

## **Maine Council of Churches BY-LAWS**

Revised June 21, 2019

### **ARTICLE I – PURPOSE**

Realizing those values and concerns we hold in common, as well as our differences, the Maine Council of Churches shall have as its purpose to:

1. recognize the work of God within and beyond the churches, challenging us to widen our horizons and to speak to the conditions of humanity in creative ways;
2. be an agency for consultation and coordination of effort among the churches of Maine as they seek to fulfill their common mission;
3. inspire congregations and persons of faith to unite in good works that build a culture of justice, compassion and peace rooted in the Hebrew and Christian scriptures;
4. maintain mutually helpful relationships with other councils and other religious bodies throughout the region, the nation and the world; and
5. promote and advocate for the full humanity and dignity of every person, the sacredness of all Creation and the opportunity for everyone to achieve their full potential.

### **ARTICLE II – MEMBERSHIP**

As defined in the Articles of Incorporation, membership in the Maine Council of Churches shall be as follows:

1. **Members:** Those denominations within the State which: are rooted in Hebrew and Christian scriptures; accept the purpose of the Council as described in Article I; have demonstrated a commitment to promoting and advocating for the full humanity and dignity of every person, the sacredness of all Creation and the opportunity for everyone to achieve their full potential; and adhere to the principle of “majority rule” as defined by Robert’s Rules of Order shall become members of the Council when their written request has been approved by a majority vote of the Membership Assembly. (A “denomination,” for the purpose of inclusion as a member of the Maine Council of Churches, is defined as a body of two or more congregations within the State that share a common identity, a common governance structure, and a common system of accountability.)
2. **Associate Members:** Those religious organizations within the State which are not denominations and local churches whose denomination is not a member of the Council which: are rooted in Hebrew and Christian scriptures; accept the purpose of the Council as described in Article I; have demonstrated a commitment to promoting and advocating for the full humanity and dignity of every person, the sacredness of all Creation and the opportunity for everyone to achieve their full potential; and adhere to the principle of “majority rule” as defined by Robert’s Rules of Order shall become Associate Members of the Council when their written request has been approved by a majority vote of the Membership Assembly.

3. Continued membership in the Council shall be contingent on assisting in furthering the purpose and work of the Council and annually contributing to its financial support. Council membership shall be terminated by majority vote of the Membership Assembly.

### ARTICLE III – MEMBERSHIP ASSEMBLY

1. The governing body of the Council shall be the Membership Assembly, also referred to in the Articles of Incorporation as the Annual Assembly.
2. The Assembly shall act by majority vote of Member and Associate Member Representatives. Voting representation as defined in the Articles of Incorporation shall be as follows:
  - a. Each denomination which has membership in the Council may designate three Representatives, plus one additional Representative for each 5,000 members or major fraction thereof over the first 5,000, up to a maximum of ten Representatives in addition to ex-officio Representatives (members of the Board of Directors). Denominations may give their Representative on the Board of Directors all of the votes to which they are entitled rather than designating multiple representatives.
  - b. Each associate member shall be entitled to one representative.
3. Meetings.
  - a. The annual meeting of the Membership Assembly shall be held at a time designated by the Board of Directors and shall be called by the Secretary, by sending notice and agenda of said meeting to all Members and Associate Members at least thirty days prior to the date of the meeting.
  - b. Special meetings of the Membership Assembly may be called by the Board of Directors or by petition of a majority of the Members.
  - c. Those representatives present at a duly convened Assembly meeting shall constitute a quorum.
4. Duties of the Membership Assembly shall be as follows:
  - a. To elect at-large directors to the Board each year from the slate recommended by the Nominating Committee and nominations from the floor.
  - b. To elect the officers of the Board of Directors each year from the slate recommended by the Nominating Committee and nominations from the floor.
  - c. To approve the annual budget.
  - d. To approve proposed new Members and Associate Members who have applied for membership.
  - e. To approve the creation of any new Standing Committees recommended by the Board of Directors.

- f. To hear and receive reports from Standing Committees, ad hoc committees and task forces, and to discuss their activities.
- g. To vote on proposed resolutions.
- h. To consider any other matters that may properly come before the Assembly.

#### ARTICLE IV – OFFICERS

- 1. The Officers of the Council shall be a President, a Vice-President, a Treasurer, and a Secretary. Officers shall be elected by the Membership Assembly at its annual meeting. Each Officer shall be a member of the Board of Directors. The Officers of the Council are also the officers of the Board of Directors. Officers serve a two-year term. Officers may be re-elected.
- 2. Offices that become vacant between Assembly meetings may be filled by the Board of Directors.
- 3. The President is the presiding officer of the Council and Board, and an ex-officio (non-voting) member of all Standing Committees.
- 4. The Vice-President is the presiding officer of the Council and Board in the President's absence.
- 5. The duties of the Treasurer shall include:
  - a. Management of all financial transactions and investments of the Council;
  - b. Chairing the Finance and Investment Committee; and
  - c. Making timely reports to the Board of Directors of the financial status of the Council and providing other reports as may be needed by the Board.
- 6. The Secretary records minutes at Assembly and Board meetings. In the absence of the Secretary the President appoints a substitute.
- 7. The Executive Committee shall consist of the Officers and shall carry out the business of the Board in the interim between Board meetings. The Executive Committee shall supervise the work of the Executive Director or Coordinator and shall serve as the planning committee for the Membership Assembly.
- 8. Ordinarily, a member of the Executive Committee shall serve on the Public Policy Committee. However, the Executive Committee has the option of appointing a representative to serve, should they so desire.

#### ARTICLE V – BOARD OF DIRECTORS

- 1. Members of the Board of Directors shall consist of:

- a. One representative of each member denomination. Denominational Representatives shall be appointed for a term of two years, renewable, and vacancies shall be filled by denominational appointment.
  - b. Up to eight at-large members elected by the Membership Assembly for staggered two-year terms who may serve no more than four consecutive terms. Those eligible for nomination to at-large positions are: persons from member-denomination churches; persons from associate member entities; persons from other communities of spiritual practice which: are rooted in Hebrew and Christian scriptures; accept the purpose of the Council as described in Article I; have demonstrated a commitment to promoting and advocating for the full humanity and dignity of every person, the sacredness of all Creation and the opportunity for everyone to achieve their full potential; and adhere to the principle of “majority rule” as defined by Robert’s Rules of Order. The number of at-large members of the Board of Directors shall not be greater than the number of member-denomination representatives. At any given time, there shall be no more than two at-large members of the Board of Directors from communities of spiritual practice other than member-denomination churches and Associate Members of the Council. The Board of Directors may fill at-large vacancies between Assembly meetings.
  - c. Officers and Board members shall assume their positions at the close of the Membership Assembly meeting at which they are elected.
2. The Board of Directors shall act for the Assembly ad interim, subject to any limitations specified by the Council’s Articles of Incorporation and Bylaws or by action of the Assembly. Specific duties of the Board shall be to:
  - a. Present the annual budget to the Assembly for adoption and maintain ongoing oversight of the budget.
  - b. Appoint chairpersons and members of standing committees;
  - c. Appoint such ad hoc committees or task forces for special projects as are needed for the promotion of the work of the Council. The Board may also recommend for the approval of the Assembly the creation of such additional Standing Committees as are needed to carry out the work of the Council.
  - d. Hire an Executive Director or Coordinator.
  - e. Oversee and evaluate the Mission Statement and Long-Range Plan of the Council on a regular basis, and propose any changes for approval to the Membership Assembly.
3. All Board members shall be expected to make a financial contribution to the Council and serve on at least one standing committee, ad hoc committee or task force of the Council or otherwise be actively engaged in the work of the Council between Board meetings. Each standing committee, ad hoc committee and task force shall have at least one Board member who shall report on the work of that committee or task force at Board meetings.
4. The Board shall meet at least eight times each year on a schedule to be established by mutual agreement. Additional meetings may be called by the President.

5. A simple majority of the Board of Directors shall constitute a quorum for in-person or electronic meetings.
6. The Board of Directors may conduct administrative and program discussions and make decisions, including approval of minutes, budget adjustments, committee appointments and activities, by electronic vote, with the same quorum provisions as for in-person meetings.

## ARTICLE VI – STANDING COMMITTEES

1. The Standing Committees of the Council shall be: Nominating Committee; Finance and Investment Committee; Development Committee; Public Policy Committee; and Financial Review Committee.
2. Each Standing Committee, with the exception of the Financial Review Committee, should be composed of at least six persons, with as broad representation of member denominations and associate members as possible. Each Standing Committee will have at least one member who is a member of the Board of Directors and who reports to the Board on the work of that Committee. Standing Committee chairpersons and members are appointed by the Board of Directors.
  1. The Financial Review Committee shall have three members, at least one of whom shall be a Board member and one a non-board member. The Treasurer, or check signers, or Finance and Investment Committee members shall not be on the committee.
  2. Committee Chairpersons shall assume their positions at the close of the annual Membership Assembly and, with the exception of the Finance and Investment Committee Chair whose chair is the Treasurer, shall serve for terms of one year, renewable up to four consecutive terms.
3. Nominating Committee
  - a. The Nominating Committee shall prepare a slate of candidates for presentation to the annual Membership Assembly each year. The slate will include at-large members of the Board of Directors and all Officers. The Nomination Committee shall strive to recommend a diverse slate of candidates with respect to: member denomination and associate members' affiliation; gender; race/ethnicity; geographic distribution throughout Maine; and the skills and experience needed by the Council to effectively fulfill its duties and mission.
  - b. The Nominating Committee shall prepare a slate of candidates for chairpersons of the Standing Committees (except the Finance and Investment Committee whose chair is the Treasurer) for presentation to the Board of Directors.
  - c. The past president of the Council shall be encouraged to serve as a full member of the Nominating Committee for one year following his/her term of office.
4. Finance and Investment Committee

The duties of the Finance and Investment Committee shall include:

- a. Oversight of the operating monies, real property and invested funds of the Council;

- b. Selection and oversight of any outside investment professionals to manage the Council's investments; and
- e. Ensuring that there are reviews of all Council accounts by the Financial Review Committee.

## 5. Development Committee

The duties of the Development Committee shall be:

- a. To plan, oversee and execute, with Council staff, fundraising including working with member denominations and associate members to establish fair contributions guidelines, donations from individuals and congregations, fundraising events, and grants applications;
- b. To have primary responsibility for any capital campaigns, including oversight of any outside professional fundraising counsel the Council engages; and
- c. To help present the Council and its mission to the public.

## 6. Public Policy Committee

The duties of the Public Policy Committee shall be:

- a. To conduct ongoing review of current public policy issues of concern to the Council's membership;
- b. To recommend to the Board of Directors positions the Council may take on specific issues, including formulating proposed public statements;
- c. In coordination with the Executive Director or Coordinator, to represent the Council in public policy forums such as the legislature and Congress;
- d. To develop educational resources on issues of concern to the Council for presentation to local congregations and the larger public; and
- e. To develop connections between the Council and other organizations active in public policy issues, working in coalition whenever possible.

## 7. Financial Review Committee

The duties of the Financial Review Committee shall be:

- a. To conduct a review of all Council accounts at least annually.
- b. To present its findings and recommendations, if any, to the Board of Directors after each review is completed.
- c. To arrange for and provide oversight of an external review at least every five years.

## ARTICLE VII – TERM LIMITATIONS

No Officer, at-large Board member, or Chairperson of a standing committee, ad hoc committee or task force shall serve more than four (4) consecutive terms in the same office.

## ARTICLE VIII – EXECUTIVE DIRECTOR OR COORDINATOR

1. The Board of Directors shall hire an Executive Director or Coordinator. The Executive Director or Coordinator shall be responsible and accountable to the Board of Directors and shall implement and interpret the work of the Council in accordance with these by-laws and any other policies adopted by the Board of Directors.
2. The Executive Director or Coordinator of the Council shall serve as the organization's Clerk.

## ARTICLE IX – INDEMNIFICATION

1. The Council shall indemnify any Director, Officer, Employee or Agent of the Council against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with an action or threatened action whether the proceeding is civil, criminal, administrative, ecclesiastical, or investigative and is directly caused by the person's role with the Council. No indemnification shall be provided for any person when he/she has been finally adjudicated not to have acted in good faith. The termination of any action or proceeding by judgment or conviction adverse to the person, or by a settlement or plea of nolo contendere or its equivalent, shall not in itself create a presumption of failure to act in good faith.
2. No Director or Officer shall be liable for the acts or defaults or any other officer or director or for any loss sustained by the Maine Council of Churches or any director or officer thereof, unless the same has resulted from his/her own willful misconduct or negligence.

## ARTICLE X – PARLIAMENTARY AUTHORITY

Parliamentary authority for the Board of Directors and for the Membership Assembly shall be the rules contained in the current edition of Robert's Rules of Order Newly Revised. Robert's Rules of Order operates on the principle of the rule of the majority. This authority shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the Council By-Laws, and any special rules of order the Council may adopt.

## ARTICLE XI – DISSOLUTION

Upon the dissolution of the corporation by the Membership Assembly, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of the United States currently in effect, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII – AMENDMENTS

These By-Laws may be amended at any meeting of the Membership Assembly by a majority vote of the representatives present, provided that notice of each amendment has been given in writing to all Members and Associate Members of the Assembly at least one month in advance of the meeting.

#### ARTICLE XIII – ENACTING CLAUSE

These By-Laws as enacted June 21, 2019 hereby repeal all previous By-Laws of the Maine Council of Churches and shall be construed on and after this date as the only existing by-laws for the governing and administration of said Maine Council of Churches.