

CONSTITUTION AND BYLAWS
NEW BEGINNINGS TRANSITION HOMES[®], INC.
A Not-for-Profit Faith Ministry

Preamble

"Trust in the Lord with all your heart and lean not upon your own understanding. In all your ways acknowledge Him and he shall direct your paths."
Proverbs 3:5-6

Name

The name of this organization is New Beginnings Transition Homes[®], Inc. It is a private, not-for-profit Christ-centered faith based ministry located in Murray, Kentucky. New Beginnings Transition Homes[®], Inc., is recognized by the State of Kentucky as a not-for-profit charitable organization and is governed by all the rights, privileges and limitations of the laws of the State of Kentucky that apply to such organization. The words "New Beginnings Transition Homes[®]" may be used to designate this organization.

Vision

The vision of New Beginnings Transition Homes[®] is three-fold:

- To participate in breaking the cycle of crime;
- To reconcile and restore families of former inmates;
- To reflect the multi-cultural diversity of the body of Christ.

Purpose

The purpose of New Beginnings Transition Homes[®] is to create bridges enabling Christian inmates to go from prison to the local church through biblical discipleship.

Mission

The purpose and mission of the New Beginnings Transition Homes[®] is to provide a structured and educational Christian-based temporary living environment which will assist qualified persons released from incarceration to prepare for a more successful re-entry into society. Our goal is to lead students to a life-changing and growing relationship with Jesus Christ in order to positively affect their work, family, church, and social life.

Governance

New Beginnings Transition Homes[®] shall be governed by a Board of Directors as specified in this constitution and bylaws.

Dissolution

Upon dissolution or final liquidation of the New Beginnings Transition Homes[®], the assets of the corporation remaining after payment of its obligations shall have been made or provided for, and which shall not be held upon condition requiring return, transfer or conveyance, which condition occurs by reasons of such dissolution or final liquidation, shall be transferred to an evangelical Christian organization designated by previous agreement that is exempt within the meaning of section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future tax code or other qualifying organizations by three-fourths vote of the Board of Directors then in office if no previous agreement exists.

Statement of Faith

The statement of faith of New Beginnings Transition Homes® is:

1. We believe the Bible to be the inspired, infallible, and authoritative Word of God.
2. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit.
3. We believe in the Deity of our Lord Jesus Christ, in His virgin birth, His sinless life, His atoning death on the cross, and His bodily resurrection from the grave.
4. We believe that Jesus Christ ascended to the right hand of the Father, now rules as Head of His Body, the Church, and will personally return in power and glory.
5. We believe that the Church, composed of believers in Christ, proclaims the gospel of God's redemption, nurtures Christians in their life of faith, and cares for the needy.
6. We believe that human beings in their natural state are lost and alienated from God.
7. We believe that reconciliation with God comes through personal faith in the person and work of Jesus Christ.
8. We believe in the present ministry of the Holy Spirit, by whose indwelling a Christian is made spiritually alive and enabled to live a godly life.
9. We believe in the resurrection of both those who believe in Jesus Christ, and those who are alienated from God. Those who believe have eternal life with Christ; those who are lost are separated forever from God.
10. We believe in the spiritual unity of believers in Christ.

Board of Directors and Meetings

1. General Powers. The affairs of the corporation of New Beginnings Transition Homes® shall be governed by its Board of Directors.
2. The Board of Directors, all of whom shall serve without compensation, shall consist of practicing Christians who are members of good standing in a Bible-believing church in the area, committed to helping residents of New Beginnings Transition Homes® to re-establish themselves in their communities as productive members of society.
3. The Board of Directors shall consist of a minimum of seven directors with three alternates. But may be changed with an amendment to the bylaws.
4. Members of the Board of Directors shall be in basic agreement with the doctrinal confession of faith of New Beginnings Transition Homes® and this Constitution and Bylaws.
5. Members of the Board of Directors shall be elected by a majority vote of the Board. Vacancies of unexpired terms on the Board shall be filled by approval of a majority vote of the Board.
6. Members of the Board of Directors shall serve as follows with the possibility of re-election:
 - Chairman shall serve a two (2) year term and then move to the Board position of Past Chairman
 - Past Chairman will serve until filled by the next president in line.

Chairman-elect shall serve a two (2) year term with the understanding that they will move into the Chairman position at the end of the Chairman's term.

The remaining Board members will serve a (1) one year term.

7. Elections will be held annually each fall at the November meeting, for terms to begin on January 1 of the ensuing year. Members may be re-elected to successive terms on the Board. A Nominating Committee shall provide a slate of board members at the October board meeting.
8. The Board of Directors shall consist of a minimum of seven (7) members including a Chairman, Chairman-elect, Past Chairman and the remaining number filled by general members. The duties of the Chairman and Chairman-elect are as follows:
 - a. Chairman – The chairman shall be elected from the body of seated board members upon a majority vote and serve a two (2) year term. The Chairman shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The chairman shall preside at all meetings of the Board. He or she may sign, with the secretary, any deeds, mortgages, bonds, contracts or other instruments that the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated. In general, the chairman shall perform all duties incident to this office and such other duties as may be assigned by the Board from time to time.
 - b. Chairman-elect – shall be elected from the body of seated board members and serve a two (2) year term. In the absence of the chairman or in the event of the chairman's inability to act, the chairman-elect shall perform the duties of the chairman. The chairman-elect shall perform such other duties as from time to time may be assigned by the Board.
9. Any member of the Board of Directors may be removed from office upon the majority vote of the other Board members.
10. Regular Meetings. The Board of Directors and alternates will meet the second Friday of each month at Westside Baptist Church at 7:00 p.m. (or at a time and place designated with general Board consent.) Additional meetings of the Board may be called by the Chairman through written or oral notice to all Board members; or by a majority vote of the members of the Board; also by written or oral notice to all Board members.
11. Meetings. Meetings will be open to directors, committee chairs, and committee members. Guests must be approved by the board. In the event confidential business is required, the directors will recess the open meeting.
12. All board meetings will open with a prayer and close with a prayer.
13. Quorum. A quorum will be a majority of the Board of Directors for the transaction of business at any meeting of the Board. The acts of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or this Constitution and Bylaws.

14. Alternate Board Members. Alternate board members will attend meetings and have voting rights when regular board members must be absent. If a board member is to be absent, they must notify an alternate in timely fashion to vote for them.

15. Board of Advisors. A person who has expertise in a given area may be appointed to and serve on the Board of Advisors to provide additional support to the Board of Directors and to the Executive Director/Discipleship and Resident Director of New Beginnings Transition Homes®. Any such person must be approved by the Board of Directors, and shall serve an initial term of two years. Subsequent two-year terms may be approved by the Board of Directors. The Board of Advisors shall meet and conduct its business at the pleasure of the chairman of the Board of Directors. Individual Board of Advisors members may be consulted from time to time.

16. Admission of Candidates. The Board of Directors will determine the admission of candidates. Two negative votes will block the admission of a candidate.

Job Description – Board Member

Overview:

The New Beginnings Transition Homes® board member serves as an unpaid volunteer on the Board of Directors in accordance with the organizational bylaws and constitution and in accordance with the law for not-for-profit organizations of the state of Kentucky.

Service on the Board of Directors is a higher calling as this is a ministry focusing on the most neglected group in American society today – the former inmate. New Beginnings Transition Homes® exists to equip others to meet the needs of Christian men and women coming out of prison. The board member is accountable to God, his fellow board members, the local Discipleship and Resident Directors (DRDs), and the constituents of this ministry (donors, volunteers, residents and Christian former inmates released from prison and living in the house).

Additionally, the board member is expected to have a high degree of integrity and to act responsibly in regard to keeping sensitive information confidential.

Qualifications

1. Ability to listen, analyze, think clearly and creatively, and work well with people individually and in a group.
2. Willingness to prepare for and attend board and committee meetings, ask question, take responsibility and follow through on a given assignment, contribute personal and financial resources in a generous way according to circumstances, open doors in the community, evaluate oneself.
3. Develop certain skills if you do not already possess them, such as cultivate and solicit funds, cultivate and recruit board members and other volunteers, read and understand financial statements, learn more about the substantive program area of the organizations (prison ministries, jurisprudence, criminal justice, penal system, criminology, social sciences, church functions, deeper Christian walk).
4. Possess: honesty, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, personal integrity, a developed sense of values, concern for your nonprofit's development, a sense of humor.
5. Is a devoted Christian, fully committed to the tenets of our Lord and Savior, Jesus Christ. Be willing to be a **F-A-T** Christian—*faithful, available, and teachable*.

Duties and Expectations

Committees

Members are to actively participate in at least 1 committee. The work of the board is performed primarily in committees. Committees have various schedules and can and should be reviewed by board members, prior to commitment, in order to ascertain the level of expected commitment. (See committee descriptions)

Meeting

Members are to attend monthly Board meetings. Notification of planned absence should be provided to the secretary in advance of the monthly meetings. Members who are out of town have the option of calling in on a conference call, which fills the requirement of meeting attendance. Typical board meetings include resident/house updates, committee reports, votes on motions, future planning etc. Review of notes, minutes, reports, agendas and any other related necessary documents is required prior to attending a board meeting.

Service

Members are expected to be involved in a direct way with the ongoing ministry. This should manifest itself in contact with the home outside of Board meetings.

Members are expected to assist with House Special Projects such as Open Houses, Newsletters, Holiday Events, Fundraisers, and Workdays etc. This is to increase the impact of this unique ministry on the board member's life.

Public Relations / Fundraising

Members are to participate in New Beginnings Transition Homes[®] ministry promotions with local churches, businesses, prisons etc. and will also serve as an advocate to their own "home" church. An organization's primary link to the community and other outside resources is through the board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from important members of the community, are important elements of a comprehensive public relations strategy.

Leadership

Members are expected to serve as role models for the ministry. Each member is to become familiar with current policies of the ministry, the constitution and bylaws, and operational documents describing the working principles of the ministry model and strive to always uphold them.

Members will provide counsel and hold accountable the Discipleship and Resident Directors (DRDs).

Members are expected to communicate on a timely basis with responses no later than 36 hours after contact.

Members are to actively participate with the DRDs in an overall planning process and assist in the implementing of the plan's goals.

Fiduciary responsibility is critical to the ongoing stability of the organization and in maintaining accountability to donors. Assistance in developing an annual budget and ensuring the proper financial controls are in place are key.

Personal Growth

Members are expected to individually pursue disciplines of spiritual growth such as Bible study, prayer, fasting etc.

Legal Responsibilities

Under well-established principles of non-profit corporation law, a board member must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. Several states have statutes adopting some variation of these duties, which would be used in court to determine whether a board member acted improperly. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care

The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances". This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

(The above was taken from *The Legal Obligations of Nonprofit Boards: A Guidebook for Board Members*. Washington, DC: National Center for Nonprofit Boards. 1997.)

Officers and Duties

1. Officers of the Organization shall be a) secretary, b) treasurer, c) Committee Presiding Officers and such other officers as may be elected or appointed from time to time. Other officers shall be governed by a general job description for each office, as determined by the Board of Directors. Officers shall be elected to two-year terms each fall after the annual election of members of the Board of Directors, and shall begin their terms of office on January 1 of the ensuing year. The secretary shall be elected in even-numbered years, and the treasurer shall be elected in odd-number years.
2. An officer shall be eligible to serve no more than three consecutive two-year terms in any one office, including any portion of a term. This limitation may be waived by a two-thirds majority vote of the Board. No more than one office may be held by the same person, unless approved by a majority of the Board.
3. Duties of Officers.
 - a. The Secretary by Kentucky state law⁽²⁾ is an ex-officio and non-voting member of the board of directors. The secretary shall keep the minutes of all meetings of the Board of Directors, shall be custodian of the corporate records and of the seal of the corporation, shall see that all notices of meetings are duly given in accordance with provisions of these bylaws or as required by law, shall keep a register of addresses of all members of the Board of Directors, shall keep attendance records of Board

members at Board meetings, and in general perform all duties incident to the office of secretary, and other duties as from time to time may be assigned by the Board.

- b. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the corporation. He or she shall maintain or supervise the maintenance of an accounting system for the general and special accounts of the corporation; shall oversee and record all money received and disbursements made on behalf of the corporation; give receipts for money due and paid to the corporation from any source whatsoever; shall deposit all such money in the name of the corporation in such banks, trust companies and other depositories as shall be selected and approved by the Board of Directors; shall sign all vouchers, checks and/or drafts for the payment of invoices and bills for materials and/or services authorized by the Board of Directors through its annual budget or as approved by the Board during the year, and shall perform all other duties as from time to time may be assigned by the Board.

All checks drawn on the corporation for more than ~~\$1,000~~^(A1) \$500 must be co-signed by the Chairman and the treasurer.

The Treasurer also shall provide written reports monthly and annually, or as needed, of receipts and expenses of the corporation from members of the Board of Directors.

If required by the Board of Directors, the Treasurer shall be bonded for such sum and with surety or sureties as the Board may determine.

- c. The Committee Presiding Officers are responsible for conducting their respective committee meetings and ensure that notes are kept of all committee activities. They are to attend board meetings to present reports and answer questions regarding committee activities.

Administration

Day-to-day operations of New Beginnings Transition Homes[®] shall be under the direction of a full-time paid Discipleship and Resident Director (DRD) who shall be the principal administrative officer, and who shall be appointed by a two-thirds vote of the Board, and shall work under the direction of the Board of Directors.

The Discipleship and Resident Director shall be an ex-officio, non-voting member of the Board of Directors. The Discipleship and Resident Director shall be the resident agent of the corporation, and his/her duties and responsibilities shall be governed by a written job description approved by the Board.

Other part-time and full-time staff of New Beginnings Transition Homes[®] may be recommended from time to time by the Discipleship and Resident Director and hiring of same shall be approved by the Board of Directors. The duties and responsibilities of each part-time or full-time staff person shall be governed by a written job description approved by the Board.

Committees and Boards

Committees are established as the workhorse of the organization. Per Kentucky state law⁽¹⁾ regarding non-profit corporations each committee must have at least two (2) board members as committee members. New Beginnings Transition Homes[®] will maintain the following standing committees with duties noted:

Fundraising

- Generates Fundraising ideas
- Maintains list of activities, locations, resources etc.
- Plans, implements and coordinates FR activities with DRDs
- Evaluates success of FR activities
- Keeps minutes of all meetings. Submits minutes to board secretary prior to next Board meeting.
- Provides monthly oral/written reports to Board.

Finances

- Moderated by Treasurer
- Evaluates and prepares annual budget
- Oversees preparation of all financial reports. Coordinates and schedules annual tax audit/review
- Continually reviews house finances and cost effectiveness strategies
- Keeps minutes of all meetings. Submits minutes to board secretary prior to next Board meeting.
- Provides monthly oral/written reports to Board.

Selection

- Reviews completed applications
- Develops interview questions
- Coordinates and attends Prison Interviews
- Audits applicant database and applicant activities (performed by DRDs)
- Makes resident recommendations to Board
- Keeps minutes of all meetings. Submits minutes to board secretary prior to next Board meeting.
- Provides monthly oral/written reports to Board.

Property

- Prepares and maintains operations checklist (includes activities such as annual sewer rodding)
- Oversees implementation of capital improvements and maintenance activities
- Authorizes all non-budgeted maintenance and improvement expenses.
- Prepares annual capital improvement and maintenance budget. Submits to treasurer.
- Keeps minutes of all meetings. Submits minutes to board secretary prior to next Board meeting
- Provides monthly oral/written reports to Board

Personnel

- Moderated by Chairperson
- Coordinates coverage of house activities when DRDs take time off
- Trains DRD substitutes
- Conducts performance evaluation of DRDs. Provides report to Board.
- Keeps minutes of all meetings. Submits minutes to board secretary prior to next Board meeting.
- Provides monthly oral/written reports to Board.

Ad-hoc Committees

In addition to the standing committees, committees shall be established on an ad-hoc basis and members appointed, from time to time as needed, or as required, by the Board of Directors, with terms of service and responsibilities determined at the time each committee is established.

Fiscal Year and Budget

Fiscal Year shall be the same as the Calendar Year.

Contracts and Funds

Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. Gifts and contributions to this ministry shall be considered tax-deductible in accordance with the 501(c)(3) status of this corporation.

Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Books, Records, Audits, and Reviews

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any member of the Board at any reasonable time. Financial records will be reviewed each quarter the first year by an outside CPA firm and written report issued to the board. Thereafter, if warranted, the records will be audited yearly. Audits may be required at the discretion of the board.

Amendments to the Bylaws

This Constitution and Bylaws may be amended, except as noted in the Irrevocable Sections of this Constitution and Bylaws, by a two-thirds vote of the Board of Directors present, at any regular or special meeting of the Board, provided that at least ten (10) days written notice is given of the intention to amend the Bylaws at such meeting, in which notice shall be included the intent of such proposed changes.

Irrevocable Sections

The Vision, Purpose, and Mission Statements, and Statement of Faith shall not be changed or altered by the act of any individual or any vote of the Board of Directors of the Corporation, unless such change be ratified by the New Beginnings Transition Homes® Board of Directors.

Effectiveness and Rules of Order

This constitution and bylaws of New Beginnings Transition Homes® become effective immediately upon approval of two-thirds of the Board of Directors at a duly called meeting. The rules contained in the latest published edition of Robert's Rules of Order shall govern the New Beginnings Transition Homes® Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws or the special rules of order of this corporation.

Attest

These pages are a true copy of the Bylaws and Constitution of New Beginnings Transition Homes[®], Inc., a private, not-for-profit Christ-centered faith based ministry located in Murray, Kentucky, which intends to establish, operate and maintain non-profit Christ-centered ministries, as approved and adopted by the incorporators of this corporation on _____, at a meeting called for the purpose of considering and adopting this Constitution and Bylaws.

Witness

_____ **Incorporator**
(Title)

_____ **Incorporator**
(Title)

_____ **Incorporator**
(Title)

_____ **Incorporator**
(Title)

_____ **Incorporator**
(Title)

_____ **Incorporator**
(Title)

_____ Date

TERMS USED:

Ad-hoc – as needed

Ex-officio – part of due to position held, usually non-voting.

DRD – Discipleship and Resident Director

Board Member – Member of the Board of Directors.

Committee Member – Member of any of the standing or ad-hoc committee.

Bylaws - The set of governing rules and conditions under which an organization operates.

Secretary – The person assigned to keep the minutes of all meetings of the Board of Directors, and be custodian of the corporate records the corporation.

Robert’s Rules of Order – The rules of order that the meetings of the board will follow.

SOURCES CITED:

(1) KRS 273.221

(2) KRS 273.227

AMENDMENTS:

(A1) Motion made at January 9, 2008 Board meeting to lower dual signature requirement amount from \$1000 to \$500. Motion was voted on and approved at March 5, 2008 Board meeting.