



**741 South Sherman Street
Richardson, Texas 75081**

**NETWORK OF COMMUNITY MINISTRIES, INC.
2010 FINAL – Approved January 21, 2010**

Article I - THE CORPORATION

Section 1.1. The Name of the Corporation shall be NETWORK of Community Ministries, Inc., aka, NETWORK.

Section 1.2. Period of Duration. The period of duration of the Corporation shall be perpetual as provided in the Articles of Incorporation of the Corporation.

Section 1.3. Liability. The liability for debts of the Corporation shall be limited to property of the Corporation.

Section 1.4. Powers. Without limiting the generality of any other provisions of these Bylaws, the Corporation, acting by and through its Board of Directors (hereinafter called the "Board") is authorized to do all acts permitted by the Texas Non-Profit Corporation Act as the same shall be amended from time to time; provided, however, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

Article II - PURPOSE

Section 2.1. Purpose. The Corporation is a cooperative, community-based organization, (C.B.O), serving residents in the Greater Richardson Independent School District. The purpose of NETWORK of Community Ministries, Inc. is to care, coach, and empower our neighbors as they seek an improved quality of life. NETWORK of Community Ministries strives to function as an educational and consciousness raising agency on issues which affect those in need.

Article III - MEMBER UNIT REPRESENTATION

Section 3.1. Convocations. A Convocation is a meeting of the authorized representatives of the members of the Corporation (herein after "Member Unit Representatives"). On the third Thursday of January a Convocation will be convened to serve as the annual meeting of members of the Corporation. A Convocation may be convened for special meetings at any other time as deemed necessary by the Board of Directors. Corporate members are religious, civic or service organizations actively pledging to appoint or elect a Member Unit Representative to attend the January convocation as well as any specially called Convocation.

At any Convocation, the Member Unit Representatives may, by written ballot, approve changes to the Bylaws, if any, submitted by the Board of Directors.

At the January convocation, the Member Unit Representatives shall elect the Directors and the Executive Officers of the Corporation from a slate of nominees submitted by the Board Development Committee and nominees, if any, nominated with the nominees' prior consent, from the floor.

At the January Convocation or any called special Convocation, the Member Unit Representatives may take action on any other matters, as required, which are submitted with proper notice, as defined in Section 6.1, by the Board of Directors.

Section 3.2. Quorum. At all Convocations of the Member Unit Representatives the presence, in person or by proxy, of one-third (1/3) of the Member Unit Representatives shall constitute a quorum for the purpose of transacting business, and the act of a simple majority of the Member Unit Representatives present, in person or by proxy, shall be the act of the Members.

Article IV - OFFICES

Section 4.1. Permanent Address. The initial registered office of the Corporation shall be at the place designated in the Articles of Incorporation. Thereafter, the permanent address shall be at such other place as the Board may from time to time designate by resolution.

Section 4.2. Other offices. The Corporation may have other offices at such places, within or without the State of Texas, as the Board may from time to time determine or the business of the Corporation may require.

Article V – BOARD OF DIRECTORS

Section 5.1. Board of Directors. The business and affairs of the Corporation, including carrying out the stated purposes of the Corporation, shall be managed by its Board, who may exercise all such powers of the Corporation and do all such lawful acts and things that are not by statute or by the Articles of Incorporation or by these Bylaws prohibited. Continuing and exclusive authority to fix, supervise, and control the business and other affairs of the Corporation shall be wholly vested in the Board. The Chief Executive Officer of NETWORK shall serve as an Ex-Officio member without vote on the Board of Directors.

Section 5.2. Election. The Board shall consist of from eleven (11) to fifteen (15) directors plus the Executive Officers of the Corporation as described in Section 7. To the extent possible, the Board will be made up of people of different ethnic backgrounds and skill sets who represent the community served by the agency. The Directors and Executive Officers shall be elected at the January convocation. The term of each Director shall be three (3) years, beginning on the day of their election at the January convocation. The term of the Directors shall be staggered so that 1/3 of the Directors shall be elected each year. The terms of the Executive Officers shall be in accordance with Section 7.5.

5.2.1. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board. The resulting vacancy shall be filled as described in Section 5.2.3.

5.2.2. Removal A Director may be removed by the vote of the majority of the remaining Board members. The remaining Board members shall thereupon elect a successor or successors to fill any resulting vacancy for the unexpired term of any removed Board member.

5.2.3. Vacancies. Any vacancies in the Board of Directors shall be filled for the unexpired portion of the term by the majority vote of the remaining Board members, even though less than a quorum. Any member so elected shall hold office until the end of the unexpired term for which elected.

Section 5.3. Place of Meetings. The Board of Directors may hold their meetings, both regular and special, either within or without the State of Texas.

Section 5.4. Regular Meetings. Regular meetings of the Board shall be each of the months, January through November at the Corporate Offices on the second Tuesday of each month, at 5:00pm, unless otherwise determined by the Board. In December, no regular meeting of the Board is conducted; the following January of the next year the last regular meeting of the Board is held to conclude that year of service. Board meetings shall be chaired by the Chairman of the Board unless otherwise specified.

Section 5.4.1. Agenda. The Secretary of the Board shall be responsible to determine which items shall appear on the agenda, and the Secretary shall be responsible to prepare full and adequate information on agenda items. Every Board member is free to participate in the agenda planning process. Supporting data for agenda items shall be distributed to all Board members three (3) days in advance of meetings to allow for thorough study and consideration.

Section 5.4.2. Board Member Attendance Each Board Member (Officer and Director) is required to attend all regular meetings. Not more than three excuses may be granted a Board member in any twelve month period by the President of the Board. Four or more excused or unexcused absences in a twelve month period from regular Board meetings constitute resignation from the Board, unless consent to all such absences is given by the Board.

Section 5.5. Special Meetings. Special meetings of the Board may be called by the Chairman or the President or Secretary by providing at least three (3) days notice to each member, either personally or by mail, e-mail, fax, or by telephone. Special meetings shall be called by the Chairman, President or Secretary in like manner and by providing like notice upon the written request of a majority of the members. Such meeting is to take place at such time, place and in such manner as shall be determined by the Board.

Section 5.6 Quorum. At all meetings of the Board the presence of a simple majority of the Directors and Executive Officers then in office shall be a quorum for the transaction of business, and the act of a simple majority of those present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting then the presiding officer shall adjourn the meeting without notice other than an announcement of the next meeting, until a quorum shall be present.

Section 5.7. Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by a quorum of the Board and such consent shall have the same force and effect as a majority vote at a meeting.

Section 5.8. Telephone Meetings. Members of the Board or members of any committee designated by the Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

Section 5.9 Ad Hoc Committees. The Board may, by resolution passed by a majority of those voting, designate a committee or committees, each committee to consist of two or more persons, and such committee may include persons who are not Directors of the Corporation so long as at least one member is a Director of the Corporation. Such committee shall perform such functions as may be provided in such resolution, and shall report to the Board for approval of its actions. Each such committee shall have such name as may be designated by the Board and shall keep regular minutes of its proceedings and report the same to the Board when required.

Section. 5.10 Standing Committees. The following shall be "Standing Committees" of the Corporation.

Audit Committee Board Development Executive Committee	Food Committee Finance Committee Fundraising Committee	Personnel Committee Volunteer Committee
Audit Committee	Plans and supports audit of all major organizational functions: finances, fund acquisition, program service delivery, board service, policies/procedures	
Board Dev. Committee	Ensures effective board processes, structures and roles, including retreat planning; includes the role of nominating new Directors and Executive Officers; keeping a list of potential candidates; and conducting the orientation and training of new Board members.	
Executive Committee	Oversee all matters requiring special decisions and/or meetings as executive officers	
Food Committee	Oversees food gatherings and stock for food pantry; coordinates food drives; works with the staff and volunteers to assure smooth flow of needed items and adequate supplies ; aids in public awareness about food related issues	
Finance Committee	Oversees development of the budget; ensures accurate tracking, monitoring, and accountability for funds; ensures adequate financial controls; often led by the board treasurer; review major grant/contracts and associated terms	
Fundraising Committee	Oversees development and implementation of the fundraising plan; identifies and solicits funds from external sources of support; plans and coordinates major events.	
Personnel Committee	Guides development, review and authorization of personnel policies and procedures; directs the Board evaluation of the Chief Executive Officer; and assists Chief Executive Officer with leadership and personnel management matters	
Volunteer Committee	Arranges for the training and continuing education of new volunteers, prepares and/or updates a volunteer handbook for all volunteers of all programs within the organization.	

These Standing Committees shall undertake activities within the scope of their defined power and authority as provided by the Board, and shall recommend actions for the approval of the Board. The Chair of each of these committees shall be a Director. The Chief Executive Officer and President shall serve as ex-officio voting members of all Standing Committees.

Section. 5.11. Compensation of Directors. No Director or member of any committee of the Board may be paid compensation for his services as a Director or member of any such committee. Such person may, however, be entitled to reimbursement for any reasonable expenses incurred in attending the meetings of the Board and such committee. The reimbursement of Directors may be on such basis as is determined in a resolution of the Board. Any Director receiving reimbursement under these provisions shall not be barred from serving the Corporation in any other capacity.

Article VI - NOTICES

Section 6.1. Form of Notice. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any Board member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such member at such address as it appears on the books of the Corporation or by personal telephone call, or by electronic mail. Any notice required or permitted to be given by mail shall be deemed to be given when it is deposited in the United States mail, postage prepaid.

Section 6.2. Waiver. Whenever any notice is required to be given to any Board member, under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

Article VII - EXECUTIVE OFFICERS

Section 7.1 In General. The Executive Officers of the Corporation shall be a Chairman of the Board, a President, a Vice-President, a Secretary, and a Treasurer. Only one office may be held by the same person. All Executive Officers shall be members of one or more Member Organizations of the Corporation.

Section 7.2. Election. Nominees for Executive Officers shall be submitted by the Board Development Committee and these nominees shall have had previous service as a regular Director of the Board of the Corporation. The Member Unit Representatives shall elect the Executive Officers of the Corporation at the January Convocation.

Section 7.3. Other Officers and Agents. The Board may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 7.4. Compensation of Executive Officers. No Executive Officer may be paid compensation for their services; however, they shall be entitled to reimbursement for any reasonable expenses incurred in performing their duties. Any Executive Officer receiving reimbursement under these provisions shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services. The salaries of all other officers and agents of the Corporation shall be fixed by the Board; provided, however, that no salary shall be paid when to do so would jeopardize the status of the Corporation as a tax-exempt organization under federal or state law.

Section 7.5 Term of Office and Removal. Executive Officers of the Corporation shall hold office until the earliest of their death, resignation, removal from office, or the election of their successor, provided that no officer can hold office for more than three consecutive years. Any Executive Officer may be removed at any time for or without cause by the affirmative vote of a simple majority of the Member Unit Representatives or the Board, respectively, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If any Executive Office becomes vacant for any reason, the vacancy must be filled by the Board as described in Section 5.2.3.

7.5.1 Resignation. Any Officer may resign at any time by giving written notice of such resignation to the Board.

Section 7.6. Chairman. The Chairman shall provide inspirational and practical leadership of the Corporation, chairing the January convocation and all other Convocations that may be called, meetings of the Board, and appreciation dinners for volunteers and supporters. The Chairman shall vote at Board meetings only in the event of a tie. The Chairman shall represent the Clergy of Richardson in the leadership of the Corporation and represent the Corporation to the membership Clergy. The Chairman shall speak for the Corporation to and within the religious community of Richardson.

Section 7.7. President. The President as Principal Executive Officer of the Corporation shall have the general powers and duties of supervision and management usually vested in the office of the president of a Corporation, and, subject to the powers of the Board, the President shall have general supervision, direction, and control of the business of the Corporation. The President shall preside at meetings of the Board in the absence of the Chairman. The President shall serve as an ex-officio voting member on all Standing Committees. Except as the Board shall authorize the execution thereof in some other manner, the President shall execute all contractual agreements on behalf of the Corporation exceeding \$5,000 in value or exceeding one year in duration, and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary.

Section 7.8. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall serve as an ex-officio voting member on those committees assigned by the President. The Vice President shall have such powers and perform such duties as the Board may from time to time prescribe, or as the President may from time to time delegate.

Section 7.9. Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings to a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix the same to any instrument requiring it.

Section 7.10. Treasurer. The Treasurer shall have responsibility for the Corporation's funds and securities and shall cause full and accurate accounts of receipts, deposits, and disbursements of the Corporation to be recorded. All monies and other valuable effects shall be deposited in the name and to the credit of the Corporation in such depositories as may be designed by the Board.

Section 7.11. Duties of Treasurer. The Treasurer shall have the following duties:

- A. Managing the Board's review of and action related to the Board's financial responsibilities with respect to the Corporation. In this regard the Treasurer shall work directly with the finance staff and the Finance Committee in developing and implementing financial procedures and systems

- B. Ensuring that appropriate financial reports are made available to the Board. Regularly reports to the Board on key financial events, trends and concerns and assessment of fiscal health.
- C. Serving on the Finance Committee.
- D. Ensuring through the Finance Committee, sound management and maximization of cash and investments by the Corporation.
- E. Assisting the Chief Executive Officer or any other Officer of the Corporation having responsibility for the budget in preparation of an annual budget of the Corporation for the review and approval of the Board.
- F. Performing such other duties as the Board may prescribe.

Section 7.13. Chief Executive Officer. The Chief Executive Officer shall be responsible for supervision of daily operations of the organization, reporting directly to the Board of Directors. The Chief Executive Officer shall hire, supervise, evaluate and release staff and/or contractors and have overall responsibility for volunteers of the corporate divisions per approval of the Board of Directors. The Chief Executive Officer is charged with adherence to policies and procedures, budget oversight, fund acquisition, and mission advocacy. The Chief Executive Officer is an ex officio non-voting member of the Board of Directors.

Article VIII - ADVISORY COUNCIL

Section 8.1. In General. The Advisory Council shall be a group of up to fifteen (15) individuals, not necessarily employees of Member Units or representatives of Member Units, selected by the Board from a cross-section of community leaders to serve in an advisory capacity to the Corporation, as needed. This Council will be called to meet at the discretion of the Board or the Chief Executive Officer.

Section 8.2: In Addition: Each program operating under the auspices of NETWORK may maintain an advisory council composed of a cross-section of community leaders to serve in an advisory capacity to that specific program. The program director of each program shall serve as the chair and will formulate the schedule of meetings, agenda, and work plan for each council.

Article IX - GENERAL PROVISIONS

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 9.2. Seal. The Corporation shall have a seal and said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

Section 9.3. Checks. All checks or demands for money of the Corporation shall be signed by such officer or officers, or by such other person or persons, as the Board may from time to time designate.

Section 9.4. Indemnification. To the extent permitted by law, the Board may indemnify any one or more of its Directors or officers or former Directors or former officers against the liabilities and expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceedings which one or more of them is made a party by reason of being or having been a Director, officer, or committee member of the Corporation; provided, however that indemnification may not be given with respect to matters in which any such individual shall be adjudged to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director or officer the reasonable costs of settlement of any such action, suit or proceeding or threatened action, suit or proceeding, if a majority of the Directors not involved in the matter in controversy (whether or not a quorum) determines that such Director or officer was not guilty of negligence or misconduct. Such indemnification shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled under any law, agreement, or otherwise.

Section 9.5. Insurance. The NETWORK shall, at all times, maintain adequate Director's and Officer's Liability Insurance.

Article X - BYLAWS

Section 10.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at the January convocation or any special Convocation of the Member Unit Representatives by a two-thirds majority of the Member Unit Representatives present in person or by proxy; however, said action may be taken at a special Convocation only if the notice of the meeting specifically designates the provision of these Bylaws proposed for amendment or repeal and sets forth any new provisions proposed to be adopted.

Article XI - RESTRICTIONS AND DISSOLUTION

Section 11.1. No substantial part of the acts of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation or other activities not permitted to an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 11.2. If the corporation should be dissolved at any time in the future, after paying all debts, the Corporation shall return all monies and other assets of any kind to the participating member organizations or to designated charities provided those charities qualified for tax exemption under section 501(c)(3) of the Internal Revenue Code of 1954.
