

BYLAWS of Lafayette Urban Ministry

Last revision: December 2023

Article I Membership

Section 1 – Church Membership - Churches who desire to participate in the activities of the corporation by contributing financial and voluntary support to the general purpose of said corporation may become members upon written application and approval by a majority of the board of directors.

Article II Meeting of Members

Section 1 – Place of Meeting - Meetings of members shall be held at such place in Tippecanoe County, Indiana as may be specified in the respective calls, notices, or waivers of notice thereof. Unless otherwise designated meetings shall be held at the principal office of the corporation.

Section 2 – Annual Meeting - The annual meeting of the members of the corporation shall be held at the principal office of the corporation in December in conjunction with the monthly board of directors meeting for the purpose of organization, election of officers of the corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If the annual meeting of members is not held at the time designated in these bylaws, such failure shall not cause any defect in the existence of the corporation, and the directors then in office shall hold over until their successors shall be chosen and qualified.

Section 3 – Special Meetings - Special meetings of the members may be called by the president, by a majority of the board of directors, or by written petition signed by at least twenty (20) percent of the members.

Section 4 – Notice of meetings - Unless appropriately waived in writing, written notice stating the place, day, hour, agenda and for a special meeting the purpose of any meeting of members, shall be delivered in person, by mail, or by email, at least five (5) days before the proposed meeting day and time to each member or director, as the case may be, entitled to vote at such meeting, at such address as appears upon the records of the corporation.

Section 5 – Voting Rights - Each member of the corporation shall have such voting rights as are specified in the Articles of Incorporation of the corporation.

Section 6 – Quorum - At any meeting of the members those present to vote shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any

business by the meeting unless a greater number is required by law, the Articles of Incorporation, or this code of bylaws.

Article III – Board of Directors

Section 1 – Duties and Qualifications - The business and affairs of the corporation shall be managed by a board of directors, at least a majority of whom, as provided by law, shall be citizens of the United States.

Section 2 – Number and Terms of Office - There shall be one (1) director appointed by each member church and such other at-large directors as the Board of Directors from time to time deem appropriate. All at-large directors shall be elected at a meeting of the Board of Directors by a majority vote of the board of directors and they shall serve until their successors shall be chosen and qualified unless they resign or are sooner removed as hereinafter provided.

Section 3 – Vacancies – Any vacancy of the board of directors caused by death, resignation, or otherwise of an at-large director may be filled by a majority vote of the board of directors. Any vacancy of the board of directors caused by death, resignation, or otherwise of a director appointed by a member church shall be filled by another person appointed by that member church.

Section 4 – Removal of Directors - At any special meeting of members called for such purpose, any member of the board of directors may be removed with just cause by an affirmative vote of a majority of the members. Upon such removal of a director, the member church that appointed such director shall appoint a successor director for the unexpired term of the director removed. In the event that the director so removed is an at-large director, a successor at-large directors shall be elected by a majority vote of the board of directors for the unexpired term of the director removed. Failure to elect a director at such meeting to fill the unexpired term of any director so removed shall be deemed to create a vacancy on the board of directors which may be filled by the remaining directors in accordance with section 3 of this article.

Section 5 – Meetings – Regular meetings of the board of directors shall be held monthly, or more or less frequently as determined by the Executive Council, at a time adopted pursuant to a resolution of the board of directors to such effect. However, the board of directors shall have no fewer than nine (9) meetings in any given calendar year. The Executive Council may cancel a regular meeting of the board of directors with no fewer than twenty-eight (28) days notice to board members. Special meetings may be held upon the call of the president or any three (3) members of the board and upon forty-eight (48) hours notice specifying the time, place and general purpose of the meeting was given to each director personally, or by mail, email or telephone. No notice shall be necessary for any regular meeting, and notice of any other meeting may be waived in writing or email. Attendance at any such meeting shall constitute waiver of notice of such meeting.

Section 6 – Quorum - At any meeting of the board of directors one-third of the directors then in office shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business by the meeting unless a greater number is required by law, the Articles of Incorporation or this code of bylaws.

Article IV Officers and Elections

Section 1 – Officers and Executive Council Members—Officers shall consist of a president, vice-president, secretary and treasurer. Executive Council members shall include the Officers and those Board members that the Officers shall designate. The executive director shall be a non-voting member of the executive council.

Section 2 - Report of the Nominating Committee and Nominations From the Floor—The report of the nominating committee shall be presented to the Board of Directors at least one month before the Annual Meeting. Immediately following presentation of such report, nominations may be made from the floor by any voting member, providing the consent of the nominee shall have been secured.

Section 3 - Elections and Terms of Office—Elections shall be held each year at the Board of Directors Annual Meeting. A majority vote of those qualified to vote and voting shall constitute an election.

Section 4 - Vacancies—Whenever any vacancies shall occur in any of the offices of the corporation, the same may be filled by the board of directors at a regular meeting. Any officer so elected shall hold office until the next annual meeting of the board of directors and until his successor shall be duly elected and qualified.

Section 5 - Removal—Any officer of the corporation may be removed at the pleasure of the board of directors whenever a majority of such board shall vote in favor of a removal.

Article V Powers and Duties of Officers

Section 1 – President - The president shall preside at all meetings of members and directors and shall have such other powers and duties as this code of bylaws or the board of directors may prescribe.

Section 2 – Vice-President - The vice president shall sit during the absence or incapacity of the president and, when doing so acting shall have the power and duties of the president.

Section 3 – Secretary - The secretary shall attend all meetings of members and of the board of directors and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all standing committees appointed by the board of directors; shall attend to the giving and serving of all notices of the

corporation required by the code of bylaws and in general shall perform all duties pertaining to the office of secretary and such other duties as this code of bylaws or the board of directors may prescribe.

Section 4 – Treasurer - The Treasurer shall ensure that correct and complete records of account, showing accurately at all times the financial condition of the corporation are kept. The treasurer shall submit quarterly, or whenever requested, a statement of the financial condition of the corporation to the board and members and cause an annual audit to be performed.

Section 5. - Executive Council -This council shall have the power to act as the board of directors when the board of directors is not in session. These actions are to be reported to the board of directors at the next meeting of said board.

Article VI Miscellaneous

Section 1 – Corporate Seal - The Corporation reserves the right to adopt a seal at some other time if desired. All acts of the corporation shall be valid and binding without the affixing of the seal.

Section 2 – Execution of contracts and other documents - Unless otherwise ordered by the board of directors, all written contracts and other documents entered into by the corporation shall be executed on behalf of the corporation by the executive director.

Section 3 – Fiscal Year - The fiscal year of the corporation shall be the calendar year.

Section 4 – Committees - The Corporation may establish such permanent and ad hoc committees as it may from time to time deem appropriate upon resolution duly passed by a majority of said board. Such standing committees shall have no authority to take any official action; rather, such committees shall make recommendations to the Board of Directors for action to be taken by such Board at a duly constituted meeting of its members. All members of such standing committees do not have to be members of the Board of Directors; however, each standing committee shall have at least one member of the Board of Directors as a member of that committee. Standing committees shall cause minutes of their proceedings to be kept and filed with the Secretary.

Article VII Amendments

Section 1 – Amendments of Bylaws - Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of this code of Bylaws is vested in the board of directors. These Bylaws may be amended at any meeting of the board of directors by a majority vote, provided that such an amendment has been presented at the immediately preceding meeting of said board.