

**BY-LAWS OF  
APPALACHIAN AREA CRISIS PREGNANCY CENTER, INC.  
Adopted June 7, 2010**

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## **BY-LAWS OF**

### **APPALACHIAN AREA CRISIS PREGNANCY CENTER, INC.**

#### **ARTICLE I - MISSION AND STATEMENT OF FAITH**

The Woman's Enrichment Center is a Christian Ministry whose mission is to defend life, meet the physical, social, and spiritual needs of those who are experiencing a crisis pregnancy, to bring healing and wholeness to lives traumatized by abortion, to present the Gospel of Jesus Christ and to challenge our communities to adopt a Godly view of sexuality and the sanctity of life.

- We believe the Scriptures of the Old and New Testament to be the Word of God, inspired by the Holy Spirit.
- We believe in God, eternally, existing in three persons: Father, Son and Holy Spirit.
- We believe that Jesus Christ is the only begotten Son of God, conceived by the Holy Spirit, born of the Virgin Mary, and is true God and true man.
- We believe that man was created in the image of God, that he sinned and thereby incurred not only physical death, but also spiritual death, which is separation from God.
- We believe that the Lord Jesus Christ died for our sins according to the Scriptures as a representative, substitutionary, and complete sacrifice and that all who believe in Him are justified on the ground of His shed blood.
- We believe in the physical resurrection of the crucified body of our Lord, in His ascension into Heaven and His present life there for us as our High Priest and Advocate, providing a sufficiency for body, soul, and spirit for the believers.
- We believe in the personal, visible, and second coming of our Lord Jesus Christ, at a time unknown to us, but for which we are watching joyfully.
- We believe the believer should be a vessel sanctified, fitting and proper, for the Master's use.
- We believe in the great commission, which our Lord has given to His Church, to evangelize the world, and that this is the great mission of the church. Furthermore, we believe it our Christian duty to witness by word and deed to these truths.
- We believe in the bodily resurrection of the just and the unjust, the everlasting conscious punishment of the lost, and the everlasting blessedness of the saved.

#### **ARTICLE II - MEMBERSHIP**

##### **Section 1 – Class of Members**

The membership of the Appalachian Area Crisis Pregnancy Center Inc. shall consist of one class as follows: One representative from any Christian church which accepts the Mission and Statement of Faith contained in these bylaws, and which desires to participate in this Corporation.

## Section 2 – Election of Members

A sponsoring church shall select its representative, and the pastor shall notify the Corporation of the selected person. A Board member cannot be a representative of a church. The selected representative must accept the Mission and Statement of Faith contained in these bylaws, and must submit an application which must be approved by a majority of the Board of Directors to be accepted as a member.

## Section 3 – Duties of Members

Members have no governing duties in the corporation. Active members of the corporation in good standing shall have the following duties:

1. Attend the annual membership meeting at the date and time set by the Board of Directors.
2. Receive, hear, and consider the annual report presented by the Board.
3. Submit nominations for Board vacancies to the Board of Directors.
4. Serve as liaisons between their sponsoring churches and the corporation.

## Section 4 – Termination of Membership

By affirmative vote of a majority of all its members, the Board of Directors or Executive Committee may suspend or expel a member for cause after an appropriate hearing. Any member of this corporation may be expelled from membership who the Board finds as having violated any of the rules, regulations, orders, or bylaws of this corporation, or who the Board finds as having acted in a way that interferes with the accomplishment of the objectives of this ministry. When any member is charged with any act for which such member shall be expelled, notice of the same shall be provided to such member personally or by electronic or postal mail at his or her last known address. The charged member shall be provided due opportunity to be heard. The action of the Board of Directors or Executive Committee shall be final.

## Section 5 – Resignation

Any member may resign by notifying the Executive Director or the Board.

## Section 6 – Dues and Assessments

The corporation shall not require dues or assessments from its members. Any financial support for the corporation supplied by a member or a sponsoring church shall be received as a 'free will' contribution to the corporation.

# **ARTICLE III - MANAGEMENT**

## Section 1 - Board of Directors

The business and property of the corporation shall be managed by a Board of Directors numbering not less than five (5) nor more than eleven (11) people.

## Section 2 - Annual Meeting

The annual meeting of the corporation shall be held at the beginning of the corporate year during the month of January unless otherwise specified by the board of directors. The fiscal year of the Corporation shall end on December 31st. Roberts Rules of Order is adopted as the authority for

parliamentary rules of procedure at the annual meeting and all meetings where voting may occur.

### Section 3 - Term of office

The term of office of the members of the board shall be three (3) years. Rotating terms begin January 1<sup>st</sup>.

### Section 4 - Board Meetings

The board of directors shall hold regular meetings on the fourth Thursday of each month and such special meetings as they shall deem necessary for the competent management of the affairs of the corporation. Each board member will notify the chairman of any desired agenda item one week prior to said meeting.

### Section 5 - Voting

Each member of the board of directors shall possess one (1) vote in matters coming before the board. All voting shall be by directors in person and voting by proxy shall not be allowed. A majority of the members of the board of directors in attendance at any meeting shall constitute a quorum; provided that, at the meeting to elect a position to the board of directors a quorum shall constitute two-thirds (2/3) attendance of the members of the board. The Chairman shall cast a vote to break a tie.

### Section 6 - Removal from Board

Any member of the board of directors may be removed from office by a two-thirds (2/3) vote of the board at a regular or special meeting of the board. Three unexcused absences from board meetings, within a one year period, shall be grounds for the removal of any member from the board. Notice of a proposed removal of a board director must be given to such party at least thirty (30) days prior to the meeting date at which such removal is to be voted upon and must state the cause for the proposed removal.

### Section 7 - Qualifications

A person shall be qualified to serve on the board of directors when said person has - (a) publicly made a profession of faith in Jesus Christ as personal Savior, and (b) stated, in writing, his or her agreement with the corporation's Statement of Faith.

### Section 8 - Vacancies

Any vacancy occurring on the board of directors may be filled by majority vote of the board of directors. Any vacancy of an office of the board shall be filled by majority vote of the board of directors. The new director or officer shall serve during the unexpired term of the board director or officer whose position has become vacant.

### Section 9 - Officers

The members of the board of directors shall elect from their number the following officers: Chairman, Vice-Chairman, Secretary, and Treasurer. The Treasurer shall be the Chair of the finance committee which handles the duties of the Treasurer. All such officers shall be officers of the corporation and shall hold office for a term of one (1) year. At the end of such term, the board of directors shall hold an election to select from their number the above mentioned officers.

## Section 10 – Executive Director

The board of directors shall have authority to employ an Executive Director who serves at the pleasure of the board. The Executive Director shall have the responsibility for the staff and daily affairs of the center, with all normal and necessary powers to carry on the duties of the corporation.

## **ARTICLE IV - EMPLOYEES, BOARD MEMBERS, AND VOLUNTEERS**

### Section 1 – Hiring of an AACPC Employee

Those who wish a position with the AACPC must:

- fulfill Article II, Section 7, Qualifications
- complete an application
- submit to a background check
- submit a resume

Information will be reviewed by the Executive Director and the board of directors. Following this review, the applicant will be interviewed by the Executive Director, Center Director, or other appropriate staff, as directed by the board, and 1 or 2 members of the board of directors during the application process. Application will be subject to approval by the board of directors.

### Section 2 - Board of Directors

Those wishing to be on the Board of Directors of the AACPC

- fulfill Article II, Section 7, Qualifications
- complete an application
- submit to a background check
- Recognize and agree to discharge the duties issued in the Roles and Responsibilities of the Board of Directors.

Information will be reviewed by the Executive Director and the current board of directors. Following an interview by the Executive Director and 1 or 2 members of the Board of Directors, a nomination will be made and accepted at the next meeting of the Board of Directors.

### Section 3 - Acceptance of AACPC Volunteers

Those wishing to volunteer for the AACPC, will:

- fulfill Article II, Section 7, Qualifications
- complete an application
- submit to a background check

Information will be reviewed by the Executive Director and the board of directors. An interview will be held by appropriate staff member(s) and approved by the board of directors prior to working with the AACPC or its clients. To expedite the process, a volunteer may be pre-approved by the Executive Director and the Chairman of the Board, presenting the information to the board of directors by E-Mail, AACPC mailbox, or by phone. Formal acceptance will be confirmed at the following board meeting.

Members of the Board of Directors are chosen or nominated from the Volunteer applications on file with the AACPC.

#### Section 4 – Termination of an Employee or Volunteer of the AACPC

The Executive Director shall have final authority to terminate any volunteer or employee with advice from the Board as appropriate. The Executive Director has the responsibility to inform the Board of such action and the reason for it at the next board meeting

#### Section 5 – Board Members as Volunteers

Realizing the importance of having a clear management structure for day-to-day operations, and entrusting our Director with this charge, an individual serving as Board Member may not hold any other volunteer position. A Board Member shall not serve as volunteer counselor, receptionist, abstinence program presenter, or in other daily operational positions, except as approved by a majority of the Board in a regular or special meeting. Nothing in this section should be construed to prevent a Board Member from assisting with public relations or fundraising as requested by the Director, or any other duties of a Board Member as described in these Bylaws.

### **ARTICLE V - DUTY OF OFFICERS**

#### Section 1 - Chairman

The chairman of the board of directors shall supervise all activities of the corporation; execute all instruments on its behalf when specifically authorized by the board of directors to do so; preside at all meetings of the board of directors; call such meetings of the board as shall be deemed necessary; prepare appropriate agenda for all meetings; and, perform such other duties usually inherent to such office. The chairman shall be responsible for a brief devotion at the beginning of each meeting.

#### Section 2 - Vice-Chairman

The vice-chairman of the board of directors shall act for the chairman in his/her absence and perform such other duties as the chairman may direct.

#### Section 3 - Secretary

The secretary shall keep all records of the board of directors of the corporation; shall be responsible for processing all notifications required by the corporation; and, shall perform such other duties as the chairman may direct.

#### Section 4 - Treasurer

The treasurer and the finance committee shall receive and be accountable for all funds belonging to the corporation; pay all obligations incurred by the corporation when payment is authorized by the board of directors; maintain bank accounts in depositories designated by the board of directors; and, render financial reports on at least a semi-annual basis.

### **ARTICLE VI - COMMITTEES**

#### Section 1 - Executive Committee

There shall be an executive committee composed of the officers of the corporation. The chairman of the corporation shall serve as chairman of the executive committee which shall meet

when deemed necessary. The executive committee shall have the power to act on behalf of the corporation in cases of emergencies where action must be taken and the board of directors is unable to convene a quorum to act.

#### Section 2 - Finance Committee:

There shall be a finance committee composed of persons appointed by the board of directors who serve at the pleasure of the board. The treasurer of the corporation shall serve as chairman of the finance committee which shall meet at least quarterly. It shall further prepare, for approval by the board of directors at the annual meeting of the corporation, an annual budget outlining projected expenditures for the upcoming calendar year.

#### Section 3 - Advisory Committee

There shall be an Advisory Committee composed of persons appointed by the board of directors who serve at the pleasure of the board. This committee shall be responsible for advising the board, when requested to do so, on such issues and matters which come before the board. This committee will be available to the Executive Director for prayer and counsel as needed.

### **ARTICLE VII - CHECKS, LOANS, DEPOSITS**

#### Section 1 - Approval of Resolutions

All resolutions adopted by the board of directors, pursuant to any business transacted on behalf of the corporation under this article, must be approved by a two-thirds (2/3) vote of the board of directors present at the meeting in which said vote is taken.

#### Section 2 - Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

#### Section 3 - Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. Such authority may be general or confined to specific instances.

#### Section 4 - Checks, Drafts, et al

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time determined by resolution of the board of directors.

#### Section 5 - Deposits

All funds of the corporation not otherwise employed shall be deposited, at a minimum on a bi-weekly basis, to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 6 - Authority of Officers, Employees, Agents

No officer, employee, or agent of the corporation shall have the power to bind the corporation by contract of otherwise, unless authorized to do so by the board of directors.

**ARTICLE VIII - BOOKS AND RECORDS**

Section 1 - Books and Records

The books and records of the corporation may be kept within or without the state of Georgia, in such place or places as may from time to time be designated by resolution of the board of directors. There shall be an annual audit performed by an independent public accountant after the close of the fiscal year and same submitted to the board of directors by the treasurer at the February meeting. A compilation may be done in place of a full audit.

**ARTICLE IX - AMENDMENTS**

Section 1 - Amendments

These by-laws may be amended by a majority vote of the board of directors of the corporation at the annual meeting, regular meeting, or at a special meeting called for the purpose of amending these bylaws.

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*ENACTMENT: The above are the current By-Laws which shall supersede and replace all previous versions of the Appalachian Area Crisis Pregnancy Center Inc. By-Laws. The current By-Laws were adopted by the Board of Directors at a meeting on June 7, 2010.*

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*Chairman of the Board*