

**INTERFAITH COMMUNITIES FOR DIALOGUE  
BYLAWS AMENDMENTS<sup>1</sup>**

**ARTICLE I: IDENTITY**

**Section 1: Name and Mission**

- 1.1 The name of the organization shall be the Interfaith Communities for Dialogue, Inc. (also known as ICD).
- 1.2 Mission: ICD is a network of faith-based and associated organizations dedicated to promoting mutual understanding and positive relationships among diverse people in and around Fairfax County through education, engagement, and support.

**Section 2: Vision and Values**

- 2.1 The vision of ICD is that the diverse people of our community value, include and support one another. ICD is a model for fostering harmony among all people.
- 2.2 ICD's core values are inclusiveness, integrity, equity, mutual respect and trust.

**Section 3: Non-profit Status**

ICD is a registered 501(c)(3) non-profit organization with tax-free status.<sup>2</sup> It may seek financial and other donations/contributions from organizations and individuals to support its mission.

**ARTICLE II: ORGANIZATIONAL MEMBERSHIP**

**Section 1: Eligibility**

- 1.1 Any faith-based or associated organization that shares and demonstrates a commitment to the ICD mission, vision, and values is eligible to become an Organizational Member of ICD.
- 1.2 All proposals to admit new Organizational Members are subject to approval of the currently serving ICD Board of Directors (referred to as the Board).

**Section 2: Duties and Responsibilities of Organizational Members**

- 2.1. Organizational Members are expected to:
  - 2.1.1. Appoint at least one but preferably two Organizational Representatives (hereinafter referred to as ORs), through the governing mechanism in their

---

<sup>1</sup>Adopted by the ICD Steering Committee at the meeting of 19 April 2021. Article IV, Section 4.4 and 4.5 amended effective 23 March 2022. May 2024: Amendments to Article II: Section 2.1.1; Article IV: Sections 1.1, 3.1 and 3.3 (deleted); and Article V, Sections 1 and 4.5

<sup>2</sup> 501(c)(3) status approved by IRS per letter dated October 21, 2021.

respective organizations, to serve on the ICD Board of Directors which is the final decision-making authority of the ICD.

- 2.1.2. Send notification of new or retiring ORs in writing to the Chairperson of the Board.
- 2.1.3. Ensure that their ORs are regularly attending Board meetings and fulfilling other responsibilities
- 2.1.4. Ensure that their ORs are regularly communicating with the leadership of the Organizational Member about ICD activities.
- 2.1.5. Promote ICD events and activities within their respective organizations.
- 2.1.6. Support ICD events and activities by providing volunteers and tangible goods and services from their respective organizations.
- 2.1.7. Make an annual financial contribution by December 31 of each year, the amount of which is determined by the Organizational Member.

### **Section 3: Partners**

To enhance its vision and to effectively achieve its goals and objectives, ICD may partner with other organizations and/or government entities. The ICD Board of Directors shall review and approve any such arrangement.

## **ARTICLE III: OFFICES AND REGISTERED AGENT**

### **Section 1: Offices**

The ICD shall maintain a registered office in the Commonwealth of Virginia at a place designated by the Board of Directors. The principal office of the ICD shall be located within the Commonwealth of Virginia, as designated by the Board of Directors.

### **Section 2: Agent**

The ICD shall maintain a registered agent within the Commonwealth of Virginia who shall be designated by the Board of Directors.

### **Section 3: Changes**

Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the Virginia Nonstock Corporation Act and as provided in these Bylaws.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 1: Composition and Duties**

- 1.1 The Board of Directors (Board) shall be the final decision-making authority on behalf of the ICD.
- 1.2 All ORs shall be members of the ICD Board.
- 1.3 A limited number of individuals may also be admitted to At Large Board membership at the discretion of the sitting Board of Directors.

- 1.4 ORs shall serve on the ICD Board until withdrawn or replaced by the Organizational Member that they represent; notice thereof shall be sent in writing to the Chairperson. An At Large member of the Board may resign at any time by giving notice thereof in writing to the Chairperson.
- 1.5 Duties (all): All Board members are expected to:
  - 1.5.1 Share and be committed to the ICD mission, vision and values, and display respectful behavior consistent with such commitment when representing ICD or its Committees.
  - 1.5.2 Serve in at least one officer or standing committee role throughout their Board membership.
  - 1.5.3 Exercise due diligence in all matters coming before the Board.
  - 1.5.4 Endeavor to attend all Board meetings, avoiding absences as much as possible and notifying the Chairperson in advance when an absence becomes necessary.
- 1.6 Duties (ORs): ORs are also expected to:
  - 1.6.1 Maintain strong relationships between the Organizational Member and ICD through ongoing communications about activities, encouraging others to get involved, seeking feedback and support, and other mechanisms as appropriate.
  - 1.6.2 Regularly communicate with the Organizational Member's leadership about ICD activities.
  - 1.6.3 Notify ICD of any relevant changes in the Organizational Member's leadership or clergy.

## **Section 2: Meetings**

- 2.1. Regular meetings of the ICD Board of Directors shall ordinarily be held once a month and may be conducted virtually. If necessary, meetings may be canceled or rescheduled to an alternate date in advance with the agreement of the Board.
- 2.2. The Board has the right, under the direction of the Chairperson, to schedule special meetings to address items of pertinence that may be time sensitive.
- 2.3. A quorum of representation from 1/2 of the Organizational Members is required to conduct a business meeting.

## **Section 3: Attendance**

- 3.1. Board of Directors members are requested to be present at as many regular monthly Board meetings as possible.
- 3.2. Notification of non-attendance should be received at least 2 days prior to the meeting.
- 3.3. Absences
  - 3.3.1. Absence by an OR from 2 consecutive meetings without prior notification/approval of the ICD Chairperson will trigger an inquiry as to whether that OR continues to be willing and able to serve. If unresolved in this manner, the ICD Chairperson shall contact the leadership of the Organizational Member to seek resolution.

- 3.3.2. Absence by an At Large Board member from 2 consecutive meetings without prior notification/approval of the ICD Chairperson will trigger an inquiry as to whether that individual continues to be willing and able to serve on the Board.
- 3.4. Guests may attend by invitation from any current Board member with advance notification to the Chairperson.

#### **Section 4: Decision Making**

- 4.1. Decisions may be made at any meeting of the Board of Directors at which there is a quorum. Most decisions are expected to be reached by consensus. The Chairperson will determine which matters require a vote.
- 4.2. All Board members are eligible to vote on all matters that come before the Board.
- 4.3. Passage of a motion requires a majority vote of the Board members present.
- 4.4. Time sensitive decisions may be made by email when responses are received from a majority of ICD member organizations.
- 4.5. When decisions involving external communications are adopted, a signature block will be added listing all ICD member organizations except any opposing or abstaining.

### **ARTICLE V: OFFICERS**

#### **Section 1: Officers**

ICD officers shall be elected by the Board of Directors from among its body. The officers shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, and Communications Director.

#### **Section 2: Election of Officers**

Elections shall be held every two years at the regularly scheduled November ICD Board Meeting.

#### **Section 3: Terms of Office**

ICD Officers shall serve for a two-year term with no set term limit. The term of office shall begin at the close of the November meeting. In the case of a vacated office, a successor may be elected to serve the remaining term.

#### **Section 4: Duties of Officers**

The primary duties of the ICD officers shall include but not be limited to:

- 4.1. **Chairperson:** The Chairperson shall:
  - 4.1.1. Preside at ICD Board of Directors meetings.

- 4.1.2. Develop an agenda in advance of the meeting.
- 4.1.3. Call special meetings.
- 4.1.4. Appoint Standing Committee and Special Committee chairpersons.
- 4.1.5. Provide oversight to ensure the smooth operations and activities of the ICD.
- 4.1.6. Receive ICD business and invitation communication.
- 4.1.7. Direct the Treasurer to write ICD checks as approved by the Board and act as an authorized alternate signatory for such checks.
- 4.1.8. Be the signing authority for ICD agreements or contracts as approved by the Board.
- 4.1.9. Be temporarily replaced as presiding officer if unable to attend a scheduled meeting, by the next ICD officer in line according to the following order: Vice Chairperson, Secretary, Treasurer, and Communications Officer.
- 4.2. **Vice Chairperson:** The Vice Chairperson shall:
  - 4.2.1. Serve as Chairperson in the absence of the Chairperson.
  - 4.2.2. Assist the Chairperson in providing oversight of the ICD.
  - 4.2.3. Serve as Chairperson of the Standing Committee on Capacity Building.
- 4.3. **Secretary:** The Secretary shall:
  - 4.3.1. Serve as Chairperson in the absence of the Chairperson and Vice Chairperson.
  - 4.3.2. Track attendance at Board meetings.
  - 4.3.3. Take and maintain minutes of all meetings of the ICD Board.
  - 4.3.4. Update the Chairperson regarding open action items that should be placed on the agenda.
  - 4.3.5. Receive, respond, and preserve official Board correspondence as directed by the Chairperson or Board.
  - 4.3.6. Monitor ICD's email account and take action as needed in response to incoming messages.
  - 4.3.7. Create an annual report of ICD activities subject to approval by the Board by assembling annual summaries from each of the Officers and Standing Committee chairs. .
  - 4.3.8. Serve as ICD historian by maintaining official ICD electronic and paper records including bylaws, strategic plan, letters and statements of support, rosters, programs and activity materials, including feedback survey reports, annual reports, and other items of historical importance.
- 4.4. **Treasurer:** The Treasurer shall:
  - 4.4.1. Serve as Chairperson in the absence of the Chairperson, Vice Chairperson, and Secretary.
  - 4.4.2. Serve as a member of the Standing Committee on Capacity Building.
  - 4.4.3. Manage ICD finances including receipt, disbursement, recording and safekeeping of all ICD funds.
  - 4.4.4. Maintain the bank account and budget of the ICD and provide monthly and annual financial reports to the Board of Directors.
  - 4.4.5. Sign ICD checks as approved by the Board and directed by the Chairperson.
  - 4.4.6. Ensure timely completion of annual external audits and tax filings as required by law.
  - 4.4.7. Implement and maintain financial policies as established by the Board.

- 4.4.8. Maintain the post office box that serves as the official mailing address of ICD.
- 4.5. **Communications Director:** The Communications Director shall, in consultation with the ICD Chairperson, and as directed by the ICD Board of Directors:
  - 4.5.1. Serve as Chairperson in the absence of the Chairperson, Vice Chairperson, Secretary, and Treasurer.
  - 4.5.2. Propose strategies and budget for communication needs.
  - 4.5.3. Lead development and utilization, of online tools to promote ICD and its activities including, but not limited to, social media, event registration, survey, and contact distribution lists.
  - 4.5.4. Update ICD's online content at frequent intervals.

## **ARTICLE VI: STANDING COMMITTEES**

### **Section 1: Standing Committee Composition**

- 1.1. The ICD Board of Directors shall have three standing committees: Engagement; Education; and Capacity Building.
- 1.2. The ICD Chairperson shall appoint a chairperson for each standing committee from among the Board members.
- 1.3. Standing Committee Chairpersons shall serve a two-year term and may be reappointed.
- 1.4. Each Standing Committee Chairperson in consultation with the ICD Chairperson, shall appoint the other members of the Standing Committee. These members may be drawn from the Board, Organizational Members, or other interested individuals.

### **Section 2: Standing Committee Charge and Scope**

- 2.1 Each Standing Committee shall:
  - 2.1.1 Develop an annual plan which may include ongoing and one-off programs. Such plan shall be in alignment with medium- and long-term goals articulated in the strategic plan and subject to Board approval.
  - 2.1.2 Appoint working groups as needed to implement one or more specific, time-limited activity in its annual plan.
  - 2.1.3 Coordinate with other Standing Committees to ensure that the goals of each are addressed in all programs whenever possible.
- 2.2 Engagement:
  - 2.2.1 The Engagement Committee is charged with building relationships and understanding among the diverse segments of the community.
  - 2.2.2 Activities may include, but shall not be limited to: service projects, interfaith meals, and other social events.
  - 2.2.3 The Committee shall ensure that each service project involves two or more ICD Organizational Members and shall endeavor to engage every Organizational Member in one or more such project each year.
- 2.3 Education:

- 2.3.1 The Education Committee is charged with promoting knowledge and understanding of differences and commonalities among the diverse faiths and cultures in our community.
- 2.3.2 Activities may include, but shall not be limited to: dialogues and topical discussions, youth education, adult education, visits to houses of worship, etc.
- 2.3.3 Education programs may include efforts aimed at specific groups or focus on topics of continuing relevance and interest to the broad community.
- 2.4 Capacity Building:
  - 2.4.1 The Capacity Building Committee is charged with expanding the financial and human resources available to sustain ICD activities and enable it to achieve its goals.
  - 2.4.2 The ICD Vice Chairperson shall chair this Committee, the membership of which shall also include the ICD Treasurer.
  - 2.4.3 Activities may include, but shall not be limited to: seeking additional Organizational Members and ensuring full participation by existing Members; raising awareness of ICD and its activities through effective use of a wide variety of communications mechanisms; and developing financial resources through donations from member organizations and other sources.

### **Section 3: Standing Committee Meetings and Reports**

- 3.1 Each Standing Committee shall meet at least twice a year to confirm its annual plan (late summer) and to assess progress and plan for the following year (spring). Following each meeting, the Standing Committee Chairperson shall provide a report to the Board of Directors.
- 3.2 The working groups of the Standing Committees shall meet as frequently as necessary to conduct their tasks. Working group leaders shall keep their respective Standing Committee chairperson informed of their work.
- 3.3 All meetings may be held in person or virtually, at the discretion of the group's members.

### **ARTICLE VII: DISSOLUTION OF ICD**

In the event of dissolution of ICD, all assets remaining after payment or provision for payment of all debts and liabilities of ICD shall be distributed to one or more non-profit organizations or to another interfaith organization(s) as determined by the ICD Board of Directors.

### **ARTICLE VIII: AMENDMENTS TO BYLAWS**

These bylaws may be amended at any time by a majority vote of the ICD Board of Directors, either at a regular meeting or by email, provided that two-thirds (2/3) of the Board members

participate in the vote. Thirty (30) days' notice of such proposed amendments must be given in writing to the Board members. The bylaws will be reviewed and updated as needed by the ICD Board every two years.