

# Bylaws<sup>i</sup> of The Dominican Development Group, Incorporated

October 18, 2012

## Article I. Name and Organization

The Corporation shall be known as The Dominican Development Group, Incorporated. The Corporation is organized and registered as a public charity within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

## Article II. Purpose

The purpose of the Corporation is the support of the priorities of the Episcopal Diocese of the Dominican Republic through the provision of technical help and resources and the support of Companion Diocese relationships. As used in these Bylaws, a Companion Diocese refers to a diocese that has entered into a companion relationship which includes the Episcopal Diocese of the Dominican Republic and has been recognized by TEC. (Hereinafter, the Episcopal Diocese of the Dominican Republic and each Companion Dioceses is referred to as a participating diocese.)

This purpose will be pursued by making presentations, preparing promotional materials, writing grant proposals, helping coordinate mission teams, raising funds, and other activities of a religious, educational, and charitable nature as may be deemed necessary and desirable; and by working with other parishes, dioceses, and charitable, religious and educational organizations to this same end.

## Article III. Board of Directors

**Section 1. Number and Term of Directors.** The business, property, and affairs of the Corporation shall be managed by a Board of Directors, composed of 27 members. There shall be two types of members (Directors):

- a) **Ex-Officio Directors:** the Bishop Diocesan of each participating diocese (or that Bishop's appointee) shall be an ex-officio Director (member) of the Board. Each ex-officio Director shall serve as long as s/he continues to hold the office of Bishop Diocesan, or, in the case of an appointee, until the Bishop Diocesan terminates that appointment. Ex-officio Directors are added or subtracted as the corporation adds dioceses and as dioceses leave as members of the corporation. Ex-officio members have a vote in all matters before the Board.
- b) **At-large Directors:** the Board shall elect additional at-large members so as to complete the membership of the Board. Such Director shall serve staggered four-year terms.

Directors shall serve without financial compensation.

**Section 2. Qualification for At-large Directors.** Persons eligible for election as an at-large Director shall be active communicants in good standing nominated by their bishop, and other persons with a dedicated interest in the affairs of the Episcopal Diocese of the Dominican Republic.

**Section 3. Officers.** The officers of the Board of Directors shall be the officers of the Corporation. They shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. The duties of the officers are specified in Article IV below. Each officer shall be elected to hold office for a period of one year, *(and for an additional two years with board approval.)*

**Section 4. Duties of the Board.** The Board of Directors shall transact all business of the Corporation. It shall elect the at-large Directors, determine Board policies, including fiscal and fund raising matters, employ the Executive Director, and in general, assume responsibility for the guidance of the affairs of the corporation. The Board has authority to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the Corporation.

**Section 5. Elections.** At each annual meeting of the Board, one-quarter of the at-large Directors shall be elected for a four-year term to replace those Directors whose terms are expiring. At-large Directors may succeed themselves for one additional term. An at-large Director, after rotating off the Board, may be re-elected to the Board after one year.

At each annual meeting of the Board, all officers shall be elected for a one-year term to replace the officers whose terms are expiring. Officers may succeed themselves without limit.

The Nominating Committee shall receive recommendations prior to the annual meeting and shall present the names of proposed new at-large Directors and new officers. If a nomination remains unfulfilled then the Executive Committee may make the nomination.

**Section 6. Vacancies.** Vacancies created by resignation, death, or removal of an at-large Director shall be filled by a majority vote of the Board of Directors at an annual meeting or a special meeting. A Director elected to fill such a vacancy shall serve for the unexpired portion of the departed member's term. For purpose of determining the eligibility of such a newly-elected Director for reelection to consecutive terms, service as a Director for the unexpired portion of another's term shall not count as a term within the meaning of Section 5 above if the term of the departed member had less than two (2) years to run at the time of the replacement.

**Section 7. Removal of Directors.** Failure to attend any three regularly scheduled meetings without notification or on-going failure to perform the duties of a Board member shall constitute cause for removal of a Director. If such director is an at-large Director, the Board may remove him/her by majority vote, at an annual meeting or a special meeting. If such director is a diocesan appointee, the Board may so inform the Bishop Diocesan and request a new appointment to be made.

**Section 8. Delegation of Powers.** For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of an officer or Director to any other officer or Director. Such delegation shall be in writing and recorded in the minutes. No officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

**Section 9. Annual Reports.** Annual reports of the Corporation shall be prepared and presented at the annual meeting, and be made available (to the bishop of each Companion Diocese)

#### **Article IV. Duties of Officers**

**Section 1. President.** The President shall: preside at all meetings of the Board of Directors and at all meetings of the Executive Committee; make all committee appointments other than the Executive Committee; be a member ex-officio of all committees; be Chair of the Executive Committee; perform all other duties usually pertaining to the office of President.

**Section 2. First Vice President.** The First Vice President shall: in the absence of the President, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee; be a member of the Executive Committee; perform all such other duties usually pertaining to the office of First Vice President.

**Section 3. Second Vice President.** The Second Vice President shall: in the absence of the President and First Vice President, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee; be a member of the Executive Committee; perform all such other duties usually pertaining to the office of Second Vice President.

**Section 4. Secretary.** The Secretary shall: record the minutes of all meetings; write up the minutes of all meetings; have custody of the seal of the corporation; give notices of all meetings required by statute, these bylaws, or resolution; take attendance at all meeting; maintain committee reports; carry on necessary correspondence of the corporation; perform such other duties as may be delegated by the Board of Directors and the Executive Committee; be custodian of and maintain all minutes, reports, historical records, and other files of Board proceedings, and shall transfer custody of same to his/her successor in office.

**Section 5. Treasurer.** The Treasurer shall: be custodian of all funds and securities of the Corporation in conjunction with the appointed Executive Director of the Corporation; cause a record of the accounts of the Corporation to be kept and reported at each annual meeting of the Board of Directors; make a report at each meeting of the Board of Directors and special reports, when requested; approve the deposit of all monies of the Corporation in banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes; prepare and file reports and returns required by all Governmental agencies.

In the performance of these duties, the Treasurer shall be assisted by the Executive Director and such accountants and bookkeepers as might be employed from time to time to assist in the fiscal management of the corporation.

#### **Article V. Meetings**

**Section 1. Annual Meeting.** The annual meeting of the Board of Directors shall be held each year at a date and place fixed by the Board. Among the purposes of the annual meeting shall be the approval of the Corporation's budget for the coming year and the election of the officers of the Corporation, all of whom shall take office immediately upon election during that annual meeting.

**Section 2. Special Meetings.** Special meetings shall be held at the call of the President, or by written request by a majority of the Board of Directors.

**Section 3. Notice.**

**A) Annual Meetings.** At least thirty (30) days notice in writing of time and place of each annual meeting shall be mailed by the Secretary of the Corporation to each Director at her/his usual place of business or residence. Such notice need not state the business to be transacted at the meeting.

**B) Special Meetings.** Notice of the time and place of every special meeting of the Board of Directors shall be given to each Director either by written notice mailed by the Secretary of the Corporation to each Director at least fifteen days prior to the time of such meeting. All notices of special meetings shall state the purpose(s) for which the special meeting is called.

**Section 4. Quorum.** A simple majority of the members shall constitute a quorum for the transaction of business. When any position on the Board of Directors is deemed vacant, that position shall not be counted in determining the number required to constitute a quorum. An absent Director who has authorized another (present) Director as his/her proxy shall be counted as part of the quorum.

**Section 5. Voting.** Every Director shall be entitled to one vote, in person upon every proposal properly submitted to vote at any meeting of the corporation. The affirmative vote of a majority of the Directors present at the time the vote is taken shall be the act of the Board, unless the vote of a greater number of Directors is required by law or the Articles of Incorporation or by these Bylaws.

## **Article VI. Committees**

**Section 1. The Executive Committee.** The Executive Committee shall be composed of all officers. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

**Section 2. The Nominating Committee.** The Nominating Committee shall consist of at least three (3) members of the Board. Its chair and members shall be appointed by the President. It shall be the duty of the Nominating Committee to present a proposed slate of officers and at-large Directors for election at the Annual Meeting, including nominees to fill any vacancies.

**Section 3. Other Committees.** The Board may establish other standing committees or ad hoc committees as may be deemed desirable or necessary in the furtherance of the corporation's objectives.

## **Article VII. Staff**

The Board of Directors shall employ an Executive Director who shall be responsible to the Board of Directors for the performance of the duties connected with this office, and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity the Executive Director shall be responsible for the efficient operation of the Corporation, shall represent

the Corporation at conferences and conventions; and shall be present at all annual or special meetings of the Board of Directors, without vote, and shall provide periodic reports to the Board. The Executive Director may be present at any committee meeting but without vote.

#### **ARTICLE VII. FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

#### **ARTICLE IX. RULES OF ORDER**

The most recent edition of "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

#### **ARTICLE XI. AMENDMENT**

The Board of Directors may rescind or amend these Bylaws by a two-thirds vote at any meeting of the Board, provided that notice of the proposed rescission or amendment, with specific language, shall have been given at least thirty days preceding the meeting.

I hereby certify that the foregoing Bylaws were duly amended by the Board of Directors of this Corporation at a meeting on \_\_\_\_\_ .

\_\_\_\_\_  
David Somerville, Secretary

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<sup>i</sup> These Bylaws were first adopted on October 12, 1998; they were subsequently amended on April 19, 1999; they were further amended on October 2, 2002; they were further amended on October 18, 2012.