

# Bylaws of B.R.E.A.D.

**Preamble** The B.R.E.A.D. Organization actively uncovers injustice and mobilizes the community/people of faith through the power of organized people to create and win just, fair, and effective solutions to local problems.

## **Article I Incorporation**

Section 1. The name of this organization shall be "Building Responsibility, Equality And Dignity", hereafter referred to as the "B.R.E.A.D. Organization" or "B.R.E.A.D."

Section 2. The B.R.E.A.D. Organization shall be a non-profit corporation, established in accordance with section 501 (c)(3) of the Tax Code of the Internal Revenue Service and the laws of the State of Ohio.

Section 3. All authority is vested in the Annual Assembly ("Annual Assembly"), which is the ultimate decision-making body for the organization, composed of Justice Ministry/Rodef Tzedek members from each member congregation/and other faith groups. As described below, these Network Members shall delegate authority and responsibility between meetings to the Board of Directors.

## **Article II Affiliation with Direct Action and Research Training Center, Inc. (DART)**

Section 1. The B.R.E.A.D. Organization shall maintain an affiliation with the Direct Action and Research Training Center, Inc. (DART).

Section 2. The B.R.E.A.D. Organization shall rely on DART to provide training and consulting support for the B.R.E.A.D. Organization leaders and to recruit and train new organizing staff.

## **Article III Membership**

Section 1. "B.R.E.A.D." shall be an organization of member congregations/and faith-based groups, all of which shall operate in the greater Columbus area/Franklin County. Membership shall be open to any religious organization with at least twenty (20) members that subscribes to the mission of the B.R.E.A.D. Organization and supports the organization financially according to the dues schedule adopted by the Board of Directors.

Section 2. Religious organizations/congregations become members of the B.R.E.A.D. Organization by subscribing to the following covenant:

\_\_\_\_\_ (name of the congregation), enters into a covenant with the B.R.E.A.D. Organization for the purpose of more successfully practicing our values. We support the goals of the B.R.E.A.D. Organization and understand our specific commitment to be as follows:

- a. Building a Justice Ministry/Rodef Tzedek Network in our congregation for the purpose of strengthening our ministries with our members and our community;
- b. Involving a broad representation of our congregations or faith communities through three annual processes: the listening process, the research-to-action process and the investment drive process;

- c. Working for the common good on issues selected the B.R.E.A.D. Organization's Annual Assembly and supporting the efforts of each of the other member organizations on issues that affect the quality of their lives and work with them on issues of common interest;
- d. Accepting responsibility for the financial health of the organization through the payment of regular dues and involvement with the B.R.E.A.D. Organization's investment drives and other fundraising efforts;
- e. Selecting one (1) representative and one (1) alternate to the B.R.E.A.D. Organization Board of Directors, communicating the names to the B.R.E.A.D. office, and ensuring that one representative attends board meetings;

Section 3. For the purpose of building networks in each congregation, the responsibilities of a Network Member shall be defined by the Board of Directors.

Section 4. Voting rights of member organizations at the Annual Assembly, Justice Ministry Team Assemblies and Board of Directors' meetings shall depend upon the payment of dues and regular attendance at meetings and assemblies.

#### **Article IV Annual Assembly**

Section 1. All powers derive from and ultimate authority is invested in the Annual Assembly including the following authority:

- a. Adopt policies and set issue priorities;
- b. Elect all officers of the B.R.E.A.D. Organization;
- c. Amend these Bylaws in accordance with Article XIII; and,
- d. Act on any other business of the organization properly brought before it.

Section 2. The Annual Assembly shall meet at least once a year on a date selected by the B.R.E.A.D. Organization's Board of Directors.

Section 3. Each member congregation shall encourage all Justice Ministry /Rodef Tzedek Network Members to attend the Annual Assembly, as follows:

- a. Only network members who are present at the Annual Assembly shall have the right to vote.
- b. Each network member present shall be entitled to one vote
- c. A network member shall represent only one congregation
- d. The Annual Assembly, except those involved in any dispute regarding seat, voice or vote, shall, by a simple majority of voting members present, be the final judge in determining the seating of network members.

Section 4. Notice of the Annual Assembly, including the agenda, shall be published to all member organizations at least two weeks prior to the meeting.

Section 5. The delegates present at any properly convened Annual Assembly shall constitute a quorum provided that at least one-half (1/2) of the member congregations have at least one delegate present.

Section 6. The Co-Presidents shall call the Annual Assembly to order and preside over the Assembly.

#### **Article V [NEW] Justice Ministry Team Assemblies**

Section 1. To coordinate to coordinate the Justice Ministry/Rodek Tzedek Network in each congregation, the Faith Leader and/or BREAD staff assigned to that congregation will select Team Members. The duties of Team Members will be decided by the B.R.E.A.D. Board of directors.

Section 2. The Justice Ministry Team Assemblies shall consist of the Team members of each congregation's Justice Ministry/Rodef Tzedek Network. The chief functions of the Justice Ministry Team

Assembly ("Team Assembly") shall be the following:

To implement the priorities adopted by the Annual Assembly;

To plan for key events— Annual Assembly, Rally, Nehemiah Action and Justice Ministry/Rodef Tzedek Celebration

To ensure success in the three processes: listening process, research to action process, and investment drive; and

to welcome new congregations as B.R.E.A.D. members.

Section 3. The Team Assembly shall meet at least four times a year on dates set by the Board of Directors, with at least two (2) weeks' notice to all member Congregations.

Section 4. A quorum of the Team Assembly shall consist of at least one Justice Ministry/Rodef Tzedek Team member from one-half (1/2) of all member congregations.

## **Article VI Staff**

Section 1. The B.R.E.A.D. Organization staff shall consist of a Lead Organizer and other Organizer(s). Administrative personnel may also be employed.

Section 2. The Lead Organizer shall be accountable to the Board of Directors.

Section 3. The primary responsibilities of the Lead Organizer shall be as follows:

- a. Advise the Board of Directors and committees;
- b. Hire, supervise, mentor, and evaluate other staff employed by the B.R.E.A.D. Organization;
- c. Function as the primary liaison between the B.R.E.A.D. Organization and the Direct Action and Research Training Center, Inc. (DART);
- d. Regularly seek out and build relationships with new leaders and facilitate bringing in new congregations;
- e. Identify potential sources of financial support;
- f. Ensure that all government and funding reports are completed in a timely manner;
- g. Ensure that we reach our financial goals, that financial records are accurate and current, and that all government and grant reports are completed in a timely manner;
- h. Convene all Standing or Ad Hoc (Special) Committees or ensure that all Committees meet as required by these Bylaws or by the Board of Directors.
- i. Develop and maintain a working knowledge of the issues, challenges, and local economic and political environment; and,
- j. Other functions as mutually agreed upon.

## **Article VII The Board of Directors**

Section 1. The Board of Directors shall consist of:

- a. The officers elected at the Annual Assembly;
- b. A representative of each standing committee and action committee; and,
- c. One representative from each member congregation/faith organization, along with an alternate who shall serve as a Board member in absence of the representative, to be selected by the member congregation.

Section 2. All members of the Board of Directors shall be active Team members in good standing from a member congregation of the B.R.E.A.D. Organization.

Section 3. The Lead Organizer shall be an ex-officio member of the Board of Directors.

Section 4. The primary responsibilities of the members of the Board of Directors shall be to fulfill the mission and the financial responsibilities of the B.R.E.A.D. Organization. The specific functions shall be as follows:

- a. Attend board meetings or ensure that the alternate attends, with notification to B.R.E.A.D. staff.
- b. Review the B.R.E.A.D. Organization assembly agendas and recommendations and plan for good attendance;
- c. Adopt the annual operating budget, including the dues structure, and secure and oversee the financial well-being of the B.R.E.A.D. organization;
- d. Recommend new member congregations to the Board and act on recommendations from Membership Committee regarding applications of congregations for membership;
- e. Implement the priorities adopted by the Annual Assembly;
- f. Communicate information regarding the B.R.E.A.D. Organization operations and issues to their congregations and represent their congregations' interests and concerns at Board meetings;
- g. Evaluate the B.R.E.A.D. Organization's performance and accomplishments,
- h. Adopt a dues structure for the organization;
- i. Approve the employment of a Lead Organizer and establish guidelines for the evaluation of that person's work to be implemented by the Executive Committee.
- j. Act on recommendations by the Executive Committee

Section 5. The Board of Directors shall meet at least eight times per year.

Section 6. The Co-Presidents may convene special meetings of the Board of Directors. There shall be at least seven (7) days' notice given to all Board members by mail/email or by phone. Special meetings may only be called for stated, specific special business.

Section 7. Representation from at least one-half (1/2) of the member congregations shall be required to constitute a quorum for the Board of Directors.

### **Article VIII Officers**

Section 1. The officers of the B.R.E.A.D. Organization shall be as follows:

- a. Co-Presidents (two), who shall be spokespeople for the B.R.E.A.D. Organization, preside over assemblies and Board meetings, and carry out all the other normal functions of a president. The two Co-Presidents shall reflect the racial and gender diversity of the organization;
- b. Vice-President, who shall assist the Co-Presidents as directed and, in their absence, act in their stead;
- c. Recording Secretary, who shall record the proceedings of the Board of Directors and Executive Committee;
- d. Corresponding Secretary, who shall be responsible for writing and posting correspondence as directed by the Co-Presidents and the Board of Directors; s(he) shall provide notice of all meetings as set forth in these Bylaws; and publish articles and reports in a quarterly Newsletter.
- e. Treasurer, who shall ensure that financial records are maintained in accordance with generally accepted accounting principles for not-for-profit organizations, submit a written financial report to each regular meeting of the Board of Directors and a full annual report.[see cuts] The Treasurer shall be an Ex-Officio member of the Finance Committee (Article IX, Section 2 b)

Section 2. Election of Officers:

The slate of officers shall be presented by the nominating committee at least two weeks prior to the Annual Assembly and elected by a majority vote at the Annual Assembly. The nominating committee shall nominate one qualified candidate for each office. Additional nominations may be offered provided that the nominee is supported by ten (10) signatures of Team Members from at

least five (5) member congregations and presented to the chairperson of the nominating committee one week prior to the Annual Assembly. Such nomination(s) shall be offered as an amendment to the slate.

**Section 3. Terms of office:**

The terms of office shall be one year, except that of Co-President. The office of the Co-President shall be a two-year term and the two Co-Presidents shall have staggered terms.

The Vice-President, after having served a one-year term, shall take the place of the retiring Co-President, if willing.

The Secretaries and Treasurer will each serve a one-year term, but may each be elected for additional terms. As provided in Article VIII, Section 2 d of these Bylaws, the Nominating Committee shall nominate one qualified candidate for each office.

**Section 4.** All candidates shall be active Justice Ministry/Rodef Tzedek Team members or clergy of a member congregation and the slate of candidates shall reflect the racial, religious, and gender diversity of the B.R.E.A.D. Organization. Candidates may be clergy persons or lay persons.

**Section 5.** Should an office become vacant, the Board of Directors shall have the power to appoint an acting successor to serve until the next Annual Assembly.

**Section 6.** Prior to the assumption of office, all elected or appointed officers shall take the following oath:

I, \_\_\_\_\_ (name of officer), do hereby solemnly affirm to uphold the Constitution and By-Laws of the B.R.E.A.D. Organization and to perform all duties as required by the Bylaws and as mandated by the Annual Assembly.

[old Article VIII is moved to Article IX "Committees"]

## **Article IX Committees**

### **Section 1. Executive Committee**

a. The Executive Committee shall consist of the officers elected in accordance with Article VIII plus a minimum of two (2) and no more than four (4) at-large delegates elected by the Board of Directors.

b. At-large delegates shall be active Justice Ministry/Rodef Tzedek Team members of good standing of one of the member organizations.

c. The chief functions of the Executive Committee shall be as follows:

- i. Prepare the agendas for the meetings of the Board of Directors;
- ii. Recommend an annual operating budget for adoption by the Board of Directors;
- iii. Review the financial records and identify issues to be addressed by the Board of Directors
- iv. Recommend an acting successor to the Board of Directors, should an office become vacant, whose appointment shall be ratified by the Board of Directors;
- v. Identify and recommend Standing and Special Committee Chairs who are active Justice Ministry/Rodef Tzedek Network members, to be appointed by the Board of Directors.
- vi. Recommend action on membership issues
- vii. Supervise and evaluate Personnel needs and accomplishments
- viii. Review the Bylaws every five years and consider amendments to be recommended to the Board of Directors for action at the Annual Assembly.
- viii. The executive committee shall meet at least ten (10) times per year.

## Section 2. Standing and Ad Hoc **Committees:**

Standing Committees, as well as Ad Hoc (Special) Committees are proposed by the Executive Committee and are confirmed by the Board of Directors. Standing Committees include, but are not limited to:

a. Nominating Committee, which shall nominate one qualified candidate for each elected office of the B.R.E.A.D. Organization. A list of all nominees, including background information on each, shall be circulated to each member organization at least one week prior to the Annual Meeting. The Committee shall also keep a record of all nominations. In seeking candidates for offices, the Committee shall seek to reflect the racial, economic, gender and cultural diversity of the B.R.E.A.D. Organization.

b. The Finance Committee, which shall propose an annual budget, including an annual dues structure, to the Executive Committee and Board of Directors, supervise all fund-raising activities of the B.R.E.A.D. Organization, and advise the Executive Committee and Board of Directors on any issues regarding the financial condition of the Organization.

c. The Personnel Committee, which shall assist in the employment, evaluation and supervision of the Lead Organizer and in the development and implementation of personnel policies and procedures. The personnel committee should meet at minimum four (4) times a year to assess each staff person's performance in each of the three processes (Listening Process, Research to Action Process, and Investment Drive) and to prepare the Lead Organizer evaluation for the Executive Committee. Section 3. Action Committees.

a. Action Committees shall research the problem, define issues, and plan and carry out strategies for issues based on problems selected for the B.R.E.A.D. Organization by the Annual Assembly.

b. Issues, plans, and strategy developed by the Action Committee must be approved by the Board of Directors.

c. For their issues, each action committee shall have specifically defined goals and objectives and report monthly to the Board of Directors

d. After an issue is won, the Action Committee shall monitor their respective areas and call for action if necessary.

e. Chairs of Action Committees shall be active Team members or clergy of one of the Member Organizations.

f. Membership in an Action Committee shall be open to Justice Ministry/Rodef Tzedek network members.

## **Article X**

### **Non-Partisan and Non-Discrimination Policies**

Section 1. Under no circumstances shall the B.R.E.A.D. Organization endorse a candidate or slate of candidates for public office.

Section 2. the B.R.E.A.D. Organization shall not ally itself with, nor allow its name to be used to endorse any candidate for political office, any political party or any political action committee.

Section 3. Membership in or participation in the activities of the B.R.E.A.D. Organization shall not be determined in any way by gender, color, race, religion, national origin, disability, or citizenship.

Section 4. No officer or committee chairperson may hold elected public office or be a candidate for such.

**Article XI**  
**Conflict of Interest Policy**

The Board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

**Article XII**  
**On the Misconduct of Officers, Board Members and Committee Chairs**

Section 1. An officer, Board member or committee chairperson may be dismissed on the grounds of misconduct in office.

Section 2. Misconduct charges shall be given to the Co-Presidents (or in the case of a Co-President being charged, the vice-president), who shall bring those findings before the Executive Committee.

Section 3. After due consideration, a two-thirds (2/3) vote of the members of the Board of Directors at a legally constituted meeting shall be required to remove a person from office.

**Article XIII**  
**Amendments to the Bylaws**

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the delegates present at the Annual Assembly, provided a quorum is present.

Section 2.

Any proposed amendments to the Bylaws shall be forwarded to the co-Presidents of the Executive Committee at least ninety (90) days prior to any meeting at which they would be considered.

Section 3. The co-Presidents shall forward any proposed amendments to the Bylaws to all members of the Board of Directors at least sixty (60) days prior to any meeting at which the amendments would be considered.

Section 4. The Lead Organizer shall forward any proposed amendments to the Bylaws to all Team members at least thirty (30) days prior to any meeting at which the amendments would be considered, for distribution to all Network members within five (5) days.

The Lead Organizer shall forward copies of such amendments to all members of the Board of Directors within thirty (30) days following their enactment.

**Article XIV**  
**On the Conduct of Business**

Section 1. Robert's Rules of Order, Revised (most recent edition), shall be the authority to decide all questions of order for the conduct of meetings of the B.R.E.A.D. Organization, unless otherwise provided for in this Constitution and Bylaws.

Section 2. The Annual Assembly may establish other rules of order for the conduct of business for their meetings, provided that a majority of the voting members present are in accord.

Section 3. Meetings of the Annual Assembly and the Board of Directors shall begin with an appropriate reflection upon the ideals and mission of the B.R.E.A.D. organization.

Section 4. All minutes of the Annual Assembly, Board, and committee meetings, along with financial records

and official correspondence, shall be kept in the office of “the organization.”

#### **Article XV**

##### **Indemnification and Insurance**

Section 1. The organization shall indemnify each person, who by reason of being or having been a Director or officer of the organization, named or otherwise, becomes or is threatened to be made a party to any legal, judicial, administrative or other proceeding, and the Corporation by the Board of Trustees may indemnify any other person as deemed proper by the Board of Directors, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise threatened to be made a party by reason of being or at any time having been a Director, officer, employee or other agent of or in a similar capacity with the organization, or by reason of being or at any time having been, at the direction or request of the organization, a director, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

Section 2. Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the organization shall be reviewed by the Board of Directors, and indemnification of such person may be authorized by the Board of Directors only if it is determined by the Board of Directors that indemnification is proper in the specific case, and notwithstanding anything to the contrary in these by-laws, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such person that indemnification is contrary to applicable law.

Section 3. The organization shall, as the Board of Directors so directs, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the organization, or who is or at any time has been, at the direction or request of the organization, a Director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person.

#### **Article XVI**

##### **Disposition of Assets**

Section 1. Upon dissolution of this corporation, the remaining assets of the corporation shall be transferred to **Direct Action and Research Center (DART)**. If DART doesn't exist at the time of dissolution, the remaining assets shall be transferred to one or more corporations, societies, or organizations engaged in activities substantially similar to those of this corporation, and as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code or Law).

Approved at the Annual Assembly, November 10, 2020