

BY-LAWS

MINISTRY DEVELOPMENT COUNCIL, INC.

(Formerly the Church Career Development Council, Inc.)

ARTICLE I – PURPOSES AND FUNCTIONS

The purposes for which this corporation has been organized are as follows:

To develop, on behalf of its member agencies, a coordinated approach to church vocation and ministry development counseling and to contribute toward effective development and support of professional church personnel.

To fulfill the foregoing purposes, the Council is empowered to engage in the following functions:

1. Research regarding the need for such church vocation and ministry development counseling;
2. Research, planning and development of optimum ways to fulfill the needs discovered;
3. Interpretation of the purposes of church vocation and ministry development counseling;
4. Development of financial resources;
5. Establishment and maintenance of accreditation standards for personnel and centers engaged in church vocation and ministry development counseling;
6. Development and accreditation of training programs for personnel who are engaged in church vocation and ministry development counseling or wish to do so; and
7. Planning for research use of data gathered in church vocation and ministry development counseling.

ARTICLE II – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

- a. The membership of the council shall consist of communions which are in the Judeo-Christian tradition, or agencies of any such communions, together with those church vocation and ministry development centers and services which have been accredited by the Council. Membership in the Council implies commitment to the following:
 - i. Joint accomplishment of the Council's stated purposes;
 - ii. Consultation with the Council prior to making independent commitments to support or establish church vocation and ministry development counseling services;
 - iii. Contribution of a fair share of financial support to the Council's work according to a formula established by the Board of Directors.
 - iv. Share information and coordinated research and evaluation; and
 - v. Build a cooperative planning process and continuous coordinating system.
- b. An application by a religious communion for membership shall be submitted, together with a statement as to the body's agreement with Article II, section 1(a) to the chairperson who shall transmit in promptly to the Executive Committee for its review and recommendation to the Board of Directors. Approval of an application for membership shall require a two-thirds (2/3) vote of the members present and voting at a regular or special meeting.
- c. Application for membership by a church vocation and ministry development center or service is implied in the process of seeking accreditation. Approval of an application for membership shall be granted upon accreditation of the center or service by the Council.

2. MEMBERSHIP MEETINGS

The annual membership meeting of the corporation shall be held on the date fixed for same by the Board of Directors. The secretary shall cause to be mailed or emailed to every member in good standing to the member's address as it appears on the membership roll book of the corporation a notice stating the date, time and place of the annual meeting.

Other regular meetings of the corporation shall be held at the place and time designated by the Board of Directors and set forth in the notice of the meeting. The secretary shall cause to be mailed or electronically communicated to every member in good standing to the member's address as it appears on the membership roll book of the corporation a notice stating the date, time and place of the such regular meetings at least ten (10) days but not more than fifty (50) days before the scheduled date.

The presence at any membership meeting of not less than a majority of members shall constitute a quorum and shall be necessary to conduct the business of the corporation. In addition, the presence of at least three (3) member religious communions and at least three (3) church vocation and ministry development centers or services is required for a quorum. If a meeting does not meet the requirements for a quorum, the meeting may be adjourned for a period of not more than four (4) weeks from the date scheduled and the secretary shall cause a notice of the rescheduled time and place of the meeting to be sent to all members. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request, at least ten (10) days prior to such meeting, of any member who has given written notice to the corporation that such a request will be made. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. SPECIAL MEETINGS

Special meetings of the corporation may be called by the Directors. The secretary shall cause to be mailed or emailed to every member in good standing to the member's address as it appears on the membership roll book of the corporation a notice stating the date, time, place and purpose of the such regular meetings at least ten (10) days but not more than fifty (50) days before the scheduled date.

No other business other than that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution of any allotment of any rights, or for the purpose of

any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) days nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

5. ACTION BY MEMBERS WITHOUT A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or person to act for that member by proxy.

Every proxy must be signed by the member or his attorney-at-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. MEMBERSHIP DUES

Membership dues shall be in such amounts as shall be fixed by the Board of Directors from time to time.

ARTICLE III – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the Board of Directors which shall consist of not less than eight (8) nor more than fifty (50) directors. Each director shall be at least nineteen (19) years of age.

2. ELECTION AND TERM OF DIRECTORS

At each annual meeting of members the membership shall elect Directors to hold office. The term of service for a Director is two (2) years and will be elected in such a ways as to serve on a rotating basis, with approximately one half of the terms expiring each year. Each member religious community shall be entitled to name one (1) Director from that body. Each accredited center or service shall be entitled to name one (1) Director to the Board. No Director will serve more than two consecutive terms without the unanimous consent of the Board. Each director shall hold office until the expiration of the term for which elected and until a successor has been elected and shall have qualified, or until prior resignation or removal. Each accredited center or service not otherwise represented on the Board of Directors may name a person who shall participate without vote in meetings of the Board.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by vote of the members or by vote of the majority of all of the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board, except the removal of Directors without cause, may be filled by a vote of the majority of the Directors then in office, unless otherwise provided in the Certificate of Incorporation; provided that if any vacancy occurs among the representatives of accredited centers or services on the Board, such vacancies shall be filled by the appointment of the Chairperson of the corporation and with the approval of the Board of Directors. Vacancies occurring by reason of the removal of a Director without cause shall be filled by designation of the member represented by such Director or, in the case of the representative of an accredited center or service, in the same manner set forth above for filling any vacancy of a representative of an accredited center or service. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. REMOVAL OF DIRECTORS

Any or all Directors may be removed with or without cause by action of the members who named such director.

6. RESIGNATION

A director may resign at any time by giving written notice to the Board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of the Incorporation, not less than one-fourth (1/4) of the voting members of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present each time, shall be the act of the Board. Each Director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings in the place and at the time it determines.

10. MEETINGS

An annual meeting of the Board shall be held at a time and place to be determined by the Board of Directors. At this meeting, officers shall be elected, reports received from the officers and committees, and budgets adopted. Regular meetings of the Board to carry on its business throughout the year shall be held at such times and places as established by the Board. Special meetings of the Board may be called by the officers and shall be called upon the request of five (5) or more members of the Board. The Board, at its discretion, may open its meeting to others who are interested in the work of the Ministry Development Council.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Written or printed notice stating the place, day and time of any meeting of the Board of Directors shall be delivered, either personally, by mail or by electronic communication, to each Director entitled to vote and to others entitled to voice at such meetings not less than five (5) days before the date of such meetings. Notice of the meeting need not be give to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

12. CHAIRPERSON

At all meetings of the Board the chairperson of the Council or, in the chairperson's absence, the vice-chairperson, shall preside.

ARTICLE IV – COMMITTEES

1. The Executive Committee of the Council shall be composed of the Chairperson, the Vice Chairperson, Secretary and Treasurer of the Board. The Board may, at its discretion, appoint one or more chairpersons of other committees to serve on the Executive Committee as well. The Executive Committee shall convene in person or other means periodically to consider matters referred to it by the Board of Directors and to formulate recommendations to be presented to the Board. The Executive Committee may be authorized by the Board to make certain decisions without referring those decisions back to the Board for action.
2. The Accreditation Committee will oversee the accreditation process of centers and services, consistent with the standards that have been determined by the Board of Directors.
3. The Board of Directors shall establish additional committees as it may deem necessary to accomplish the purposes of the Council. The Chairperson of the Board of Directors will appoint the chairperson and other members of such committees. Members of such committees need not be members of the Board.

ARTICLE V- RULES OF ORDER

All meetings of the Board of Directors and its committees shall be conducted in accordance with Robert's Rules of Order, revised, except as otherwise provided in these by-laws. The Board and its committees are authorized to suspend Robert's Rules of Order at their discretion.

ARTICLE VI - OFFICERS

1. OFFICERS

The officers of the Council shall be a chairperson, a vice-chairperson, a secretary and a treasurer. Each officer shall be elected by the Board of Directors from among its voting members. Of these officers, two will be Directors who represent religious communions and two will be Directors who represent centers or services. The Chairperson of the Council will be a representative of a religious communion. Each officer shall be elected for a term of two (2) years and shall assume the responsibilities of the office immediately following the close of the meeting at which the election is held, and shall hold office for such term until his or her successor is elected. No officer shall be eligible for more than two successive terms in the same office. Elections will be arranged so that each year the terms of two of the officers expire.

2. REMOVAL AND RESIGNATION

Any officer elected by the Board may be removed by the Board with or without cause. In the event of death, resignation or removal of an officer, the Board in its discretion may elect a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of chairperson and secretary.

3. CHAIRPERSON

The chairperson shall preside at all meetings of the Board, shall have the general

Management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The chairperson shall call meetings when required by the provisions of these by-laws to do so and shall carry out such other functions as are consistent with the office.

4. VICE-CHAIRPERSON

During the absence or disability of the chairperson, the vice-chairperson shall have all the powers and functions of the chairperson. The vice-chairperson shall perform such other duties as the Board shall prescribe.

5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit said funds in the name of the corporation in such bank or trust company as the Board of Directors may elect. The treasurer, when duly authorized by the Board of Directors, shall sign and execute all contracts in the name of the corporation, when countersigned by the chairperson. The treasurer, or the treasurer's agent, shall sign all check drafts, notes, and order for the payment of money, as authorized by the Board or the Executive Committee. At the annual meeting of the Board of Directors, the treasurer will present an annual report setting forth in full the financial conditions of the corporation. At the end of every second year, the treasurer shall have an independent review of the accounts of the corporation made and shall present such audit in writing at the annual meeting of the Board of Directors.

6. SECRETARY

The secretary shall keep accurate minutes of all meetings of the Board of Directors and shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers at the Board of Directors may direct. The secretary shall attend to such correspondence as may be assigned and perform all the duties incidental to the office of secretary, including keeping a membership roll of the names, alphabetically arranged, of all members of the corporation, showing their addresses and the time when they became members. The secretary shall carry out such other duties as may be assigned by the Board of Directors.

7. SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of the duties assigned by the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which come into the individual's hands.

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VIII – AMENDMENTS

The by-laws may be adopted, amended or repealed by a two-thirds vote of the members present and voting at any regularly called meeting of the Board of Directors, provided

any proposed amendment has been presented in writing to all members of the Board at least thirty (30) days in advance of the meeting at which action is to be taken.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.