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NOTATION: Throughout these by-laws the name Grace Youth and Family Foundation Incorporated will be substituted with the initials GYFF.

ARTICLE I. PURPOSE:

A. OUR OBJECTIVES ARE:

- 1). to meet the physical, emotional and spiritual needs of youth and their families, in hope of reaching them with the Gospel of life in Jesus Christ and discipling them in their walk of faith;
- 2). to restore, strengthen and support family relationships in the home, community and body of Christ;
- 3). to be a resource and help to other nonprofit organizations and their laborers, who work in support of our shared goals.

B. KEY VERSE:

- 1). "This is life eternal, that they might know thee the only true God, and Jesus Christ, whom thou hast sent"
John 17:3

ARTICLE II. MISSION:

A. STATEMENT:

- 1). Creating opportunities to present the Gospel of life in Jesus Christ by building bridges of unconditional love and service into the community.

B. KEY VERSE:

- 2). "That Christ may dwell in your hearts by faith; that ye, being rooted and grounded in love, may be able to comprehend with all saints what is the breadth, and length, and depth, and height; and to know the love of Christ, which passeth knowledge, that ye might be filled with all the fullness of God." Ephesians 3:17-19

C. EXHORTATION:

- 1). **Religion without personal relationship; to the Lord Jesus Christ and those whom we serve, breeds rebellion. You cannot make impact without contact.**
- 2). There is a God shaped vacuum in everyone's heart, that if not filled by the Holy Spirit, will be filled with Satan's deadly and deceptive substitutes. There is also a God shaped vacuum in every community, that if not filled by God's church (people), will be filled by influences and programs of this world that are anti-Christ.
- 3). If God's church (people) truly desires to fulfill the great commission, we must in reality "Go into all the world" and not wait for the world to come to us.

ARTICLE III. DOCTRINAL STATEMENT: We Believe...

- A. there is only one Almighty God who is creator and sustainer of all things, who always was and always will be existent in three persons, God the Father, God the Son and God the Holy Spirit.
- B. the Holy Scriptures are the inspired inerrant and only infallible authoritative word of God.
- C. in Adam, mankind was fearfully and wonderfully created in the image and likeness of God. Through Adam's disobedience, sin entered the world and passed both spiritual and physical death and eternal separation from God on to all mankind.
- D. in the deity of God's only son Jesus Christ, in His virgin birth, in His sinless life and in His recorded miracles.
- E. in Jesus Christ's sacrificial substitutionary death on the cross and His shed blood, as the only acceptable propitiation for all sin and only means of reconciliation and justification to God the Father, by His grace through faith.

- F. in Jesus Christ's bodily resurrection after three days and His later ascension to the right hand of the father, as our hope and promise of eternal life.
- G. in the Holy Spirit's regeneration and indwelling of believers at the time of personal salvation and in His sanctifying power, as our only enablement to live a holy life.
- H. in Jesus Christ's promised bodily return in all power and glory; to receive His church, to rule and reign on earth for 1000 years and to pass his final judgment.
- I. in the bodily resurrection of both the saved and the lost; the saved to everlasting life in heaven with God and the lost to everlasting conscious punishment and separation from God in Hell.

ARTICLE IV. GOVERNING BODY:

A. BOARD OF DIRECTORS:

- 1). GYFF shall be governed by a board of directors consisting of four officers; a Chairman, Vice Chairman, Treasurer, Secretary, and not less than five additional Board Members, a majority of whom shall be other than employees and/or staff, or those related by blood or marriage.
- 2). Officers and Board Members must be nominated by a current Board Member and approved by a two thirds majority of the entire Board's membership. The nomination of Board Members and the election of officers will begin in September of each year and should be completed before December's Board of Directors meeting.
- 3). Board Members must profess salvation in accordance with the doctrinal statement and be personally committed to following Jesus Christ in their personal, private, family, public and professional lives.
- 4). Board Members must be active and committed members of a Christian Church.
- 5). Board Members must be in agreement with the entire Doctrinal Statement and be committed to the purpose and mission of Grace Youth & Family Foundation.
- 6). Board Members must be of a trustworthy reputation and worthy of respect.
- 7). Board Members must display self-control and refrain from malicious talking.
- 8). Board Members must provide their most sincere service for the advancement of the purpose and mission of Grace Youth & Family Foundation, not for personal gain.
- 9). Board Members shall not be limited by gender, race, age or church denomination.
- 10). Board Members must be proactive team players and involved in the intentional promotion of Grace Youth & Family Foundation in their sphere of influence.
- 11). Board Members must be involved in the fund-raising process of Grace Youth & Family Foundation.
- 12). Board Members must be committed to praying for Grace Youth & Family Foundation.
- 13). Board Members term of service, other than the Chairman who's term of service is three years, shall be two years and without limitation to the number of terms.
- 14). Board Members must sign a statement in proclamation of their full understanding of, agreement with and commitment to, the By-Laws of Grace Youth & Family Foundation in their entirety, prior to their being voted upon and being installed into service.

B. FUNCTION OF THE BOARD OF DIRECTORS:

- 1). The Board of Directors can be likened to a rudder on a ship that sets the direction and holds it on course. Grace Youth & Family Foundation was founded as and should always continue to be, a Christian ministry that is given birth to by, is sustained by, and is fully committed to lifting up the name of Jesus Christ and spreading his gospel. The primary function of the Board is to ensure the centrality of Jesus Christ in everything that is done and in accordance with the purpose, mission and doctrinal statement of Grace Youth & Family Foundation.

C. OFFICERS RESPONSIBILITIES AND TERM OF SERVICE:

- 1). CHAIRMAN - responsible for overseeing all aspects of GYFF's operations to ensure they conform to the purpose, mission and doctrinal statement, and for the appointment of needed committees. The term of service for the Chairman is three years without limitation to the number of terms.
- 2). VICE CHAIRMAN - responsible for assisting the chairman in all his duties and to execute them in his absence. The term of service for the Vice-Chairman is one year without limitation to the number of terms.
- 3). TREASURER - responsible for maintaining the moral and ethical integrity of GYFF's financial operations and provide quarterly status reports. The term of service for the Treasurer is one year without limitation to the number of terms.
- 4). SECRETARY - responsible for maintaining all records of GYFF's operations and meetings. The term of service for the Secretary is one year without limitation to the number of terms.

D. MEETINGS:

- 1). Each Board Member must make reasonable efforts to attend every regular and special Board of Directors and/or committee meetings. Extenuating circumstances provide a limit for unexcused absences to no greater than 1/3 of the total number of scheduled meetings. In order to be excused, Board Members must call the Chairman within 24 hours of the scheduled meeting.
- 2). The Board of Directors is required to meet at least once every quarter year and to annually review the financial status; which is to include an outside audit, the nominations for the appointment of new Officers and Board Members, and the current by-laws.
- 3). A quorum; consisting of the Chairman or Vice Chairman, one additional Officer and at least three quarters of the remaining Board Members, must be present in order to conduct any official business. be reintroduced at the very next meeting in order to obtain final and binding approval.
- 4). All official actions must be approved by at least a two thirds majority of the quorum present at the meeting.
- 5). Meetings shall be conducted according to Robert's Rules Of Order, except when conflicting with current by-laws.
- 6). Should a board decision need made before a regular meeting can be held and/or a quorum can be reached, due to circumstances beyond control, an Executive Committee; (consisting of the Chairman, Vice Chairman, Treasurer, and Secretary), shall be contacted and will have the authority to make the decision. The same matter of business shall be reintroduced at the very next board of directors meeting in order to obtain final and binding approval.

E. CONFLICTS OF INTEREST:

- 1). No Board Member or any other principal of GYFF shall undertake any activity or material transaction in which there may exist any conflict of interest, unless:
 - a). a material transaction is fully disclosed in the audited financial statements of GYFF;
 - b). the related party is excluded from the board's discussion and approval of such an activity and/or transaction;
 - c). a competitive bid or comparable valuation exists; and
 - d). the board has acted upon and demonstrated that the activity or transaction is in the best interest of GYFF.

F. SALARIES AND COMPENSATION:

- 1). Any salaries and/or wages, together with fringe benefits or other forms of compensation paid to or provided for Officers, Board Members or employees, cannot exceed a value which is reasonable and commensurate with the duties and working hours ordinarily associated with such employment and with the compensation ordinarily paid persons with similar positions and duties.

G. DISCIPLINE:

- 1). All incidents of misconduct and/or conflict including suspicion of fraud; by and/or between Officers, Board Members and employees and/or staff, shall be brought to the attention of the Chairman or Vice Chairman, who is responsible to personally meet with all conflicting parties to achieve an appropriate resolution.
- 2). Should the Chairman be unable to appropriately resolve an incident of misconduct and/or conflict with any party on his own, he shall involve another Officer or Board Member in his efforts.
- 3). Should the Chairman and additional Officer or Board Member be unable to appropriately resolve the incident of misconduct and/or conflict, the Chairman shall bring the incident to the attention of the entire board during a closed session and make recommendations of disciplinary action. Any action taken must be approved by a two thirds majority of a quorum.
- 4). Board Members who have exceeded the 1/3 threshold of unexcused absences shall be automatically removed from the Board of Directors.
- 5). The impeachment of any Officer or Board Member from office for any reason other than exceeding the 1/3 threshold of unexcused absences, must be approved by a three fourths majority of a quorum present at two consecutive meetings.

H. NONDISCRIMINATION:

- 1). Employment - An open and equitable personnel system will be established and maintained. Personnel policies, procedures, and practices will be designed to prohibit discrimination on the basis of race, color, religious creed, disability, ancestry, national origin, age, or sex. Employment opportunities shall be provided for applicants with disabilities and reasonable accommodation(s) shall be made to meet the physical or mental limitations of qualified applicants or employees. Any employee, who believes they have been discriminated against, may file a complaint of discrimination with the Chairman, Vice Chairman and/or any appropriate governmental authority.

- 2). Services - Admissions, the provisions of services, and referrals of clients shall be made without regard to race, color, religious creed, disability, ancestry, national origin (including Limited English Proficiency), age, or sex. Program services shall be made accessible to eligible persons with disabilities through the most practical and economically feasible methods available. These methods include, but are not limited to, equipment redesign, the provision of aides, and the use of alternative service delivery locations. Structural modifications shall be considered only as a last resort among available methods. Any individual/client/patient/student (and/or their guardian) who believes they have been discriminated against, may file a complaint of discrimination with the Chairman, Vice Chairman and/or any appropriate governmental authority.

ARTICLE V. FUND RAISING:

A. TRUTHFULNESS IN COMMUNICATIONS:

- 1). All representations of fact and every description of financial condition or narrative about events must be current, complete and accurate. All references to past activities and/or events must be appropriately dated. There must be no material omissions or exaggerations of fact or use of photographs or any other communication which would tend to mislead or create a false impression or misunderstanding.

B. DONOR EXPECTATIONS:

- 1). All fund raising appeals must not create unrealistic donor expectations of what a donor's gift will actually accomplish within the limits of GYFF's operations.

C. DONOR INTENT:

- 1). The donor's intent is related to both what was communicated in a fund raising appeal and to any instructions accompanying a gift. All statements made by GYFF in its fund raising appeals; about the use of a donor's gift, must be honored with the understanding that communications made in fund raising appeals create a moral, ethical and possibly legally binding restriction. Any funds received for programs that are not part of a present or prospective ministry, but does coincide with our exempt purpose, must either be treated as restricted funds and channeled through an organization that can carry out the donors intent, or be returned.

D. DONOR'S INTERESTS:

- 1). Every effort must be made to avoid accepting any gift or entering into any agreement with a prospective donor which may cause hardship or place their future well-being in jeopardy. Any donor who makes a commitment of major estate assets, should be encouraged to consider the broad interests of their family and any other ministries they may currently support, with the help of a professional advisor.

E. DONOR INCENTIVES AND PREMIUMS:

- 1). Fund raising appeals which offer premiums or incentives in exchange for contributions, must advise donors of the fair market value of the premium or incentive and that the value is not deductible for tax purposes.

F. ACKNOWLEDGEMENT OF GIFTS IN KIND:

- 1). Property or gifts in kind should be acknowledged by describing the gift accurately without stating its value. It is the Donor's responsibility to determine the fair market value of their gift for tax purposes. Donor's of gifts in excess of \$5,000 should be informed of IRS reporting requirements.

G. CONFLICTS OF INTEREST:

- 1). No Officer, Board Member or any other principal or employee of GYFF shall receive royalties for any product used for fund raising and/or promotional purposes, nor receive compensation on a percentage or contingency basis. Compensation of outside fund raising consultants must be fully disclosed in the audited financial statements comparing income and related expenses. Tax deductible gifts may not be used to pass money or benefits to any individual for personal use, except for benevolent purposes.

ARTICLE VI. FINANCIAL PRACTICE:

A. AUDIT:

- 1). When necessary according to law, the board must have annual audits performed by an independent public accounting firm in accordance with generally accepted auditing standards (GAAS), with financial statements prepared in accordance with generally accepted accounting principles (GAAP). If an audit is not necessary by law, the board shall appoint a functioning audit committee; a majority of whom shall be other than employees and/or staff or those related by blood or marriage, for purposes of reviewing GYFF's financial practices. Their findings shall be reported to the entire board.

B. DISCLOSURE:

- 1). A current audited financial statement and/or financial report for any project for which GYFF solicits funds, shall be made available upon written request and approval by the board.

C. CONTROLS:

- 1). GYFF must exercise prudent management and financial controls necessary to provide reasonable assurance that all resources are used to accomplish the exempt purposes for which they are intended.
- 2). GYFF is prohibited from using any surplus funds for private inurement to any person in the event of a sale or the dissolution of GYFF.

D. BENEVOLENT GIFTS:

- 1). No benevolent gift over \$250.00 in value shall be awarded to any individual without first obtaining a $\frac{3}{4}$ majority vote from a quorum of voting members present at any meeting.

Revised and put into effect September 25, 2011
William M. Halle - Chairman

BOARD OF DIRECTORS

CHAIRMAN: Bill Halle of Butler, PA
VICE CHAIRMAN: Jacob A. Halle of Butler, PA
TREASURER: Glenn Wells of West Sunbury, PA
SECRETARY: Carrie Fawcett of Evans City, PA
BOARD MEMBER: Deborah Milbourne – Massillon OH
BOARD MEMBER: Tom Bowser of East Brady, PA
BOARD MEMBER: Mark Mawhinney of Freedom, PA
BOARD MEMBER: Larry Stephens of Pittsburgh, PA
BOARD MEMBER: Hannah Valeriano of Gibsonia, PA
LEGAL COUNSEL: Gwylim Price of Butler, PA