

BYLAWS OF HILL COUNTRY COMMUNITY MINISTRIES, INC.

A NONPROFIT CORPORATION WILLIAMSON COUNTY, TEXAS

Adopted April 9, 2007

1. OFFICES

1.1. Principal Office

1.1.1. The principal office of the corporation shall be located in Williamson County, State of Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board may determine or as the affairs of the corporation may require from time to time.

1.2. Registered Office and Registered Agent

1.2.1. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

2. PURPOSE

2.1. The corporation will offer services to address the physical needs of persons who reside in or travel through our community without regard to race, religion, creed, age, gender or any other factor, and without any requirement for religious performance or conformance.

2.2. The corporation will direct clients to existing resources and programs which may help them meet their long term needs.

2.3. The corporation will work with local, public, private and voluntary organizations in order to maximize services, reduce duplication and avoid possible abuse of services.

2.4. The corporation will operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code, by engaging directly in support of such purposes or by making distributions to other organizations for use in support of such services.

2.5. The corporation will engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

2.6. The corporation shall not carry on, other than as an insubstantial part of its operation, activities that are not in furtherance of its purposes.

3. MEMBERS

3.1. The corporation offers two types of membership (a) local church membership (Member Congregation) and (b) associate membership (Associate Member).

3.1.1. Each Member Congregation must be a duly chartered Community of Faith in the Austin metropolitan area and surrounds, conforming to the Texas Nonprofit Corporation Act and section 501(c)(3) of the Internal Revenue Service Code regulations, whose governing body agrees to support the corporation with its prayers, presence, gifts and services. The congregation must document its intent in an annual Agreement of Support that includes the name, address, phone number and (if available) email address of a Primary Delegate to the Annual Meeting of the Membership, that has been executed by the governing body of the congregation or their duly appointed representative.

3.1.2. An Associate Member may be an individual, church, business, club, partnership or other organization whose governing authority agrees to support the corporation with its presence, gifts and services. The Associate Member must document its intent in an annual Agreement of Support that includes the name, address, phone number and (if available) email address of a non-voting Representative to the Annual Meeting of the Membership, that has been executed by the governing authority of the organization. An Associate Member Representative may participate in all discussions and receive all communications that are sent to Primary Delegates as a body.

3.2. Delegates

3.2.1. Appointment of Delegates to the Annual Meeting

3.2.1.1. Each Congregation seeking new or renewed membership must appoint one (1) Primary Delegate by whatever means the Congregation deems appropriate for itself, to serve as the Primary Delegate to the Annual Meeting. Additional Delegates may be named and may attend the Annual Meeting of the Membership, but each Member Congregation is allocated only one vote in any matter before the Annual Meeting of the Membership. In the event the Primary Delegate is unable to attend, the Primary Delegate may designate one (1) Alternate Delegate to serve as the Voting Delegate. To be regarded as valid, the designation must be delivered in writing to the Board Secretary, with the signature of the Primary Delegate affixed, before the Annual Meeting of the Membership is called to order.

3.2.2. Duties of Primary Delegates

3.2.2.1. Primary Delegates shall attend the Annual Meeting of the Membership and vote the will of the Congregation he or she represents in all matters brought for the consideration of the meeting, including the consideration of membership applications and the election of Directors and Officers.

3.2.3. Primary Delegates Term of Office

3.2.3.1. A Primary Delegate's term of office begins when his/her Congregation's Application for Membership is approved and ends when the Congregation's membership expires or is terminated.

3.3. Application for New or Renewed Membership

3.3.1. An application for membership shall consist of an executed Agreement of Support. The Board Secretary shall certify as Renewal Applications, any application from an Congregation that was accepted into membership at the last Annual Meeting of the Membership, or had been accepted into membership by a 2/3 vote of the Board of Directors at any regular or called meeting of the Board of Directors in the interval between the last Annual Meeting of the Membership and the current Annual Meeting of the Membership.

3.4. Annual Meeting of the Membership

3.4.1. Meeting Schedule

3.4.1.1. An Annual Meeting of the Membership shall be held in the fourth quarter in each year for the purpose of electing the Board and Officers and for the transaction of other business as may come before the meeting.

3.4.2. Place of Meeting

3.4.2.1. The President may designate any place within the service area of Hill Country Community Ministries, as the place of meeting of the Membership.

3.4.3. Notice of Meeting

3.4.3.1. Notice of all meetings of the membership shall be delivered in person, by mail, email, or voicemail to each Delegate eligible to vote in that meeting. This notice shall be sent not later than fifteen (15) days before or earlier than fifty (50) days before the meeting. Where known, the purpose and intent of the meeting shall be listed on that notice. Such notice shall be deemed delivered once deposited into the mails properly addressed and with postage prepaid, or emailed to the email address on-file with the Secretary.

3.4.4. Quorum

3.4.4.1. A quorum of the Membership shall be one-half (1/2) of the current Delegates of record.

3.4.5. Order of Business for Annual Meeting of the Membership

3.4.5.1. Roll Call of Current Member Delegates

3.4.5.1.1. The first item of business at the Annual Meeting of the Membership shall be a roll call of the primary or voting delegates representing current member Congregations. At the conclusion of roll call, the Secretary shall provide the Board President with a list of Congregations with correct and complete renewal membership applications that also have primary or voting delegates in attendance.

3.4.5.2. Roll Call of New Membership Applicants and Consideration of New Membership Applications

3.4.5.2.1. The second item of business shall be a roll call of the primary or voting delegates representing new Congregations making application for membership (delegates named in New Membership Applications). At the conclusion of roll call, the Secretary shall provide the Board President with a list of Congregations with correct and complete new membership applications that also have primary or voting delegates in attendance. The President will then put the question of acceptance to the Current Member Congregation Delegates. Membership applications will normally be considered in bulk but may be considered individually at the discretion of the meeting. If considered individually, a roll call vote is required; secret ballots are not allowed. Applications not receiving an affirmative vote by a simple majority of the delegates present and eligible to vote will be considered rejected. Membership shall be considered effective immediately after action on all the certified new membership applications has been concluded. The Secretary shall then provide the President with an updated list of Member Congregations (current and new) with delegates present and eligible to vote.

3.4.5.3. Renewal Applications

3.4.5.3.1. The third item of business shall be the consideration of Renewal Membership Applications from Current Member Congregations, with a primary or voting delegate in attendance that have been certified as correct and complete by the Secretary of the Board. The President will then put the question of acceptance to the current and newly accepted Member Congregation Delegates. Membership applications will normally be considered in bulk but may be considered individually at the discretion of the meeting. If considered individually, a roll call vote is required; secret ballots are not allowed. Applications not receiving an affirmative vote by a simple majority of the delegates present and eligible to vote will be considered rejected. Membership renewal shall be considered effective immediately after action on all the certified renewal applications has been concluded. The Secretary shall then provide the President with an updated list of Member Congregations (current and new) with delegates present and eligible to vote.

3.4.5.4. Board Elections

3.4.5.4.1. The fourth item of business shall be the election of Board members as detailed in articles to follow.

3.4.5.5. Officer Elections

3.4.5.5.1. The fifth item of business shall be the election of Board officers as detailed in articles to follow.

3.4.5.6. Other Business

3.4.5.6.1. Other business may include items proposed in advance by resolution of the Board, items included at the discretion of the Board President, or items added from the floor by the will of the meeting.

3.4.6. Special Meetings

3.4.6.1. The President may call special Meetings of the Membership at discretion and must call a special meeting of the Board of Directors if petitioned to do so, in writing, by half (1/2) the Board of Directors or half (1/2) of the current Primary Delegates.

3.5. Termination of Membership

3.5.1. The Board of Directors, for the vital interests of the corporation, 30 days after delivery of a notice of intent to terminate to the current Primary Delegate of each Member Congregation, may at any regularly constituted meeting terminate the membership of any Member Congregation by affirmative vote of 3/4 of the Directors present and eligible to vote. A terminated Member Congregation may reapply for membership as a new member at the next Annual Meeting of the Membership.

3.6. Expiration of Membership

3.6.1. Any and all existing memberships that are not renewed shall expire automatically at the adjournment of the Annual Meeting of the Membership. The Secretary of the Board, will, within 30 days, notify all former Member Congregations that failed to re-apply in time to be considered at the Annual Meeting of the Membership that their membership has expired and shall invite them to reapply at their earliest convenience.

3.7. Resignation

3.7.1. Any Member Congregation may resign by filing a written resignation signed by the Primary Delegate with the Secretary.

3.8. Reinstatement of Expired or Resigned Memberships

3.8.1. A former Member Congregation that had previously resigned or whose membership had expired may reapply for membership as a new member at any time.

3.9. Transfer of Membership

3.9.1. Membership in this corporation is not transferable or assignable.

4. BOARD OF DIRECTORS

4.1. Composition

4.1.1. The Board of Directors shall consist of nine (9) to fifteen (15) members including the President, Vice President, Secretary and Treasurer. A minimum of nine (9) board members must be nominated by Member Churches. The Nominating Committee may nominate a maximum of three (3) board members from the community who do not require a nomination by a Member Church. The Executive Director and the past president shall participate ex officio as non-voting members.

4.2. Duties

4.2.1. The Board of Directors shall govern the corporation. Specific duties shall include, but are not limited to, hire, fire and supervise of the Executive Director, monitoring suitability and performance of programs, monitoring the financial performance of the corporation, formulating and adopting strategic plans, approving the annual budget, resolving employee and volunteer personnel disputes referred by the Executive Director and promoting the organization in the community.

4.3. Term of Office

4.3.1. The nominal full term of each Board of Directors member is two years beginning January 1 following their election to the Board. The Board Nominating Committee will initially assign board member candidates one or two year terms at the time of nomination, so that when election time comes the next year, the terms of approximately half of the Board members will be expected to expire. The assignment of one (1) or two (2) year terms to specific candidates shall be entirely at the discretion of the Board Nominating Committee.

4.4. Board Member Qualifications

4.4.1. Each board member must be sponsored by a Member Congregation via a co-nomination by that Congregation's Primary Delegate. No Member Congregation may sponsor more than one sitting board member at a time unless the term of that sitting member is scheduled to expire at the close of the election in question. Primary Delegates may co-nominate themselves. A candidate need not be a member of the sponsoring congregation or any Member Congregation. The Board Nominating Committee is not obligated to nominate candidates suggested by a Member Congregation. A Member Congregation is not obligated to sponsor a candidate for nomination who is a member of their Congregation.

4.5. Annual Board Elections

4.5.1. The Board Nominating Committee shall nominate candidates for Board seats as a slate for election by secret ballot at the Annual Meeting of the Membership. Consideration of the slate must be taken up before any individual candidates are considered.

4.5.2. Floor Nominations

- 4.5.2.1. In the event Board seats remain open after the slate is adopted by the Delegates, the President may entertain a motion to open nominations from the floor for the open seats. If the motion is duly seconded and approved by the Membership, the President shall declare the floor open for nominations. The President shall accept nominations from Delegates qualified to make nominations, per the following article until a motion to close nominations is approved by the Delegates.
- 4.5.2.2. If the delegates do not approve the slate the President shall declare the floor open to nominations. All candidates who had been named in the slate just rejected may be individually nominated from the floor. Additional candidates may also be nominated.
- 4.5.2.3. If floor nominations are entertained (because the slate is rejected or because there is a successful motion to open nominations to fill seats remaining open after election of the slate) only Delegates eligible to nominate and sponsor a candidate (Delegates who have not used their nomination on an individual who will start serving in the next year or who will continue serving his/her current term in the next year), may make such nominations from the floor. The Secretary must certify that the Delegate is eligible to sponsor a nomination and that the candidate assents to the nomination before the President may accept his/her nomination.

4.5.3. Group Election of Floor Nominated Candidates

- 4.5.3.1. Floor nominated candidates must be considered as a group by secret ballot. Each Delegate may cast one vote per open seat. Each candidate must receive an affirmative vote from at least 50% of the Delegates present and eligible to vote in order to be elected. Should the number of candidates nominated from the floor exceed the number of open seats available, the candidates who receive an affirmative vote from at least 50% of the Delegates present and eligible to vote will be rank ordered by the number of votes received and seated in rank order until all the open seats are filled. Should there be a tie between two or more candidates for one or more of the remaining open seats the President shall conduct a run-off election between the tied candidates, with each Delegate allowed one less vote than the number of seats open. Candidates will be rank ordered by the number of votes received and seated in rank order until all the open seats are filled. Should there be a tie between two or more candidates for one or more of the open seats the President shall conduct an additional run-off election following the same procedure again.

4.6. Voting

- 4.6.1. Each Board of Directors member shall be entitled to one (1) vote, in person, upon each matter and at each election to come before the Board of Directors. Proxy voting is not allowed on matters before the Board.

4.7. Termination of Board Membership

4.7.1. The Board of Directors, for the best interests of the corporation, thirty (30) days after delivery of a notice of intent to terminate to Primary Delegate of all current Member Congregations, may at any regularly constituted meeting, terminate the membership of any Board Member by affirmative vote of the majority of the Directors present and eligible to vote.

4.8. Expiration of Board Membership

4.8.1. An individual's board membership shall expire automatically when the board member fails to participate for a period of three (3) months. Such failure will be certified by the Secretary and notice of said failure will be sent to the Primary Delegate of all current Member Congregations.

4.9. Resignation of Board Membership

4.9.1. Any Board Member may resign by filing a written resignation with the Secretary. Notice of resignations will be sent to the Primary Delegate of all current Member Congregations within 30 days of receipt by the Secretary.

4.10. Replacement

4.10.1. In the event a Board seat becomes vacant, the Board may ask the Board Nominating Committee to nominate a qualified candidate for the open position. The nomination must be supported by a co-nomination signed by the Primary Delegate of a Member Congregation. The replacement candidate need not be sponsored by the Member Congregation that had sponsored the previous holder of the seat. However a former Board member who has previously resigned or whose membership has expired may be re-nominated by his/her Primary Delegate. Primary Delegates may co-nominate themselves. A candidate need not be a member of the sponsoring congregation or any Member Congregation. The Board Nominating Committee is not obligated to nominate candidates suggested by a Member Congregation. A Member Congregation is not obligated to sponsor a candidate for nomination who is a member of their Congregation. The Board of Directors may, by the affirmative vote of the majority of the Directors present and eligible to vote, elect a candidate brought by the Board Nominating Committee to fill the unexpired terms of a newly open seat at any regularly or duly called meeting of the Board of Directors.

4.11. Transfer of Membership

4.11.1. Board Membership is not transferable or assignable.

5. OFFICERS

5.1. The corporation shall have the following officers: President, Vice President, Secretary, and Treasurer.

5.2. Qualifications

5.2.1. When considering nominations for Board office, the Board Nominating Committee will first consider current board members to fill officer positions. If, however, to serve the best interests of the organization and to provide the most qualified leadership, the Board Nominating Committee deems a new board nominee or new board member to be the best qualified person for the position, then the new board nominee or new board member may be nominated for a Board office. The exception will be the office of President. A nominee for the office of President must be a qualified, current board member who has completed one year of service on the Board.

5.3. Term of Office

5.3.1. Each office shall have a term of one (1) year. Terms shall begin upon adjournment of the Annual Meeting of the Membership. No one may hold the same office for three (3) consecutive full terms.

5.4. Annual Officer Elections

5.4.1. The Board Nominating Committee shall nominate one candidate for each Board office for election at the Annual Meeting of the Membership with the advice and consent of the Board of Directors.

5.4.2. The election of candidates to offices for which the Board Nominating Committee has provided nominees shall be undertaken in the following order: President, Vice President, Treasurer, and Secretary. The President must accept any motion properly made and seconded to open nominations from the floor for any office including those for which the Board Nominating Committee has nominated a candidate. If there is no motion to open nominations, the presiding officer is not required to open nominations. Nominees named in a nomination from the floor must be present, certified by the Secretary to meet the qualifications for holding the office and publicly indicate a willingness to serve before being included on a ballot. In the event there are multiple candidates nominated for an office, the election for that office must be conducted by secret ballot.

5.4.3. In the event any one of the Board Officer candidates nominated by the Board Nominating Committee is not seated as a Board Member by the preceding Board Member election(s) the President shall open the floor to nominations for and conduct elections for each and all of the four Board offices in the following order: President, Vice President, Treasurer, and Secretary. Nominees named in a nomination from the floor must be present, certified by the Secretary to meet the qualifications for holding the office and publicly indicate a willingness to serve before being included on a ballot. In the event there are multiple candidates nominated for an office, the election for that office must be conducted by secret ballot.

5.5. Voting

5.5.1. Each officer shall be entitled to one (1) vote, in person, upon each matter and at each election to come before the Board of Directors. Proxy voting is not allowed on matters before the Board.

5.6. Removal of an Officer

5.6.1. Any Director may at any time at any Board meeting stand to raise “A Question of Privilege of the Assembly” per Robert’s Rules of Order, and make a motion for a vote of no-confidence for cause concerning a particular officer. A vote on a motion of no-confidence shall require the assent of two-thirds (2/3) of the Directors present and eligible to vote to pass. Should the motion pass, the office shall be declared vacant immediately. Notice of a removal of an officer will be sent to the Primary Delegate of all current Member Congregations within 30 days.

5.7. Resignation of an Officer

5.7.1. An officer may resign by issuing a written resignation to the remaining officers. Notice of resignations will be sent to the Primary Delegate of all current Member Congregations within 30 days following the next Board meeting.

5.8. Replacement

5.8.1. The Board may immediately nominate and elect any currently serving board member to complete the unexpired term of an officer who has resigned or has been removed, provided the member is present and indicates a willingness to serve. Or the Board may ask the Board Nominating Committee to nominate a qualified candidate for the open position for election at the next Board meeting. In the event the office is not filled immediately, the President may appoint a member to undertake the duties of the open office temporarily, until it is filled. In the event it is the office of the President that is open, the Vice-President will serve as the acting President and may appoint an acting Vice President.

5.9. Transfer of Membership

5.9.1. Board offices are not transferable or assignable.

5.10. Duties

5.10.1. Officers

5.10.1.1. The officers as a group are charged to act on behalf of the Board of Directors to protect the assets of the corporation in the event of an emergency. Upon taking such actions the officers must notify the Board of Directors as soon as possible and no later than at the next Board of Directors meeting.

5.10.2. President

5.10.2.1. The President shall be the principal officer of the corporation and shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments when the Board of Directors has authorized them to be executed. The President, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall appoint or dismiss, with advice and consent of the Board of Directors, all standing and ad hoc Board committee chairpersons, and committee members not otherwise appointed by these bylaws, and may assign other duties from time to time to appropriate committees.

5.10.3. Vice President

5.10.3.1. There shall be a Vice President who in the absence of the President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

5.10.4. Secretary

5.10.4.1. The Secretary shall keep the minutes of any Meetings of the Membership and the meetings of the Board of Directors, and conduct any official correspondence. The Secretary shall keep the roll of current Directors and a record of the Member Organization that co-nominated each current Director. The Secretary shall maintain the official record of the membership of the corporation.

5.10.5. Treasurer

5.10.5.1. The Treasurer shall have oversight of all financial records including all receipts, disbursements, assets and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of the corporation from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the corporation's net worth and performance to budget at the close of the fiscal year, and cause a firm of outside certified public accountants to audit the organization's books and records at the end of each fiscal year.

6. BOARD MEETINGS

6.1. Annual Board of Directors Meeting

6.1.1. An annual meeting of the Board of Directors shall be held on the second Monday in the month of December in each year, at the hour of 7:30 pm for the purpose of adopting the next year's budget and for the transaction of other business as may come before the meeting. If the budget is

not adopted on the day designated herein for any Annual Board of Directors Meeting, or at any adjournment thereof, the budget shall be considered for adoption at a special meeting of the Board of Directors as soon as possible.

6.2. Regular Meetings

6.2.1. The Board of Directors may set a schedule of regular meetings it sees fit.

6.3. Special Meetings

6.3.1. The President may call special meetings of the Board of Directors at discretion and must call a special meeting of the Board of Directors if petitioned to do so, in writing, by half (1/2) the Board of Directors or half (1/2) of the current Primary Delegates.

6.3.2. Members of the Board of Directors may participate in a meeting through use of conference telephone, email or similar electronic communications equipment, so long as all board members are initially contacted and rules of quorum are applied in order to respond in timely pursuit of ministry business. A record of all decisions must be maintained by the board Secretary in accordance with HCCM bylaws.

6.4. Place of Meeting

6.4.1. The President may designate any place within the service area of Hill Country Community Ministries, as the place of meeting for any Board of Directors meeting.

6.5. Notice of Meeting

6.5.1. Notice of all meetings of the Board of Directors shall be delivered in person, by mail, email, or voicemail to each Director eligible to vote in that meeting. This notice shall be sent not later than five (5) days before or earlier than fifty (50) days before the meeting. Where known, the purpose and intent of the meeting shall be listed on that notice. Such notice shall be deemed delivered once deposited into the mails properly addressed and with postage prepaid, or emailed to the email address on-file with the Secretary.

6.6. Quorum

6.6.1. A quorum of the Board shall be one-half (1/2) of the currently active Directors and officers.

7. BOARD COMMITTEES

7.1. Board Nominating Committee

7.1.1. The Board Nominating Committee shall be chaired by the Vice President of the Board and consist of at least five (5) and no more than ten (10) people familiar with the needs of the Board and the corporation. No more than two (2) officers of the Board may serve as members of the committee. The election of this committee by the Board is to be held no later than December

each year. Candidates for election to the committee may include but are not restricted to currently serving Primary Delegates, former or currently serving Board members or officers and local pastors or other community leaders. The slate of candidates for the committee will be prepared by the currently serving offices and the past President.

7.1.2. The Board Nominating Committee shall monitor the needs of the corporation and search continuously for potential board and officer candidates to fill those needs. The committee shall nominate board and officer candidates, as previously described, for the elections held at the Annual Meeting of the Membership or to the Board at other time as may prove necessary. The Committee shall lead the process of new member orientation and ongoing board member development and board member evaluation.

7.1.3. The term of service for Board Nominating Committee members begins immediately upon election and continues until a new Board Nominating Committee is seated the next year. Additional and/or replacement members may be added throughout the year at the discretion of the committee chairperson upon consent of the Board.

7.2. Other Board Committees

7.2.1. The President may appoint chairpersons and establish any other committees needed to conduct the work of the Board.

7.3. Term of Office

7.3.1. Each committee Chairperson shall serve until the end of the President's term, dissolution of the committee or dismissal by the President, whichever comes first.

8. EXECUTIVE DIRECTOR

8.1. The Board of Directors may secure an Executive Director, either volunteer or employed. The Executive Director may be removed by the Board of Directors whenever it may be in the best interests of the corporation.

8.2. Duties

8.2.1. The Executive Director shall be the administrative head of the corporation, subject to the control and direction of the Board; shall have general supervision and charge of its operations; may attend all meetings of the Board of Directors and its committees; and shall submit such monthly, annual and special reports to the Board as may be requested. The Executive Director shall hire and supervise staff in conformity with the policies and procedures provided and the appropriations authorized, and shall keep the Board informed concerning the affairs and activities of the corporation and any special problems encountered in the administrative thereof.

8.2.2. The Executive Director may, with the advice and consent of the Officers, appoint chairpersons and establish any Operations Committees needed to conduct operations.

8.2.3. The Executive Director may sign, with the Secretary or any officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments when the Board of Directors has authorized them to be executed.

8.2.4. The Executive Director shall control and monitor disbursement of goods and services, nominally intended for clients, to employees and/or volunteers so as to insure that all such disbursements are made in a manner strictly consistent with the norms, rules and intent of the program under which said goods or services are normally provided to ordinary clients and are made in a manner that is clearly free of any preference or priority for the employee or volunteer. The Executive Director shall disclose all such disbursements, with all due and feasible care for the ordinary client privacy rights of the employee or volunteer, to the Board of Directors in a timely manner.

9. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1. Contracts

9.1.1. The Board of Directors may authorize any officer or officers as agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of the corporation. Such authority may be general or confined to specific instances.

9.2. Checks and Drafts

9.2.1. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the Board, such instruments shall be signed by any two officers.

9.3. Deposits

9.3.1. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or depositories as the Board of Directors may select.

9.4. Gifts

9.4.1. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

10. BOOKS AND RECORDS

10.1. The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees. All meetings shall be held in accordance with Roberts Rules of Order. The corporation shall keep at the registered principal office a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any Member Congregation or any Director for any proper purpose at any reasonable time.

11. CONFLICT OF INTEREST

11.1. Whenever a director, officer or employee has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a

potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

12. INDEMNIFICATION OF TRUSTEES AND OFFICERS

12.1. The corporation shall indemnify in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise by reason of the fact that such person is or was a Primary Delegate, trustee, officer, Board member, employee or agent of the corporation, or is or was serving at the request of the corporation, trust or other enterprise. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the trustee, officer, employee or agent is proper in the circumstances. The corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability, which may be asserted against him/her. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgment, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the corporation to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the corporation may be entitled under any agreement, vote of disinterested trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The foregoing provisions shall not obligate the corporation to indemnify any person for the amount paid pursuant to any settlement, unless such settlement is first approved by the Board of the corporation. The foregoing right of indemnification shall not preclude any indemnification of any trustee or officer, or any employee or other person who may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the trustees, the Executive Director and/or officers of this corporation. All rights of indemnification shall inure to the benefit of the heirs, executors and administrators of the person involved.

13. FISCAL YEAR

13.1. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

14. WAIVER OF NOTICE

14.1. Whenever any notice is required to be given under the provisions of any federal or state law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15. PARLIAMENTARY AUTHORITY

15.1. The latest edition of Robert's Rules of Order shall govern all matters of parliamentary procedure not explicitly detailed in these bylaws.

16. AMENDMENTS TO THE BYLAWS

16.1. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Delegates at the Annual meeting of the Membership or at a Meeting of the Membership called for that purpose. Such changes to the bylaws require a quorum consisting of half the Primary or Alternate Delegates of record and the approval of a two-third's (2/3) majority vote. Prior notification with details of proposed revisions must be sent to the Delegates no less than thirty (30) days prior to the vote. The Board

of Directors may temporarily set aside provisions of these bylaws to protect the assets of the corporation in the event of an emergency. Upon taking such actions the Board must notify the Delegates as soon as possible.

17. DISSOLUTION

17.1. In the event of dissolution of the corporation, whether voluntary or involuntary, no Member Congregation, officer or representative shall be entitled to any distribution or division of its remaining property, assets, or proceeds of the same. In the event of dissolution, the Board shall, after paying or making due provision for the payment of all liabilities of the corporation, dispose of all remaining properties or assets to a similar or related organization or entity, which is duly qualified as exempt within the terms and meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.