

## NASHUA AREA INTERFAITH COUNCIL

### CONSTITUTION AND BYLAWS

Adopted November 6, 1996

Amendments voted approved 3/97

Amendments voted 5/1/02, ratified 6/5/02

Amendments approved 9/4/02

Amendment approved 9/3/03

Amendment approved 9/7/05

*Includes proposed changes May/June 2013*

Amendments approved 6/5/13

Amendments approved 6/5/19

#### ARTICLE I - NAME

The name of this organization shall be THE NASHUA AREA INTERFAITH COUNCIL, hereinafter also "NAIC" or "the Council."

#### ARTICLE II - PURPOSE

Because we believe there is a unity and strength in our diversity and common commitment to love and compassion, we gather as an interfaith fellowship of congregations, organizations, and individuals in the Greater Nashua Area for the purpose of:

1. Creating a climate of understanding, respect, and education for the traditions and work of each other's faith communities, and
2. Working together utilizing our strengths as an interfaith fellowship in service to our community and world, and
3. Promoting and supporting the collaborative interests of our member faith communities and
4. Facilitating connections between our member communities and the Greater Nashua Community.

#### ARTICLE III - MEMBERSHIP

1. ELIGIBILITY: Membership is available to:

- (a) Religious Organizations- Any religious congregation, religious fellowship, or educational or service organization organized under religious auspices and subscribing to the purposes of the NAIC; and
- (b) Community Organizations- Any community organization seeking to build bridges with the religious community and subscribing to the purposes of the NAIC.

(c) Individuals- Any individual subscribing to the purposes of the NAIC.

Friends of NAIC are welcome to attend NAIC assemblies and participate in discussions without becoming members.

2. MEMBERSHIP: An eligible organization or individual may become a member upon written request for membership and upon the approval of the Executive Board. In assuming membership in the NAIC, members accept responsibility for assisting in the Council's work and purposes, and financially supporting the Council.

3. DUES. The Executive Committee of the Council shall determine a schedule of dues.

#### 4. REPRESENTATION

(a) Each organizational member may be represented at assemblies by all clergy on its staff and up to two delegates designated in any fashion determined by the member organization. Each individual member is a representative, and may not designate another individual to represent him or her.

(b) No one shall act as a representative of a member organization whose name has not been submitted by the member organization to the Executive Board.

(c) No organizational member shall have more than three votes at an assembly of the Council.

#### 5. WITHDRAWAL or TERMINATION:

(A) Any member organization may withdraw from membership in the Council by written notice.

(B) Full voting Membership is conditional on payment of annual dues by September 1. In September, the Treasurer shall contact members whose dues have not been paid, and voting privileges shall be suspended on October 31 of that year for those members whose dues have not been paid.

(C) Communications to and voting privileges of members may be terminated by the approval of a two-thirds (2/3) majority vote of the Executive Board at its November meeting or any subsequent meeting if the annual dues have not been paid and no delegate or representative of the organization has attended any of the last six assemblies.

(D) Membership shall be terminated for actions contrary to the purposes of the NAIC as stated in Article II of these By-Laws by the approval of a two-thirds (2/3) majority vote of the representatives present at an Assembly, provided written notice of such proposed action is given to member organizations two (2) weeks prior to the date of the assembly

#### ARTICLE IV - EXECUTIVE BOARD.

1. The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, Past President, and two at large-members.

2. The Executive Board shall be the executive body of the Council responsible for carrying out the administrative and programming activities of the Council. The Executive Board shall act as the Council between assemblies and report any actions taken to the next assembly.

### 3. Duties of Officers:

(A) The President shall chair meetings of the Council and the Executive Board. The President shall execute any disbursement of funds through his/her signature.

(B) The Vice-President shall fulfill the responsibilities of the President when the President is unavailable.

(c) The Secretary shall keep minutes of assemblies and meetings of the Executive Board; distribute minutes of assemblies to the membership; and inform the membership of upcoming assemblies by electronic mail, postal mail, or telephone according to the manner requested by each member or representative.

(d) The Treasurer shall maintain trustworthy records of the finances of the Council, receive applications for membership and payments of dues, and prepare for the President all disbursements of funds authorized by the Council.

### 4. Removal of Executive Board Members

An Executive Board member may be removed by a majority vote of the assembly.

5. The Executive Board shall meet before each assembly of the council as scheduled by the President. A special meeting of the Board may be called at any time with at least twenty-four hours notice by the President. A quorum shall be four (4) members.

6. Every two years, beginning in 2014, the membership shall elect a President, Vice-President, and one at-large member of the Executive Board for terms of two years. In 2013, the membership shall elect a President, Vice-President, and one at-large member of the Executive Board for terms of one year. Every two years, beginning in 2013, the membership shall elect a Secretary, Treasurer, and one at-large member of the Executive Board for terms of two years. All terms of office shall begin on July 1.

7. The Executive Board shall act as the nominating committee and shall fill any vacancies on the Executive Board to complete the unexpired terms.

8. The Executive Board shall assure that there is an independent review of the financial report each fiscal year, by a committee appointed by the President to include at least one person who is not a member of the Council and has no conflict of interest regarding any member of the Council. This review shall be shared with the Council formally and made available to any member who requests a copy.

## ARTICLE V - ASSEMBLIES

1. ASSEMBLIES: The Council shall hold not less than six (6) assemblies a year, one of which shall be the Annual Assembly. Times and Dates of these assemblies shall be set by the Executive Board. The Annual Assembly shall be held in the spring and announced in advance to the membership.

2. ANNUAL ASSEMBLY: The purpose of the annual assembly shall be

(A). Elect members of the Executive Board during an election year,

(B). Hear reports by the officers and chairpersons of standing or temporary committees;

- (C). Plan for the ensuing year;
- (D). Adopt an annual budget, and
- (E). Transact other appropriate matters.

3. QUORUM. A quorum at assemblies shall be not less than one-third of members. For the purposes of a quorum, the total membership shall be the number of individual members plus the number of member organizations, and each member organization and each individual member present shall be counted as one.

#### ARTICLE VI - COMMITTEES

1. Committees may be appointed by the Executive Board or the assembly to design strategy, make recommendations or implement adopted programs of the Council. The Quorum of each such committee shall be a majority of its members. The appointing body shall have the power to dismiss such committees.
2. Members collaborating on issues of common concern or interest may request formally to be designated a committee of the NAIC.

#### ARTICLE VII - DISSOLUTION

In the event the Nashua Area Interfaith Council is dissolved, after all liabilities have been paid, any remaining assets will be distributed to another 501(c)(3) non-profit organization as required by the Internal Revenue Service.

#### ARTICLE VIII - POLICIES

The Council may adopt policies to interpret or implement these by-laws provided previous policies, should there be any, are clearly superseded.

#### ARTICLE IX - AMENDMENTS

These by-laws may be amended at any assembly of the Council provided written notice is given to member organizations two (2) weeks prior to the date of the Assembly by a majority of the representatives present who are eligible to vote at the Assembly.

#### ARTICLE X - CONFLICT OF INTEREST POLICY

1. OVERVIEW: It is NAIC policy that all persons serving on the Executive Board serve only the charitable purposes of policy; that all decisions and all financial transactions are made in the best

interest of the NAIC and not the self-serving interest of any Board Member.

2. DUTY TO DISCLOSE: Each Board Member, prior to taking his position on the Board and all present Board Members, shall submit in writing to the President of the Board, a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner, shareholder, employee or agent, and with which the NAIC has, or might reasonably in the future enter into, a financial transaction or other relationship in which the individual Board Member would have conflicting interest. It is also a conflicting interest when an immediate family member of a Board Member has an interest in a business or organization with which the NAIC has, or might reasonably in the future enter into, a relationship or financial transaction; therefore, each Board Member must disclose-such interests.

3. PECUNIARY BENEFITS: At each Board meeting at which the President or any other member has reason to believe that a matter of discussion might reasonably involve a pecuniary matter, discussion might reasonably involve a pecuniary benefit transaction, or potential conflict of interest she/he shall make known such belief to the full board.

It is Nashua Area Interfaith Council's policy to comply with the requirements of N.H. R.S.A. 7:19-a and to prohibit transactions in which a Board Member or member of his immediate family has a financial interest UNLESS the following conditions are met.

- a. The transaction is in the BEST INTERESTS of Nashua Area Interfaith Council.
- b. The transaction is for goods or services purchased or provided in the ordinary course of business for actual or discounted value.
- c. The transaction is FAIR to Nashua Area Interfaith Council .
- d. The transaction is approved by a two-thirds majority vote of the Board:
  - after full and fair disclosure of the material facts and after notice and full discussion by the Board;
  - without the participation, voting, or presence of any Board Member with a financial interest in the transaction or who had a pecuniary benefit transaction in the same fiscal year; (see below section detailing VOTING)

a record of the action on the matter is made and recorded in the minutes.

e. NAIC shall maintain a list disclosing each transaction which shall be available for inspection by Board Members and contributors.

f. The list shall be reported to the Director -of charitable Trusts each year.

g. If the transaction, or aggregate of transactions with the Board Member within the fiscal year is in the amount of \$5000.00 or more, NAIC shall publish notice in a newspaper of general circulation in the State of New Hampshire and give -written notice to the Director of charitable Trusts BEFORE consummating the transaction.

4. VOTING: At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, THE AFFECTED BOARD MEMBER SHALL MAKE KNOWN the potential conflict, whether disclosed by his or her written statement or not, and after answering any questions that might be asked him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Board Members who themselves have had pecuniary benefit transactions with NAIC within the same fiscal year, shall also withdraw themselves from the meeting and shall not participate in the discussion Neither the affected Board Member nor any Board Member

who has had a pecuniary benefit in the past fiscal year shall vote on the transaction.

5. STATUTORY REQUIREMENTS: N.H. R.S.A 7:19, II and 292:6-a are hereby incorporated in full and made an integral part of this conflict of interest policy.