

Bylaws  
of the  
Goochland Christian Churches Association, Inc.

ARTICLE 1  
OFFICES

Section 1. PRINCIPAL OFFICE

The principal address for the association is 2850 Maidens Road, PO Box 17, Goodhland VA 23063. It is located in Goochland County, State of Virginia.

Section 2. CHANGE OF ADDRESS

The designation of the county or state of the association's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the County of Goochland by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____	Dated: _____ . 20__
_____	Dated: _____ . 20__
_____	Dated: _____ . 20__

ARTICLE 2  
NONPROFIT PURPOSES

Section 1 IRC SECTION 501 (c) (3) PURPOSES

This association is organized exclusively for one or more of the purposes specified in section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

## Section 2 SPECIFIC OBJECTIVES AND PURPOSES

This association is organized exclusively for charitable and religious purposes as specified by the Internal Revenue Service in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code. Such purposes include:

- a) to promote unity, support and fellowship among Christian churches in Goochland County (including, but not limited to mutual prayer, occasional community-wide worship services);
- b) to meet the critical needs of persons in our community through a unified mission response (including, but not limited to partnering with local and private Social Service Agencies, mobilizing people and resources in our congregations, focusing on needs that go unmet);
- c) to exchange mutually beneficial information;
- d) to engage in any lawful activity consistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and
- e) to engage in any lawful activity consistent with tax-exempt organizations organized under the general association law of the Commonwealth of Virginia.

## ARTICLE 3 DIRECTORS

### Section 1. NUMBER

The association shall have no fewer than seven (7) directors nor more than eleven (11) directors and collectively they shall be known as the Board of Directors.

### Section 2. A MAJORITY SHALL BE CLERGY

The majority of directors of this association shall be clergy.

### Section 3. QUALIFICATIONS

Directors should be a GCCA member in good standing.

#### Section 4. POWERS

Subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this association, the activities and affairs of this association shall be conducted and exercised by or under the direction of the Board of Directors.

#### Section 5. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law and by these Bylaws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers.

(c) Supervise all officers of the association to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses and fax numbers with the Secretary of the association, and notices of meetings mailed or faxed to them at such addresses shall be valid notices thereof.

(f) Schedule, promote and convene meetings of the Association that achieve the objectives and purposes of this Association.

#### Section 6. ELECTION

Directors shall be elected annually in a meeting of the general body of the GCCA during the month of January. The election shall be held by vote. Members or their representatives may each have one vote.

#### Section 7. TERM OF OFFICE

Each director shall serve for a period of one (1) year and until his or her successor is appointed by the members of the association and qualifies. Up to one-half of the directors may serve for two (2) years to promote rotation on the board. No director shall serve more than three (3) consecutive years without a break in service.

#### Section 8. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reimbursement of reasonable expenses incurred in the performance of their duties. Such expenses shall be properly submitted and approved by the directors.

## Section 9. PLACE OF MEETINGS

Meetings shall be held at the principal office of the association unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## Section 10. THE ANNUAL MEETING

The annual meeting of the Board of Directors shall be held during the month of January and at such time as the President shall determine. At the annual meeting, the Board of Directors shall elect the officers of the Goochland Christian Churches Association, Inc., for the coming year, select directors to serve as a member of the standing committees, conduct other annual business and such other business as may come before the meeting.

## Section 11. REGULAR MEETINGS

Regular meetings of Directors shall be held as determined by the Board of Directors.

## Section 12. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two directors. Such meetings shall be held at the principal office of the association.

## Section 13. NOTICE OF MEETINGS

Unless otherwise provided by these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) The Annual Meeting Four weeks notice will be given of the annual meeting.
- (b) Regular Meetings No notice need be given of any regular meeting of the Board of Directors.
- (c) Special Meetings At least one week prior notice shall be given by the Secretary of the association to each director for each special meeting. Such notice shall be by mail or fax and shall state the place, date and time of the meeting and the matters to be acted upon at the meeting.
- (d) Waiver of Notice Whenever any notice of a meeting is required to be given to any director of this association under provisions of these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## Section 14. QUORUM FOR MEETINGS

A quorum of the board of directors shall consist of one-half of the members of the Board of Directors.

Except as otherwise provided under these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present.

#### Section 15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

#### Section 16. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the association or, in his or her absence, by the Vice President of the association or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the association shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

#### Section 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective on giving notice to the President, the Secretary, or the Board of Directors. A director may resign if the association would then be left without any duly elected director.

Directors may be removed from office, with or without cause, by the Board of Directors, as permitted by and in accordance with the laws of the Commonwealth of Virginia.

#### Section 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the association.

#### Section 19. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS AND OFFICERS

The directors and officers of the association shall be indemnified, if at all, by their respective churches.

#### Section 20. COMPENSATION

There shall be no salaries paid to the board of directors.

## ARTICLE 4 OFFICERS

### Section 1. DESIGNATION OF OFFICERS

The officers of the association shall be a President, a Vice President, a Secretary, and a Treasurer. The positions of Secretary and Treasurer may be held by the same person.

### Section 2. QUALIFICATIONS

Any current director of the Goochland Christian Churches Association, Inc. may serve as officer of the association.

### Section 3. NOMINATIONS

Nominations shall be taken from the floor at the annual meeting or at such other time as two-thirds of the Board of Directors shall determine.

### Section 4. ELECTION

Election shall be by secret ballot. Two directors who have not been nominated for office shall count the votes. A nominee needs to receive a majority to be elected.

### Section 5. TERM OF OFFICE

Officers shall hold office for a term of one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. One-half of the initial directors may be elected to two (2) year terms to promote rotation. No director shall serve more than three (3) consecutive years without a break in service.

### Section 6. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 7. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors of the association. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily

by appointment by the President until such time as the board of directors shall fill the vacancy.

#### Section 8. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the association and shall supervise and control the affairs of the association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by these Bylaws. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, or by these Bylaws, he or she shall, in the name of the association, execute such instruments which may from time to time be authorized by the Board of Directors.

#### Section 9. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

#### Section 10. DUTIES OF SECRETARY

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Inassociation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 11. DUTIES OF TREASURER

Have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## ARTICLE 5 COMMITTEES

### Section 1. STANDING COMMITTEES

There are no standing committees at this time. The Board of Directors may set up an Executive Committee, a Fiscal and Audit Committee, and a Planning and Program Committee.

### Section 2. CHAIRPERSON

The chairperson of each committee shall be an Officer.

### Section 3. COMMITTEE MEMBERS

Non-directors may be recruited for committee membership based upon their skills and abilities to contribute to the work of the committee. Non-board committee members shall hold no voting privilege.

## ARTICLE 6 AMENDMENT OF BYLAWS

### Section 1. AMENDMENT

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the board of directors of the association, except as may be specified under provisions of law.

## ARTICLE 7 MEMBERS

### Section 1. MEMBERS

The association shall have members.

### Section 2. QUALIFICATIONS

Members should:

- (a) be clergy or member of a Christian Church in Goochland County; and
- (b) be an acknowledged leader in the Goochland County community in terms of religious, and/or community service; and
- (c) have strong desire to make a difference in the community; and

(d) be committed to the goals of the Goochland Christian Churches Association.

### Section 3. RIGHTS

Members have the right to perform the following in general session meeting of the GCCA:

- (a) Make or continue motions.
- (b) Place one vote on items brought before the membership. Votes may be in favor, against, or abstain.
- (c) Send a representative to general session meetings on their behalf.

## ARTICLE 8 DISSOLUTION

### Section 1. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.