

## **Eastside Interfaith Social Concerns Council By-Laws**

These by-laws replace all previous by-laws adopted by the Eastside Interfaith Social Concerns Council and all previous by-laws are hereby repealed.

### **Article I. Name**

#### **Section I.**

The name of the organization shall be the Eastside Interfaith Social Concerns Council, which at times may also go by the acronym EISCC.

### **Article II. Purpose**

#### **Section I. Mission Statement**

We, Eastside Interfaith Social Concerns Council, believe that we are guided by the moving of God's spirit in our community to work together in a spirit of caring and celebration. We honor and respect each others' religious heritages, welcome and pray for each other, and share information about pressing community needs.

We provide a forum to educate, advocate, initiate, coordinate, support, and through task forces, or other means, work for the common good of the Eastside community to address human needs and improve the quality of life. To carry out this mission statement, EISCC is currently managing two agencies which operate under the EISCC 501(c)3 designation. These are: Congregations for Kids, and Backpack Meals. EISCC is open to consideration of managing additional agencies depending on need and EISCC resources

#### **Section II. Earnings**

No part of the net earnings of this organization shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the exempt purposes for which it was formed.

#### **Section III. Activities pursuant to Federal Law**

Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

#### **Section IV. Anti-Discrimination**

Our anti-discrimination policy prohibits discrimination on the basis of race, sex, color, age, national origin, political ideology, marital status, sexual orientation, disability, religion?, handicap, or other protected characteristic.

### **Article III. Membership**

#### **Section I. Membership**

Membership in EISCC is on a voluntary basis. Membership is open to all Eastside congregations incorporated as "non-profit religious organizations" under the laws of Washington State. Membership shall be by congregational action. A roster of member congregations shall be established at the September meeting and maintained throughout the year.

### **Section II. Voting**

Each member congregation in good standing shall select two (2) voting representatives, preferably one clergy and one lay representative.

### **Section III. Dues**

Each member congregation shall pay annual dues to EISCC in the amount to be determined by the Board of Directors annually, prior to the January meeting. The fiscal year shall be January 1 through December 31. Congregations in good standing are those which have paid their current dues.

## **Article IV. Associate Memberships**

### **Section I. Associate Membership Inclusions:**

Associate memberships may be extended to individuals, and to constituent groups in the areas of social and health services whose philosophies are consistent with the purposes of the EISCC.

**Section II. Associate Membership Voice** Associate members shall be able to speak at meeting but will not be entitled to vote. An exception will be made for those Associate Members who have been elected to serve on the Board of Directors. Any Associate Member elected to serve on the Board shall be entitled to vote on Board business but shall not be entitled to vote on general membership issues. Associate Membership shall not constitute more than 2 members of the Board.

**Section III. Associate Membership Dues** Associate members shall pay annual dues to EISCC in an amount to be determined by the membership annually, prior to the January meeting, upon application and thereafter to cover administrative costs.

**Section IV. Associate Membership Communications** Associate members shall receive the mailings and notices of the EISCC.

## **Article V. Board of Directors**

### **Section I. Executive Committee**

The EISCC Executive Committee shall be comprised of the President, President Elect, Past President, Secretary, and Treasurer. The offices of the President and Secretary may be held jointly by more than one person. The President, President Elect, and Past President shall be members of congregations in good standing. The membership may elect an Associate Member to the Executive Committee only for the positions of either Secretary or Treasurer. Only two Associate Members may sit on the Executive Committee at one time.

### **Section II. Board of Directors**

The Board of Directors of EISCC shall consist of the Executive Committee and up to four other at-large directors. The at-large directors shall be either Congregation or Associate Members in good standing. The Board of Directors will meet monthly. There can be only two Associate Members on the Board, inclusive of any Associate Members on the Executive Committee.

### **Section III. Election of Board of Directors**

The election of the directors and officers of EISCC shall be made by the membership at the October meeting. They shall take office on November 1. A nominating committee appointed by the Board of Directors at the June meeting shall propose a slate of directors and officers at the September meeting. Further nominations may be made from the floor at the annual meeting. The terms of office for directors shall be 1 year, with the exception of the President Elect, President, and Past President. An individual elected as President Elect will serve on the Board for at least three years, a first year as President Elect, a second year as President, and a third year as Past President. An individual elected as President Elect may continue to be on the Board after his or her three years have expired. An officer may be elected and serve in the same office for additional terms.

### **Section IV. Meetings of the Board of Directors**

The Board of Directors will meet monthly or as called by the President. A majority of the members of the Board or Executive Committee shall constitute a quorum. The President or three members of the Board or Executive Committee can call and schedule meeting for the Executive Committee or Board. Notice of a meeting can be given in any means reasonable calculated to provide actual notice, including notice via electronic methods. With the exceptions of emergency meetings, which shall receive reasonable notice, any non-monthly meeting of the Board or Executive Committee shall occur after 3 days notice.

### **Section V. Vacancies**

Upon the occurrence of a vacancy within the term of an officer or director, the unexpired term shall be filled by appointment of the President from the remaining members of the EISCC and/or EISCC agencies, subject to confirmation by the membership.

### **Section VI. Removal of Board**

Upon a majority vote at a Board meeting called specifically for that purpose, any member of the Board or Executive Committee may be removed from office.

## **Article VI. Duties officers**

### **Section I. President**

The President shall preside at all meetings of the Council and of the Board of Directors, and shall in conjunction with other members of the Board of Directors, manage the affairs of the Eastside Interfaith Social Concerns Council. The President shall attend meetings of the Board of Directors and assume agreed-upon responsibilities. The President is an ex officio member of all committees except the Nominating Committee.

### **Section II. President Elect**

The President Elect shall assume responsibilities of the President in the event of the President's absence or inability to serve. The President Elect shall attend meeting of the Board of Directors and assume agreed-upon responsibilities. An exception to this rule is made in the case of Co-Presidency where upon the Co-President resides as a singular President, in the absence of the other.

### **Section III. Past President**

The Past President will serve for one year to bring continuity and wisdom to the board and assume agreed-upon responsibilities.

### **Section IV. Secretary**

The Secretary shall record attendance at Board meetings and keep accurate minutes of all meetings of the Board and of the Executive Committee, and distribute them to members and associate members. The Secretary will maintain a file of minutes and correspondence, as well as printed information form members and guests, and write thank you notes to speakers. The Secretary shall maintain current monthly email lists, mailing lists, or other means of communicating with Members and Associate Members. The membership mailing list will be utilized only by the Board Secretary or Director appointed in Secretary's absence. All communications must originate from or be part of the minutes of a particular meeting, unless the Board of Directors has voted otherwise or an announcement of timeliness affects the business of an EISCC agency and has approval of the presiding President to be disseminated. The Secretary shall attend meetings of the Board of Directors and assume agreed upon responsibilities.

### **Section V. Treasurer.**

The Treasurer shall keep the accounts of the Board, disburse funds accordingly to action of the Board or Executive Committee, and provide a written financial statement at each Board meeting. The Treasurer shall bill and account for dues paid by each Member and Associate Member. The Treasurer shall attend meetings of the Board and assume agreed-upon responsibilities. Change of Treasurer will follow a review of financial records by an outside independent auditor or a person designated or appointed by the EISCC Board of Directors at the time of the change.

### **Section VI. Remaining Directors**

Individual Board Directors can be appointed duties such as making deposits, attending to the EISCC mailbox and other duties as assigned by the President or designated by Board.

## **Article VII. Meetings of General Membership**

### **Section I. Frequency**

EISCC will meet regularly every month, except during the months of August and December. The Annual Meeting shall be held in October.

### **Section II. Special Meetings**

Special meetings may be called by the President with not less than ten (10) days notice of time, place and agenda being made to the congregational representatives.

### **Section III. Quorum**

A quorum shall be constituted when one-third (1/3) of the member congregations are represented either in person or by written proxy.

#### **Section IV. Voting Procedure**

Actions and voting procedure of meetings shall be governed by Robert's Rules of Order except in the case where EISCC addresses issues of social concern with recommendations for local congregations or community policy or action. In this case, the procedures contained in the Bylaws shall be followed.

### **Article VIII. Committees**

Standing committees and task forces will be appointed by the President, as required, to perform tasks of EISCC.

### **Article IX. EISCC Agencies**

#### **Section I. Formation**

Organizations wishing to operate as agencies of the EISCC must be recommended by the Board of Directors to the general membership. Upon a majority vote at a meeting of the membership an agency will become an EISCC Agency and be held to the responsibilities outlined in this Section.

#### **Section II. Executive Directors**

Executive Directors of EISCC Agencies are appointed by the EISCC Board of Directors and must operate their respective agencies in a fiscally responsible manner and in a manner consistent with that agency's mission statement. In the event of resignation or action by the Executive Director that the Board determines is inconsistent with the program's mission, the EISCC Board of Directors is authorized to replace the Executive Director of an EISCC Agency. In this event, the Agency would have the option of continuing under their current leadership by agreeing to cease operating under the aegis of the EISCC; or the Agency could elect to continue under the aegis of the EISCC and have its Executive Director replaced. Agencies who choose to have their Executive Director replaced shall receive a new Executive Director appointed by the EISCC Board of Directors after consulting with the remaining Agency leadership.

#### **Section III. Responsibilities of Executive Directors**

All Executive Directors must furnish EISCC with a Mission and Philosophy Statement which must be approved by the Board. Once approved, the Agency will conduct all of its activities in accordance with the approved Mission and Philosophy Statements and the failure to do so shall be grounds for the cessation of the Agency's association with the EISCC or the removal of its President. Each Executive Director will attend EISCC Board of Directors meetings reporting on the state of their agency as well as make a report at monthly meetings to the general membership of EISCC. Executive Directors will have a voice at any meeting that they attend but will not be entitled to vote.

The Agency will also provide the EISCC Treasurer with a yearly Budget and Financial Accounting of the business of the Agency. The Treasurer will then provide the Board with an interpretation of the well being of the Agency. Unless waived or modified by action of the

EISCC Board of Directors, agencies will have a review of financial records by an outside independent auditor each year coordinated by the Treasurer and any finding from that review will also be provided to the EISCC Board of Directors. Any business not already common to the Board in connection with the Agency should be reported at Board meetings or to the President should immediate action need consideration.

#### **Section IV. Removal of Agencies**

Upon a majority vote of the membership at a general membership meeting or at a special meeting called for that purpose, an Agency can be removed as an agency of EISCC.

### **Article X. Amendments**

#### **Section I. Amending the By-Laws**

These by-laws may be amended or replaced by a two-thirds (2/3) vote of a constituted quorum at a general membership meeting provided that a thirty (30) day prior written notice of the amendment had been given.

### **Article XI. Dissolution**

#### **Section I. Funds Disbursement**

In the event of the dissolution of the EISCC, any assets remaining after the payment of all its obligations shall be distributed to another organization, an EISCC agency or agencies, or organizations then tax exempt as a charitable organization under Section 501(c)(3) of the United States Internal Revenue Code. Following a recommendation by the Board of Directors, the distribution of such assets will be determined by a vote of EISCC membership.

### **Article XII. Procedures for Public Endorsement, Recommendation and Action.**

The following procedures for public endorsement, recommendation and action outline steps designed to encourage broad study, discussion of alternatives and consensus building prior to a vote of EISCC representatives and the reporting of their action.

#### **a. Identification of Issues**

Issues may be raised by local congregations, social agencies, or EISCC subcommittees at regularly scheduled membership meetings. Alternative courses of action will be considered. A description of the issue to be discussed should be included in a meeting notice when feasible.

#### **b. Proposals**

A proposed study statement is drafted and submitted to member congregations for discussion and action prior to the next meeting. (This statement is not for public release.)

#### **c. Individual Congregational Action**

Member congregations individually act upon the proposed study statement.

#### **d. Discussion**

At the next EISCC general membership meeting, the proposed statement is discussed, language tightened, amended and voted upon by EISCC congregational representatives either present or voting by written proxy. Two-thirds (2/3) vote of a constituted quorum at a meeting shall constitute approval.

**e. Public Release**

Public release of the final statement should include the following:

i "Disclaimer" stating that the statement represents the position of the Eastside Interfaith Social Concerns Council and does not imply official endorsement by individual congregations or denominational bodies.

**f. Urgent Response**

When any issue requires urgent response by EISCC, a proposal may be presented at a regular meeting. The proposal will be discussed, language tightened, amended as appropriate, and voted upon by the EISCC representatives. A unanimous assent of those present and voting shall be required for approval.

When an issue requires urgent response by the EISCC, but the draft proposal fails to receive unanimous consent of those present and voting, the Board of Directors may meet to draft a proposal which shall be sent to members with a notice of meeting, the date of said meeting to be no less than ten (10) days from the date of posting. The proposal shall be discussed and voted upon by EISCC congregational representatives either present or voting by written proxy. Two-thirds (2/3) vote of a constituted quorum at a general membership meeting shall constitute approval and may be released as a Public Release.