

BY-LAWS
Interfaith Council of Contra Costa County
Proposed New By-Laws with Amendments for November 10, 2019 Adoption

PREAMBLE

We, as members of congregations and religious organizations in and of Contra Costa County, desire to manifest the unity which we have with one another and with all people of faith who seek to promote a spirit of fellowship, service, and cooperation in our County, as set forth and described in our Articles of Incorporation, amended as of June 18, 1998, under the laws of the State of California. To that end we unite in the adoption of the following BY-LAWS.

ARTICLE I. NAME

The name of this organization shall be the Interfaith Council of Contra Costa County, hereinafter referred to as the Interfaith Council or ICCCC.

ARTICLE II. PURPOSE

The purpose of the Interfaith Council shall be:

1. To facilitate interdenominational and interfaith efforts for cooperative mission in response to the religious and social needs of our community through education and dialogue.
2. To sponsor chaplaincy ministries in institutional settings as appropriate, necessary and possible.
3. To involve members of our congregations in the variety of programs which we undertake.

ARTICLE III. AUTHORITY AND RELATIONSHIPS

1. The Interfaith Council is a not-for-profit 501(c)(3) corporation whose members form an association of congregations and religious organizations in and around Contra Costa County, which is autonomous and free to carry on its ministries independent of any other denominational, interdenominational, or interfaith body.
2. The Interfaith Council shall be governed by a Board of Directors which may delegate the management of the activities of the Interfaith Council to any Standing or Ad Hoc Committees, or persons, provided that the activities and affairs of the Interfaith Council shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
3. The Interfaith Council shall maintain relationships with appropriate ecumenical and interfaith bodies as approved by the Board of Directors.

4. Community issues may be addressed by the Elected Council as a whole at a properly called and duly noticed meeting of the Elected Council representatives. See Article V.3 below.

5. The Board of Directors, Committees thereof and the Elected Council, when making statements on community issues, shall be understood to speak only as a Board or for themselves as a Committee or the Elected Council, and not for the entire Interfaith Council membership.

6. The Social Justice Alliance, as the social justice advocacy and an education arm of the Interfaith Council, when making statements on community issues, shall be understood to speak only for themselves and not as the Interfaith Council.

ARTICLE IV. MEMBERSHIP

1. The Interfaith Council shall have two classes of Members: (a) Supporting Members and (b) Elected Council Members as described in Article V.3 of these By-Laws. All Elected Council Members shall also be Supporting Members.

2. Supporting Membership in the Interfaith Council shall be open to faith-based congregations, religious non-profit organizations and spiritually-minded individuals in and connected to Contra Costa County, including those organizations encompassing Contra Costa County, and congregations which have significant membership in Contra Costa County.

3. All Supporting Members shall be required to support the mission and purposes of ICCCC and make an annual financial contribution to the Interfaith Council; and all Supporting Members will be offered opportunities to publicize their events through the Interfaith Council so long as those events are consistent with the mission and purpose of ICCCC.

4. Congregations, religious organizations and individuals shall become Supporting Members through their applications, duly submitted in writing under the approved authority of their congregations and/or organizations and/or on behalf of individuals as applicable, and by acceptance of the Board of Directors based upon such criteria as shall be established from time to time by the Board and made available for consideration by potential applicants.

5. Supporting Members shall be considered active and in good standing through their continued annual financial support and active participation in support of the mission and purposes of the Interfaith Council. Membership may be terminated, by written notice from the Supporting Member to the Board of Directors or by the latter to the Supporting Member, upon sixty (60) days written notice by the terminating party. The Board of Directors shall make possible an appeal as part of the process.

6. Members shall have voice and vote at the Annual, Spring and any Special Meeting, and on any matter pursuant to these By-Laws (including without limitation to elect Elected Council Members, and any repeal, amendment, revision or modification of these By-Laws under Article XI.3 hereof) on the following basis: (a) one vote per Congregation Supporting Member, (b) one vote per Other Organization Supporting Member, and (c) one vote collectively for all Individual Supporting Members. Each Congregation and Organization Supporting Member shall thus be entitled to designate one official representative to vote. Individual Supporting Members by majority vote among themselves shall designate one representative to cast their vote.

ARTICLE V. ORGANIZATION

1. Representatives of the member congregations and organizations shall meet at least annually (the "Annual Meeting") to celebrate our life and work as the Interfaith Council of the Contra Costa County (ICCCC), to elect the members of Council (the "Elected Council") designated to take action on behalf of and represent the ICCCC as described in these By-Laws, to receive a report on the budget, and to transact such other business as may be necessary.

2. Each member congregation and organization in good standing may be represented at the annual and other meetings of the ICCCC by up to three individuals, based upon the size of the member congregations and organizations; however, each such member congregation and organization shall have only one voting delegate. An existing member of the Elected Council may serve as a voting delegate for her/his member congregation or organization.

3. The Elected Council shall consist of at least 24, but no more than 32, duly nominated representatives of and from different member congregations or organizations who are proposed and /or considered in advance by the Nominating Committee under the criteria described below to ensure inclusivity and a representative cross-section of the Supporting Members to serve on the Elected Council. Each duly elected member of the Elected Council (EC) shall serve a three-year term and may serve no more than two consecutive three year terms. In the event that the Annual Meeting elections do not result in a full complement of 32, during the course of the calendar year, additional EC members up to 32 may be appointed by the Governing Board subject to being approved at the next Annual Meeting; and the election at the next Annual Meeting would be to fill out the remainder of their 3 year term.

The Elected Council shall meet at least eight times per year and shall serve as the main ICCCC liaison with the community and member organizations on opportunities for the promotion of interfaith events, celebrations, polylogue, advocacy, witness and action on issues of religious freedom, tolerance, social justice and matters related to the mission and purposes of ICCCC.

4. From among their membership, at their next meeting immediately following the Annual Meeting, the Elected Council shall elect a Board of Directors consisting of 9

to 12 members from different member congregations and organizations who shall be responsible for the fiscal stability, administrative oversight, governance, outreach, mission and programming of ICCCC. Each duly elected member of the Board of Directors shall serve a three year term and may serve no more than two consecutive three year terms (referenced hereafter as "full term"). The Board of Directors shall meet regularly, and no fewer than six times per year, to conduct the business and operations of ICCCC.

5. Unless otherwise provided in these By-Laws, the representatives who register their presence and attend properly called meetings of the Board of Directors, the Elected Council, Standing Committees and/or the Annual, Spring or any Special Meeting shall constitute a quorum; provided, however, that for meetings of the Interfaith Council member congregations and religious organizations, the preferred minimum for a quorum shall be 20% of the full voting members.

6. The day-to-day administration of ICCCC shall be conducted by an Executive Director duly nominated and appointed by the Board of Directors upon full discussion and consideration with the Elected Council. The Executive Director shall be Ex Officio to the Board of Directors and shall serve without a vote on the Board. The Executive Director shall serve at the pleasure of the Board of Directors, and shall receive annual reviews from the Personnel Committee of the Board.

ARTICLE VI. OFFICERS OF THE INTERFAITH COUNCIL

1. The Officers of the Interfaith Council shall be recommended by the Nominating Committee from among the members of the Elected Council and shall be elected annually by the Board of Directors. There shall be a President or Co-Presidents, Treasurer, Secretary, Past President (subject to Article VI.3(c) below) and such other Officers as may be deemed necessary by the Board of Directors to conduct the business of ICCCC, including one or more Vice Presidents with specific responsibilities.

2. Except as otherwise described herein, the term of each elected Officer and appointed Standing Committee Chair and member shall be one calendar year with privilege of re-election. Terms of Office and Standing Committee duties shall begin and end as of the dates of the respective elections immediately following the Annual Meeting.

3. To ensure flexibility in the availability of Officers to serve, and notwithstanding the By-Law limitation on serving only two consecutive three-year terms, if and when necessary, a current Officer and/or Director may at the conclusion of her/his 2d three-year term (i.e., full term) be elected for a further one year as an Officer so that there will be an orderly plan of succession.

By way of example, (a) a full term Vice President or other Director may be elected for a further one year to the position of President, in contemplation that another current Director may be elected as Vice President, with the possibility of succeeding to the Presidency at the end of that one year; and (b) either a full term Treasurer or Secretary may be elected for a further one year as the same or a different Officer, all as

necessary to have an orderly plan of succession; provided that (c) a full term President may not be elected for a further one year as President, however if requested by the incoming President to assist in the transition, a full term President may be elected for a further one year in the capacity and position of Past President, who would also serve as a member of the Governing Board.

5. The President (or Co-Presidents) shall also serve as Chair (or Co-Chairs) of the Board of Directors and shall have the responsibilities to call and conduct meetings of the Elected Council and the Board of Directors as well as the Annual and any Special Meetings of the Membership. In the absence of the President (or Co-Presidents), the 1st Vice President or (if the latter is also unavailable) a member of the Board of Directors designated by the President (or one of the Co-Presidents) shall perform these responsibilities.

6. The President, upon approval of a majority of the Board of Directors, may fill a vacant position of (a) a Director, Officer or Standing Committee Chair who has resigned or is no longer able to serve; and (b) an unfilled position for Director to which no one has yet been elected, so long as this would not exceed the maximum number of Directors under Article V.4 above. Such interim appointment to fill a vacant position shall be for the remainder of the vacated term, following which and subject to these Article VI provisions the appointee may stand for election or appointment (as applicable) for the remainder of her/his permissible term.

7. Specific responsibilities for the Officers, Directors, Chairs and members of Standing Committees shall be detailed in job descriptions to be maintained as part of the Board of Directors' records. Job descriptions for the Executive Director and each paid ICCCC staff member shall be established and maintained as part of the Personnel Policy of ICCCC. All such job descriptions shall be retained on file at the offices of ICCCC and available for review upon request by any member organization.

ARTICLE VII. STANDING COMMITTEES

1. Standing Committees of the Interfaith Council shall be as described below. Other Ad Hoc Committees may be established by the Board of Directors as relates to our ministry and mission. Task Forces may also be established for short-term responsibilities.

2. The primary Standing Committees and their responsibilities shall be as follows:

Nominating Committee: to provide names for nomination to the Elected Council, Board of Directors, Committees, membership and Officers' positions, all under appropriate criteria to be developed by the Nominating committee and approved by the Board of Directors, and to act as resource in providing names of people to address specific Interfaith Council needs.

Finance Committee: to oversee the finances of the organization on a regular basis, as further described in Article VIII. 5 below, to recommend needed action to the Board of Directors, and to prepare a preliminary budget annually for approval by the Board.

Personnel Committee: to be responsible for all salaried staff concerns.

Programming: to provide strategic oversight, resourcing, planning and development of specific programs, events and activities consistent with the mission and purposes of the Interfaith Council.

Development Committee: to provide plans and actions for branding, marketing, communications, outreach, ways to increase ICCCC member involvement, and build relationships with our members and others preparatory to fund raising efforts with them, and coordinate with the Membership Committee on these relationship-building efforts.

Membership Committee: to establish and maintain personal contact and visits with identified representatives from each of ICCCC's member congregations and organizations, develop the best pathways to provide them information on ICCCC's programs and a conduit for them to submit information to ICCCC about their programs and how we might participate with them, and coordinate with the Development Committee on these relationship-building efforts.

Rapid-Response Media Team: a representative group standing ready to prepare media responses to Interfaith crises and matters of common concern here in our county, the Bay Area, the nation or the world.

Social Justice Alliance: to be responsible for developing policy statements of advocacy and community witness on matters of social justice, fairness, acceptance and understanding, and make regular reports to the Board of Directors.

Winter Nights Shelter ("Winter Nights"): provides homeless families with children a clean, safe, and warm shelter, meals, personal care, case management, prenatal, birth and infant care, tutoring, life coaching, transportation, and many other services through its own professional staff and the hosting of faith congregations that provide the space and volunteers.

3. All Committee Chairpersons shall be nominated by the President (or Co-Presidents) with the assistance of the Nominating Committee, or selected within the Committee itself.

4. Standing Committee Chairs or their designated representatives shall be appointed from among the members of the Board of Directors.

5. It is expected that members of the Board of Directors, the Elected Council and all Standing Committees of the Interfaith Council will attend properly called meetings and donate their time, talent and efforts for the benefit of the Interfaith Council. Three consecutive unexcused absences from duly noticed meetings will be considered a resignation, and after inquiry by the President, such status may be confirmed by the Board of Directors.

6. The Executive Director is a vital part of each of these committees and is expected to attend scheduled meetings of each Committee, as time and scheduling allow.

ARTICLE VIII. FINANCE

1. The Treasurer shall be responsible for keeping the financial records of the Interfaith Council, for paying bills in a timely manner, for monitoring the financial and accounting relationships under ICCCC's 501(c)(3) responsibilities, and for making regular financial reports to the Board of Directors. The Treasurer shall make recommendations to the Board for the responsible investing of any monies as may be needed.

2. Winter Nights is a program of ICCCC operating under the corporation's 501(c)(3) status and, as such, conducts separate fund raising and maintains separate accounts for the Winter Nights homeless families ministry. ICCCC and Winter Nights shall develop and maintain a written agreement describing the responsibilities and expectations of each of them.

3. The financial books of the Interfaith Council, which include the statement of financial position and accounts of Winter Nights, shall be routinely audited or undergo a financial review by a Certified Public Accountant.

4. The fiscal year of both the Interfaith Council and that of Winter Nights shall be from July 1 to June 30.

5. The Finance Committee shall be responsible for overseeing and managing the financial support for the ongoing work and programs of the Interfaith Council, including but not limited to resources from budgetary allocations of member congregations and religious organizations, County and government grants and contracts, individual gifts, organizational gifts, and fundraising projects.

6. The resulting budget of the Interfaith Council and its programs shall be approved by the Board of Directors annually.

ARTICLE IX. MEETINGS OF MEMBERS AND ELECTED COUNCIL

1. The Annual Meeting of the Interfaith Council shall be held in the Fall of each year, usually on a Sunday in November, at the location of a member congregation or religious organization in Contra Costa County reasonably accessible to all member representatives, on a date to be designated by the Board of Directors. At its discretion,

the Board may also call for the holding of a Spring Meeting or a Special Meeting of the members.

2. For the Annual Meeting, and any Spring or Special Meeting of the members, at least two weeks notice shall be provided by email and/or regular mail to each member's address as registered with the Secretary of the Interfaith Council; and publishing notice in the regular newsletter sent by either email or regular mail shall constitute proper notice to all members that are mailed a copy thereof.

3. The meetings of the Elected Council shall in the regular course be conducted at the offices of the Interfaith Council on the second Thursday of every month, starting at 8:30 a.m., unless members of the Elected Council are otherwise notified by email and/or regular mail.

4. At all meetings where a vote is held of Interfaith Council members (whether the Annual, Spring or a Special Meeting), Board of Directors and/or the Elected Council, the Chair of the meeting shall declare at the outset whether there is a quorum for the conduct of business (as described in Article V hereinabove); and, unless otherwise specifically provided by these By-Laws, all questions requiring a vote shall be decided by the majority of votes duly cast on the question.

5. In case of an equality of votes at any such meeting, either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to register a second or casting vote.

6. The proceedings at all meetings of Interfaith Council members and all meetings of the Elected Council shall be governed by the latest edition of Robert's Rules of Order.

7. No error or omission in giving notice of any Annual, Spring or Special Meeting of the Interfaith Council or any meeting of the Elected Council, or any determination of a quorum at any such meeting, shall invalidate such meeting or make void any proceedings thereat; and any member of the Interfaith Council or the Elected Council, as applicable, may at any time waive notice of any such meeting or determination of a quorum thereat and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE X. MEETINGS OF BOARD AND STANDING COMMITTEES

1. Meetings of the Board of Directors and all Standing Committees shall be held at the offices of the Interfaith Council on a regular basis, not less frequently than every other month and otherwise as specified by the Chair of the Board and the respective Standing Committees; provided, however, that by consensus of the Board of Directors or a Standing Committee, as applicable, the location of their meeting may be set at such other place as may be convenient, necessary or appropriate for the conduct thereof.

2. Notice of Board and Standing Committee meetings shall be given by email or regular mail to the respective addresses of the Directors or Standing Committee members, as applicable, at least two weeks in advance of the scheduled meeting; however, no error or omission in giving notice for such a meeting shall invalidate or render void any proceedings taken or had at such meeting, and any Director or Standing Committee member, as applicable, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

3. A Board of Directors meeting may also be conducted without notice immediately following any duly called and noticed Annual, Spring or Special Meeting of the members of the Interfaith Council.

4. A quorum for the transaction of business shall consist, respectively, of a majority of members of the Board of Directors and two-thirds of the members of a Standing Committee. The proceedings of all Board and Standing Committee meetings shall be governed by the latest edition of Robert's Rules of Order.

5. The Board of Directors may consider or transact any business, either general or special, at any meeting of the Board, including a meeting held by teleconference if so notified by the Chair; and the Board shall have the power to act on behalf of the Interfaith Council in all matters between meetings of the members of the Interfaith Council.

6. Standing Committees may consider or transact any business designated within the purposes of their committee as specified in these By-Laws and otherwise delegated to them by the Board of Directors.

7. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes present unless otherwise provided in these By-Laws. In case of an equality of votes, the Chair, in addition to her/his original vote, shall be entitled to a second or casting vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of that action without proof of the number or proportion of the votes recorded in favor or against such resolution. This same voting process shall be applied in all proceedings of Standing Committees.

ARTICLE XI. AMENDMENTS TO THE BY-LAWS

1. All By-Laws previously enacted and adopted are hereby repealed effective immediately upon the approval and adoption of these By-Laws by the membership of the Interfaith Council, without prejudice to any action heretofore taken thereunder.

2. These By-Laws were made and recommended originally by the then Executive Committee and adopted by the general membership of the Interfaith Council at the Spring Meeting on April 21, 2013, with full authority to implement and publish these By-Laws to be effective immediately upon such adoption; and these By-Laws have been amended **at Article IV (regarding Supporting and individual members)** upon the recommendation of the Governing Board and Elected Council at the Annual Meeting of

the membership on November 5, 2017, again with full authority to publish and be effective immediately upon adoption. These By-Laws **as restated with proposed amendments, if adopted at the Annual Meeting of November 10, 2019**, shall remain in full force and effect until such time as they are properly repealed, revised, amended, restated or otherwise validly superseded according to law.

3. Repeal, amendment, revision or modification of these By-Laws in the future may be conducted and accomplished at a duly called and properly noticed Annual, Spring or Special Meeting of the Interfaith Council members, with a quorum present as defined in Article V.5, by a two-thirds vote of the full members entitled to vote thereat. Such action to repeal, amend, revise or otherwise modify these By-Laws shall be by “up or down” vote at a meeting specifically noticed for such purpose and conducted in accordance with these By-Laws.

ARTICLE XII. ARTICLES OF INCORPORATION

These By-Laws are enacted under and pursuant to the empowerment and purposes of the Articles of Incorporation of the Interfaith Council of Contra Costa County, originally incorporated in the State of California as filed on November 10, 1960 under the name of the Council of Churches of Central Contra Costa County, and amended on June 18, 1998 to change the name to Interfaith Council of Contra Costa County and to make certain other changes as set forth therein, enabling the Interfaith Council, in addition to the purposes articulated in Article II hereinabove, to do and perform any and all other acts and things whatsoever as may be authorized under the Laws of the State of California pertaining to non-profit corporations.

EXECUTION AND WITNESS

Upon unanimous recommendation of the Interfaith Council Officers and Governing Board and adoption by vote of the Members of the Interfaith Council at the Annual Meeting conducted at **Lafayette-Orinda Presbyterian Church, Lafayette**, Contra Costa County, on November **10, 2019** after proper notice and discussion, these By-Laws As Amended have been duly enacted as hereby attested hereinbelow to be and they hereby are declared effective the **10th** day of November, **2019**.

Attested By:

Terence J. Clark
President

Judith Stillman
Secretary