

# MECHANICSVILLE CHURCHES EMERGENCY FUNCTIONS

## BYLAWS

### ARTICLE 1

#### Purpose

The Corporation is organized entirely as a mission and community outreach partner for the charitable purposes of collaborating with religious congregations and churches to provide emergency services including food, clothing, transportation, and support to needy residents of the Mechanicsville, Virginia area and such other charitable activities as may be consistent therewith.

### ARTICLE 2

#### Members

Voting Members shall consist of all duly elected members in good standing of the Board of Directors of the Corporation. In addition to Voting Members, the Corporation shall also have Sponsoring Members, which shall be composed of churches in Mechanicsville, Virginia who become involved in the mission and outreach work of the Corporation by making referrals to the Corporation for service and providing assistance in terms of donations of food, clothing, linens, senior transportation services, and financial support as needed. Each Sponsoring Member shall have the right to appoint two representatives to serve on the Advisory Board of the Corporation, to serve for such terms as the Sponsoring Member shall determine from time to time.

### ARTICLE 3

#### Meetings of Members

**3.1 Places of Meetings.** All meetings of Voting Members and the Advisory Board of the Corporation shall be held at such place within the Commonwealth of Virginia as from time to time may be fixed by the Board of Directors.

**3.2 Annual Meetings.** The annual meeting of Members shall be held each year on such date as the Board of Directors may specify.

**3.3 Special Meetings.** Special meetings of Voting Members for any purpose or purposes may be called at any time by the Chairman of the Board of Directors or by a majority of the Board of Directors.

## **ARTICLE 4**

### **Directors**

**4.1 General Powers.** The property, affairs, and business of the Corporation shall be managed by the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all the powers of the Corporation shall be vested in such Board. The Board shall have the power to delegate specific powers and responsibilities to individual Board members, employees, and agents of the Corporation.

**4.2 Number of Directors.** The Board of Directors shall be comprised of not less than five (5) individuals and shall be subject to expansion from time to time upon a vote of the Board of Directors.

#### **4.3 Election of Directors.**

4.3.1 Directors shall be elected by the members annually in September, beginning in September, 2017. The President, Vice President, Treasurer and Secretary shall serve at the pleasure of the Board of Directors and be elected annually by the Board of Directors.

4.3.2 A Nominating Committee appointed by the Board of Directors shall submit to the Board of Directors the names of persons proposed as candidates to serve on the Board of Directors.

4.3.3 At each annual meeting of the members, Directors shall be chosen to succeed those whose terms expire.

**4.4 Removal of Directors.** The Board of Directors shall have the right to remove any Director who fails to attend three (3) consecutive Board meetings, or fails to actively participate in the work of the Board; or fails to regularly participate in the fulfillment of the Board's management responsibilities.

**4.5 Vacancies in the Board of Directors.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board, at any duly constituted Board meeting.

**4.6 Quorum.** A majority of the Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

**4.7 Meetings of Directors.** An annual meeting of the Board of Directors shall be held in September after the annual meeting of members, at such place as the Board may designate. Other meetings of the Board of Directors shall be held monthly, unless otherwise determined by the Board, at places within the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the President. The Secretary or officer performing the Secretary's duties shall give not less than forty-eight (48) hours notice by letter, telegraph,

telephone, or in person of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present or if the Directors not present waive notice in writing either before or after the meeting. The notice of special meetings of the Board shall state the purpose of the meeting.

**4.8 Voting at Directors' Meetings.** Each Director present in person shall be entitled to one vote. Proxy voting shall not be permitted.

**4.9 Compensation.** Directors shall serve without compensation.

## **ARTICLE 5** **Advisory Board**

**5.1 Meetings.** The Advisory Board shall hold monthly meetings to receive information regarding the operations of the Corporation, including reviews of financial reports, fundraising efforts and consideration of strategies for addressing unmet needs for services among the needy in the Mechanicsville, Virginia area.

**5.2 Conduct of Meetings.** The President of the Corporation or his or her designee shall serve as Chair of any meeting of the Advisory Board. Minutes of meetings of the Advisory Board shall be kept and filed with records of the Corporation by the Secretary of the Corporation or his or her designee.

**5.3 Committees.** The President shall have the authority to establish such committees of the Advisory Board for such purposes as the President shall determine.

**5.4 Compensation.** Members of the Advisory Board shall serve without compensation.

## **ARTICLE 6** **Officers**

**6.1 Number of Officers.** The officers of the Corporation shall consist of a President, a First Vice-President, a Second Vice President, a Secretary, and a Treasurer. Other officers may from time to time be elected by the Board of Directors. Any two (2) offices may be combined in the same person as the Board of Directors may determine, except that the President and Secretary may not be the same person.

**6.2 Election and Term of Office.** Officers shall be elected annually by the Board of Directors from among its members at the first meeting of the Board of Directors after the annual meeting. All officers shall hold office until the next annual meeting of the Board of Directors and until their successor is elected. Officers may be reelected to the same position for successive terms by action of the Board of Directors.

**6.3 Removal of Officers, Vacancies.** Any officer of the Corporation may be removed by two-thirds (2/3) vote of those present at a meeting of the Board of Directors called expressly for that purpose. Notice of such meeting shall be given by letter, telegraph, telephone, or in person at least ten (10) and not more than twenty (20) days in advance. Vacancies may be filled by the Board of Directors at any duly constituted Board meeting.

**6.4 Duties.** The officers of the Corporation shall have such duties as generally pertain to their respective offices, as well as such powers and duties as are prescribed by law or are hereinafter provided for as from time to time shall be conferred by the Board of Directors.

**6.5 President.** The President shall be primarily responsible for the implementation of the policies established by the Board of Directors. The President shall have authority over the general management and direction of the business and operations of the Corporation, subject to the ultimate authority of the Board of Directors. The President shall, when directed by the Board of Directors, sign with the proper officers of the Corporation all contracts, conveyances to and from the Corporation, and any other obligations in the name of the Corporation. In addition, the President shall perform all duties incidental to the office of the President and such other duties as from time to time may be assigned to the President by the Board of Directors.

**6.6 Vice President.** The Vice-President shall have such powers and duties as may from time to time be assigned to him or her by the President or the Board of Directors. In the case of the absence or disability of the President, the duties of the President shall be performed by the First Vice-President.

**6.7 Secretary.** The Secretary shall ensure that all records and minutes of all meetings and proceedings of the Corporation are properly kept and maintained and shall attest the signatures of the proper officers of the Corporation on all contracts, securities, and other obligations of the Corporation in the name of the Corporation and shall affix the seal of the Corporation thereto when so required. In addition, the Secretary shall perform all other duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

**6.8 Treasurer.** The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible for ensuring that adequate financial records and accounts are maintained in accordance with generally accepted accounting practices for the preparation of appropriate operating budgets and financial statements, and for the preparation and filing of all tax returns required by law. In addition, the Treasurer shall perform all other duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

**6.9 Compensation.** All officers of the Corporation shall serve without compensation for services as officers.

## **ARTICLE 7**

### **Committees**

**7.1 Executive Board.** There shall be an Executive Board consisting of the officers of the Corporation and such other members as the Board of Directors may from time to time elect. When the Board of Directors is not in session, the Executive Board shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws, provided that the Executive Board shall not have the power to approve an amendment to the Articles of Incorporation, or to take any action prohibited by express resolution of the Board of Directors. The Executive Board shall report at the next regular or special meeting of the Board of Directors any actions which the Executive Board may have taken on behalf of the Board of Directors since the last regular or special meeting of the Board of Directors.

**7.2 Nominating Committee.** There shall be a Nominating Committee appointed by the President and consisting of at least three (3) members of the Board of Directors and three (3) members of the Advisory Board. The Nominating Committee shall be responsible for submitting the names of persons proposed as candidates to serve on the Board of Directors.

**7.3 Audit Committee.** There shall be an Audit Committee of no less than three (3) members of the Board of Directors or Advisory Board appointed by the President to oversee an annual audit of the financial affairs of the Corporation and an audit upon any change in Treasurer of the Corporation. No officer of the Corporation other than the President shall serve on the Audit Committee.

**7.4 Other Committees.** The Board of Directors, by resolution duly adopted, may establish or abolish standing or special committees of the Board as it sees fit. Members of committees, including the Chairmen, shall be appointed by the President of the Board of Directors for a fixed term not to exceed one (1) year. Committee members may be reappointed at the discretion of the President.

**7.5 Meetings.** Regular and special meetings of any committee established pursuant to this Article shall be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

## **ARTICLE 8**

### **Prohibition against Sharing in Corporate Earnings**

No member, Director, Officer, employee, member of a committee, or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of

the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to charitable, scientific, literary, or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as it then exists.

**ARTICLE 9**  
**Miscellaneous Provisions**

**9.1 Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December each year and shall consist of such accounting periods as may be fixed by the Board of Directors.

**9.2 Checks, Notes, and Drafts.** Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

**9.3 Amendment of Bylaws.** Unless prescribed by the Articles of Incorporation, these Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors then elected and serving.

Adopted by the Board of Directors of Mechanicsville Churches Emergency Functions,  
this 13th day of February, 2017.

  
Secretary