

The following Bylaws have been drafted by the GVIN Task Force, reviewed at monthly meetings, and will be voted on at the MAY 2020 meeting by the active and current membership.

Grand Valley Interfaith Nexus

(DBA Grand Valley Interfaith Network : GVIN)

BYLAWS

(approved MAY 2020; modified JUNE 2020)

PURPOSE

The historical churches and congregations, faith-based agencies, spiritual communities, and other established religious traditions in the Grand Valley of Western Colorado join in forming Grand Valley Interfaith Nexus Inc. (DBA Grand Valley Interfaith Network, also referred to as GVIN) so as to:

- Cooperate in efforts that will serve the community as proponents of human dignity and agents of compassion in seeking to meet essential human needs;
- Offer opportunities for community worship, spiritual celebrations, shared learning activities, fellowship, and service;
- Exchange ideas and resources among members;
- Enrich our common ties around shared principles and hopes; and
- Demonstrate positive acceptance of religious diversity and share such information in the Grand Valley communities.

VISION

To create a harmonious life for all.

ARTICLE I. MEMBERSHIP

SECTION 1. DEFINITIONS & QUALIFICATIONS OF MEMBERSHIP

- a. GVIN is an organization of organizations, such as those described in the PURPOSE statement above. The organizations (their designated representative) are the voting MEMBERS of GVIN.

- b. New MEMBERS and FRIENDS shall be asked to make formal application to the Board of Directors (e.g., request on letterhead by representative of organization). Applications will be reviewed and approval for membership given with a two-thirds vote of the Board of Directors. There are two levels of membership within GVIN – “MEMBER” or “FRIEND of GVIN.”
- c. “MEMBER” qualifications:
 - i. Each organization/entity (as described in PURPOSE statement above) is eligible as a MEMBER.
 - ii. Accept and abide by statements in the Covenant of Cooperation, Purpose statement, Vision, and these Bylaws.
 - iii. Each organization/entity designates their own representative(s) to attend and to serve as a voting member at meetings.
 - iv. Each organization/entity has ONE vote on each GVIN matter requiring votes, regardless of how many representatives may be present at once.
 - v. Each organization donates financially to GVIN at least once each year.
 - vi. Participates in a GVIN project via “time, talent or treasure” at least two times each year... AND ...through their designated representative, attends a monthly meeting at least one time every six months.
 - vii. The organization’s website is linked to/from GVIN’s website.
 - viii. Member organizations will be placed on GVIN’s email and newsletter lists for regular communication (email addresses determined by organization).
 - ix. Member organizations that are unable to fulfill these requirements for membership will be transitioned from “MEMBER” to “FRIEND of GVIN” status until the organization desires reinstatement as a full, active MEMBER.
- d. “FRIEND of GVIN” qualifications:
 - i. Individuals and/or qualifying organizations that are supportive of GVIN’s Vision and activities are eligible as a FRIEND of GVIN.
 - ii. Accept and abide by statements in the Covenant of Cooperation, Purpose statement, and these Bylaws.
 - iii. Attends in a NON-voting capacity.
 - iv. Is encouraged to donate financially to GVIN.
 - v. Is encouraged to participate in GVIN projects via “time, talent or treasure” ... AND ...attend the monthly meetings periodically in a non-voting capacity.
 - vi. FRIENDS will be placed on GVIN’s email and newsletter lists for regular communication (email addresses determined by individual/organization).
 - vii. FRIENDS of GVIN that are unable to fulfill these minimal requirements for membership may be removed from email and newsletter lists until the individual/organization desires reinstatement.
- e. Reinstatement measures of “MEMBERS” and “FRIENDS of GVIN” will be considered on a case-by-case basis by the Board of Directors, including the possibility of a formal application being resubmitted for review and acceptance.

SECTION 2. REFRAINING FROM PARTICIPATION

Any MEMBER congregation/entity or FRIEND may, by declaration of their authorizing board, refrain from participation in specific programs or actions authorized by GVIN.

ARTICLE II. ORGANIZATION & GENERAL PROVISIONS

SECTION 1. ORGANIZATIONAL STRUCTURE

- a. Grand Valley Interfaith Network (GVIN) incorporated as a “nonprofit religious organization” in its Articles of Incorporation (1977) and in conformance with the laws of the State of Colorado.
- b. GVIN shall be registered as a “nonprofit religious organization” in conformance with the laws of the Internal Revenue Service of the United States.

SECTION 2. ORGANIZATIONAL ACTIONS

Powers of the voting membership shall be consistent with the stated PURPOSE of GVIN, and actions shall include:

- a. Acting as the voice of various congregations and agencies in speaking to community issues and aspirations.
- b. Promoting common action on agreed upon issues and projects.
- c. Sponsoring events and programs including worship, educational, and fellowship opportunities.
- d. Formulating policies that define active membership or clarify other actions.

SECTION 3. ANNUAL BUSINESS MEETING

- a. A business meeting shall be called annually in May for the purpose of electing Officers.
- b. A quorum shall be comprised of those members present at the annual meeting or voting by absentee ballot.
- c. Notification of the annual meeting shall be given in writing by post or email, 30 days prior to the meeting.
- d. An active, voting MEMBER may request to vote by absentee ballot.

SECTION 4. INSURANCE & INDEMNIFICATION

- a. **Insurance.** By action of the Board of Directors, notwithstanding any interest of the directors in such action, GVIN may purchase and maintain insurance in such amounts as the Board of Directors deems appropriate to protect itself and any person who is or was director, officer, employee, fiduciary or agent of GVIN, or who, while a director, officer, employee, fiduciary or agent of GVIN, is or was serving at the request of GVIN as a director,

officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not GVIN would have the power to indemnify such person against such liability under applicable provisions of law or this section. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which GVIN has an equity or any other interest, through stock ownership or otherwise. GVIN may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

- b. ***Right to Impose Conditions to Indemnification.*** GVIN shall have the right to impose, as conditions to any indemnification provided or permitted in this section, such reasonable requirements and conditions as may appear appropriate to the Board of Directors in each specific case and circumstance, including but not limited to any one or more of the following:
 - i. that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to GVIN;
 - ii. that GVIN shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and
 - iii. that GVIN shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to GVIN.

ARTICLE III. BOARD OF DIRECTORS & OFFICERS

SECTION 1. BOARD OF DIRECTORS

- a Officers of GVIN shall be selected from the membership as stated in these Bylaws. The Officers shall be the President, Vice-President, Secretary, and Treasurer.
- b The Officers of GVIN will function as the organization's Board of Directors.
- c The Board of Directors of GVIN may establish policies regarding the assessment of dues or contributions. Consideration for the size and ability of each member organization to meet such shall be included in policies.
- d The Board of Directors shall approve any cooperative efforts involving the search for additional finances. Appeals for funds are to be consistent with the purpose of GVIN.
- e Committees and/or Task Groups shall be formed from the membership for purposes as defined by the Board, or as needed.

SECTION 2. OFFICERS

The membership shall elect at its annual business meeting, in May of each year (see Article II, Section 3.a.), a President, a Vice President, a Secretary, and a Treasurer from its own membership who will function as the Board of Directors.

- a. The **President** shall officiate at GVIN meetings and shall serve as the spokesperson for GVIN. When appropriate the President shall designate other members to serve as spokespersons.
- b. The **Vice President** shall fulfill the duties of the President when the President is absent. Should the President resign, the Vice President shall serve as President until elections are held.
- c. The **Secretary** shall keep a record of all GVIN meetings, shall maintain a current membership roster, and shall keep the membership informed of actions by the members. The Secretary will also notify members of the schedule of meetings and activities.
- d. The **Treasurer** shall keep a record of the finances of GVIN, and provide reports to the membership on a quarterly basis or as requested. This officer shall deposit and disperse funds in accordance with the policies and directions set by the membership. The Treasurer will also be responsible for filing annual reports with the State of Colorado and the Internal Revenue Service, as necessary, to maintain GVIN's active non-profit status.

ARTICLE IV. AMENDMENT TO BYLAWS

These Bylaws may be amended by simple majority of the voting MEMBERS of GVIN, present at the designated meeting and time of voting, provided a minimum of one month (30 days) has elapsed between initial presentation of suggested changes and the final vote for adoption.

Approval date: May 21, 2020

Final modification: June 2020