

# **Journey With Christ Bylaws**

## **Mission Statement**

Journey With Christ is organized for the purpose of challenging, inspiring, developing, and equipping youth, through the Journey With Christ weekend experience, to be disciples of Christ Jesus, through Christian action, in their homes, churches, and communities.

## **Article I: Name**

The name of the nonprofit entity shall be Journey With Christ, also referred to as the JWC.

## **Article II: Purpose**

Journey With Christ is for the development of youth who:

- Wish to gain a fuller understanding of God's love;
- Wish to strengthen their relationship with Christ;
- May have unanswered questions about what it means to be a Christian;
- Understand that being a child of God, or a Christian, involves responsibility;
- And are open to dedicating their everyday lives to God.

## **Article III: Organization and Status**

This organization shall be a non-partisan, non-profit, religious organization.

## **Article IV: Membership**

Pursuant to the Revised Code of Washington (RCW) 24.03.065, this organization shall have no members and it shall be governed solely by its Board of Directors.

## **Article V: Board of Directors**

### Section 1. Number and makeup

The government of this organization and the direction of its work shall be vested in a Board of Directors (also known as the "Board") consisting of at least twelve (12) directors but not more than fifteen (15) Directors. Directors will be known as "officers" and "community members".

The Board should be made up of:

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1. 8 officers with duties described in Article VII,
2. At least two (2) adult community members, and at least two (2) youth community members who shall serve on or chair the Standing Committees described in Article VIII.

The Board shall appoint at least two non-voting Spiritual Advisors who should meet with, and advise the Board.

## Section 2. Election

Directors (officers and community members) will be elected by the last meeting of each year. Nominees must be lay persons who have participated in a Journey with Christ weekend, The Walk with Christ weekend or another approved three-day Christian experience and be active in their local Christian church or fellowship. Election of Directors should be staggered so that one-third rotates off the board each year.

## Section 3. Term of Office

Each adult Director and Spiritual Advisor shall hold office for three (3) years and each youth Director shall hold office for one (1) year. Directors may be re-elected. Adult Directors and Spiritual Advisors shall not serve more than two (2) consecutive terms and youth Directors may not serve more than three (3) consecutive terms. Each Director and Spiritual Advisor shall hold office only as long as he or she remains in good standing. No Director or Spiritual Advisor may hold any one position or combination of positions for more than 6 continuous years. At least one year must elapse before a person may be re-elected or appointed to the board.

## Section 4. Vacancy

In the event a Director is unable to complete the term of office, the unexpired term shall be filled by vote of the majority of the Board at a meeting where a quorum is present.

## Section 5. Resignation and Removal

Any Director may resign at any time by giving written notice to the President.

At any meeting of the Board any Director may, by vote of two-thirds (2/3) of the Board, be removed from office, and another may be elected in the place of the person so removed to serve for the remainder of the term, provided, that notice of the proposed removal must be given to such party at least twenty (20) days prior to the date of the

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meeting at which such removal is to be voted upon. Such notice must state the cause of the proposed removal.

Journey With Christ board members missing three (3) or more meetings in one year may be removed from the board.

## **Section 6. Compensation**

Directors shall not receive any salary or compensation for their services.

## **Section 7. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of JWC, to enter into any contract or execute and deliver any instrument in the name of and on behalf of JWC and such authority may be general or confined to specific instances.

## **Section 8. Indemnification**

Each Director now or hereafter serving the organization, and each person who at the request of, or on behalf of, the organization is now serving, or hereafter serves, as a Director of any other organization, and the respective heirs, executors and administrators of each of them, shall be indemnified by the organization against all costs, expenses, judgments and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such Director or by reason of action alleged to have been taken or omitted by him as such Director, whether or not he is a Director at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his duty as such Director. Such indemnification shall be made with respect to adjudications other than on the merits, and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Director may be entitled as a matter of law.

## **Article VI: Meetings**

### **Section 1. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least five (5) times during the calendar year. Regular meetings shall be held on such dates and at such times as may be designated by the Board President-Elect.

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## Section 2. Special Meetings

The President or any three (3) Board members can call special meetings of the Board of Directors.

## Section 3. Notice of Meetings

Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each director at least three (3) days prior to the meeting. Notice of any meeting of the Board need not be given to any Director if it be waived by that person in writing, whether before or after such meeting is held, or if that person is present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given if all of the directors are either present thereat or waive notice thereof or approve minutes in lieu thereof.

## Section 4. Telephone Conference

Directors of the Board, or any committee thereof, may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

## Section 5. Quorum

A majority of the Board, including at least the President, Past-President or President-Elect, shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum has been declared, it shall remain in effect for the remainder of the meeting, even if some of those who constituted the quorum have to leave before the end of said meeting. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

## Section 6. Action without Meeting

Any action of the Board of Directors may be taken without a meeting if a majority of all members of the Board individually or collectively consent to this action. The President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

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## **Article VII: Officers**

### Section 1. Officers

The officers of JWC shall be a President, President-Elect, Past-President, Secretary, Treasurer, Registrar, Church Finder, and Nominating Committee Chair. Immediate family members cannot serve as officers concurrently.

### Section 2. Term of Office

The President-Elect shall be elected each year to serve a one-year term beginning January 1 and shall assume the Presidency of the Board the following year. After completing his or her term as President, the President shall serve a one-year term as Past President. All other Officers shall be elected to serve a three (3) year term. Election of officers should be staggered so that one-third rotates off the board each year.

### Section 3. Removal

At any meeting of the Board called for the purpose thereof, any officer may, by vote of two-thirds (2/3) of the Board, be removed from office, and another may be elected in the place of the person so removed to serve for the remainder of the term, provided, that notice of the proposed removal must be given to such party at least twenty (20) days prior to the date of the meeting at which such removal is to be voted upon. Such notice must state the cause of the proposed removal.

Journey With Christ officer missing three (3) or more meetings in one year may be removed from the board.

### Section 4. Vacancy

In the event an officer is unable to complete the term of office, the unexpired term shall be filled by vote of the majority of the Board.

### Section 5. Elected Officer Roles

A. President. The President shall preside at all meetings of the Board, and shall perform all duties incident to that office. The President shall have no vote on matters before the Board, except in the case of a tie vote in which case the President shall cast the deciding vote.

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B. President-Elect. The President-Elect shall assist the President and Past-President as requested by the President or Past-President. The President-Elect shall chair the Document Review Committee.

C. Past-President. The Past-President shall perform the duties of the President in his or her absence. The Past-President shall serve as the liaison with Advocates and Lay Directors for upcoming JWC weekends. The Past-President shall chair the Advocate/Lay Director Training Committee.

D. Treasurer. The Treasurer shall have charge, custody, and responsibility for all funds and securities of JWC, and shall provide the Board with all financial and accounting data required of and/or by JWC.

E. Secretary. The Secretary shall conduct the official correspondence, preserve documents and communications, and maintain an accurate record of the proceedings of the organization and of the Board meetings. The Secretary shall be responsible for keeping the record of the current Board of Directors membership.

F. Registrar. The Registrar shall be in charge of all registrations and adult screenings for JWC events. The Registrar will also inform candidate sponsors and Lay Directors of which candidates and workers will participate in which events.

G. Church Finder. The Church Finder is responsible for scheduling churches to host Journey weekends.

H. Nominating Committee Chair. This Officer will chair the Nominating Committee. This committee will solicit nominations from the JWC Community for persons to serve as Directors for Journey weekends and as members of the JWC Board. In addition, the Nominating Committee will prayerfully develop nominations for people to serve in these positions.

## **Article VIII: Committees**

### Section 1. Committees

In addition to standing committees, the Board may create temporary committees as needed to carry on the work of JWC.

The following Standing Committees shall carry out key functions of the JWC ministry:

1. Advocate/Lay Director Training (chaired by Past-President),

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2. Document Review (chaired by President-Elect),
3. Trailer Guardian
4. Nominating
5. Song team Support,
6. Flight Report Editor
7. Web Servant

## Section 2. Chairperson

The chairperson of each committee shall be a member of the Board.

## Section 3. Appointment

The President, subject to the ratification of the Board, shall appoint the chairperson and members of committees.

## Section 4. Term

The chairperson shall serve for the length of their term on the Board, or until their assignments have been completed, whichever comes first. Members of committees that are members of the Board shall serve for three (3) years, or until their assignments have been completed, whichever comes first.

## Section 5. Rules

Any manuals, handbooks or adopted protocols concerning the governance of a committee, or changes made thereto, must be approved by a majority vote of the Board. The committee's rules of governance shall not be inconsistent with the Articles of Incorporation, these Bylaws, or rules adopted by the Board.

## **Article IX: Financial Administration**

### Section 1. Auditing

The organization's books shall be audited annually by an auditor who is not a current member of the board. Audit results shall be provided to the Board by the third Board meeting of the calendar year. It is the responsibility of the President to select the auditor and ensure the audit is complete.

### Section 2. Fiscal Year

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The fiscal year shall begin on the first day of January and end on the last day of December.

## **Article X: Parliamentary Authority**

The rules contained in the current edition of the Robert's Rules of Order Newly Revised should be used as a guide to determine parliamentary procedure in cases in which they are applicable and in which they are not in conflict with these Bylaws and the Policies and Guidelines as adopted by JWC.

## **Article XI: Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors voting at a duly called meeting, providing a quorum is present. All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by JWC Board of Directors.

Notice of any proposed Bylaws change shall be provided in writing (or e-mail, fax, phone communication, or in person) no less than thirty (30) days previous to a board meeting for discussion at the meeting. Proposed Bylaws changes shall be subject for vote only after the above conditions have been met.

Adopted on January 13, 2018 by the Journey With Christ Board of Directors.



Phillip Cole, President



Michael Larche, Secretary