

BYLAWS OF COMMON GROUND MINISTRIES, INCORPORATED

Article One Name and Corporate Structure

The name of the corporation is Common Ground Ministries, Incorporated (hereinafter referred to as “CGMI”). Its principle place of business is 2011 Mohawk Place, Cincinnati, Ohio 45214. It is a non-profit corporation organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code and the regulations thereunder, as may be in effect from time to time. The fiscal year for CGMI shall be June 1 through May 31.

Article Two Objectives and Purposes

CGMI shall exist to reach out to people of the inner city with the Gospel of Jesus Christ, by preaching and teaching God’s Word, while extending the hand of compassion by providing food, clothing, education, transitional housing, and other compassionate ministries, to the extent that human and financial resources are available. The end objective is that wherever possible the recipients of these ministries will be converted to Jesus Christ, become His disciples, be assimilated into the Common Ground Church of the Nazarene or other Christian congregations, and be elevated to a positive, productive role in their community.

Article Three Membership

Section 1. CGMI shall have a Board of Directors as described in Article Four, Section 2.

Section 2. The members of the Board of Directors shall be elected, or appointed, as described in Article Four, Section 2 for terms of four years.

Article Four Board of Directors

Section 1. The Board of Directors shall have the following duties and responsibilities:

- a. Determine the policies of CGMI.
- b. Elect the officers and certain members of the Board of Directors as stipulated in these bylaws.
- c. Create special committees as it deems necessary.
- d. Ensure the execution and maintenance of programs and services that benefit the community, consistent with the stated purpose of CGMI.
- e. Employ such persons as it deems necessary and appropriate.
- f. Direct the acquisition, improvement and maintenance of properties that it deems useful and necessary in fulfilling the purpose of CGMI.
- g. Ensure that the collection and disbursement of CGMI funds is conducted in a responsible manner, maintaining fiscal stability and solvency .

- h. Maintain the mix of ministries within CGMI that insures that the available resources are applied in the best possible manner to meet the highest priority objectives.
- i. Do those things necessary to fulfill the purpose of CGMI, within the constraints of these bylaws.

Section 2. The membership of the Board of Directors shall be determined as follows:

- a. Total membership will be 11 members.
- b. Four members will be elected by the District Assembly of the Southwestern Ohio District Church of the Nazarene, through its existing District Nominating Committee and election process. Two of these will be ordained ministers, and two will be lay members, all in good standing in the Southwestern Ohio District Church of the Nazarene.
- c. An additional member shall be appointed by the District Superintendent of the Southwestern Ohio District with the approval of the District Advisory Board.
- d. The pastor of the Common Ground Church of the Nazarene is an ex officio member.
- e. The Director of CGMI is an ex officio voting member of the Board of Directors, and is elected by that Board. The qualifications for Director are that he/she be an ordained or licensed minister or lay member in good standing in the Church of the Nazarene, and demonstrate a passion for and expertise in inner city ministries. The CGMI Board Human Resources Committee will nominate a candidate, or candidates, to the Board in consultation with the District Superintendent of the Southwestern Ohio District Church of the Nazarene.
- f. The remaining four members-at-large will be elected by the Board of Directors. Their qualifications are that they are Christians in full sympathy with the purpose of CGMI as stated in these bylaws, with interest and/or expertise in inner city ministries. The CGMI Board Human Resources Committee shall present candidates to the Board for their consideration.
- g. The term of membership for all elected or appointed members shall be four years, after which term they are not eligible to serve for a period of one year. Subsequently a person may be reelected to the board any number of four-year terms, each term separated by one year of ineligibility. This term limit does not apply to ex officio members.
- h. In the event of a vacancy on the Board caused by the loss of a member elected by the Southwestern Ohio District Assembly, or appointed by the District Superintendent, the District Superintendent will appoint a replacement to fill the remainder of the term. Vacancies caused by any other elected member of the Board shall be filled through election by the Board, upon receiving nominations from the Human Resources Committee.
- i. Six directors shall constitute a quorum at all meetings of the Board.
- j. Conduct or attitude that is in conflict with Christian principles, or that is contrary

to the purpose of CGMI, shall constitute cause for removal of a member from the Board. A vote of at least 8 members in favor is required for removal.

- k. Regular meetings of the Board shall be scheduled at least every two months, while special meetings may be called by the Chairman as required. Also, any three members may call a special meeting, provided that a written notice signed by all three members is sent to each Board member at least ten days prior to the meeting date.

Article Five Officers of CGMI

Section 1. The officers of CGMI shall be a Chairman, a Vice-chairman, a Secretary and a Treasurer, and such additional officers as may be deemed necessary.

Section 2. The officers shall be elected at the first meeting of the Board of the fiscal year following the election of the Board, upon nominations supplied by the Human Resources Committee.

Section 3. The officers shall be elected to serve one year in office or until their successors are elected. Their term of service shall begin at the meeting at which they are elected. Vacancies shall be filled at any regular or special meeting of the Board as stipulated in Article Four, Section 2. h.

Section 4. The Chairman shall preside at all meetings of the Board and shall be responsible for the implementation of policies established by the Board.

Section 5. The Vice-chairman shall preside at meetings of the Board in the absence of the Chairman.

Section 6. The Secretary shall be responsible for keeping and reporting the minutes of the Board meetings. He/she shall be custodian of all records and reports of CGMI and shall be responsible for keeping and reporting adequate records, except financial records. The usual duties attendant upon the office shall be performed, as well as other duties required by the Board.

Section 7. The duties and responsibilities of Treasurer are: a) maintain custody of all funds and securities of CGMI subject to the direction of the Board; b) present a written report showing the financial condition of CGMI at each meeting; c) perform the usual duties attendant upon the office.

Section 8. The CGMI Director shall be the Chief Operations Officer of CGMI, and shall be the Board's representative in its management. See Article Eight for details.

Section 9. The Chairman and Secretary are designated to execute all legal documents,

with the knowledge and approval of the Board of Directors.

Section 8. The officers of the Board shall perform their duties in accordance with actions taken by the Board, these Bylaws, and applicable local, state, and federal laws.

Article Six
Standing Committees of the Board of Directors

Section 1. The Board shall organize four Standing Committees. Each Committee shall include at least one member of the Board of Directors, and may include as many non-members as the Board deems appropriate. Committee chairmen shall be named by the Chairman of the Board:

- a. Finance
- b. Planning
- c. Human Resources
- d. Buildings and Properties

Each committee shall normally report its findings and/or recommendations to the Board at each regularly scheduled meeting.

Section 2. a. The Finance Committee shall include the Treasurer. It shall have general supervision of the fiscal affairs of CGMI, recommending fund raising plans and activities to the Board, preparing an annual budget for CGMI operations in cooperation with the CGMI Director, and providing for an annual audit of the financial records. Other duties may be assigned as the Board deems necessary.

- b. The Planning Committee shall include the CGMI Director, and shall be responsible for creating short- and long-term strategic plans for CGMI ministries and operations, for review and approval by the Board.
- c. The Human Resources Committee shall oversee the creation of job descriptions for paid staff and volunteers, ensure that policies are in place which provide fair treatment of paid staff and volunteers, and shall nominate potential Board members and Officers to the Board.
- d. The Building and Properties Committee shall develop and provide for the implementation of plans concerning buildings and properties, especially acquisition of properties, expansions, remodeling, and intended use.
- e. Special committees may be appointed by the Board of Directors for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committees shall stand discharged. Special committees shall include at least one Board member and may include as many members that are not Board members as the Board of Directors deems appropriate.

Article Seven
Executive Committee

The membership of the Executive Committee shall be the Chairman, who will be chairman of the Executive Committee, Vice-chairman, Secretary, Treasurer and the CGMI Director. The Executive Committee, to the extent consistent with Ohio law, shall have and exercise all of the authority of the Board of Directors in the management of CGMI's affairs during intervals between meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Article Eight
Executive Management

Section 1. As stipulated in Article Four, Section 2. e., the Board of Directors shall elect a CGMI Director who shall be the Chief Operating Officer of the Corporation. The CGMI Director shall have the necessary authority and responsibility to operate CGMI in all of its activities and departments, subject only to such policies as may be issued by the Board of Directors, or any of the Committees to which the Board has delegated power for such action. The CGMI Director shall be the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to so act.

Section 2. Without limiting the generality of the foregoing, the authority and responsibilities of the CGMI Director shall include:

- a. Carrying out all policies established by the Board of Directors and advising on the formation of those policies.
- b. Developing and submitting to the Board of Directors for approval a plan of organization for the conduct of CGMI operation and recommending changes when necessary.
- c. With the Finance Committee, preparing an annual budget showing the expected revenue and expenditures as required by the Board of Directors.
- d. Selecting, employing, controlling, and discharging employees, and developing and maintaining written personnel policies and practices for CGMI.
- e. Supervising the maintenance of physical properties and equipment in a good and safe state of repair and operating condition, insuring their conformance to all applicable government codes.
- f. Supervising business affairs to ensure that funds are collected and expended to the best possible advantage.
- g. Presenting to the Board of Directors, or its authorized committee, periodic reports reflecting the professional services and financial activities of CGMI and such special reports as may be required by the Board of Directors.
- h. Presenting written reports each month to the District Superintendent of the Southwestern Ohio District Church of the Nazarene, outlining activities, progress,

financial status, a copy of the most recent CGMI Board meeting minutes, and providing a copy of said report to the CGMI Chairman.

- i. Attending all meetings of the Board of Directors and serving on committees thereof as required.
- j. Serving as the liaison and information resource between the Board of Directors and any of its committees.
- k. With the Planning Committee, preparing short- and long-term plans for the achievement of CGMI's specific objectives, and periodically reviewing and reporting on progress in execution of the plans.
- l. Representing CGMI in its relationship with other religious, voluntary or governmental agencies.
- m. Performing other duties that may be necessary or in the best interest of CGMI.

Article Nine Dissolution

In the event of dissolution of CGMI for whatever reason, all of its assets of whatsoever nature remaining after the payment of all debts and liabilities shall be transferred to such organization or organizations then qualified under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or its counterpart under any future federal tax statute, which may be selected by the Board of Directors of CGMI.

Article Ten Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order the Board may adopt.

Article Eleven Amendments

Amendments to these bylaws may be proposed by either the CGMI Board of Directors or the Advisory Board of the Southwestern Ohio District Church of the Nazarene, by a two-thirds vote of the membership of the proposing board at a regular or special meeting, provided that notice of the proposed amendment is mailed to the board members not less than ten days in advance of such meeting. The proposed amendments must then be approved by the non-proposing board by a two-thirds vote of their membership at a regular or special meeting, requiring the same advance notice. If the non-proposing board does not approve the proposed amendments, the District Superintendent shall call a combined meeting of both Boards, with a ten-day notice as cited above, and the proposed amendments may be approved by a two-thirds vote of the combined membership of the two boards.

Article Twelve
Indemnification

CGMI shall, to the fullest extent permitted by Ohio Revised Code 1702.12 (E), indemnify any person (“the indemnitee”) who is or was involved in a manner (including, without limitation, as a party or a witness) in any threatened, pending, or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit or proceeding brought by or in the right of the corporation to procure a judgment in its favor) (a “proceeding”) by reason of the fact that the indemnitee is or was a member of the board of directors of CGMI, against all liabilities and expenses actually and reasonably incurred by the indemnitee in connection with such proceeding.

The right to indemnity conferred by this bylaw shall be presumed to have been relied upon by the indemnitee and shall be enforceable as a contract right.

If there is no conflict of interest between the indemnitee and CGMI, CGMI may choose to fulfill its obligation of indemnity by retention of counsel (on its own or through its insurer) to represent the indemnitee. In defending the indemnitee, such counsel, if appropriate, may utilize Ohio Revised Code 2305.38, dealing with civil immunity of uncompensated volunteers of nonprofit charitable organizations, and/or liability insurance purchased by or on behalf of CGMI.

If there is conflict of interest between the indemnitee and CGMI, or if CGMI (on its own or through its insurer) does not take action within a reasonable time to retain counsel to represent the indemnitee, the indemnitee may select counsel of his or her own choosing,

Expenses incurred by a person in connection with a proceeding shall be paid by CGMI in advance of the final disposition of the proceeding on receipt of an undertaking by or on behalf of the person to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by CGMI.

Approved, District Advisory Board
Southwestern Ohio District
Church of the Nazarene

Approved, CGMI Board of Directors

Carlton D. Hansen, Chairman

Date

Charles Roberts, Chairman

Date