

The Samaritan's Promise

Luke 10:25-37

A 501 (c)(3) nonprofit

BY-LAWS

ARTICLE 1

NAME

The name of this non-profit Pennsylvania Corporation shall be **The Samaritan's Promise**, hereafter, and sometimes, referred to as **The Promise**.

ARTICLE 11

PURPOSE

To serve persons in need within the greater Tyrone area, by offering programs and services to meet physical, psychological, family and spiritual needs. **The Promise** is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal Tax code.

ARTICLE 111

MEMBERSHIP

"**The Promise**" is a non-profit Pennsylvania corporation. The sole voting members of this non-profit shall be the elected members of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 – Elections and Terms

The election of the Board of Directors shall occur on an annual basis. There shall be a total of not more than seven (7) Directors to include at least one (1) clergy from the Tyrone area. Directors shall be elected for a three-year term one third (1/3) of whom shall stand for election each year. Directors may be re-elected for successive terms, without a limit.

Section 2 – Composition

At no time shall the number of Directors exceed seven (7) nor shall the number be less than three (3). The Board of Directors shall determine those who may serve as ex-officio members.

Section 3 - Duties

Except by law, the Articles of Incorporation, or these regulations, require that action be otherwise authorized or taken, all of the authority of **The Promise** shall be exercised under the direction of the Board of Directors, which authority shall include, but not be limited to:

- a. To manage the affairs of the organization.
- b. To appoint such committees (either standing or ad hoc) as it may deem necessary for the carrying out of the objectives of this organization and to create new memberships.
- c. To arrange for the raising of funds in accordance with the purposes as set forth in Article II of this Code of Regulations.
- d. To employ and manage such persons as it may deem necessary to the successful pursuit of objectives of this corporation.
- e. To actively promote the goals and objectives of the organization to the general public and to support the mission statement.

Section 4 -Vacancies

The Board shall elect Directors to fill any vacancy in its membership for the remainder of that unexpired term, after it has been determined by the President of the Board of Directors that there is a vacancy.

ARTICLE V OFFICERS

Section 1 – Elections and Terms

Officers of the Board of Directors shall include the President, Vice-President, and Secretary.

Section 2 – Composition

Officers of the Board of Directors shall include the President, Vice President and Secretary's absence

Section – 3 Removal, Resignation

Any elected member of the Board of Directors, or elected Officer of the Board, may be removed by the Board with cause. Removal shall require two-thirds (2/3) majority vote of the remaining elected members of the Board. In the event of death, resignation or removal of a Board Member or an Officer of the Board, the Board in it's discretion, may elect or appoint a successor to fill the unexpired term.

Section 4- Duties

a. President – The President shall preside at all meetings of the Board of Directors and the Executive committee. The President shall be the principal executive officer of the corporation and shall, in general, supervise all the business and affairs of the corporation. She, he, shall, in general, perform the duties incidental to the office of the President. The President does not vote at the Board meetings except in the case of a tie.

b. Vice-President – At the request of the President, or in the President’s absence or disability, the Vice-President shall perform all duties of the president and, when so acting shall have all the power of, and be subject to all the restrictions upon the President.

c. Secretary – The Secretary shall be responsible for keeping the agenda and the minutes of all meetings of the Board of Directors and executive committee. The Secretary shall be responsible for all correspondence, both incoming and outgoing, and in reporting on said at such meetings and responsible for at each meeting and shall be responsible for the issuance of all notice required or directed to be given. She, he, shall keep a correct list of the names and addresses of all Directors. She, he, shall, generally, perform such other duties as may be required by the President.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1 – Frequency

Beginning in January of each year, the Board of Directors shall meet not less than quarterly. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors then in office.

Section 2 – Quorum

A majority of the members of the Board of Directors must be present and able to vote at any meeting for a quorum. At any meeting of which the quorum is present, all questions and business which shall come before the Directors shall be determined by the vote of a majority of the members present, exception being a vote to amend, or repeal, the corporate bylaws, then by a vote of three-fourths (3/4) majority of the Board of Directors at two successive meetings. (See Article X)

ARTICLE VII

COMMITTEES

Section 1 – The Executive Committee

An Executive Committee, comprised of those Directors who are also officers, and any additional member deemed necessary and appointed by the President, shall act for the President shall have voting

privileges on all actions and questions that may come before the Executive Committee. Beginning in February, the Executive Committee may be called by the President or by a majority of the officers of the Executive Committee.

Section 2 – The Board shall establish working committees, either standing or ad hoc, as needed.

ARTICLE VIII

FINANCIAL MANAGEMENT

Section 1- Fiscal Year

The fiscal year of the Corporation shall end on the last day of December each year.

Section 2 – Annual Audit

An annual audit shall be performed by a private, contracted accounting firm, licensed to perform such audits. A copy of said audit will be made available to the membership.

Section 3 – Contracts, Checks, Notes, etc

All contracts, agreements, or other instruments authorized by the Board, and all other checks, drafts, notes, bonds, bills of exchange and orders for the payment of monies shall, unless otherwise directed by the Board, or a revision of these by-laws, or unless otherwise required by law, will be signed by the Treasurer of the organization or his/her designee. The president will approve, in writing, checks, drafts, notes, bonds, bills of exchange and order for the payment of monies in excess of \$1,000.00.

Section 4 – Annual Budget

Preparation of the organization's annual budget proposal will begin at the level of any permanent or ad hoc committees and made to the Executive Committee. Requests shall be reviewed by the Executive Committee and taken to the Board for approval. All budget requests shall be made to the Executive Committee no later than sixty (60) days from the end of each year.

Section 5 – The Treasurer

The treasurer of the organization may be a paid position that reports directly to the Board. The Treasurer shall have the care and custody of all finances of the organization. The Treasurer shall maintain any account(s) for all funds at a local financial institution(s). She/he shall, with the approval of the board, sign, and execute, all contracts in the name of the Corporation, when countersigned by the President. At the end of each corporate year, she/he shall have an audit of the accounts of the corporation made by an external firm as required by provisions, of grants, and contracts entered into by the corporation, and shall make such audit available to the members.

ARTICLE IX

MISCELLANEOUS

Section 1 - Indemnification

The Promise shall indemnify to the fullest extent allowed under the Pennsylvania revised Code any person, his or her heirs and assigns, who is party of, threatened to be made a party to any threatened, pending or completed action suit, or proceeding, of whatever kind, or nature, by reason of the fact that such person(s) is, or was, a Director, Officer, Employee, Volunteer or agent of the organization, against expenses, including attorney's fees, judgments, fines and paid settlement amounts.

Section 2 – Expenses

The Board may authorize the reimbursement on account of the actual expenses of a Director actually incurred in the performance of duties on behalf of **The Promise** and the actual expenses of persons employed, or retained, to perform specific duties for **The Promise** when said expenses are necessarily incurred in the performance of those duties.

Section 3 – Limitation of Liability

No person shall be made liable to **The Promise** for any loss or damage suffered by it on account of an action taken or omitted to be taken by him/her as a Director, or Officer, of the organization, if such person performs his/her duties as a member of a committee, either standing, or ad hoc, or the Board upon which he/she may serve in good faith and in the manner he/she reasonably believes to be in the best interest of the organization, and with the care that an ordinary, prudent person in a like position would use under similar circumstances. In performing his/her duties, a Director, or Officer, is entitled to rely on information, opinion, reports, statements, including financial statements and other financial data, which are prepared, or presented, by the following: 1) one or more Directors, Officers, or employees of the organization whom the Director responsibly believes are reliable and competent in matters prepared as presented; 2) legal counsel, public accountants, or other persons as to matters that the Director, or Officer, responsibly believes are within the person's(s'), professionals, or expert competence; 3) a committee, either standing, or ad hoc, of the Board upon which he/she does not serve, duly established in accordance with the provision of the Articles of Incorporation, or these By-Laws, as to matters within it's designated authority, which committee, the Director, or Officer, reasonably believes to merit his/her confidence.

4. Dissolution

Upon the dissolution of this 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 section 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

