

BY-LAWS OF HAPPENING NATIONAL INCORPORATED

I. NAME

The name of the organization shall be Happening National Incorporated (“HNI”). The governing body of said organization shall be called the Happening National Committee (“the Committee”).

II. MISSION STATEMENT

Sharing God’s Love Through Community.

III. MEMBERSHIP

A. Diocesan Members of Happening National Incorporated shall be dioceses which have had at least one Happening event during the preceding 2 years, pay an annual license fee as set forth in Article IIIA, and fulfill all of the criteria of the Ministry Agreement. Diocesan Members are entitled to three (3) votes during business sessions of the National Happening Leadership Conference (“NHLC”). Diocesan Members shall file with the Executive Director a new Ministry Agreement with the license fee no later than January 31 of each year.

B. Associate Individual Members of Happening National Incorporated shall be persons who support the ministry of HNI by making a financial contribution during each biennium.

IIIA. ANNUAL LICENSE FEE

A. Diocesan Members shall pay an annual license fee in the amount of \$150.00.

B. The annual license fee shall be due and payable no later than January 31 of each calendar year.

IV. PURPOSE

A. The purpose of Happening National Incorporated as part of the Episcopal Church is to offer High School youth instruments to renew the Christian Church in the power of the Holy Spirit, that the church may more readily respond to its call to spread the Kingdom of God throughout the world and to create informed, committed, Christ-centered youth and adult leadership which is essential for the vital growth of the church.

B. Happening National Incorporated is particularly charged with protecting the integrity of the copyright “Happening – A Christian Experiencesm”, the planning and implementation of future meetings of the National Happening Leadership Conference, and with providing information to support dioceses seeking to establish, strengthen, and revitalize the Happening program.

C. Happening National Incorporated is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

V. HAPPENING NATIONAL COMMITTEE

A. The Happening National Committee shall be composed of eleven (11) members: two (2) members of the clergy, three (3) lay adults, and six (6) youth. Members of the Committee must be from a diocese that is a member diocese. The youth members of the Committee, when nominated, been in high school within the last year. There shall be one

alternate selected for the category of clergy, one alternate selected for the category of lay adult, and two alternates selected for the category of youth membership on the committee.

- B. The term of office on the Committee shall be for two (2) years. No person shall serve more than two (2) consecutive terms.
- C. The current Committee shall elect the members who shall serve on the succeeding Committee.
- D. The Committee shall elect certain officers as specified in Article VII below and may appoint subcommittees and other working groups as needed; these working groups may include members not currently serving on the Committee.
- E. In the event that (1) there are insufficient qualified applicants to serve as members of the Happening National Committee or (2) a vacancy or vacancies occur during the term of office in any category of membership on the Committee, the Committee may, at its discretion, select a qualified person of the same category of membership to fill said office for the remainder of the unexpired term. A vacancy on the Committee occurs when a member's term expires, when a member resigns or dies, or when a position is declared vacant by the Committee, with the concurrence of a majority of the officers of Happening National Incorporated, due to an incumbent member's incapacity or failure to attend two (2) or more meetings.

VI. DUTIES OF THE COMMITTEE

- A. The Committee shall determine the site and content of the National Happening Leadership Conference.
- B. The Committee is to oversee implementation of the Ministry Agreement between HNI and authorized Users of "Happening – A Christian Experiencesm".
- C. The Committee is to meet as often as deemed necessary. For the purpose of articles below, it is assumed that the Committee will generally meet twice during each year, or four times between meetings of the NHLC.
- D. The Committee is to represent the NHLC between meetings of said conference and to conduct necessary business. The Committee shall report all such actions to diocesan members in a timely manner.
- E. Actions of the Happening National Committee shall be taken by not less than a majority vote of the members, a quorum being then present. A quorum shall be a majority of all the members constituting the Happening National Committee. In the event of a tie vote, the senior officer present, in the order of Executive Director, Vice-President/Treasurer, Vice-President/Secretary, and Vice-President/Program and Conference Development, shall cast the deciding vote.

VII. OFFICERS

- A. The officers of Happening National Incorporated shall include an Executive Director, a Vice-President/Secretary, a Vice-President/Treasurer, and a Vice-President/Stewardship and Development. The laws of the State in which HNI is incorporated will determine the minimum age for holding these offices. Officers shall be from a diocese that is a member diocese or shall be an Associate Individual Member as defined in Article III who has, in addition, been active with a member diocese Happening program or Happening National Incorporated within the three years prior to election as an officer.
- B. The Executive Director shall be elected by those member dioceses present and voting at the NHLC held in each leap year. The term of office shall be four (4) years. The Executive

Director may not serve more than two (2) consecutive terms. Persons nominated for the office of Executive Director, whether presented by the Committee or from the floor during the NHLC, must have served, or be currently serving, as a voting member of the Committee or an officer of HNI.

- C. The Vice-President/Treasurer shall be elected by the members of the Committee present and voting at the meeting of the Committee immediately preceding NHLCs where there is not a scheduled Executive Director election. The term of office shall be four (4) years. The Vice-President/Treasurer may not serve more than two (2) consecutive terms.
- D. The Vice-President/Secretary shall be elected by the members of the Committee present and voting at the Committee immediately preceding NHLCs where there is a scheduled Executive Director election. The term of office shall be four (4) years. The Vice-President/Secretary may not serve more than two (2) consecutive terms.
- E. The Vice-President/Program and Conference Development shall be elected by the members of the Committee present and voting at the first meeting of the Committee following the NHLC in non-leap years. The term of office shall be four (4) years. The Vice President/Stewardship and Development may not serve more than two (2) consecutive terms.
- F. In the event that any office is vacated in the midst of a term, it shall be the responsibility of the Committee, at its discretion, to select a suitable person to fill said office for the remainder of the unexpired term. Should the period of the unexpired term be more than one-half of the full term of the office, the person so selected will be considered to have served a full term and will only be eligible for election to one additional consecutive term.
- G. In the event that an election cannot be held at the time specified above, the person currently holding said office shall serve until a successor is elected.

VIIA. SUSPENSION AND REMOVAL OF OFFICERS OF HAPPENING NATIONAL INCORPORATED AND MEMBERS OF HAPPENING NATIONAL COMMITTEE

- A. Officers of Happening National Incorporated and members of the Happening National Committee shall immediately be suspended from their office or membership if charged by their diocese or a local prosecutorial office with an offense that constitutes good cause.
- B. Officers of Happening National Incorporated and members of the Happening National Committee shall immediately be removed from their office or membership if convicted of or plead guilty or nolo contendere to an offense that constitutes good cause.
- C. Officers of Happening National Incorporated and members of the Happening National Committee shall be reinstated if charges against them are dropped or dismissed or they are found not guilty of an offense that constitutes good cause.
- D. For purposes of this Article, “good cause” means any canonical offense, felony, crime of moral turpitude, or juvenile offense that, if committed by an adult, would constitute a felony or crime of moral turpitude.

VIII. PARLIAMENTARY PROCEDURE

Where these by-laws are silent with respect to procedure, the Parliamentary Authority shall be the current edition of *Robert's Rules of Order*, as interpreted by the Executive Director or a person designated by the Executive Director.

IX. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, the Committee shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized or operated exclusively for such purposes.

X. AMENDMENTS

A. These by-laws may be amended at any regular meeting of the NHLC by two-thirds (2/3) vote of those dioceses present and qualified, provided that the proposed amendment(s) have been submitted in writing at least thirty (30) days prior to the NHLC.

B. A qualified diocese is defined as one which has had at least one Happening event and is in compliance with the Ministry Agreement at the time of the first business session of the NHLC.