

**Bylaws
of
Orange County Justice United in Community Effort**

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**Article I
Name and Location**

Section 1. The name of the organization shall be Orange County Justice United in Community Effort, Inc. (Justice United) or JU herein after referred to as Justice United.

Section 2. Our principle office is located at 109 Graham Street, Chapel Hill, North Carolina, 27514. The Board may change the principal office from one location to another within Orange County by noting the changed address and effective date in an appendix to the bylaws. No amendment or vote will be needed for that change.

**Article II
Purpose**

Our purpose as a broad based organization is to build relationships, identify community concerns and/or needs, and work together as a united power for human dignity, social justice, and the greater good. We are an organization consisting of inclusive and diverse organizations throughout Orange County, North Carolina.

**Article III
Membership**

Section I. Organization Membership in Justice United

Section 1. *Qualifications for Membership; Agreement Document.* Justice United shall be composed of diverse broad based institutions from the civil society of Orange County, North Carolina. The membership includes churches, PTAs, synagogues, mosques, non-profit organizations, labor unions, small business associations, neighborhood associations and at-large members from the community. Member organizations share and support the mission of the organization and agree to provide the leadership necessary to achieve its purposes.

Section 2. *Rights and Responsibilities of Member Organizations.* Each member organization shall be responsible for the following to remain in good standing with Justice United:

- a) Formation of a Core Team within each organization. The core team will carry information between the organization and JU, attend JU meetings, and organize it's members to attend JU activities.

- b) Payment of membership dues.
- c) Participation in Countywide Meetings, Assemblies, and Actions. Each member organization shall actively support every countywide meeting, assembly and other action undertaken by Justice United and shall use its best efforts to fulfill or exceed any attendance quota or other participation benchmark established for such member organization with respect to such assembly or action.
- d) Participation in the Clergy Caucus. Any active clergy member (or representative of same) of a faith-based member organization is eligible to participate in the Clergy Caucus in accordance with Article IV.
- e) Participation of members of the organization in Action Teams and Committees. Any person affiliated with our member organizations is eligible to serve on Action Teams and other committees in accordance with Article V.

In turn, member organizations will receive the following as members of Justice United:

- a) Support from Justice United to establish and support a core team.
- b) Training in community organizing and relationship building through Justice United.
- c) Partnership in actions to improve conditions in Orange County.

An agreement document outlining the above five responsibilities will be signed by the organization leader and one of the co-chairs of the Justice United Board. Fulfillment of those responsibilities will be reviewed by the Board each year when membership dues come due.

Section 3. *Termination and Withdrawal from Membership.* A member organization that does not fulfill the obligations set forth in Section 1.2 above may be asked to withdrawal from membership after review of membership during the annual dues process. There will first be a meeting to discuss why the organization is not in good standing (meeting the 5 responsibilities described in Section 1.2). If the organization is not able to remain in good standing, through mutual decision between the organization and JU, the organization will withdrawal from membership.

Article IV Structure of Board of Directors

Section 1. *Composition and Qualifications.* The Board of Directors shall be composed of representatives from the member organizations and Action Teams. The Board should consist of no fewer than 9 and no more than 15 members. Representatives shall be selected by the member organizations or Action Teams based on their demonstrated leadership ability within that organization and their willingness and ability to do the following: (i) attend countywide meetings and assemblies, (ii) actively participate in developing, ratifying, and implementing the Justice United agenda, including generating turnout and financial support, (iii) keep the member organizations (including its clergy and leadership) apprised of and involved in Justice United's agenda and actions, (iv) attend leadership development training including a three-day local or regional training during board tenure.

Section 2. *Purposes and Power.* The Board of Directors is the primary policy making body of Justice United and shall have the general power to direct the affairs of Justice United. In addition, the Board of Directors has the following specific powers:

- a) *Goal setting:* The Board of Directors shall determine the goals to which Justice United shall devote its resources by approving or disapproving recommendations made during the Annual Meeting or by Action

Teams as provided in Article V, Section 2.

- b) *Budget setting*: The Board of Directors will adopt an annual budget and shall establish the policies regarding dues to be paid by member organizations.
- c) *Policy setting*: The Board of Directors will develop and approve all policies for Justice United.
- d) *Contracting*: The Board of Directors will be responsible for entering into contracts including establishing the contract with the greater Industrial Areas Foundation, hiring and firing of our organizer, and contracts for other services such as interpretation, facilitation, book-keeping, and grant-writing.
- e) *Community organizing and support*: The Board of Directors shall encourage and seek out partnerships with local organizations that align with our mission to carry out the work of Justice United.
- d) *Action Teams*: The Board of Directors shall establish each Action Team and, along with the countywide membership, approve an annual work plan for each Action Team and all amendments or modifications to such work plan.
- e) *Actions, Assemblies, House Meetings*: The Board of Directors shall approve the scheduling of all actions, assemblies and house meetings.
- f) *Standing and Ad Hoc Committees*: The Board of Directors may establish such standing and Ad Hoc Committees as it may deem necessary or desirable, with such powers, members, and membership. Examples include executive, nomination, finance/fund raising, communication etc. All committees shall make report and recommendations to the Board, keep meeting minutes and share those minutes with the Board Secretary.

Section 3. *Board member selection*. Participants with Justice United (any individual member including board members) can nominate a potential board member. Nominations will be submitted to a nominating committee created by the board. The committee will vet each nominee to determine if that person belongs to a member organization in good standing and the nature of their previous involvement with Justice United. The nominating committee will take into account diversity in board representation across county geography, race, age, gender, and member organization. The nominated individuals will be elected by a majority vote of the board. This new board slate will be presented to and ratified by the Justice United participants in attendance at the Annual Meeting. The board can appoint new members as needed throughout the year if a vacancy occurs.

Section 4. *Meetings; Attendance*. Regular monthly meetings of the Board of Directors shall be held, unless otherwise decided by the Board. In addition, special meetings of the Board may be called at any time by the Board or upon the petition of twenty percent of the member organizations of Justice United. All Board members are expected to attend. All staff members are expected to attend meetings except when personnel matters are discussed. Any other person affiliated with a member organization may attend any meeting of the Board of Directors, but may not vote. Board members who cannot attend a meeting may appoint a substitute from a member organization in accordance with procedures established by the Board. At the Annual board retreat the attendance record will be reviewed.

Section 5. *Quorum and Voting*. A quorum is considered $\frac{1}{2} + 1$ members present. A quorum shall not be required to conduct a meeting of the Board, *provided however*, that no action requiring the approval of the Board may be taken without a quorum being present. The affirmative vote of a majority of the votes cast shall be sufficient to approve any matter, except as may be expressly provided otherwise elsewhere in these bylaws.

Section 6. *Officers*. The Board of Directors shall annually, at its regular meeting, elect a Chair, Co-Chair, Secretary, and Treasurer and may elect such other officers as the Board may deem necessary. The Board shall establish election procedures for all Board elections. The Co-Chairs (or chair) shall be elected at the regular meeting of the Board immediately preceding the end of the fiscal year. No nominations shall be permitted from

the floor, but rather board members will make nominations. Nominees for officers must at the time of nomination be active members of the Board and also meet qualifications for membership on the Board. Upon election, officers shall continue as representatives of their respective member organizations. The Chair or Co-Chairs shall serve as a voting member(s) of the Board, and the Chair or Co-Chairs have the following duties:

- i) *Duties of Chair or Co-Chairs.* The Chair shall preside over all meetings of the Board (or shall appoint a temporary Chair to act in their absence) and may attend meetings of any Action Team. The Chair shall ensure that an agenda is prepared and distributed in advance of each Board meeting, and ensure that the members have access to information relating to matters on the agenda so that they may cast an informed vote. The Chair or Co-Chairs shall prepare an agenda for each regular or special meeting of the Board as directed by the Board and distribute the agenda to members at least two days before the scheduled meeting and as soon as practical for any special meeting. Co-Chairs will take turns presiding over meetings.
- ii) *Duties of the Secretary.* The Secretary shall determine the existence of a quorum and keep minutes of each meeting and make them available to the membership, Board, and Clergy Caucus. The Secretary shall issue in writing or email notice of each meeting or direct the lead organizer to do so. The secretary shall keep attendance records for Board meeting. The secretary shall give notice to the nomination committee of any vacancy. The secretary will maintain minutes of all teams and committee meeting.
- iii) *Duties of the Treasurer.* The Treasurer shall keep in close contact with the contracted book-keeper to keep account of all monies receive and paid out. The Treasurer shall provide a financial report at all regular board meetings. The treasurer is a designated signator on all accounts along with the co-chairs. All requests for funds disbursement must have an invoice or receipt and must be approved by the one of the Co-Chairs. Upon request the Certified Public Accountant/book-keeper shall provide a report to ensure accurate accounting and assist with an audit as needed.

Section 7. *Vacancy:* The Board of Directors may at any time, by a majority of the votes cast at a special meeting properly called for that purpose and at which a quorum is present, determine to remove an officer with or without cause. If an officer is removed, resigns, or is unable to serve, the Board shall establish a schedule for nomination and election of a replacement officer. Until a new officer has been elected, the Board will perform the duties of that officer. The same procedure holds for any officer or member of the board.

Section 8. *Terms; Staggered Terms.* Members of the Board will serve for up to two consecutive terms of three-years expiring on December 31st of the year provided below (extended until their successors have been elected), provided that upon the adoption of the bylaws, the members whose terms expire in even numbered years shall serve an initial term of only one year.

Terms Expiring in Odd Years
1 Clergy Caucus Representative
4 At-Large members

Terms Expiring in Even Years
1 Clergy Caucus Representative
3 At-Large members

Article V Clergy Caucus

Section 1. *Composition; Qualifications.* The Clergy Caucus shall be composed of clergy representatives (or designated proxies) from each member organization, where applicable.

Section 2. *Purpose and Powers.* The Clergy Caucus has the unique responsibility of providing religious and theological support, encouragement and leadership to all other areas of Justice United's affairs and activities. It also shall provide the clergy leaders of the member organizations with updated information on the internal and external affairs and activities. The Clergy Caucus shall assist with fundraising, support and sponsor training, and recruit new faith communities.

Section 3. *Meetings.* Regular meetings of the Clergy Caucus ordinarily shall be held at least four times per year. The meeting date can be changed at the discretion of the members of the Clergy Caucus. Justice United staff members may attend the Clergy Caucus.

Section 4. *Quorum and Voting.* No matters are considered that require an official vote. Agenda matters are decided by consensus among the members in attendance at each meeting.

Article VI

Action Teams (AT) and Other Committees

Section 1. *Composition; Qualifications.* ATs shall be established by the Board of Directors and consist of persons affiliated with various member organizations. An Organizer or Board member shall be assigned to each AT.

Section 2. *Purposes and Powers.* An AT is responsible for organizing the relevant constituencies to support a designated objective, to perform research, to recommend, participate in, and reflect upon actions with respect to that objective, and for such other matters as may be referred to the AT by the Countywide Leaders Caucus or Board. Each AT is responsible for planning and implementation of all actions, assemblies, and house meetings, which is subject to Board approval.

Section 3. *Meetings.* ATs shall hold regular meetings at such dates and times as the AT may establish, and shall hold special meetings when called by the Board or the organizer/Board member assigned to the AT.

Section 4. *Committee.*: Committees such as executive, nomination, research, public relation, policies and other ad-hoc committee may be establish as needed from time to time by the Board. Each committee has limited authority and clearly defined responsibilities and may be dissolved at the end of its conclusion of it charge. It is expected that the committee will collaborate on functions that cross committee lines. Each committee shall keep minutes, submitting them to the Board Secretary, and report recommendations when required to the Board.

Article VII

Organizers and and Relationship with the Industrial Areas Foundation

Section 1. *Organizers.* Once hired, Justice United will rely on the collective work of trained organizers to work with the projects. The organizer is to ensure that the work of Justice Untied is carried out in these settings in accordance with Justice United's timetables, objectives, and methods.

Section 2. *Duties of Lead Organizer.* The lead organizer shall develop leaders, institutions and other staff within Justice United, and be responsible for fundraising and collections. The Lead Organizer hires, supervises, and evaluates the work of additional organizers.

Section 3. *Relationship with the Industrial Areas Foundation.* The Board shall have the power to make the decision to enter into a contract or not with an Industrial Areas Foundation regional chapter for the provision of consulting around actions, money campaigns, and training. The Board shall negotiate the contract with the IAF representative, including setting the amount of funding and tasks to be completed yearly.

Article VIII Processes and Procedures

Section 1. *Books and Records.* Justice United shall keep books and records of all accounts and shall also keep minutes of the proceedings of the Countywide Leaders Caucus and Strategy Team. Justice United shall keep at its principal office a record giving the names and addresses of ALL members. All books and records of Justice United may be inspected by any member organization at any reasonable time.

Section 2. *Contracts.* The Board may authorize any employee or other representative of Justice United to enter into any contract or execute and deliver any instrument on behalf of Justice United. Such authority may be general or confined to specific instances, and no officer shall have any power to bind Justice United to any contract or engagement, or to pledge its credit or to render it liable for any purpose or any amount.

Section 3. *Checks, Drafts, Orders of Payment.* All checks, drafts, and orders of payment, or other evidences of indebtedness issued in the name of Justice United shall be signed by a representative authorized by the Board including the Co-Chairs or Secretary. A request form with invoice or receipt must be completed for payments and reimbursements.

Section 4. *Amendments to the bylaws.* Amendments will be presented to the board. After 30 days review by the Board, a vote will be taken. These bylaws may be altered, amended, or replaced and new bylaws may be adopted by a two-third vote of the members of the Board. Changes to the bylaws will be presented during the Justice United Annual Meeting. The bylaws will be reviewed every three years for adherence to culture and context of JU.

Section 5. *Annual Meeting.* An Annual Meeting will be held yearly in the November. The purpose of the Annual Meeting is to inform the member organizations about changes to the bylaws, the status of the budget, receive committee reports and Action Team reports and obtain input. During this Meeting, new board members will be voted upon by those in attendance from member organizations in good standing. New actions may be voted upon during the Annual Meeting.

Section 6. *Parliamentary Procedures.* The parliamentary procedure of the organization, Board, Executive committee, and all other committees established shall be governed by the most recent revised edition of Robert's Rules of Order unless contrary to the procedure in these bylaws.

Section 7. *Conflict of Interest.* No officer, committee member, or employee of JU shall engage in a self-dealing transaction that may be considered Conflict of Interest. A self-dealing transaction is a transaction with JU in which an officer, director, or employee of the organization has a material financial interest either directly or indirectly. The Board may approve such transaction if it's in the best interest of the organization and is fair and reasonable to the organization. Such determination must be made by the Board acting in good faith, with full knowledge of investigated material facts concerning the transaction. Member of the Board shall disqualify

themselves from voting on any matter in where there exists an ethical or material conflict of interest.

Section 8. *Indemnification.* JU shall cover and hold harmless each person who shall serve at any time as Member, Officer, employees or authorized agent of JU.

Updated and Adopted: October 6, 2016