

**BY-LAWS**  
**Interfaith Council of Contra Costa County**

**PREAMBLE**

We, as members of congregations and religious organizations in and of Contra Costa County, desire to manifest the unity which we have with one another and with all people of faith who seek to promote a spirit of fellowship, service, and cooperation in our County, as set forth and described in our Articles of Incorporation, amended as of June 18, 1998, under the laws of the State of California. To that end we unite in the adoption of the following BY-LAWS.

**ARTICLE I. NAME**

The name of this organization shall be Interfaith Council of Contra Costa County, hereinafter referred to as the Interfaith Council or ICCCC.

**ARTICLE II. PURPOSE**

The purpose of the Interfaith Council shall be:

1. To facilitate interdenominational and interfaith efforts for cooperative mission in response to the religious and social needs of our community through education and dialogue.
2. To sponsor chaplaincy ministries in institutional settings as appropriate, necessary and possible.
3. To involve members of our congregations in the variety of programs which we undertake.

**ARTICLE III. AUTHORITY AND RELATIONSHIPS**

1. The Interfaith Council is an association of congregations and religious organizations in and around Contra Costa County, which is autonomous and free to carry on its ministries independent of any other denominational, interdenominational, or interfaith body.
2. The Interfaith Council shall be governed by a Board of Directors which may delegate the management of the activities of the Interfaith Council to any Standing or Ad Hoc Committees, or persons, provided that the activities and affairs of the Interfaith Council shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
3. The Interfaith Council shall maintain relationships with appropriate ecumenical and interfaith bodies as approved by the Board of Directors.

4. Community issues may be addressed by the Elected Council as a whole at a properly called and duly noticed meeting of the Elected Council representatives. See Article V.3 below.

5. The Board of Directors, Committees thereof and the Elected Council, when making statements on community issues, shall be understood to speak only as a Board or for themselves as a Committee or the Elected Council, and not for the entire Interfaith Council membership.

6. The Social Justice Alliance, as the social justice advocacy and an education arm of the Interfaith Council, when making statements on community issues, shall be understood to speak only for themselves and not as the Interfaith Council.

#### **ARTICLE IV. MEMBERSHIP**

1. Membership in the Interfaith Council shall be open to congregations and religious organizations in Contra Costa County, or those organizations encompassing Contra Costa County, or congregations which have significant membership in Contra Costa County. Affiliate and individual membership shall also be available. As with full members, affiliate organizations and individual members shall be required to make an annual financial contribution to the Interfaith Council and will be offered opportunities to publicize their events through the Interfaith Council.

2. Congregations and religious organizations shall become Members through their applications, duly submitted in writing under the approved authority of their congregations and/or organizations, and by acceptance of the Board of Directors based upon such criteria as shall be established from time to time by the Board and made available for consideration by potential applicants.

3. Congregations and religious organizations shall be considered Active Members in good standing through financial support and/or active participation in support of the purposes of the Interfaith Council.

4. Membership may be terminated by official action of the congregation or religious organization or by the Board of Directors, upon sixty (60) days written notice by the terminating party. The Board of Directors shall make possible an appeal as part of the process.

5. Members shall have voice and vote on Interfaith Council committees and at the Annual, Spring and any Special Meeting on the basis of one vote per member. In exercising their voice and vote, each member congregation and organization shall thus be entitled to designate one official representative to vote at the Annual, Spring and any Special Meeting as well as at any Elected Council or committee meetings.

## **ARTICLE V. ORGANIZATION**

1. Representatives of the member congregations and organizations shall meet at least annually to celebrate our life and work as the Interfaith Council of the Contra Costa County (ICCCC), to elect the members of Council (the "Elected Council") designated to take action on behalf of and represent the ICCCC as described in these By-Laws, to review and consider the budget, and to transact such other business as may be necessary.

2. Each member congregation and organization in good standing may be represented at the annual and other meetings of the ICCCC by up to three individuals, based upon the size of the member congregations and organizations; however, each such member congregation and organization shall have only one voting delegate. An existing member of the Elected Council may serve as a voting delegate for her/his member congregation or organization.

3. The Elected Council shall consist of at least 15, but no more than 24, duly nominated representatives of and from different member congregations or organizations who are proposed and /or considered in advance by the Nominating Committee under the criteria described below to insure inclusivity and a representative cross-section of the Members to serve on the Elected Council. Each duly elected member of the Elected Council shall serve a three year term and may serve no more than two consecutive three year terms. The Elected Council shall meet at least eight times per year and shall serve as the main ICCCC liaison with the community and member organizations on opportunities for the promotion of interfaith events, celebrations, polylogue, advocacy, witness and action on issues of religious freedom, tolerance, social justice and matters related to the mission and purposes of ICCCC.

4. From among their membership, the Elected Council shall elect a Board of Directors consisting of six to nine members from different member congregations and organizations who shall be responsible for the fiscal stability, administrative oversight, governance, outreach, mission and programming of ICCCC. Each duly elected member of the Board of Directors shall serve a three year term and may serve no more than two consecutive three year terms. The Board of Directors shall meet regularly, and no fewer than six times per year, to conduct the business and operations of ICCCC.

5. Unless otherwise provide in these By-Laws, the representatives who register their presence and attend properly called meetings of the Board of Directors, the Elected Council, Standing Committees and/or the Annual, Spring or any Special Meeting shall constitute a quorum; provided, however, that for meetings of the Interfaith Council member congregations and religious organizations, the preferred minimum for a quorum shall be 20% of the full voting members.

6. The day-to-day administration of ICCCC shall be conducted by an Executive Director duly nominated and appointed by the Board of Directors upon full discussion and consideration with the Elected Council. The Executive Director shall be Ex Officio to the Board of Directors and shall serve without a vote on the Board. The Executive

Director shall serve at the pleasure of the Board of Directors, and shall receive annual reviews from the Personnel Committee of the Board.

## **ARTICLE VI. OFFICERS OF THE INTERFAITH COUNCIL**

1. The Officers of the Interfaith Council shall be recommended by the Nominating Committee from among the members of the Elected Council and shall be elected annually by the Board of Directors. There shall be a President or Co-Presidents, a Treasurer, a Secretary, and such other Officers as may be deemed necessary by the Board of Directors to conduct the business of ICCCC, including one or more Vice Presidents with specific responsibilities.

2. The term of each elected Officer and appointed Standing Committee Chair and member shall be one calendar year with privilege of re-election. Terms of Office and Standing Committee duties shall begin and end as of the respective dates of the Annual Meeting.

3. The President (or Co-Presidents) shall also serve as Chair (or Co-Chairs) of the Board of Directors and shall have the responsibilities to call and conduct meetings of the Elected Council and the Board of Directors as well as the Annual and any Special Meetings of the Membership. In the absence of the President (or Co-Presidents), the 1<sup>st</sup> Vice President or (if the latter is also unavailable) a member of the Board of Directors designated by the President (or one of the Co-Presidents) shall perform these responsibilities.

4. The President, upon approval of a majority of the Board of Directors, may fill a vacant position of a Director, Officer or Standing Committee Chair who has resigned or is no longer able to serve. Such interim appointment to fill a vacant position shall be for the remainder of the vacated term, following which the appointee may stand for election or appointment (as applicable) of a further full term.

5. Specific responsibilities for the Officers, Directors, Chairs and members of Standing Committees shall be detailed in job descriptions to be maintained as part of the Board of Directors' records. Job descriptions for the Executive Director and each paid ICCCC staff member shall be established and maintained as part of the Personnel Policy of ICCCC. All such job descriptions shall be retained on file at the offices of ICCCC and available for review upon request by any member organization.

## **ARTICLE VII. STANDING COMMITTEES**

1. Standing committees of the Interfaith Council shall be Nominating, Finance, Personnel, Programming, Social Justice and the Rapid Response Media Team. Other Ad Hoc Committees may be established by the Board of Directors as relates to our ministry and mission. Task Forces may also be established for short-term responsibilities.

2. Primary Standing Committee responsibilities shall be as follows:

Nominating Committee: to provide names for nomination to the Elected Council, Board of Directors, Committees, membership and Officers' positions, all under appropriate criteria to be developed by the Nominating committee and approved by the Board of Directors, and to act as resource in providing names of people to address specific Interfaith Council needs.

Finance Committee: to oversee the finances of the organization on a regular basis, as further described in Article VIII. 4 below, to recommend needed action to the Board of Directors, and to prepare a preliminary budget annually for approval by the Board.

Personnel Committee: to be responsible for all salaried staff concerns.

Programming: to provide strategic oversight, resourcing, planning and development of specific programs, events and activities consistent with the mission and purposes of the Interfaith Council.

Rapid-Response Media Team: a representative group standing ready to prepare media responses to Interfaith crises and matters of common concern here in our county, the Bay Area, the nation or the world.

Social Justice Alliance: to be responsible for developing policy statements of advocacy and community witness on matters of social justice, fairness, acceptance and understanding. This Standing Committee shall also oversee the work of the Winter Nights Shelter and make regular reports to the Board of Directors.

3. All Committee Chairpersons shall be nominated by the President (or Co-Presidents) with the assistance of the Nominating Committee, or selected within the committee itself.

4. Standing Committee Chairs or their designated representatives shall be appointed from among the members of the Board of Directors.

5. It is expected that members of the Board of Directors, the Elected Council and all Standing Committees of the Interfaith Council will attend properly called meetings and donate their time, talent and efforts for the benefit of the Interfaith Council. Three consecutive unexcused absences from duly noticed meetings will be considered a resignation, and after inquiry by the President, such status may be confirmed by the Board of Directors.

6. The Executive Director is a vital part of each of these committees and is expected to attend scheduled meetings of each committee, as time and scheduling allow.

## **ARTICLE VIII. FINANCE**

1. The Treasurer shall be responsible for keeping the financial records of the Interfaith Council, for paying bills in a timely manner, and for making regular financial reports to the Board of Directors. The Treasurer shall make recommendations to the Board for the responsible investing of any monies as may be needed.
2. The financial books of the Interfaith Council shall be audited annually.
3. The fiscal year of the Interfaith Council shall be from January 1 to December 31, provided however that the fiscal year of the Winter Nights Rotating Shelter shall be from July 1 to June 30.
4. The Finance Committee shall be responsible for overseeing and managing the financial support for the ongoing work of the Interfaith Council, including but not limited to resources from budgetary allocations of member congregations and religious organizations, County contracts, individual gifts, organizational gifts, and fundraising projects.
5. The budget of the Interfaith Council shall be presented by the Board of Directors at the Annual Meeting for review.

## **ARTICLE IX. MEETINGS OF MEMBERS AND ELECTED COUNCIL**

1. The Annual Meeting of the Interfaith Council shall be held in the Fall of each year, usually on a Sunday in November, at the location of a member congregation or religious organization in Contra Costa County reasonably accessible to all member representatives, on a date to be designated by the Board of Directors. At its discretion, the Board may also call for the holding of a Spring Meeting or a Special Meeting of the members.
2. For the Annual Meeting, and any Spring or Special Meeting of the members, thirty days notice shall be provided by email and/or regular mail to each member's address as registered with the Secretary of the Interfaith Council; and publishing notice in the regular monthly newsletter sent by either email or regular mail shall constitute proper notice to all members that are mailed a copy thereof.
3. The meetings of the Elected Council shall in the regular course be conducted at the offices of the Interfaith Council on the first Thursday of every month, starting at 8:30 a.m., unless members of the Elected Council are otherwise notified by email and/or regular mail.
4. At all meetings of Interfaith Council members (whether the Annual, Spring or a Special Meeting) and at all meetings of the Elected Council, the Chair of the meeting shall declare at the outset whether there is a quorum for the conduct of business (as

described in Article V hereinabove); and, unless otherwise specifically provided by these By-Laws, all questions requiring a vote shall be decided by the majority of votes duly cast on the question.

5. In case of an equality of votes at any such meeting, either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to register a second or casting vote.

6. The proceedings at all meetings of Interfaith Council members and all meetings of the Elected Council shall be governed by the latest edition of Robert's Rules of Order.

7. No error or omission in giving notice of any Annual, Spring or Special Meeting of the Interfaith Council or any meeting of the Elected Council, or any determination of a quorum at any such meeting, shall invalidate such meeting or make void any proceedings thereat; and any member of the Interfaith Council or the Elected Council, as applicable, may at any time waive notice of any such meeting or determination of a quorum thereat and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **ARTICLE X. MEETINGS OF BOARD AND STANDING COMMITTEES**

1. Meetings of the Board of Directors and all Standing Committees shall be held at the offices of the Interfaith Council on a regular basis, not less frequently than every other month and otherwise as specified by the Chair of the Board and the respective Standing Committees; provided, however, that by consensus of the Board of Directors or a Standing Committee, as applicable, the location of their meeting may be set at such other place as may be convenient, necessary or appropriate for the conduct thereof.

2. Notice of Board and Standing Committee meetings shall be given by email or regular mail to the respective addresses of the Directors or Standing Committee members, as applicable, at least two weeks in advance of the scheduled meeting; however, no error or omission in giving notice for such a meeting shall invalidate or render void any proceedings taken or had at such meeting, and any Director or Standing Committee member, as applicable, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

3. A Board of Directors meeting may also be conducted without notice immediately following any duly called and noticed Annual, Spring or Special Meeting of the members of the Interfaith Council.

4. A quorum for the transaction of business shall consist, respectively, of five members of the Board of Directors and two-thirds of the members of a Standing Committee. The proceedings of all Board and Standing Committee meetings shall be governed by the latest edition of Robert's Rules of Order.

5. The Board of Directors may consider or transact any business, either general or special, at any meeting of the Board, including a meeting held by teleconference if so notified by the Chair; and the Board shall have the power to act on behalf of the Interfaith Council in all matters between meetings of the members of the Interfaith Council.

6. Standing Committees may consider or transact any business designated within the purposes of their committee as specified in these By-Laws and otherwise delegated to them by the Board of Directors.

7. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes present unless otherwise provided in these By-Laws. In case of an equality of votes, the Chair, in addition to her/his original vote, shall be entitled to a second or casting vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of that action without proof of the number or proportion of the votes recorded in favor or against such resolution. This same voting process shall be applied in all proceedings of Standing Committees.

#### **ARTICLE XI. AMENDMENTS TO THE BY-LAWS**

1. All By-Laws previously enacted and adopted are hereby repealed effective immediately upon the approval and adoption of these By-Laws by the membership of the Interfaith Council, without prejudice to any action heretofore taken thereunder.

2. These By-Laws are made and recommended by the then Executive Committee and adopted by the general membership of the Interfaith Council at the Spring Meeting on April 21, 2013, with full authority to implement and publish these By-Laws to be effective immediately upon such adoption. These By-Laws shall remain in full force and effect until such time as they are properly repealed, revised, amended, restated or otherwise validly superseded according to law.

3. Repeal, amendment, revision or modification of these By-Laws in the future may be conducted and accomplished at a duly called and properly noticed Annual, Spring or Special Meeting of the Interfaith Council members, with a quorum present as defined in Article V.5, by a two-thirds vote of the full members entitled to vote thereat. Such action to repeal, amend, revise or otherwise modify these By-Laws shall be by "up or down" vote at a meeting specifically noticed for such purpose and conducted in accordance with these By-Laws.

#### **ARTICLE XII. ARTICLES OF INCORPORATION**

These By-Laws are enacted under and pursuant to the empowerment and purposes of the Articles of Incorporation of the Interfaith Council of Contra Costa County, originally incorporated in the State of California as filed on November 10, 1960 under the name of the Council of Churches of Central Contra Costa County, and amended on June 18, 1998 to change the name to Interfaith Council of Contra Costa

County and to make certain other changes as set forth therein, enabling the Interfaith Council, in addition to the purposes articulated in Article II hereinabove, to do and perform any and all other acts and things whatsoever as may be authorized under the Laws of the State of California pertaining to non-profit corporations.

### **EXECUTION AND WITNESS**

Upon unanimous recommendation of the Interfaith Council Officers and Executive Committee and adoption by vote of the Members of the Interfaith Council at the Spring Meeting conducted at Hillcrest Congregational Church in Pleasant Hill, Contra Costa County, on April 21, 2013 after proper notice and discussion, these By-Laws have been duly enacted as hereby attested hereinbelow to be and they hereby are declared effective the 21<sup>st</sup> day of April, 2013.

**Attested By:**

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Rev. Leslie Takahashi Morris

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Rev. Margaretmary Staller

**Co-Presidents**

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Loel Bartlett Miller  
**Secretary**