

BYLAWS  
Of  
Monroe County United Ministries, Inc

ARTICLE I  
Incorporation

Section I Name

The organization is incorporated under the laws of the State of Indiana and is known as Monroe County United Ministries, Inc.

Section II Mission Statement

United Ministries, a nurturing organization, serves working families and those in distress with emergency needs and subsidized childcare. We provide high quality education and a safe place for children, assistance with basic needs of the poor, and community service opportunities.

30-year vision for Monroe County United Ministries is to eliminate generational poverty in Monroe County (adopted April 11<sup>th</sup>, 2018)

Section III Powers and Prohibited Acts

A. Monroe County United Ministries, Inc. is empowered to engage in any lawful act or activities for which this nonprofit corporation is organized under the Indiana Nonprofit Corporation Act of 1991, IC 23-17-1-1 et seq. (hereinafter referred to as “the Act”) and which is within the permitted purposes of an organization which is described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code.

B. Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Corporation shall have all powers which a public benefit nonprofit corporation may have if organized under the Indiana Nonprofit Corporation Act of 1991, as amended, and shall have such additional powers as are permitted by any applicable law and which are within the permitted purposes of an organization which is described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. Notwithstanding any provision of the Articles of Incorporation of the Corporation or any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Internal Revenue Code.

F. References in this section to a provision of the Internal Revenue Code shall be deemed to refer to the provision of the Internal Revenue Code of 1986, as amended, and also to the corresponding provision of any future federal tax law.

## ARTICLE II Governance

### Section I. Board of Directors

A. The governing responsibilities of Monroe County United Ministries, Inc. shall be vested in the Board of Directors. It shall be responsible and accountable for the implementation and accomplishment of the Mission as stated in Article I of this document.

Board member responsibilities shall include but not be limited to:

1. Helping determine and promoting MCUM's mission and purpose.
2. Attending monthly board meetings, except in unusual circumstances. Please inform the MCUM office if you will be unable to attend.
3. Attending the orientation meeting near the beginning of one's service on the board.
4. Attending any special board retreat or planning meetings, possible held on a Saturday.
5. Serving on at least one committee in addition to the board.
6. Supporting the programs and activities of MCUM and attend a reasonable number of its functions.
7. Helping promote favorable public relations for MCUM in the community.
8. Identifying and contacting prospects to explain MCUM's services each year.
9. Hiring and supervising of the Executive Director.
10. Approving the annual budget and annual report.
11. Participating in fundraising.

### B. Board composition

The Board shall consist of fifteen (15) members, with the suggested configuration as follows:

1. Ten to Twelve (10-12) members from supporting member congregations
2. Three to five (3-5) members from the business and professional community.

### C. Term

1. All Board member terms will be for three years.
2. Five of the fifteen elected members shall be elected annually.
3. Terms of newly elected Board members begin on April 1st.
4. Retiring members shall complete their terms on March 31st.
5. Members elected to fill a vacancy shall serve for the duration of the unexpired term.
6. Members who fill a vacancy shall be eligible for two full terms after the completion of the partial term that they filled.

### D. Board Selection, Election and Development

1. The Board Development Committee is responsible for creating a slate of candidates for board positions and officers.
2. A board member who has served two consecutive three-year terms is not eligible for re-election.
3. A period of one year must elapse before eligibility is restored.
4. New Board members shall be elected at the February Board meeting.

### E. Board Attendance, Vacancy and Removal

1. It is necessary that Board members attend Board meetings in order for Board business to be conducted efficiently and effectively. Therefore, Board members are expected to make every reasonable effort to attend all Board meetings.
2. Board members are expected to notify the Monroe County United Ministries, Inc. office if they will not be able to attend a Board meeting
3. Any vacancy caused by death, resignation, removal or other cause shall be filled by the Board upon the timely recommendation of the Board Development Committee.
4. A Board member may be removed with or without cause by a vote of nine (9) of the fifteen (15) Board members then in office.

### F. Meetings, in person, electronic or telephonic

1. The Board of Directors shall meet monthly. The time and place of monthly meetings shall be approved by the Board .
2. Special meetings may be called by the Chair, Chair-Elect or by any four members of the Board after providing 48-hour notice to all Board members. Any meeting may be conducted through electronic, telephonic or other means of communication.
3. The Board shall have an annual meeting on the first meeting of each year or at such time and place as the board may designate.

### G. Quorum

At any meeting of the Board of Directors, the presence of 51% of Board members shall constitute a quorum for the transaction of business.

## H. Conflict of Interest

11. Any Board member and any committee with Board delegated powers having an existing or potential interest in a contract or other transaction presented to the Board of Directors or a committee thereof for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another person, shall make a prompt, full, and frank disclosure of the interest to the Board or committee at the earliest possible meeting of such Board or committee after the interest becomes known.

The body to which disclosure is made shall determine, by majority vote, whether the interest disclosed may result in a conflict of interest such that the non-voting and non-participation provisions listed below shall be observed. If a conflict of interest exists, such person shall not vote on, nor use his/her personal influence on nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. The interested person shall be required to leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the abstention from voting and participation, and whether a quorum was present.

12. For purposes of this Section, a person shall be deemed to have an "interest" in a transaction, contract or arrangement or other transaction if the person has, directly or indirectly through business, investment or family:
  - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement or with which the Corporation is negotiating to have a transaction or arrangement;
  - b. A compensation arrangement with the Corporation or with any entity or individual with which the organization has a transaction or arrangement or any entity or individual with which the Corporation is negotiating to have a transaction or arrangement;
  - c. May gain a significant financial or other personal benefit, directly or indirectly, if the contract or transaction is approved; or
  - d. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the tax-exempt organization is negotiating a transaction or arrangement. For these purposes, the term "compensation" includes direct and indirect remuneration and gifts or favors that are substantial in nature.

## I. Board Officers

### 1. Chair

The Chair is the chief elected officer of Monroe County United Ministries, Inc. and shall preside over all Board meetings and other functions as deemed appropriate by the Board. The Chair's authority and duties shall include, but not be limited to:

- a. Appointment of such ad hoc committees and their chairs as deemed necessary.
- b. The signing of all legal documents

### 2. Chair-Elect

The Chair-Elect shall exercise the powers, authority and duties of the Chair in the absence or disability of the Chair. The Chair-Elect will focus on keep MCUM moving towards our long term goals including:

- a. Update the board quarterly on the status of MCUM's strategic plan.
- b. Work with the Board Development Committee and Executive Director to appoint chairs for each committee for the following year.
- c. Prepare to serve as Board Chair next year.

### 3. Secretary

a. The Secretary's duties shall include but not be limited to, recording the minutes and providing to Monroe County United Ministries, Inc. staff in a timely way for duplication, distribution and permanent storage.

b. May sign contracts in the absence of Chair or Chair-Elect and may be required to attest to signatures.

### 4. Treasurer

Treasurer is the chief financial officer of the organization. Duties may include but not be limited to:

a. The Treasurer shall monitor the fiscal operations of Monroe County United Ministries, Inc. and if necessary make recommendations to the Finance Committee for changes in fiscal policy.

b. An annual budget shall be prepared by the Executive Director, and Treasurer, reviewed by the Finance Committee with final approval by the Board.

c. Bank account reconciliation shall be the responsibility of the Treasurer.

d. The Treasurer is a signatory on all bank accounts

e. The Treasurer is a trustee of the pension plan

f. The Treasurer reviews the annual audit and reports to the Board.

### 5. Officers Financial and Legal Authority

a. At least two (2) members of the Executive Committee shall be signers on MCUMs financial accounts with one of those members being the Treasurer and the Board Chair appoints the 2<sup>nd</sup> signer. These members shall be called Signing Officers.

b. The Executive Director or the Signing Officers are authorized to make disbursements.

c. Unless otherwise provided by the Board of Directors, all contracts and other legal documents shall be signed by the Chair and attested by the Secretary.

## Section II Executive Director

- A. The Executive Director is appointed by the Board and is responsible and accountable to the Board for successfully managing and directing all professional programs and activities of Monroe County United Ministries, Inc.
- B. The Executive Director is free to execute his/her duties and responsibilities within the policy and guideline directives of the Board.
- C. The Executive Director shall be a non-voting member of the Board of Directors.
- D. The Executive Director's duties and responsibilities shall include but not be limited to:
1. Personnel – Oversees implementation of all volunteer and paid personnel procedures and policies, including but not limited to hiring, termination, training, job performance evaluation and development as required.
  2. Fiscal – Oversees allocation of budgeted funds; approves all purchase orders and requisitions; countersigns all checks; prepares and supervises all applications for funding.
  3. Facility – Supervises and oversees maintenance, custodial and grounds keeping activities; determines usage of facilities by outside agencies; responds or delegates response to alarm systems.
  4. Programs – Evaluates and monitors programs for the purpose of quality assurance, maintaining licensing requirements, providing appropriate staff development training; determining needs of each program; and establishing annual calendar of activities.
  5. Support Services – Oversees all support services; bookkeeping; internal and external agency communications; office management and transportation; ensures accountability and efficiency in each area; ensures protection of permanent records and confidential files; determines vehicle usage and oversees maintenance of vehicles.
- E. The Executive Director shall be Monroe County United Ministries Registered Agent with the Secretary of State and keep making in good standing and compliance with the state to maintain our corporate status.

## ARTICLE III Committees

### Section I

- A. Any vacancy of a committee person or a committee chair shall be appointed by the Board Chair, after a timely recommendation from the Board Development Committee. The Chair may also appoint such ad hoc committees as deemed necessary to carry out the program of Monroe County United Ministries, Inc.

B. Ad hoc committees shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

C. In order to provide needed expertise and where the bylaws permit, committee membership may include one or two non-board members who would be non-voting, but would sign non-conflict-of-interest statements. Appropriate MCUM staff may also be invited to join committees as ex-officio members (non-voting). Committees wishing to add non-board members shall make such requests to the board chair who will make the appointments.

#### D. Standing Committees

##### 1. Board Development

- a. The Board Development Committee shall be comprised of at least three (3) current Board members.
- b. The Committee is responsible for presenting a slate of five Board candidates by the February Board meeting.
- c. The Committee is responsible for presenting a slate of five Board officers by the February Board meeting.
- d. The Committee is responsible for filling Board vacancies as they occur.
- e. The Committee shall assist with the orientation of new board members.
- f. The Committee shall assist with the ongoing training and development of all Board members.

##### 2. Executive Committee

- a. The Executive Committee shall be comprised of the elected officers of the Board and the Executive Director of Monroe County United Ministries, Inc.
- b. The Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board in its actions.
- c. The Chair may call monthly meetings as needed and shall preside as chair.

##### 3. Finance Committee

- a. The Finance Committee shall present for approval policies and strategies to the Board of Directors in all financial matters of Monroe County United Ministries, Inc.
- b. The Committee shall review and oversee budget preparation, financial reports, and, with the Executive Director, develop short and long-term financial planning.
- c. The Committee shall present a summary to the Board at each monthly meeting of the financial reports from the previous month.
- c. The Committee shall review the performance of the pension funds and make recommendations regarding these funds.
- d. The Committee shall review the Gift Acceptance Policy each year and be familiar with its contents in the event a decision must be rendered quickly.

#### 4. Fundraising Committee

a. The Fundraising Committee shall promote, implement, and support the fundraising strategy designed by the Development Director in order to attract resources needed to carry out the mission of the organization.

b. The Committee shall work with the Development Director and Executive Director to ensure a specific annual fundraising target.

c. The Committee shall identify specific potential sources of funds to be raised from a diverse mix of sources: individuals, businesses, grants, fees, etc.

d. The Committee shall participate in prospect research to determine giving potential of individual donors and facilitate development of cultivation and stewardship plans.

e. The Committee shall review the funding plan to ensure progress toward annual and long-range funding goals.

f. The Committee shall identify and recruit community leaders to serve with Board members on fundraising committee.

g. The Committee shall educate the full Board on the techniques of planned giving, marketing, seeking grants, and soliciting corporations and individuals.

h. The Committee shall encourage the participation of the full Board in fundraising.

#### 5. Personnel Committee

a. The Personnel Committee shall be responsible for issues involving personnel matters of Monroe County United Ministries, Inc., including but not limited to the following:

b. The Personnel Committee shall review and maintain an employee handbook for Monroe County United Ministries, Inc. employees

c. The Committee shall ensure that performance evaluations are completed for each employee annually.

d. The Committee shall conduct a performance evaluation of the Executive Director annually.

f. The Committee shall be responsible for proposing salary recommendations to the Finance Committee as necessary.

#### 6. Program Committee

a. The Program Committee shall be responsible for issues concerning all Monroe County United Ministries, Inc. programs.

b. The Committee shall plan and review current programs, using but not limited to, follow-up surveys and measured program outcomes.

c. The Committee shall develop new programs as needs arise and recommend discontinuing ineffective or obsolete programs.

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## ARTICLE IV Financial

### Section I Funds

All monies received by Monroe County United Ministries, Inc. shall be deposited in a general operating fund or other designated accounts. Excess funds may be placed in interest bearing accounts upon approval of the Finance Committee. There may be additional financial policies and/or procedures that are maintained in the Administrative Policy Manual

### Section II Disbursements

A. Upon approval of the budget, the Executive Director plus the one of the Signing Officers are authorized to make disbursements on accounts and expenses provided for in the budget.

B. The Self Sufficiency Center Program Director, Coaches, Office Manager, and Treasurer may make disbursements from the Emergency Services account for funds that meet specific program criteria.

C. Disbursements from the general account require two signatures. The Office Manager may sign as the second party when the Executive Director or one of the Signing Officers is not available.

D. Disbursements with amounts of \$500 or less may be signed by the Executive Director, Treasurer, Office Manager, or Signing Officers.

### Section III Fiscal Year

The fiscal year of Monroe County United Ministries, Inc. shall close on December 31.

### Section IV Budget

The Executive Director and the Treasurer and Finance Committee shall prepare the annual budget. The budget will be submitted to the Board of Directors for approval at the November Board meeting.

### Section V Annual Audit

A. The accounts of Monroe County United Ministries, Inc. shall be reviewed and audited annually by a certified public accountant after the close of business on December 31.

B. The audit report shall be submitted to the Executive Director and Treasurer for presentation to the Board.

C. The audit report shall be available for inspection at all times in the Monroe County United Ministries, Inc. offices.

### Section VI Bonding

A. The Executive Director and such Board of Directors and staff as the Board may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by Monroe County United Ministries, Inc.

B. It is the policy of Monroe County United Ministries, Inc. to maintain a Directors and Officers Liability policy.

#### ARTICLE V Dissolution

Monroe County United Ministries, Inc. shall use its funds only to accomplish the objectives and purposes specified in the BYLAWS. On dissolution of Monroe County United Ministries, Inc., any real estate, including building, grounds and furnishing, shall be sold or distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in the IRS code section 501 (c ) (3).

#### ARTICLE VI Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or BYLAWS of Monroe Co United Ministries.

#### ARTICLE VII Amendments

##### Revisions

These BYLAWS may be amended or altered by a two-thirds (2/3) vote of the Board of Directors at any regular monthly Board meeting providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing, at least fifteen (15) days in advance of the meeting at which they are to be acted upon.

#### ARTICLE VIII Adoption

Upon adoption of these BYLAWS, any previous BYLAWS or amendments which have governed Monroe County United Ministries shall hereby be declared null and void. Any previously adopted policies of Monroe County United Ministries which are in conflict with these BYLAWS are also declared null and void.

Adopted July, 1984  
Amended April 12, 1988  
Amended October 8, 1991

Amended March 10, 1992  
Amended July 11, 2000  
Amended November 13, 2007  
Amended July 9, 2019  
Amended August 18, 2020  
Amended December 21, 2021

Appendix  
Calendar of Board Activities