

# THE RHODE ISLAND STATE COUNCIL OF CHURCHES BYLAWS

*Adopted by the Governing Board on September 18, 2024*

## ARTICLE I – NAME

The name of this corporation shall be The Rhode Island State Council of Churches, hereafter referred to in these bylaws as the Council.

## ARTICLE II – VISION, MISSION, & GUIDING PRINCIPLES

**Section A. Vision.** The Rhode Island State Council of Churches envisions a world that is a beloved community, reflecting God’s peace, love, and justice.

**Section B. Mission.** the Rhode Island State Council of Churches serves as a faith-based voice for justice, an advocate for those who have no voice, a resource for individuals, congregations, denominations, and civic organizations, and operates as a coalition of individuals and faith communities.

**Section C. Guiding Principles.** The Council Holds These Guiding Principles:

1. An appreciation for the value of sacred writings from all faith traditions.
2. A belief that every person is precious and, therefore, worthy of our love and respect, and that, so loved, each one has the capacity to engage in transformational relationships in their congregations and communities.
3. A reliance on prophetic and timeless tools of discernment, advocacy, education, and direct action.
4. A respect for the history and role of the Council as a leader among the faith communities and as a broker of merciful conversations around cultural differences which celebrate human diversity.
5. A preference for partnerships with other faith communities and civic organizations.

## ARTICLE III – MEMBERSHIP

**Section A. Members.** Membership in the Council shall be open to those Denominations, Congregations, and similar entities, and individual clergy and laity who affirm the mission of the Council and seek to collaborate through this coalition. Membership may be by invitation or by application and shall be reviewed by the President and confirmed by the Executive Committee.

**Section B. Types.** There shall be three types of membership, the responsibilities and privileges of which shall be established by the Governing Board, including expectations for financial support for the work of the Council:

**1. Denominational Members.**

- a. Membership is open to all Denominations that affirm the mission of the Council for the purpose of the following:
  - i. As a conduit for information between the Council and its members.
  - ii. As a way to broaden the discussion of current societal issues and appropriate religious response(s).
  - iii. To broaden the public voice of the entities in the partnership.
- b. The Denominational Forum: Denominational Executives shall be invited to sit at the table with their colleagues from other Member Denominations at meetings convened by the Executive Minister, currently quarterly.
- c. Denominational membership requires appropriate financial support on an annual basis, to be reviewed annually by the Council and the Denomination.
- d. Denominational policy shall not be bound by the positions taken by the Council.

**2. Congregational Members.**

- a. Membership is open to all individual Congregations that affirm the mission of the Council.
- b. Individual Congregations that are part of a Member Denomination may join as a Congregational Member.
- c. Congregational Membership requires an appropriate annual financial contribution, the purpose of which shall be to provide services to congregations and to enhance their shared ministries.
- d. Congregational Members shall not be bound by positions adopted by the Council.

**3. Individual Members.**

- a. Membership is open to all individuals who affirm the mission of the Council.
- b. Individuals may be members regardless of the membership status, if any, of their Denomination or Congregation.
- c. Individual Membership requires an annual financial contribution as a sign of one's commitment to the Council.
- d. Individual members shall not be bound by positions adopted by the Council.

## ARTICLE IV – GOVERNING BOARD

**Section A. Membership.** The Governing Board shall be comprised of the Officers, the Chairs of the Commissions and Standing Committees, and others on recommendation by the Executive Committee, to number at least 12 members. They shall be elected for a term of one year and may serve additional, consecutive terms. They shall be widely representative of the membership of the Council. The Executive Minister shall be an ex-officio, non-voting member of the Governing Board.

**Section B. Unexcused Absence.** Any member who misses three out of five meetings in a year may be removed for non-participation in accordance with the Operating Procedures.

### **Section C. Powers.**

**1. Governance.** The Governing Board shall elect the officers of the Council. It shall also elect the Council's Executive Minister. It shall have authority to create and constitute Commissions, Committees, and other Council groups; confirm chairpersons appointed by the President; and approve Commission, Committee, and group budgets, where applicable. It shall approve the Council's annual administrative budget. It shall set goals and establish priorities for the Council and evaluate these at least annually. It shall receive periodic reports from Commissions, Committees, and groups and evaluate their work. The Governing Board shall exercise all corporate and administrative duties of the Council.

**2. Assets.** The Governing Board shall receive and retain on behalf of the corporation all or any part of any securities or other property, whether personal or real, acquired by the corporation in whatever manner except for those funds which are allocated to specific programs, and shall supervise and authorize the Treasurer or other officer or person designated by the Governing Board to invest, reinvest and disburse any securities and funds held by the corporation without being restricted to the investments which a trustee is or may hereafter be permitted by law to make. The Governing Board shall authorize the President or other officer so designated to execute on behalf of the corporation any contract for the purchase or sale of any corporate assets or for any other matters which shall require corporate authority.

**Section D. Meetings.** The Governing Board shall meet at least five (5) times a year, one of which shall be designated as the Annual Meeting. At any meeting of the Governing Board, a simple majority of the current full Governing Board membership roster shall constitute a quorum. Decisions shall be made according to the means specified in the Operating Procedures which shall include provisions for the presentation of a motion and the conditions for USPS mail and electronic participation as well as in-person voting.

**Section E. Witness.** Positions taken on issues represent the thinking of the majority members of the Governing Board. The Council does not attempt to speak for any Denomination or Congregation or for any other Council members, but rather with them and to them, making a common witness on issues. The Governing Board, or its designee(s), is the only body that officially speaks for the entire Council. Issues for discernment and action may be brought to the Governing Board by the Executive Minister, the Commissions, or any member of the Governing Board.

### **Section E. Executive Committee.**

- 1. Membership.** The Executive Committee shall be composed of the Officers (7); the Chairs of the Commissions; the Chair of each Standing Committee or his or her

designee; and others, appointed by the President, to provide for broad representation of the Governing Board.

2. **Powers.** The Executive Committee shall have the power and authority to act for and on behalf of the Governing Board between meetings of the same, provided that the actions of such an Executive Committee shall be subject to ratification by the Governing Board at its next meeting. The Executive Committee shall meet on the call of the President or the Executive Minister, or when requested by two or more members thereof. One week's notice shall be deemed necessary and sufficient for calling a meeting of the Executive Committee unless, by reason of emergency, a shorter period is required.
3. **Other Duties:** The Executive Committee shall oversee and carry out the following governance functions on behalf of the Governing Board and make recommendations to the Board in these and other areas as they may from time to time arise:
  - a. Personnel: All matters related to policy development and oversight.
  - b. Budget development and oversight.
  - c. Investment management.
  - d. Fund development.
  - e. Communications.
4. **Quorum.** At any meeting of the Executive Committee a simple majority shall constitute a quorum.

**Section F. Standing Resolutions.** To implement the provisions of the Bylaws and to provide flexible rules of operation and procedure for the Council consistent with the Bylaws, the Governing Board may from time to time by majority vote adopt, amend, or rescind various standing resolutions at any regularly called meeting of the Board.

**Section G. Parliamentary Authority.** All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, Newly Revised, and it shall constitute the ruling authority in all cases in which it is not inconsistent with these bylaws or with any statute of this State.

## **ARTICLE V - OFFICERS**

**Section A. Name, Number & Term.** The officers of the Council shall be a President, up to three Vice-Presidents, a Secretary, a Media Secretary, a Treasurer, and an Assistant Treasurer, who shall be elected by the Governing Board upon nomination of its Nominating Committee or otherwise, at its Annual Meeting. With the exception of the Treasurer, all general officers shall serve for a term of one (1) year and may be re-elected for three additional consecutive terms in the same office, after which he or she must relinquish that office for a minimum of one (1) year before being considered for reelection.

**Section B. President.** The President of the Council shall preside at all meetings of the Governing Board. The President shall serve as an ex-officio member of all Commissions, Committees, and groups of the Council, with the exception of the Nominating Committee. The President shall discharge the duties which usually pertain to this office, including executing contracts and other instruments authorized by the Governing Board requiring the President's signature and shall counsel with the Executive Minister regarding the conduct of the work of the Council. The President, in consultation with the Executive Committee, shall appoint such committees as may from time to time be necessary, designating the chairperson thereof. The President shall appoint, or remove from appointment, the

chairperson of all Commissions, Committees, and groups, such action to be reported to the Governing Board.

**Section C. Vice-Presidents.** The Vice-President shall in the absence of the President preside over meetings of the Governing Board. The Vice-President upon designation by the President or the Governing Board shall interpret the program and mission of the Council for the Governing Board. If there is more than one Vice President, they shall have designated responsibilities as may be determined from time to time by the Governing Board. If there is more than one Vice-President, one of which shall be identified as the first Vice-President.

**Section D. Secretary.** The Secretary shall be responsible for the official records and communications of the Council for the Governing Board.

**Section E. Media Secretary.** The Media Secretary shall be responsible for oversight and policy regarding communications with the Council's constituencies.

**Section F. Treasurer.** The Treasurer shall be the chief financial officer of the Council and shall discharge duties which usually pertain to this office. The Treasurer shall be a member of the Executive Committee. The Treasurer shall invest, reinvest and disburse any securities held by the corporation as adopted by the Executive Committee and subject to review by the Governing Board.

**Section G. Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer and/or exercise such duties as shall be assigned by the Governing Board.

## ARTICLE VI – COMMISSIONS

**Section A. Faith & Order.** There shall be a Faith and Order Commission which shall report to the Governing Board.

**1. Membership.** Membership shall be drawn from the Council's constituencies. The Executive Minister shall be an ex-officio non-voting member. These persons shall serve for a period of one (1) year and may be re-appointed.

**2. Purpose:** Faith and Order's duties shall include, but not be limited to, the following:

- a. Encouraging and conducting ecumenical and interfaith theological studies and retreats for both clergy and laity;
- b. Facilitating and supporting efforts in interfaith dialogue and ecumenical worship experiences in local and statewide settings;
- c. Being alert to the concerns and actions of the National Council of Churches of Christ in the USA, the World Council of Churches, and other broad faith assemblies and entities.
- d. Providing a theological perspective for the overall work of the Council.

**3. Chair.** The Chairperson shall be appointed annually by the President, in consultation with the Executive Committee, and reported to the Governing Board, provided that no Chair shall serve as chairperson for more than three (3) consecutive years.

**4. Meetings.** The Commission shall meet at least five (5) times per year. It shall work in collaboration with the Executive Minister and shall report its activities to both the Executive Minister and the Executive Committee.

**Section B. Social Justice.** There shall be a Social Justice Commission which shall report to the Governing Board.

- 1. Membership.** Membership shall consist of the Commissioners for areas designated by the Governing Board (appointed by the President with approval by the Executive Committee) and the Executive Minister.
- 2. Purpose.** Social Justice shall collaborate with the Governing Board, the Executive Minister, the Faith and Order Commission on identifying areas needing faith-based witness on matters of public policy. It shall provide leadership for building consensus and developing strategy to advance the social justice decisions of the Council.
- 3. Chair.** One of the Commissioners shall be designated as Chair of the Social Justice Commission and shall represent the Commission on the Governing Board. They shall work in partnership with the Executive Minister.
- 4. Meetings.** The Commission shall meet as needed to develop strategies for witnessing on public issues adopted by the Governing Board.

**Section C. Other Commissions.** The Governing Board may, from time to time, establish additional Commissions as deemed necessary in order to carry out the work of the Council.

## **ARTICLE VII - COMMITTEES**

### **Section A. Board Development/Nominating Committee**

- 1. Membership.** The Board Development/Nominating Committee shall consist of three (3) to five (5) members, with at least one a non-Board member, and shall work in collaboration with the Executive Minister. The Chair shall be a member of the Governing Board. Members of the Nominating Committee may serve for a maximum of three (3) years. In as much as possible, terms shall be rotated to provide for continuity.
- 2. Duties.** The Board Development/Nominating Committee shall present for election at the Annual Meeting:
  - a. A Slate of Officers and additional Members of the Governing Board (although it shall be the privilege of the Governing Board to receive nominations other than those presented by its Nominating Committee, including those from Member Denominations), and
  - b. The Nominating Committee, including its Chair, for the next cycle. In addition,
  - c. The Committee shall research and present for election candidates to fill vacancies on the Board between Annual Meetings.

- d. The Committee also shall provide for the orientation of new Board members and shall seek ways to develop the Board's capacity to govern.

**3. Underrepresented Communities/Diversity, Equity, and Inclusion.** The Nominating Committee shall actively invite candidates to apply for leadership positions on the Governing Board, Commissions, and Committees, ensuring that the selection process reflects the diversity of the faith communities the Council aims to serve and engage in its programs.

**4. Meetings.** The Board Development/Nominating Committee shall meet as needed and shall render a preliminary report to the Chair no later than October 31. A majority of the members of the Committee shall constitute a quorum, and in the presence of a quorum, a majority of the members in attendance at any meeting shall decide its action.

### **Section B. Rhode Island Bible Society Committee**

1. **Membership.** The Rhode Island Bible Society Committee shall consist of the Executive Minister, who shall serve as Chair, and up to four (4) additional members, appointed by the President in consultation with the Executive Committee and reported to the Governing Board.
2. **Duties.** Although management of the Rhode Island Bible Society endowment shall rest with the Treasurer of the Council on behalf of the Governing Board, the Committee shall receive requests for and expend funds for the purchase of Bibles, according to its Articles of Association.
3. **Meetings.** The Committee shall meet annually, or more often as needed, to fulfill its charter.

**Section C.** The Governing Board shall have the power to create such other committees, teams, and short-term task forces as are necessary to carry out the work of the Council.

## **ARTICLE VIII – PARTNERS**

**Section A. Name & Number.** There shall be two categories of partners, Faith Partners and Community Partners, or those who self-identify with both categories, who choose to engage in the work of the Council on an ongoing basis.

1. **Faith Partners.** Faith Partners are organizations and groups who represent faith traditions that would not normally join as members of the Council but who wish to be aligned with aspects of the work of the Council as a Partner.
2. **Community Partners.** Community Partners are organizations and groups whose mission is aligned with one or more aspects of the Council's work and who have a shared interest in particular issues and who, therefore, wish to be identified as a Partner of the Council.

**Section B. Partnership.** Partnership may be by invitation or by application. The Executive Committee shall receive and act upon requests and report its decisions to the Governing Board.

**Section C. Memorandum of Understanding.** The relationship between the Council and a Partner shall be defined in a Memorandum of Understanding and shall include the provision of a contribution to the Council and/or a sharing of resources according to the Partner's available resources. Partners shall be invited to participate, as appropriate, in Council activities and events.

## **ARTICLE IX - EXECUTIVE PERSONNEL**

**Section A.** The Council shall employ an Executive Minister who will be the chief executive officer of the Council, responsible for the administration of Council affairs, ecumenical leadership, public relations, communications, and in all other ways for carrying out the work of the Council as directed by the Governing Board in accordance with these Bylaws. The Executive Minister shall be in good standing in his or her Denomination or Congregation. The Executive Minister shall be an *ex-officio* non-voting member of the Governing Board, and of all Commissions, Committees, and groups of the Council.

**Section B.** The Executive Minister shall be the administrator of the staff team which will function as a whole to achieve the overall purposes and goals of the Council. Any person employed to work in any capacity within the structure of the Council will be considered an employee of the Council, and subject to the personnel policies of the Governing Board and under the general supervision of the Executive Minister of the Council, subject to appeal to the Governing Board.

**Section C.** There may be an Administrative Assistant whose role shall be to assist the Executive Minister with primary responsibility for administration and business management.

## **ARTICLE X- STANDARDS OF CONDUCT**

The highest degree of integrity, loyalty, confidentiality, and stewardship in all matters relating to the performance of their duties is expected of officers and board members; Commission, Committee, and group members; other volunteers; and paid employees. This includes, but is not limited to, behavior or actions that could be deemed discrimination or harassment, a lack of fiduciary responsibility in managing funds or property, and/or undisclosed conflicts of interest that might compromise or appear to compromise the decision-making of the Council and/or the Council's wellbeing. A "duty of care" requires all persons to act in the best interests of the Council: to act as a reasonably prudent person, to exercise all reasonable efforts to inform themselves of the mission and ministry of the Council, and to exercise their independent judgment. A "duty to disclose" requires that all persons disclose breaches or possibility of breaches of fiduciary duty, whether by themselves or by others.

## **ARTICLE XI - INDEMNIFICATION**

The corporation shall insofar as permitted by law indemnify and save harmless each officer now or hereafter serving the corporation whether or not then in office, except in relation to matters as to which each officer shall have been guilty of gross negligence or bad faith, from and against any and all claims, liabilities, penalties, forfeitures and fines to which he or she may be or become subject by reason of having been an officer of the corporation, and in addition shall either reimburse each such officer for all legal and other expenses reasonably incurred in the defense of any such proceedings to enforce or collect any such claim, liability, penalty, forfeiture or fine, or shall assume the burden of such defense, whichever the corporation shall elect to do. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.



## **ARTICLE XII – CHARITABLE STATUS & DISSOLUTION**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Governing Board without being restricted to the investments which a trustee is or may hereafter be permitted by law to make; provided, however, that no action shall be taken by or on behalf of the corporation not permitted to be taken or carried on by an organization except under Section 501 (c)3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)2 of such Code and Regulations as they now exist or as they may hereafter be amended. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary the assets of the corporation after all debts have been satisfied then remaining in the hands of the Governing Board, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the National Council of Churches of Christ, or to such other charitable religious scientific literary or educational organization which would then qualify under the provisions of Section 501 c of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, as the Governing Board may determine or as may be determined by a court of competent jurisdiction upon application of the Governing Board.

## **ARTICLE XIII - FISCAL YEAR**

The Fiscal year of the corporation shall be the calendar year.

## **ARTICLE XIV – SEAL**

The Seal of the Corporation shall be circular in form with the inscription therein of the name, state, and year of organization of the corporation and such other devices, if any that the members of the Governing Board may determine.

## **ARTICLE V - AMENDMENTS**

These Bylaws may be amended, revised or repealed by a two-thirds vote of the delegates present at any meeting of the Governing Board, provided that notice of the substance of the proposed amendment shall have been given in the notice of the meeting to all members of the Governing Board, at least two weeks before the date of the meeting.

## APPENDIX

By vote of the Assembly on May 24, 1956, The Rhode Island State Council of Churches declared itself in agreement with the Preamble of the Constitution of the National Council of the Churches of Christ in the United States of America which reads as follows:

*In the providence of God the time has come when it seems fitting more fully to manifest oneness in Jesus Christ as divine Lord and Savior, by the creation of an inclusive cooperative agency of the Christian churches of the United States of America and extend the general agencies of the churches and to combine all their interests and functions.*

### **PREAMBLE – Prior to 1960 (1946-1960)**

Believing that it is in the providence of God that followers of Christ do cooperate more effectively for the progress of the Gospel, we unite in allegiance to Jesus Christ, and seek to express His spirit through a cooperative endeavor, and therefore we do adopt this Constitution.

### **PREAMBLE -1960**

The Rhode Island State Council of Churches is a fellowship of Christian Churches which profess belief in one God; the creating Father, the redeeming Son, and the strengthening Holy Spirit. It is established to bear a common witness to this profession through cooperative work.

By vote of the Assembly on November 15, 1973, The Rhode Island State Council of Churches declared itself in agreement with the Preamble of the Constitution of the National Council of Church of Christ in the United States of America which reads as follows:

*The National Council of Churches of Christ in the United States of America is a cooperative agency of Christian communions seeking to fulfill the unity and mission to which God calls them. The member communions, responding to the gospel revealed in the Scriptures, confess Jesus, the incarnate Son of God, as Savior and Lord. Relying on the transforming power of the Holy Spirit, the Council works to bring churches into a life-giving fellowship and into common witness, study and action to the glory of God and in service to all creation.*

### **PREAMBLE – March 22, 1989**

The Rhode Island State Council of Churches is organized to further a common obedience to God in mission among its participants hereinafter referred to as the Members. Therefore the Council shall enable the Members which confess Jesus Christ as Lord and Savior to manifest more clearly their unity in Him and the Council shall enable these and other Members to come to a deeper appreciation of God's truth by the strengthening of the Holy Spirit and to perform more fully their mission of reconciliation and renewal.

### **MISSION STATEMENT – March 22, 1989**

The purpose of the Rhode Island State Council of Churches shall be to provide a vehicle through which the Members shall be enabled to witness to the Lordship of Jesus Christ and to further their common obedience to Him as they engage in His mission.

### **AMENDED**

- ❑ Governing Board meeting of March 28, 2000 (structural changes, especially to provide for up to three Vice Presidents).
- ❑ Governing Board meeting of January 23, 2003: New preamble and mission statement and updated structure.
- ❑ Governing Board meeting of December 1, 2005, to provide for three Networks – Church, Community, and Interfaith.

### **REVISION – Governing Board Revisions:**

- ❑ October 1, 2015: Removed the Preamble, Revised the Mission Statement, Expanded the structure to Congregational Members and Faith & Community Partners, and Added Advocacy & Justice Commission and RI Bible Society Committee.
- ❑ March 23, 2017: Added Chairs of the Commissions and Committees to the Governing Board where they are not already members.
- ❑ September 18, 2024: We codified the new language around Mission, Vision, and Guiding Principles developed during the pandemic shutdown in 2020; clarified Membership, freeing denominations from a requirement to serve on the Governing Board and codifying a Denominational Forum; tightened the required number of Governing Board members; and streamlined the Commissions. We also instituted the addition of a companion document, “Operating Procedures.”