

BYLAWS
OF
NETWORK OF RELIGIOUS COMMUNITIES, INC.
Amended November 27, 2001

ARTICLE I
MISSION STATEMENT

Motivated by the sacred texts and traditions of our unique faith communities, the Network of Religious Communities, Inc. (hereinafter referred to as the "Network"), in recognizing a multiplicity of religious beliefs, respects the right to be and celebrate who we are within our particular religious traditions. Because our humanity is deeper than our divisions, we:

- promote dialogue;
- facilitate the sharing of spiritual activities and resources; and
- work for justice and peace.

The Network is not a religious community unto itself, rather a forum providing opportunities for cooperative ventures, the strengthening of our religious communities, and the betterment of the community as a whole.

ARTICLE II
PURPOSES

The purposes of the Network are to:

- facilitate communication and increased understanding among the members and between the members and the wider community;
- foster cooperation within and between the faith communities to which the members belong;
- facilitate collaboration in areas of common concern and in response to needs in the wider community; and
- promote justice, peace and the common good (as expressed in the faith traditions of the members) in Western New York and the Niagara Peninsula of Ontario.

Initiative shall be enabled at all levels of the Network. The core beliefs and integrity of all religious communities shall be respected in all policy statements issued and actions taken in the name of the Network.

ARTICLE III
MEMBERS

Section 1. Members. The Network is an organization of denominations (judicatories), congregations and religious organizations. Membership is open to all denominations, congregations and religious organizations who subscribe to the mission statement and purposes of the Network and contribute toward the financial support of the Network. Each member is entitled to send one delegate, designated by the member, to the General Assembly.

Section 2. Auxiliary Members. Individuals who subscribe in writing to the mission statement and purposes of the Network, who wish to be supportive of the work of the Network and who contribute toward the financial support of the Network may become auxiliary members of the Network. Auxiliary members may attend the General Assembly as observers but shall not vote nor have the privileges of the floor unless the General Assembly shall otherwise determine.

Section 3. Certain Individual Members. Those individuals who are Class B members of The Council of Churches of Buffalo and Erie County (the "Council") at the effective date of the merger of the Council and Buffalo Area Metropolitan Ministries Inc. ("BAMM") shall be entitled to continue as voting members of the Network, subject to their subscribing in writing to the mission statement and purposes of the Network and contributing toward the financial support of the Network on the same basis as auxiliary members. Notwithstanding the foregoing, the aggregate voting power of all such individual members shall not exceed one-third of all of the eligible voters present at a meeting of the General Assembly and, in order to achieve such result, each such individual member may, if the aggregate number of individual members present shall exceed one-third of the eligible voters present, cast a fractional vote equal to each such voter's pro rata share of one-third of the eligible voters present. Such voters may vote only in the election of officers of the Network elected by the General Assembly, election of delegates to the Board of Governors, election of Trustee members of the Board of Governors and adoption of the annual budget. No similar provision is required in the case of BAMM which has no individual members. With this exception, voting membership in the Network shall be limited to the religious organizations set forth in Section 1 of this Article III.

ARTICLE IV
GENERAL ASSEMBLY

Section 1. Delegates. Each member denomination, congregation and religious organization shall be entitled to designate in writing one delegate to the General Assembly. Delegates shall serve until the member shall designate another delegate in writing.

Section 2. Observers. The General Assembly may invite denominations, congregations and religious organizations which are not members of the Network to send observers who shall not vote nor, unless invited by the General Assembly, have the privileges of the floor to attend the General Assembly.

Section 3. Meetings. The General Assembly shall meet at least annually during the fourth quarter of each year*. The date, time, and place of the meeting to be determined by the President.

Special meetings may be held from time to time at the call of the President.

Section 4. Responsibilities. The responsibilities of the General Assembly shall be to:

- a. adopt the annual budget for the Network presented by the Board of Governors;
- b. elect delegates to the Board of Governors from (i) congregations and (ii) religious organizations other than those religious organizations having permanent seats on the Board of Governors;
- c. elect the five Trustee members of the Board of Governors;
- d. elect persons to the offices of President and Treasurer of the Network;
- e. receive reports regarding the operation and finances of the Network; and
- f. approve all amendments to these Bylaws.

Section 5. Officers. The President of the Network shall serve as the presiding officer of the General Assembly. The President shall serve for a term of one year and may be re-elected to one successive one year term. The Secretary of the Network, elected by the Board of Governors, shall serve as the Secretary of the General Assembly.

Section 6. Standing Committees. The General Assembly shall have standing committees as set forth in these Bylaws. Additional standing committees may be established by amendment of these Bylaws upon recommendation of the Board of Governors and, subject to ratification at the next General Assembly by amendment of these Bylaws, may be established by the Board of Governors. The Board of Governors shall establish additional standing committees from time to time, as may be requested by members of particular religious communities with responsibility for (i) addressing and facilitating concerns, activities and events which are specific to such religious community and (ii) if desired by such religious community, for providing a framework within the Network for such religious community to function together.

- a. Each standing committee shall have the responsibilities set forth in the section of these Bylaws establishing such standing committee. All standing committees shall discharge such responsibilities in a manner which shall at all times be consistent with Articles I and II of these Bylaws and with policies established from time to time by the Board of Governors.
- b. The Board of Governors shall appoint the members of all standing committees, who shall serve for such term as the Board of Governors shall determine. Members of standing committees need not be delegates to the General

Assembly nor members of the Board of Governors but they shall be persons who subscribe to the mission statement and purposes of the Network. The Board of Governors shall designate certain members of each standing committee to serve from time to time as the Chairperson and Vice Chairperson of such standing committee.

- c. Standing committees may establish sub-committees for specific purposes from among the members of the standing committee.
- d. Each standing committee shall maintain minutes of its proceedings and shall submit copies of its minutes and reports of its actions to the Board of Governors on a timely basis. Each standing committee shall present an annual report to the General Assembly for its approval.
- e. Each standing committee shall submit an annual budget request to the Board of Governors in time to permit review of the request and preparation of the annual budget for the Network to be submitted to the General Assembly. No commitments for financial expenditures in excess of the amount set forth in the annual budget for such standing committee approved by the General Assembly shall be made by any standing committee without the prior approval of the Board of Governors.
- f. Requests by standing committees for staff support shall be subject to approval by the Board of Governors. Standing committees shall coordinate their calendar of events with the Executive Director to assure there will be no conflict with other events of the Network prior to scheduling an event.

Section 7. Standing Committees. The following shall be the standing committees:

- a. Committee on Christian Concerns with responsibility (i) for addressing and facilitating concerns, activities and events which are specific to the Christian community and give expression to the Christian commitment to the oneness of the body of Christ and (ii) if desired by the Protestant Christian community, for providing a framework within the Network for them to function together as a particular community of faith.
- b. Committee on Interreligious Concerns with responsibility for (i) encouraging communication, understanding and cooperation between religious communities and (ii) addressing interreligious concerns.
- c. Committee on Membership with responsibility for receiving and reviewing applications for membership and auxiliary membership in the Network and recommending action to the Board of Governors with respect to all such applications.
- d. Committee on Nominations with responsibility for

presenting to the General Assembly nominees for (i) President of the Network, (ii) Treasurer of the Network, (iii) delegates to the Board of Governors from congregations and religious organizations, and (iv) the Trustee members of the Board of Governors. It is the intent of these Bylaws that the composition of the Committee on Nominations and the nominees selected by the committee shall, insofar as is reasonably practicable, reflect the religious, geographic and racial ethnic diversity of the Network.

- e. Committee on Communications with responsibility for (i) considering and addressing issues related to the public media, (ii) advising and making recommendations to the Network regarding its internal and external communications, (iii) advising and making recommendations to the Network regarding its public relations, (iv) cataloguing religious programming broadcast over the public media serving our region, and (v) advising, overseeing and making recommendations regarding the public broadcast programs of the Network.

Section 8. Other Committees. The General Assembly may establish such committees other than standing committees as it may determine from time to time to be necessary to assist it in carrying out its responsibilities and shall appoint the members and the chairperson of such committees. All such committees shall report to the General Assembly at such times as the General Assembly shall determine but not less often than annually.

ARTICLE V.
BOARD OF GOVERNORS

Section 1. Delegates. The Board of Governors shall consist of the following:

- a. an equal number of delegates from each of the following categories of members:
 - (i) denominations (judicatories), with each denomination having less than 250,000 members entitled to designate one delegate, each denomination having 250,000 to 500,000 members entitled to designate two delegates, and each denomination having more than 500,000 members entitled to designate three delegates;
 - (ii) congregations, with all congregational delegates being elected annually by the General Assembly; and
 - (iii) religious organizations and service organizations having a religious affiliation as shall be designated from time to time by the Board of Governors having one delegate each in order to reflect as fully as practicable the theological, racial/ethnic and geographic diversity of the religious community and

- other delegates elected annually by the General Assembly;
- b. the five Trustee delegates elected by the General Assembly who shall be elected in classes to serve terms of three years each (with the first election to be two Trustees for three year terms, two Trustees for two year terms and one Trustee for a one year term) and who may be re-elected to one successive three year term;
 - c. one delegate designated by the Religious Leaders Forum; and
 - d. the President and Treasurer of the Network if not otherwise members of the Board of Governors.

Section 2. Meetings. The Board of Governors shall meet annually, within a month following the annual meeting of the General Assembly, for the purpose of dealing with organizational matters and may establish a schedule of at least two additional stated meetings per year. Special meetings may be held from time to time at the call of the President.

Section 3. Responsibilities. The responsibilities of the Board of Governors shall be to:

- a. oversee the initial organizing of the Network;
- b. reflect together generally concerning religious issues and concerns relating to the community and develop and initiate policies for the Network to address those concerns;
- c. develop membership standards and determine expected financial support by members and auxiliary members;
- d. engage in medium and long range planning for the Network;
- e. develop and maintain structures, policies and programs to address interreligious concerns, Christians' concerns, and the concerns of other religious or faith communities as requested;
- f. establish working relationships with organizations other than religious organizations which subscribe to the mission statement and purposes of the Network;
- g. approve any sale or lease of the property of the Network, authorize any expenditure of funds for the care and preservation of the property which exceeds the amount budgeted for such purposes in the annual budget for the Network and establish overall investment guidelines for the investment assets of the Network;
- h. recommend the annual budget to the General Assembly for adoption;
- i. Deleted.
- j. elect from the membership of the Board of Governors a Vice President, Finance and Administration who shall serve as the chairperson of the Trustees and a Vice

- President, Program who shall serve as the chairperson of the Program Committee;
- k. appoint members of committees and standing committees of the Board of Governors;
 - l. after consultation with the Executive Committee, hire and dismiss the Executive Director who shall be the chief executive officer of the Network;
 - m. approve the personnel policy and position descriptions for all employees of the Network; and
 - n. all other responsibility not specifically assigned to the General Assembly or the Trustees in these Bylaws.

Section 4. Officers. The President of the Network shall serve as the presiding officer of the Board of Governors. The Secretary of the Network shall serve as the Secretary of the Board of Governors.

Section 5. Committees. The Board of Governors may establish such committees as it may determine from time to time to be necessary to assist it in carrying out its responsibilities and shall elect the members and the chairperson of such committees. All such committees shall report to the Board of Governors.

Section 6. Standing Committees. The following shall be the standing committees of the Board of Governors:

a. Trustees. There shall be five Trustees, elected by the General Assembly, who also shall serve as members of the Board of Governors and as members of this standing committee. The Trustees shall meet annually, within a month following the annual meeting of the Board of Governors, and may establish a schedule of at least two additional stated meetings per year. Special meetings may be held from time to time at the call of the chairperson.

(i) Meetings of the Trustees may be held by conference telephone if all of the Trustees participating in the meeting can hear one another at the same time. The Trustees may act by unanimous written consent in lieu of a meeting.

(ii) The Vice President, Finance and Administration of the Network shall serve as chairperson of the Trustees. The Trustees shall elect a secretary from among their members.

(iii) The Trustees shall be responsible for the stewardship of the physical property of the Network with specific responsibility for the care and maintenance of the physical property within the budget adopted by the General Assembly, recommending to the Board of Governors the annual budget relating to such property, recommending to the Board of Governors any expenditure of funds with respect to such property which is in excess of the annual budget, and

recommending to the Board of Governors any proposal for the sale or lease of any portion or all of such property. The Trustees also shall be responsible for overseeing the investment assets of the Network within overall investment guidelines approved by the Board of Governors.

(iv) The Trustees may establish such committees as it may determine from time to time to be necessary to assist them in carrying out their responsibilities and shall elect the members and the chairperson of such committees. All such committees shall report to the Trustees.

(v) All actions of the Trustees shall be subject to the approval of the Board of Governors.

b. Personnel Committee. The Board of Governors shall appoint the members of the Personnel Committee who shall serve for such terms as the Board of Governors shall determine. The Personnel Committee shall meet annually, within a month following the annual meeting of the Board of Governors, and may establish a schedule of at least two additional stated meetings per year. Special meetings may be held from time to time at the call of the chairperson. The Personnel Committee shall develop the personnel policy and position descriptions for approval by the Board of Governors, carry out responsibilities with respect to grievance procedures in accordance with the personnel policy, and perform such other duties as may be assigned to it by the Board of Governors.

c. Program Committee with responsibility for the programs and operations of the Network, other than those relating to its physical property and investments as so delegated by these Bylaws to the Trustees. The Program Committee shall biennially review and evaluate all programs of the Network and shall make recommendations regarding the programs to the Board of Governors. The Program Committee shall consist of six or more members of the Board of Governors reflecting the diversity of the Network.

d. Public Issues Committee with responsibility for (i) acting as a clearing house of public issues information, (ii) ensuring that the interests and activities of member groups are communicated to the entire Network, (iii) facilitating cooperation and dialogue among member groups and the community at large on public issues of concern to the members of the Network, (iv) studying and making recommendations to the Board of Governors regarding public issues and (v) issuing statements on behalf of the Network in accordance with policies adopted from time to time by the Board of Governors. The Public Issues Committee shall meet annually, within a month following the annual meeting of the Board of Governors, and may establish a schedule of at least two additional stated meetings per year. Special meetings may be held from time to time at the call of the chairperson.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee of the Network shall consist of the Officers and the chairpersons of the standing committees of the General Assembly and of the Board of Governors.

Section 2. Meetings. The Executive Committee shall meet annually, within a month following the annual meeting of the Board of Governors, and may establish a schedule of stated meetings each year. Special meetings may be held from time to time at the call of the President of the Network.

Section 3. Responsibilities. The Executive Committee shall be responsible for (i) preparing the agenda for meetings of the Board of Governors, (ii) recommending the agenda for meetings of the General Assembly to the Board of Governors, (iii) supervising the work of the Executive Director and (iv) acting on behalf of the Board of Governors between meetings of the Board of Governors subject to (a) these Bylaws, (b) policies established by the Board of Governors and (c) ratification of such actions by the Board of Governors.

Section 5. Committees. The Executive Committee may establish such committees consisting of members of the Executive Committee as it may determine from time to time to be necessary to assist it in carrying out its responsibilities and shall designate the chairperson of such committees.

ARTICLE VII MEETINGS

Section 1. Notice of Meetings. The Secretary shall give written notice of meetings of the General Assembly to all members and auxiliary members not less than ten days nor more than fifty days prior to the date of such meeting. The Secretary shall give written notice of meetings to all members of the Board of Governors and the Trustees not less than ten days prior to the date of their respective meetings. Meetings of the Trustees may be held without notice if all of the Trustees sign a waiver of notice of the meeting.

Section 2. Quorum. The presence in person of one-third of the members of the Network from each of the following membership categories shall constitute a quorum for any meeting of the General Assembly: (i) denominations (judicatories), (ii) congregations and (iii) religious organizations. The presence in person of a majority of the members of the Board of Governors or the Trustees shall constitute a quorum for any meeting of such bodies. Once a quorum is present and the meeting has been convened, the withdrawal of members of a body shall not result in

convened, the withdrawal of members of a body shall not result in the lack of a quorum.

Section 3. Adjourned Meetings. In the event that a quorum shall not be present at any duly called meeting, a majority of the members present may adjourn the meeting from time to time not exceeding thirty days at any one time until a quorum shall be present and the business of the meeting accomplished and no notice of such adjourned meeting need be given.

Section 4. Parliamentary Procedure. All meetings of the General Assembly, the Board of Governors, the Executive Committee, the Trustees, Standing Committees and other committees shall be conducted in accordance with Robert's Rules of Order unless the particular body shall adopt some other recognized rules of parliamentary procedure or shall suspend the rules by a majority vote of the members present.

ARTICLE VIII

RELIGIOUS LEADERS FORUM

The Religious Leaders Forum shall consist of the chief executives, or their designees, of the denominations and religious organizations which are members of the Network and other religious leaders whom they may invite to participate. Its purpose is to promote communication and dialogue among such religious leaders and to enable the Network to consult with and work closely with them. The Religious Leaders Forum shall designate one of its members to serve on the Board of Governors.

ARTICLE IX

OFFICERS OF THE NETWORK

Section 1. Officers. The officers of the Network shall include the President, the Vice President, Program, the Vice President, Finance and Administration, the Secretary, the Treasurer and such other officers as the Board of Governors shall elect from their membership from time to time.

Section 2. President. The President shall be elected by the General Assembly, upon nomination of the Committee on Nominations, and shall serve a term of one year. As provided in Article IV, Section 5, the President may be re-elected to one successive one year term. The President shall preside at all meetings of the General Assembly and the Board of Governors. In the absence or incapacity of an Executive Director, the President shall serve as the chief executive officer of the Network.

Section 3. Vice President, Program. The Vice President, Program shall be elected by the Board of Governors from among its membership to serve a term of one year and such successive one year terms as the Board of Governors shall determine. The Vice President, Program, in the absence or incapacity of the President

President, Program, in the absence or incapacity of the President or a vacancy in that office, shall preside at meetings of the Board of Governors and the General Assembly and otherwise fulfill the functions of the President.

Section 4. Vice President, Finance and Administration. The Vice President, Finance and Administration shall be elected by the Board of Governors from among its membership to serve a term of one year and such successive one year terms as the Board of Governors shall determine. The Vice President, Finance and Administration shall preside at meetings of the Trustees.

Section 5. Secretary. The Secretary shall be elected by the Board of Governors to serve a term of one year and such successive one year terms as the Board of Governors shall determine. The Secretary shall keep the minutes of the meetings of the General Assembly and the Board of Governors and shall otherwise serve as the Secretary of such bodies. The Secretary shall issue notices of meetings of the General Assembly and the Board of Governors.

Section 6. Treasurer. The Treasurer shall be elected by the General Assembly, upon nomination of the Committee on Nominations, and shall serve a term of one year and such successive one year terms as the General Assembly, upon the recommendation of the Committee on Nominations, shall determine. The Treasurer shall be responsible for maintaining the financial records of the Network.

Section 7. Other Officers. Other officers elected from time to time by the Board of Governors shall have such specific responsibilities as the Board of Governors shall determine.

ARTICLE X

INDEMNIFICATION OF PERSONNEL

Section 1. General Indemnification. Subject to Section 2 hereof, the Network shall indemnify any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, by reason of the fact that such person, his or her testator or intestate, was a member of the Board of Governors, a Trustee, an officer or employee of the Network against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or she reasonably believed to be in the interests of the Network and, in criminal proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be subject to and in accordance with the provisions of the Not-For-Profit Corporation Law.

Section 2. Action in the Right of the Network. In connection

Section 2. Action in the Right of the Network. In connection with any action or proceeding by or in the right of the Network to procure a judgment in its favor, indemnification hereunder shall include only amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with the defense or settlement of such action, or in connection with an appeal therein, and no indemnification shall be made in respect of (1) a threatened action, or a pending action which is otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Network, unless and only to the extent that a court of competent jurisdiction determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 3. Nonexclusive Nature of Section 1. The indemnification authorized by Section 1 hereof shall not be deemed to be exclusive of any other rights to which a person seeking indemnification may be entitled pursuant to the applicable provisions of the Not-For-Profit Corporation Law nor pursuant to a resolution of the Board of Governors adopted in accordance with the Not-For-Profit Corporation Law. Expenses incurred in defending a civil or criminal action or proceeding may be paid by the Network in advance of the final disposition of such action or proceeding to the extent permitted by and subject to the provisions of the Not-For-Profit Corporation Law.

Section 4. Intent of Bylaws. It is the intention of these Bylaws to indemnify Network personnel to the maximum extent permitted by applicable law and the Board of Governors is authorized to take such actions as shall be necessary to implement the foregoing.

ARTICLE XI AMENDMENTS

Section 1. Amendment. These Bylaws and any hereafter adopted may be added to, amended, altered or repealed by a majority vote of the Board of Governors followed by a majority vote of the General Assembly at any duly held meeting, provided notice of the proposed amendment shall have been set forth in the notice of the meeting.

Section 2. Evaluation Process. The Board of Governors shall appoint a special committee to evaluate the functioning of the Network within these Bylaws during the first year or such longer period as the Board of Governors shall determine and to recommend to the Board of Governors amendments to these Bylaws which may be appropriate based upon such evaluation.

As amended through 2001.

