

# **Brethren Community Ministries**

A Pennsylvania Non-Profit Corporation

By-Laws

Adopted 3/5/00 (Amended 11/26/01 and 12/01/2013)

## **ARTICLE I - NAME AND PURPOSE**

1. The name of this organization shall be Brethren Community Ministries. It is incorporated under the laws of the Commonwealth of Pennsylvania as a charitable and educational organization.
2. The purpose of Brethren Community Ministries shall be to assist and encourage the Harrisburg First Church of the Brethren (“HFCOB”) to share God’s love:
  - a. by serving its neighbors’ physical, emotional, educational, social, and spiritual needs;
  - b. by inviting its neighbors into a Christ-centered multi-cultural community in the inner city;
  - c. by advocating justice for its neighbors;
  - d. by encouraging individual and neighborhood health and healing;
  - e. by promoting peaceful conflict resolution;
  - f. by working singularly or in partnership to assist in community development;
  - g. by involving and empowering those served; and
  - h. by developing fund raising ministries that serve and support these purposes.

## **ARTICLE II - EXEMPT ORGANIZATION**

1. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for those purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

## **ARTICLE III - OFFICES**

1. The registered office of the corporation shall be at 219 Hummel Street, Harrisburg, PA 17104

2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

#### **ARTICLE IV - SEAL**

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.

#### **ARTICLE V – OVERSIGHT COMMITTEE**

1. In order to maintain a close and coordinated relationship with the HFCOB, that entity shall appoint an Oversight Committee. The Oversight Committee shall have the power and authority to advise the BCM Board of Directors as necessary, call the Board to special meetings with it, if necessary, and to issue separate reports on the activities of BCM to the Ministries Coordinating Team (“MCT”) of the HFCOB on any matter of special concern or import. The Oversight Committee must be consulted on all hiring decisions, substantive by-law changes, and expenditures in excess of \$10,000.

#### **ARTICLE VI - DIRECTORS**

1. The business and affairs of this corporation shall be managed by its Board of Directors, under the purview of the HFCOB via the Oversight Committee as set forth in Article V, above.
  - a. The Board of Directors shall consist of at least six (6) Directors and up to twelve (12) Directors, as well as the senior pastor of the HFCOB.
  - b. At least 4 Directors shall be members of the HFCOB. Each Director who is a member of the HFCOB shall have two votes, for the purposes of Section VI.5, below.
  - c. A good faith effort shall be made to appoint at least one (1) and up to four (4) Directors who are low income persons and who themselves or family members have been served by or participated in the activities of Brethren Community Ministries.
  - d. Up to twelve (12) but at least six (6) Directors shall be recommended by the Gifts Discernment Team of the HFCOB in cooperation with the Chair of Brethren Community Ministries for five year terms with the ability to be reappointed for one additional term at the discretion of the Gifts Discernment Team. The maximum tenure of service for a board member shall be two consecutive five-year terms, except the senior pastor of the HFCOB who shall have a permanent seat on the Board of Directors.
  - e. Up to twelve (12), but at least six (6) Directors shall be appointed by the Board of Directors for five year terms with the ability to be reappointed for one additional term at the discretion of the Board of Directors. The maximum tenure of service for a board member shall be two consecutive five-year terms except the senior pastor of the

HFCOB who shall have a permanent seat on the Board of Directors.

- f. The terms of the Board of Directors shall be staggered in a method established by the Board of Directors.
  - g. The Board of Directors will choose its own officers, with the exception of its Chair, and committees as needed to accomplish its work.
  - h. The Chair of the Board of Directors shall be appointed by HFCOB following its normal procedures for choosing leaders. He/She must be a member of HFCOB. The Chair's term shall be five (5) years and may serve two (2) consecutive terms. The Chair will be considered one of the Directors appointed by HFCOB. The Chair shall not be the Senior Pastor of HFCOB.
  - i. The Board of Directors shall be responsible for reporting monthly to the HFCOB MCT. The Chair or his/her designee shall also file a report to regularly scheduled HFCOB Council Meetings. Copies of all written reports shall also be provided to the Oversight Committee members.
  - j. Unless otherwise provided at the time of appointment, Directors shall take office immediately upon appointment.
2. In addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed by others
  3. The meetings of the Board of Directors may be held at such times and at such place or places within in this Commonwealth, or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated by the notice calling the meeting.
  4. Written notice<sup>1</sup> of every meeting of the Board of Directors shall be given to each Director and to the members of the Oversight Committee at least seven (7) days prior to the day named for the meeting.
  5. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and, unless otherwise required by law, the votes of a majority of the Directors present at a meeting at which a quorum is present shall determine the authorized acts of the Board of Directors. Any vote which may be taken at a meeting of Directors may be taken without a meeting, if a consent or consents in writing (with each director who is a member of the HFCOB having two (2) votes) setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.
  6. The Board of Directors may, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, establish one or more committees to consist of one or more directors. Any committee shall serve at the pleasure of the Board. Any such

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<sup>1</sup> Reference to "written" includes e-mail throughout these by-laws.

committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- a. the submission to members of any action required by statute to be submitted to members for their approval;
  - b. the filling of vacancies in the Board of Directors;
  - c. the final approval of the budget for the corporation;
  - d. the adoption, amendment, or repeal of the By-Laws;
  - e. action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
7. The Board may, by resolution, establish advisory or task committees, comprised of one or more Directors and/or other persons who are not Directors to assist the Board with specific projects or aspects of the business of the corporation. Such advisory or task committees shall not be considered committees of the Board but serve at the pleasure of the Board.
  8. Directors may be removed from office without assignment of any cause by majority vote of the body which appointed them and their replacements appointed as soon as possible.
  9. The Board of Directors may declare vacant the office of a Director if he/she is declared of unsound mind by an order of the court, is convicted of a felony, or fails to attend three consecutive meetings of the Board of Directors without a reasonable excuse, and fulfill such other requirements or qualifications as the By-Laws may specify.

## **ARTICLE VII – OFFICERS**

1. The executive officers of the corporation shall be chosen by the Board of the Directors with the exception of the Chair, and shall be Chair, Vice Chair, Secretary, Treasurer, and such other officers and assistant officers as the needs of the corporation may require or the Board deems advisable. They shall hold their office for a term of one year, with the exception of the Chair who shall hold a three year term, and until their respective successors are appointed and qualified or until their earlier death, resignation or removal, shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. It shall not be necessary for the Secretary and the Treasurer to be Directors. The Board of Directors may, in its discretion, secure the fidelity of any and all such officers by bond or otherwise.
2. Any officer or agent, except the Chair, may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. The Chair may be removed by the Harrisburg First Church of the Brethren, following its regular procedure.

3. The Chair:
  - a. shall preside at all meetings of the Directors and shall have the ability to vote on all items of business;
  - b. shall have general and active management of the affairs of the corporation;
  - c. shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the rights of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chair, to any other officer or officers of the corporation;
  - d. shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation; and
  - e. shall be ex-officio a voting member of all committees of the Board and shall have general powers and duties of supervision and management usually vested in the office of Chair.
4. The Vice Chair shall act in all cases for and as the Chair in at the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.
5. The Secretary shall:
  - a. attend all sessions of the Board and act as clerk thereof;
  - b. record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose;
  - c. turn over to his/her successor the seal and all records of the corporation in his/her keeping;
  - d. give, or cause to be given, notice of all meetings of the Board of Directors;
  - e. keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it; and,
  - f. perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision he/she shall be.
6. The Treasurer shall:
  - a. have custody of the corporate funds and securities;
  - b. keep full and accurate accounts of receipts and disbursements in books belonging to the corporation;
  - c. keep the moneys of the corporation in separate accounts to the credit of the

corporation;

- d. disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements;
- e. render to the Chair and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation; and
- f. turn over to his/her successor all records of the corporation in his/her keeping.

### **ARTICLE VIII - VACANCIES**

1. If the position of any officer becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term of the departing Director(s), except for the office of Chair for which the Gifts Discernment Team shall choose a successor to fill the office until approved at the next Church Council Meeting for a full term.
2. Vacancies in the Board of Directors shall be filled in the same process used to appoint the Director originally. (See Article VI.)

### **ARTICLE IX - BOOKS AND RECORDS**

1. The corporation shall keep an original or duplicate record of the proceedings of the Directors and the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation. The corporation shall also keep appropriate, complete and accurate books or records of accounts. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every Director shall, upon written demand under oath/affirmation stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, at their expense, books and records of account, and records of the proceedings of Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such purpose as a Director may have. The demand under oath/affirmation shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

### **ARTICLE X - TRANSACTION OF BUSINESS**

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a two-thirds (2/3) vote of the Board of Directors. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to

receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the corporation.

2. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.
3. The Board of Directors must submit the name of the person(s) to be hired in primary executive positions and terms of employment for approval of the Oversight Committee. If the Oversight Committee concurs, the recommendation will be forwarded to the HFCOB. Other staff may be hired by the Board of Directors.

### **ARTICLE XI - ANNUAL REPORT**

1. The Board of Directors shall present annually to the Harrisburg First Church of the Brethren a report, verified by the Chair and Treasurer or by a majority of the Directors, showing in appropriate detail the following:
  - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
  - b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
  - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

This report shall be filed with the minutes of the Board of Directors.

### **ARTICLE XII – NOTICES**

1. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail or overnight or express delivery to his/her/its address appearing on the books of the corporation or provided for that purpose; or by fax or e-mail to the address/ number provided by said person. If the notice is sent by mail, it shall be deemed to have been given to the person entitled there to when deposited in the United States mail or overnight or express delivery for transmission to such person. If the notice is sent by fax or e-mail, it shall be deemed to have been given to the person entitled there to when transmitted. A notice of meeting shall specify the place, day

and hour of the meeting and any other information required by statute or by these By-Laws.

### **ARTICLE XIII – MISCELLANEOUS PROVISIONS**

1. The fiscal year of the corporation shall begin on the first day of January.
2. One (1) or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for persons to make capital contributions in such amounts and upon such terms as are fixed by the Directors in accordance with the provisions of section 5541 of the Non-Profit Corporation Law of 1988.
4. The Board of Directors, by resolution, may authorize the corporation to accept subventions on terms and conditions not inconsistent with the provisions of section 5542 of the Non-Profit Corporation Law of 1988, and to issue certificates therefor.

### **ARTICLE XIV - AMENDMENTS**

1. These By-Laws may be amended or repealed by the vote of two-thirds of the persons present and voting at Church Council Meeting of Harrisburg First Church of the Brethren.

### **ARTICLE XV - DISSOLUTION**

1. In the event of the entire or partial termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, the assets of the corporation which remain after payment or making provision for payment of all liabilities of the corporation shall be distributed to, and only to, one or more organizations exempt from Federal income tax under Section 501(C) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

Subject to Section 1 of this Article XVI, assets to be distributed in accordance with Section 1 shall be distributed to Harrisburg First Church of the Brethren or its successor, provided the Church or successor qualify under Section 1 of this Article XV, for use in harmony with the stated purposes of this corporation. If for any reason the church cannot accept these resources or its successor does not so qualify, then remaining assets shall be distributed to the Atlantic Northeast District of the Church of the Brethren or its successor for similar uses, provided the District or successor qualify under Section 1 of this Article XVI. In the event that neither of these is able to accept or qualify another organization meeting the criteria set forth under Section 1 of this Article XV shall be designated by the Board of Directors to receive said assets.



**ARTICLE XVI - INDEMNIFICATION OF DIRECTORS AND OFFICERS AND  
LIMITATION OF DIRECTORS' PERSONAL LIABILITY**

1. Indemnification of Directors and Officers.

- a. The corporation shall indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party, or is threatened to be a party, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative (including, but not limited to, court costs, attorney's fees and any amount paid in any settlement), by reason of threat persons being or having been a member of its Board of Directors (herein referred to as "Directors"), officers, employee, or agent of the corporation or of any other enterprise at the request of the corporation. Notwithstanding the foregoing, the corporation has no obligation to purchase insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation against any liability asserted against or incurred by in any such capacity, or arising out of his/her status as such, Such insurance may be provided by the corporation at the sole discretion of the Board of Directors. Such indemnification as set forth in this paragraph shall not impair any other rights any such person may have.
- b. Said indemnification can be made only if determination has been made, with the advice of counsel for the corporation, by Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by independent legal counsel in a written opinion:
  - (1) that the Director, officer, or employee acted or failed to act, and in either case, in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; the indemnification provided for herein shall not be available if the act or failure to act has been determined by a court to have constituted willful misconduct or recklessness.
  - (2) that the amount of the proposed indemnification is reasonable; and
  - (3) that the proposed indemnification is just and proper and can be legally made by the corporation under then existing law.

2. Limitation of Directors' Personal Liability.

No director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:

- a. the Director has breached or failed to perform the duties of his/her office relating to the standard of care and justifiable reliance as set forth in Section 3 of this Article;

and

- b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness
- c. the provisions of this section shall not apply to:
  - (1) the responsibility or liability of a Director pursuant to any criminal statutes; or,
  - (2) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

### 3. Standard of Care of Directors and Justifiable Reliance by Directors.

A Director shall stand in a fiduciary relation to the corporation and shall perform his/her duties as Trustee, including his/her duties as a member of any committee of any board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by and of the following:

- a. one or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. counsel, public accountants, or other persons as to matters to which the Director reasonably believes to be within the professional or expert competence of such person;
- c. a committee of the Board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted. In discharging the duties of their respective positions, individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and other pertinent factors shall not constitute a violation of the foregoing duties of the Director as set forth herein. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

### 4. Advance Payment of Expenses.

Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation.

5. Insurance of Indemnification Fund.

The corporation shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the corporation and a person serving at the request of the corporation as a Director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his/her status as such.

6. Contract Rights; Amendment or Repeal

All rights to indemnification under this Article XVI shall be deemed a contract between the corporation and the persons to be indemnified under this Article XVI pursuant to which the corporation and each such person intend to be legally bound. Any repeal, amendment or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

## **ARTICLE XVII**

Severability. The invalidity or unlawfulness of any portion of these By-Laws shall not affect the validity or lawfulness of the remainder thereof.

### **HISTORY:**

By-Laws adopted 3/5/00

Amended 11/26/2013 and 12/01/2013 in Church Council