

By-Laws
Interfaith Mission Service, Inc
Huntsville, Alabama
March 2009

Article One – Identification and Purpose The name of the organization is the Interfaith Mission Service, Inc. It is a multi-faith organization whose members seek to grow and maximize their capacity to meet human needs, promote religious, racial and cultural harmony and participate in the public square to improve our community.

The cooperative will implement this purpose by:

1. Developing the capability to assess and grow the outreach capacity of the member congregations.
2. Developing and maintaining an understanding of the needs of the community.
3. Initiating ministries where gaps in services exist always working cooperatively with existing community organizations when possible.

Article Two-Membership

Membership of the Interfaith Mission Service, Inc shall be in the following categories:

- A. Council Members – Organized religious congregations providing funding in an unrestricted manner in accordance with current dues guidelines will be designated as Council Members and will be entitled to seats on the Interfaith Mission Service Leadership Council as provide for in the current dues guidelines.
- B. Advisory Members – Organized religious congregations providing funding to specific Interfaith Mission Service programs with restrictions will be designated as Advisory Members. Advisory Members are allowed one advisory seat on the Leadership Council (without vote).
- C. Student/Youth Members – Students and young persons may join Interfaith Mission Service by paying dues in accordance with the current dues guidelines. Student/Youth members will collectively elect one member to the Leadership Council.
- D. Individual Members – Individuals may join Interfaith Mission Service by paying dues in accordance with the current dues guidelines. Individual members will collectively elect one member to the Leadership Council.
- E. Supporting Members – Organizations and individuals who provide financial support for Interfaith Mission Service but do not wish to participate in Interfaith Mission Service governance will be designated Supporting Members by payment of the minimum contribution (or more) as provided in the current dues guidelines.

Article Three – Governance

A. Leadership Council

1. The Leadership Council will be comprised of members as provided for in Article Two of these Bylaws. Representatives appointed by Council Membership organizations will be appointed in writing to the Council and confirmed by the Council. These members shall have terms of two years and they may serve up to three consecutive terms or a total of six consecutive years.
2. Each member of the Council will have one vote with a majority required for the approval of any issue or motion.
3. Meetings of the Council will be open to all member organizations unless the Good Name or Character of any person or organization is being discussed.
4. Each Interfaith Mission Service project or on-going program will have one membership on the Council.
5. Duties of the Council are:
 - a. To elect a Council Chairperson who will preside over meetings and provide appropriate leadership for the accomplishment of the Council's duties including the appointment of the Nominating Committee at the appropriate time for election of Board members.
 - b. To elect a Council Vice Chairperson who will assist the Chairperson in execution of their duties and will preside in the absence of the Chairperson.
 - c. To elect a Secretary who will be responsible for ensuring proper minutes are taken of meetings and published to the Council members in a timely fashion.
 - d. To elect the Board of Directors of INTERFAITH MISSION SERVICE, as provided for in Article Three B.
 - e. Provide strategic planning and direction for the accomplishment of the Interfaith Mission Service mission and goals through approval of plans, programs and actions and the recommendation of budgets and policies to the board of directors.
 - f. Develop and implement plans for the on-going financial support for the organization and its programs.

B. Board of Directors

1. The Board of Directors is the legal owner of and governing body of Interfaith Mission Service programs and funds.
2. The Board of Directors will consist of seven members; the Chairperson, Vice Chairperson, Secretary, Treasurer, Lay Person member at Large, Clergy Member at Large and a representative of the Huntsville Ministerial Association. The representative of the Huntsville Ministerial Association will be appointed by that body.
3. Directors will be elected by the Leadership Council of Interfaith Mission Service by majority vote. Election of directors will take place between October 1 and December 31st of each year with new directors taking their office on January 1st of the succeeding year. Vacancies on the board will be filled as they arise by a majority vote of the Council. All nominations to the Board will be furnished to the Council at least three days prior to the vote. Directors may not serve for more than six consecutive years.
4. Duties of the Board of Directors:
 - a. To select and employ an Executive Director.
 - b. To establish an annual plan and supporting budget for the operation of Interfaith Mission Service programs, oversee the expenditure of funds in execution of that budget, to safeguard funds and accounts of the organization and to ensure organizational compliance with appropriate laws and regulations to maintain 501(c)(3) non-profit corporation status
 - c. To oversee the operations of Interfaith Mission Service programs and special events.

C. Officers

The officers of Interfaith Mission Service will be as follows:

1. Chairperson of the Board-The Chairperson is responsible for presiding at all meetings and for providing appropriate leadership for the organization. The Chairperson has the authority to appoint special committees that may be required from time to time.
2. Vice Chairperson of the Board-The Vice Chairperson will serve in the absence of the Chairperson and in assistance to the Chairperson.
3. Secretary-The Secretary will ensure that proper minutes of meetings are taken and preserved and published to the members as soon as practical. The Secretary is also

responsible for proper notice of meetings and execution of legal documents, as may be required.

4. Treasurer-The Treasurer will have charge of all funds and accounting of Interfaith Mission Service and for establishing policies and procedures to ensure proper accounting of those funds and monies. The Treasurer is responsible for submitting a budget to the board for approval in sufficient time as to execute the programs and plans of Interfaith Mission Service.

Article Four-Attendance and Procedure

- A. Persons representing congregations as members of the Leadership Council who miss three consecutive meetings or miss more than 50% of the meetings without a substantial reason in any one year will be notified by the Secretary. This notification will be copied to their congregation with a request for a replacement member.
- B. Board members who miss three consecutive meetings or miss more than 50% of the meetings in any one year without substantial reason will be removed by the Chairperson and replaced as provided for under Article Three B. 3.
- C. The Leadership Council will meet at least four times each year with proper notice being given to each member prior to the meeting.
- D. The Board of Directors will meet at least quarterly with proper notice being given to each member prior to the meeting.
- E. Quorum for meetings of the Council is 20% of its members.
- F. Quorum for meeting of Board of Directors is 40% of its membership.
- G. Meeting attendance and voting by electronic means is acceptable for all meetings and business except any a vote to amend these By Laws.

Article Five-Amendment of By Laws

Proper amendment of Interfaith Service By Laws must be approved by a vote of 5 of the 7 Board Members at any meeting of the board after written notice has been given to each member of the proposed amendment at 15 days in advance of the meeting. Notice must be given by US mail or confirmed receipt email and must include the changes of the By Laws proposed.

CURRENT DUES GUIDELINES

For Council Membership		Members on Council
1-125 Members	\$75.00 per year	1
126-350 Members	\$150.00 per year	1
350-500 members	\$250.00 per year	2
500-1000 members	\$500.00 per year	2
1000 or more members	\$750 per year	3

Advisory Membership

Designate financial support of \$250 or more per year to one or more INTERFAITH MISSION SERVICE programs or ministries

Student Membership	\$15.00 per year
Individual Membership	\$100.00 per year
Supporting Members	\$250.00 or more per year support

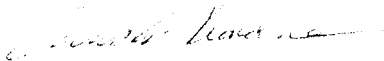
Article Six-Conflict of Interest

- A. Interfaith Mission Service will not do business with any business owned or controlled by a member of the Board of Directors or Leadership Council unless the purchase or contract is negotiated on a bid basis with at least three firms having been solicited to validate a reasonable price.
- B. The Board of Directors will take whatever steps are necessary to insure that no part of the net income of the organization or its operations will inure to the benefit of any member of the Board of Directors, the Leadership Counsel or any other individual.

Article Seven- Dissolution

Upon the dissolution of the organization the Board of Directors will ensure that liabilities are paid or provided for from the assets of the organization and any remaining assets will transfer to such organization or organizations operated exclusively for charitable, educational or religious purposes qualified as a 501(c)(3) non-profit organization under the code of the Internal Revenue Service (or any successor provision of any future IRS code).

I certify that these By Laws were approved by the Board of Directors of the Interfaith Mission Service, Inc by proper vote on July 8th 2009 at Huntsville, Alabama.



Chuck Vedane
President

Witness:



Sherrie Browne