

# COMMUNITY LUTHERAN PARTNERS, INC.

## BYLAWS

### ARTICLE I - NAME, PURPOSE AND AFFILIATION

**Section 1. Name.** The Corporation shall be known as Community Lutheran Partners, Inc. It shall be incorporated as a 501 (c) (3) nonprofit organization. There shall be a corporate seal. The Corporate office shall be in the State of West Virginia and the service area shall be the same as the West Virginia-Western Maryland Synod of the Evangelical Lutheran Church in America (the Synod).

**Section 2. Purpose.** The Synod is a servant synod committed to the development of unique responses to the needs of the vulnerable through education, direct service and advocacy. The purpose of the Corporation shall be to facilitate social ministry development among the congregations and groups of congregations throughout the territory of the Synod, including where possible ecumenical, interfaith and community partnerships. It shall carry on and perform any other businesses or services whatsoever that the Corporation may deem proper and convenient or otherwise, to do all things specified in West Virginia Code Section 31-1-8, and to have and exercise all powers conferred by the laws of the State of West Virginia now in effect or hereafter enacted.

**Section 3. Affiliation.** It is the intent of Community Lutheran Partners, Inc. to be affiliated with the Evangelical Lutheran Church in America, or its successor, and to function in accordance with church body criteria and provisions. Affiliation status with the Evangelical Lutheran Church in America shall not cause the ELCA in its Churchwide, synodical or congregational expressions to incur or be subject to the liabilities or debts of the Corporation or its subsidiaries and/or affiliates.

## **ARTICLE II - BOARD OF DIRECTORS**

**Section 1. Election.** The business and property of the Corporation, except as otherwise provided by statute or by the Articles of Incorporation, shall be conducted and managed by a Board of Directors. There shall be nine to fifteen Directors, a majority of which shall be elected by the Synod Council upon recommendation of the Board of Directors. The remainder shall be elected by the Board of Directors. Additionally, the synodical Bishop, or his/her designee, shall serve on the Board ex officio, with voice and vote. A majority of the full Board of Directors shall be members of Lutheran congregations. Directors shall have knowledge of and belief in the purpose of the organization and be able to contribute to it from their experience and personal resources. Directors shall be representative of the diversity of the service area.

**Section 2. Functions.** The Board of Directors shall establish policies, assure adequate financing, interpret programs and services to the various communities, and evaluate programs. It shall also establish short and long term objectives through strategic planning, employ staff as required, adopt and monitor an annual budget, assure appropriate risk management, and work in the best interests of the organization.

**Section 3. Tenure.** Terms are normally three years in duration. Directors may serve a maximum of two full terms and may be re-elected to the Board of Directors after one year absence as a Director. Terms shall be arranged so that approximately one-third ( $1/3$ ) of the directors are elected annually. Terms begin September 1 of each year.

**Section 4. Vacancies.** Vacancies on the Board of Directors shall be filled in a timely way by the entity that elected them.

**Section 5. Quorum.** A quorum of the Board of Directors shall be a simple majority of the Directors in office at the time of the meeting.

**Section 6. Meetings.** The Board of Directors shall meet a minimum of four times each year. The annual meeting of the Board shall be set by the Board to coincide with the Annual Assembly of the West Virginia – Western Maryland Synod. Each calendar year a meeting schedule shall be developed and publicized. Special meetings may be called by the President or at the request of three Directors. Notice of meetings shall be sent by letter or email at least one week prior to the meeting. The Board of Directors may hold its regular and special meetings at such place or places within or without the State of West Virginia or by electronic/virtual means as it may, from time to time, determine. A Director may attend a meeting by teleconference or other available means of electronic participation. The meetings of the Board of Directors will be governed by the most recent edition of Robert’s Rules of Order.

**Section 7. Committees and Task Forces.** Committees and task forces may be appointed by the Board to assist it in carrying out its responsibilities.

**Section 8. Compensation.** Directors shall not receive any stated compensation for their services, but by resolution of the Board expenses incurred, such as mileage, meals and lodging, may be allowed for attendance at each regular and special meeting.

**Section 9. Conflict of Interest.** All officers and Directors shall annually provide to the Corporation full disclosure of any conflict of interest they may have with the Corporation.

**Section 10. Removal for Failure to Attend Meetings.** A director who fails to attend three (3) consecutive regularly scheduled meetings of the Board of Directors without prior notification to an Officer of the Corporation, shall be deemed to have resigned his or her directorship. If the Director notifies the President of the Corporation in writing within ten (10) days following the third missed meeting stating that the Director desires to remain a director their retention may be approved by a vote of two-thirds (2/3) of the Directors at the next regularly scheduled meeting. Notwithstanding the foregoing, if any Director shall miss more than seventy-five (75) percent of the meetings in one year, he or she shall be deemed to have resigned from the Board of Directors. The President of the Corporation will notify the Director in writing within 10 days that their seat on the board is vacated in accordance with this section.

**Section 11. Removal for Cause.** A Director may be removed from the Board for one or more of the cases set forth herein by an affirmative vote of two-thirds (2/3) of the Directors. A cause which may warrant such removal shall be one or more of the following: malfeasance in office, dishonesty, misappropriation of funds, conviction of a felony, gross immorality which may have a negative effect upon the reputation of this corporation, sexual harassment of any employee, or willful disregard for the Articles of Incorporation or the Bylaws.

No Director may be removed unless there is clear and convincing proof of one or more of said causes against such Director. A removal for cause may be initiated upon the filing of a petition by three (3) or more Directors with the President or Secretary of the Corporation. Upon the filing of a petition for removal, the President, or, upon the failure of the President to act, the Vice-President, shall call a special meeting of the Board of Directors in not less than thirty (30) days thereafter. A copy of the petition for removal shall be mailed by certified mail at his or her last known mailing address to the Director whose removal is sought. At the special meeting, the Directors pursuing removal shall present evidence of the grounds for removal. The Director whose removal is sought shall be given an opportunity to provide evidence in response to the petition for removal. At the conclusion of the evidence, the Board of Directors may remove such Director by a two-thirds (2/3) majority vote of the Directors then serving as Directors.

### **ARTICLE III- OFFICERS**

**Section 1. Positions.** Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall serve without compensation.

**Section 2. Election and Term of Office.** Officers shall be elected by the Board of Directors at the annual meeting of the Board and shall assume office upon election. Terms are for one year and no officer may serve more than three consecutive terms.

**Section 3. Bonding.** The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his/her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors, provided that the premium(s) for the same shall be paid by the Corporation.

**Section 4. Accountability.** The Board of Directors shall develop position descriptions and expectations for all Officers, Directors, and paid staff and shall assess the performance of the Executive Director annually.

#### **ARTICLE IV - FISCAL MATTERS**

**Section 1. Checks and Drafts.** The Corporation shall establish and maintain a corporate business account and all checks, drafts or orders for the payment of money, issued in the name of the Corporation upon such account, shall be endorsed according to policies subsequently developed by the Board of Directors

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

**Section 3. Audit.** There shall be an annual audit authorized and reviewed by the Board of Directors.

**Section 4. Corporate Credit Card.** The Corporation shall establish and maintain a corporate credit card in accordance with the policy developed by the Board of Directors.

**Section 5. Budget.** An annual budget will be prepared in accordance with the policy developed by the Board of Directors.

**Section 6. Cash Management.** The Corporation shall establish and maintain an effective system of Cash Management for the corporation in accordance with the policy developed by the Board of Directors.

#### **ARTICLE V - AMENDMENTS**

**Section 1. Changes.** These Bylaws may be altered, amended, or new Bylaws may be adopted, by a two-thirds (2/3) majority of the Board of Directors in office at the time of the meeting,

provided that the proposed changes have been before the Board of Directors in writing for at least thirty days (30).

**Section 2. Affiliation Approval.** No amendment pertaining to the intent to be affiliated with the Evangelical Lutheran Church in America; to board membership and/or endorsement of board members; to responsibility for management of fiscal affairs; to the corporate liability disclaimer; to changes in governing documents relating to ELCA affiliation; or to dissolution and/or merger and/or change in the structure of the Corporation shall be effective until approval has been received from the corporate membership. The same proposed amendment shall be submitted to the ELCA Division for Church in Society for review prior to action by members of the Corporation.

## **ARTICLE VI – CORPORATE EMPLOYEES**

**Section 1. Executive Director.** The Corporation shall employ an Executive Director to implement the day to day operations of the corporation. See the Executive Director’s Job Description. The Board of Directors will review annually the performance of the Executive Director. The performance review will normally take place during the Annual Meeting.

As Amended this \_\_\_\_\_ day of \_\_\_\_\_, 2007

Secretary