

BYLAWS OF THE INTERFAITH COUNCIL OF GREATER SPRINGFIELD, INC.

SECTION I NAME, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1. Name and Purpose. The name of the corporation shall be the Interfaith Council of Greater Springfield, Inc., hereafter referred to as the Council or the Corporation.
2. Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the Corporation. The Council may change the location of the principal office in the Commonwealth with the Secretary of the Commonwealth.
3. Corporate Seal. The members may adopt and alter the seal of the Corporation.
4. Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the members, end June 30 each year.

SECTION II PURPOSES AND POWERS

1. Purpose. The purpose of the Interfaith Council is to bring together faith groups for serious dialogue, exchange and education to achieve mutual understanding and a deeper awareness of the informed response to the historical experiences and contemporary concerns of various groups.

The Council will promote respect for the distinctive beliefs of its members without aiming at any modification or amalgamation or religious bodies.

The goal of the Interfaith Council is to continue to develop a coordinated educational and programmatic collaboration to create an environment of community study and interfaith communication in which programs, materials, ideas, resources and personnel can be shared, exchanged and made available to all faiths.

2. Powers. In furtherance of the above purposes, the Interfaith Council of Greater Springfield, Inc., shall be able to do every act permitted by Chapter 180 and all other applicable provisions of the general laws, including the following:

- a) To purchase, receive, take by grant, gift, devise, bequest, or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any of its property, or any interest therein, wherever situated;
- b) To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- c) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal

in or with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

d) To make contracts with state, federal, public and private agencies, give guaranties, and incur liabilities, borrow money at such rates of interest as the corporations may determine, issue its note and other obligations, and secure any of its obligations by meeting, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

3. Interfaith Council of Greater Springfield Mission Statement

The Council exists to promote mutual understanding, cooperation, appreciation and friendship among different faith traditions. The representatives along with their organizations/judicatories will accomplish these goals through meetings, formal and informal education, and fellowship. Members will respond as local and national events/debates arise to give public witness of our shared values on justice/interfaith issues. This may include meeting with elected officials, writing editorial positions to local media, advocating for one another, raising awareness about prejudices, and striving for social justice solutions in our community.

SECTION III MEMBERSHIP

The Interfaith Council of Greater Springfield is a Voluntary Association.

The Council desires to be inclusive of all who want to be at the interfaith table. We acknowledge that some come from large denominations and others from small faith communities, or from secular community allies. We also acknowledge that some religions have much higher numbers in our community than others. This structure is designed to give voice proportionately and with flexibility, adapted to the demographic makeup of the Greater Springfield area.

Membership categories for the Council are outlined below. Each year at the annual June meeting, members will determine the category of membership and dues that best meets their current circumstances, and delegations will identify voting members for that year.

The purpose of varying categories is to create balanced representation among all faith traditions on the council while reflecting the faith groups represented in the population of the greater Springfield area. (If, for example, there are many representatives of one faith group, and if they are part of a judicatory, they could become a member of category A where all would continue to have voice but be limited to three voting members.) The various categories are not meant to discriminate but rather to create a degree of balanced representation among all of the faith traditions in the Council. Each tradition is held in the highest esteem by all members.

Category A: Judicatory, governing body, or a specific faith affiliation with voice and vote.

Category A: Dues \$400.00/year – up to 3 voting members

Category B: A large individual faith community with voice and vote

Category B: Dues \$250.00/year - up to 2 voting members

Category C: A small individual faith community with voice and vote.

Category C: Dues \$ 150.00/year - 1 voting member

Category D: Affiliate organizations and individual persons: voice but no vote. (Like minded groups, organizations and persons who resonate with the mission statement and are willing to actively support the work of the Council.)

Category D: Dues voluntary \$100.00 (recommended amount) – voice but no vote

SECTION IV OFFICERS AND AGENTS

1. Number, Qualifications, Election and Term of Office.

a) The officers of the Corporation shall be President, Vice President, Treasurer, Secretary/Clerk, Communications Coordinator and such other officers, if any, as the members may determine. A person may hold more than one office at a time. If required by the members, any officer shall give the Corporation a bond for faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the members. With exception of the initial election of officers for the Council, all candidates for office shall be required to have served one year as a member of the Council prior to the election.

b) Officers for the coming two years will be nominated and elected by the current members of the Council at the Annual Meeting.

c) All officers shall hold office for a term of two years and/or until their successors are duly elected and qualified. Officers shall be limited to two successive two-year terms in any office.

d) The Corporation may also have such agents, if any, as the members may appoint or employ.

2. The President. The President shall be the chief executive officer of the Corporation and, subject to the control of the members, shall have general charge and supervision of the affairs of the Council and shall perform such duties and have such authority as are customary for the president of a similar organization. The President shall set the agenda for meetings with input by council members, and lead the meeting. The President shall be the primary spokesperson for the organization.

3. The Vice-President. The Vice-president shall have such duties and powers as the Council or President shall determine.

The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of the president's inability to act.

4. The Secretary/Clerk. The Secretary/Clerk shall record and maintain a record of all proceedings of the Council. If the Secretary/Clerk is absent from any meeting of the Council, a temporary secretary/clerk chosen at the meeting shall exercise the duties of the Secretary/Clerk at the meeting. The duties of the Secretary/Clerk may be divided into a) Secretary/Clerk who keeps a record of the proceedings of the council, and, b) Communications Coordinator. The Secretary/Clerk, and the Communications Coordinator shall maintain a mailing list of council members.

5. The Treasurer. The Treasurer shall be the chief financial accounting officer of the corporation, in charge of its financial affairs, funds, securities and of its financial matters, valuable papers and shall keep full and accurate records thereof. The Treasurer shall be in charge of the Council's books of account and accounting records and of its accounting procedures.

The books of the Treasurer shall at all time be open for inspection by a committee designated by the Council. The Council may appoint another officer or agent of the Council to assist or share in any of the aforementioned financial duties, but in no event shall such appointment relieve the Treasurer of responsibility for these affairs.

The Treasurer shall have such other duties and powers as designated by the Council or the President.

SECTION V MEETINGS

1. Annual Meeting. The annual meeting of the members shall be held in June in of each year.
2. Regular Meetings. Regular meetings of the members may be held at such places within the United States and at such times as the members may determine.
3. Special Meetings. Special meetings of the members may be called by the President and notice of special meetings shall be made by the Secretary/Clerk, or Communications Coordinator or by any other officer.
4. Call and Notice
 - a) Notice of Annual and Regular Meetings. Meeting notices shall be sent by the-Secretary/Clerk or Communications Coordinator.
 - b) Notice of Special Meetings. Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purpose of the meeting, unless otherwise required by law, the articles of organization or these bylaws or unless there is to be consideration at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these bylaws, (iii) an increase or decrease in the number of members, or (iv) removal or suspension of a member. Meeting notices may be sent by the-Secretary/Clerk, Communications Coordinator, and or any other officer.
5. Quorum. At any meeting of the members, a majority of the members then serving shall constitute a quorum.
6. Action by Vote. Each voting member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to an office, unless otherwise provided by law, the articles of organization, these bylaws, or the official policies of the Council.
7. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter of consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.
8. Rules of Order. Unless otherwise determined by the Council, Roberts Rules of order and any other such reasonable rules shall be in effect at meetings of the Council with the intention of conducting the Council's business swiftly, efficiently and fairly.

SECTION VI COMMITTEES

1. Standing and ad hoc committees may be formed by the Council to carry out its mission.
2. Committee Authority. Committees shall make decisions and recommendations relating to their area of responsibility in accordance with the bylaws and officially adopted policies in consultation with the Council.

SECTION VII EXECUTIVE COMMITTEE

1. Members of the Executive Committee. The Executive Committee shall consist of the officers of the Council: President, Vice-president, Secretary/Clerk, Communications Coordinator and Treasurer.
2. Quorum. A quorum for all meetings shall consist of a majority of the Executive Committee.
3. Duties and Powers. The Executive Committee shall perform such duties and take such action as may be necessary between meetings of the Council in accordance with the bylaws and adopted policies. Upon the Committee's determination that an emergency exists, and that action is required before it is reasonably convenient to hold a meeting of the Council, the Executive Committee shall take such action as it deems necessary and such action shall be reported to the Council at its next meeting.

SECTION VIII COMMUNITY EVENTS AND PROGRAMS

The Council puts on its own events created by members of the regular meetings and designated committees. Any monies raised by the Council through dues goes to support educational programs, events and actions that are consistent with the Mission of the Council and created by member groups. Additionally, the Council promotes and supports events hosted by our interfaith colleagues by encouraging the forming of collaborations to work on local issues, by attendance at member-hosted events, and by sharing publicity to promote them to our member faith communities and our mailing lists, etc. The Council encourages collaborations among member organizations to work together for the good of the entire interfaith community of Greater Springfield. The Council does not give monies or its name in sponsorship of events organized by groups who are not members of the Council. It may support these events by encouraging attendance and spreading the word among our members.

SECTION IX EXECUTION OF PAPERS

Except as the members may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and of the obligations made, accept or endorse by the Corporation shall be signed by an officer of the Council.

SECTION X INDEMNITY CLAUSE AND BENEFIT

1. Indemnity Clause. To the full extent authorized under the laws of Massachusetts, the corporation shall indemnify any director, officer, or agent, or former member, officer, or agent of the corporation, ("indemnitees"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall

not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

2. Personal Benefit of Members. No part of the assets or of the net earnings shall incur to the benefit of any member, and shall be devoted exclusively to the Council's benefit.

SECTION XI AMENDMENTS

1. Proposal. All proposed amendments to the bylaws, including proposals to alter or repeal these bylaws, shall be submitted in writing to the Secretary/Clerk by at least five members, at least two weeks prior to the meeting at which the amendment is to be considered, and copies sent to members at least seven days before said meeting.

2. Ratification. Such proposals shall take effect when ratified by the members of the Council at any regular or special meeting by a majority vote of those present and voting.