

Gethsemane Outreach

BY-LAWS

ARTICLE 1 – TRUSTEES

Section 1 – Board of Trustees

The Board of Trustees, a self-perpetuating Board consisting of as many as seven (7) members, shall be elected for a term never to expire. New candidates meeting the qualifications for a Board of Trustee may be nominated and elected to the Board of Trustees at any Board meeting with a unanimous vote of the Trustees.

Section 2 – Qualifications

- a. Each Trustee must be a born again believer in Jesus Christ as Lord and Savior in accordance with scriptural guidelines contained in Romans 10:9-10 and Romans 12:1-2.
- b. Each Trustee must subscribe to the Statement of Faith as set forth in the Constitution.

Section 3 – Duties

- a. Trustees need to attend all regular annual, quarterly, and special called Board meetings.
- b. Trustees will discuss issues and transact all business, and assist the hired employees and volunteers in overseeing the religious and business management of Gethsemane Outreach.
- c. Trustees will actively advance the mission of Gethsemane Outreach through speaking opportunities, regular financial support, fundraising, and etc...
- d. Trustees will serve voluntarily and without compensation.
- e. Trustees may have access to private information such as, but not limited to, (i.e. client information, financial statements, Trustee background and qualifications, etc.) if absolutely necessary in making decisions concerning Gethsemane Outreach. It is mandatory that such material never be discussed in public and be held to the highest degree of confidentiality.

Section 4 – Removal of a Trustee

Any Trustee may be removed for failure to fulfill the duties of a Trustee, for immoral conduct, for abandonment of the Faith, or for failure to support ministry of Gethsemane Outreach. Removal requires a unanimous vote of the Board of Trustees. Notice of such meeting to each member shall include due notice of at least three (3) days that such action is to be considered. Trustee in question will not be allowed to vote.

Section 5 – Vacancies

If at any time between annual meetings of the Board of Trustees, a vacancy shall exist on the Board of Trustees by resignation, death, or otherwise, then the Board of Trustees is authorized and empowered to elect a suitable person to fill the vacancy.

Section 6 - Quorums

A quorum of the Board shall be made up of three-fourths (3/4) of the members of the Board of Trustees present at any regular meeting or special meeting. Board of Trustees must have a minimum of three (3) day notice before a special called meeting convenes. The minimum of three (3) day notice can be less if all Board members are present.

Section 7 – Fiscal Year

The fiscal year of Gethsemane Outreach shall be from January 1 to December 31 inclusive.

ARTICLE II - BUSINESS ADMINISTRATION OF THE BOARD OF TRUSTEES

- a. The Board of Trustees shall approve or disapprove any written recommendations made by any person to the Board.
- b. The Board of Trustees shall have the authority to hire or discharge the Executive Director and shall set said person's salary, benefits, terms, and conditions of employment.
- c. The Board of Trustees shall sell, buy, purchase, give, encumber or lease any personal or real property owned by Gethsemane Outreach.
- d. The Board of Trustees shall approve the borrowing of money by and the issuance of bonds for the Home, and can secure the same by mortgage, deed of trust or other indenture.
- e. The Board of Trustees may appoint any temporary or additional committees as needed by majority vote.
- f. The Board of Trustees shall develop an annual budget, approve the employee salaries and benefits and give guidance to the compensation of all employees within budget restraints.
- g. The Board of Trustees shall approve all codes of conduct and rules imposed on clients. Methods used to screen prospective clients (i.e. application forms, tests and background checks as developed by the assigned person shall also be approved.
- h. The Board of Trustees shall give an annual performance evaluation to any hired employees and any other key personnel.

ARTICLE III – OFFICERS OF THE BOARD OF TRUSTEES and COMMITTEES

Section 1 – Election and Terms of Officers

The elective year of officers for Gethsemane Outreach shall be January 1 to December 31. Officers shall be elected at a board meeting towards the end of the year. Officers will be nominated and voted on by unanimous vote and shall serve for a period of one (1) year.

Section 2 – Duties of Officers

PRESIDENT – The President of the Board of Trustees shall preside over all meetings of the Board of Trustees except when the business may be self-relating. The President shall have general charge of conducting all business meetings connected with Gethsemane Outreach. The President shall perform such other duties as may be prescribed by the Board of Trustees.

VICE-PRESIDENT – shall have the authority to act in the absence or incapacity of the President and shall perform such other duties as may be prescribed by the Board of Trustees.

SECRETARY – The Secretary shall attend annual, regular, and special meetings of the Board of Trustees and shall record all votes and minutes of the proceedings. The Secretary shall give, or cause to be given, notice of meetings of the Board of Trustees, where the same is required by these By-Laws, and shall perform such other duties as may be prescribed by the Board of Trustees.

Article IV – Hiring of Employees

Section 1 – Hiring of Employees

The hiring of any employees will be made by unanimous vote of the Board of Trustees. An agreement between Gethsemane Outreach and the employee will be made and kept on file. When deemed appropriate, any Gethsemane employee may be asked for input or report at any scheduled Board of Trustee meeting.

Section 2 – Termination of Employment

Termination of employment can be made by unanimous vote of the Board of Trustees for any reason but not limited to a breach in agreement, moral or ethical failure, resignation, etc.

Article V – Conflict of Interest Policy

Section 1 - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess of benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person had, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Part 2 a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after that presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or agreement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigations warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee, whose jurisdiction includes compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement with affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 - Use of Outside Experts

When conducting the periodic reviews as provided for Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII - AMENDMENTS

The Constitution and By-Laws may be amended by a unanimous vote of the members present at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the notice of the meeting.

*Gethsemane Outreach By-Laws officially adopted by the Gethsemane Outreach Board of Trustees April 15, 2014.