

**BY-LAWS OF THE STATE COLLEGE AREA  
INTERFAITH MISSION, INC.**

**ARTICLE I            NAME AND PURPOSE**

The State College Area Interfaith Mission, Inc., known hereafter as Interfaith Mission, is an association of congregations of the Centre Region, which includes all of the State College Area School district and the Upper Bald Eagle Valley. It is a non-political, non-profit group which exists in order to serve local human needs. It will have the purposes or powers as stated in the Articles of Incorporation (attached) and such powers as are now granted by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania.

This registered, non-profit corporation is organized and operated exclusively for religious, charitable or educational purposes. No part of the net earnings inures to the benefit of any private stockholder or individual, and the corporation does not participate in any political campaign on behalf of (or in opposition to) any candidate for public office, or otherwise attempt to influence legislation.

**ARTICLE II            MEMBERSHIP**

**Section A.**    The requirements for active membership are:

1. Existence as a congregation,
2. Desire to minister to human needs in the community, and
3. Financial and/or in kind contributions to meet those needs during the previous or current fiscal year.

A standing invitation exists to any church, congregation, or religious society to join Interfaith Mission. Meetings are open to all congregations and residents of the Centre Region.

**Section B.**    Each active member congregation is entitled to four designated regular representatives to the Interfaith Mission board. It is recommended that one of these persons be the spiritual leader of the congregation. One representative will have voting privileges, the others shall serve as alternates; all are encouraged to attend and participate in meetings.

**Section C.**    A quorum is defined as 50% of active congregations present or available by telephone. Votes will be by voice vote of those present or available by telephone. If requested by an active member congregation, the vote will be by secret paper ballot. In this case, each active Board member will have one vote.

**ARTICLE III           OFFICERS**

**Section A.**    There shall be a Chair, Vice Chair, Secretary, and Treasurer, each of whom is to be elected annually in May for a term of one year. At the discretion of the Executive Committee and approval of the Board, other positions may be established.

**Section B.**    Mode of elections:

1. Members of the Nominating Committee will be nominated at the first meeting of the fiscal year. Their election will be held at the second meeting of the fiscal year. The duties of the Committee shall be:
  - a. To receive all nominations for candidates to the offices of Chair, Vice Chair, Secretary, and Treasurer, provided that such nominations are submitted no later than one month prior to elections;
  - b. To obtain the approval of each prospective candidate before listing his/her name on the ballot;
  - c. To prepare a slate of candidates for each office; and
  - d. To report the names of the nominees at the April meeting, and request any nominations from the floor, so that they are included in the Minutes of that meeting.
2. Elections shall be decided by a majority vote at the May Board meeting.
3. Newly elected officers shall assume duties at the close of the May meeting.
4. Resignation of officer. If an officer resigns during the fiscal year, the Nominating Committee will propose a replacement, to be voted on at the next Board meeting. The replacement person elected would serve until the next regularly scheduled election in May.
5. Removal. Any officer may be removed or authority revoked by resolution of the Board of Directors, with approval of two-thirds of the Board, whenever, in their judgment, the organization would be best served by this action.
6. Term Limits. An officer cannot serve more than four (4) consecutive one-year terms. An officer can be re-elected as an officer after a one-year absence from the Executive Committee.

***Section C.*** Duties of Officers

1. The Chair shall preside at meetings, determine the order of business and the agenda of the meeting, and appoint committees and task forces with the consent of the Board to handle projects.
2. The Vice Chair shall take charge in the absence of the Chair and help with special projects.
3. The Secretary shall submit Minutes or a summary report of each meeting, including the time, date, and place of the next meeting.
4. The Treasurer shall oversee the collection and safeguarding of all monies and securities collected, held, or invested by Interfaith Mission; and disburse funds and/or securities when given authorization by a) a vote of the Board, or b) the Executive Committee.
5. Officers may delegate responsibilities as needed.

**Section D.** Executive Committee

1. Composition. The Executive Committee shall consist of the officers of the Board and the Executive Director of Interfaith Mission. The chair of the Board shall be the chair of the Executive Committee. .
2. Responsibilities. The Executive Committee may exercise the powers of the Board of Directors in the interim between Board meetings on matters for which authority is given by the Board. The Executive Committee shall not have the power to adopt budgets or to take actions contrary to policy of the Board. The Executive Committee shall submit reports of action taken at the next meeting of the Board of Directors.
3. Meetings. Notice of time, place and purpose shall be made known to members of the Executive Committee at least 24 hours prior to such meeting. The meeting may, by agreement of three members, be conducted by a telephone conference call, a video conference, or other interactive (two-way) mode of communication wherein all parties can participate equally.
4. Quorum. Three members of the Executive Committee must be present to constitute a quorum for the transaction of business. Decisions must be made by consensus.

**ARTICLE IV COMMITTEES AND TASK FORCES**

**Section A.** The Board of Directors shall establish such standing committees and task forces as it deems necessary. The Board of Directors shall establish the functions of these committees and task forces, which shall operate under the general supervision of the Board.

**Section B.** The chair of the committee or task force may be appointed by the chair of the Board of Directors or selected by the committee or taskforce members.

**Section C.** Membership on the committees and task forces is open to Board members and other members of the participating congregations and members of the community.

**Section D.** Interfaith Mission will have the following standing committees:

1. Executive Committee (see Article III. Section D.).
2. Nominating Committee (see Article III. Section B.).
3. Development/Fund Raising Committee. The Development/Fund Raising Committee researches and pursues funding opportunities.
4. Small, Occasional Short-Term Loan (SOS) Committee. The Small, Occasional Short-Term Loan Committee administers a loan program for clients who are referred by human service agencies because of emergencies that cannot be met with Interfaith Mission or other agency funds. The SOS financial records are audited as part of the

Interfaith Mission records each fiscal year. Additional information is included in Interfaith Mission's Policy and Procedures documents.

## **ARTICLE V           EMPLOYEES**

**Section A.**     The Executive Committee shall interview and hire employees as needed.

**Section B.**     The Executive Director shall be responsible for administering the operations of the organization.

**Section C.**     All employee matters shall be covered in Personnel Policies.

## **ARTICLE VI           MEETINGS**

**Section A.**     Board meetings of Interfaith Mission shall be held on a regularly scheduled day of each month unless otherwise specified by the chair, and shall be held in member congregation's facilities.

**Section B.**     A written copy of the Minutes of the previous meeting shall serve as notice of the next meeting, shall be sent to all members at least seven days prior to the next meeting, and shall state the date, time, and place of the next meeting.

**Section C.**     At the first meeting of the fiscal year, Interfaith Mission Board members will receive the annual report for the preceding fiscal year, July 1 through June 30. The report of a professional auditor selected by the Executive Committee will be presented at the Board meeting immediately following receipt of the report.

## **ARTICLE VII          FINANCES**

**Section A.**     Each member congregation, exercising the right to name four regular representatives with authority to speak and to vote, shall contribute annually to the financial needs of Interfaith Mission. The size of the contribution of each member group shall not be specified by Interfaith Mission, but is determined by the contributing member group.

**Section B.**     It shall be the responsibility of the Executive Committee of Interfaith Mission, in cooperation with the Executive Director and the Financial Director, (see Article IV, Section D.) to submit in writing to each member group a proposed annual budget at the April Board meeting. The Board will approve the budget at the May Board meeting.

**Section C.**     Interfaith Mission may, as needs arise, solicit funds, goods, and/or services from any groups or individuals who might be willing to give at any time during the year to meet these new needs. Funds, good, and/or services may be solicited from groups who are not voting members of Interfaith Mission. Member groups are not bound to contribute to special fund requests.

**Section D.**     Any donor may designate the funds it contributes as being applicable to specific projects only, or may give to the general fund of Interfaith Mission.

**Section E.** Interfaith Mission may contract with local, state, and federal government agencies, or other organizations, to administer their funds for purposes consistent with the mission of Interfaith Mission.

**Section F.** Interfaith Mission shall have no authority to borrow money, but may establish corporations or organizations with limited liability with the power to borrow money for specific projects.

**Section G.** In the event of the dissolution of Interfaith Mission, a 501 (c) (3) organization, any assets shall be distributed to an organization, or organizations, which has/have established appropriate exempt status as an organization/s described in section 501 (c) (3) of the Internal Revenue Code, contributions to which are deductible, or to a state or local government for public purposes. First consideration for the distribution of assets shall be to those member congregations which have established appropriate exempt status as an organization described in section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE VIII AMENDMENTS**

Any article or section of these by-laws may be amended by a majority vote at any meeting of Interfaith Mission, provided that the proposed amendment has been submitted in writing at least seven days before the meeting to each representative.

## **ARTICLE IX INDEMNIFICATION**

Any person made a party to any action, suit, or proceeding, by reason of the fact that he/she, his/her testator or intestate representative is or was an officer, director, or employee of the Corporation, or of any Corporation in which he/she served at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein that such officer, director, or employee has breached or failed to perform his/her duties under 15 P.S. S8363 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or employee may be entitled apart from the provisions of this Article.

ORIGINAL BY-LAWS, 1977 (Unincorporated Organization)

BY-LAWS as Incorporated Organization, 1983

REVISED: May 1988

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REVISED: March 1991

REVISED: March 1999

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