

**Bylaws**  
**OF**  
**"It Takes a Village Ministry, Inc."**  
**A NON PROFIT CORPORATION**

**ARTICLE I - NAME, PURPOSE**

It Takes a Village Ministry, Inc. is organized primarily for social welfare, charitable, and educational purposes.

**MISSION STATEMENT**

It Takes a Village Ministry, Inc. will organize as a community based non-profit organization and partner with one or more neighborhood based organizations to promote community development activities on a neighborhood basis in the planning, implementation and coordination and evaluation of federal, state, local and private services.

The policies and actions of a successful enterprise must be based on sound ethical business principles. It is continued adherence to these principles that has been instilled in the development of It Takes a Village Ministry, Inc. and ensures the achievement of our growth, leadership, sterling reputation and goodwill.

It Takes a Village Ministry, Inc. was founded on the basic ideals of spiritual ethics: honesty, integrity, and benevolence. We not only expect, but demand, the highest level of excellence from all our directors, officers, volunteers, and staff. While we encourage individualism and entrepreneurship within this framework, the "village" paradigm stresses that camaraderie and teamwork are vital components of our philosophy. Subsequently, each individual willingly accepts the challenge of hard work for the benefit of all in the community. Our unwavering commitment to excellence, professionalism, and social service is the underlying foundation of our goal to be the best and most respected in the community.

**ARTICLE II – MEMBERSHIP**

**Section 1:** There shall be no membership other than the members of the board of directors.

## **ARTICLE III - BOARD MEETINGS**

**Section 1: Annual Board Meeting.** The Board shall meet at least once a year, at an agreed upon time and place. The date of the regular annual meeting shall be set by a Manager of the Board of Directors who shall also set the time and place.

**Section 2: Telephone Meetings.** Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time); participation by such a means shall constitute presence in person at such a meeting.

**Section 3: Special Meetings.** Special meetings of the Board shall be called upon the request of one or both managing directors. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

**Section 4: Notice.** Notice of a board meeting shall be given to each director, not less than ten days before the meeting is set to convene.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1: Board Role, Size, Compensation.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, shall be subject to any limitation set forth in these Articles of Incorporation. The Board is responsible for overall policy and direction of It Takes a Village Ministry, Inc. and delegates responsibility for day-to-day operations to the Managing Directors and Stewards of the Village. The Board shall have no fewer than three members and no more than seven board members. The board receives no compensation other than reasonable expenses.

**Section 2: Board Appointments.** Directors will be appointed by the current directors.

**Section 3: Terms.** All Board members shall serve indefinitely.

**Section 4: Quorum.** A quorum must be attended by at least Fifty percent of the Board members before business can be transacted or motions made or passed.

**Section 5: Notice.** An official Board meeting requires that each Board member have written notice two weeks in advance.

**Section 6. Officers and Duties.** There shall be three officers of the Executive Board as follows: two managing directors and a Secretary. Their duties are as follows:

The Managing Directors shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the board to preside at each meeting. They shall make a financial report at each annual Board meeting, prepare the budget, develop fundraising plans, and make financial information available to Board members and the public. They shall also chair committees on special subjects as designated by the board.

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 member, and assuring that corporate records are maintained.

**Section 7: 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 send out to Board members with the regular Board meeting announcement, and will be decided upon at the next Board Meeting.

**Section 8: 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 two consecutive unexcused absences from annual Board meetings. A Board member may be removed for other reasons by a simple majority vote of the remaining directors.

## **ARTICLE V – COMMITTEES**

**Section 1:** The Board may create committees as needed, such as fundraising, housing, etc. The Managing Directors appoint all committee chairs.

**Section 2: Stewards of The Village** The Managing Directors shall appoint and monitor the activities of a committee of the Stewards of The Village. Appointments shall be reviewed, and renewed or replaced on a yearly basis by the Managing Directors. The Stewards and their roles shall be as follows:

*Financial Advisor/Accountant-* advises the board of directors on financial issues and maintains the accounting for the corporation.

*Legal Advisor-* advises the board of directors on legal issues.

*Medical Advisor-* advises the board of directors on medical issues pertaining to health and nutrition.

*Educational Advisor-* advises the board of directors on educational issues and works to maintain educationally sound and consistent guidelines for after school programs.

*Publicist-* ensures that events and activities of the corporation are adequately publicized, and updates and maintains the web page for the corporation.

*Fundraising Coordinator-* initiates and organizes various activities to raise funds for It Takes a Village Ministry, Inc.

## **ARTICLE VI – SOURCES OF INCOME**

The Corporation will seek to generate income with grants, private donors, and various fund raising activities.

## **ARTICLE VII – COMMUNITY ACTIVITIES AND PROGRAMS**

**Section 1:** In order to fulfill its purpose stated in Article I, It Takes a Village Ministry, Inc. sponsors a variety of programs for the general public. The programs include, but are not limited to the programs delineated in Article VII, Sections 2-7.

**Section 2: Healthy You, Healthy Baby Program.** This program is offered to the general public and focuses on teaching parents how to care for the mental, emotional, spiritual, and physical needs of a child before, during and after birth.

**Section 3: Holistic Wellness Program.** This program is offered to the general public and focuses on teaching people how to attain and maintain holistic health.

**Section 4: Teen Leadership Program.** The focus of this program will be empowering teens to become independent, dynamic, and outstanding leaders in the community.

**Section 5: SASSUA/SABSUA.** These are programs which act as support networks for women and men, respectively, and focus on health issues, holistic personal and family wellness, financial planning, childrearing and education, and more.

**Section 6: Love is an Action Word Program.** This program creates support networks for couples, helping them to build healthier relationships.

**Section 7: Home/School Coop.** This program acts as a support network for families that choose to enrich the educational program of their child at home on a full time basis or as part of an "after school" enrichment program. Particular emphasis will be given to the support of single parents.

## **ARTICLE XI – AMENDMENTS**

These Articles may be amended when necessary by a simple majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements, and filed with appropriate state and federal agencies.

## **ARTICLE XII – NONPROFIT AND EXEMPT OPERATION**

**Section 1:** This corporation is organized exclusively for the following purposes: The Corporation is organized exclusively for social welfare, charitable and educational purposes within the meaning of section 501(c)(3) of the such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the IRS Code; to do any and all acts and things necessary, convenient, ancillary or helpful to accomplish the goals of a non-profit organization organized and to engage in any lawful act or activity for which a corporation may be organized under the State's Non Profit Business Corporation Code.

**Section 2:** Said organization is organized exclusively for charitable, social welfare, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

**Section 3:** It Takes a Village Ministry, Inc. will not have or issue shares of stock. No Dividends will be paid. The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. No Director has any vested right, privilege in or to the assets, property, functions, or activities of the Corporation. The property, assets, profits and net income of the Corporation are irrevocably dedicated to social welfare purposes or charitable and educational purposes, no part of which shall inure to the benefit of any individual.

**Section 4:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an

organization exempt from Federal and State income tax under section 501 (c) (3), (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**Section 5:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 as said Court shall determine, which are organized and operated exclusively for such purposes.

It Takes a Village Ministry, Inc.  
6/7/2014

Adoption Date: 6/1/2014  
No member approval required  
Voted on by Board of Directors

By: \_\_\_\_\_  
Dr. Michelle Gamble  
Managing Director

Witnessed By:

\_\_\_\_\_  
Derrika Hunt  
Secretary