

CAROLINAS HEALTH MINISTRY PARTNERSHIP, INC. BYLAWS

ARTICLE I. ORGANIZATION, MISSION, AND PURPOSE

Section 1. Name

The name of the organization is the Carolinas Health Ministry Partnership, INC. (CHMP).

Section 2. Mission

The mission of CHMP is to engage, educate and empower people of faith to be passionate and effective leaders for creating healthier communities.

Section 3. Purpose

The purpose of CHMP shall be:

- To encourage and support the development and sustainability of health ministries in communities of faith throughout North and South Carolina.
- To promote professional growth and fellowship by providing educational and research opportunities for members of the organization.
- To provide opportunities to collaborate and to connect with peers.
- To link members with local resources that support the work of health ministry.

Section 4. Incorporation

CHMP has incorporated in accordance with the provisions of Chapter 55A of the North Carolina General Statutes and is organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II: BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors

The Board of Directors is responsible for the fulfillment of CHMP's mission and objectives, and for overall policy and direction of the organization.

Section 2. Membership of the Board of Directors

The Board shall have up to thirteen (13) but not fewer than nine (9) members.

Section 3. Term and Election of the Board of Directors

The Board of Directors will be elected to terms of office depending in the specific role from the active membership. Board members may serve up to 2 consecutive terms.

Section 4. Qualifications of the Board of Directors

To qualify an individual must have been an active member of the organization for at least one (1) year and be a member of the organization throughout the period of his/her term of office.

Section 5. Meetings of the Board of Directors

A. Regular Meetings: The Board of Directors shall meet at least quarterly at an agreed upon time and place but may meet more frequently if circumstances require.

B. Special Meetings: Special meetings of the Board of Directors shall be called at the request of the President, President-elect, or one-third of the Board. Notices of special meetings shall be sent out to each Board member at least three days in advance.

C. Notification: An official Board meeting requires that each Board member have written notice at least seven (7) days in advance, which shall include electronic notification.

D. Attendance: Board members are expected to attend at least three called meetings per year unless formally excused by the President of the Board. If a Board member does not attend the required meetings, the Board member may be removed by action of the Executive Committee. Refer to Section 10 for filling of vacancies.

Section 6. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors shall individually or collectively consent in writing to the action. The written consent(s) shall be filed with the minutes of the proceeding of the Board. The action of the Board taken outside of a meeting shall have the same force and effect as a vote made in a meeting.

Section 7. Quorum of Board of Directors and Actions by the Board

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, the meeting shall be adjourned and no business may be transacted.

Section 8. Procedure

Meetings shall be conducted generally pursuant to Robert's Rules of Order – Revised (current edition).

Section 9. Resignation

Any officer of the Board may resign from his or her office by submitting a written resignation to the President or Secretary of the Board.

Section 10. Vacancies

In the event of a vacancy within the Board, the Nominating Committee of the Board of Directors shall present a recommendation to the Board to choose a person to fill the unexpired term by a simple majority vote.

Section 11: Compensation for Services

The Board of Directors of the organization shall receive no compensation for their services. Board members may be reimbursed for reasonable and necessary expenses incurred during the performance of their duties of office.

ARTICLE III. OFFICERS AND DUTIES

Section 1. Officers

The officers of CHMP shall be elected from the membership and shall be a President, President-elect, Secretary, Treasurer, Immediate Past President and Chairs of the Standing Committees. The Board of Directors shall consist of the officers of the Corporation.

A. President

The President shall serve as the Chair of the Executive Committee, be the principal executive director of the organization, have general supervision and control over the business and affairs of the organization and implement policy established by the members. The President shall preside at all meetings of the organization, serve as ex-officio non-voting member of all standing committees, perform and discharge all duties incidental to the office and such other duties as may be assigned by the members. The President serves a one-year term.

B. President-elect

The President-elect shall, in the absence of or disability of the President, perform the duties and exercise the powers of the office. In addition s/he shall perform such other duties, as the Board of Directors shall prescribe. The President – elect serves for one year and is expected to assume the role of President when the term expires followed by a one-year term as Immediate Past President at the conclusion of his/her term as President.

C. Treasurer

The Treasurer shall have custody of funds and securities belonging to CHMP shall receive, deposit, or disperse the same under the direction of the Board of Directors. She/he shall keep full and accurate records of Carolinas Health Ministry Partnership and shall cause a true statement of its assets and liabilities

to be filed at the close of each fiscal year for audit. The Treasurer shall provide financial information at each regular meeting of the Board of Directors. The Treasurer will serve a two-year term. Elections of the Secretary and Treasurer will occur in alternate years to provide continuity of leadership.

D. Secretary

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. S/he shall sign instruments as may require such signatures, and in general, shall perform all duties as may be assigned to the position from time to time by the President, Executive Committee or Board of Directors, including maintaining an updated roster of the members of the organization. The Secretary will serve a two-year term. Elections of the Secretary and Treasurer will occur in alternate years to provide continuity of leadership.

E. Immediate Past President

The Past President shall assist and/or advise the President and the members of the Board of Directors concerning any issues that will aid the continuation of projects and objectives for the good of the organization. In the absence of the position of Immediate Past President an at-large member of the Board of Directors may be elected to the Executive Committee. The Immediate Past President will serve a one-year term.

Section 2. Election and Term of Office

Eligible CHMP members shall elect the officers of the organization to terms of office as outlined per role description. The officers shall hold office from their installation until their successors have been duly elected and installed at the first Board meeting of the next calendar year. The role of President Elect is a three-year commitment to serve in successive years as President Elect, President and Immediate Past President. The Secretary, Treasurer and Committee Chairs will serve a two- year term and are eligible to serve one consecutive term.

Section 3: Vacancies

In the event of a vacancy in any office, the Nominating Committee of the Board of Directors shall present a recommendation to the Board to choose a person to fill the unexpired term by a simple majority vote. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by election from the eligible members at the next regular or special meeting at which a quorum is present following the vacancy. Officers elected to fill vacancies shall hold office for the unexpired term of their predecessors, or until their removal or resignation. Any member filling an unexpired term for not less than one-half of the term shall be considered to have served one term.

Section 4: Compensation for Services

Officers of the organization shall receive no compensation for their services. Officers may be reimbursed for reasonable and necessary expenses incurred during the performance of their duties of office.

ARTICLE IV. COMMITTEES

Section 1. Purpose

CHMP shall maintain standing committees to ensure specific organizational objectives are well coordinated and effectively implemented.

Section 2. Committees

The Board of Directors is authorized to appoint committees as needed to fulfill the goals and objectives of the organization. Among the committees that may be established are Nominating, Education, Communications/Public Relations, and Membership. Ad Hoc Committees may be appointed by the Board as required. Committee chairs are members of the Board of Directors. Committees will have two (2) representatives from North Carolina and two (2) representatives from South Carolina. Committee members may be selected from among the CHMP membership.

Section 3: Executive Committee

The Executive Committee shall include the President, President-elect, Secretary, Treasurer and Immediate Past President. The Executive Committee may remove a member of the Board of Directors if such member fails to attend meetings as set forth in Article II Section 5 D of these Bylaws. Furthermore, the Executive Committee shall be responsible for establishing the agendas for the Board of Director meetings and meetings of the membership.

Section 4: Nominating Committee

The Nominating Committee monitors Board of Directors terms and vacancies, accepts nominations for Board positions, screens candidates, and presents a slate of nominations for membership consideration. The Nominations Committee shall ensure fair and equitable representation from each state.

Section 5: Education Committee

The Education Committee oversees the identification, review, coordination and implementation of quality educational offerings of the organization.

Section 6: Communications/Public Relations Committee

The Communications/Public Relations Committee ensures all activities of the CHMP are communicated to the membership and the community at large.

Section 7: Membership Committee

The Membership Committee shall ensure the members of the organization receive full benefits of membership in the organization.

Section 8: Ad Hoc Committees

The Board of Directors appoints committees to which may be assigned duties and powers as the Board of Directors may deem desirable in the interest of facilitating the mission and goals of the organization.

ARTICLE V. MEMBERSHIP

Section 1. Membership

Membership in the organization shall be open to any individual, group, agency, or institution that shares the mission and goals of CHMP. Application for membership shall be made to CHMP. Termination of membership may occur by written resignation.

ARTICLE VI. DUES

Section 1. Annual dues

The Board of Directors shall determine annual dues for full membership annually. Dues shall be payable upon joining the organization and are renewable at the annual meeting each year. Failure to pay dues shall place the member on the inactive list.

ARTICLE VII. VOTING

Section 1. Only members of CHMP shall be eligible to vote in elections or on other issues affecting the organization.

Section 2. Voting may be conducted between meetings, provided the votes are ratified at the next meeting and recorded in the minutes of the organization.

ARTICLE VIII. FISCAL AFFAIRS OF THE ORGANIZATION

Section 1. Tax Status

CHMP is a non-profit organization under Section 501(c)(3) of the Internal Revenue Code and is incorporated in the state of North Carolina.

Section 2. Revenue

CHMP may sell space for educational exhibits at symposia/conferences/programs to assist in covering expenses incurred in offering educational programming. The organization may assess a fee or request a contribution from members and nonmembers attending symposia/conferences/programs. The organization may review all exhibits and exhibitors merchandise, free or for sale, to insure an appropriate image of the organization, consistent with its mission and goals, is reflected at all times. The organization shall endorse no product or products, exhibit or exhibitor, individuals or corporation.

Section 3. Funding

All organizational funds must be used for the specified mission and goals of the organization. The organization may solicit or accept any unrestricted contribution, gift, bequest, or devise, for financial support of activities or functions from private individuals, private or public foundations, companies, and corporations that do not violate federal regulations for 501(c)(3) tax exempt organizations.

Section 4. Contracts

The members may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Aforementioned authority may be general or confined to specific instances.

Section 5. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money notes or other evidence of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization, and in such a manner as so authorized by the members. CHMP financial banking account shall have two Executive Board Member signatures on the account. The names on the account shall be the Treasurer and the President or President Elect. The Treasurer shall provide a quarterly statement for each Board meeting with supporting financial documentation available for review.

Section 6. Deposits

All funds of the organization shall be deposited to the credit of the organization in such bank(s) or other depositories as the Treasurer and members approve.

Section 7. Purpose and Activities

The organization has no capital stock, is not formed for profit and is an organization, which does not contemplate the distribution of accumulations, gains, profits, or dividends to the members thereof. No part of the accumulations, gains, or profits of the organization shall inure to the benefit of

any private individual and no substantial part of the activities of the organization shall consist of the carrying on of political activities or otherwise attempting to influence legislation; nor shall the organization participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 8. Organization Logo

In compliance with federal rules for trademark rights, the organization logo, in original or altered form, shall not be used without permission of the organization's Board of Directors.

Section 9. Irrevocable Dedication

The property of the organization is irrevocably dedicated to the purposes of CHMP. Upon liquidation, dissolution, or abandonment of the organization, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in the Articles of Incorporation and these Bylaws. 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 distribution of statements) any campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, or the Articles of Incorporation, 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Board shall determine, or to federal, state, or local governments to be used exclusively for public purposes. CHMP's primary designation for distribution of dissolution funds is Health Ministries Association, INC., the Robert Taylor Fund, at PO Box 60042, Dayton, Ohio, 45406; or, if the Health Ministries Association, INC, shall not be in existence, then to a similar non-profit organization or organizations with the same or similar mission. Any such assets not so dispensed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is the located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Section 10. Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item. The President of the meeting is expected to make inquiry if such conflict appears to exist and the Board member has not made it known.

ARTICLE IX. ORGANIZATION RECORDS

Section 1. Records

The organization shall keep correct and complete records of account(s) and shall also keep minutes of the proceedings of its Board of Directors, Executive Committee, general and special meetings, and committee meetings. Documentation should be filed with the Secretary of the organization. If electronic documents are maintained, they must also be maintained in a hard copy archive for protection of the records. The organization shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote.

Section 2. Inspection

Any member, upon three-business days written notice and during regular business hours, may, for any proper purpose, inspect the books and records of the organization at the principal office of the organization.

Section 3. Record Review

The financial records of the organization shall be reviewed annually by person or persons other than the organization's Treasurer or persons with fund disbursement signature authority. The report shall be presented to the members at the first regular meeting following the completion of the review.

ARTICLE X. FISCAL YEAR

The fiscal year for the organization shall begin on January 1 of each year and shall end on the following December 31.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended at any regular meeting of CHMP by a majority of members present and voting, provided that the proposed amendment has been submitted in writing ten (10) days in advance of the meeting. If less than 30 days notice, would require 2/3 of the membership vote to pass.

ARTICLE XII.

ADOPTION

This is to certify that the foregoing bylaws have been duly adopted by the Board of Directors of CHMP at a meeting held on October 18, 2011.

President/Date

Pamela Hurley

President/Name Typed

Secretary/Date

Lynne Golie

Secretary/Name Typed