

BY-LAWS

THE BLACK CLERGY COLLABORATIVE OF MEMPHIS

CHAPTER I

NAME

The CORPORATION shall be known as the BLACK CLERGY COLLABORATIVE OF MEMPHIS.

CHAPTER II

OFFICIAL OFFICE

The headquarters of the BLACK CLERGY COLLABORATIVE OF MEMPHIS shall be in Shelby County, Tennessee.

CHAPTER III

MEMBERSHIP

Section 1. Eligibility: Any Black clergy member may become a regular member of the BLACK CLERGY COLLABORATIVE OF MEMPHIS upon application and payment of any regular dues as set by the membership.

Section 2. Termination of Membership: Membership may be terminated by resignation, by non-payment of dues, or cause after written notice of charges and pending expulsion, suspension or termination, and a 30-day period to answer in writing has expired, and the BLACK CLERGY COLLABORATIVE OF MEMPHIS took action.

CHAPTER IV

MEETINGS

Section 1. Regular Meetings: The BLACK CLERGY COLLABORATIVE OF MEMPHIS members shall meet no less than once per month at a time and place designated by the Executive

Committee. Virtual meetings are authorized. Meetings may be called by written request of the Executive Committee.

Section 2. Annual Meeting: The January meeting shall be designated as the Annual meeting and held at a location designated by the Executive Committee. At the annual meeting:

The President and Treasurer shall report on the activities and financial condition of the Corporation.

The failure to hold an annual meeting at a time stated in or fixed in accordance with the Corporation's bylaws does not affect the validity of any corporate action.

Section 3. Quorum: A quorum for the transaction of business at any meeting of the BLACK CLERGY COLLABORATIVE OF MEMPHIS shall be seven members, one of whom is a member of the Executive Committee.

Actions at meetings may be taken by consensus. When consensus cannot be reached, a voice vote will be taken, a vote of the majority, which only requires a simple majority to pass any properly made motion.

A member's proxy shall be counted only to establish a quorum, but not as a vote for or against an issue.

CHAPTER V

OFFICERS/DIRECTORS

Section 1. Officers/Directors. The elected officers/directors of the Black Clergy Collaborative of Memphis shall be President, Secretary, and Treasurer.

Section 2. Terms. The officers/directors shall be elected for two (2) calendar terms at the September meeting or the next meeting after the September meeting. After the first two years of operation, September 2020 – September 2022, the executive committee term starts on January 1 and ends on December 31 of the second year.

Section 3. Termination. Officers/Directors may be terminated by resignation, by non-payment of dues, or cause after written notice of charges and pending expulsion, suspension or termination, and a 30-day period to answer in writing has expired, and the BLACK CLERGY COLLABORATIVE OF MEMPHIS took action.

Section 4. Duties

The President shall:

- Convene regularly scheduled board/executive committee meetings.
- Assure corporate records are maintained and properly kept or filed as required by law.
- Report the work of the organization.
- Help plan the development strategy.
- Serve as the corporate spokesperson.

The Secretary shall:

- Be responsible for keeping records of board actions, including board minutes.
- Have the authority to sign checks.

The Treasurer shall:

- Maintain access to and custody of the bank accounts.
- Have the authority to sign checks.
- Help develop fundraising plans.
- Assist in the preparation of the annual budget.
- Assign custody and writing of checks to staff agreed upon by the board/executive committee and monitor staff performance of said duties.

Section 5. Compensation. No officer shall for reason of his office, be entitled to receive any salary or compensation.

CHAPTER VI

BOARD OF DIRECTORS/ EXECUTIVE COMMITTEE

Section 1. Board of Directors/Executive Committee. The executive committee of the BLACK CLERGY COLLABORATIVE OF MEMPHIS shall be comprised of seven members, the President, Secretary, Treasurer, and four additional members. Steps shall be taken to ensure appropriate representation from female and male members of the Black clergy.

Section 2. Terms. The executive committee members shall be elected for two (2) calendar terms at the September meeting or the next meeting after the September meeting. After the first two years of operation, September 2020 – September 2022, the executive committee term starts on January 1 and ends on December 31 of the second year.

Section 3. Vacancies in Board of Directors/Executive Committee. Any vacancy in the Board/Executive Committee, resulting from death, resignation, disqualification, removal, or other cause shall be filled by the vote of a majority of the remaining members of the Board/Executive Committee, even though less than a quorum. Any person so elected shall hold office for the remainder of the full term of the class of Directors in which the directorship was created, or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of Directors constituting the Board of Directors/Executive Committee shall shorten any incumbent Director's term.

Section 4. Duties. The Board of Directors/Executive Committee is authorized to take any action permitted by The Tennessee Nonprofit Corporation Act, Title 48, Chapters 51-68, to be taken at a board of directors' meeting without a board of director's meeting. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director/executive committee member, and included in the minutes filed with the corporate records reflecting the action taken.

Action taken under this section is effective when the last director/executive committee member signs the consent unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 5. Compensation. No director/executive committee member shall be entitled to receive any salary or compensation for reason of his or her position.

CHAPTER VII

COMMITTEES

The Executive Committee or the full-body may appoint all committees of this organization. Their term of office shall be for one year or less if terminated by resignation or by the Executive Committee's action.

Section 1. Standing Committees shall be:

Economic Empowerment. Shall advocate for, promote, and support initiatives that bring the black community into the economic mainstream, build community wealth and facilitate self-determination.

Civic Engagement. Shall work to equip Memphians with the knowledge and skills they need to contribute as active and informed members of a democratic society and promote the growth of healthy communities, global economic vitality, social justice, and the common good.

Criminal Justice Reform. Shall strive to end harsh policies and racial inequities at every point the criminal justice system intervenes in the lives of Memphians.

Budget and Finance. Shall provide financial oversight. Develop an annual operating budget with staff. Monitor adherence to the budget. Set short and long-range financial goals with funding strategies. Present all financial plans, proposals, and reports to the Executive Committee and the general body.

Section 2. Ad hoc Committees. Shall be appointed as needed.

CHAPTER VIII

FINANCE MATTERS

The membership shall appropriate funds to pay all necessary expenses of the BLACK CLERGY COLLABORATIVE OF MEMPHIS. The Treasurer or a member designated by the Executive Committee shall account at each meeting as to funds and shall provide a yearly statement as to all income and expenses.

CHAPTER IX

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall guide meeting protocols of the BLACK CLERGY COLLABORATIVE OF MEMPHIS.

CHAPTER X

CORRECTIONS

Upon adopting an amendment to the By-Laws, the Executive Committee or Executive Director may correct punctuation, grammar, or numbering where appropriate in such document(s) if the correction(s) does not change the meaning.

CHAPTER XI

BY-LAWS REVISION

By-Laws amendment shall go into effect and become law immediately upon adoption after the meeting at which they are adopted.

These By-Laws have been duly adopted this 1st day of October 2020.