

BYLAWS

Article I.

NAME AND IDENTIFICATION

Section A. The name of this agency is United Community Center, Inc. Fort Worth, Texas.

Section B. It is the legal successor to the Bethlehem Community Center, Inc., and Wesley Community Center, Inc., both of Fort Worth, Texas.

Section C. Names of Centers in Operation:

Bethlehem United Center,
970 E. Humbolt Street
Fort Worth, Texas, 76104

Polytechnic United Center,
3101 Avenue J,
Fort Worth, Texas, 76105

Maddox United Center,
1200 E. Maddox
Fort Worth, Texas, 76104

Wesley United Center
3600 N. Crump
Fort Worth, Texas, 76106

From time to time, one or more of the centers may operate an extension or an annex for expanded programming.

Section D. United Community Center, Inc. is one of the nonprofit charitable projects related to the National Division of the General Board of Global Ministries of the United Methodist Church (National Division). It operates under the policies and administration of the National Division, which carries responsibility for the total United Methodist church.

Article II PROPERTY AND SUPPORT

Section A. Property

Except as noted below, title to all property owned by the agency will be in the name of United Community Centers, Inc.

Title to the Bethlehem United Center, Maddox United Center, and Wesley United Center is held in the name of the General Board of Global Ministries of the United Methodist Church, with headquarters at 475 Riverside Drive, New York, New York 10115, incorporated under the laws of the State of New York.

Section B. Support

1. The National Division of the General Board of Global Ministries of the United Methodist Church The basic sources of these funds come mainly from the Women's Division of World Service;
2. United Way of Metropolitan Tarrant County;
3. The United Methodist Churches of the Central Texas Conference, approved Advance Special Giving;
4. The United Methodist Women promoting interest in the centers among the local United Methodist Churches for financial support and volunteer serves;
5. The United Methodist Church of the Central Texas Conference Board of Global Ministries.
6. The Metropolitan Board of Missions support for Special Projects;
7. Private Foundation;
8. The City of Fort Worth;
9. Federal Funding;
10. Community-at-large.

Article III.
MISSION STATEMENT

Guided by Christian principles, we serve and empower those in need.

Article IV.
MEMBERSHIP OF THE CORPORATION

Section A. The Corporation membership and the membership of the Board of Directors are on and the same.

Section B. The voting membership of the Board of Directors shall be composed of the elected and ex-officio members of the Board of Directors

Article V.
BOARD OF DIRECTORS

Section A. Government

United Community Centers, Inc. shall be governed by a Board of Directors which shall exercise all the power of the corporation.

Section B. Election

Election shall be by ballot or acclamation and held approximately three months prior to the annual meeting. An affirmative vote of a majority of the board membership present at a meeting of the board at which a quorum is present shall be required to elect.

Section C. Membership

The board of Directors shall be composed of thirty (30) elected members plus no more than (9) ex-officio members with voting privileges. A third of the total membership shall be members of the United Methodist Church. The remaining membership shall include the community in which the centers are located and the community at large, selected for specific leadership needed. Membership shall be diverse in their ethnicity, age, gender, religious preference, and socio-economic status.

1. Categories of Ex-Officio Members of the United Methodist Church
 - a. President or a representative of the Central Texas Conference of United Methodist Women;
 - b. Presidents or representatives of Fort Worth and Mid-Cities Districts of the United Methodist Women; (THIS SHOULD BE ALL 5 DISTRICTS)

- c. Executive Director of President of the Metropolitan Board of Missions;
 - d. A REPRESENTATIVE FROM THE Central Texas Conference Council on Ministries.
 - e. A member from the General Board of Global Ministries living in the area.
2. The immediate past chair of United Community Centers, Inc., Board of Directors shall serve on the board for one additional year as an ex-officio member, if service year has expired.

Section C. Tenure and Rotation

1. One-third of the elected membership shall be elected annually to serve a three year term.
2. Elected members may serve two consecutive terms and are not eligible for board membership again until they have been off the board for at least one year.
3. Term of membership begins with installation at the annual meeting held in January. (April)
4. When vacancies occur, the Nominating Committee shall nominate replacements to fill unexpired terms.
5. Members filling unexpired terms shall be subject to the term to which they are elected. If that member serves more than one-half a term, the tenure of membership shall constitute a full term.
6. Ex-Officio members or their representatives shall serve only during their term of office.

Section D. Inactive Members

If an elected member of the board misses three consecutive meetings without prior notification and without just cause, the board may declare that position on the board vacant.

Section E. Role of the Board

1. Carries legal responsibilities of the agency;
2. Sets purposes and goals of the agency;
3. Determines and establishes agency policy;
4. Interprets agency to the community;
5. Maintains adequate sources of income to meet budget needs;
6. Carries moral responsibility for high quality programs and performance;
7. Recruits, employs and dismisses the President of the agency.

Section F. Meetings/Quorum

1. The minimum number of meetings a year shall be ten (10).
2. One meeting shall be designated as the annual meeting, at which time the board members and officers shall be installed.
3. The time and place of regular meeting shall be determined by the board.
4. The purpose of the regular meeting of the Board of Directors shall be to conduct the official business of the agency.
5. Special meetings of the board may be called by the chair or upon written request of five (5) members of the board.
6. From time to time, the board may hold special open meetings for the purpose of discussing issues related to concerns of the neighborhoods. Business shall not be conducted at these meetings.
7. Prevailing parliamentary law shall be used.
8. One-third of the total board membership, including ex-officio, shall constitute a quorum.

Section G. President

1. Administers the policies of the board;
2. Serves as head of the staff and provides staff leadership to the agency;
3. Informs the board on all matters essential to the functioning of the agency;
4. Formulates the budget in cooperation with the finance Committee for presentation to the board;
5. Works in cooperation with the Board Chair in devising necessary policies to carry out agency operations;
6. Works in cooperation with the Board Chair in making committee assignments and ensures that all committees are staffed;
7. Initiated program planning and sees that it is carried out;
8. Carries final responsibility for work assignment and program implementation;
9. Oversees the expenditures of funds and general maintenance;
10. Executes contract approved by the board.
11. Oversees, employs, and dismisses all staff.

Section H. Board Members

1. Board members shall not accept employment as staff in the agency or payment for services rendered.
2. Any board member who desired to apply for any staff position shall first resign from the Board of Directors. Any person who has applied for a staff position shall be precluded from serving as a board member for at least one year after the date of such application.
3. Every board member shall respect confidentiality on all information until such is made public.

4. Neither board members nor their immediate family shall be employed by the agency.
5. Board members who do not adhere to these bylaws may be removed.

Section I. Staff Members

1. Staff members, other than the president, shall not be required to attend board meeting nor are they precluded from so doing. From time to time, staff members may be invited to attend board meetings by the president or by the board in consultation with the president for specific purposes such as providing reports and information regarding center activities and/or special programs. Staff members cannot be members of the board.
2. Staff members may staff board committees as assigned by the president.

Article VI. OFFICERS

Section A. Officers

The officers shall be elected from the membership of the board and shall serve as officers of the Board of Directors. The officers shall be Chair, Vice-Chair, Secretary, and Treasurer.

Section B. Duties

Duties of the officers shall be those usually performed by such officers, and any special duties assigned by the board as follows:

1. **Chair**
 - a. Carries the major responsibility for the agency in the community;
 - b. Gives leadership to the board as it develops broad policies;
 - c. Evaluates the president in consultation with the Executive Committee;
 - d. Works as a co-worker with the president to prepare an agenda for the regular and special meetings of the board;
 - e. Serves as chair of the Executive Committee;
 - f. Serves as an ex-officio member of all committees of the board except the Nominating Committee;
 - g. Appoints all committees of the board in consultation with the president;
 - h. Works closely with the president;
 - i. Represents the board officially when necessary

- j. Sends letters of appreciation to board members whose term of office has expired or who are unable to complete their term of office;
- k. Performs such other duties as are commonly known to be the duties of a chair.

2. Vice Chair

Exercises, in the absence of the chair, the authority of such position and fulfills the duties thereof.

3. Secretary

Reviews board minutes on a regular basis.

4. Treasurer

- a. Sees that the funds received and expended are handled in accordance with good business practices and within the policies authorized by the board;
- b. Works with the president to see that the necessary procedures are established to maintain an accurate accounting and reporting system so that the board can be assured that reports are accurate and within the policies of the board;
- c. Reviews monthly financial reports, annual reports, annual budget, and annual audits;
- d. Assumes the responsibility for signing checks as one of the designated persons;
- e. Serves on the finance Committee (but may not serve as its chair).

Section C. Term of Office

- 1. Term of office for officers of the board shall be one year with three consecutive terms being the maximum time of service. The term of office shall begin at the close of the annual meeting when installed and shall continue until the close of the next annual meeting or until successors are elected.
- 2. If a chair's second board term expires at the end of one year's service as chair, upon an affirmative vote of the board that person's board term may be extended one more year in order to serve as chair for a second successive year.

Article VII. COMMITTEES

Section A. Membership

Each member of the board shall serve on at least one standing committee. A limited number of persons who are not board members but who have particular knowledge or skill may be named to committees as regular voting members of the committee. The chair of each standing committee must be a member of the board.

Section B. Standing Committees

Committees shall be primarily responsible for the formulation of recommendation to the board and for carrying out responsibilities assigned to them by the board. The board votes and after approval of the recommendations, staff executed and/or administers the policy decisions of the Board of Directors.

Committees help in sorting out issues, studying facts involved in alternative solutions, and formulating recommendations about agency policies and practices, which will be recommended to the board for approval or disapproval. Recommendations, whenever possible, should be circulated to voting members at least five (5) days prior to voting.

1. Executive Committee

Membership:

- a. Officers of the Board of Directors: Chair, Vice-Chair, Secretary, Treasurer. The chair chairs the committee;
- b. Chair of each standing committee;
- c. President of the United Methodist Women of the Central Texas Conference or a representative from the United Methodist Women whom she designates;
- d. Immediate past chair of the Board of Directors.

Responsibility:

- a. Acts between meetings of the board. Any interim actions must be ratified by the Board of Directors at its next meeting;
- b. Makes recommendations to the board;

- c. Recommends to the Board of Directors the employment or termination of the president, and any recruitment process involved;
- d. Oversees the evaluation of the president and determines the annual salary and other compensation allowances for said position.

2. Nominating Committee

Responsibilities:

- a. Ensures effective participation and representation on the board;
- b. Analyzes the composition of the board;
- c. Nominates new members and officers annually and as vacancies occur.
 - 1. A slate of nominees shall be submitted to the board at least seven (7) days prior to the election;
 - 2. Additional nomination may be made from the floor with the consent of the person being nominated, or through submission of a petition by five (5) members of the board to the president or the secretary, with the consent of the person being nominated.
- d. Notifies all nominees after election, including ex-officio member;
- e. Monitors orientation, training, committee placement, and board and committee attendance.

3. Property Committee

Responsibilities are to work with the president on matters of:

- a. Building maintenance and major repairs;
- b. Leasing/contracts;
- c. Construction of new buildings and remodeling of existing building;
- d. Purchase, maintenance, and disposal of vehicles;
- e. Purchase, maintenance, and disposal of equipment such as telephone systems, computers, copiers, and other office equipment;
- f. Review of contracts for equipment, maintenance service, etc;
- g. Periodic studies and recommendation of policies to assure that all requirements of health, safety and fire regulations are being maintained, complying with all provisions for buildings and fire regulations in accordance with city codes;
- h. Recommendations to the National Division for any major repairs or alternations of buildings and property owned by the Women's Division or by the National Division.

4. Marketing/Church relations Committee

Responsibility:

- a. Develops ways and means of interpreting and publicizing the agency to the church, community and the population groups served;
- b. Develops and evaluates the marketing plan;
- c. Plans the annual dinner.

5. Fund Development Committee

Responsibility:

- a. Develops annual and long range plans for the financial stability and long-term financial security of the agency;
- b. Evaluates plans at least annually.

6. Personnel Committee

Responsibility:

- a. Develops policies related to staffing the agency;
- b. Develops, reviews annually, and recommends personnel policies governing employment conditions in the agency, including grievance policies.
- c. Reviews and recommends salary schedules and fringe benefits for staff, including the president;
- d. Reviews and recommends salary schedules and fringe benefits for staff, including the president;
- e. Reviews and recommends standards and practices for recruiting, training, and recognizing volunteers.
- f. Oversees compliance with the personnel requirements of Equal Employment Opportunity Council (EEOC), funding, and the law.

7. Program Committee

Responsibility:

- a. Keeps up to date regarding the quantity and quality of services being offered, using program statistics and evaluation results;

- b. studies community conditions and needs and recommends appropriate actions;
- c. Advises the staff in planning, implementing, and evaluating programs;
- d. Reviews and recommends intake policies, procedures, and fee schedules.

8. Finance Committee

Responsibility:

- a. Studies and reviews the financial situation of the agency and makes necessary reports and recommendations to the board.
- b. Assists in the development of the budget and defending it to funding sources;
- c. Recommends policies that ensure sound financial management of programs and administrative functions;
- d. Selects and recommends to the board an independent audit.
- e. Oversees the investments of designated and/or restricted funds;
- f. Seeks approval from the board if large shifts in budget items are required;
- g. Reviews the sources of funding and assures compliance with their provisions;
- h. Reviews monthly financial statements. Compares income and expenditures with budget projections;
- I. Reviews fiscal aspects of contracts with other agencies;
- J. Recommends internal systems of control.

Section C. Task Groups or Ad Hoc Committees

Task groups, ad hoc or other special committees, such as bylaws and strategic planning, may be appointed as necessary by the chair of the board in consultation with the president.

Section D. Method of Appointment

The chair and members of all committees except the Executive Committee shall be appointed by the chair of the board in consultation with the president. Standing committee appointments may be made in consultation with the committee chair.

ARTICLE VIII

OFFICIAL STATEMENTS

No person, center, or any of the agency's parts can officially speak for United Community Centers, Inc., without approval of the Board of Directors.

ARTICLE IX

PARLIAMENTARY AUTHORITY

If a question arises which is not covered by these bylaws, then Roberts Rules of order (newly revised) shall prevail.

ARTICLE X

AMENDMENTS

These bylaws may be amended at any meeting of the Board of Directors provided the members have had written notice of the changes seven (7) days before the meeting. An affirmative vote of two-thirds of the total membership of the Board of Directors.

DATE OF ADOPTION: November 15, 1993

NAME OF CHAIR OF THE BOARD: Cynthia Boyd

NAME OF CHAIR OF BYLAWS COMMITTEE: Mrs. Louise Britt Carvey

ALL ORIGINAL SIGNATURES ARE ON RECORD

(A copy of the most recently revised and adopted bylaws must be on file in the Office of the National Division to which the agency is administratively related.)

