

BYLAWS
Sojourner Truth Ministries
A Ministry of the Williamsport District
of the
The Central Pennsylvania Conference
of
The United Methodist Church

ARTICLE I

Name, Location, Relationship, Purpose and Mission

Section 1.01 **Name** The name of this corporation shall be Sojourner Truth Ministries, Inc.

Section 1.02 **Office** This corporation is incorporated under the Pennsylvania Nonprofit Corporation Law with a registered office at 501 High St. Williamsport, PA 17701.

Section 1.03 **Purpose** The corporation shall be organized and operated for charitable purposes and as such will operate without profit. The purpose of the corporation shall be all those things permitted under the Pennsylvania Nonprofit Corporation Law, including but not limited to serving the people of the Williamsport community with basic needs, spiritual, human service, educational and recreational programs and to encourage them to become active participants in a Christian faith community.

Section 1.04 **Mission** Sojourner Truth Ministries mission and purpose loves all people, creates community, builds character, and equips us to be faithful disciples of Jesus Christ. To fulfill this mission our vision statement is that Sojourner Truth Ministries shall be a loving, spiritual and inclusive mission.

ARTICLE II

Board of Directors

Section 2.01 **Powers** The corporation shall be governed by a Board of Directors (“Board”). The board shall have full power to conduct, manage, and direct the business and

affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the board.

Section 2.02 Directors Each director of the corporation shall be a natural person of full age. The Board shall be responsible for establishing criteria for board membership. Directors need not be residents of Pennsylvania. No salaried staff member of the corporation shall be eligible to serve as a board member.

Section 2.03 Number and Term of Office The Board shall consist of no fewer than nine (9), nor more than thirteen (13) directors, and may be nominated from the members from the following categories as set forth below:

- (a) **District Superintendent** The District Superintendent of the Williamsport District of the Central Pennsylvania Conference of the United Methodist Church is a permanent position on the Board.
- (b) **Clergy and Laity of Founding Churches** A total of (1) representative, clergy or laity, from each of the six (6) founding churches: Faxon-Kenmar United Methodist church, New Hope United Methodist Church (currently New Hope Center of First United Methodist Church), Grace United Methodist Church (currently known as Pine Street United Methodist Church), Newberry United Methodist Church currently St. John's-Newberry United Methodist Church), Calvary United Methodist Church (currently St. Paul-Calvary United Methodist Church), and Third Street United Methodist Church.
- (c) **Supportive Churches** A supportive church is one who has elected to support and promote the ministry of Sojourner Truth Ministries by their prayers, gifts, time and presence for a three year period, serve two (2) lunches on Saturdays and/or week days at Sojourner Truth and covenant to make a financial commitment of a minimum of \$500 a year toward the ministry.
- (d) **Other Board Member** May be nominated from the Laity or Clergy of Supportive Churches, The STM Community and At-Large Members, of the aforementioned categories.
- (e) **Directors** Shall be elected by the Board at the Annual Organizational

Meeting to serve a three (3) year term. Upon adoption of these bylaws, terms of board members shall be staggered such that approximately one-third of the board members from each of the categories set forth in section 2.03 above will have terms that expire in a given year. In no event may any elected director serve more than two (2) consecutive terms or six (6) years consecutively. All Directors shall also be required to serve upon one of the “Other Teams” as listed in Section 2.14 of the Bylaws.

- Section 2.04** **Removal** Any director may be removed, either for or without cause, by the Board whenever in the judgment of the Board the best interests of the corporation will be served thereby. The unexcused absence of a director from more than three of the scheduled official meetings of the board within a given year shall constitute grounds for removal of said director from the Board. Such action cannot be taken without a two-thirds vote of the directors.
- Section 2.05** **Resignations** Any director of the corporation may resign at any time by giving written notice to the President or the secretary of the corporation.
- Section 2.06** **Vacancies** A vacancy in the Board of Directors because of death, resignation, removal disqualification, election to corporate office, or any other cause, may be filled for the un-expired portion of the term by the board or by the officer or committee to which the power to fill such vacancy has been delegated.
- Section 2.07** **Annual Meeting** The Annual Organizational meeting of the Board of Directors shall be held at the time and date as they so choose but no later than the 15th of November each year, for the purpose of organization, election of officers, presentation of a financial plan for the next year, transaction of other business and establishment of a schedule of regular meetings for the coming year. The time and place of all meetings shall be as determined by the Board, Executive Team or President. Written notice of the annual meeting shall be given to every member of the board no later than fifteen (15) day before such meeting.
- Section 2.08** **Special Meetings** A special meeting of the Board of Directors may be called by the president, or Executive Team with no less than twenty-four (24) hours notice to each board member of the time and place of the meeting.

Section 2.09 **Quorum** The majority of the Board of Directors then in office, present in person, shall constitute a quorum for the transaction of business at the meetings of the Board of Directors. In the absence of a quorum at the time and place set for the meeting of the Board of Directors, those present may adjourn the meeting from time to time until a quorum is present. The minutes of the meeting shall accurately reflect the attendance of each board member.

Section 2.10 **Voting** Voting shall be in person only and not by proxy.

Section 2.11 **Annual Report** At the annual organizational meeting of the Board of Directors, the Ministry Coordinator shall present a written report summarizing the corporate activities since the last annual meeting. This report shall be filed with the records of the corporation and entered in the minutes of that meeting.

Section 2.12 **Interested Directors or Officers** No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

Section 2.13 **Executive Team** There shall be an Executive Team comprised of the officers of the board and two other Board members nominated by the President and elected

by the board. The Executive Team's primary function shall be to coordinate the activities of the Board of Directors and any teams designated by the Board in the interim between Board meetings and to serve as an advisory group to the Ministry Coordinator in implementing the work of the Board. Except as otherwise provided by these Bylaws, the Executive Team shall have the power to function for the Board between regular board meetings. The Executive Team shall not have the power to elect a director, to fill vacancy in the board, to adopt, amend or repeal bylaws. To amend or repeal any resolution of the board, to initiate any project not previously approved by the Board, or to increase by more than 15 percent any obligation or appropriation authorized by the Board for a specific purpose. Three members of the Executive Team present in person shall constitute a quorum for the transaction of business at meetings of the Team. The President of the corporation shall chair the Executive Team. Except as otherwise provided by these Bylaws, the Team may adopt rules to govern its procedure. At each regular meeting of the board of Directors, the Executive Team shall provide copies of the minutes of any meetings held since the preceding regular meeting.

Section 2.14 Other Teams The President of the corporation, with the approval of the Board, shall have the right from time to time to designate those teams which shall serve the corporation, including but not limited to the following.

(a) **Personnel Team** The duties and responsibilities of this team shall include, but not be limited to, the hiring, yearly evaluation of job performance, and dismissal of employees and being available for consultation in such situations. The team will develop job specifications, research and advise concerning benefits for staff, handle grievances and such other matters as may from time to time be necessary.

(b) **Finance Team** The duties and responsibilities of this team shall include, but not be limited to, overseeing the investment of capital fund, to assist the treasurer in the performance of his or her duties, to develop the annual budget and to provide for an annual audit.

(c) **Nominating Team** The duties and responsibilities of this team shall include the nominating of officers and board members for each election

year.

(d) **Property Team** The duties and responsibilities of this team shall include, but not be limited to overseeing the maintenance of the building and to ensure that all insurance requirement, fire requirements, health and safety requirements imposed upon the corporation are complied with. This team shall also, in cooperation with the Ministry Coordinator, monitor and authorize the use of the building by outside groups according to guidelines commensurate with the mission of Sojourner Truth Ministries.

(e) **Resource Development Team** The duties and responsibilities of this team shall include, but not be limited to facilitating the acquisition of financial, material and volunteer resources and to develop public relations, fund raising, and volunteer policies for the corporation.

Section 2.15 Team Chairs Those named Chairpersons of Teams shall be elected from the Board. Team members may be selected from the community.

ARTICLE III

Officers

Section 3.01 Offices and Terms The officers of the Board shall be a President, Vice Chairman, Secretary, and Treasurer. The officers of the corporation shall be elected to serve one (1) year terms but in no event shall any officer serve more than three (3) consecutive one-year terms. The officers shall be chosen from the members of the Board of Directors. All Board Members and Officers begin office January 1st of each year as per calendar year.

Section 3.02 Subordinate Officers, Committees and Agents The Board may from time to time elect such other officers and appoint such teams, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the Board may from time to time determine. The Board may

delegate to any officer or team the power to elect subordinate officers and to retain or appoint employees or other agent, or teams thereof, and to prescribe the authority and duties of such subordinate officers, teams, employees or other agents.

Section 3.03 General Powers All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board, or, in absence of controlling provisions in resolutions or orders of the Board, as may be provided in the bylaws.

Section 3.04 President The President of the board, or in the absence of the President, the Vice President, shall preside at all meetings of the members of the Board, and shall perform such other duties as may be from time to time be requested of him by the Board. The President shall sign, execute and acknowledge, in the name of the corporation deeds, mortgages, bonds, contracts or other instruments, authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws, to some other officer or agent of the corporation. The President shall also be given written or verbal notice of and have the right to attend and vote at all team meetings, but unless designated by these bylaws or the Board of Directors or the Executive Team as a regular member of the committee, he/she shall have no obligation to attend such meetings and shall not be counted to determine a quorum.

Section 3.05 Vice President The Vice President shall perform the duties of the president in his absence and such other duties as may from time to time be assigned to him by the Board or the President. The Vice-President shall be charged with the orientation of new Board Members.

Section 3.06 Secretary The Secretary or an assistant secretary shall attend all meetings of the Board and shall record all the votes of the directors and the minutes of the meetings of the Board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and shall see that it is affixed to all documents to be executed on

behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the Board or the President.

Section 3.07 **Treasurer** The Treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate bank account of the same to his credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his custody as treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board or the President.

Section 3.08 **Ministry Coordinator** The Board of Directors will seek the services of a Ministry Coordinator. The Ministry Coordinator shall be either appointed by the Bishop of the Central Pennsylvania Conference of the United Methodist Church or shall be hired independently of the Central Pennsylvania Conference of the United Methodist Church by the Board of Directors and shall be a salaried employee of the corporation. The Ministry Coordinator shall serve as the administrative officer of the corporation and shall have general supervision over the activities and operation of the corporation, subject to the control of the Board including but not limited to, coordinating the work of the various programs, implementing the decisions of the Board, giving leadership to the development of new activity, arranging for regular reporting to the Executive Team and the Board, and serving as the head of the staff and general director of the corporation's activities. Compensation of the Ministry Coordinator shall be as determined by the Board from time to time.

Section 3.09 **Resignations** Any officer of the corporation may resign at any time by giving written notice to the board or to the President or the Secretary of the corporation.

Section 3.10 **Removal** Any officer, committee, team, employee or other agent of the corporation may be removed, either for or without cause, by the Board or other

authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby.

Section 3.11 **Vacancies** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled for the un-expired portion of the term by the Board or by the officer or committee to which the power to fill such office has been delegated.

ARTICLE IV

Audits and examination of Books

Section 4.01 **Examination of Books** The corporate records shall be open to inspection at all times by any member of the Board with approval of the President or by any person or persons who may be appointed for that purpose by the President.

Section 4.02 **Audit** The Board shall arrange for an annual audit of the books of the corporation by an outside audit committee appointed by the President with reports being submitted at end of first quarter to the Board of Directors.

ARTICLE V

Miscellaneous

Section 5.01 **Liability** No Officer or Director of the corporation shall be personally liable for monetary damages for any action taken, unless Officer or Director has breached or failed to perform the duties of the office under Subchapter 57B of the Pennsylvania Nonprofit Corporation Law (relating to standard of care and justifiable reliance), and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5.02 **Fiscal Year** The fiscal year shall end on December 31 of each year.

Section 5.03 **Staff** The Board shall from time to time issue appropriate policies and procedures for the recruiting, selecting and appointing of staff members.

Section 5.04 **Amendment** These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds majority vote of the Directors in attendance at said meeting, provided that written notice has been sent to every director at least ten

(10) days in advance of the date of the meeting, stating the text of the proposed amendment or amendments.

Section 5.05 Corporate Seal The corporation shall have a seal which shall have on it the name of the corporation, the year of incorporation, and the word “Pennsylvania.”

ARTICLE VI

Trust Clause

Section 6.01 Trust Clause In trust, that said premises shall be used, kept, and maintained as a place of divine worship of the United Methodist ministry and members of The United Methodist Church; subject to the **Discipline**, usage, and ministerial appointments of said Church as from time to time authorized and declared by the General Conference and by the annual conference within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises. (Par. 2503. Section 1, Book of Discipline).

Section 6.02 Dissolution In trust, that said premises shall be held, kept, maintained, and disposed of for the benefit of The United Methodist Church and subject to the usage’s and the Discipline of The United Methodist Church.

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