

**National Association of Church Facilities Managers
NACFM**

**BYLAWS
A NONPROFIT CORPORATION**

Adopted 6/18/2009

Revised 6/22/2017

These bylaws (referred to as “Bylaws”) govern the affairs of the National Association of Church Facilities Managers, a nonprofit corporation (referred to as the “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

ARTICLE 1 - PURPOSES

1.01. The purpose of the Corporation is to ensure that the management of church and religious facilities is conducted as efficiently as possible so that we are good stewards of tithes and offerings entrusted to New Testament churches and religious facilities. A New Testament church or religious facility is defined as: A church or religious facility that adheres to the teachings in the New Testament, and is centered on faith in the resurrected Christ and the Trinity of God. The Corporation will promote networking and educational advancement opportunities among facility management professionals who manage church facilities; cultivate cooperation, foster understanding, and create interest among churches for the efficient management and maintenance of church facilities; and provide an informational resource for church management professionals. The Corporation will distribute information of interest to members of the Corporation, present discussion groups, forums, panels, lectures, seminars, or similar programs or activities designed to fulfill the purposes of the Corporation.

ARTICLE 2 - PRINCIPAL OFFICE

2.01. Principal Office. The principal office of the Corporation traditionally is in the home state of the Executive Director as shown below.

National Association of Church Facilities Managers
Dwayne McKean
1050 Holcomb Road
Ball Ground, Georgia 30107

The Corporation may have other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

2.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Georgia. The registered office may, but need not, be identical with Corporation’s principal office in Georgia. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 3 – MEMBERS

3.01. Class of Members. The Corporation shall have four (4) classes of members.

Active Membership: Active membership shall be considered by the Association for all persons who:

1. Are employed, full-time or part-time staff members of a New Testament Church, New Testament School, College, University, camp/retreat center. Their primary job responsibility must be facility management.
2. This person may also be formally designated in a voluntary (unpaid) position that has the facility management as one the responsibilities for their respective Church. A letter from the Senior Pastor, Executive Board, or equivalent is required to accompany the membership application or renewal form when dues are paid.
3. Shall agree to share in the support and programs of the NACFM, and also agree to be governed by its Bylaws.
4. Are professing and practicing members of a New Testament church.
5. Shall agree to abide by the Associations Code of Ethics.

Active members shall be entitled to all privileges of the association, and shall assume all responsibilities of membership. These privileges include voting rights, and eligibility to serve as an Officer or Director.

Associate Membership: Associate membership shall be considered by the Association for all persons who:

1. Have responsibilities or perform activities closely related to the facility management of a New Testament Church, New Testament School, College, University, or camp/retreat center. The Vice-President of Membership shall determine eligibility for associate membership.
2. Shall agree to share in the support and programs of the NACFM, and also agree to be governed by its Bylaws.
3. Are professing and practicing members of a New Testament church.
4. Shall agree to abide by the Associations Code of Ethics.

Associate members are ineligible to be an Officer or Director, however they shall have full voting rights and share in all other services and responsibilities of membership.

Associate members are eligible to become a Certified Church Facility Manager.

Emeritus Membership: An Active or Associate member, in good standing upon retirement, may be considered for an Emeritus Membership. A written application shall be submitted by the member, which will then be considered by the Board of Directors. Granting an Emeritus Membership requires a majority vote of the Board of Directors. Emeritus members are ineligible to be an Officer or Director, however they shall have full voting rights and share in all other services and responsibilities of membership. Emeritus members shall not be required to pay annual dues, however they will be responsible for all National Conference fees, lodging expense, and associated cost of attending a National Conference.

The Board of Directors shall use the following general guidelines for granting the Emeritus Membership:

1. Been an Active or Associate member for ten (10) years.
2. Attended at least five (5) National Conferences and/or the NACFM Certification Program.
3. Attained the age of 55.
4. Entered into a retirement recognized by the local congregation or institution for which the applicant last worked. It is further understood that retirement means that the applicant is not to be engaged in full-time or part-time employment as a Facility Manager in a New Testament Church, New Testament School, College, University, camp/retreat center.
5. Shall agree to abide by the Associations Code of Ethics.

Business Membership: Business membership shall be granted to individuals who represent organizations wishing to join the NACFM for commercial purposes and who desire to join in support of the NACFM it's purposes and programs. This category includes those individuals representing organizations that provide consulting services to churches.

1. Shall agree to share in the support and programs of the NACFM, and also agree to be governed by its Bylaws.
2. Shall agree to abide by the Associations Code of Ethics.

Business members are ineligible to be an Officer or Director and they shall have no voting rights. They will be ineligible to earn the CCFM designation.

BUSINESS MEMBERSHIP – Business membership benefits are varied and will be defined in the Board Policies and Procedures and may include such things as: Access to the membership list without abuse; the ability to add content in the monthly newsletter; the opportunity to set up a booth at the National Conference at a reduced rate; the opportunity to participate in the vendor section of the website with a logo and a link.

3.02. Membership and Renewal Membership Process. Applications for membership are reviewed by the Vice President of Membership to insure the qualifications of an Active, Associate, or Business membership are met. The Vice-President of Membership, or designee, will then approve the nomination if all qualifications are met. A member, who continues to meet all the qualifications for membership, may renew membership by paying all required fees and dues.

3.03. Membership Fees and Dues. The Board of Directors may adjust the amount of the annual dues payable to the Corporation by members. Dues will be payable in advance by January 1 for the coming calendar year. Only those members who have paid their dues by January 31 are eligible to be nominated to serve as a NACFM Board Member.

3.04. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation.

3.05. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. You must be present to vote, unless the Board of Directors has determined that voting will be held by mail. Refer to 5.05

3.06. Resolution of disputes. In any dispute between members relating to the business or activities of the Corporation, all parties shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help them resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration only if the parties have met with a mediator. This paragraph shall apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension, or expulsion of a member from the Corporation. The Board of Directors shall have discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph.

3.07. Revocation of Membership. Membership may be revoked for good cause by a unanimous vote in favor of revocation by the Board of Directors.

3.08. Resignation. Any member may resign from the Corporation by submitting a written resignation to the Board of Directors. Upon resignation, there will be no refund for dues paid. If a member leaves the employment of a New Testament church, he or she will notify the Vice President of Membership, and a grace period of membership will be determined by the Board of Directors.

3.09. Reinstatement. A former member may submit a written request for reinstatement of membership. In the case of membership revocation, the Board of Directors may reinstate membership on any reasonable terms that the Board of Directors deems

appropriate. Upon reinstatement, membership status and seniority, will be reviewed on a case-by-case basis to be determined by the Board.

3.10. Transfer of Membership. Membership in the Corporation is only transferable if the applicant meets all of the requirements of Bylaw 3.01, and an official request is made in writing to the Executive Director. Membership terminates on the dissolution of the Corporation.

3.11. Waiver of Interest in Corporation Property. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE 4 - MEETINGS OF THE MEMBERS

4.01. Annual Meetings. The Board of Directors shall hold an annual meeting of the members each year at a time fixed by the Board of Directors.

4.02. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-fifth (20%) of the voting members. The business of the special meeting shall be limited to that for which the meeting was called. The president shall be the presiding officer at all special meetings.

4.03. Place of Meeting. The Board of Directors may designate any place as the place for any annual, regular or special meeting of the members called by the Board of Directors.

4.04. Notice of Meetings. Written or printed notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice may be given by publication in any regular publication of the Corporation or by letter addressed to each member by mail at his or her last known address.

The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purposes for which the meeting is called. Notice shall be given by or at the direction of the president or secretary of the Corporation, or the officers or persons calling the meeting. If all members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

4.05. Quorum. Those members present at any meeting of the Corporation shall constitute a quorum for the transaction of business at such meeting.

4.06. Program. The program of any meeting shall be devoted to the furtherance of the aims, purposes, and objectives of the Corporation and such other agenda items as may be designated by the president or executive director. Additionally, at annual meetings the

President, Secretary and Executive director shall submit an annual report of the activities of the Corporation and the Treasurer shall submit an annual report of the finances of the Corporation.

ARTICLE 5 - TERMS OF OFFICE AND ELECTION

5.01. Terms. Elections for officers shall be held annually and all members in good standing are eligible to vote. President and Vice President shall be a two-year term. The Vice President will be an elected position. The Vice President will automatically move in to the President position to provide continuity. No President or Vice-President shall hold the same office for more than one (1) consecutive term. Secretary and Treasurer shall be elected for a term of four (4) years with a term limit of two consecutive terms. In the event there is a tie for a position, then the determination shall be made by the Executive Director, President, and a representative of the membership.

5.02. Elections. The Board of Directors shall determine the time for the election, the election procedures, and form of the ballot. New officers shall assume their position on July 1 of elected year.

5.03. Officer Eligibility. Eligibility for being nominated as an officer of the Corporation requires the member to have met the following requirements:

- a. Be an Active member
- b. Attended two of the last three National Conferences.
- c. Paid membership dues no later than January 31st.
- d. Completed the Certification Program, and maintain their certification.
- e. For term limits, refer to 5.01

5.04. Nominations. The Past President shall serve as chair of the Eligible Nominations Committee. The chair shall select one Board Member and one member at large to be part of the Nominating Committee and shall prepare a list of nominees to be voted on by the members. Such list shall provide one or more names for each elective position and again shall be presented to the membership on the first day of the national conference.

5.05. Voting by Mail. If the Board of Directors determines to hold elections by mail ballot, then ballots shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address appearing on the records of the Corporation. The ballot may be enclosed with any regular publication of the Corporation or by letter. For purposes of an election conducted by mail, a quorum shall consist of at least ten percent (10%) of the membership.

5.06. Voting at Annual Meetings. Elections held during an annual, regular, or special meeting of the members will be announced in the meeting agenda, which shall be distributed to all members at least thirty (30) days prior to the meeting. The list of nominations will be included with the agenda. Eligible nominations shall be accepted during the election.

5.07. Notification of Results. Regardless of whether the elections were conducted by mail or during a meeting, the ballots shall be counted and certified by tellers appointed by the acting president at the annual meeting. The President shall prepare a complete list of the officers and directors for the coming year, with their address and telephone numbers, and post them on the website no later than 30 days after the election.

ARTICLE 6 - BOARD OF DIRECTORS

6.01. Management of the Corporation. The Board of Directors shall manage the affairs of the Corporation.

6.02. Number, Qualifications, and Tenure of Directors. The Board of Directors shall consist of the Executive Director, President, Vice-President, Secretary, Treasurer, most recent Past President, Director Of Education, Director of Information Technology, and the Director of Membership. Board Members shall be members of the Corporation.

6.03. Director Vacancies. Any vacancy occurring in the Board of Directors may be filled by a recommendation from the Executive Director and affirmed by a vote of the Board of Directors.

6.04. Semi-annual Meeting. The semi-annual meeting of the Board of Directors shall be held immediately before, and at the same place as, the annual meeting of members.

6.05. Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

6.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Board Members. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the directors as required in the Bylaws.

6.07. Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than seven (7) or more than thirty (30) days before the day of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes of the meeting for which the meeting is called. Notice can be sent by any reasonable method.

6. Quorum. Five (5) Board Members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board Member present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave a meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the

number of Board Members required to constitute a quorum. If a quorum is not present during a meeting, a majority of the Board Members present may adjourn and reconvene the meeting one time without further notice.

6.09. Duties of Board of Directors. Board of Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Board of Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as Board of Directors of this Corporation, Board Members shall act in good faith and take action as they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Board Member shall not be liable if, in the exercise of ordinary care, the Board Member acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

6.09.01 Executive Director. The Executive Director is responsible for overseeing the spiritual emphasis, vision casting, administration, programs and strategic plan of the NACFM. Other key duties include fundraising, marketing, and outreach. The position reports directly to the Board of Directors.

6.10. Actions by the Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Board Members present and voting at the meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Board Member can be present in person or by telephone or visual conference connection. A Board Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

6.11. Removal of Directors The Board of Directors may vote to remove a Board Member at any time only for good cause. A majority vote of the Board of Directors present at a meeting shall determine if cause exists.

6.12 Dual Tenure. Each Board Member is respectively titled, shall be empowered, and duly titled in the same manner as an officer of the Corporation, and further empowered as described below. The Board of Directors may increase the number of directors or officers. The Board of Directors has discretion as to whether new directors or officers will serve in a dual capacity.

6.13 Contracts. The Board of Directors may authorize an officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of the Corporation and on behalf of the Corporation. Such authority may be general or confined to special instances.

ARTICLE 7 - OFFICERS

7.01. Officers. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions by amendment to these Bylaws. The same person may not hold any two or more elected offices. The President, Vice President, Secretary and Treasurer shall be ex-officio members of the Board of Directors.

7.02. Vacancies. The Board of Directors, for the unexpired portion of the officer's term, may fill a vacancy in any office.

7.03. President. The President shall:

- a. Be the Chief Executive Officer of the Corporation.
- b. Supervise and control all of the business and affairs of the Corporation.
- c. Preside at all meetings of the members and of the Board of Directors.
- d. Execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute.
- e. Perform other duties prescribed by the Board of Directors and all duties incident to the office of president.
- f. Select the chairs of special committees and shall be an ex-officio member of all committees.
- g. Have the ability to write checks and disburse funds along with the Treasurer.

7.04. Vice-President. The Vice-President shall:

Perform the duties of the President when the President is absent, is unable to act, or refuses to act. When a Vice President acts in place of the President he or she shall have all the powers of and be subject to all the restrictions upon the President. Perform other duties as assigned by the President or Board of Directors.

7.05. Treasurer. The Treasurer shall:

- a. Serve as Chief Financial Officer of the Corporation.
- b. Responsible for overseeing, management and reporting of the Corporation's finances.
- c. Perform other duties as assigned by the President or by the Board of Directors.
- d. If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with surety as determined by the Board of Directors.

7.06. Secretary. The Secretary shall:

- a. Ensure the integrity of the governance framework, be responsible for the efficient administration of the Corporation, ensuring compliance with statutory and regulatory requirements and implementing decisions made by the Board of Directors.
- b. Perform duties as assigned by the President or by the Board of Directors.

ARTICLE 8 - COMMITTEES

8.01. Establishment of Committees. The Board of Directors may adopt resolutions establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include at least one member of the Board of Directors and may include members at large. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. No committee shall have the authority of the Board of Directors to:

- a. Amend the Articles of Incorporation.
- b. Adopt a plan of merger or a plan of consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- d. Authorize the voluntary dissolution of the Corporation.
- e. Revoke proceedings for the voluntary dissolution of the Corporation.
- f. Adopt a plan for the distribution of the assets of the Corporation.
- g. Amend, alter, or repeal the Bylaws.
- h. Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
- i. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest with a member, director, or authorized agent of the Corporation.
- j. Take any action outside the scope of authority delegated to it by the Board of Directors.
- k. Take final action on a matter that required the approval of the members.

ARTICLE 9 - POLICY STATEMENTS

9.01. Pronouncements or Declaration of Policy. No member of the Corporation shall officially make any pronouncement or declaration for the Corporation on a question or declaration for the Corporation on a question of policy until the Board of Directors has authorized it.

ARTICLE 10 - DISSOLUTION

10.01. This Corporation shall be an ongoing entity and shall continue perpetually unless and until the Board of Directors shall adopt by a majority vote of those present at a meeting of the Board of Directors a resolution of dissolution.

10.02. After notice at a specially called meeting for such purpose, two-thirds of the membership must vote for dissolution and to disband and dissolve the Corporation in order to effectuate the dissolution.

10.03. In such an event all assets of the Corporation remaining after satisfaction of all debts and liabilities of the Corporation shall be distributed to a non-profit corporation in compliance with the Internal Revenue Code.

ARTICLE 11 - AMENDMENTS

11.01. Bylaws Amendments. To alter, amend, or repeal these Bylaws and have new Bylaws adopted require a majority vote of the Board of Directors present at any annual, regular, or special meeting of the Board of Directors. No less than seven (7) days nor more than thirty (30) days' notice must be given to the Directors of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting. Once the Board of Directors has approved the proposed changes, the changes must then be approved by a majority vote of the members present at an annual, regular, or special meeting.

11.02. Notice of Amendments to Bylaws. When any proposed changes to the Bylaws have been approved by the Board of Directors, notice of such proposed changes shall be given to all members in good standing in a Corporation publication or by letter. However, in no event shall notice of the proposed changes be delivered to the members less than thirty (30) days before the scheduled vote on the changes.

ARTICLE 12 - MISCELLANEOUS

12.01. Apolitical Organization. The Corporation shall not participate in the endorsement, nomination, election, or appointment of candidates for public office nor any related political activities.

12.02. Numbering and Articles and Sections. The numbering of articles and sections contained in these Bylaws is for reference and convenience and may be changed to correspond or reflect any changes that may be approved.

12.03. Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year.

12.04. Corporate Seal. The Board of Directors may, but is not required to, adopt a seal of the Corporation for affixing to official documents of the Corporation.

12.05. Saving Clause. These Bylaws take effect immediately upon adoption by the membership. The actions of the members of the Board taken previously in those regards are expressly ratified and adopted until they are carried to conclusion even if in conflict with these Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the National Association of Church Facilities Managers and that the Foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the membership held on June 22, 2017.

Date: June 22, 2017

Marie C. Welch Secretary of the Corporation