

BY-LAWS OF THE WILKINSBURG COMMUNITY MINISTRY, Approved May 8, 2010

Section I - Name

The name of this Pennsylvania non-profit corporation is the Wilkinsburg Community Ministry (WCM).

Section II - Purpose

1. The purpose of WCM shall be to provide an effective and meaningful community ministry to all the families and individuals residing in the borough of Wilkinsburg, Pennsylvania, and to all of the members and constituents of the churches supporting WCM ("Member Churches" as defined below).

2. WCM shall place emphasis upon extending the ministry of the churches within the Wilkinsburg area to all people, with the primary concern being to mediate the saving grace of God as revealed in Jesus Christ to all people.

3. Acting as the agent of the member churches in this area, WCM shall develop and engage in outreach programs and activities aimed at meeting the physical, social, economic and spiritual needs of all people in the community.

Section III – Membership of the Board of Directors

1. Membership. The Board of Directors will consist of Church Representatives from local churches and Community At-Large Representatives (as defined below).

2. Number. The Board of Directors shall be comprised of at least fifteen (15) and no more than twenty-five (25) directors.

3. Member Church. Any church located in the geographical area including and surrounding the borough of Wilkinsburg, Pennsylvania, is a Member Church if it supports WCM with financial or material gifts or gifts of volunteer service, appoints or elects at least one (1) Church Representative to the Board of Directors of WCM, and recognizes and approves the purpose and cooperative spirit of the local missions and ministries of WCM.

4. Church Representatives. Each Member Church is entitled to appoint or elect one (1) Church Representative, which may be a clergy person, to the Board of Directors of WCM, and to nominate as many as two (2) additional representatives for election to the Board of Directors.

5. Community At-Large Representatives. Any organization that actively participates in the programs of WCM or expresses a desire to do so may request permission to elect or appoint a representative to the Board of Directors of WCM. Such organization shall be permitted to appoint or elect a representative to the Board upon the positive vote of a majority of the current Board of Directors at a regular meeting.

Community At-Large Representatives may not be members of a Member Church if their appointment or election would cause the number of representatives from that Member Church to exceed three (3).

6. Appointment/Election by the Board. Any time that additional Board members are required in order to maintain the minimum number of fifteen (15) members, the Board of Directors may appoint or elect a member by a positive vote of a majority of the current Board of Directors at a regular meeting. People appointed or elected in this manner may not be members of a Member Church if their appointment or election would cause the number of representatives from that Member Church to exceed three (3).

7. Term of Office. The term of office for any WCM Director is three (3) years. A WCM Director is eligible for subsequent terms upon completion of the process set forth above.

8. Withdrawal from the Board. A WCM Director may withdraw from the Board of Directors at any time by submitting a written notice of resignation.

9. Termination. A director's absence from three (3) consecutive meetings of the Board of Directors without accepted cause will result in automatic termination from the Board. If the terminated director is affiliated with a Member Church or an organization, the church or organization will be notified by the WCM President of the termination and will be asked to elect or appoint another representative.

Section IV – Duties of the Directors and the Board of Directors

1. The Board of Directors shall govern all of the affairs of WCM in accordance with the Articles of Incorporation, By-Laws and any current written policies and procedures.

2. The Board of Directors shall govern with an emphasis on outward vision rather than preoccupation on internal matters, and will encourage diversity of viewpoints and ideas in order to strengthen WCM.

3. The Board of Directors is responsible for the overall policy and direction of WCM and delegates responsibility for day-to-day operations to the Executive Director.

4. The directors shall at all times act in the best interest of WCM in order to carry forward WCM's purpose.

5. The directors shall make a commitment of time and a financial commitment through personal contributions, the encouragement of contributions by churches, organizations and individuals, and/or the support of fundraising efforts.

Section V – Meetings of the Board of Directors

1. Annual Meeting. The annual meeting of the Board of Directors shall be held during the fourth quarter of the calendar year, either in addition to or conjunction with the

regular meeting that quarter. The purpose of this meeting will be to elect the WCM Officers and set the budget for the following year.

2. Regular Meetings. A regular meeting of the Board of Directors shall be held not less than quarterly. The purpose of this meeting is to hear reports, conduct routine business (including the certification of WCM Directors or the replacement of WCM Officers, as necessary), and discuss and determine items of policy and procedure.

3. Special Meetings. A special meeting of the Board of Directors may be called by the WCM President, and a special meeting must be called upon written petition to the WCM President by any eight (8) WCM Directors. The purpose of this meeting must be declared in writing to all WCM Directors, by letter or electronic mail at least seven (7) days in advance of the special meeting. The special meeting is restricted to consideration of only those items directly connected to the stated purpose unless otherwise agreed to by fifty percent (50%) of the Board of Directors.

4. Quorum and Voting Privileges. Nine (9) WCM Directors must be present at any annual, regular or special meeting before official action can be taken. All WCM Directors are entitled to vote on each item of business.

5. Rules. The Board of Directors may adopt, by majority vote of those attending a meeting, such rules as are necessary for its own management and government. In the absence of such rules, those contained in the latest edition of "Roberts Rules of Order" shall govern all procedures and questions of order.

Section VI – Officers

1. Officers. The officers of WCM shall be a President, Vice-President, Secretary, and Treasurer.

2. Eligibility and Term of Office. All officers must be WCM Directors who are elected at an Annual Meeting to a term of two (2) years, or elected at a Regular or Special Meeting to complete the unexpired term of office of another. Officers may be elected to succeed themselves.

3. Duties of the President. The WCM President shall:

- (a) preside at all meetings of the Board of Directors;
- (b) provide guidance to the Executive Director of WCM in terms of policy and procedure;
- (c) appoint individuals to serve on task forces and special committees and to represent WCM at meetings of other organizations;
- (d) sign all deeds, leases and other legal documents as directed by the Board of Directors;
- (e) perform all other duties authorized by the Board of Directors.

4. Duties of the Vice-President. The WCM Vice-President shall:

- (a) preside at all meetings of the Executive Committee;
- (b) fulfill the duties of the President in the event of absence or incapacity.

(c) perform all other duties authorized by the Board of Directors.

5. Duties of the Secretary. The WCM Secretary shall:

(a) keep written records of all meetings of the Board of Directors and of the Executive Committee.

(b) make available upon request records of any meeting or meetings, whether or not a quorum is present.

(c) handle communications to organizations and individuals as requested by the Board of Directors or the Executive Committee.

(d) perform all other duties authorized by the Board of Directors.

6. Duties of the Treasurer. The WCM Treasurer shall:

(a) establish and maintain a safe deposit for deeds, bonds, mortgages and securities of the WCM.

(b) establish and maintain accounts at financial institutions for the receipt, management, investment and disbursement of funds.

(c) aid the Executive Director in supervising the staff members or directors responsible for the receipt of funds.

(d) be responsible for the maintenance of an accurate record of receipts and disbursements.

(e) make full reports at meetings of the Board of Directors and the Executive Committee concerning financial matters.

(f) submit financial accounts for an annual audit by a certified public accountant or other auditors, as approved by the Board of Directors or the Executive Committee.

(g) perform all other financial duties authorized by the Board of Directors.

Section VII – Election of Officers

1. Nominations. The Executive Committee shall submit nominations for officers at the Annual Meeting of the Board of Directors. Further nominations may be made from the floor at the Annual Meeting, provided that the nominee agrees to serve if elected.

2. Election. If there is only one (1) nomination for any office at the time of closing of nominations, the nominated individual shall be declared elected. If there is more than one (1) nomination, an election by secret ballot shall be held. Each WCM Director in attendance shall be eligible to cast one (1) vote, and the person receiving the largest number of votes shall be declared elected.

Section VIII – Committees

1. Ad hoc committees may be established by the Board of Directors, the Executive Committee or the President as they deem necessary.

2. The President shall appoint all committee chairpersons.

Section IX – Executive Committee

1. Membership. The Executive Committee shall consist of the four (4) Officers and two (2) members [one (1) clergy and one (1) layperson] of the Board of Directors who will be selected annually by the President or as otherwise agreed to by the Board of Directors.

2. Duties. The Executive Committee shall conduct the business of WCM between meetings of the Board of Directors and perform such tasks as the Board may assign to it. The Executive Committee shall serve as the personnel committee or as the grievance committee, as needed to handle staff issues. When the Board of Directors is not in session, the Executive Committee may exercise all of the powers and authority of the Directors except to approve an amendment to the Articles of Incorporation or to amend these By-Laws.

3. Meetings. The Executive Committee may meet as often as necessary to fulfill its duties, but it will meet sufficiently in advance of each meeting of the Board of Directors that it can review all pending business and prepare recommendations for consideration by the Board.

4. Quorum. Four (4) members of the Executive Committee must be present at any meeting before official action can be taken.

5. Reports. The Executive Committee shall make available full reports of all of its actions available at meetings of the Board of Directors.

Section X – Executive Director

1. The Board of Directors shall hire an Executive Director to carry out the day-to-day administration of WCM's programs and activities. The terms of employment, including provisions for performance review, will be set forth in writing at the time of employment.

2. The Executive Director is responsible for hiring and supervising the other WCM staff.

3. The Executive Director should attend all meetings of the Board of Directors and all meetings of WCM committees.

Section XI - Amendments

1. Any proposed amendment(s) of the provisions of these By-Laws must be given in writing to all WCM Directors present at a regular meeting of the Board of Directors.

2. Following discussion of the proposed amendment(s) and any modifications that may be agreed to by the person proposing the original amendment(s), consideration of the amendment(s) shall be placed on the agenda for the next regular meeting of the Board of Directors.

3. Copies of the current By-Laws and the proposed By-Laws as amended must be sent to all WCM Directors no later than one week before the regular meeting at which the proposed amendment(s) will be considered.

4. At least two-thirds (2/3) of the WCM Directors present must vote in favor of the amended By-Laws in order for it to go into effect.

Section XII – Miscellaneous

1. In the event of dissolution or sale of WCM, any surplus funds shall not inure to the private benefit or advantage of any individual.