

**BYLAWS of
CONCERNED BLACK CLERGY OF METROPOLITAN ATLANTA, INC.**

ARTICLE I

Name/Office

Section 1. Name

The name of this corporation shall be known as Concerned Black Clergy of Metropolitan Atlanta, Inc.

Section 2. Office

The principal office and place of said corporation shall be in the location of Registered Agent. Other office(s) may be created and operated in the State of Georgia, as determined by the Board of Directors.

ARTICLE II

Purpose

The Concerned Black Clergy of Metropolitan Atlanta, Inc. is an organization consisting of ministers and laity of predominately Black congregations in Metropolitan Atlanta. The purpose of Concerned Black Clergy of Metropolitan Atlanta, Inc. is as follows:

1. Providing an ecumenical setting within which an atmosphere of Christian fellowship, sharing, and nurturing are recognized and affirmed, inclusive of the broader faith community, both male and female.
2. Providing a community forum where issues affecting the lives of African American and other oppressed people are shared, resources are identified and resolutions are sought to address specific needs. Among the issues Concerned Black Clergy of Metropolitan Atlanta, Inc. seeks to address are homelessness, hunger, housing, health education, political and socio-economic justices and the empowerment of the African-American community.
3. Educating our constituencies relative to the political process on a non-partisan basis.
4. Speaking as a prophetic voice to the issues of the Black community.

ARTICLE III
Board of Directors

Section 1. General Powers

The Board of Directors shall determine policy. In addition, the Board shall regulate, supervise and manage the operation of the corporation. Duties shall be carried out in the best interest of the organization.

The Board shall exercise all other organizational powers and acts conferred by Georgia Law and contained in these bylaws and articles of incorporation.

Section 2. Number and Classifications

The Board of Directors shall consist of no less than 15 members and no more than 26. The Board shall be made up of the following officers elected by the Board to serve 2-year terms upon approval of one term at a time:

1. President
2. Secretary
3. Treasurer
4. Vice President Administration
5. Vice President Programs
6. Vice President Missions
7. Vice President of Women's Division
8. Chaplain
9. Financial Secretary
10. Parliamentarian
11. Immediate Past President

In addition, **15** other members are elected for three years on staggered terms. In initial election, **5** members for one year, **5** members for two years and **5** members for three years. Each director shall hold office for three years unless removed in accordance with Section 3 and 4 below and can serve two consecutive 3 year terms for total of six years. After two terms, everyone rotates off. All Board of Directors must be a current financial member.

Directors who have completed **2** consecutive **2** years terms are eligible for reelection to the board of directors no earlier than **12** months passed the concluding date of their most recent term of service on the board.

Section 3. Removal

Two-thirds (2/3) vote of the Executive Officers shall be required for a Director's removal from office. Directors can also be removed as specified in Sections 4 and 5 of the Bylaws.

Section 4. Meeting Attendance

Any director who fails to attend three consecutive meetings of the Board of Directors will automatically be dropped from the Board unless the Board of Directors determine that there were extenuating circumstances that caused the absence. Directors are expected to present reasons for absences prior to schedule meeting.

Section 5. Quorum

Simple majority members of the Board of Directors shall constitute a quorum for any action or meeting based off the number present. Actions by a quorum are binding on the organization.

Section 6. Meeting

The Board of Directors shall meet quarterly on the third Thursday of the month following the prior quarter unless changed by the Executive Committee.

ARTICLE IV

Officers

Section 1. Election, Term of Office and Vacancies

Each officer shall be elected for a term of two years, and may not serve more than two consecutive terms, unless extended by a 2/3 majority of Board of Directors for one additional term.

Section 2. Duties of Officers

All officers shall perform duties indicated by their respective offices. They shall be accountability to the Board of Directors and constituent membership. Other duties and powers can be designated as prescribed in these Bylaws or by the Board of Directors. The following officers: President, Secretary, Treasurer, VP of Administration, VP of Programs, VP of Missions, and Immediate Past President) of the organization shall make up the executive committee that oversees the daily operations of the organization. It takes 4 of the 6 to make a quorum. Executive committee will meet as needed between quarterly Board of Directors meetings.

ARTICLE IV

Officers (cont.)

President: It shall be the duty of the president to preside at all meetings of the organization, to act ex-officio as chairperson of the Board, to counter sign all contracts and other binding instruments of the organization. He/She shall exercise general executive leadership and supervision of the affairs of Concerned Black Clergy of Metropolitan Atlanta, Inc., including granting chapters. He/She is Chief Executive Officer (CEO) and spokesman for the organization.

Vice President Administration : The VP of Administration works under the direction of the president as follows: Presides in the absence of the president at official CBC meetings, Assumes the office of President in the event of incapacitation or the unavailability of the president to serve, serves as liaison and Oversees for the operation of the office, consults the vice presidents of the organization in their areas of responsibilities, serves as liaison for Budget/Finance, Membership Committee and serves in other duties as assigned.

Vice President Missions: The VP of Missions coordinates the activities relative to homelessness, hunger and emergency assistance.

Vice President Program: The VP of Programs oversees the Salute to Black Fathers and Salute to Black Mothers programs. They serve as liaison for all forum committees: Health, Public Safety, Education, Juvenile Justice, Economic Development, Voter Registration, Education, and Mobilization of CBC

Vice President of Women's Ministry: The Vice President of Women shall be responsible for coordinating activities that specifically meet the needs of all women and clergy women in particular.

Secretary:

- It shall be the duty of the Secretary to record the true and accurate minutes of the meetings and perform other duties as specified by the President.
- Assure that all minutes are maintained in binder in CBC office.
- Serve as third signer for check writing purposes.
- Sign all corporation documents along with President.
- Keep track of board members attendance, terms and expiration date.

ARTICLE IV
Officers (cont.)

Treasurer:

The Treasurer shall coordinate the budget process, receipt, and deposits and expend funds at the direction of the President of the Board. A written report shall be distributed at the quarterly meetings of the Board of Directors. The treasurer shall be bonded.

Financial Secretary:

The Financial Secretary shall record all financial contributions (to include memberships) to the organization and assist the Treasurer in completing and fulfilling all the financial responsibilities. Serve as the co-signer of checks and/or financial documents. Serve in the absence of the treasurer in reporting information.

Parliamentarian:

The Parliamentarian shall make sure the organization follows Robert's Rules of order in governing all of its meeting.

Executive Director:

The Executive Director shall be a non-Board of Director paid position. Job description shall be included in the Standard Operating Procedures. This position reports to the President.

ARTICLE V
Standing Committees

The following standing committees shall be chosen by the Board of Directors:

Nominating Committee

- 1) Consists of five members
- 2) Makes nominations for offices of the organization.
- 3) Makes nominations for elected Board members who serve staggered terms of office.

Membership Committee

- 1) Consists of three members
- 2) Recruits new members
- 3) Suggests ways and means for membership involvement.

Bylaws Committee

- 1) Consists of five members
- 2) Appointed by President
- 3) Revises bylaws at direction of Board of Directors.

Concerned Black Clergy Board of Directors' Policies are attached:

Nominating Committee Chairperson

Date

President of CBC

Date

Revised: January, 2010

CONCERNED BLACK CLERGY OF METROPOLITAN ATLANTA, INC.

BOARD OF DIRECTORS' POLICY

The following POLICIES ARE maintain compliance as a viable non-profit with 501C-3 status.

RISK MANAGEMENT POLICY

Concerned Black Clergy is committed to protecting its human, financial and goodwill assets and resources through the practice of effective risk management. Concerned Black Clergy Board and management are dedicated to safeguarding the safety and dignity of its paid staff, volunteers and participants in its programs.

To this end, the Board will,

- (a) ensure that an annual audit of the organization's operations is conducted by a certified public accounting firm, and
- (b) provide for the annual review of the adequacy of professional liability policies covering the organization, its directors, officers, staff and volunteers.

CODE OF ETHICS FOR THE BOARD

The following Code of Ethics is to be adopted by the Board. This Code of Ethics sets forth the standards the Board expects from its members.

1. To accept and abide by the legal and fiscal responsibilities of the Board as specified by institutional charter, bylaws, and state statutes and regulations.
2. To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the Board and work with fellow Board members in a spirit of cooperation. To recognize that the President alone speaks for the Board.
3. To maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
4. To understand the role of the Board as a policy-making body and to avoid participation in administrative implementation and operational policy.
5. To comply with conflict-of-interest policy and disclosure developed by the Board.
6. To refrain from actions and involvement that might prove embarrassing to the organization and to resign if such actions or involvement develop.
7. To make judgments always on the basis of what is best for the organization as a whole.

MEDIA POLICY

To ensure the quality and consistency of agency information disseminated to media sources, the following policy shall be enforced:

- All media contacts are to be handled by the President, or his or her designee, regardless of who the media representative is, whom he or she represents, or how innocuous the request.
- All press releases or other promotional materials are to be approved by the President or his or her designee prior to dissemination. Failure to comply with Concerned Black Clergy media policy shall be grounds for disciplinary action.
- Board members are expected to refer any and all media requests to the President/CEO.

ANTIDISCRIMINATION POLICY

Concerned Black Clergy shall not discriminate because of race, color, age, gender, sexual orientation, marital status, disability, nation origin or ancestry, religion, economic status, union membership, or political affiliation. This covers all areas of employment, recruitment, advertising, hiring, promotion, demotion, lateral reassignment, transfer, layoff, discharge, rates of pay or other compensation, training or any other benefits.

Concerned Black Clergy shall comply with the intent of the Americans with Disabilities Acts of 1990 and shall not knowingly discriminate against individuals with disabilities.

Concerned Black Clergy will consider modifying schedules and other adjustments to reasonably accommodate employees with disabilities.

Any grievance regarding discrimination shall be handled through the Vice President of Administration and the Executive Committee in consultant with the full Board of Directors when appropriate. The complainant should contact the President and Vice President of Administration, who shall provide information and assistance on filing and pursuing the complaint.

SEXUAL HARASSMENT POLICY

Concerned Black Clergy prohibits any employee, board member, volunteer, or vendor from making sexual advances of a verbal or physical nature toward another employee, board member, volunteer, or vendor.

Sexual harassment is viewed as a form of employee conduct that undermines the integrity and morality of this organization. All employees must be allowed to work in an environment free from unsolicited and unwelcome sexual overtures. Sexual harassment is defined as behavior that is unwelcome and personally offensive. It reduces morale, interferes with work productivity, impugns individual dignity, and is contrary to Concerned Black Clergy's mission.

Some examples of sexual harassment are:

Unwelcome or unwanted sexual advances. This includes patting, pinching, brushing up against, hugging, cornering, kissing, fondling, or any other similar physical contact considered unacceptable by another.

CONFLICTS OF INTEREST AND DISCLOSURE OF CERTAIN INTERESTS

The conflict of interest policy is designed to help the board of director, officers and employees of Concerned Black Clergy to identify situations that present potential conflicts of interest and to provide Concerned Black Clergy with a procedure which, when observed, will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction. All capitalized terms are defined in Part 2 of this Policy.

1. Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create “Conflicts of Interest:”

(a) Outside Interest.

- (i) A Contract or Transaction between Concerned Black Clergy and a Responsible Person or Family Member.
- (ii) A Contract or Transaction between Concerned Black Clergy and an entity in which a Responsible Person or Family Member has Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

(b) Gifts, Gratuities, and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

- (i) Does or is seeking to do business with Concerned Black Clergy; or
- (ii) Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from Concerned Black Clergy;
- (iii) Under circumstances where it might be inferred that such action was intended to influence or possible would influence the responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Concerned Black Clergy.

2. Definitions.

- a. A “Conflict of Interest” is any circumstance described in Part 1 of this Policy.
- b. A “Responsible Person” is any person serving as an employee or officer or member of the Board of Directors of Concerned Black Clergy.

- c. A “Family Member” is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- d. A “Material Financial Interest” in an entity is a financial interest of any kind, which, in view of the circumstances, is substantial enough that it would, or reasonably could, effect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity party. This includes all forms of compensation.
- e. A “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship. The making of a gift to CBC is not a Contract or Transaction.

3. Procedures.

- a. Prior to board action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest to the President or the President’s Designee. Such disclosure shall be reflected in the minutes of the meeting.
- b. A committee director who plans not to attend a meeting at which he or she has a reason to believe that the board (or committee) will act on a matter in which the person has a Conflict of Interest shall disclose to the President of such meeting all facts material to the Conflict of Interest. The President shall report the disclosure at the meeting and the Disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board’s (or Committee’s) discussion of the matter except to disclose material fact and to respond questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or other the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on a meeting shall not be counted in determining the presence of a quorum for purpose of the vote. The person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken. Such person’s ineligibility to vote shall be recorded in the minutes of the meeting.
- e. Responsible Person who are not members of the Board of Directors of Concerned Black Clergy, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of the Board (or Committee) action, shall disclose to the President or the his designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person .The Responsible Person shall refrain from any action that may affect Concerned Black Clergy participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose his or her circumstances to the President or the designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. **Confidentiality.**

Each responsible person shall exercise care not to disclose confidential information acquired in connection with such status or information, the disclosure of which might be adverse to the interests of Concerned Black Clergy. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Concerned Black Clergy for personal profit or advantage of the Responsible Person or a Family Member.

5. **Review of Policy.**

- (a) Each new responsible person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- (b) Each responsible person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes constitute a Conflict of Interest. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the President and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy
- (c) The policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.