

## Q&A on Bylaws

### Q. What are Bylaws?

- A. Bylaws are a set of rules and regulations that govern an organization's internal management and affairs. They are legal guidelines that establish the roles and responsibilities of members, and outline how the organization should operate. Bylaws are EXTERNALLY focused defining our identity, role and function as a legal entity helping to make sure that we are functioning within the laws around non-profit organizations.

### Q. What are Operational Guidelines?

- A. Operational guidelines (or policies and procedures) provide specific instructions on how the day-to-day functions of the organization are to be carried out. They ensure that all team members are clear about their duties and the processes.

In summary, **bylaws** define the overarching governance structure and legal rules, while **operational guidelines** provide the practical details needed for the organization's day-to-day management. Both are essential, but they serve different roles in ensuring the smooth functioning of a non-profit organization.

### Q. What are some things that will be part of our Operational Guidelines?

- A. Some examples include:

- Specific Policies and Procedures (like our JEDI policy)
- Job descriptions for roles (like the Historian)
- The work of the Mission Teams

### Q. Who is The Board?

- A. Legally, APCE needs a Board of Directors to assure our financial, legal, and organizational integrity. In the APCE organizational structure, these roles will be held by the Executive Team made up of Co-Presidents, Administrative Officer, Communications Officer, Financial Officers.

You may notice something similar at your local church where the Session also acts as the Trustees of the church. One is a religious and organizational role, the other is legal role recognized by the state.

### Q. Why Tennessee?

- A. As an organization, we are incorporated in the State of Tennessee, so some of our bylaws reflect specific state requirements.

**Revised: 10/8/2024**

## **APCE Bylaws 2024**

### **ARTICLE I. NAME OF ORGANIZATION**

The name of this organization is Association of Presbyterian Church Educators, Inc., doing business as the Association of Partners in Christian Education (APCE) (the “Corporation”).

### **ARTICLE II. CORPORATE PURPOSE**

#### **Section 1. Nonprofit Purpose**

Subject to the provisions of the Tennessee Code, the Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or the corresponding provision of any future United States tax law.

#### **Section 2. Specific Purpose**

The mission of APCE is to connect, enrich, empower, and sustain persons who serve in and advocate for lifelong faith formation and educational ministries in the Reformed family of churches, partnering and collaborating with others in witness to Christ’s ministry of love, justice, and peace.

This corporation and the Board are committed to incorporating the values of justice, equity, diversity, and inclusion (“JEDI”) in the governance and operations of this corporation. These values are codified in a JEDI policy adopted by the Board.

The specific objectives and purpose of this organization shall be:

- Service to Christ and the Church
- Support and advocacy for faith formation and educational ministries and their leaders
- Commitment to Reformed theology
- Commitment to lifelong discipleship
- Nurturing the importance of relationships
- Actively living out justice, equity, diversity, and inclusion
- Engaging in critical thinking and dialogue
- Promoting leadership development and organizational best practices

## **ARTICLE III. Covenantal Partners**

While APCE is an independent entity, APCE maintains a partnership with denominations and other faith formation associations. These covenantal partnerships reflect shared values and mission. These partnerships are defined through written covenants. Written covenants will include a financial commitment made by the Covenantal Partner. In turn, Covenantal Partners are given representation through the Denominational Advisory Council.

APCE may choose to enter a formal relationship with other faith formation organizations who support APCE's mission and vision. These agreements will be approved by the Board.

## **ARTICLE IV. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Membership in the Corporation shall be open to any person or organization involved in faith formation who are actively engaged in APCE's mission, vision, and values. The payment of dues shall constitute membership in APCE. Individual and organizational memberships are active for a year following enrollment.

### **Section 2. Organizational Membership**

Organizational memberships may include congregations, presbyteries, synods, classes, resource centers, denominations, college/universities or seminaries involved in Christian formation.

Organizational members will have access to APCE resources. Organizational members may designate individuals as Organizational Representatives who will have the same rights and privileges as individual members.

### **Section 3. Annual Dues**

The amount required for annual dues shall be on a schedule to be determined by the Board of Directors of APCE ("Board") and reviewed regularly. Continued membership is contingent upon being current on membership dues.

### **Section 4. Rights of Members**

Each individual member and Organizational Representative shall have voice and vote at legally constituted general meetings of APCE and shall have a vote for the elected Officers of the Corporation.

## **ARTICLE V. Corporation Meetings**

### **Section 1. Annual Meeting**

The Annual Meeting of the members shall take place in conjunction with the Annual Event held by APCE. At the Annual Meeting, the members shall install officers, receive financial reports and other reports on the activities of the association, and approve changes in the bylaws. The Annual Meeting shall be held each year at the place, time, and date as fixed by the Board. The Board may, in its sole discretion, determine that the Annual Meeting be held solely by means of electronic communication.

### **Section 2. Special Meetings**

Special meetings of the members may be called by the Co-Presidents, or a simple majority of the Board, or by submitting to the Board a petition signed by ten percent (10%) of voting members.

### **Section 3. Notice of Meetings**

Written or electronic notice of each member meeting shall be given, personally or by mail or electronic transmission, to each voting member, not less than fourteen (14) days nor more than two (2) months prior to the meeting. Notice of the date, time, and place of the meeting shall be given to each member.

### **Section 4. Quorum**

At all meetings of members, ten percent (10%) of the members eligible to vote and present in person, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present in person shall adjourn the meeting from that time until a quorum is present. The affirmative vote of a majority of the members in attendance at the meeting shall constitute an act of the members.

### **Section 5. Electronic Communication**

Members may participate in meetings by conference telephone, virtual conference or similar communications as designated by the Board. Participation by such means shall constitute presence in person at a meeting. Any member participating in a meeting by electronic means and entitled to vote, may cast a vote orally or by means of electronic communication as made available for that purpose.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors (the Board). The Board shall have control of and be responsible for the management of the affairs and finances of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The Board shall be made up of the Corporation Officers also called the Executive Team including: two (2) Co-Presidents, the Financial Officer, the Administrative Officer, the Communications Officer, and the Executive Director as an ex officio member with voice but not vote.

The members of the Board shall, upon installation, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and installed. All members of the Board must be approved by a majority vote of the members electronically.

No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

Each member of the Board shall be a member of the Corporation whose membership dues are paid in full and shall hold office as designed in Article VII.

Terms of Board members shall be staggered so that at the time of each Annual Meeting, the terms of approximately one-third (1/3) of all members of the Board shall expire. Terms of service are defined in the Operational Guidelines.

### **Section 3. Regular and Special Meetings**

The Co-Presidents shall establish a regular schedule of meetings with the exact date and time of the next meeting to be determined prior to adjournment of each meeting. The Board may provide by resolution the time and place for the holding of special meetings of the Board. Notice of special meetings shall be sent to all members of the Board no less than two (2) days prior to the meeting date. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

#### **Section 4. Quorum**

At each meeting of the Board, except as otherwise provided by law, the articles of incorporation, or these bylaws, the presence of a majority of the Board shall constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the articles of incorporation, or by these bylaws.

#### **Section 5. Vacancies**

Whenever any vacancy occurs in the Board it shall be filled without undue delay. In consultation with the Nominating Committee, a new acting Board member may be approved by a majority vote of the remaining members of the Board at a regular meeting to serve until the next election. The acting Board member will also serve as an acting officer until the next election.

#### **Section 6. Compensation**

Members of the Board shall not receive any compensation for their services on the Board.

#### **Section 7. Informal Action by Board Members**

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting of all Board members' consent to taking such action without a meeting. Consent in writing, setting forth the action so taken, shall be agreed by a majority of all of the Board members following notice of the intended action to all members of the Board.

#### **Section 8. Confidentiality**

Board members shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation.

Each Board member shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board.

#### **Section 9. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Co-Presidents by reference to the most current edition of *Robert's Rules of Order*.

### **Section 10. Removal.**

Any member of the Board may be removed by vote of two-thirds (2/3) of the members of the Board if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. The Board member being removed is considered suspended from their duties until official action is taken. An officer who has been removed as a member of the Board shall automatically be removed from office.

### **Section 11. Resignation**

Any member of the Board may resign from the Board at any time by giving written notice to the Board, a Co-President, or the Administrative Officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. No resignations shall discharge any accrued obligation or duty of an officer.

## **ARTICLE VII. OFFICERS**

### **Section 1. Required Officers.**

The Corporation shall have the officers described in these bylaws or appointed by the Board in accordance with these bylaws. The officers shall be: two (2) Co-Presidents, the Financial Officer, the Administrative Officer, the Communications Officer and the Executive Director.

**Section 2. Co-Presidents.** The elected Co-Presidents shall also serve as the Chairs of the Board. A Co-President shall preside at all meetings of the Board. The Co-Presidents shall be a member ex officio of all committees. The Co-Presidents shall have such necessary and proper powers of supervision and management over the functions of the Board as may pertain to the office and shall perform such other duties as may be designated by the Board.

**Section 3. Administrative Officer.** The Administrative Officer shall keep all minutes of the meetings of the Board, including Executive Team meetings, and shall give or cause to be given all proper notices of meetings. The Administrative Officer shall have authority, with the Co-Presidents or Executive Director, to execute all contracts and other instruments as may be authorized by the Board. The Administrative Officer shall perform such other duties as the Co-Presidents and the Board may designate.

**Section 4. Financial Officer.** The Financial Officer shall be custodian of the funds of APCE. The Financial Officer shall present financial reports to the Board at both its regular meetings and at the Annual Meeting. The Financial Officer shall perform such other duties as the Co-Presidents and the Board may designate.

**Section 5. Communications Officer.** The Communications Officer, in collaboration with the Executive Director, shall be responsible for developing and implementing a communication strategy for the organization, including both internal and external communications. The Communications Officer shall perform such other duties as the Co-Presidents and the Board may designate.

### **Section 6. Election of Officers**

The Nominating Committee shall be made up of one (1) representative from the Denominational Advisory Council, one (1) representative from the Justice, Equity, Diversity, and Inclusion Advisory Council, one (1) representative from one of the Mission Teams, and three (3) At-Large Members. The Nominating Committee is chaired by one of the Co-Presidents. At-Large members will be nominated by the membership for a 3-year term and duly elected during the election of officers by the Corporation.

The Nominating Committee shall call for nominations from the membership and announce the deadline for submissions. Nominees shall be vetted by the Nominating Committee and presented to the membership (1) month before the stated election. Elections may take place through electronic means, with the results reported to the membership. Upon election those officers will begin their term of service following their installation at the Annual Meeting of the Corporation. At-Large Members will join the Nominating Committee following the Annual Meeting of the Corporation.

Administrative, Communications, and Financial officers shall be eligible to serve in their respective offices for two (2) consecutive three -year terms only. Co-Presidents may only serve one (1) three-year term.

### **Section 7. Resignations**

Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board.

### **Section 8. Vacancies**

A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

## **ARTICLE VIII. COMMITTEES and COUNCILS**

The designation and appointment of any committee or council and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Board member, of any responsibility imposed upon it or any of them by law. Each member of any committee or council shall continue as such until the earliest to occur of the following: (i) the appointment of



their successor, (ii) the termination of the committee or council, (iii) the expiration of the term for which such person was appointed, if such there be, (iv) the removal of the member from such committee or council by the person or persons authorized to appoint such member, (v) the member's ceasing to qualify to be a member thereof, or (vi) the member's resignation from same.

### **Section 1: Advisory Councils**

APCE shall have advisory councils to assist the Board in its functions on behalf of the organization. Members of the advisory councils shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the advisory councils shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to an advisory council.

### **Section 2: Team Leadership Council**

The main body serving as a Council of the Board shall be the Team Leadership Council. Comprising the members of the Council shall be the Executive Team, one (1) Moderator from each of the Mission Teams, one (1) representative of the Denominational Advisory Council, one (1) representative of the Justice, Equity, Diversity and Inclusion Advisory Council and the Historian. The formation and mandate of the Mission Teams are laid out in the Operational Guidelines. The main functions of the Team Leadership Council shall be to facilitate cooperation between the different functions of APCE and any other tasks as assigned by the Board.

### **Section 3: Nominating Committee**

APCE shall have a Nominating Committee as outlined in the bylaws under the mandate of the Board.

### **Section 4: Justice, Equity, Diversity, and Inclusion Advisory Council**

APCE shall have a Justice, Equity, Diversity, and Inclusion Advisory Council to assist it in its goal of promoting these values. The council will be appointed by the Nominating Committee and be comprised of two (2) council Co-Moderators and at minimum one (1) member to liaise with each of the Mission Teams with one (1) member to serve on the Nominating Committee. The main function of the Justice, Equity, Diversity, and Inclusion Advisory Council is to advise and assist APCE in living into its Justice, Equity, Diversity, and Inclusion Advisory Statement and goals and any other tasks as assigned by the Board.

## **Section 5: Denominational Advisory Council**

APCE shall have a Denominational Advisory Council to assist in maintaining relations with the Covenantal Partners. The Council comprises the Executive Director as Moderator, and one (1) representative appointed by each Covenantal Partner. The purpose of this group will be to advise on the ways that APCE can help them in their function of Christian formation within their spheres of influence.

## **ARTICLE IX. CORPORATE STAFF**

### **Section 1: Executive Director**

The Board may hire or contract with an Executive Director. The Executive Director shall serve as the chief staff officer of the Corporation and shall be compensated for their services as provided for in the budget. The Executive Director shall serve at the pleasure of the Board. The Executive Director shall perform any and all duties and assume all such responsibilities of the office as directed by the Board. The Executive Director shall carry out the directives of the Board and conduct the day-to-day affairs of the Corporation. Within the parameters of the budget and with the approval of the Board, the Executive Director shall have the authority to hire staff necessary to further the mission of APCE.

## **ARTICLE X. Conflict of Interest and Compensation**

Board Members must act in the best interests of APCE when contemplating transactions or arrangements. They may not seek private interest or benefit from such transactions or arrangements. A board member has a duty to disclose any interest or potential compensation and appropriately recuse oneself from decision-making. Officers will sign the Conflict of Interest Policy annually and agree to uphold the standards defined within that policy and abide by its limitations. Failure to uphold such standards may result in removal from office.

## **ARTICLE XI. INDEMNIFICATION**

### **Section 1. General**

To the fullest extent now or hereafter authorized under the laws of Tennessee, the Corporation shall indemnify any director or officer, (each of the foregoing persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director or officer, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The

foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise. No indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers, or to indemnify such persons in instances in which they may be indemnified pursuant to Article XI. Section 1.

## **ARTICLE XII. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the articles of incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of meetings of the members and meetings of the Board and committees thereof.

## **ARTICLE XIII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The articles of incorporation may be amended in any manner at any regular or special meeting of the corporation, provided that specific written notice of the proposed amendment of the articles of incorporation setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member at least three days in advance of such a meeting. All amendments of the articles of incorporation shall require the affirmative vote of the majority of those in attendance.

## **Section 2. Bylaws**

These bylaws may be altered, amended, or repealed by a majority vote at any regular or special meeting of the Corporation. Prior to amendment by the body, the Board shall review and approve any proposed amendments. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to the members in advance of their meeting. Written notice setting forth the proposed amendment or summary of changes to be effected will also be shared with the membership prior to the meeting where the amendments are to be considered.

## **ARTICLE XIV. DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after making provision for payment of all liabilities of this Corporation, dispose of all the assets of this Corporation exclusively for the purpose(s) of this Corporation, or to such other organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as it may be amended from time to time, as the Board of Directors shall determine.

ADOPTED AND APPROVED by the Corporation on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_