

Interim Ministry Network, Inc.
Bylaws
Adopted May 23, 2007

ARTICLE 1
OFFICE AND REGISTERED AGENT

Section 1: Name

The name of this organization is the Interim Ministry Network, Inc., hereinafter referred to as "IMN" or "Corporation".

Section 2: Nonprofit Corporate Status / Tax-Exemption

IMN has been organized under the State of Georgia Nonprofit Corporation Code, O.C.G.A. (Official Code of Georgia Annotated) §14-3-101 et. seq., its subsections and as amended from time to time. All items in the Code apply to and govern this organization. The Corporation is permitted to perform all lawful activities allowed under O.C.G.A. §14-3-302 and all emergency powers to act as permitted by O.C.G.A §14-3-303.

Section 3: Principal Office

The principal office of the Interim Ministry Network, Inc., is located in the greater Baltimore, Maryland area. The principal office may relocate by action of the Board at any scheduled meeting.

Section 4: Registered Office and Agent

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Georgia, as required by the State of Georgia Nonprofit Corporation Code. The registered agent shall be either an individual resident of the State or a Corporation authorized to transact business in the State.

ARTICLE II
PURPOSES

Section 1: Purpose

It is the mission of IMN to support, encourage and educate those involved in leadership of congregations and other church organizations during times of transition, especially during the interim period between pastors.

IMN is organized exclusively for charitable, religious, educational, or scientific purposes and is tax-exempt under Internal Revenue Code §501(c)(3). No part of the net earnings of the Corporation shall inure the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the above stated purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Law, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2: Dissolution

A vote for dissolution requires written notice to the membership and a fifteen (15) day comment period before a two-thirds (2/3) majority of the Board of Directors. Upon the dissolution of the Interim Ministry Network Corporation, Inc., the Executive Committee shall, after paying or making provision for the payments of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated for religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and as the Board of Directors determines. Any such assets not so disposed of shall be disposed of by the Superior Court at the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III MEMBERSHIP

Section 1: Classes and Qualifications

Membership in IMN shall be open to all persons, clergy or lay, and organizations who are actively engaged in leadership of congregations and other church organizations especially during times of change and transition and/or are committed to the development and improvement of the knowledge and skills required during such interim periods and times of transition in the life of the Church.

The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms and other conditions of each class of member. There shall be the following classes of members:

A. Individuals: Individual members shall consist of those individuals, clergy or lay, with an interest in church transition and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time. Each individual member shall be considered a voting member.

B. Organizations and Corporations: Organization and corporate members shall consist of any congregation, church organization or corporation involved in congregational leadership or providing goods or services to clergy, churches or church organizations and that meets any additional requirements for organization membership as may be imposed by the Board of Directors from time to time. Each member organization or corporation shall have two representatives, with one designated as the primary contact and that individual shall be considered a voting member.

C. Honorary Members: The Board of Directors may designate individuals as honorary members using such criteria as the Board of Directors may develop. Honorary members shall not be voting members.

Section 2: Voting Rights

Only members in good standing shall have the right to vote at the Annual Meeting of the members on those items specified in Section 3 below, as well as to vote on such other issues as the Board of Directors may choose to bring before the members. Good standing shall be defined as current in dues.

Section 3: Membership Meetings

There shall be an Annual Meeting of the members usually held in conjunction with the Annual Conference. During the Annual Meeting, voting members shall have the right to vote on the

following matters only: election of the Board of Directors, approval of any amendments to the Bylaws that may be proposed by the Board and other matters the Board of Directors choose to bring before the members.

Voting on all other matters is expressly reserved for the Board of Directors.

The Board of Directors may reschedule any Annual Meeting within the same twelve-month period for cause.

Section 4: Notice of Membership Meetings

Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person and it may be given using the United States Postal Service to the address on record, by facsimile to the number on record, or by email to the address on record. The notice shall be deemed to be delivered when sent. Oral notice is effective when communicated if communicated in a comprehensive manner. In calculating time periods for notice, the first day shall not be counted but the last day shall be counted.

Notice of time, day and place of every membership meeting shall be given no fewer than twenty-one (21) days prior to the meeting (or if notice is mailed by other than first-class or registered mail or statutory overnight delivery, thirty (30) days) nor more than sixty (60) days before the meeting date

If an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

A member's attendance at a meeting: (a) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4: Quorum and Voting

Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of forty percent (40%) of the total voting members present in person at the Annual Conference. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members. Voting rights of a member shall not be delegated to another and there shall be no proxy votes. Cumulative voting shall not be allowed. Unless twenty percent (20%) or more of all members qualified to vote is present in person, the only matters that may be voted upon at a meeting of the membership are those matters that are described in the meeting notice.

Section 5: Removal

Any member may be removed from membership for cause, one of which is defined as failure to pay dues.

No member may be removed from membership unless they have been notified at least fifteen (15) days prior to removal and have been given an opportunity for a fair and reasonable hearing to take place not less than five (5) days prior to the effective date of the removal.

Section 6: Actions Without a Meeting

Actions of the Corporation may take place without a meeting, pursuant to the O.C.G.A. §14-3-708.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Powers

There shall be a Board of Directors of the Corporation which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws.

Section 2: Number and Qualifications

The Board of Directors shall be composed of no less than twelve (12) and no more than fifteen (15) individuals.

The Board of Directors shall be composed of transition and interim ministry specialists, denominational leaders, lay church leaders, consultants, and others with an interest in transitional ministry.

All Board members shall be members in good standing with Interim Ministry Network, Inc. and must be 18 years of age or older.

The Executive Director shall be a member ex officio without vote of the Board of Directors.

Section 3: Election and Term of Office

The members of the Board of Directors shall be elected by the voting members at the Annual Meeting of the membership.

Membership of the Board of Directors shall be divided into three groups of five, serving staggered terms. Each Director shall serve a three (3) year term and may be re-elected once. After two successive terms, a Director may not serve on the Board of Directors for a period of two years. Each member is expected to serve on at least one Board committee, task force or study group.

Section 4: Resignation

Any Director may resign at any time by giving written notice to the President of the Interim Ministry Network, Inc. The resigning director shall continue to serve as a Director until a replacement is named.

Section 5: Removal

If any Director elected by the Board of Directors shall miss three (3) successive meetings without excuse, the Board of Directors may remove that Board member by a two-thirds majority vote of the Board. Any Director elected by the membership who shall miss three (3) successive meetings without excuse, shall be presented to the membership at its Annual Meeting for removal and a replacement presented for election to complete the term of the removed Board member. Written notice shall be sent to the member who may be so disciplined, thirty (30) days prior the meeting, whether it be a Board of Directors meeting or the Annual Membership meeting where such action may be taken.

Section 6: Vacancies

Vacancies shall be filled for the unexpired term by majority vote of the remaining members of the Board of Directors. Directors elected to serve more than eighteen months shall be deemed

to have served the first of their eligible terms. Directors elected to serve less than eighteen months shall be eligible for election to two full terms.

Section 7: Regular Meetings

A regular annual meeting of the Board of Directors shall be held each year usually at the time of the Annual Conference as designated by the President.

Section 8: Other Meetings

Meetings of the Board of Directors may be called at the discretion of the President or by a majority of the Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9: Notice

Notice of time, day and place of any meeting of the Board of Directors shall be given at least twenty-one (21) days prior to the meeting. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person and it may be given using the United States Postal Service, by facsimile, or by email. The notice shall be deemed to be delivered when sent. Oral notice is effective when communicated if communicated in a comprehensive manner. In calculating time periods for notice, the first day shall not be counted but the last day shall be counted.

Section 10: Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11: Manner of Acting

Except as otherwise expressly required by law, the Articles of Incorporation of the Interim Ministry Network, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting rights of a Director shall not be delegated to another and voting by proxy shall not be permitted.

A board member's attendance at a meeting: (a) Waives objection to lack of notice or defective notice of the meeting, unless the board member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12: Written Consent in Lieu of a Meeting

The Board of Directors may take action without a meeting if written consent to the action is signed by a majority of Directors.

Section 13: Telephone and Other Electronic Meetings

Meetings held via teleconference or other contemporaneous electronic means, defined as all participating directors must be able to hear one another simultaneously, shall be deemed to be the same as if the meeting were held in person.

Section 14: Remuneration of Directors

The Directors shall receive no remuneration for acting as such. In extraordinary cases, expenses for Director participation may be reimbursed. The President and Executive Director shall approve reimbursement for such cases.

ARTICLE V OFFICERS

Section 1: Officers

The officers of the Corporation shall be current members of the Board of Directors and shall consist of a President, a Vice President, a Secretary and a Treasurer.

Section 2: Election of Officers

The officers of the Corporation shall be elected by the Board of Directors.

Section 3: Term of Office

The officers of the Corporation shall be installed at the Annual Meeting at which they are elected and shall hold office for one (1) year until the next Annual Meeting or until their respective successors shall have been duly elected. Officers may be elected to the same office for no more than three (3) terms.

Section 4: Resignation

Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5: Removal

Any officer may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at any regular or special meeting called expressly for that purpose.

Section 6: Vacancies

A vacancy in any office shall be filled by vote of the Board of Directors for the unexpired term.

Section 7: President

The President shall prepare the agenda for, and preside at all meetings of the Board of Directors and Executive Committee. The President shall appoint chairs of each board committee, task force or study group at the Annual Meeting of the Board of Directors or at any other time as necessary. Chairs of committees, task forces or study groups shall be presented to the Board of Directors for their concurrence.

Section 8: Vice President

The Vice President shall preside at any meeting which the President is not present, or from which he or she may absent him or herself and shall perform such other duties as may be assigned by the President and the Board of Directors.

Section 9: Secretary

The Secretary shall prepare minutes for every meeting of the Board and the Executive Committee and distribute them on a timely basis; shall see that all notices are duly given in accordance with the provisions of these Bylaws; ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and the Board of Directors.

Section 10: Treasurer

The Treasurer shall oversee the financial operation of the Corporation, assist the Executive Committee, direct the preparation of the annual budget, and report regularly to the Executive Committee and Board of Directors as to the financial health of the organization and shall perform such other duties as may be assigned by the President and the Board of Directors.

ARTICLE VI COMMITTEES

Section 1: Committee Appointments

The Board of Directors shall establish committees, task forces or study groups, as it deems necessary to carry out its work. Committee chairs shall be chosen by the President, confirmed by the Board and assume duties at the Annual Meeting. The Chair and members of committees need not be members of the Board. The President and Executive Director are members, ex officio, with vote, of all committees.

Section 2: Executive Committee

The Executive Committee shall act on behalf of the Board between meetings within the framework of established Board policy. Any action of the Executive Committee shall be subject to ratification by the Board. The committee shall be made up of elected officers and the Executive Director.

Section 3: Nominating Committee

The Nominating Committee shall prepare a list of nominees for Directors on the Board of Directors and shall prepare and present the slate of officers annually.

Section 4: Other Committees and Task Forces

The Board of Directors may create and appoint members to such other committees, task forces and study groups, as they shall deem appropriate. Such committees, task forces and study groups shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board of Directors.

Section 5: Term of Office

Each member of a committee shall serve for one year until the next Annual Meeting and until a successor is appointed, unless the committee is dissolved prior to that time.

Section 6: Vacancies

Vacancies in the membership of committees may be filled by the President.

Section 7: Policies and Procedures

Each committee and task force may adopt procedures for its meetings that are consistent with these Bylaws and with any policies adopted by the Board of Directors.

ARTICLE VII STAFF

Section 1: Executive Director

The Board of Directors shall appoint an Executive Director of the Interim Ministry Network, Inc. The Executive Director shall perform the duties that the title of that office ordinarily connotes. The Executive Director shall serve as the Chief Executive Officer (CEO) and shall be responsible for the Corporation's administrative, programmatic and financial functions.

The Executive Director shall be authorized to sign contracts, deeds, notes or other such instruments on behalf of the Corporation and shall have such other responsibilities as are normally associated with that position, except that any transaction exceeding \$50,000 requires the co-signature of the President or Treasurer.

Section 2: Staff

The Executive Director is empowered to direct all personnel affairs of the Corporation.

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

Section 1: Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 2: Notice

Whenever notice is required by statute or by these Bylaws to be given to the Directors, unless otherwise provided, any notice so required shall be deemed to have been given when deposited in the United States mails, postage prepaid and addressed to each Director or officer at the address provided by such Director or officer. Notice by electronic means to addresses provided by the Director or officer shall be deemed to have been given when sent to the provided address.

**ARTICLE IX
INDEMNIFICATION**

The Corporation may, by resolution of the Board of Directors, provide for indemnification by this Corporation of any and all of its Directors or officers or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reasons of being a Director, officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense and liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation; act or fail to act in a knowing violation of law; appropriate any business opportunity of the Corporation for personal gain; receive any improper personal benefit; and/or knowingly vote on an action without full disclosure of personal interest.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to: counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such Director, officer or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer or employee. However, such Director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

The Corporation may purchase and maintain insurance on behalf of any Director, officer or employee against any liability arising out of his or her performance as a Director, officer or employee or in any way connected with his or her being or having been a Director, officer or employee of the Corporation.

**ARTICLE X
AMENDMENTS TO BYLAWS**

The procedure for amending these Bylaws shall be: The Board of Directors shall propose an amendment by a majority vote of the Board of Directors at any official meeting, provided that the proposed amendment and a statement of its purpose impact be submitted in writing to each member of the Board of Directors no fewer than thirty (30) days prior to the meeting. The

amendment shall then be ratified by a majority of those IMN members voting at an annual meeting.