

# Bylaws of the North American Interfaith Network, Inc.

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A Network governed by the  
Not-for-Profit Corporate Law of New York

**Amended July 25, 2000 at the Annual General Meeting in Fullerton,  
California**  
**Amended August 11, 2003 at the Annual General Meeting in Columbus,  
Ohio**  
**Amended June 26, 2006 at the Annual General Meeting in Vancouver,  
British Columbia, Canada**  
**Amended July 15, 2008 at the Annual General Meeting in Richmond,  
Virginia**  
**Amended & Revised August 14, 2013 at the Annual General Meeting in  
Toronto, Canada**  
**Amended & Revised August 12, 2014 at the Annual General  
Meeting in Detroit, Michigan**  
**Amended & Revised July 12, 2016 at the Annual General  
Meeting in Guadalajara, Mexico**  
**Amended & Revised March 10, 2021 at the Annual General  
Meeting Conducted Virtually via Zoom**

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## Article I: Name of the Organization

### Section 1: Name of the Organization

The name of the organization is North American Interfaith Network, inc. (hereafter, "NAIN")

## Article II: Corporate Purpose

### Section 1: Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of the United States of America, or the corresponding section of any future federal tax code.

## Section 2: Specific Purpose

NAIN is a nonprofit corporation organized for communication among, networking between, and the mutual strengthening of interfaith organizations and agencies, interfaith relations programs and offices of religious, denominational, and other institutions which pertain to interfaith relations in the countries and peoples of the North American continent.

NAIN recognizes and affirms humanity's diverse and historic spiritual resources and brings these to bear in resolving contemporary global, national, regional, and local issues. NAIN's role is to facilitate networking possibilities by providing a coalition model of cooperative interaction based on serving the needs and promoting the aspirations of all members international, national, regional, and local interfaith organizations, agencies, offices, programs, and communities of faith as well as individuals involved in the interfaith movement.

## Section 3: Scope of Work

In furthering the preceding statement of purposes, among its activities NAIN may:

- (a) Provide for the dissemination of information about interfaith relations and programs;
- (b) Promote conferences, meetings and seminars;
- (c) Provide forums for discussion among representative members of different faith communities;
- (d) Cause publications to be written, printed, and circulated intended to further said objectives;
- (e) Acquire property and, subject to such consents as may be required by law, to dispose of such property;
- (f) Raise funds and invite and receive contributions from any person and body provided that the network shall not undertake permanent trading activities in raising funds for said objectives;
- (g) Employ, pay, or reimburse persons to carry on the work of NAIN;
- (h) Invite volunteer support of the network by staff of interfaith organizations, agencies, offices and programs and individual communities of faith as well as persons involved in the interfaith movement;
- (i) Invest the monies of NAIN in such financial instruments as may be thought fit by the Board, subject to such conditions as may be required by law and these bylaws; and
- (j) Establish committees, task groups and advisory boards as needed.

# Article III: Membership

## Section 1: Categories of Members

There shall be two categories of members of NAIN:

- (a) Partner organizations; and
- (b) Individual members

## Section 2: Partner Organization Members

Organizational membership is open to groups or organizations which satisfy one or more of the following and which pay the annual membership dues as set forth by the Board of Directors (“Board”):

- (a) Local interfaith groups;
- (b) Inter-religious bodies with regional, national, or international membership;
- (c) Part of a regional, national, or international body representative in whole or part of a faith community in Canada, Mexico or the United States, as well as any country or peoples on the North American Continent;
- (d) Academic institutions, study centers or other organization concerned with religious education on an interfaith basis;
- (e) Media companies, organizations, or associations concerned with different religious traditions and/or relationships between and among them;
- (f) Arts and cultural organizations that foster understanding of different religious or spiritual traditions and/or relationships between and among them; or
- (g) Other groups or organizations as determined by the Board that assist with the purposes or scope of work of NAIN.

### Section 3: Individual Members

Individual membership is open to persons who support the purposes and goals of network and pay the annual dues.

## Article IV: Meetings of Members

### Section 1: Annual Meetings

Members of NAIN shall meet at least annually to transact business as may be set forth in the notice of the meeting.

### Section 2: Special Meetings

Special meetings of the members may be called by the Board or the Executive Committee.

### Section 3: Notice of Meetings

Notice of a meeting of NAIN members shall be provided to each member no fewer than fourteen (14) days before the date of the meeting. The notice shall state the place or on-line link, date and hour of the meeting, and the agenda.

### Section 4: Quorum

A quorum for the transaction of business on behalf of NAIN at any meeting of members shall require no fewer than fifteen (15) per cent of the total number of delegates of NAIN’s membership.

### Section 5: Procedure

The order of business and all other matters of procedure at every meeting of members shall be in accordance with Robert's rules of order, unless determined otherwise by the Board.

## Section 6: Voting

Each organizational member shall be entitled to three votes and individual members shall be entitled to one vote on any matter.

## Section 7: Reports to Members

The Board shall present a report certified by the Board Chair and the Treasurer or by a majority of the Board at each meeting of members which report shall convey in appropriate detail at least the following information:

- (a) The assets and liabilities, including the funds, of NAIN as of the end of the applicable fiscal period;
- (b) The revenue or receipts of NAIN, both unrestricted and restricted to particular purposes, during said fiscal period;
- (c) the expenses or disbursements of NAIN, for both general and restricted purposes, during said fiscal period; and
- (c) lists of organizational, and individual members of NAIN.

This report shall be filed with the records of NAIN and a copy thereof shall be entered in the minutes of the proceedings of the meeting at which the report is presented.

## Section 8: Member's Consent Without Face-to-Face Meeting

To the extent allowed by law, members may participate electronically (on-line, phone, etc.) and meetings may be held electronically.

# Article V: Board of Directors

## Section 1: Management of Organizational Affairs

The activities, property and affairs of NAIN shall be managed by the Board of Directors ("Board").

## Section 2: Number and Qualifications of Directors

The number of directors constituting the Board shall be seven (7). The Board members shall be subject to approval by the members. The directors shall consist of the current Chair, the immediate past Chair, the Vice-Chair, the Treasurer, the Secretary, the Young Adult Committee Chair, and the Chair of the NAIN Council. The Chair of the NAIN Council shall be a liaison between the Board and the NAIN Council.

## Section 3: Quorum and Action by the Board

At all meetings of the Board, a quorum shall be required for the transaction of business. A quorum shall consist of not fewer than four members of the entire Board.

#### **Section 4: Selection of Board of Directors**

The Board of Directors shall be elected by the members of NAIN at a meeting of members and shall endeavor to be elected for three-year terms. Elected directors may be nominated and re-elected to additional terms.

#### **Section 5: Vacancies**

Vacancies occurring in the membership of the Board may be filled by vote of a majority of the Board then in office. A director elected to fill a vacancy shall hold office until the next meeting of members at which the election of directors is part of the regular order of business.

#### **Section 6: Resignation**

Any director may resign at any time by submitting notice of resignation to the Board Chair and the Secretary. The resignation shall take effect at the time specified in the notice of resignation.

#### **Section 7: Removal**

Any one of the Board of Directors may be removed, with or without cause, by a recorded vote by a majority of the Board in a meeting, notice of the convening of which shall have explicitly referred to the proposed removal action.

#### **Section 8: Compensation**

No director (member of the Board) of NAIN shall, directly or indirectly receive salary, compensation, or emolument from NAIN, except with authorization from the Board. Such member may be paid reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in affecting the corporate purposes of NAIN.

### **Article VI: Meetings of the Board of Directors**

#### **Section 1: Board of Directors Meetings**

The Board of Directors ("Board") shall transact the business set forth in the proposed agenda in the notice of the meeting.

#### **Section 2: Special Meetings**

Special meetings of the Board shall be called at any time by the Board Chair or at least three Board members.

#### **Section 3: Notice of Meetings**

Notice of each meeting of the Board stating the agenda, the time and the place shall be given by the Board Chair to each member of the Board not fewer than seven (7) days before the meeting or such other time period set forth by the Board.

#### **Section 4: Procedure**

The order of business at every meeting of the Board shall be proposed by the person who will preside (the Board Chair or the Board Chair's designee) at the meeting. Any other member of the Board may propose an item or items to be added to the agenda, provided that the addition(s) do not require special notice. The original agenda and any additions shall be adopted by a majority of those Board members present and voting as the first item of business.

#### **Section 5: Meetings by Telephonic or Other Electronic Means**

To the extent allowed by law, the Board meeting may be convened by online, electronic, or telephonic means. Such meetings shall constitute legal meetings, provided quorum and notice requirements are satisfied. Actions taken during such meetings shall be binding just as if approved at a face-to-face meeting.

### **Article VII: Committees of the Board of Directors**

#### **Section 1. Committees of the Board**

The Board may create and dissolve committees and task forces as it needs to fulfill its work.

The Board may designate the members appointed to the committee or task force, and designate a chair and vice chair. Among other committees created by the Board, there shall be a Youth Committee. There shall also be an Executive Committee comprising the Board Chair, Board Vice-Chair, Treasurer, Secretary, and other members of the Board that such Executive Committee members determine necessary.

#### **Section 2 : Young Adult Committee**

There shall be a Young Adult Committee. Purpose: to identify, increase the numbers of, nurture and support young adult leaders in interfaith activities. This committee will solicit nominations for young people and then select those who will attend and participate in Connects. It will also plan and facilitate activities at Connects that provide opportunities for the young adults fully to participate in the program of the Connect.

#### **Section 3: Acts and Proceedings of Committees**

Every committee shall keep regular minutes of their proceedings and forward the minutes to the Secretary of NAIN and report all actions to the Board.

#### **Section 4: Meetings of Committees**

Committees of the Board shall meet at such times and places as the chairpersons of the committees shall determine. Notice of the meeting shall specify the agenda and all meetings shall be governed by the provisions of Article VI of these Bylaws, which govern meetings of the Board.

## Article VIII: Officers of the Board of Directors

### Section 1: Officers

The members shall elect the officers of the Board including a chair, a vice chair or chair elect, a secretary, and a treasurer and serve for the terms described herein above.

#### Section 1.1: The Chair

The Chair shall be the chief executive and administrative officer of NAIN. The Chair shall have the responsibility exclusively to serve as the official spokesperson for NAIN.

#### Section 1.2: The Vice-Chair

The Vice-Chair shall, in the absence of or at the request of the NAIN Chair, perform the duties of and exercise the responsibilities of the NAIN Chair. At the discretion of the Board, the Vice-Chair, or any other director, may be named the Chair-Elect and function as the Vice-Chair.

#### Section 1.3: The Secretary

The Secretary shall issue notices of meetings of the Board and of the Annual General Meetings of members. The Secretary shall keep the minutes of all meetings of the Board and of the General Membership meetings. The Secretary shall affix the corporate seal to and sign such documents as are required by law or these Bylaws.

#### Section 1.4: The Treasurer

The Treasurer shall have the care and custody of all the monies and financial instruments of the organization. The treasurer shall cause full and accurate accounts of all monies received and paid on behalf of the organization to be entered in the financial books of the organization. The Treasurer shall arrange for at least an annual audit of the organization's financial accounts. The Treasurer shall make and sign such reports, statements and instruments as may be required by the Board, or by the laws of Canada, Mexico, the United States, or of any state or country where NAIN does business in North America.

#### Section 1.5: NAIN Council Chair

The NAIN Council Chair shall act as the liaison to the Board from the NAIN Council. This person shall attend Board meetings and receive all official correspondence from the Board. The NAIN Council Chair shall share the thoughts and recommendations of the NAIN Council with the Board.

## Section 2: Delegation of Duties of Officers

In case of the absence or disability of an officer of the organization, or for any other reason deemed sufficient by the Board, the powers and duties of that officer may be delegated to another officer or another director. Any officer may be removed or have his or her authority suspended by the Board at any time, with or without cause. If any office becomes vacant for any reason, the Board may elect someone to fill such a vacancy.

## Section 3: Resignation or Vacancy of Office

Any officer of the Board may resign their office at any time by notifying the Board in writing. Such resignation shall take effect at the time specified therein.

# Article IX: Indemnification of Directors and Officers (And NAIN Council Members)

## Section 1: Right of Indemnification

The organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter has not acted in good faith or outside NAIN.

## Section 2. Availability and Interpretation

To the extent permitted under applicable law, the rights of indemnification provided in this Article shall:

- (a) Be available with respect to events occurring prior to the adoption of this article VIII;
- and
- (b) Shall continue to exist after any rescission or restrictive amendment of this article VIII with respect to events occurring prior to such rescission or amendment.

## Section 3: Severability

If any section or portion of these Bylaws shall be held unenforceable in any respect by a court of competent jurisdiction, the remaining bylaws shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of these Bylaws shall remain fully in place.

# Article X: NAIN Council

## Section 1: Purpose

The purpose of the NAIN Council is to highlight the rich and diverse expertise found within NAIN. The NAIN Council gives advice and support to the Board and NAIN staff. The NAIN Council provides the spiritual leadership and visioning for NAIN. The NAIN Council gives the organization a solid foundation of strategic and diverse thought leadership for NAIN to continue its work in the most inclusive and thoughtful manner.

## Section 2: Membership

The Nain Council shall be composed of leaders across faith, belief, culture and industry, honorary members and other individuals as determined by the Board. Members of the NAIN Council enjoy honorary membership to NAIN but hold no formal voting rights except as individual members of NAIN. There is no limitation on the number of NAIN council members, and any term duration may be set by the Board.

## Section 3: Meetings

The NAIN Council shall determine a meeting schedule and other appropriate matters regarding their meetings. The Nain Council may at the annual meeting of NAIN and at other appropriate times weigh in on programs, strategic planning, fundraising, or networking and partnership opportunities.

## Section 4: Officers

The Chair of the NAIN Council is selected by the membership of the NAIN Council. The NAIN Council Chair convenes and presides over the meetings of the NAIN Council and is the liaison between the NAIN Council and the Board. The NAIN Council Chair is a voting member of the Board.

## Section 5. Report at AGM (Annual General Meeting)

The NAIN Council shall make a report at every Annual General Meeting (AGM) of NAIN.

# Article XI: Organizational Seal

## Section 1:

The seal of the organization shall be in a form determined by the Board.

# Article XII: Amendments

## Section 1: Procedure for Amending Bylaws

Any proposal for the adoption, amendment, or repeal of the by-laws of the organization must be received by the Chair of the Board of Directors fourteen days (14) prior to the meeting of the delegates of organization members at which the proposal is to be considered. bylaws of NAIN may be adopted, amended, or repealed by the vote of two-thirds of the voting members of the organization at any meeting of members, provided that at least fourteen (14) days written notice shall have been given that includes

specification of the proposed action. Written notice may be given by mail, by electronic facsimile or by electronic mail.

## Article XIII: Liquidation and Dissolution

### Section 1: Procedure for Dissolution

If the Board decides at any time that it is necessary or advisable to dissolve the organization, the Board shall call a meeting of the members upon not less than twenty-one (21) days prior written notice, which notice shall specify the purpose of the meeting. Approval of any recommendation by the Board to dissolve NAIN shall require the affirmative vote of at least two-thirds of the members present and voting at the meeting.

In the event of dissolution of the organization, assets remaining after the satisfaction of all proper debts shall be given or transferred to such other charitable institutions that have purposes similar to the purposes of the organization set forth in the certificate of incorporation.

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