**BY-LAWS**

**OF**

**THE KITTAMAQUNDI COMMUNITY, INC.**

# Article I NAME

The name of the corporation shall be: The Kittamaqundi Community, Inc., and it is sometimes referred to in these by-laws as the "Community".

# Article II PURPOSES

Section 1. The purposes for which the Community is formed are religious and charitable purposes and engaging in and carrying out the functions of a church and religious school.

Section 2. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes here and above set forth, or necessary, or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 3. The Community is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relating to nonprofit corporations, which are contained in the general laws of the State of Maryland.

Section 4. The Community is not formed for profit, and no part of the net earnings of the Community shall inure to the benefit of or be distributable to its Members, Directors, Officers or other private persons, except that the Community shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 5. The vision of the Community is as follows: "I covenant with you to grow in full and abandoned commitment to Christ, spiritually, and in the practical affairs of life. I have received abundantly from God, and in response I want to be increasingly generous with my own time, talent and money."

# Article III MEMBERS

Section 1. Members

The Members of the Community shall be those persons who have fulfilled the following requirements for Membership, and are approved in accordance with Section 2 of this Article. Requirements for Membership are as follows:

* To participate in a CARE group
* To explore living fully into the KC Faith Statement, which calls us to daily prayer, weekly worship, regular scripture study, outward mission and the sacrificial giving of our time and financial resources
* To make an annual public commitment to the above spiritual disciplines, including a pledge of financial support

Section 2. New Members shall be approved for Membership by a majority vote of the Council present and constituting a quorum, at any regular meeting or at a special meeting duly called for that purpose.

Section 3. All Members shall review their Membership commitment annually at least two (2) weeks prior to the annual meeting. Members electing not to recommit shall cease to be Members of the Community as of the last day of that year. If a Member chooses to resign at any other time during the year, such person shall cease to be a Member as of the date set forth in the resignation, and if such person is also a member of Council, he or she shall cease to be a member of Council as of the same date.

# Article IV COUNCIL

Section 1. The business and affairs of the Community shall be managed by a Board of Trustees, hereinafter called the Council, all of whom shall be Members of the Community. The powers of the Community shall reside in Council and may be exercised by Council or delegated as hereinafter provided. The Council shall consist of no more than two Members from each of the Leadership Teams. The above notwithstanding, the Council may consist of no fewer than seven (7) persons, and each Leadership Team must be represented on Council by at least one person. If fewer than seven (7) Members are willing to serve on Council, the existing Council may open the election to Members-at-large.

Section 2. The members of the Council shall be elected by ballot, at the annual meeting of the Community, by a majority vote of the Members present and constituting a quorum, except as provided in Article IX. Each Council member elected shall serve from January 1 to December 31 of the year following the annual meeting or until his/her successor be duly elected and qualified, except in the case of his/her earlier death or his/her resignation or removal as provided for herein. A Council member shall serve no more than five consecutive terms, and a one-year absence shall be required before this person may again be a Council member.

Section 3. Any member of the Council may resign therefrom by resignation in writing lodged with the Secretary, or by withdrawing from Membership in the Community as provided for above.

Section 4. Any member of the Council may be removed from her/his position because of failure for any reason to perform her/his duties as such Council member. Such removal shall be made and approved by the vote of a majority of the remaining Council members at a special meeting duly called for that purpose and ratified by a majority of the Members present and constituting a quorum at a meeting called for that purpose.

Section 5. Vacancies in the Council, however arising, may be filled for any unexpired portion of a term by a majority vote of the Council members present and constituting a quorum at any regular meeting or at a special meeting called for the purpose.

Section 6 Except as otherwise expressly provided herein, or as expressly provided by a contract of employment, all resolutions, appointments, appropriations, directions, or other acts of Council shall be by majority of those present and constituting a quorum at any meeting.

Section 7. There shall be a nominating committee which shall consist of three to five Members of the Community who are either not eligible to be, or not interested in being, officers of the corporation. These three to five Members shall be appointed, with their consent, by the Council at least two months prior to the annual meeting of the Community.

Section 8. The tasks of the nominating committee are: 1) to poll, individually, each

Member of the Community to determine who is willing to serve on a Leadership Team and on the Council; 2) to report to the Community the results of that poll in the form of a slate of candidates, showing no preference or prejudice, at least fifteen (15) days before the election; and 3) to oversee the vote count at the Annual Meeting.

# Article V OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom must be Council members. Two or more offices (except that of President and Vice-President) may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. A bank or a trust company with an office in Howard County, may be appointed custodian of the securities of the Community.

Section 2. The President, Vice-President, Secretary, and Treasurer shall all be members of the Council, and shall be elected annually by ballot by majority vote of the Council members present and constituting a quorum at the first meeting of the newly elected Council. Officers so elected shall serve for one year or until their successor is duly elected and qualified, except in the case of their earlier death, resignation or removal. A person elected to Council may serve no more than three consecutive years as an officer. A one-year absence from the Executive Committee shall be required before the person may serve again as an officer. This limitation shall conform to the limit of five consecutive years that any person may serve on Council (Article IV, Section 2). The Council may appoint other officers for such terms as they see fit and fill any vacancies among the officers at any meeting of the Council.

Section 3. All officers, whether elected or appointed, may be removed at any time by order of the Council.

Section 4. Any officer may resign by resignation in writing lodged with the Secretary or by withdrawal from the Community.

Section 5. The duties of the several officers shall be those usual to such officers in similar corporations.

Article VI MEETINGS OF THE COMMUNITY

Section 1. The annual meeting of the Community shall be held on the first Sunday in

December, or at such time as may be designated by the existing Council, for the purpose of electing Council members for the next year, and for the transaction of other business. Written notice of such meeting shall be mailed to each Member at least fifteen (15) days before the meeting. Quarterly meetings of the Community also shall be held in the months of March, June and September.

Section 2. Special meetings of the Community may be called by the President and the Vice President, or any three (3) of the Members of the Community, upon not less than ten (10) days written notice to each Member given by the President, the Vice-President, the Secretary, or by the three (3) Members calling the meeting, which notice shall state the purpose(s) of such meeting.

Section 3. A majority of the total number of Members of the Community present in person shall constitute a quorum for the transaction of business at any meeting of the Community, and if there be less than this number present, the presiding officer may adjourn the meeting until such number is present.

Section 4. At every meeting of the Community, each Member shall be entitled to one vote, to be cast in person, except as provided for in Article IX.

Section 5. Any meeting may also be held without notice provided all the Members of the Community waive notice thereof in writing.

Section 6. At all meetings of the Community, the President, Vice-President, Secretary or

Treasurer, in the order named, shall preside if present. If none of them is present, any other Member present at the meeting may be designated to preside.

# Article VII MEETINGS OF THE COUNCIL

Section 1. The Council shall meet at least once each quarter, or more frequently as agreed to by Council. Meetings of the Council may be held at the principal office of the

Community or elsewhere as may be directed by the Council. Each Council member shall be given reasonable notice of such meetings.

Section 2. Special meetings of the Council may be called by the President and Secretary, or by the Vice-President and Secretary, or by any two (2) members of the Council, upon five (5) days' notice in writing, which notice shall state the purpose of such meeting.

Section 3. A majority of the elected number of members of the Council shall constitute a quorum for the transaction of business at meetings of the Council, and if such number is not present at any meeting, the presiding officer may adjourn the meeting until such number is present.

Section 4. Any meeting may also be held without notice provided all the members of the Council waive notice thereof in writing.

Section 5. Notwithstanding that there are elected officers, shared leadership is expected. At all meetings of the Council, any one of the Council members may be designated to preside.

Section 6. At the first Council meeting after the accounting records have been completed for the prior year, the prior year’s Treasurer shall present a report of the last fiscal year. This shall include a balance sheet and income statement dated December 31st of the prior year and should include a review of all funds of the corporation.

At the first Council meeting of the new year, the prior year’s Secretary shall provide a Membership report which includes the names of all persons who had committed to Membership during the prior year and the term of their commitment. The report should also include a list of those persons who have committed to Membership for the current year.

Both the financial report and the Membership report will be filed with the records of the Community and an abstract thereof entered into the minutes of the proceedings of the previous annual meeting.

# Article VIII GENERAL PROVISIONS

Section 1. All programs, policy matters, budgets, appropriations for charitable purposes, and any other functions of the Community shall be exercised by the Council.

Section 2. Everyday operational matters of the Community may be exercised by minor appropriations and current expenses may be paid by the Treasurer or such other person as shall be designated by the Council.

Section 3. The Council may, by resolution, provide for the reasonable compensation to be paid to a Council member or other officer of the Community for services rendered by her/him to it as such Council member or officer, or in other capacities, and pertaining to its operation or the effecting of its corporate purposes.

Section 4. The President, Vice-President, Secretary and the Treasurer, any two of whom, shall have authority on behalf of the Community to execute such form of transfer or assignment as may be customary or proper to constitute a regular transfer of any stocks or other registered securities standing in the name of the Community, and any corporation transferring any such stocks or other registered securities pursuant to a transfer or assignment so executed shall be fully protected.

Section 5. The President, Vice-President, Secretary and the Treasurer, any two of whom, may execute and deliver on behalf of the Community proxies on any and all shares of stock owned by the Community, appointing such person or persons as they shall deem proper to represent and vote the stock so owned at any and all meetings of the stockholders, whether general or special, with full power of substitution and with power to alter and rescind such appointments at such times and as often as they see fit.

Section 6. Any sale or mortgage of any real property, or the commitment of funds over $50,000, and the annual operating budget shall be made for corporate purposes by a vote of twothirds (2/3) of the total Council membership at any duly called meeting of the Council at which a quorum is present.

Section 7. The fiscal year shall extend from the first day of January to and including the 31st day of December of that same year.

# Article IX AMENDMENTS

These by-laws may be amended at any meeting of the Community by a majority vote of the

Members present and constituting a quorum, provided that written notice has been duly sent to each Member of the Community as provided herein. Notwithstanding Article VI, Section 4, proxy votes submitted by Members in advance, in writing to the Secretary of the Council, will be cast by the President in accordance with those written proxy ballots in the absence of the Member’s actual attendance at the meeting. Finally, Article VIII, Section 6, can only be amended at such a meeting by two-thirds (2/3) majority of Members present and constituting a quorum.

Revised as amended October 05, 1997 and approved by the Members, 10/05/97.

Revised as amended October 03, 1999 and approved by the Members, 10/03/99.

Revised as amended November 7, 2004 and approved by the Members, 12/05/04.

Revised as amended October 16, 2006 and approved by the Members, 10/28/06.

Revised as amended November 24, 2013 and approved by the Members, 12/15/13.

Updated January 15, 2015.

Members approved to suspend the consecutive three-year Officer term stated in Article V, Section 2, for a one-year period, 12/3/2017