

BY-LAWS

OF

GREATER BIRMINGHAM MINISTRIES, INC.

ARTICLE I

Name, Relationship, Office, and Purpose

Section 1.1 Name

The name of this non-profit corporation shall be **Greater Birmingham Ministries, Inc.**

Section 1.2 Relationships

This corporation may join with those denominations, congregations, synagogues, temples, mosques, other worshipping communities, ecumenical partnerships or welfare associations representing various faith traditions (herein also referred to as Members), and individuals primarily from the Birmingham metropolitan area, who choose to participate and who (except for individual members) are admitted by a two-thirds vote of the corporation's Board of Directors. No single Member category shall have sufficient voting strength to cause or prevent actions or decisions of the Board of Directors.

Section 1.3 Office

The principal office shall be in the City of Birmingham, Alabama. The corporation may also have offices at such other places within the Birmingham metropolitan area as the directors may, from time to time, determine.

Section 1.4 Purpose

The corporation is a non-profit, charitable, religious organization, and the purposes and powers for which it is formed are as follows:

- (A) The fundamental purpose of this organization is to be a channel for the Purpose and Power of God to focus upon the varied relationships between the Members and the metropolitan Birmingham world, to assist in making systems more human and people more faithful in their relationships with each other and with their Creator.
- (B) This ministry exists to elicit the aid of people of varied faith traditions for and in partnership with the poor and others who are disenfranchised and victimized in our society, and to evoke the best efforts by and on behalf of all who respond, to remedy the social conditions which continue to victimize any of God's children.
- (C) The Board will seek for a balance of these two aims, seeking to discover ways in which each may be more fully supportive of and informed by the other.



ARTICLE II

Directors

Section 2.1 Board Membership

The Board of Directors shall be constituted as follows:

- (A) If a Member has more than one local community, congregation, or the like, the highest local governing body of that Member may nominate one to six representatives for confirmation by the Board of Directors.
- (B) If a Member has only one local community, congregation, or the like, that Member may nominate two representatives for confirmation by the Board of Directors.
- (C) If a Member has more than one local community, congregation, or the like or a higher governing body who are not Members, that Member may nominate one representative for confirmation by the Board of Directors.
- (D) The Board of Directors may elect eight to fifteen at-large members.
- (E) If any Member does not fill its allotment of representatives, the Board of Directors shall have the privilege of filling those positions.

Section 2.2 Meeting of Directors

- (A) The annual meeting of the corporation shall be on the fourth Tuesday in January, or as close thereto as possible with 10-day notice of change.
- (B) The Board of Directors shall meet regularly once a month; except when the Board directs otherwise.
- (C) It shall also meet at the call of the President or five Board members with at least one week's notice.

Section 2.3 Quorum Voting

At all meetings of the directors, one-third (1/3) of all directors then serving shall constitute a quorum for the transaction of business and a vote of the majority of the directors present at the time of the vote, shall be the act of the directors, except as otherwise specifically provided by these by-laws.

Section 2.4 Organization

The president, or in his/her absence, the vice-president, shall preside at all meetings of directors. In the absence or the inability to act of the president or vice-president, another director selected by the directors shall preside. The secretary shall act as secretary to all meetings of the directors, or in his/her absence or inability to act, the president of the meeting may designate any person to act as secretary.

Section 2.5 Conduct of Business

The directors may adopt such rules and regulations for the conduct of its meetings and the management of the affairs of the corporation as it may from time to time deem proper, consistent with law and these by-laws. The directors shall cause to be kept minutes of its proceedings, copies of which shall be mailed to all directors as soon as practicable following such a meeting.

Section 2.6 Powers and Duties of Directors

The property, affairs, business, and concerns of the corporation shall be vested in and managed by the directors. The directors shall have the specific duty of approving the corporation's budget.

Section 2.7 Resignation

Any director may resign at any time by giving written notice to the directors or to the president, whereupon his or her office shall be vacant. The continuing directors, if one-third (1/3) of the directors, may act notwithstanding a vacancy.

Section 2.8 Vacancies.

Whenever a vacancy occurs in the membership of the Board, it shall be filled as soon as possible by the same methods as outlined for selection in Section 1 of this Article.

**ARTICLE III
Officers**

Section 3.1 Number.

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer. Non-voting officers shall be the Executive Director and Associate Executive Director.

Section 3.2 Election

The directors shall elect all officers and the chairpersons of the standing committees for a term of one (1) year, by a majority vote of those present in a meeting of the directors no later than in the month of December each year. Officers shall be installed at the January annual meeting. No person shall hold more than one office at a time.

Section 3.3 Duties of Officers

The duties and powers of the officers of the corporation shall be as follows:

- (A) **President.** The president shall preside at all meetings of the directors. He/she shall perform such duties as are necessary and incident to the office of president and may be assigned from time to time by the directors.

- (B) **Vice-President.** In case of the death or absence of the president or of his/her inability from any cause to act, the vice-president shall perform the duties of his/her office. In addition, he/she shall perform such other duties as may be prescribed from time to time by the directors or executive committee or the president.
- (C) **Secretary.** The secretary shall issue notice of all meetings of the directors, shall keep the minutes of such meetings, and shall perform such other duties as may be prescribed from time to time by the directors or the executive committee.
- (D) **Treasurer.** The treasurer shall be responsible for the financial affairs of the corporation and shall be responsible for its money and securities. He or she shall ascertain that an account is kept of all monies received and expended for the use of the corporation, and that all sums be deposited in a Federally insured financial institution or a Federally insured investment instrument approved by the Executive Committee, and shall make a report at the annual meeting of the Board and at other times when called upon by the president. The Board shall appoint such assistant treasurers as they deem necessary. Withdrawal and disbursement of funds shall be under a counter-signature procedure, including any two (2) of the following signatures: Treasurer, President, Executive Director, and one additional staff and Board member designated by the Finance Committee. The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. The books shall be audited annually.
- (E) **Executive Director.** The executive director shall be the officer charged with and responsible for the day-to-day operation of the corporation's affairs. He or she shall serve as a member of all personnel Search Committees formed by the Board. He or she may suspend an employee with cause, and may recommend termination to the Personnel Committee. The disciplinary system shall be specified in a Personnel Policy adopted by the Board.
- (F) **Associate Executive Director.** The associate executive director, in the absence or disability of the executive director, shall perform the duties of his/her office. In addition, he/she shall perform such other duties as may be prescribed from time to time by the executive director.
- (G) **Other Officers.** Any other officers and associate directors who may be elected or appointed by the directors shall perform such duties as shall be assigned to them by the executive director.

Section 3.4 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, and such resignation shall be effective when approved by the Board or by the Executive Committee.

Section 3.5 Removal of Officers

Any officer may be removed from office with cause at any time by a vote of two-thirds (2/3) of the directors present at a regular meeting or special meeting called upon notice specifying such purpose.

Section 3.6 Vacancies

All vacancies in any office shall be filled for the unexpired term by the directors without undue delay at a regular meeting or a special meeting called for that purpose.

ARTICLE IV
Committees

Section 4.1 Executive Director's Role

The Executive Director (or designated staff representative) shall give staff leadership on all committees and task forces relating to their responsibilities and shall be an advisory member of each committee or task force.

Section 4.2 Executive Committee

The president, vice-president, secretary, treasurer, the chairpersons of each task force and committee established by the Board of Directors, plus five (5) persons chosen from and by the Board of Directors, shall constitute the Executive Committee. It may act on any matter on behalf of the Board of Directors when the directors are not in session. The officers of the Board shall constitute the officers of the Executive Committee. Five members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings shall normally be held monthly, and may be called by the President, or the Executive Director, or by any three members.

Section 4.3 Membership and Nominating Committee

The Membership and Nominating Committee shall consist of a Chair, elected at the annual meeting, and other directors, nominated by the President and elected by the Board at the next regular meeting. The Executive Director shall be an advisory member of the committee. The Membership and Nominating Committee shall have the duty of securing membership representation on the Board of Directors, and of nominating officers and chairpersons of committees and task forces and directors-at-large, insuring that, insofar as possible the Executive Committee shall have at least one representative from each member organization. Consent of persons nominated shall be secured. Effort shall be made to assign persons to committees and task forces of

their choice and to give balance in the distribution of skills and membership representation. The committee shall have the duties of developing and keeping current information on all Board members concerning their interests, skills, talents, etc. It shall develop helpful criteria for Board membership to communicate to constituent members. It shall lead orientation and training for new Board members. It shall keep attendance records current for the Board. It shall counsel with inactive Board members and shall recommend removal of inactive members when they deem it necessary.

Section 4.4 Finance, Budget, and Fund-Raising Committee

This committee shall consist of a chairperson, the treasurer and other members. It shall be responsible to see that funds of the corporation are properly handled and that an annual audit is conducted and presented to the Board of Directors. It shall present to the Board for adoption an annual budget, working closely with the personnel committee on the matter of salaries for staff. This committee shall be responsible to:

- (A) Develop a comprehensive and broadly based plan for the funding of Greater Birmingham Ministries.
- (B) Maintain certification of GBM by the Internal Revenue Service as a non-profit organization eligible for grants from charitable foundations.
- (C) Develop plans for seeking foundation grants and of broadening the base of local membership support.
- (D) Explore plans under which GBM may serve as conduit for funds for appropriate agencies.

Section 4.5 Personnel

This committee shall consist of a chairperson and other members of the Board. The Executive Director shall be available to assist this committee in an advisory capacity when so requested. This committee shall have the following responsibilities:

- (A) To work out with each program committee or task force and the Executive Director a general job description for each staff member, together with annual work objectives. Each staff member shall have the opportunity to make recommendations in regard to his or her work requirements.
- (B) To make annual staff evaluation reports to the Board. The Executive Director shall evaluate at least annually and report to the Personnel Committee.
- (C) To develop policies regarding staff compensation, time off, outside activities, and outside compensation through processes of interaction between the Committee and staff, taking into full account the effect on all staff of decisions regarding each staff member. Specific salary changes shall be recommended through Finance and Budget Committee.

- (D) To concern itself in general with the way the staff is working together as a team, to see that problems are regularly aired, and that solutions are promptly sought.
- (E) To be responsible for recommending new personnel and positions

Section 4.6 Buildings and Grounds

This committee shall consist of a chairperson and other members. The Executive Director shall be an advisory member. This Committee shall be:

- (A) Responsible for supervision and maintenance of the real property of GBM.
- (B) Authorized, within the limits of the budget, to see that the buildings and grounds are kept clean and in good repair.
- (C) Requested to recommend to the Board through the Executive Committee any major adjustments needed not covered by the budget.

Section 4.7 Task Forces

The programmatic work of the corporation shall be carried out by the Board and staff through Task Forces, as listed below. With the approval of the Board, each Task Force may create permanent or ad hoc work groups, committees or other structures as necessary to conduct the program of the corporation. Each Board member shall be assigned to one or more Task Force(s). The chairperson of each Task Force shall be elected by the Board and shall be a Board member.

- (A) Direct Services. This Task Force shall be responsible for supervising the work of the Direct Services Program and its relations with members and other interested organizations. It shall recommend to the Board policy decisions concerning this program area.
- (B) Systematic Change. This Task Force shall monitor the efforts of GBM in the area of Systematic Change. It shall recommend to the Board for approval the areas of such efforts and any policies concerning the strategy or approach.
- (C) Faith in Community. This Task Force shall be responsible for discovering and expediting ways in which the resources of GBM may be made available to the Membership organizations at all levels, and ways in which the resources (human and material) of the Members may be channeled through GBM. Public relations functions shall be the responsibility of this Task Force.

Section 4.8 Other Task Forces, Work Groups and Committees

The directors or Executive Committee may appoint such other task forces, work groups and committees as it shall deem necessary and appropriate, and shall designate the members of such task forces, work groups and committees and duties of same. The chairperson of any such task force, work group or committee shall be an advisory member of the Executive Committee.

**ARTICLE V
Fiscal Year**

Section 5.1

The fiscal year of the corporation shall be the calendar year.

**ARTICLE VI
Amendments**

Section 6.1

These by-laws may be amended only by a majority vote of the directors present at a regular or special meeting of the directors, provided notice of the purpose of the proposed amendment has been stated in the notice of the meeting.