

**BYLAWS OF  
THE INTERFAITH COALITION BUILDING BLOCKS FOR WILMINGTON, INC.**

**ARTICLE I — NAME AND PURPOSE**

*Section 1 — Name:* The name of the organization shall be Interfaith Coalition Building Blocks for Wilmington, Inc. (“ICBBW”). It shall be a nonprofit organization incorporated under the laws of the State of Delaware.

*Section 2 — Purpose and Vision:* ICBBW is organized exclusively for charitable, religious, and education purposes. It is a spiritually guided alliance and provider of services intended to improve the quality of life by addressing the root causes of violence in Wilmington, Delaware. Its vision is: Hope, meaning, and contribution in community.

*Section 3 — Mission:* The mission of the ICBBW is to develop ways to better serve city youth and adults who are in need or at-risk, and to develop area-wide interfaith, social service, governmental, and neighborhood association relationships with the purpose of building solutions to systemic issues.

**ARTICLE II — MEMBERSHIP**

Membership shall consist of the board of directors.

**ARTICLE III — BOARD OF DIRECTORS**

*Section 1 — Board role, size, and compensation:* The board is responsible for overall policy and direction of the coalition. The board shall have up to 16, but not fewer than 4 members. The board receives no compensation other than reimbursement for reasonable expenses. It is expected that the board membership shall strive to represent the diversity of the community of Wilmington, Delaware.

*Section 2 — Terms:* All board members shall serve two-year terms, and are eligible for re-election for up to three consecutive terms, but in no case shall serve more than six consecutive years.

*Section 3 — Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written, telephonic, or electronic notice at least two weeks in advance.

*Section 4 — Board elections:* During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

*Section 5 — Election procedures:* New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 6 — Quorum:* A quorum must be attended by at least half of board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. They shall be elected by the then current board of directors and their duties shall be as follows:

*The chair* shall convene regularly scheduled board meetings.

*The vice-chair* shall chair the Public Policy Committee and other committees on special subjects as designated by the board.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the Nominating Committee shall receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be reviewed in order to assure that the needs of the board are met in regard to both skills and diversity. Upon approval of the Nominating Committee, the names of the nominees shall be sent to board members with the regular board meeting announcement to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences defined as more than two unexcused absences from board meetings in one fiscal year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. The secretary shall send out notices of special meetings to each board member at least two weeks in advance.

#### ARTICLE IV — COMMITTEES

*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, finance, public policy, education, etc. The board chair appoints all committee chairs with the exception of the Public Policy and Finance Committees.

*Section 2 — Executive Committee:* The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3 — Steering Committee:* It is anticipated that throughout the inception of the ICBBW a Steering Committee shall function to provide direction and management as to start-up issues and tasks, primary initiatives, community feedback, and policy direction. The Steering Committee shall cease to exist prior to the end of the 24<sup>th</sup> month following the ratification of these by-laws.

*Section 4 — Finance Committee:* The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. The board or the Executive Committee must approve any change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information.

*Section 5 — Public Policy Committee:* The vice-chair shall be the chair of Public Policy Committee. Members of the Public Policy Committee shall be composed of at least three additional board members. The committee shall review all policy and requests for ICBBW action or endorsement and present recommendations to the full board.

*Section 6 — Advisory Board:* From time to time the Executive Committee may appoint persons to serve in an ad hoc advisory capacity to provide feedback, information, and direction as to specific programs, initiatives, or policies. Persons serving on the Advisory Board shall have neither vote nor authority, and shall serve a term specified at the time of their appointment.

*Section 7 — Nominating Committee:* The Vice-Chair shall appoint the Chair of the Nominating Committee, which shall be composed of at least three additional board members. The committee shall be responsible for the recruitment and replacement of board members.

#### ARTICLE V — AMENDMENTS

These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be distributed with regular board announcements.

#### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by two thirds majority vote on \_\_\_\_\_.