

**By-Laws
Of
COMMUNITY MINISTRY OF PRINCE GEORGE'S COUNTY, INC.**

(As amended November 4, 2021)

**Post Office Box 250
Upper Marlboro, Maryland 20773**

Article 1 - Name

The name of this organization shall be "Community Ministry of Prince George's County", hereinafter referred to as Community Ministry or CMPGC.

Article 2 – Purpose

Community Ministry of Prince George's County, Inc. (Community Ministry) is an inter-faith, non-profit organization incorporated and operated exclusively for charitable, educational, and research purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). As a community-based organization, Community Ministry understands and defines its purpose as one of engaging community members, and advancing collaboration with Faith-based organizations, educational institutions, other community-based organization, and government agencies to advance activities and develop and implement programs exclusively of a charitable, public health, or educational nature.

Article 3 - Board of Directors (Insert)

- A. The governing body of CMPGC shall be the Board of Directors ("Board"). The Board is authorized to establish the organization's strategic direction and policies. The Board is responsible to provide a CMPGC based in Maryland, with offices as needed in targeted communities and to supervise the work of the Community Minister. Neither the Board, members, nor the CMPGC staff will purport to speak for or on behalf of any member congregation, judicatory, or organization, unless specifically authorized.
- B. Composition: The Board shall be composed of up to 15 members from CMPGC member and/or community organizations and reflecting the socio-economic composition of targeted communities. The CMPGC Executive Director provides administrative support to the Board of Directors and serves as an *ex-officio* member of the Board.
- C. Duties of the Board of Directors:
 - 1. To elect officers annually or as needed to fill a vacated position.
 - 2. To formulate, approve, present to an annual Board of Directors meeting the long-range goals of CMPGC, and monitor the

implementation of programs and activities to ensure the achievement of stated goals and objectives.

3. To formulate and adopt policies and operating procedures of CMPGC.
4. To select and supervise the Executive Director of CMPGC and to remove the Executive Director by 2/3 or more votes of members of the board if necessary.
5. To search for financial resources for CMPGC to meet its mission goals.
6. To guide the activities and develop CMPGC's position on major community concerns.
7. To approve the annual operating budget of CMPGC.
8. To ensure the organization operate with financial integrity and meet required federal, state, and local laws, regulations, and directives.
9. To develop whatever Task Groups are necessary to accomplish the work of CMPGC.

Article 4 – Officers

A. The officers of the Board of Directors shall be a President, two Vice Presidents (One for each state outside of MD), Secretary and Treasurer.

B. Duties of the Officers:

1. President:
 - a. To chair Board meetings.
 - b. To chair annual meetings.
 - c. To make *ad hoc* committee or Task Force appointments.
 - d. To speak for CMPGC on occasions to public bodies, church judicatories, and congregations.
 - e. To work with and advise the Community Minister of activities and programs the organization should develop and implement to help address emotional and mental issues that are stressing community members.
 - f. To work closely with the Executive Director in developing the agenda for the Board of Directors and annual CMPGC meetings.
2. First Vice President: The First Vice President substitutes for the President when he/she is absent.
 - a. Assist the community minister in conducting outreach to Faith-based missionary organizations.

- b. To speak for CMPGC on occasions to public bodies, church judicatories, and congregations.
- 3. Second Vice President: The Second Vice President substitutes for the First Vice President when he/she is absent.
 - a. Oversee legal matters pertaining to CMPGC's corporate filings, organizational documents, and programs
 - b. Coordinate with Executive Director and Chief Financial Officer/Treasurer to develop plans and actions to minimize and/or resolve legal issue that may confront the organization.
- 4. Secretary:
 - a. To record the actions of the Board and publish minutes and other organizational reports.
 - b. To ensure that these records are distributed prior to each meeting.
 - c. To work with the CMPGC in maintaining an annual meeting minute book of CMPGC, making same available prior to the annual audit.
- 5. Treasurer
 - a. To establish, maintain and monitor all external Financial Accounts
 - b. To disburse, in consultation with the Executive Director, all funds in the possession of CMPGC.
 - c. To keep the financial records of CMPGC.
 - d. To assist the Executive Director in preparing the annual budget.
 - e. To consult with the Executive Director in preparing financial reports.

Article 5 – Executive Director

- A. The Executive Director shall be a person of faith who is recruited, selected, and employed by the board of directors.
- B. The duties of the Executive Director shall:
 - 1. Minister to the needs of the community, direct operations and programs to include applying for funding; research and develop CMPGC around selected public concerns determined by the Board as priorities.
 - a. To help organize the collection of relevant information around selected issues.

- b. To develop alternative methods for addressing community concerns.
 - c. To mobilize resources for action based upon alternative(s) chosen.
- 2. To develop activities and programs to help members in the community address their mental and emotional stressors.
 - a. To provide and interpret information about community mental and emotional concerns.
 - b. To provide training in methods for addressing community concerns.
 - c. To serve as a catalyst for coordination between communities and groups addressing similar concerns.
- 3. To serve as liaison between CMPGC and the public sectors of the County.
 - a. To develop a working knowledge of government structure and function with elected and appointed officials.
 - b. To strengthen the impact of the non-profit community, including Faith community, on critical public concerns.
 - c. To arrange for representation of CMPGC's position at public hearings.
 - d. To provide a communications link between county public sectors and public health organizations addressing critical public concerns.
- 4. To develop and manage the programs operated by CMPGC and to supervise the staff.
- 5. To exercise fiscal responsibility for the affairs of CMPGC within the policy guidance of the Board.
- 6. To propose an annual budget with the assistance of the Treasurer/Chief Financial Officer.

Article 6 - CMPGC Representative(s)

- A. Under the direction of the Executive Director, representatives shall be identified and organized to achieve the goals and objectives of CMPGC at the local level in targeted communities.
- B. Composition: The CMPGC representatives shall be persons who are positioned and able to represent Community Ministry and implement an activity or program within a geographic area that Community Ministry targets as compatible with the furtherance of CMPGC's mission and objectives.
- C. Duties of a CMPGC Representative:

1. To develop and implement activities and programs within the representative's geographic area that are compatible with CMPGC's mission and objectives.
2. To help secure financial support for CMPGC from local communities, individuals, church or faith groups, organizations, commercial/private businesses, and other sources.
3. To organize and function as a partner when needed to support the implementation of CMPGC's goals, objectives, and programs.
4. To provide a program review of current year accomplishments and projected plan and proposed budget for the next fiscal year.

Article 7 – Member

A member organization is one that provides financial and/or resource support for the operation of CMPGC, and supports, and/or will represent CMPGC at meetings and other activities dealing with human services support, education, health, and wellbeing of members of the targeted community or communities.

Article 8 - Election and Terms of Office

- A. Nomination: The Board will be recruited via referrals from current and former Board members and CMPGC staff. The Board President and/or a current Board member will interview each prospective Board member. A subsequent recommendation for membership can be made at a Board meeting.
- B. Annual Election/Approval: In May of each year, Board members will be asked whether to extend or close their term of service. The names of current and/or new Board members will be presented at the annual May meeting of CMPGC. A plurality of votes cast by the-board members present shall determine approval of Board members.
- C. Terms of Office:
 1. Officers shall be elected by Board members.
 2. Each term of office shall be for two fiscal years. Officers shall be installed at that meeting and at that time their term of office shall begin.
 3. Officers who have served a full one-year or a two fiscal year term may be elected to additional terms.
 4. The Board of Directors shall declare an office vacant if the incumbent resigns, dies or a two-third (2/3) vote of the Board members present at a meeting announced at least ten days in advance, the Board declares

that the incumbent is not performing the duties of the office. In such cases, the Board shall be authorized to fill the office for the remainder of the term.

Article 9 - Meetings

- A. The Board shall meet at least four (4) times annually and as called by the President.
- B. Meeting Quorum: there must be three (3) voting members present to properly call the meeting to order.
- C. Consensus for all Board meetings shall be encouraged. However, an affirmative vote by a majority vote of those Board members present and voting shall carry an action in the event of an inability to reach consensus. (Consensus is defined here to mean each person shall be given an opportunity to speak to the issue under consideration, and consensus shall have been declared when a poll of the representatives indicates support of the decision, despite disagreement.)
- D. Board meetings shall likewise be encouraged to reach consensus, if consensus is not reached, issues may be decided by a majority vote of those board members present and voting.
- E. Place of Meetings. Meetings of the Members shall be held at any place designated by the Board of Directors.
- F. Electronic or Telephonic Meetings. Any meeting of the Board of Directors may be held by conference telephone, digital video conference communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

Article 10 - Financial Accounting

- A. The fiscal year shall be July 1 to June 30.
- B. The annual budget for the coming year shall be prepared in April, approved by the Board of Directors in May, and available for use as needed following the Annual Meeting.
- C. Representatives will be requested to make annual commitments to CMPGC, if possible.
- D. A written financial report shall be presented at each Board of Directors meeting by the Treasurer.
- E. A written financial report for each fiscal year shall be prepared by the Treasurer that fiscal year and be made available for review following the close of the fiscal year if requested.

- F. The Treasurer will ensure tax records are properly filed with appropriate agencies and the organization remains compliant with Maryland Secretary of State standards and other required financial regulations, directives, and laws.
- G. The Board shall commission an independent external audit every three years or less based on financial resources levels.
- H. No part of the net monies of the CMPGC shall inure to the benefit of, or be distributed to its members, officers or other private persons, except that CMPGC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 (Purpose). No substantial part of the activities of CMPGC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor participation in, or intervention in (including the publishing and distribution of statements) any political campaign or on behalf of any candidate for public office.
- I. In the event of dissolution of CMPGC, after the paying or making provision for the payment of all of the liabilities, the Board shall dispose of all the assets exclusively for the organization's purpose in such manner, or to such organization(s) operated exclusively for charitable, educational, and public health purposes under section 501 (c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed by the Circuit Court of Prince George's County, exclusively for organizations operated for these purposes.

Article 11 - Amendments

These By-Laws may be amended by vote of two-thirds (2/3) majority of Board members present, provided that the proposed amendment(s) has/have been circulated to Board members at least two weeks in advance of the meeting. The changed By-Laws shall be presented for information at the next annual Board of Directors meeting or upon request, whichever is sooner.

Article 12 - Non-Specified Matters

All matters not herein expressly covered by these By-laws are hereby delegated to the Board of Directors.

Article 13 – Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to

conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Bishop Don Jenkins, President of Community Ministry of Prince Georges County, and Charles W. Caldwell, Treasurer, of Community Ministry of Prince Georges County certify that the foregoing is a true and correct copy of the amended bylaws of the above-named organization, duly adopted by the Board of Directors on November 4, 2021.

By:  Bishop Don Jenkins, President

By:  Charles W. Caldwell, Treasurer