

Maine Council of Churches

BY-LAWS

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. 5. Do any such other activities as it so desires and as are permitted under Title 13-B MRSA.

ARTICLE II - ANNUAL ASSEMBLY

1. The governing body of the Council shall be the Assembly.
2. The Assembly shall act by majority vote.
3. Annual Meeting.
 - a. The annual meeting of the Assembly shall be held in November and be called by the Clerk, upon order of the President or the Board of Directors, by mailing 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 Assembly may be called by the Board or by petition of a majority of the member denominations.
4. Duties of the Assembly shall be as follows:
 - a. To elect at-large directors to the Board each year as chosen from a Nominating Committee slate or from floor nominations.
 - b. To elect the officers of the Board of Directors each year as chosen from a Nominating Committee slate or from floor nominations.
 - c. To approve the annual budget and the hiring of the Executive Director.
 - d. To vote on the acceptance of new denominational members or associate members who have

applied for membership in the Maine Council of Churches.

e. To approve the creation of any new Standing Committees recommended by the Board of Directors.

f. To hear and receive reports from Council Standing Committees, ad hoc committees and task forces and to discuss their activities.

g. To vote on proposed resolutions.

h. Any other duties that properly come before the Assembly.

ARTICLE III - OFFICERS

1. The Officers of the Council shall be a President, a Vice-President, and a Treasurer. Officers shall be elected by the Assembly at its annual meeting. Each officer of the Council shall be in good standing in a Body which is a member or an associate member of the Council. These officers shall perform the usual duties pertaining to the offices to which they have been elected. The President (or, in his or her absence, the Vice-President) shall be the presiding officer of the Board. Other officers may be elected by the Assembly.

2. Interim vacancies in offices listed above may be filled by the Board of Directors.

ARTICLE IV - CLERK

The Administrative Assistant of the Council shall serve as the organization's Clerk. The Board may designate one of its members or the Executive Director may designate a staff member to serve as Recording Secretary at its meetings.

ARTICLE V - BOARD OF DIRECTORS

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

a. One representative from each member denomination. Denominational Representatives will be appointed for a term of two years, renewable, and vacancies shall be filled by denominational appointment.

b. Up to twelve (12) at-large members elected by the Annual Assembly for staggered two-year terms who may serve no more than four consecutive terms. Persons from member denominations and associate member entities shall be equally eligible for nomination to these twelve positions. The Board of Directors shall fill at-large vacancies.

c. The immediate Past President of the Council, for one year only.

d. Officers and Board members shall assume their positions at the close of the Annual Assembly.

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 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 Annual Assembly the creation of such additional Standing Committees as are needed to carry out the work of the Council.
 - d. Supervise the work of the Executive Director.
 - e. Oversee and re-evaluate the Mission Statement and Long Range Plan of the Council on a regular basis.
3. All Board members except the President shall be expected to 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 and ad hoc committee or 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. The Executive Committee shall carry out the business of the Board in the interim between Board meetings. The Executive Committee shall serve as the planning committee for the Annual Assembly.

ARTICLE VI -- ELECTRONIC VOTING

The Board of Directors may conduct administrative and program discussions and make decisions, including approval of minutes, budget adjustments, committee appointments and activities, by vote electronically, with the same quorum provisions as for in person meetings.

ARTICLE VII -- 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 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 of 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 VIII - 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 IX - EXECUTIVE DIRECTOR

The Assembly may elect an Executive Director upon the recommendation of the Board of Directors, who shall receive an annual recommendation from the Personnel Committee. The Executive Director shall be responsible and accountable to the Board of Directors and shall be an ex-officio member of all committees and task forces with voice and no vote. The Executive Director 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.

ARTICLE X - QUORUM

1. Those representatives present at a duly convened Assembly shall constitute a quorum.
2. Seven members of the Board of Directors shall constitute a quorum for electronic or in person meetings.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Parliamentary authority for the Board of Directors and for the Assembly shall be the rules contained in the current edition of *Robert's Rules of Order Newly Revised*. 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 XII - DISSOLUTION

Upon the dissolution of the corporation by the Assembly, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the 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 principle 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 XIII - AMENDMENTS

These By-Laws may be amended at any meeting of the Assembly by a majority vote of the representatives present, provided that notice of such 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 XIV - ENACTING CLAUSE

These Bylaws as enacted November 2, 2007 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 Bylaws for the governing and administration of said Maine Council of Churches.