

By-Laws



ARTICLE I – NAME, INCORPORATION, PLACE OF BUSINESS

Section 1 Name

The name of this organization shall be Associated Ministries.

Section 2 Incorporation

This organization shall be incorporated as a nonprofit corporation under the laws of the State of Washington.

Section 3 Place of Business

The principal place of business of this corporation shall be 901 South 13th Street, Tacoma, Washington 98405-5021.

ARTICLE II STATEMENT OF PURPOSE

Section 1 Mission Statement

Working together toward lasting solutions to homelessness.

Section 2 Vision Statement

Interfaith partners deeply engaged in transforming our communities.

Section 3 Faith Statement

Associated Ministries believes that people of faith are called to live a life in service to other people so that we are building stronger communities for everyone, including those who are most on the margins of society. Grounded in our faith traditions and beliefs, each person of faith comes to our commitment of service in ways that allow us to encounter one another as persons, both broken and whole, in the spirit of loving kindness.

Section 4 Partnership

Recognizing that diversity is our greatest strength, the programs and services of Associated Ministries will be designed, developed, delivered, and evaluated with the broadest base of partnerships with staff, volunteers, clients, congregations and faith communities, community organizations, agencies, and institutions. Associated Ministries has adopted a strengths-based perspective to the organization, with a particular focus on cultural sensitivity and competency to our services, and to the organization as a whole.

External partners are at the core of what it means to be Associated Ministries, beginning with people of faith, and historically the people of faith with whom we have engaged have been affiliated with one of the more than 250 partner congregations and faith communities in Pierce County. Partners in the community also include not-for-profit organizations, corporations, foundations, government agencies, educational institutions, and civic groups.

Section 5 Powers Statement

In performance of these purposes this corporation shall have and enjoy all rights and powers granted a nonprofit corporation organized and existing under the laws of the State of Washington, provided, however, the acts of the corporation shall be limited in the functions related to the purposes set forth above and all other things incidental connected to them or connected with them. This corporation shall not perform any act, which cannot be performed by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1 Types of Membership

Membership in Associated Ministries is open to:

- a. Religious congregations, denominations, and other faith-based organizations; and
- b. People of faith.

Section 2 Requirements of Membership

Members affirm Article II of these By Laws, and demonstrate their support for the organization.

Section 3 Participation Requirements

- a. Membership is not a requirement for participation in any task force or project of Associated Ministries; and
- b. Any member may abstain from participation in a particular phase or part of the organization's work.

Section 5 Removal as Member

A member may request to be removed from status of member of Associated Ministries at any time.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 Eligibility

Any individual who meets the membership requirements as stated in Article III.

Section 2 Number of Directors

- a. The Board of Directors shall consist of a minimum of 12 and a maximum of 15 voting Directors and additional non-voting ex-officio Directors as designated by the Board.
- b. The Executive Director of Associated Ministries shall be a permanent invitee and non-voting participant of all regular Board meetings and can, at the sole discretion of the Board and by two-thirds majority vote of a quorum present, be a non-voting participant at Board designated Additional or Special Meetings and Executive Sessions.

Section 3 Term of Office

- a. Terms of office shall begin in January of each year.
- b. The term of an elected Director shall be three years. A Director shall serve no more than two (2) consecutive full terms. Individuals who have previously served on the Board of Directors for 6 consecutive years may be eligible to serve on the Board after one (1) years absence from the Board.

Section 4 Election

- a. The Governance Committee is responsible for the selection of Board nominees to present for approval by the Board of Directors at its regularly scheduled meeting in November of each year.
- b. The Governance Committee of the Board of Directors shall ensure a process for a proper rotation of Directors, continuing to ensure that the Directors are diverse in gender, faith and ethnicity.

Section 5 Removal of Directors

- a. Directors may be removed from office by a two-thirds [2/3] vote of the Board of Directors at a regularly scheduled meeting, provided the Directors have been notified not less than 20 days before such meeting called for the purpose of acting upon such removal.
- b. The position of any Director who has three (3) consecutive and unexcused absences may be declared vacant by the Board.

Section 6 Vacant Positions

- a. If a Director's position becomes vacant before the expiration of his/her term, the Board shall consider names provided by the Executive Committee; and, by majority vote, elect an individual to fill the vacancy.

- b. The Director so elected shall serve for the remainder of the unexpired term. The Director's term shall expire at the same time as the terms of other positions in its group.

Section 7 Meetings

- a. The Board of Directors shall have a minimum of nine (9) meetings per calendar year.
- b. Additional meetings may be called by the President or any five (5) Directors.
- c. A majority of the filled positions of the Directors of the Board of Directors shall constitute a quorum.
- d. The Board and its committees may meet in a closed executive session on matters related to personnel, litigation, and/or acquisition or sale of real estate.
- e. Any action that is required or may be taken at a meeting of the Board of Directors may be taken without a meeting through electronic transmission upon unanimous consent and vote of all Directors entitled to vote on the subject matter.

Section 8 Duties and Responsibilities

- a. The Board of Directors shall govern the affairs of Associated Ministries, control its revenue and assets, and take such action as shall in its judgment best promote the welfare thereof.
- b. The Board of Directors shall have power to:
 - 1. Set the strategic direction of the organization;
 - 2. Modify the By-Laws;
 - 3. Establish policies for the organization;
 - 4. Provide fiduciary oversight for the organization;
 - 5. Act as ambassadors and strengthen community relations; and
 - 6. Hire, supervise, evaluate, and terminate the Executive Director.

Section 9 Committees, Task Forces and Advisory Boards

- a. **Standing Committees** are permanent committees of the Board of Directors and shall consist of:
 - 1. The **Executive Committee (EC)** which is responsible for planning all Board of Director's meetings; reviewing all regular Finance Committee Board of Director's deliverables; oversight of all organizational circumstances requiring Board acknowledgement, input and/or approval; and, serving as the direct liaison between the Board and the Executive Director including implementation of timely performance reviews. The EC shall be Chaired by the president of the Board and composed of all the Board Officers, the Executive Director and invited staff members and guests at the discretion of the Committee; and,

2. **The Finance Committee (FC)** which is responsible for timely oversight of all financial and accounting management; and, preparation of all deliverables necessary to support the Board of Director's fiduciary responsibilities. The FC shall be Chaired by the Board Treasurer and composed of the Executive Director, the Chief Operating Officer, at least two members of the Board selected by the President, at least one community member with financial management expertise and invited staff members and guests at the discretion of the Committee.
 3. **The Governance Committee (GC)** which is responsible for maintaining a profile of desired qualification of new Board members, including commitment to diversity, equity and inclusion; nominating new Board members and officers; ensuring orientation of new Board members and ongoing training and development of all Board members; reviewing the by-laws and Board governing practices at least annually and recommending any changes; conducting a Board self-evaluation annually. The GC shall be chaired by the President-elect and composed of at least two other Board members. The President and the Executive Director shall be ex officio members. The GC may also include a community member.
- b. **Task Forces** shall be short term groups established by the Board of Directors to carry out specific tasks within specified short term time frames (e.g. 6 months or less) or until their tasks are completed to the satisfaction of the Board. All Task Forces are required to report the outcome of their work to the Board of Directors within 30 days of its completion and before disbanding with approval of the Board.

Examples of regularly convened Task Forces can include but are not limited to:

1. The **Direct Services Task Force (DSTF)** responsible for planning, supporting and convening the Community Advisory Board at least once per fiscal year; regular communication of information and client service stories to the Board; forwarding to the Board all program and service opportunities requiring the Board's approval; and, other projects approved by the Board as the Task Force or Board may formulate. When convened, the DSTF shall be Chaired by the Director of Programs and Services and shall be composed of at least two members of the Board as selected by the President, the Executive Director, two members of the staff as selected by the Executive Director and at least one past or current client of AM's services.
2. The **Community Relations Task Force (CRTF)** responsible for the planning, implementation and support of efforts to fully engage community and faith partners; identify and create ongoing connections with stakeholders with affinity to AM's programs and services; support resource development; define and support AM's interfaith goals; create and oversee the AM Ambassador Program; and, other projects approved by the Board as the Task Force or Board may formulate. When convened, the CRTF shall be Chaired by the Executive Director and shall be composed of at least two members of the Board as selected by the President and at least two past or current representatives selected by faith partners identified by the Executive Director.

Examples of irregularly convened Task Forces whose responsibility and membership will be determined by the Executive Committee subsequent to the Board empowering the Task Force might include:

3. **The Strategic Improvement Task Force; The Human Resources Task Force; The Development Task Force; The Gala Dinner Task Force; The Lead the Way Home Breakfast Task Force;** and, other Tasks Forces as required for the work of the Board and organization.
 4. And, any other Task Forces, Committees and Work Groups as the Board sees fit to create and empower for specified durations.
 5. The Executive Director shall serve as staff liaison on any Committees, Task Forces and Work Groups as is deemed appropriate through consultation with the Executive Committee and may appoint other staff to represent her/him as s/he determines is best.
- c. *Advisory Boards* are created by the Board of Directors to advise the Board, its Standing Committees and Task Forces and/or the Executive Director and shall be responsible to the Board or the appropriate convening Committee or Task Force.

ARTICLE V – OFFICERS OF ASSOCIATED MINISTRIES

Section 1 Number

The Officers shall be a President, a Past President, a President-elect, a Secretary and a Treasurer

Section 2 Terms and Vacancies

- a. All Officers shall hold office for one (1) year. The President-elect, President and Past President office shall presumably be held by the same individual through the three (3) consecutive years of these one year ascending offices.
- b. The Secretary and Treasurer may serve a maximum of three (3) consecutive terms plus any time served in any unexpired term. Service in these roles shall not preclude the Secretary or Treasurer from serving as the President-elect, President and Past President roles over their three (3) year succession.

Section 3 Officer Elections

- a. The President-elect shall be nominated and elected each year to serve the three (3) full years of service required for the succeeding offices of President-elect, President and Past President. Service in these roles may extend the tenure of the Board Member elected as President-elect up to a full three (3) years past their six (6) year Board Member term limitation.
- b. If any office becomes vacant for any reason, the vacancy shall be filled by a vote of the Board of Directors.
- c. If the Office of the President becomes vacant for any reason, the vacancy shall be filled by the President-elect who shall complete the unexpired term of the vacating President and then serve as President for one (1) year and Past President for one (1) year. Under this circumstance, the Board will elect a new President-elect who shall complete the

unexpired term of the President-elect and move forward through the full three (3) year progression as President-elect, President and Past President.

- d. If the office of Past President becomes vacant for any reason, it shall remain unfilled until it is filled in normal succession after the one (1) year term of the President is complete and they succeed to the Past President office.

Section 4 President

The President shall (1) preside at all meetings of the Board of Directors; (2) execute all instruments on its behalf; and (3) shall also have such specific powers and shall perform such duties as may be prescribed and directed by the Board of Directors, and/or as is inherent in such a position.

Section 5 President-Elect or Past-President

- a. In the absence or disability of the President, the President-elect (or Past-President) shall have all the powers and shall perform all the duties of the President and shall also have such specific powers and shall perform such duties as may be prescribed and directed by the Board of Directors.
- b. The President-elect shall take office as President upon the termination of the term of the outgoing President; the Past-President shall take office immediately upon the termination of his or her term as President.
- c. Provide leadership to nominations process of members of the Board of Directors and its Officers.

Section 6 Treasurer

- a. Make a report at each Board of Directors meeting of the financial condition.
- b. Provide financial oversight including ensuring that adequate records are maintained by staff, and that funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.
- c. Ensure that staff is providing adequate accounting of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statement.
- d. Ensure proper financial audit is conducted by an independent audit firm with audit being reviewed by the Finance Committee and accepted by the Board on an annual basis.

Section 7 Secretary

- a. Ensure that accurate minutes of all Board of Directors meetings are prepared and distributed to each Director.

- b. Ensure agendas and minutes for the Annual Meeting are prepared and distributed to all members of the organization.
- c. Ensure that the corporate records are maintained.
- d. Attest to all bonds, mortgages, and other conveyances of property of the corporation and such as may be directed by a resolution of the Board of Directors.
- e. Ensure that all notices are duly given in accordance with these By-Laws or as required by law.
- f. Perform all duties customary to the office of Secretary and such other duties that may be assigned by the President, Executive Committee, and/or Board of Directors.

ARTICLE VI –STAFF

Section 1 Executive Director

The primary relationship between the Board and staff shall be with the organization's Executive Director.

- a. The Executive Director shall be employed by the Board of Directors as a full-time employee responsible for providing management oversight of all of the affairs of the corporation within financial and program policies established and approved by the Board of Directors.
- b. The Executive Director shall be responsible to ensure that proper policies, standard operating procedures, and practices are shaped by the strategic plan, are in place, and are being followed; keep the Board of Directors adequately informed so that they can make informed decisions; provide a framework and healthy work environment for all staff and volunteers in his/her employ; and ensure that the organization is represented well in the community.

ARTICLE VII –PROGRAMS

Programs of Associated Ministries must fulfill the mission of the organization, be in concert with the organization's strategic plan, and shall operate within the management of the organization. The Board of Directors shall establish policies for the whole of the organization, and staff shall establish and regularly update standard operating procedures for how each program will fulfill its plan within the organization's policies.

Programs will ensure the integrity of the organization's 501(c)3 tax status from the Internal Revenue Service, both in its programmatic efforts and its fiscal management. The Board shall provide fiscal oversight for the whole of the organization, further ensuring that program efforts are in compliance with the organization's tax status.

ARTICLE VIII – RULES OF PROCEDURE

Roberts Rules of Order, latest edition, shall be the governing parliamentary law of this organization, except as otherwise provided in the constitution or future amendments to these By-Laws.

ARTICLE IX – AMENDMENTS

These By-Laws may be amended by the Board of Directors by a two-thirds vote of those present and voting, provided that notice has been given at least 30 days in advance.

Revised and approved at the Regular Meeting of the Board of Directors November 12, 2019.