

Constitution & By-laws of the Broome County Council of Churches, Inc.

Preamble

In the providence of God, it seems more fitting to manifest our oneness in Jesus Christ as Divine Lord and Savior by the creation of an inclusive cooperative agency of Christian churches of Broome County.

Article I. Organization and Name

There shall be an organization that shall be called the Broome County Council of Churches, Inc., hereinafter referred to as the Council.

Article II. Mission, Vision and Core Values

1. Mission

- a. Our mission is to help Broome County churches work together to do ministry they cannot do alone.

2. Vision

- a. We are a network of Christian congregations, committed to:
 - i. Strengthening the ministries of local churches by providing resources, coordination, training and support.
 - ii. Acting as an ecumenical advocate for change and reconciliation, promoting peace, justice and genuine community across racial, ethnic, gender, socio-economic and religious lines.
 - iii. Providing services to:
 - (1) the sick, disabled, and injured
 - (2) the elderly
 - (3) youth
 - (4) the prisoner
 - (5) the poor, hungry and homeless

3. Core Values

- a. We believe that healthy local churches are the strategic foundation of God's plan for the world. Our highest calling is to help local churches fulfill their mission.
- b. Spiritual renewal and recommitment are the first steps toward the genuine renewal of our community.
- c. We do not try to be all things to all people, but work in partnership with organizations, businesses, government and individuals to achieve common goals.
- d. Although we are an avowed Christian organization, we actively look for ways to cooperate with those of other faiths to address the concerns and needs we share.
- e. The Council will comply with all statutory and regulatory requirements regarding equal opportunity, non-discrimination and affirmative action. Such requirements shall include but not be limited to employment, disability, contracting, corporate and non-profit statutes and regulations. This section is applicable to employees, volunteers, directors and services offered by the Council.

Article III. Membership, Affiliation and Representation

1. The membership of the Council shall consist of local churches that accept the purposes of the Council as set forth in this Constitution.
2. The Council may name, as affiliated bodies, other organizations that accept the purposes of the Council as set forth in this Constitution.
3. Each member church is responsible to name two delegates, in addition to one or more clergy, to the Council Assembly.
4. Affiliated bodies are responsible to name two delegates to the Council Assembly. Such delegates shall have the right to be heard but shall be without the power to vote.

Article IV. Functions and Meeting of the Council Assembly

1. The Assembly shall meet at least annually. That annual meeting shall include the election of officers, directors and members-at-large of the Executive Committee. Written notice of the date and location of the annual meeting shall be sent to all delegates at least two weeks before the meeting.
2. It shall be the function of the Council Assembly to provide the general direction of the work of the Council and its committees.
3. Twenty-one persons, representing churches of at least four denominations, shall constitute a quorum.

Article V. Board of Directors.

1. The Council shall have a Board of Directors, consisting of twenty-four at-large members elected at the annual meeting. The twenty-four members shall not hold more than two successive three year terms. In selecting directors, due consideration shall be given to denominational representation from various areas of the county.
2. The denominational executives of member churches, the presidents of Church Women United groups in the county and the heads of such other groups as determined by the Board of Directors shall be ex-officio members of the Board, with voice but no vote in the meetings of the Board. Voting privileges for the immediate past president and committee chairs will be determined by their class slate and term limits.
3. The Board shall have the full power of the Council between meetings of the Assembly, except the power to amend the constitution. The Board may appoint such standing committees as it may deem necessary.

4. Contracts, leases, loans, deeds, mortgages and other such instruments that are greater than \$10,000, or not in the budget, that bind or obligate the assets of the Council shall be approved by the Board of Directors through passage of motion at a regular or special meeting of the Board of Directors. The Board, in its due diligence and care, may seek legal counsel with respect to any such instrument. The signature of two Officers of the Council shall be required on any such instrument that has received approval of the Board of Directors
5. The Board of Directors shall
 - a. Meet at least three times a year, and at other times on call of the Executive Committee;
 - b. Act on all resolutions;
 - c. Confirm the appointment of committee chairpersons named by the President;
 - d. Oversee the work of the various committees and task forces;
 - e. Adopt an annual budget;
 - f. Hire and supervise the work of the Executive Director.
6. Written notice of the date of any meeting of the Board shall be mailed to each Director at least seven days prior to the meeting. Alternatively, notification by telephone, e-mail or other electronic transmission, may be made at least three days prior to the meeting.
7. A quorum will consist of a simple majority of the at-large membership.
8. For the purpose of filling vacancies on the Board, which may occur during the year, the Board of Directors may elect at any regular or special meeting, by majority vote of the entire Board, a successor Director to serve until the next annual meeting of the Council. At the next Annual Meeting following the occurrence of a vacancy on the Board of Directors, the vacancy shall be filled for the unexpired term by vote of the Board.
9. A Director may resign at any time by giving written notice to the Chair. The acceptance of the resignation, shall not be necessary to make the resignation effective.
10. A Director may be removed, by an affirmative vote of a majority of the Board of Directors then in office. Absence without excuse at three consecutive or three out of four regular meetings may be cause for removal.
11. In the event that an Officer or Director may benefit or be negatively impacted financially from an action or decision by the Council, that board member will (1) identify that potential gain or loss at the earliest possible time and (2) recuse him or herself from the vote. At the request of the Board, the impacted board member may be permitted to join in the discussion of the issue or action being considered. A Conflict-of-Interest form will be completed by each Director at the beginning of each year.
12. The Council shall provide reasonable indemnification for officers and members of the Board of Directors through a policy of Directors and Officers liability insurance.

Article VI. Officers of the Council.

1. At its annual meeting, the Board of Directors shall elect from its members and install a president, first vice president, second vice president, a secretary, and a treasurer that has been recommended by the Nominating Committee or from the floor. Candidates shall be elected for terms of two years and may not hold more than two successive terms of the same office.
2. Any vacancies between the meetings of the Assembly shall be filled by the Board of Directors upon recommendation of the Nominating Committee.
3. Officers of the Board of Directors are, by virtue of their office, officers of the corporation and entrusted with the responsibility, at the direction of the Board or Executive Committee to enter into contracts or sign appropriate documents as are in the best interest of the Council.
4. President
 - a. Presides at meetings of the Council Assembly, the Board of Directors and the Executive Committee.
 - b. Serves as an ex officio member (with voice but no vote) of all standing committees, special committees and task forces created by the Board of Directors.
 - c. Assists the Executive Director and other staff members in ensuring the proper and effective functioning of the Council.
5. First Vice President
 - a. Assumes the duties of the president in the absence of the president, and performs such duties as may be delegated by the president.
6. Second Vice President
 - a. Assumes the duties of the president in the absence of the president and the first vice president, and performs such duties as may be delegated by the president or vice president.
7. Secretary
 - a. Serves as recording secretary at all meetings of the Council Assembly, the Board of Directors and the Executive Committee.
 - b. Responsible for the maintenance of the official correspondence of the Council.
 - c. Assures that appropriate notice of meetings is given.
8. Treasurer
 - a. Serves as chair of the Finance Committee.
 - b. Assists the Finance Committee, the Executive Director and the Financial Director in supervising the finances and budget of the Council.

Article VII. Committees of the Board

1. There shall be an Executive Committee composed of nine members: the president who is convener and chairperson, the first vice president, the second vice president, the secretary, the treasurer, the past president, the chairperson of the Personnel Committee, and two members-at-large. These members-at-large shall be selected from among the members-at-large of the Board and shall be elected by the Assembly at its annual meeting.
2. The Executive Committee shall have full power of the Board between the meetings of the Board, except the power to adopt or revise the bylaws or decisions made by the Board at a previous meeting or the acceptance of the independent audit, and shall fulfill any duties delegated to it by the Board.
3. There shall be a Finance Committee of the Board of Directors, which shall oversee the finances and budget of the Council.
 - a. The Treasurer of the Council shall serve as chair of the Finance Committee.
4. There shall be an Investment Committee of the Board of Directors, which shall oversee, protect, and grow the investment portfolio and related assets of the Council.
5. There shall be an Audit Committee of the Board of Directors, which shall coordinate an annual independent audit of the Council's records and financial position by a certified and qualified independent auditor. The results of this audit shall be presented to the Board of Directors in a full and open manner. The Committee shall perform such other duties as may be requested by the Board of Directors, the Chair or by these By-laws.
6. There shall be a Community Relations and Development Committee, which shall:
 - a. Develop strategies for the support of the programs and ministries of the Council.
 - b. Develop and carries out fund raising and marketing plans for each of the programs and ministries of the Council.
 - c. Help to communicate the image of the Council as a whole to the community.
 - d. Develop and implements planned giving efforts.
7. There shall be a Nominating Committee of the Board of Directors, which shall:
 - a. Make nominations for officers, directors-at-large and members-at-large of the Executive committee, whose terms expire, to be voted on at the annual meeting of the Assembly.
 - b. Make nominations to fill vacancies to be voted on at the next regular meeting of the Board of Directors.
 - c. Assist committee chairpersons to secure committee members.
8. There shall be a Personnel Committee of the Board of Directors, which shall:
 - a. Review and coordinate job descriptions for all salaried staff and, in consultation with the Executive Director, recommend salaries and benefits for Council employees.
 - b. Act as an independent body to which all staff may come directly to discuss job related concerns.

9. The Board shall create such other standing committees, special committees and task forces as it shall deem necessary to carry out its purposes. All standing committees and their purposes shall be enumerated in the bylaws.
10. The chairs of all standing committees (except the Finance Committee), special committees and task forces shall be named by the President and confirmed by the Board of Directors. The members of all standing committees, special committees and task forces shall be named by their respective chairs. The members of all standing committees, special committees and task forces, and their respective chairs, shall serve at the pleasure of the Board. At least one-half plus one of the number of members of any standing committee, special committee or task force shall represent a participating congregation in the Council. In the special case of the Inter-faith Committee, committee members who are not of the Christian faith must represent a particular faith body/congregation.

Article VIII. Amendments and Bylaws

1. This constitution shall be amended only by vote of a two-thirds majority of those present at a meeting of the Council Assembly. Prior notice of any proposed amendment shall be included in the announcement of the meeting of the Assembly.
2. Bylaws for the Council may be adopted by the Board of Directors. Such bylaws shall enumerate the standing committees of the Council and their purposes, shall set forth the duties of the officers, and may set forth other guidelines for the Council's work. Bylaws may be adopted or amended only by vote of a two-thirds majority of those present at a meeting of the Board of Directors. Prior notice of any proposed amendment shall be included in the announcement of the meeting of the Board.

Article IX. – Non-Allowable Activities

1. No substantial part of the activities of the Council shall be the carrying on of propoganda or otherwise attempting to influence legislation beyond that which is permissible and the Council shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
2. Notwithstanding any other provision of this certificate, the council shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under §501(c) (3) of the Internal Revenue Code of 1954 or (b) by a corporation contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law).
3. No part of the net assets, income, earnings or profit of the corporation shall be distributable to, or inure to the benefit of its directors or officers, any private person, or other individual except to the extent permissible under the Not-For-Profit Corporation Law, or corresponding future statutes.

Article X. – Dissolution

In the event of dissolution, the remaining assets and property of the council, after necessary expenses thereof, shall be distributed by the Board of Directors to such organizations as shall then qualify under §501(c) (3) or succeeding section of the Internal Revenue Code. Priority shall be given to a qualifying organization that has a mission similar or related to the mission of the Council. Any such assets not so disposed of shall be distributed by an order of a Justice of the Supreme Court of the State of New York, exclusively for such purposes or to such organizations as said Court shall determine.

Bylaws of the Broome County Council of Churches, Inc.

Chapter 1. Standing Committees

1. Faith-In-Action Volunteers Committee
 - a. Works to provide a network of congregations, agencies and members of the community to serve people in their own homes, adult care residences and hospitals, in an effort to enable them to maintain their independence, dignity and quality of life.
 - b. Provides oversight, direction and assistance to staff and volunteers for the Caregiver Program, Nursing Home Ministry and Hospital Chaplaincy Program.
 - c. Acts as a team of ambassadors and interpreters to the community regarding these programs.
2. CHOW Committee
 - a. Oversees CHOW, the Council's program of hunger relief, and such component programs as the Emergency Food Program, the Broome Bounty food recovery program, the PRIDE nutrition and life skills program, as well as other such programs deemed necessary in the future.
3. Education Committee
 - a. Provides educational opportunities in the form of:
 - i. Annual Faith in Action and other Christian education workshops,
 - ii. Workshops with nationally and internationally known speakers,
 - iii. Seminars and workshops for local Sunday School and Christian education leaders, and
 - iv. Other opportunities to learn and share knowledge across denominational lines.
4. Family Life Committee
 - a. Provides pre-marriage workshops for engaged couples to help them strengthen their communication skills.
 - b. Plans follow-through with couples who have completed these workshops.
 - c. Provides other arenas for learning family life and parenting skills and celebrating the joys of family life.
5. Jail Ministry Committee
 - a. Provides direction for the Council's ecumenical ministries to those incarcerated, those recently released from jail or prison and the staff of the Public Safety Facility, as well as the families of these constituencies.

6. Outreach Committee

- a. Arranges for special ecumenical worship services, such as Lenten services, an Easter Sunrise Service and other services on special occasions.
- b. Works to promote closer relationships between Protestant and Catholic clergy and congregations through activities such as the annual Week of Prayer for Christian Unity and the annual clergy luncheon.

7. Peace with Justice Committee

- a. Provides resources, educational workshops and special events to promote peaceful solutions to conflict and foster the achievement of peace that is just.
- b. Encourages awareness of environmental issues and their effect on our lives and those of future generations.
- c. Plans special events.

Chapter 2. Executive Staff

1. Executive Director

- a. The Executive Director shall be the chief executive officer of the Council, with duties including the following:
 - i. Managing the operations of the Council;
 - ii. Implementing policies and directives of the Assembly, the Board of Directors and the Executive Committee;
 - iii. Hiring and terminating staff, in consultation with the Personnel Committee, and providing for their supervision;
 - iv. Overseeing the finances of the Council, with the assistance of the Financial Director and the Finance/Investment Committee;
 - v. Developing and nurturing the Council's relationships with local congregations, clergy, community organizations and businesses;
 - vi. Overseeing the development and fundraising efforts of the Council;
 - vii. Executing legal documents on behalf of the Council.
- b. The Executive Director shall report to the Board of Directors.
- c. The Executive Committee of the Board of Directors shall provide for regular assessment of the work of the Executive Director.

2. Financial Director

- a. The Financial Director shall be the chief financial officer of the Council, with duties including the following:
 - i. Assisting the Executive Director and the Finance/Investment Committee in overseeing the finances of the Council;
 - ii. Preparing regular financial reports for the Assembly, the Board and the Executive Committee;
 - iii. Assessing and analyzing financial trends affecting the Council;
 - iv. Executing financial documents on behalf of the Council.
- b. The Financial Director shall report to the Executive Director.
- c. The Executive Director shall provide for regular assessment of the work of the Financial Director.

3. Executive Assistant/Human Resources Director

- a. The Executive Assistant will be the person overseeing the daily office services and other designated staff of the Council.
 - i. Arrange for Board Meetings and assist Executive Director in Board communications and implementation of Board actions.
 - ii. Supervise reception and general office services.
 - iii. Assist department leaders with employee recruitment.
 - iv. Maintain confidential, complete and timely records of employees and payroll records
- b. The Executive Assistant shall report to the Executive Director
- c. The Executive Director shall provide for regular assessment of the work of the Executive Assistant.

4. Program Directors

- a. The Program directors will be the people overseeing the daily activity of the various programs of the Council. These will include but not be limited to the Community Hunger Outreach Warehouse, Faith in Action Volunteers, Jail Ministry and Hospital Chaplaincy.
 - i. Assist the Executive Director in understanding the scope and function of their programs.
 - ii. In consultation with Executive and Finance Directors, create yearly program budgets and goals for development of Council programs.
 - iii. Recruit and train volunteers and represent the Council in local churches.
 - iv. Assist with the planning, direction and evaluation of fund raising activities.
- b. The Program Directors shall report to the Executive Director.
- c. The Executive Director shall provide for regular assessment of the work of the Program Directors.

5. The Development Director

- a. The Development Director will be the person who oversees the relationship between the Council and individual and corporate donors.
 - i. Assist the Executive Director in directing and implementing the Council's Annual Fund Appeal and assist the program directors with various fund raising efforts.
 - ii. Implement communication strategies between the Council and the Broome County Community.
 - iii. Maintain relationships with donors, develop prospective donors and communicate with donors with timely acknowledgements of support.
- b. The Development Director shall report to the Executive Director
- c. The Executive Director shall provide for regular assessment of the work of the Development Director.

-Amended and approved at the February 17, 2008 Annual Meeting