

**By-Laws**  
**Interfaith Mission Service, Inc**  
**Huntsville, Alabama**  
**Amendments Approved**  
**May 23, 2019**

**Article One — Identification and Purpose**

1. The name of the organization is the Interfaith Mission Service, Inc., hereinafter referred to as IMS. IMS is an interfaith non-profit corporation 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.
2. The cooperative will implement this purpose by:
  - A. Developing the capability to assess and grow the outreach capacity of the member congregations.
  - B. Developing and maintaining an understanding of the needs of the community.
  - C. Initiating ministries where gaps in services exist, always working cooperatively with existing community organizations when possible.

**Article Two — Membership**

Membership of the IMS shall be in the following two classes:

- A. Class A Leadership Council (LC) Members – Organized religious congregations providing funding in accordance with current dues guidelines will be designated as Council Members and will be entitled to Congregational Representative (CR) seats on the IMS LC as provided for in the current dues' guidelines. CRs must have a completed membership application form signed by an appointing official of their congregation on file with IMS.
- B. Class B IMS Associate Members – Individuals, students, and families may join IMS as Associate Members by paying dues in accordance with current dues guidelines. Associate Members may participate in all IMS activities but will not have voting privileges.

**Article Three — Governance**

***The Leadership Council (LC)***

1. The LC will be composed of Class A members as provided for in Article Two of these By-Laws. CRs appointed by member congregations will be appointed in writing to and confirmed by the LC.
2. Each member of the LC will have one vote with a majority required for the approval of any issue or motion. Meetings of the LC will be open to all member organizations unless the Good Name or Character of any person or organization is being discussed. Confidential minutes of all such closed meetings will be prepared and kept on permanent file at IMS.

3. Duties of the LC are:
  - A. To elect or confirm the LC Officers and Board of Directors (BOD) Officers as defined in these By-Laws.
  - B. To review and confirm positions on the BOD for the Five Standing Committee Chairs and other BOD positions appointed by the Chairperson.
  - C. To select and employ staff should such be needed and agreed upon by the LC.

#### **Article Four— Board of Directors (BOD) and Leadership Council (LC) Officers**

1. The BOD is the legal owner and governing body of the IMS programs and funds. The BOD will establish an annual plan and supporting budget for the operation of the IMS programs. The BOD will oversee the expenditure of all funds and safeguard funds and accounts to ensure compliance with applicable laws and regulations to maintain 501(c)(3) status. The BOD shall provide an annual report, including an annual review/audit of accounts, to the LC no later than April 1 of each year beginning in the year 2020.
2. Council officers and BOD members will be as follows:
  - A. A Chairperson will be elected to serve as LC Chairperson and Chairperson of the BOD. Duties will be to set the agendas and preside over LC meetings and BOD meetings. The Chairperson has the authority, subject to LC approval, to appoint standing and special committees and task leaders as deemed necessary and nominate BOD members to fill vacancies. The term of persons nominated to fill BOD vacancies will expire at the same time as the term of the person being replaced. The LC/BOD Chairperson will be designated as the Senior Agent to receive all correspondence from State and Federal agencies.
  - B. A LC/BOD Vice Chairperson who will assist the Chairperson in execution of his/her duties and will preside in the absence of the Chairperson. Additionally, the Vice Chairperson will oversee the Ministry Areas as described in Article Five and provide periodic status reports to the BOD and LC. The Vice Chairperson will establish the agenda and meet with the four Ministry Area leaders as required but not fewer than four times a calendar year.
  - C. A LC/BOD Secretary who will be responsible for ensuring that proper minutes of Council and Board meetings are taken, 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.
  - D. A LC/BOD Treasurer who will have charge of all funds and accounting of IMS and will establish policies and procedures to ensure proper accounting of those funds and monies, safeguard funds and accounts, and ensure organizational compliance with appropriate laws and regulations to maintain 501(c)(3) non-profit corporation status. The Treasurer will provide a financial report to the BOD monthly and to the LC quarterly. These financial reports are in addition to the annual review/audit addressed in Article Four 1 above.

- E. In addition to the four officers listed above The BOD will also consist of three Lay Persons at Large, a Clergy at Large, and the Chairs of the five standing committees defined in Article Five 1 below, bringing the number of Board Members to 13. The Board may add or remove members as deemed necessary by the BOD and approved by the LC.
  - F. Members of the IMS staff may also serve as BOD members subject to the IRS conflict of interest (COI) rules for dual-capacity BOD members.
3. Officers, BOD Members and Standing Committee Chairs will serve two-year terms and may be elected for three consecutive terms for a total of six consecutive years. All officers/board members will be eligible for reelection or confirmation after being out of office for two years. Except as noted in paragraph 5 below, the initial election of Officers, Board Members and Committee Chairs to two-year terms will occur at the next election following approval of these By-Laws.
  4. To ensure BOD and IMS continuity and avoid excessive leadership turnover at one time the initial terms of the below named positions will be for one-year terms. After the one-year term these positions will become two-year terms. As an exception to the six-year consecutive service limitation in Article Four above, after serving their one-year term these persons will still be eligible to serve three two-year terms if so elected or appointed for a total of seven years of consecutive service. BOD positions to be elected or confirmed by the LC to initial one-year terms are: Vice Chair, Secretary, Chairperson of the Membership Committee, Chairperson of the Governance Committee, and Chairperson of the Resource Development Committee.
  5. The Clergy at Large and Lay Persons at Large will be nominated by the Chairperson and confirmed by the LC as soon as possible after these By-Laws are approved by the LC. They will serve two years from the date of confirmation by the LC.
  6. Current IMS officers and Standing Committee Chairs will assume respective positions on the IMS BOD upon approval of these By-laws.

#### **Article Five – IMS Standing Committees and Ministry Areas**

1. Five Operations Standing Committees provide IMS internal support and structure:
  - A. The **Governance** function is to maintain these By -Laws, develop, maintain, and publish governance policies in an Operations Plan, provide training for all in leadership roles, and prepare nominations for LC and BOD officers.
  - B. The **Strategic Planning** function is to provide a Five-year Strategic Plan for accomplishing the mission and goals of the Interfaith Mission Service.

C. The **Membership Service** function is to develop new members of the cooperative and provide services to members, including planning the Annual Celebration and Awards Dinner and publishing a catalog of services to members.

D. The **Resource Development** function is to develop and implement plans for on-going financial support for the organization and its programs.

E. The **Support Services** function is to do annual planning, tracking and reporting; Management Information System (MIS) design and implementation; publications; and marketing/publicity.

2. Four Product and Services Ministry Areas (MA) produce the products and services described in the strategic and annual plans approved by the LC:
  - A. **Community Service MA** – Develops ministries that attenuate human suffering: food, shelter, counseling, tutoring, etc.
  - B. **Social Justice MA** – Develops awareness and advocacy ministries to effect systemic transformation in public policies.
  - C. **Interfaith Cooperation MA** - Develops awareness and advocacy ministries to effect systemic transformation in and among faith traditions.
  - D. **Racial Equity MA** - Develops awareness and advocacy ministries to effect systemic transformation among races and cultures.

## **Article Six — Attendance and Procedure**

1. Persons participating as members of the LC who miss three consecutive meetings or miss more than 50% of the meetings in any one year without a substantial reason will be notified in writing of their disqualification by the LC Secretary. This notification will be copied to the congregation with a request for a replacement member.
2. The LC will meet at least four times each year with proper notice being given to each member prior to the meeting.
3. Quorum for meetings of the LC is 20% of its members.
4. LC and BOD meeting attendance via video conference or telephone conference call is permitted.
5. Absentee voting by email is acceptable for all LC meetings and business except to amend these By-Laws. Email votes must be received at [IMS@knology.net](mailto:IMS@knology.net) at least 48 hours prior to the scheduled start of the LC meeting. Only members physically present at LC or BOD meetings may vote to amend these by-laws.
6. The BOD will meet as deemed necessary by the Chairperson but at least four times a year.
7. Members of the BOD who miss three consecutive meetings or more that 50% of BOD meetings in a year without substantial reason will be removed by the Chairperson and replaced as described in Article Four above.

8. Quorum for Board meetings is 40% of its membership.

### **Article Seven - Amendment of By-Laws**

1. Proper amendment of IMS By-Laws must be approved by a simple majority vote of LC members physically present at any meeting of the LC after written notice has been given to the membership. This notice must be provided 15 calendar days in advance of the meeting date and will include a copy of the proposed amendment to the By-Laws. Notice must be given by US mail or confirmed receipt email.

### **Article Eight — Conflict of Interest (COI)**

1. IMS will not do business with any business owned or controlled by a member of the LC unless the purchase or contract for goods and/or services is negotiated on a bid basis with at least three firms having been solicited to validate a reasonable price.
2. The LC and BOD will take whatever steps necessary to ensure that no part of the net income of the organization or its operations will inure to the benefit of a member of the LC, BOD or staff.
3. IRS COI rules for BOD members will be enforced.

### **Article Nine — Dissolution**

Upon the dissolution of the organization, the BOD 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).

We certify that, as required by Article Five of the By-Laws dated November 16, 2015, the above amended By-Laws were adopted by the Leadership Council of the Interfaith Mission Service meeting with a required quorum and by proper vote on May 23rd, 2019 at Huntsville, Alabama. Upon adoption of these By-Laws the current IMS Executive Council (EC) is dissolved.

**ORIGINAL SIGNED**

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Doug Seay  
LC/BOD Chairman

**ORIGINAL SIGNED**

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Susan Farbman  
LC/BOD Secretary