Comments regarding articles of incorporation and bylaws:

address is wring in articles of incorparation

In By laws if clerk is dead or kidnapped she will not be able to participate in finding her replacement

To IMYM representatives committee

From Sharon Gross, Albuquerque Monthly Meeting

January 26, 2018

Re: Thoughts re Draft Articles of Incorporation (AOI) and Bylaws (BL)

I am not at home and do not have access to IMYM Faith and Practice (F&P) so just make general references to its particulars. All wording proposals are just initial thoughts – subject to development.

ARTICLES

Full name: Intermountain Yearly Meeting of the Religious Society of Friends

State purpose briefly. Paragraph 6 re disposition of assets says “dispose … for purposes of the Corporation” without the AOI stating any purposes.

Purpose could be something like: “The corporation is organized exclusively for religious purposes as a church following the practices of the religious society of Friends (Quakers).”

I am unclear whether CO corporate forms preclude such a statement; if not, a statement would indicate the nature of our entity.

BYLAWS

Several general concerns arising from my experience with Albuquerque Monthly Meeting’s (AMM) bylaws:

* We do not get around to amending the bylaws so wherever possible allow for future organizational changes without having to make amendments.
* Quaker governance does not match that of the statutory and usual nonprofit. I have wanted to try to tailor AMM’s bylaws to Quaker practice to the extent possible given state law, but have not done so.
* Is it possible, and if so, how to supersede statutory provisions/requirements for nonprofits by stating that IMYM does otherwise?

Article II

Define IMYM using description of entities that formed IMYM in 1974 and adding “monthly meetings, worship groups and other entities as from time to time have been or will be recognized by the corporation as part of IMYM.”

Friends have both members and attenders. I recall F&P mentioning that for some meetings only members are part of governance, but this is not IMYM practice. I hope not to open the issue of attenders participating in decision-making, but rather craft the BL to reflect our practice.

In practice all present (members and attenders) are part of decision making and governance. I suspect that Colorado law requires us to state whether we have members. I wonder whether and how to address our reality re attenders.

Article III

“General management of the corporation’s affairs shall be in the manner of Friends pursuant to the IMYM F&P then in effect.”

Pursuant to state statutes nonprofits have to have a board of directors (BOD). Desirable to state which offices are the BOD as BL do. Pursuant to Quaker practice all decisions and governance are made by the meeting as a whole, not by the BOD. I am concerned that BOD (and officers) could be liable for a decision actually made by the meeting as a whole. How to craft the bylaws to blunt BOD/officer liability and reflect actual Quaker process? Restate “vested in its BOD” since “vested” gives someone legal power and this may overstate BOD authority?

Article V

Statutes have specific meeting notice requirements – are these realistic for us? If not, could BL supersede them? By what means to give notice to “members”? A concern for me is that there be no issue that proper procedure was not followed if a decision were ever litigated.

Concern re attenders as stated in Article II above.

I understand that it is important to state the present Representatives and Arrangements committee structure in the BL. If this is the case, add a statement that allows for reorganizations (such as Continuing Committee having become Representatives and Arrangements committees) without having to amend the BL: “Future organizational structures approved at an annual meeting will go into effect without having to amend the bylaws.”

Special meetings’ notice – same concern as Article V

Articles VI and VII

Same concerns re members as stated above.