

By-laws

**The
Episcopal Society
for Cultural
and Racial
Unity**

*By-laws Proposed by the Board of Directors and
adopted at the First Annual Meeting, January 8-11,
1961, Williamsburg, Virginia.*

ing to be called by the President within forty-five (45) days of the annual membership meeting, with no less than twenty (20) days' written notice. At this meeting, the Board of Directors may provide by resolution the time and place for additional regular meetings of the Board.

6. Special Meetings of the Board of Directors: Special meetings shall be held at the call of three members of the Board in the event neither President nor acting President is available.

7. Quorum: Eight (8) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In no circumstance, however, shall any vote be considered a valid enactment of the Board if fewer than five (5) Directors vote in the affirmative.

8. Financial Recompense: Directors as such shall not receive any salary for their services, but, by resolution of the Board of Directors, expenses of attendance (if any) may be allowed.

9. Financial Responsibilities: The Board of Directors has the following specific responsibilities:

(a) To adopt annually a budget setting forth in detail the proposed expenditures for the work of the Society for the ensuing year.

(b) To secure adequate funds by all appropriate means for the support of the Society's program.

(c) To authorize and approve the expenditures of the Society within the limits set by the budget.

10. Executive Committee: The Board of Directors shall select from among its number an Executive Committee of not less than three (3) persons including the President of the Board of Directors. The Executive Committee shall be responsible for the continuing supervision of policies, programs, and activities of the Society as set forth by the Board of Directors and the membership meetings. All Executive Committee actions shall be brought before the Board, at its next meeting or by mail polling, for ratification.

Article IV: Officers

1. Election of Officers: Annually the Board of Directors shall elect officers from among their number.

2. Number of Officers: The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer, to be elected at the Annual Meeting of the Board of Directors and to hold office for one year or until their successors are elected.

3. Vacancies in Office: A vacancy in office for any reason may be filled by the Board of Directors for the unexpired portion of the term.

4. Duties of the President: The President shall preside at all meetings of the Board of Directors and shall perform such other duties as may be indicated or incident to his office or as may be assigned to him by the Board of Directors.

5. Duties of the Vice-President: In the absence of, or at the request of, the President, the Vice-President shall perform the

duties of the President, and when so acting shall have all the powers of the President. The Vice-President shall also perform such other duties as may be assigned to him by the Board of Directors.

6. Duties of the Treasurer: The Treasurer shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to the Society, and for the deposit of all monies and other valuable effects in the name and to the credit of the Society, in such depositories as may be designated by the Board of Directors. He shall be responsible for the disbursement of the funds of the Society as may be ordered by the Board and shall render to the President and the Directors at the regular meetings of the Board, or whenever required, an account of all financial transactions of the Society. The Treasurer shall be adequately bonded at the Society's expense.

7. Duties of the Secretary: The Secretary shall be responsible for the recording of minutes of all meetings of the membership and the Board of Directors. He shall also be responsible for custody of the minutes, for the notices of all meetings, for the custody of the Society's corporate documents, and for the membership register.

8. Assistant Treasurer: The Treasurer of the Society may appoint a member of the Society living in or near its office to act as Assistant Treasurer with the power of countersigning checks and such other duties as delegated to him by the Treasurer. Appointment as Assistant Treasurer shall not constitute membership on the Board of Directors.

9. Fiscal Powers: The Board of Directors may authorize an officer or others to enter into contracts or execute and deliver instruments in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; to sign checks, drafts or other orders for payment of money, notes of other evidences of indebtedness issued in the name of the Society; and to accept donations, gifts or bequests to the Society. These designated officers may delegate their authority to the Executive Director when such delegation is necessary to maintain efficient fiscal procedures.

Article V: Committees

Appointment of Committees: The President, by and with the approval of the Board of Directors, may appoint such committees as are deemed necessary. At least one member of the Board of Directors shall be appointed a member of each committee that is established. Such committees shall have such duties and powers as the Board of Directors shall determine.

Article VI: Nominating Committee

1. The President shall, at each Annual Meeting, appoint a Nominating Committee consisting of no less than six members of the Society and shall designate one member as Chairman.

2. The members of the Society shall be encouraged to submit to the Committee, through its Chairman, suggestions of names of individuals from their Province to be considered by the Committee for nomination to the Board of Directors. Such suggestions shall be received by the Committee up to 60 days prior to the date of the Annual Meeting.

3. The Nominating Committee shall, no less than 21 days prior to the Annual Meeting, circulate to members of the Society in each Province its nominations for that Province's representatives to the Board in accordance with the principles outlined in Article III, Section 1, of these By-laws. The committee shall place in nomination no less than two persons for each vacancy on the Board.

4. At the time of the first annual election of Directors, one person from each Province shall be nominated for a one year term and one person for a two year term. Thereafter, one person shall be nominated for a two year term.

5. The Committee shall, before placing the name of any person in nomination, ascertain his willingness to serve if elected.

Article VII: Local Activity

1. Individual members of the Episcopal Society for Cultural and Racial Unity shall be encouraged to form a unit of the Society to carry out, in their locality (metropolitan, diocesan or regional), the purposes of the Society.

2. Such a local group shall apply to the Board of Directors of the Society for a charter. Such application shall include a statement of purpose and proposed program of activity.

3. Such a group, having been chartered by the Board of Directors, shall be entitled to call itself, "The Chapter of the Episcopal Society for Cultural and Racial Unity."

4. Charters granted local chapters shall be subject to renewal annually and review at any other time at the discretion of the Board of Directors.

5. Local chapters may elect or appoint such officers as are deemed necessary to function effectively.

6. Every unit chartered by the Board shall be free to carry on a program of local activity in keeping with the principles and purposes of the Society, adapted to local needs and circumstances.

7. Local chapters shall be free to speak and act corporately on issues in their own regions in keeping with the purposes and policy of the Episcopal Society for Cultural and Racial Unity. In so doing, such chapters shall designate that they are acting as "The Chapter of The Episcopal Society for Cultural and Racial Unity." Chapters desiring to take corporate action or issue corporate statements on national or international issues, or issues in other regions, shall do so only after consultation with the Executive Director of the Society.

8. Chapters shall report in writing to the Board of Directors, through the Executive Director, the following:

(a) Names and addresses of its officers immediately following their election.

(b) One month prior to the Annual Meeting of the Society, a summary of chapter activities for the preceding year, a general outline of proposed program for the coming year and a statement of its finances.

9. No chapter may levy dues, fees, assessments or fines upon its members except by permission of the Board of Directors.

Article VIII: Staff

1. **Executive Director:** The Board of Directors may appoint an Executive Director from among the regular members of the Society, who will be the chief executive officer of the Society and shall be in charge of the affairs of the Society subject to the limitations contained in the By-laws and those defined by the Board of Directors and the Executive Committee. The Executive Director shall be an ex-officio member of the Board of Directors, Executive Committee, and all other committees.

2. **Responsibility of the Executive Director:** He shall be charged with the implementations of the Society's policies, programs and activities. The Executive Director shall carry out all duties assigned to him by the Board of Directors, the Executive Committee and the membership meetings. He shall submit a report of staff activities and those of the Society, including a statement of the Society's financial status, to each annual membership meeting.

3. **Financial Compensation:** The Board of Directors may authorize an annual salary for the Executive Director from such funds as may be available.

Article IX: Amendments to the By-laws

Any or all of these By-laws may be amended by a two-thirds (2/3) vote of those present at a membership meeting, provided that notice of any proposed amendments shall have been given in writing with the notice of the meeting. In the event that such notice of proposed amendments has not been given, a unanimous vote of those present shall be required.

The Episcopal Society for Cultural and Racial Unity

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