



## **ARTICLE I**

### **NAME AND LOCATION OF CORPORATION**

#### ***SECTION 1.***

##### **NAME OF ORGANIZATION**

The name of the organization shall be:

**The Center for Reconciliation and Social Change, Inc**

#### ***SECTION 2.***

##### **LOCATION OF THE ORGANIZATION**

The principal offices for The Center For Reconciliation and Social Change shall be: 5727 Galestown Newhart Mill Road, Seaford, Delaware or at any location that may be determined by the Board of Directors of the corporation at later date. The Center For Reconciliation and Social Change may have such other offices as the Board may determine appropriate.

## **ARTICLE II**

### **PURPOSE; GOALS AND GUIDING PRINCIPLES**

#### ***SECTION 1***

##### **PURPOSE**

**1.1** The primary purpose of The Center For Reconciliation and Social Change will be established by its faith based, Reconciliation principles;

**1.2** (a) is to increase and improve the social" economic" legal options and resources available to the those living in poverty, oppressed, incarcerated and their families, at risk youth" seniors and their communities"

**1.3** (b) to build the capacity of other faith based and community organizations that reconcile, serve; those living in poverty, oppressed, incarcerated and their families, at risk youth" seniors and their communities.

**1.4** (c) to carryout or function in accordance with the policies determined by it's the governing board" membership and the agencies they serve; within the purpose, principles and goals to reconcile others, by faith into family, social community, world systems.

**1.5** Our interest primary centers around the development of oneself, as it may relate to godliness; a goodness in all to act, carry out, the total duty of man, who is made in the image and likeness of God, by faith.



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**Arterial II, Purpose...** *continued part 2*

**1.6** Godliness; (everything that is good) God made man in his image, character, likeness to manifest goodness, justice and humanity.

**1.7** This goodness can be seen in a society when that which is good functions in harmony with each other.

**1.8** Social change is necessary when that which is good is not evident: poverty, oppression, need of the imprisoned and their families and youth at risk" seniors living alone and in poverty.

**1.9** Faith based initiatives see the goodness in every man, regardless religious or of religious affiliation, or conviction and redirects that person to their faith or a faith in truth. God's Word is truth.

**1.10** Our faith based initiatives sees the good in all; regardless of color, gender, or nationality.

**1.11** God created all, and is in all. Needless to say we do not discriminate based on religion, race, color, age, socio-economic status, nationality, sex or sexual orientation.

***Toward the purpose indicated in Article II, Section 1, above,***

The Center For Reconciliation and Social change has the following goals:

**.1** To increase and improve the social, economic, legal options and resources available to those living in poverty, oppressed, incarcerated and their families, youth at risk, seniors and their communities.

**.2** To promote and communication coordinate resources among member agencies (**Urban Partnership Coalition**); that serves to reconcile others to the true nature of man. Reconciliation most often can take place in one of two ways; **1)** Moral or Social Reconciliation Therapy; **2)** To be born again, conversion of the old man, to include reconciliation principles.

**.3** To encourage members to foster faith based programs in local communities to impact and coordinate with other services affecting family and youth; for the purpose of promoting community-based social programs that would be more responsive to the communities we serve;



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.4 To improve and coordinate information flow, referral opportunities, training opportunities, and grant-sharing among members organization;

.5 To inform members of developments of on legislative and administration of government programs that affect those we serve;

**Arterial II, Purpose...** *continued part 3*

.6 To improve through united strength each member's capacity to identify its community's needs and problems and to assist in the development and follow-through of programs designed to respond to such needs and problems;

.7 To provide developmental assistance and capacity building to new faith based and community organizations; who has similar goals, objectives and principles;

.8 To develop funding sources, or budgeting principles for member agencies, so that their programs may be carried out at all levels of community.

.9 To encourage the development of human potential, talent, skills, and abilities in the area of human are services; promoting compassion as a means of promoting community.

.10 To promote member centers (**Urban Partnership Coalition**) and or external organization with staffing patterns that will not discriminate based on race, creed, color, sex, sexual orientation, disability, age or national origin.

.11 To promote the interests of youth and their families; development of faith based and public policies at local, state, and national levels.

.12 To promote the concerns of members among policy makers in Federal, state, and local governments;

.13 To increase public awareness of the needs and rights of faith based programs for people we serve.

.14 To promote communication and coordination between other national organizations affecting faith lased and community programs and the opportunities they face;

.15 To increase public awareness and work toward reducing the ethnic, age, sexual, and other biases that effect faith based programs that effect youth and family service institutions in this country;



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.16 To advocate for public policy of equality for youth of incarcerated parents, young people in general, seniors; without discrimination on the basis of sex or minority group membership;

.17 To endeavor to make agency services responsive to the unique human needs of each person, honoring his/her self-determination in deterring God will, by faith; and

.18 To advocate and provide opportunities for youth and family; community participation in all levels of the organization, its member agencies, and organizations, and other local, state, and federal agencies affecting the people we serve.

### **SECTION 3**

#### **GUIDING PRINCIPLES**

The Center for Reconciliation and Social Change shall have Guiding Principles, which shall set forth core values of the organization and which shall be modified, if needed, and affirmed by the membership at the annual membership meeting.

**3.1** In Principle we are not political or self (individual) centered in nature; but through a spirit of corporation promote the good of all to the ends of promoting reconciliation and ultimately creating, guiding others towards social change.

**3.2** We are faith based and community leaders focused on a single body of beliefs: We have been changed by The Word of God; confess our beliefs and are acting out the principle of compassionate care towards all human kind; reconciling others to God's Word.

**3.3** and the belief that the Word changes a persons from within, that may believe and desire to be part of the greater good; society.

**3.4** We seek to impact the lives of those living in poverty, oppressed, incarcerated and their families, youth at risk, seniors and their communities thus the notion the center for reconciliation and social change. A Faith Based Organization or A Faith Based Initiative.

**3.5** We *do not gather for religious*, philosophical or denominational purpose or function.

**3.6** We do not function in the course of religion, other than; acting out the compassion expressed in God's Work to love one another. To bring focus to any individual, organization or agencies, our principles or function; the compassion and love that is expressed by faith.

**3 .6(b)** to clarify this point we *will not approach* or *focus on* religious or denominational points of view or activity; while acting or carrying out our a Godly duty or function



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within society; our Godly qualities are to serve humans in the process of reconciling others to God (God's Word).

**3.7** *Our intended impact is to improve the social standing of the people we serve.*

**3.8** We will carry out each function acknowledging God: which may include Prayer, teaching from scriptures, or bible instruction to be used to encourage day to day practical standards of living and conduct.

**SECTION 3, GUIDING PRINCIPLES... continued**

**3.9** Our standard or principle are based on The Holy Scriptures for whom and by whom we continually (not religiously) function.

**3.10** As stewards or servants of God we acknowledge the world (a norm or way of conduct), the world system and all of its governing bodies.

**3.11** We consult with them (world systems) because there is no authority except that which God has beforehand ordained.

**3.12** We understand in principle that our beliefs: norms and ways of conducting business: philosophies, (inquiry into the nature of things based on logical reasoning) are not like or of this world.

**3.13** We do not seek to prove them (the world systems) wrong, or intend to be contrary; but act out in a divine order, given us direction to honor, love and respect one another

**ARTICLE III  
STRUCTURE DESIGNATION**

**SECTION 1.  
STRUCTURE DESIGNATION**

**1.01** The founding principles are carried out under the watchful eyes the founders governing board, made up of seven faiths based or community leaders; not less than 2/3 clergy or faith based leaders.

**1.02** The founder governing board governs the activities of a general board made up of associate boards, **Urban Coalition** in communities in Delaware, Maryland and Virginia.

**1.02 (b)** an associate boards are made up of not less than 7 community leaders in a town or provenance; 2/3 of which are faith based clergy or leaders.



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**1.03** There shall be *one* (1) geographic region: To date; for The Center for Reconciliation and Social Change which will be governed by the founding governing board.

**1.04** During the founding or development of this organization it is important to properly structure its development for the greater good of the people and organizations we serve.

**1.05** The *founding governing board* has the power to approve, organize or terminate membership of any associate board for the greater good for all.

*ARTICLE III, SECTION 1, STRUCTURE DESIGNATION... continuation part 2*

**1.05(b)** The founding board may limit for the purpose of growth and development the organization to one geographic region; and the centers that are currently on its' charter; with the capacity to add or delete as the founding board deems necessary.

**1.06** Region I will consist of the states of Delaware, Maryland and Virginia

**1.06 (b)** With exception the Enfield, NC and New Haven, CT. will be included in the founding board because founding board members involvement in development of the organization and the need to provide serves to those areas.

**1.07** The by-laws shall reserved the authority of the founding board to grant, by vote; additional governing "Urban Coalition" boards; who's powers, duties, and responsibilities not specifically delegated elsewhere in the by-laws; to be added at a time where need and service to communities in the centennial United States have been deem necessary.

**1.08** A governing board will be necessary, in any other jurisdiction, region or state that is not in region one;

**1.09** any new governing bodies; added by vote; which shall become part of the founding board; at which time will become the governing council will have one total vote on for each regional board in the governing council.

**1.09 (b)** at which time any additional governing boards are deemed necessary the founding board becomes a governing council made up of all regional boards.

**1.10** At such time the founding board shall be referred to as the governing council.

**1.11** granting then the governing council to add local, jurisdiction, region or state governing bodies as need or as interest arise; as specified in the by-laws for governing boards.

**1.12** No governing board or body, associate board or body, or individual shall have the power or authority to institute, alter or impute on the founding governing board;



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governing council; or associated organization; any by-laws, or policies that may conflict with that which has been established by the founding governing board; or by the governing council by vote.

**1.13** Any established governing or associated board or organization shall include the council of the Center Reconciliation and Social Change; governing board or council.

**1.14** Whenever and wherever a conflict exists between the bylaws of this parent or founding corporation and the rules of the governing, associate or local organization bylaws of the founding or governing board shall take precedence.

*ARTICLE III,  
SECTION II*

***MEMBERSHIP DESIGNATION***

**SECTION I.**

**MEMBERSHIP DESIGNATION**

There shall be four **(3)** categories of membership in the organization structure for the center for reconciliation and social change:

**1.1** Urban Coalition Governing Boards,

**2.1** Associate Urban Boards and or

**3.1** Urban Partnership Coalitions Member

**1.1 URBAN COALITION GOVERNING BOARD**

**1.1(a)** Urban Coalition Governing Board Member governing board membership shall be comprised of seven organizations in a jurisdiction not less than 7 local or provinces; 7 associate boards or One state; or region not less than 3 adjoining states who have met all the qualifications of a faith based and community organizations, who's board members are not less than 2/3 clergy or faith based leaders, with similar interest to govern a jurisdiction, region, or state;

**1.1 (b)** All board members will be determined by persons interested making application

**1.1 (c)** This governing board as a full membership must following the pattern as prescribed in their purpose, goals or principles according to these by-laws.

**1.1 (d)** all governing board must be approved by vote of the founding board or governing council; upon approval will become part the governing council.



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**1.1 (e)** a governing boards will be granted one vote on the governing council, along with the 7 votes of the associate board members in the region.

**1.1 (f)** If the even of a tied vote; the vote of the majority of the associate member present shall determine the purpose of action for the organization.

**SECTION I.**

**MEMBERSHIP DESIGNATION**

**2.1 ASSOCIATE URBAN PARTNERSHIP COALITION BOARD**

**2.1 (a)** Association Urban Partnership Coalition Boards is a private, non-profit organization or have initiated proceedings toward operation as a private, non-profit organization.

**2.1 (b)** A potential Associate Urban Partnership Coalition Board and or organization shall express interested in developing a local Center, by issuing a letter or resolution from a local body, based on the formula expresses by the governing organization, who desires to make application, that meets guiding principles of CRCS.

**2.1 (c)** A potential Association Urban Partnership Board shall include, within its own membership, organizations which provide faith based serves to youth, families and community;

**2.1 (c)** An associate urban partnership board shall be comprised of 7 local leaders in one town or province; made up of 2/3 clergy faith based leader.

**2.1 (b)** leaders who have organized for the purpose of operating as a local Urban Partnership Coalition;

**2.2** Meeting the entire requirement to establish a local board; the governing board or council may grant the associate urban partnership board permission to act as a local support center for the Urban Partnership Coalition.

**2.3** That local organization will have all the privileges and benefits of a supported organization; local capacity development tools, resource development tools, grant sharing and local staff development.

**2.4** The name of that associate urban partnership board or organization will comprise of the local town or province to which it resides, city of Denton, Maryland; Denton Urban Partnership Coalition.

**2.5** That town or province has 7 votes on the general board; in future matters of the organization.



**2.6** The associate urban partnership organization shall sponsor fund raising activities not less than two times a year to support the governing organization.

**2.7** The associate urban partnership organization shall operate in a fiscally responsible manner at all times, following the guiding principles of this organization and the principles of accountability required for nonprofits.

### **SECTION I. PART 3**

#### **MEMBERSHIP DESIGNATION**

##### **URBAN PARTNERSHIP COALITIONS MEMBER**

##### **3.1 URBAN PARTNERSHIP COALITIONS MEMBER**

Any organization, corporation, agency that endorses the purpose and goals of the national organization, which has been determined to meet the following criteria, shall qualify as an "urban partnership coalition member":

**3.2** Any organization or agency express interest by making application to determine if that organization meets guiding principles of CRCS, urban partnership coalition member

**3.3** That organization shall place substantial emphasis on faith based and community development of individuals, youth, and family; expressing a desire to teach moral reconciliation therapy or principles.

**3.4** That organization shall accept self-referrals, referrals by associate organizations and referrals by government agencies of individuals, families that require services outlined under purpose CRCS, and or The Urban Partnership Coalition.

**3.5** That organization shall diligently practice non-discrimination in all of its activities and operations, and shall apply to all its personnel matters the principles of equal opportunity and affirmative action;

**3.6** That organization shall provide for and promote active youth and family participation in program policy;

**3.7** That organization shall be committed to insuring maximum client participation in all decisions affecting his/her own life (self-determination);

**3.8** That organization shall sign a letter of intent, agreeing to support the organization through fund raising, within the designated periods of time annually;



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**3.9** That organization shall makes commitment to network and communicate regularly with other member agency, assuring employees or personnel attend training annually, and provide personnel for training when new or updated programs are instituted;

**3.10** That organization shall makes a commitment to not supplant services of other member agencies, or misrepresent other member agencies in fund raising and advocacy efforts; and

**3.11** That organization shall makes a commitment to coordinate the development and implementation of programs with member agencies that serve similar client populations in the same service (local) area.

**3.12** An urban partnership coalition member shall demonstrate; commitment to the concept of insuring maximum consumer participation in all decisions affecting a person's own life (self-determination);

**ARTICLE III, SECTION III**

**VOTING RIGHTS AND PROCEDURES OF MEMBER(S)**

2.1 Governing board members shall have a vote with a weight of one (1) to be cast by that individual; one in all governing matters and one in all general matters.

2.2 Associate members shall have a weighted vote seven (7) which must be cast in a block by a representative officially designated by that organization; during general votes.

2.3 Organization Members shall have a weighted vote of one (1) which must be cast in a block by a representative officially designated by that association;

2.4 No form of membership other than Individual, Organization, or Association Member shall have a vote; and one type of membership at a time.

**SECTION 3 ADDITION OR AND REMOVAL**

3.1 Members shall be admitted to membership according to the following process:

a. Applications for membership shall be submitted in writing to the governing board;

b. An applicant not granted membership shall have the right to appeal. A 2/3 vote of the board of directors shall constitute a reversal of the decision.

3.2 The board of directors shall establish policies for the removal of members from the The Center For Reconciliation and Social Change, Urban Partnership Coalition.



**ARTICLE III, Article IV  
MEMBERSHIP MEETINGS**

**SECTION 1. REGULAR Membership MEETINGS**

The general membership shall meet annually. Notice specifying time and place and the Agenda for this meeting shall be mailed to all members at least 90 days in advance of the meeting. .

**SECTION 2. SPECIAL Membership MEETING**

Special meetings must be called by the President of the Board of Directors upon written request of: a) enough members to constitute one-third (1/3) of all member votes and which represent at least two-thirds (2/3) of the regions, or by

b) a request of the Board of Directors supported by at least 3/4 of the membership of either body. 90 days' advance notice of the meeting in writing to all members is required. The agenda and notice of time and place shall be mailed at least 30 days in advance.

**ARTICLE III, SECTION V QUORUM**

One third of the voting members in good standing including representation from at least 2/3 of the regions shall constitute a quorum.

**ARTICLE III, SECTION VI. MANNER OF ACTING**

4.1 The President of the board of directors shall chair the annual membership meeting.

4.2 The act of a majority of those voting members present at the membership meeting at which there is a quorum shall be the act of the general membership unless the act of a approval of the Board of Directors, mail ballots may be submitted to the eligible voting members. The vote of a majority of all eligible voting members submitting a vote by mail allot shall be required to pass on issues presented by mail ballot.

**ARTICLE III, SECTION VII. RULES OF ORDER**

Unless otherwise provided for in these By-Laws, the parliamentary authority of this organization shall be Robert's Rules of Order.

All business order, change, or additions must be made in the form of; **1)** a formal resolutions from the body; **2)** accepted by one member and **3)** approved or rejected by a voice vote, unless determined controversial or in conflict by president and then a written vote must be tabulated.



**ARTICLE IV  
ESTABLISHING AND AUTHORITY OF BOARDS**

**ARTICLE IV, SECTION 1, COMPOSITION OF A BOARD**

1.1 Any Board of Directors shall be composed of no fewer than seven (7), not more than three (3) Members per governing body.

1.2 Two thirds (2/3) of these members shall be clergy or faith based;

1.3 One third of these members shall be Civic/academic/corporate/professional or local community leadership shall complete a general board;

1.4 The Board shall be diverse with no less than one-third of its members representing minority populations, such as race, ethnicity, age (youth), physical challenge, sexual orientation or gender.

**ARTICLE IV, SECTION 2 OFFICERS**

The officers of the Corporation shall be **1) President, 2) Vice-President, 3) Secretary, and 4) Treasurer.**

- 1) All officers must be dually nominated and elected from its' current membership.
- 2) The Board of governors shall nominate, or accept nominations of officers from its membership at a regularly scheduled meeting immediately preceding (45 or less days) the Annual Meeting of the Corporation. The Annual meeting is scheduled for September, or fall of each year.
- 3) Officers shall be elected for terms of not less than two year.
- 4) Terms of officers shall begin at the Annual Meeting of the Corporation, after a general election or in the election year that they are voted in by membership.
- 5) The President shall preside at all meetings of the Corporation and Board of directors, and shall perform the customary duties of a Board President of a charitable corporation and such other duties as the Board of Directors from time to time may direct, not in conflict with the powers and purposes of this Corporation as set forth in its Articles of Incorporation.
- 6) The Vice-President shall, in the absence of the President, shall perform the president's duties and such other duties as the Board of Directors may from time to time direct within limitations herein set forth.



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**ARTICLE IV, SECTION 2 OFFICERS... continued**

7) The Secretary shall take and preserve the minutes of all meetings of the Corporation and Board Directors, and shall make all records readily available for inspection by members of the Corporation. The records shall be typewritten, preserved in bound form and kept in the office of The Center or Reconciliation and Social Change.

7 b) The Secretary shall also preserve all correspondence, memoranda, etc., by and between officers and members of the Corporation relative to the affairs of the Corporation and shall preserve all cores ordnances, memoranda. etc... between the Corporation and other organizations or individuals and

7c) All records shall be retained for a period of time consistent with professional, administrative, and legal requirements.

8) The Treasurer shall make available to the Board of Directors an annual budget and a monthly report of the financial condition of The Center For Reconciliation and Social Change, and shall annually present to the Board of Directors an audited report prepared by independent auditors. These records remain the property of The Center for Reconciliation and Social Change, Inc and only kept at its corporate headquarters.

**ARTICLE IV, SECTION 2. TERMS OF OFFICE**

2.1 Terms of office for any member shall not exceed 6 (six) years.

2.2 Upon nomination by the Board and election by the membership, Board members may serve for a total of 6 years, totaling 3 consecutive 2-year terms.

**ARTICLE IV, SECTION 3. GOVERNING POWERS AND RESPONSIBILITIES**

3.1 The Board of governors has the general power to (1) control and manage the affairs, funds and property of the Corporation;

3.2 (2) disburse the Corporation's monies and dispose of its property in fulfillment of its corporate purpose; provided, however, that the fundamental and basic purposes of the Corporation shall not thereby be amended or changed and provided further that the Board of governors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual, according to the laws and IRS statutes.

3.3 Board members must be committed to the Guiding Principles of the Center for Reconciliation and social Change.

3.4 The Board of Directors shall be responsible for the development of governing policy.



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3.5 The Board of Directors shall be responsible for seeing that the governing policies approved by the Board be carried out and shall evaluate the effectiveness of The Center for Reconciliation and Social Change in achieving its mission and goals.

3.6 The Board of Directors shall be responsible for a full report of its activities in writing no less than once annually to the general membership of the organization.

3.7 The Board of Directors shall have the responsibility for the hiring, firing, and reviewing the performance of an executive director upon the recommendation of an **Oversight Committee**; for Review of The Executive Director (not less than 3 board members on this committee). The *Oversight Committee* will determine the need, scope and capacity and salary of the executive director. Such actions require a simple majority of the Board the full board.

3.8 The Board of Directors shall also be responsible for resource development, establishing and maintaining critical linkages for the organization, public education, and advocacy for issues developed by the organization.

**ARTICLE IV, SECTION 4. ELECTION**

4.1 A board members shall be nominated by a **NOMINATING COMMITTEE** and approved by the full board. The nominations will come from a pool of applicants, qualified by the nomination committee.

4.2 The slate of nominated Board members shall be ratified by general membership every two years, or as needed.

**ARTICLE IV, SECTION 5 QUORUMS**

A duly constituted quorum of the Board of Directors shall be two-thirds (2/3) of any dully elected body.

**ARTICLE IV, SECTION 6 MANNER OF ACTING**

6.1 A simple majority of those members present at a regularly constituted meeting of the Board of Directors shall constitute an act of the Board provided there is a quorum.

6.2 The Board of Directors may also act by simple majority of all members through an official mail ballot.



**ARTICLE IV, SECTION 7 MEETINGS**

7.1 The Board of Directors shall meet not less than quarterly. Four (4) times a year at such locations as previously designated by them the general board.

7.2 The Board may meet more often depending upon available resources and needs.

7.3 The Annual meeting will be held in September of each year.

**ARTICLE IV, SECTION 8. COMMITTEES**

8.1 Committees shall be appointed by the President and shall include at a minimum the executive committee, The resource & development committee, and faith based education committee, oversight committee, and nomination, election committee.

8.2 The President shall ensure that nominations are handled by one of the committees named above or shall appoint any additional committees as need arises.

8.3 A committee chair shall be determined by those appointed to that committee.

**ARTICLE IV, SECTION 10. RESIGNATIONS, VACANCIES, REMOVAL**

10.1 A Board member may resign by notifying the President 'of the Board in writing 90 days prior to the effective date.

10.2 The President may fill a vacancy with the appointment of an individual who meets the criteria for the position, if designated, keeping in mind the organization's commitment to faith based principles.

10.3 Board members who miss three consecutive meetings may be asked to resign.

**ARTICLE V, CONFLICT OF INTEREST**

**ARTICLE V, SECTION 1**

Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the corporation while serving in such capacity.



**ARTICLE V, SECTION 2**

Directors shall not conduct private business in a manner which places them at a special advantage because of their association with The Center For Reconciliation and Social Change.

**ARTICLE V, SECTION 3**

Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

**ARTICLE V, SECTION 4.**

Any Director having a duality of interest or possible conflict of interest on any matter must not vote or use personal influence on any matter, and should not be counted in determining the quorum for that meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation noted in the minutes.

**ARTICLE VI**

**AMENDMENT OF THE BY-LAWS**

**ARTICLE VI, SECTION 1**

**AMENDMENT RATIFICATION**

An Amendment to the By-Laws may be initiated by:

- 1.1 Two-thirds (2/3) vote of any jurisdiction, region or state;
- 1.2 Two-thirds (2/3) vote of the Board of Directors; or
- 1.3 A majority of members present at the annual membership meeting.

**ARTICLE VI, SECTION 2**

**AMENDMENT PROCEDURE**

2.1 A proposed amendment must be read aloud or in the event of amendment of the a current by-law, sent to all members no less than 6 weeks prior to the date of the annual membership meeting at which these amendments will be considered, or, in the event of a mail ballot, not less than 6 weeks prior to the date designated by the President of the Board of Directors as the date for mail ballots to be returned.

2.2 An amendment will pass with a two-thirds affirmative vote of members returning Written ballots by the stated deadline, or a two-thirds affirmative vote of credentialed delegates present at the annual membership meeting.



**ARTICLE VII  
FUND RAISING**

Fund raising or membership support shall be set by resolution of the voting membership at the annual membership meeting, or by majority vote of The Center For Reconciliation and Social Change members returning written mail ballots by the stated deadline.

**ARTICLE VIII  
INDEMNIFICATION**

The Center for Reconciliation and Social Change, Inc, its affiliates, associations or partnerships coalitions' shall to the extent legally permissible indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the center for reconciliation and social change to procure judgment in its favor) by reason of the fact that he or she was or is a representative of The Center For Reconciliation and Social Change, or is or was serving at the request of The Center For Reconciliation and Social Change as a representative of another partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case by the Board of Directors on the advice of independent counsel that such indemnification is proper in the circumstances because the person acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the center for reconciliation and social change, inc and, in the case of a criminal action, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The Center For Reconciliation and Social Change may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the Delaware Non-profit Corporation Law.