to do so, the Treasurer may provide accounting and tax advice on an ad hoc basis to the Executive Director and/or the Administrative Assistant. Any other duties related to maintaining the organization's accounts and reporting on the organization's finances may be carried out by the Executive Director and/or the Administrative Assistant in a manner approved by the Board of Directors.
 5. The Immediate Past-President shall assist the President and Vice President in carrying out their duties,

Section 4 - Meetings

- a. The Executive Committee shall meet as necessary to carry out its duties.
- b. Each Director shall be notified at least seven days in advance of any Executive Committee meeting.
- c. A quorum for meetings of the Executive Committee shall be either:
 1. A simple majority of the Executive Committee as constituted at the time of the meeting or
 2. Two officers and two directors-at-large attending the meeting as ex officio voting members of the Executive Committee.
- d. If the Immediate Past-President refuses or is unable to serve on the Executive Committee, a quorum for meetings of the Executive Committee shall be either:
 1. Two officers or
 2. One officer and two directors-at-large attending the meeting as ex-officio voting members of the Executive Committee.
- e. When a quorum is present, voting shall be by majority vote.

ARTICLE IX — OTHER COMMITTEES

Section 1 - Role of the President and the Executive Director

The President shall be an ex-officio voting member of all committees established by or created in accordance with Article IX. The Executive Director may attend any meeting of any committee established by or created in accordance with Article IX.

Section 2 - Audit Committee

The Board of Directors shall serve, or appoint a committee of two to serve, as the Audit Committee. Prior to and in preparation for the Annual Meeting, the Audit Committee and the Treasurer shall review the Annual Financial Report prepared by the Executive Director and/or the Administrative Assistant. If a public accounting firm is hired to audit, review, or compile the financial statements of *Communities Together*, the Audit Committee shall be the primary contact with the firm and shall receive the report prepared by the firm. The Audit Committee shall confirm that all

findings in the accounting firm's report are properly addressed.

Section 3 — Delegates Committee

There shall be a Delegates Committee, with a chairperson appointed by the Board of Directors, responsible for organizing delegate cooperation from each supporting congregation. The Delegates Committee reports to the Board of Directors and shall encourage the participation of delegates in activities consistent with the role and expectations of delegates set forth in Article IV, Section 2. The Delegates Committee shall plan and organize such other activities or fundraisers as may be suggested by the Board.

Section 4 - Committees Created by the Board of Directors

The Board of Directors may create committees and appoint committee chairpersons to make recommendations to the Board about some aspect of the work of *Communities Together* and/or to carry out activities approved by the Board.

ARTICLE X - EXECUTIVE DIRECTOR AND STAFF

The Board of Directors shall employ an Executive Director and such additional staff or administrative assistants as the need arises and funds are available, and fix the terms of their employment, including responsibilities, compensation, and benefits. The Executive Director shall attend all meetings of *Communities Together*; the Board of Directors, and the Executive Committee, except when the Executive Director's contract, benefits, and performance are under consideration. The Executive Director may attend any meeting of any committee established by or created in accordance with Article IX. The Board of Directors may empower the Executive Director and/or the President to sign contracts and obligations authorized by the Board. The Executive Director and/or the President signs all checks. The Executive Director and/or the Administrative Assistant may carry out duties related to maintaining the organization's accounts and reporting on the organization's finances as provided in Article VIII, Section 3(b)(4).

ARTICLE XI - RESTRICTED GIFTS/GRANTS AND OPERATING COSTS

A percentage of restricted gifts and grants to *Communities Together* will be allocated toward the operating costs of the organization. If the gift or grant is for a one-time project of limited duration, a maximum of 15% of the total will be allocated. If the gift or grant is to be invested and the annual income used for a designated purpose, a maximum of 15% of the initial gift or grant will be allocated and a maximum of 15% of the earned income per year will be allocated. These revenues for operating costs will appear in the budget of *Communities Together* in the miscellaneous income line item.

ARTICLE XII - FISCAL YEAR

The fiscal year shall run from January 1 through December 31.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern *Communities Together* in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIV - AMENDMENTS TO THESE BY-LAWS

The Board of Directors may amend the By-Laws of *Communities Together* at any duly called Board meeting. Each Director shall be notified of the proposed amendment at least seven days in advance of the meeting at which action on the amendment is to be taken.