

**BYLAWS  
OF  
CHURCHES UNITED FOR COMMUNITY CONCERN, INC**

**ARTICLE I NAME AND OFFICE**

**Section 1:** The name of this corporation shall be Churches United for Community CONCERN, Inc., hereafter referred to as CONCERN.

**Section 2:** Its corporate office shall be located at the CONCERN Center, 333 S. Penn, Bartlesville, Washington County, Oklahoma 74003.

**ARTICLE II OBJECTIVE AND MISSION STATEMENT**

**Section 1. Objective:** To develop religious, social, economic, aesthetic, moral, civil, mental, physical and educational well being of individuals, groups and the community as a whole through education, person to person guidance and personal assistance, the keeping of records of those in need; assisting existing agencies and groups engaged in related activities; instigation and operation of new programs, institutions and businesses; and the solicitation and collection of contributions for the financial support of this and other non-profit charitable, religious and benevolent corporations, groups, associations, and institutions.

**Mission Statement:** The mission of Churches United for Community CONCERN, Inc. is to provide compassionate support to individuals and families needing assistance through contributions from Christian and other religious and civic organizations.

**ARTICLE III MEMBERSHIP**

**Section 1. Active Member.** Member churches or organizations are the owners of CONCERN, INC. Each member will have one vote at all regular and special meetings. A church or an organization becomes a member by completing the following procedures:

- a. Pledge and/or provide financial support from their church's or organization's budget and other contributions
- b. Be approved by the CONCERN Board of Directors
- c. Submit in writing the name of their Director, Alternate Director, and other contact information to CONCERN.

**Section 2. Associate Member:** An Associate Member is a church or an organization that supports the programs of CONCERN through financial, material and volunteer assistance. They are not represented on the CONCERN Board of Directors and therefore do not have a vote.

**Section 3. Inactive Member:** An Inactive Member is a former Active Member who no longer actively participates in CONCERN through financial, material and volunteer assistance.

**ARTICLE IV DIRECTORS**

**Section 1.** One Director and their Alternate are selected by each member church or organization to serve a two-year term of office. The member churches or organizations may reappoint the Director and/or Alternate. Directors represent the owner member churches or organizations of CONCERN. As such they are expected to faithfully attend the meetings, remain

knowledgeable of and participate in the programs of CONCERN, and relay the actions and needs of CONCERN to their member churches or organizations in a timely manner.

**Section 2.** The CONCERN Board of Directors determines the programs to be offered by CONCERN, provides financial and personnel support, shall periodically review and assess the efficiency of the programs and is responsible for the physical properties of CONCERN. They have the power to employ/release a Chief Executive Officer whose job is to manage the day-to-day business of CONCERN, including employing or releasing personnel.

**Section 3.** Except for the Chairman, who is an ex-officio member of all committees, each Director can serve on no more than three (3) committees simultaneously.

**Section 4.** The Directors and Officers are volunteer positions and shall receive no compensation. The Board of Directors shall set the compensation for the employees of the corporation.

**Section 5.** It is expected that a member church or organization be represented at all regular and special meetings of CONCERN by either its Director or Alternate Director. Should four consecutive meetings pass without such representation, the member church or organization shall be notified that their Director and Alternate are no longer qualified to vote. They may name their replacement director and alternate in the manner set forth in Article III. The member church or organization shall have a period equal to the second meeting date after the notification to do so. If a replacement Director and Alternate are not named by that time, the church or organization shall be considered an associate member.

**Section 6.** Member churches or organizations may withdraw membership by advising the CONCERN board in writing.

**Section 7.** Member churches and organizations that withdraw may become members again in the manner as set forth for membership in Article III.

**Section 8.** Directors or Alternates may be removed from the CONCERN Board of Directors by the member church or organization at any time with a letter stating their removal and their replacement.

**Section 9.** Directors or Alternates whose presence on the CONCERN Board of Directors as become detrimental to CONCERN shall be removed by a two-thirds (2/3) vote of the entire body of the members of the CONCERN Board of Directors.

## **ARTICLE V OFFICERS**

**Section 1.** Officers of the corporation shall be Chairman, Vice-Chairman, Recording Secretary, Corresponding Secretary, Treasurer, and the Chief Executive Officer.

**Section 2.** Elections shall take place at the regular December meeting of the Board of Directors. Those elected to office will take office January 1<sup>st</sup> and shall hold office for a term of one year or until a successor is elected. Candidates considered for office shall include those nominated by the Nominating Committee as provided in Article IX and those nominated from the floor by a Director. All nominees shall agree to serve before voting begins. No officer shall be eligible to serve for more than four consecutive terms in the same office. An officer who has served more than half a term is considered to have served a full term in that office.

**Section 3.** The Chairman of the Board shall preside at all regular and special meetings of the Board. The Chairman shall serve as an ex-officio member of all committees except the Nominating Committee. The Chairman is authorized to sign all written contracts for CONCERN

and shall perform all such duties as are incident to the office. The Chairman shall serve as head of the Executive Committee, and in the absence of an employed or volunteer Chief Executive Officer, shall have the authority and responsibility to conduct the day-to-day business of CONCERN.

**Section 4.** The Vice-Chairman of the Board shall serve as Chairman of the Board in his/her absence and may perform all duties and responsibilities of that office should the Chairman of the Board be unavailable or unable to do so.

**Section 5.** The Recording Secretary is accountable for the records of CONCERN. He/she keeps the minutes of all regular and special meetings, and has charge of all corporate books, records and papers; shall be custodian of the corporate seal/ shall attest with his/her signature and impress with the corporate seal all written contracts of CONCERN; and shall perform all such other duties incident to that office. Records shall be kept at the corporate office.

**Section 6.** The Corresponding Secretary shall see that notices of all regular and special meetings of CONCERN are issued and shall perform other duties as incident to that office.

**Section 7.** The Treasurer shall review monthly the financial reports of the corporation as prepared by the bookkeeper and present a financial report of the general condition of the corporation at each Board of Directors meeting. He/she shall represent CONCERN in financial matters as directed by the Board of Directors.

**Section 8.** In the event of a vacancy in the office of Chairman of the Board, the Vice-Chairman shall automatically succeed to the office and a new Vice-Chairman shall be elected as if the vacancy occurred in that office. A one-week written notice must be given to all Directors and Member Churches of any vacancy occurring in an elected office except Chairman. The time and date of the special meeting at which the new officer/officers will be nominated and elected will be given in writing to each Director and Member Church or Organization.

**Section 9.** The Chief Executive Officer shall be an employee (or volunteer employee) of CONCERN responsible for providing advice and assistance to the board and committees; and shall be responsible for administering the total operations of CONCERN. The CEO shall have such other powers and perform such other duties as may be designated by the Board. The CEO shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board.

## **ARTICLE VI EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of the elected officers and those others deemed necessary and approved by the Board. The Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee. The Executive Committee shall have and may exercise the powers of the Board in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget, or take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business or policy of CONCERN.

**Section 2.** The Chairman of the Board shall call the meetings of the Executive Committee. Notice of time, place, and purpose of the meeting shall be given to each member of the Executive Committee not less than one week prior to the meeting unless it is an emergency situation. Meetings may be conducted by agreed upon electronic means or in person at the discretion of the Chairman of the Board.

**Section 3.** A majority of members of the Executive Committee must be present to constitute a quorum for the transaction of business.

## **ARTICLE VII MEETINGS**

**Section 1.** The regular meetings of the CONCERN Board of Directors shall be held on the second Tuesday of each month unless otherwise specified. Notice of the meetings will be made known to the membership at least one week prior by the Corresponding Secretary. Agendas will be prepared by the Chairman of the Board and presented to the Directors in attendance at the beginning of each meeting.

**Section 2.** Special meetings of the CONCERN Board of Directors may be called by the Chairman of the Board, or by a two-thirds (2/3) majority vote of the Board. The Vice-Chairman of the Board may call special meetings in the absence of the Chairman of the Board. No business shall be transacted at a Special Meeting other than the business for which the meeting was called and due notice given. Members must be given at least one week's notice of a special meeting unless it is an emergency situation.

## **ARTICLE VIII VOTING**

**Section 1.** All qualified Directors are eligible to vote at all CONCERN meetings, both regular and special. In their absence, their Alternate may vote.

**Section 2.** A majority of the CONCERN Board of Directors shall constitute a quorum for the transaction of business at regular or special meetings.

**Section 3.** Directors also serving as officers may cast only one (1) vote.

**Section 4.** The Chief Executive Officer is a nonvoting member of the CONCERN Board of Directors.

## **ARTICLE IX NOMINATING COMMITTEE**

**Section 1:** At the regular November CONCERN Board meeting, a Nominating Committee composed of three (3) Directors shall be elected.

**Section 2.** At the annual meeting in December the Nominating Committee shall present the names of their nominees, one nominee per office. Nominations may be made from the floor for each office to be filled.

## **ARTICLE X COMMITTEES**

**Section 1. Standing Committees.** The CONCERN Board of Directors shall establish Standing Committees which shall be: Advisory Committee, Child Learning Center Committee, Finance Committee, Fund Raising Committee, Public and Church Relations Committee and Urgent Support Committee.

### **Section 2. Composition and Duties**

- a. Advisory -The Advisory Committee is composed of interested and influential

community leaders selected for their community awareness and outstanding leadership. This committee acts as liaison between CONCERN and potential major donors.

- b. Child Learning Center – The Child Learning Center Committee is composed of members who are interested and knowledgeable in providing and promoting early childcare and education and willing to assist as volunteers. At least one member of the committee shall be a Director, who shall serve as liaison to the Board. This committee works with the Manager of the CONCERN Child Learning Center.
- c. Finance – The Finance Committee works in an advisory capacity with the Treasurer to review finances and to create and update the budget.
- d. Fund Raising – The Fund Raising Committee is composed of members who shall plan and promote the raising of funds to provide financial assistance to CONCERN. At least one member of the committee shall be a Director, who shall serve as liaison to the Board.
- e. Public and Church Relations – The Public and Church Relations Committee shall promote CONCERN to the public and encourage active participation by current and future member churches and organizations.
- f. Urgent Support – The Urgent Support Committee is composed of members interested and willing to become knowledgeable in and assist in the various ways this program provides support. At least one member of the committee shall be a Director, who shall serve as liaison to the Board.

**Section 3. Ad Hoc Committees.** Ad Hoc Committees will be formed as needed to address specific issues or needs of CONCERN. There shall be a least one Director in the membership of each Ad Hoc Committee.

## **ARTICLE XI AMENDMENTS**

**Section 1:** All amendments to the bylaws must be presented to the CONCERN Board of Directors in writing at least one month before they are voted upon.

**Section 2:** A two-thirds (2/3) majority of the CONCERN Board of Directors is required to amend these bylaws.

**Section 3.** An Ad Hoc committee, which will write and propose amendments to these bylaws, can be appointed by the Chairman of the Board with the approval of a simple majority of the Directors in attendance.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

Section 1: All regular and special meetings of CONCERN, the Board of Directors and all committees shall abide by the most recent edition of Robert's Rules of Order, where they are subject to and not in conflict with the Articles of Incorporation and bylaws of this corporation or the laws and statutes of the state of Oklahoma.

**ARTICLE XIII INDEMNIFICATION**

**Section 1:** Churches United for Community CONCERN (CONCERN) shall have the power to indemnify any person who was, or is a party, or is threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, advisor, officer, employee or agent of CONCERN, against expenses (including attorneys, fees, judgments, fines and amounts) paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the operation.

**Section 2:** To the extent that any present or former director, advisor, officer and employee or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him/her in connection herewith.

**Section 3:** Any indemnification shall be made by CONCERN only as authorized in the specific case upon a determination of the director, advisor, officer, employee or agent is proper in the circumstance because he/she has met the applicable standard of conduct. Such determination shall be made: by the Board of Directors by simple majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding; or if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in written opinion; or by the members.

**Section 4:** Churches United for Community CONCERN shall have the power to purchase and maintain insurance on behalf of any person who is a director, advisor, officer, employee or agent of the corporation.

Revised April 11<sup>th</sup>, 2006

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Bylaws Committee, 2006:

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Ed Browning, Chairman

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Suzanne Shiflet

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Lyn Bohon

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Marcia Reynolds

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Jeanette McCollum

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Bernie Baldwin