**CROSSROADS**

**NEW BOARD MEMBER PACKAGE**

**2017**

**Thank you for your interest in becoming a board member within our organization. Enclosed you will find all necessary information to help guide you through the process. We look forward to meeting with you to discuss your application.**

**Best,**

**Kimberly N. Jackson**

**Founder & Executive Director**



**At Crossroads #weSERVE**

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**BYLAWS of Crossroads Community Outreach**

**EIN: 81-4791709**

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be Crossroads Community Outreach

Section 2: The Organization is organized exclusively for religious, charitable, scientific and educational purposes.

ARTICLE II – MEMBERS

Membership shall only consist of the Board of Directors.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each board member, by mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates’ responsibility for day-to-day operations to the Officers. The Board shall have up to 9 and not fewer than 3 members. The board may receive a reasonable compensation.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 3 year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Treasurer, and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on

January 28, 2017

**Conflict of Interest Policy**

**This Conflict of Interest Policy was adopted January 28, 2017 by**

**Crossroads Community Outreach by resolution of The Board of Directors.**

**Article I**

**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) 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 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.

**Article II**

**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 has, 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 Article III, Section 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.

**Article III**

**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 the 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 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 arrangement.

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 investigation as 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.

**Article IV**

**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 transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**

**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 matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**

**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which 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.

**Article VII**

**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 investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit or in an excess benefit transaction.

**Article VIII**

**Use of Outside Experts**

When conducting the periodic reviews as provided for in 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.

**Crossroads Community Outreach**

**Board of Directors Responsibilities & Application**

**Time commitment:**      Five hours+/ month (meetings, preparation, consultation)

Authority:      Individual board members have no authority to approve actions by the Organization, to direct staff, or to speak on behalf of the Organization, unless given such authority by the board.

Term:              \_\_\_\_\_ years, appointed or elected annually at the Annual General Meeting

**Reports to:**     the Board of Directors

**Accountability :**  The Board of Directors are collectively accountable to the community, funders and other  stakeholders. They are accountable for the organizations performance in relation to its mission and strategic objectives and for the effective stewardship of financial and human resources.

**Responsibility :**

·         Board members are responsible for acting in the best long-term interests of the organization and its community and will bring to the task of informed decision-making, a broad knowledge and an inclusive perspective.

**General Duties**: Every member of the Board of Directors is expected to do the following:

·         All Directors are expected to be fully informed on organization matters and participate in discussions and decisions in matters of policy, finance, programs, personnel and advocacy.

·         Prepare for and attend board meetings

·         Work as a team member and support board decisions

·         Participate in the review of the organization’s mission and objectives and the development of a strategic plan

·         Demonstrate loyalty, commitment and fiduciary responsibility.

·         Monitor the performance of the organization in relation to objectives and core values

·         Be assured that the Board and its committees are adequately and currently informed - through reports and other methods - of the condition of the Association and its operations.

·         Be assured that reports properly reflect the operating results and financial condition of the Association.

·         Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the organization, and is diligently administering and enforcing those policies.

·         Appoint independent auditors such as accountants or CPAs subject to approval by members.

·         Make certain there are proper internal controls within the Association

·         Approve the budget and monitor financial performance in relation to it

·         Abide by the by-laws, code of conduct and other polices that apply to the board

·         Establish, review & monitor polices that guide core operational practices (eg. Financial and HR)

·         Participate in fundraising activities of the Organization.

·         Accept fiduciary responsibility for the Association as per Bylaws

·         Participate in the evaluation & direction of the Executive Director

·         Participate in the recruitment of new board members

·         Participate in the evaluation of the board itself

·         Participate in committee work

·         Attend and participate in the Annual General Meeting

·         Keep informed about community issues relevant to the mission and objectives of the organization

:       The following are considered key job qualifications:

·         Knowledge of the community

·         Commitment to organization’s mission and strategic directions

·          A commitment of time

·          Openness to learning

**Removal of a Board Member:**   A director may be removed from the board, by majority vote, if absent from three meetings without reasonable cause or if acts against the best interests of the Organization or presents a conflict of interest as per policy and Bylaws.

**Role of the Board Directors**

Members must:

Be prepared to contribute their time, money and other resources. Directors should be prepared to contribute financially to the work of the organization or find individuals who are willing to contribute. In addition, directors should willingly contribute their expertise (e.g. marketing, lobbying, accounting, legal, etc) to further the aims of the organization.

Participate fully on board committees as assigned. This means attend the meetings, read the necessary documents ahead of time and be prepared to discuss the issues at hand. Committee meetings are the place where key issues are discussed, analyzed and resolved. Recommendations for board action are formulated at the committee level.

Monitor the work of the executive director. The executive director should receive consultation and guidance from the board of director and is required to implement policy. It is not the job of the board to engage in the management of day to day operations.

Advocate on behalf of the organization – directors must be prepared to promote the views of the organization in order to secure funding, legislation and other support for the organization. This requires an informed board member.

Ensure compliance with regulations and accrediting bodies

Approve the budget

Report to the President of the board of directors. Individual agendas must be subordinate to the aims of the organization. Acting out of self interest is to be discouraged.

Keep discussions and reports confidential.

Provide input into the strategic plan and monitor the organization’s progress towards achieving established goals.

Participate in any way that is helpful to the advancement of the organization.

**Board or Volunteer Application Form**

1. Candidate Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mailing Address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

City \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ State \_\_\_\_\_\_\_ Zip \_\_\_\_\_\_\_\_\_

Home Work

Phone \_\_\_\_\_\_\_\_\_\_\_\_ Phone \_\_\_\_\_\_\_\_\_\_\_\_ Email\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

2. Current position/employer: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

3. Relevant Experience and/or Employment. Please attach resume.

4. Please circle area(s) of expertise/contribution you feel you can make to further the mission of

Crossroads Community Outreach:

Fundraising

Advocacy

Community Outreach

Direct Services & Case Management

Education

Special Events Strategic Planning

5. Please list prior experience serving as a Board member or volunteer for other non-profit organizations:

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6. What other volunteer commitments do you currently have?

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7. Why are you interested in serving as a Board member or volunteer for Crossroads Community Outreach? \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

8. Please share any other information you feel important for consideration of your application to

serve as a Crossroads Community Outreach Board member or volunteer.

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***For Board Use***

\_\_ Nominee has had a personal meeting with either Executive Director, Board Chair, or other Board member. Date \_\_\_\_\_\_\_\_\_

\_\_ Nominee proposed to the Board Date \_\_\_\_\_\_\_\_\_

\_\_ Board action Elected Date \_\_\_\_\_\_\_\_\_\_\_

\_\_ Rejected Date \_\_\_\_\_\_\_\_\_\_\_