

Bylaws Religion Communicators Council

April 2012 (Adopted Philadelphia Convention)

Article 1 Organization

Section 1. The name of this organization shall be the Religion Communicators Council.

Section 2. The organization shall have a seal, which shall be kept by the national office.

Section 3. The organization may, at its pleasure by a vote of the membership body, change its name.

Article 2 Purpose

Section 1. The Religion Communicators Council is a not-for-profit religious and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder (collectively referred to as "the Code"). The Council shall not directly or indirectly conduct any activities not permitted by an organization described in Code Section 501(c)(3) or by an organization formed under the New York Not-for-Profit Corporation Law.

Section 2. The purposes of the Religion Communicators Council are:

- a. To provide an environment for the exchange of ideas and the discussion of mutual concerns among professional religion communicators.
- b. To encourage excellence and accountability among professional religion communicators.
- c. To provide continuing education opportunities and support for religion communicators.
- d. To recognize achievements of Religion Communicators Council members and the secular media.
- e. To encourage individuals to become professional religion communicators.
- f. To build among Religion Communicators Council members an understanding and appreciation of diverse faith groups.
- g. To support understanding and acceptance of religious faith and faith communities.

Section 3. No part of net Council earnings shall inure to the benefit of any member, Governor or Officer of the Council or any private person. Reasonable compensation may be paid for services rendered to or for the Council. No member, Governor or Officer of the Council, or any private person, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Council.

Article 3 Membership

Section 1. Applications. The national office will process all membership applications. The Executive Committee of the Board of Governors will resolve membership questions.

Section 2. Membership categories. Membership shall be in one of the following categories:

- a. Professional. Any person who devotes a major portion of his/her service in professional public relations or communications activities to any religious communion, organization or related agency duly accredited by the Board of Governors, is eligible for Professional membership.
- b. Associate. Any person demonstrating interest in the Council and its activities who spends half working time or less, or is a volunteer, in religion related public relations or communications, is eligible for Associate membership.
- c. Life. A Professional member, after reaching retirement age, having been a member for ten years and having made significant contributions, upon nomination by a local chapter, may be selected to Life membership by a two-thirds vote of the Board of Governors. Members-at-Large may be nominated by the Board of Governors. All rights and privileges of Professional membership are continued for Life members. Life members pay no annual dues to the Council.
- d. Students. Any student who is interested in the Council and its purposes is eligible for Student membership. This category of membership carries no voting privilege.
- e. Retired. Professional members in good standing who, at the time of their retirement, wish to continue their membership in the Council become Retired members. All rights and privileges of Professional membership are continued in this category. Retired members pay no annual dues to the Council
- f. Sustaining. Any Professional member in good standing becomes a lifetime Sustaining member with a \$1,500 contribution to RCC. Sustaining members have all the rights and privileges of Professional members. Sustaining members pay no annual dues to the Council.

Section 3. Financial obligations. Membership carries with it an obligation to pay all applicable dues, fees, and other charges (collectively referred to as "financial obligations") as provided in these bylaws and as determined by the Board of Governors from time to time. Payment of annual dues to the Council shall constitute an agreement to abide by the Council's bylaws, applicable policies and procedures, and ethical guidelines. Any payment by a member to a chapter of the Council does not mitigate such member's financial obligations to the Council.

Section 4. Rights and privileges. All members in good standing shall have the right to serve as a member of the Board of Governors and fill chapter offices. Any member not in good standing, as determined by the Board of

Governors after appropriate due process, shall not be listed in the Council's membership directory and shall not be entitled to vote, hold office or enjoy any other privilege of membership. A member is presumed to be in good standing unless he or she has failed to pay his or her financial obligations as required by these bylaws.

Section 5. Continuance of membership. Members who leave the practice, teaching or administration of religion communication may continue membership, provided that such members continue to abide by the Council's bylaws, applicable policies and procedures, and ethical guidelines.

Section 6. Termination of membership. The Board of Governors may, by an affirmative vote of two-thirds of the entire board, expel any member who shall have been convicted of, or shall have pleaded "No Contest" to a charge of, a felony or misdemeanor related to the conduct of religion communication. Membership may be terminated by the timely (as determined by the board) submission of written notice of membership resignation or nonrenewal. Termination of membership shall not extinguish a member's financial obligations to the Council. The board may establish criteria and procedures for reinstating membership after termination.

Section 7. Nonpayment of financial obligations. No member shall be considered to be in good standing if his or her financial obligations are in arrears as set forth in policies established by the Board of Governors. Members not considered to be in good standing on the basis of nonpayment of financial obligations may not fill any Council or chapter office and shall have their membership terminated.

Article 4 Annual Meeting of the Council

Section 1. The annual meeting of the Council, a 501(c)(3) nonprofit entity incorporated in New York, shall be held in conjunction with and at the site of the annual National Convention. The time shall be designated by the Board of Governors.

Section 2. Other regular meetings may be provided and special meetings may be called as indicated in Section 6 of this Article.

Section 3. The President shall issue an official call to all members for the annual meeting, not less than 60 days prior to the meeting. The call shall contain the general purposes of the meeting. The President shall cause such call to be sent to every member in good standing at the physical or Internet address as it appears on the membership roll. The Council may communicate with members through the mail, online or through any other appropriate medium determined by the Board of Governors.

Section 4. The presence of not less than 5 percent of those qualified to vote shall constitute a quorum and shall be necessary to conduct the business of this organization. A lesser number may adjourn the meeting for a period of not

more than 10 weeks, and the President shall cause a notice of this scheduled meeting to be sent to all members. A quorum shall be required at any adjourned meeting.

Section 5. Special meetings of this organization may be called by the President or at the request of five (5) members of the Board of Governors, or fifty (50) members of the organization representing at least one-third of the chapters. Notice of such meetings shall be sent at least 60 days before the scheduled date set for such special meeting to all members by means determined by the Board of Governors at addresses as they appear on the membership roll. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 6. Robert's Rules of Order shall govern the conduct of meetings in all matters not covered by the Charter and Bylaws.

Article 5 Voting

Section 1. Only Professional, Associate, Retired, Sustaining and Life members have the privilege of voting, unless otherwise specified in these bylaws.

Section 2. At all meetings, votes may be by voice or written ballot. Written ballots may be called for by two-thirds of those voting on any particular issue.

Section 3. At any regular or special meeting, if a majority so requires, any question may be voted upon as in Section 2.

Section 4. At all votes by ballot, the chairperson of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three that shall act as "Inspectors of Election" and, at the conclusion of such balloting, certify in writing to the chairperson the results. A certified copy of ballot results shall be physically affixed to the minutes of the meeting. No inspector of election shall be a candidate for office or have a personal interest in the question voted upon.

Article 6 Annual Meeting Agenda (no changes)

- a. Roll call
- b. Minutes from previous meeting
- c. Report of officers
- d. Reports of committees
- e. Old business
- f. New business
- g. Adjournment

Article 7 Board of Governors

- Section 1. The business of this organization shall be managed by a Board of Governors consisting of not more than 12 members in addition to the officers of this organization and a past president. At least one of the elected governors shall be a Member-at-Large. Chapter presidents, other than those duly elected to the Board of Governors, and chairpersons of standing committees may meet with the board at stated meetings with voice but not vote.
- Section 2. Elected governors shall serve for a term of three years. Governors shall be elected in three classes, one-third being elected annually. Terms begin at the close of the annual meeting during which the election was conducted and continue through the annual meeting three years hence. Governors are eligible for re-election to only one consecutive three-year term of office.
- Section 3. The Board of Governors shall act in the name of the organization only when it is duly convened in accordance with these bylaws.
- Section 4. The meetings of the Board of Governors shall be held quarterly unless otherwise voted by the Board of Governors.
- Section 5. Nine members of the Board of Governors shall constitute a quorum.
- Section 6. Any one or more of the members of the Board of Governors may participate in a meeting of the board, or any committee thereof, by means of a telephone conference call, online Web meeting or similar means of communication approved by the board that allows meeting participants to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- Section 7. Special meetings of the Board of Governors may be called by the President or by any five members of the Board of Governors. Notice shall be given in accordance with Article 4, Section. 6.
- Section 8. Each Governor shall have one vote, and no vote may be cast by proxy.
- Section 9. The Board of Governors may make such rules and regulations covering its meetings as it may determine necessary.
- Section 10. Vacancies on the Board of Governors or in any Officer position may be filled for the balance of the year by a vote of the majority of the remaining members of the Board of Governors. The Executive Committee will nominate a replacement.
- Section 11. A Governor may be removed when sufficient cause exists for such removal. Such cause includes missing three consecutive board meetings without submitting written excuse to the President for such absence in advance. The Board of Governors may entertain charges against any Governor. A Governor may be represented by counsel upon any removal hearing. The Board of Governors shall adopt such rules as it may consider necessary for the best interests of the organization for this hearing.

Section 12. The Board of Governors may appoint an Executive Director to administer the business details of the Council under board direction. The duties and compensation of the Executive Director shall be determined by the Board of Governors.

Section 13. The Board of Governors shall hire and fix the compensation of any employees necessary for conducting Council business.

Article 8 Officers

Section 1. The elected officers of the Religion Communicators Council shall be President, Vice President, Secretary and Treasurer.

Section 2. The officers of the Religion Communicators Council shall be the officers of the Board of Governors.

Section 3. The officers shall be elected to a one-year term of office at the national annual meeting. They shall hold office until their successors are elected and qualified.

Section 4. Should a vacancy occur in any office, the Board of Governors is empowered to appoint a successor. Officers changing their professional classification during their term of office may complete their term of service.

Section 5. The duties of the officers shall be as stated in Robert's Rules of Order and as designated by the Board of Governors.

Section 6. President. The President shall preside at all meetings, act as the Council's chief executive officer, and monitor Council activities. The President shall be an ex officio member of all committees.

Section 7. Vice President. The Vice President shall, in the absence or inability of the President to exercise his/her office, become acting president of the organization, with all the rights, privileges and powers of this office.

Section 8. Secretary. The Secretary shall keep the minutes and records of the organization. The Secretary shall be the official custodian of the records. The Secretary may be one of the officers required to sign the checks and drafts of the organization.

Section 9. Treasurer. The Treasurer performs all duties incident to the office of treasurer subject to the control and policies of the Board of Governors. The Treasurer supervises preparation of the annual budget. The Treasurer oversees all moneys belonging to the organization and shall be responsible for such moneys or securities. The Treasurer may be one of the officers who shall sign checks or drafts of the organization. The Treasurer shall render at stated periods as the Board of Governors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Governors of each meeting.

Article 9 Committees

- Section 1. All committees of this organization, except the Executive Committee, shall be appointed by the President.
- Section 2. The President, Vice President, Secretary, Treasurer and immediate past president shall constitute the Executive Committee. The Executive Committee is empowered to act on behalf of the entire Board of Governor between regular sessions of that board. The Executive Committee will report its actions to the full Board of Governors at the next regular meeting of the full board.
- Section 3. The Board of Governors will determine what standing committees, in addition to a Nominating Committee, are necessary. The President may name task forces to accomplish specific tasks within a specified time period.
- Section 4. The President shall appoint a Nominating Committee not less than 60 days before the Annual Meeting of the Council (Article 4) to present a slate of Officers and Governors at that meeting. Any qualified voting member of the Council may also make nominations from the floor.

Article 10 Fiscal Policies

- Section 1. The fiscal year of the Council shall be from January 1 through December 31.
- Section 2. The Board of Governors shall vote on an annual budget for the coming fiscal year no later than October 31. The Board of Governors may amend the budget from time to time by a two-thirds vote. Any non-budgeted expenditures more than \$500 will be subject to approval of the Executive Committee.
- Section 3. The Board of Governors is authorized to set annual national dues for all categories of membership.
- Section 4. Annual dues of the Council shall be paid by Professional, Associate, and Student members. Retired, Life and Sustaining Members pay no annual dues.
- Section 5. Dues shall be payable in advance upon admission to membership. Any payment by a member to a chapter of the Council does not mitigate such member's financial obligations to the Council.

Article 11 Chapters

- Section 1. The Board of Governors may determine standards for establishing local chapters of the Council. The board may grant a charter for a local chapter to any group that meets the established qualifications.
- Section 2. All local chapters shall submit a written activity report to the Annual Meeting of the Council (Article 4). This report will detail what the chapter has done since the previous annual meeting.

Section 3. The Board of Governors may revoke the charter of any local chapter that does not submit an activity report to the annual meeting for at least two consecutive years. When the charter is revoked, local officers shall forward all chapter records and funds to the national office. The Board of Governors will determine the disposition of any funds received from a dissolved chapter.

Section 4. Members who do not affiliate with a local chapter are Members at Large.

Section 5. These bylaws are binding on all local chapters. Chapter bylaws shall not conflict with these bylaws.

Article 12 Communication

The Board of Governors shall communicate with members regularly and establish all policies concerning how the Council communicates. The board will determine the most efficient and effective means to deliver information to members and foster two-way communication with all constituencies. The board may employ printed publications, online communication, multimedia productions or any other vehicle that enables communication.

Article 13 Amendments

These bylaws may be altered, amended, repealed or added to by an affirmative two-thirds majority vote of the qualified voting members at any Annual Meeting of the Council; or by a two-thirds majority vote cast by mail or email within 30 days after the sending of ballots on a matter authorized by a two-thirds majority vote of the Board of Governors, unless otherwise indicated in these bylaws. Notice of the proposed amendment shall be given to all members in the call to meeting, which is sent not less than 60 days prior to the meeting.