



ccpc

SERVING YOUTH AND FAMILIES

## Information Packet for Prospective Board Members

Latest revision: July 7<sup>th</sup>, 2016

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SERVING YOUTH AND FAMILIES

July 7<sup>th</sup> 2016

Dear Prospective Board Member,

Let me start by thanking you for expressing interest in Christian Community Placement Center Board of Directors. We are excited about getting to know you better and talking with you about the Board's projects and needs.

CCPC relies on our dedicated staff of over 30 people, including administrative staff, case managers, counselors, direct care workers, and mentors to get through the day to day functions of the organization. The CCPC Board focuses on governance issues including strategic planning, financial oversight, organizational assessment, and fund development.

We are currently seeking new board members who can expand our capabilities in those areas plus strengthen our connection with the ethnic, artistic, business, and geographic communities that are essential to pursuing our mission. CCPC Board members are active in everything from representing the organization at community events to reviewing financial reports and researching issues and policies in their committee work. The board, and most of our committees, meet monthly, and we communicate frequently by both phone and email.

The attached materials will tell you much more about the organization and the Board. Please do not hesitate to contact me or any other member of the Board with questions and comments.

Again, many thanks for your interest.  
With best regards,

Sean Banks  
President, Christian Community Placement Center Board of Directors

# Our Mission Statement

A Christian organization compassionately serving youth and families, providing them counseling, mentoring, skill building and education services in a safe environment, to support the development of their hope and future.

*But a Samaritan, who was on a journey, came upon him; and when he saw him, he felt compassion, and came to him and bandaged up his wounds, pouring oil and wine on them; and he put him on his own beast, and brought him to an inn and took care of him. On the next day he took out two denarii and gave them to the innkeeper and said, 'Take care of him; and whatever more you spend, when I return I will repay you.' Which of these three do you think proved to be a neighbor to the man who fell into the robbers' hands?" And he said, "The one who showed mercy toward him." Then Jesus said to him, "Go and do the same." (Luke 10:33-37)*

## Our Core Values

**RESPECT** – We are committed to respecting ourselves and others, in order to foster an environment of team work and growth.

**INTEGRITY** – We are committed to an environment of consistency and honesty.

**TRANSPARENCY** – We are committed to humility in success, transparency in failure, and openness to feedback.

**COLLABORATION** – We are committed to pursuing opportunities for collaboration in order to assure the highest level of personalized services for our clients.

**FEARLESSNESS** – We are committed to taking the necessary risks for a bright future.

**ACCEPTANCE** – We are committed to accepting everyone, recognizing their unique contributions to our efforts of serving others.

**LEADERSHIP** – We are committed to providing dedicated support and a positive influence, creating an environment in which others can develop and prosper in their own personal goals.

# The Christian Community Placement Center Story

Located in Salem, Oregon, Christian Community Placement Center's (CCPC) mission is to compassionately serve youth and families, providing them counseling, mentoring, skill building and education services in a safe environment, to support the development of their hope and future. This is done through four main avenues: therapeutic foster care, mentoring, residential services, and mental health counseling. CCPC has been in operation since 1989 and is well-regarded by state and county agencies, fellow social service agencies, and countless families. While CCPC is located in Marion County, Oregon our current contracts and positive relationships with state agencies mean that we serve youth from all over Oregon.

The foundation of CCPC's work is in therapeutic foster care. In response to the immense need for trauma-informed foster homes and therapeutically trained foster parents, CCPC started its therapeutic foster care program in 1989. Over the last 27 years, CCPC has developed a strong reputation among referring agencies (e.g. Oregon Department of Human Services, Oregon Youth Authority) for taking youth with the most severe cases that few others are willing to serve. CCPC's amazing, committed, and highly trained team of foster parents provide youth with trauma-informed foster care in a loving home.

Therapeutic foster care is provided to youth referred by the Oregon Youth Authority, Oregon Department of Human Services, and the Clackamas County Juvenile Department. CCPC works in conjunction with these agencies to provide appropriate and helpful services to these youth, in accordance with the requirements of the programs in which they are participating. CCPC provides therapeutic foster care to 70 youth annually in 12 therapeutic foster homes. This program represents 47% of the agency's income and 20 staff are dedicated to this program.

In addition to therapeutic foster care, CCPC provides mentoring to youth who are at risk of educational failure, criminal behavior, or behavioral issues. CCPC's mentoring program began in 1996 and is well-established and successful. Youth are referred for mentoring and skills training primarily through the Mid-Valley Behavioral Care Network, and are paired with a professional, well-trained, and compassionate adult mentor. CCPC provides mentoring services to 60 youth annually. This program represents 24% of the agency's income and 20 staff are dedicated to this program.

In the past three years CCPC opened a residential facility for youth, called Project 180. This program aligned with the agency's mission, and Project 180 has been particularly effective at providing youth with opportunities to change the direction of their lives and avoid incarceration. Youth are referred to Project 180 by the Oregon Youth Authority, and stay at CCPC's on-site residential facility for up to 90 days, during which time they address the issues that are preventing them from succeeding in a community environment. CCPC serves 45 youth annually through Project 180. This program represents 21% of the agency's income and 10 staff are dedicated to this program.

Mental health counseling was first offered in 2015 through an arrangement with Willamette Valley Community Health. Counseling is provided to youth, adults, and families who are on the Oregon Health Plan. Approximately 130 people per year receive counseling services through CCPC. Last year, this program represented 8% of the agency's income and 5 staff are dedicated to this program. However, it is growing rapidly, with new staff being hired and additional clients being served.

CCPC has a dedicated staff of nearly 40 individuals, many of whom hold Bachelor's and Master's degrees in their fields. All counselors and case managers are appropriately certified to provide services to youth. Volunteers serve primarily in CCPC's garden area and grounds, improving the campus in order to provide improved services to youth.

CCPC is well positioned to continue to provide innovative and vital services to Oregon's neediest youth in the years to come.

# Christian Community Placement Center

## Board Member Job Description and Duties

The Department of Justice distributes the Guide to Nonprofit Board Service to assist board members of non-profit corporations in understanding their rights, roles and responsibilities. Copies of the guide are also available by calling (971) 673-1880.

### **Understanding Your Role**

Board members are recruited for a variety of reasons. Some individuals are talented fundraisers and are sought by charities for that reason. Others bring credibility and prestige to an organization.

But whatever the other reasons for service, the principal role of the board member is stewardship. The directors of the corporation are ultimately responsible for the management of the affairs of the charity. This requires active participation. People who do not have the time to regularly participate should not agree to be on a board. The board must insure that the organization is operated for a charitable/public purpose; it may not be operated for private benefit. Proper stewardship requires that the organization's assets be held "in trust", to be applied to its charitable mission.

One of the most important functions of the board is keeping the resources and efforts focused on the charity's mission. This requires the board to have an adequate understanding of the organization's programs, people and resources available to achieve the organization's goals. As a starting point, every board member should be familiar with the organization's Articles of Incorporation and Bylaws.

The board is not expected to manage the day-to-day activities of the charity. The directors appoint officers so that they, in turn, can carry out the day-to-day activities of the organization. It is the board's responsibility to hire the chief executive officer and to oversee that person's work to see that the charity is fulfilling its mission. The board should periodically review and assess the chief executive's performance. If it becomes necessary, the board has the authority and the responsibility to discharge the CEO.

A related function of the board is to set the compensation of the charity's CEO. Every board member should know what the CEO is paid and participate in the final decision. The compensation should be reasonable for the services rendered and compare favorably to similarly situated executives. The board should remember that CEO compensation, as well as that of other key executive officers, may be important to donors, beneficiaries and the community-at-large. The compensation levels will be reported in financial reports which will be accessible to the general public.

## Understanding Your Rights

In order to carry out your legal responsibilities as a board member, you must be able to make informed judgments about important matters regarding the organization and operations of the charity. The law permits you to reasonably rely on information from the charity's staff, its lawyer, its accountant, outside advisors, and board committees in making those judgments.

Your right to information includes the following: You have the right to reasonable access to management, to have reasonable access to internal information of the organization and to the organization's principal advisors, such as its auditors and lawyers. Senior management must also be willing to facilitate board access to books and records of the charity. The board has the right, if necessary, to engage the services of outside advisors at the charity's expense to assist it with a particular matter.

## Understanding Your Responsibilities

In carrying out board responsibilities, the law generally imposes three duties of trust. They are regularly described as the duties of due care, loyalty to the corporation and obedience to the law.

**Duty of due care.** This responsibility generally requires that a director must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. ORS 65.357. Directors need not always be right, but they must act with common sense and informed judgment. To exercise this duty properly, boards must pay particular attention to the following:

- **Active participation.** A director must actively participate in the management of the organization including attending periodic meetings of the board, evaluating reports, reading minutes and reviewing the performance of the executive director.
- **Reasonable inquiry.** Directors should request and receive sufficient information so that they may carry out their responsibilities as directors. When a problem exists or a report on its face does not make sense, a director has a duty to inquire into the surrounding facts and circumstances. The director also has a duty to investigate warnings or reports of officer or employee theft or mismanagement.

**Duty of loyalty.** Directors have a duty to give their undivided loyalty to the charitable corporation. Decisions regarding the organization's funds and activities must promote the organization's public purpose rather than private interest. Any potential conflict transactions should be scrutinized closely by the board with the realization that the public will predictably be skeptical of such arrangements. There are some general principles which will serve to guide boards faced with conflict of interest situations.

- **Conflicts in general.** While transactions between the charitable corporation and individual board members, their families and businesses they own or operate should be avoided, they are not absolutely prohibited. Under certain circumstances, a contract or transaction between a nonprofit corporation and its director or an organization in which



the director has a material or financial interest is acceptable. However, if the transaction is challenged, the director will have the burden of establishing that the contract or transaction is fair and reasonable, that there was full disclosure of the conflict and that the contract or transaction was approved by members or other directors in good faith. ORS 65.361. The board should only approve the transaction if it is clearly in the best interest of the charity.

- **Written policy.** The board should establish a written policy for dealing with conflicts of interest. The policy should address disclosure of financial interest and withdrawal from discussion and voting by interested directors. Due to the sensitivity of conflicts of interest, the board may want to require that transactions benefiting a director may be approved only by a greater than majority vote. Also, requiring an annual disclosure by all board members of their business involvement with the nonprofit organization is recommended.
- **Loans.** In general, a charitable corporation may not lend money to an officer or director. There is one statutory exception. The law allows loans for executive relocation expenses under certain circumstances. ORS 65.364.
- **Corporate opportunity.** Directors of business organizations are under a trust obligation not to divert a corporate business opportunity for their personal gain. A director of a nonprofit corporation is also subject to this duty. This duty means that a director may not engage or benefit from a business opportunity that is available to and suitable for the corporation unless the corporation decides not to engage in the business opportunity and conflicts of interest procedures are followed.

**Duty of obedience.** Directors have a duty to follow the organization's governing documents (Articles of Incorporation and Bylaws), to carry out the organization's mission and to ensure that funds are used for lawful purposes. Also, directors must comply with other state and federal laws that relate to the organization and the way in which it conducts its business. For example, directors should be familiar with:

- **Federal law.** Charitable corporations usually apply to the Internal Revenue Service for exemption as a tax-exempt organization. Corporations which fail to do so may have their income taxed at normal rates, and contributors to the corporate charity may not be able to deduct their contributions on their income tax returns.
- **State law.** In general, charities must register and file an annual financial report with the Attorney General's office. If an organization contemplates using bingo or raffles to raise revenue, it may need to obtain a charitable gaming license from that same office. A nonprofit corporation must also file an annual renewal with the Corporation Division of the Secretary of State's office.
- **Mission and procedures.** Directors should be familiar with the organization's governing documents and should follow the provisions of those documents. Directors should be sure proper notice is given for meetings, that regular meetings are held, that directors are properly appointed and that the organization's mission is being accomplished.

**Other duties.** In addition to the above three general fiduciary duties, there are a number of specific responsibilities which must be observed by nonprofit corporate board members.

**Satisfactory corporate documents and records.** A charitable corporation is required to have Articles of Incorporation and Bylaws. You should see that they are updated and consider amendments if they do not reflect the current mission and operating procedures of the organization. The organization is also required to keep minutes of its board meetings and a record of all actions taken by committees of the board of directors. ORS 65.771.

**Adequate financial records and controls.** One of the board's responsibilities is to oversee the organization's financial affairs. Make sure that the organization has adequate internal accounting systems and controls. With embezzlement from nonprofit organizations on the rise, it is imperative that financial controls are in place before theft occurs. The board should be responsible for approving the organization's annual budget. Board members should expect the CEO (or other designated staff) to produce timely and adequate income and expense statements, balance sheets and budget status reports, and should expect to receive these in advance of board meetings. With large organizations, the board should employ, either directly or through an audit and finance committee, an independent auditor and review the auditor's annual report at a face-to-face meeting.

**Safeguarding.** The board should oversee the effective use of the resources of the organization. Policies should be adopted and large transactions approved to ensure that the organization's assets are not misapplied or wasted. The board should ensure that the assets are invested prudently, avoiding high risk investments and employing some diversification of investments.

**Observing donor restrictions.** All donations must be used in a manner which is consistent with the organization's stated mission. However, some donors designate that gifts are to be used for a particular purpose. It is important to keep faith with donor intentions. The board is obligated to see that such restricted funds are used for the stated purpose(s).

**Responsible solicitation activities.** Some organizations decide to hire professional fundraisers to conduct or assist in soliciting donations. When hiring a fund raiser, select one who is trustworthy; ask for references. Make sure any contract with a professional fund raiser or consultant, especially the terms for compensation, is fair and reasonable from the charity's perspective. Be aware that most donors expect the majority of their contributions to be used for program services and that many "watchdog" organization standards limit annual fundraising costs to no more than 35% of total expenditures. Certain types of contracts require the organization's officers and directors to observe specific procedures. ORS 128.814.

## **Personal Liability**

It is possible that board members of a charitable corporation will find themselves sued as personal defendants in a lawsuit filed by an "outside third party" who has incurred some personal injury or financial loss as a result of dealings with the organization. To encourage citizens to serve as board members for charities, the law cloaks volunteer board members with qualified

immunity. They cannot be sued for negligent acts. They may, however, be subject to lawsuits alleging that a loss was due to their gross negligence, willful or fraudulent acts.

NOTE — The IRS may also hold directors personally liable if the organization violates federal tax law. The most likely situation is the failure of the organization to perform mandatory payroll withholding. Because there is some degree of risk, including the cost of defending a frivolous claim, directors should discuss with the organization's attorney the prospect of purchasing directors and officers (D and O) liability insurance, and/or including indemnification provisions in the organization's governing documents.

### **Suggested Resources**

Oregon Department of Justice  
1515 SW 5th Avenue, Suite 410  
Portland, OR 97201  
(971) 673-1880

Nonprofit Association of Oregon (NAO)  
5100 SW Macadam Avenue, Suite 360  
Portland, OR 97239  
Information & Referral Helpline: (503) 233-9240  
website: [www.nonprofitoregon.org](http://www.nonprofitoregon.org)

Pacific Non-Profit Network Southern Oregon University  
1600 N. Riverside #1094  
Medford, OR 97501-5939  
(541) 779-6044

Institute for Nonprofit Management Portland State University  
PA/INPM  
PO Box 751  
Portland, OR 97207-0751  
(503) 725-8221  
fax: (503) 725-8250  
email: [inpm@pdx.edu](mailto:inpm@pdx.edu)  
website: [www.inpm.pdx.edu](http://www.inpm.pdx.edu)

Center for Nonprofit Stewardship  
Nonprofit Organization Board Training  
119 S. 16th Street  
PO Box 1600  
Philomath, OR 97370  
Phone: (541) 929-9320  
Email: [TheCenter@nonprofitsteward.org](mailto:TheCenter@nonprofitsteward.org)  
Website: [www.nonprofitsteward.org](http://www.nonprofitsteward.org)

# Board Governance

## 1. What does a Board do?

The Board of Directors is the group charged with governing your nonprofit corporation. Those who serve on the Board are called directors or board members. Among other things, the Board:

- Meets regularly and follows an agenda at the meetings
- Authorizes all bank accounts, all borrowing of money, and all major contracts
- Has the bylaws available, abides by them, and reviews them annually
- Approves an annual budget and makes specific plans to generate sufficient income to meet or exceed expenses
- Has established a fiscal year and is certain that the necessary tax returns for the organization are filed on time
- Sets policy for the organization and ensures compliance with laws
- Ensures board policies are fair to all board members
- Has established its standing committees and has a clear understanding of committee responsibilities and authority
- Holds effective meetings so that members can use their time well

## 2. Why do I need a Board?

All corporations are governed by a Board of Directors. ORS 65 requires that public benefit nonprofit corporations in Oregon have a Board of at least three members.

## 3. What are the responsibilities of a Board?

The Oregon Department of Justice (DOJ) outlines the duties and responsibilities of the Board in its pamphlet: *A Guide to Nonprofit Board Service in Oregon*.

## 4. Can staff serve on the Board?

Although staff members sometimes serve on the Board, it is most common for them to attend board meetings when their input is needed on an issue, but to not be actual voting members of the Board. If you do choose to have staff on the Board there are two areas of concern:

- Conflict of interest. Whenever the Board is considering an issue from which the staff board member stands to benefit, the staff board member must declare a conflict of interest and not participate in the decision.
- Funders may find it disturbing if the Board is composed primarily of staff members

## 5. What are, and how do I deal with, conflicts of interest?

For most nonprofits, public perception of conflict of interest is a greater threat than actually running afoul with the law. Compensation to board members for services or goods they provide to the nonprofits they govern may comply with the legal conflict of interest rules but may still fail the “sniff test” of public perception.

Oregon law requires board members to declare any potential or real conflict of interest they may have. The law focuses on transactions where a board member could personally gain financially. Once a conflict is declared, the law permits them to participate in the discussion and even vote on the transaction. However, many nonprofits bylaws go beyond this approach and require board members to excuse themselves from both discussing and voting on the matter of conflict.

Examples of conflicts of interest are:

- A founding board member of a nonprofit leases the use of his facilities to the nonprofit
- A board member of nonprofit A, who is also program manager for nonprofit B, participates in a Board discussion of A’s strategy for responding to a County Request for Proposals. Nonprofit B submits a competing application.
- A board member resigns in order to apply for a new staff position after substantial Board discussion about the new position’s qualifications
- A board member resigns to apply for the ED position after the Board decided to fire the ED

In the first example above, the board member wishing to lease his facility has a clear conflict of interest: he stands to gain income. Even if the board member/facility owner declares his conflict of interest and removes himself from the discussion and vote, fellow board members should be cautious when considering the lease proposal. They are treading close to the IRS issue of private inurement—the possibility that a charitable organization might use its resources to benefit a private individual. Board members should make certain that the proposed lease terms are in the best interest of the nonprofit and do not offer undue benefit to the landlord. They may want to obtain a professional evaluation to be certain that the lease and amount are typical and fair to the nonprofit.

While most conflicts of interest that come up do not involve direct personal financial gain, Oregon law also requires that board members observe the duty of loyalty—putting the interest of the nonprofit they serve above all other interests. In the second example above, any disclosure of information that might help Nonprofit B compete for funds could well compromise the board member’s duty of loyalty as a board member of Nonprofit A.

The board member resigning to apply for a staff position poses primarily a “sniff test” issue—will the public or other staff believe that a fair judgment can be made when a candidate may well return to the Board if she or he is not hired? Issues of the candidate’s friendships with board members and access to information could also be potential “hot” items.

So how will your Board steer clear of the conflict of interest realities or perceptions? One important step would be a board agreement to “when in doubt, call it out,” inviting every board

member to discuss their concerns about conflicts with the Board Chair or the full Board. A second important step would be adoption of and adherence to a conflict of interest policy.

Here's an article about conflict of interest policies and a sample policy from Compass Point's Board Cafe.

## **6. Can we hold Board meetings (and vote) via phone or e-mail?**

Although current law in Oregon allows you to hold a board meeting using “virtual” means such as teleconference, videoconference, or Internet chat rooms, whether these methods are good in practice remains questionable.

BoardSource has published many interesting articles about the benefit and challenges of virtual attendance to board meetings (video or teleconference) and about the perils of “cyber-governance.” (Access to articles may require subscription.)

## **7. Can children serve on our Board?**

Many organizations, especially those which serve youth, are often interested in including young people in the decision-making process. If you do decide to have youth on your Board, you might consider the following suggestions:

- Be sure to provide an adequate orientation to new youth members
- Pair youth members with adult mentors who can help them understand how to be productive participants and who can be resources when they have questions they're embarrassed to ask at a meeting
- Remember that minors cannot sign legal documents or be solely responsible for financial/legal matters

A good resource on this topic is Youth on Board.

## **8. Does the Open Meeting Law apply to Board meetings?**

Open Meeting Laws normally do not apply to nonprofit organizations. According to the Oregon Nonprofit Corporation Handbook, “the Open Meeting Law requires that all meetings of governing bodies of a public body shall be open to the public with certain exceptions” (p.731). The DOJ interprets the definition of a public body to require that “the body be created by or pursuant to the state constitution, a statute, administrative rule, order, intergovernmental agreement, bylaw or other official act.”

Most nonprofit organizations are not considered public bodies and therefore, are not subject to the law. According to the DOJ, a nonprofit organization is not subject to the Open Meeting Law even if it receives public funds, contracts with governmental bodies or performs public services.

If the law does not apply to your nonprofit organization, your bylaws will determine whether the public or staff members can attend your meetings and under what circumstances.

On the other hand, if your nonprofit exercises sufficient governmental functions, the Open Meeting Law may apply to you. The DOJ describes when a nonprofit organization might be considered a public body [here](#).

If you believe your organization may be a public body, you should consult an attorney for a professional opinion.

Here is a simplified Guide to Bodies Subject to Public Meeting Law. Every two years, the DOJ also publishes a manual explaining the Open Meeting and Open Records laws. The full manual can be found [here](#).

## **9. What do I need to know about Board meetings?**

### **How often do we need to meet?**

According to the Oregon Nonprofit Corporation Handbook, “your Board is required to meet as often as necessary in order to run your corporation” (p. 285). Generally, a nonprofit corporation should meet at least once annually.

Some of the factors that may influence the frequency of board meetings are:

- The amount of activity in the organization
- The age of the organization
- The location of board members

Regardless of how frequently your Board meets, it is very important to keep board members well informed and to provide them with adequate opportunities to learn about current issues, ask questions and make good decisions.

### **Do we need to keep meeting minutes?**

According to Oregon Law, “A corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all corporate action taken by the members or directors without a meeting, and a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of the corporation.” ORS 65.771.

At a minimum, your minutes must should reflect the date, time and place of the meeting the notice given, if any; what directors (and others) were present and whether this made a quorum; what items were submitted for a vote; and who voted for, against, or abstained. Minutes should also include references to any item that the Board should be doing to fulfill its legal obligation to oversee the corporation.

### **What records do we keep?**

In addition to meeting minutes, ORS 65.771 requires the organization to keep other records. Please refer to the statute for more information.

### **What are quorum requirements?**

A quorum is the minimum number of board members required at a meeting for the meeting to be validly held. Although you may set your own quorum requirements in your Bylaws, Oregon law does require that the quorum be at least one-third of the number of board members. Contrary to myth, the only action a board can make without a quorum is to adjourn the meeting for another time.

### **What are voting requirements?**

When voting, the law requires that a majority of present members' votes be obtained in order to pass a motion or resolution. So for example, if enough board members are present to have a quorum, the majority of those members present (not all members) must vote affirmatively on an issue for the issue to be adopted. Your Bylaws may require a greater number of votes, but not fewer.

Voting by ballot is not allowed outside of a meeting. Neither is telephone polling where a director calls other directors individually to obtain their votes. Voting via conference call—where all members are present and in communication at the same time—is allowed.

### **What is voting by proxy?**

Proxy voting occurs when someone with the right to vote cannot attend a meeting and wants to give someone else the authority to vote in their place. Although members of a nonprofit can vote by proxy, Oregon law has no provisions that would allow directors to do so.

### **When should we hold an executive session?**

Executive sessions can be held at the beginning or end of a regular board meeting and can be held whenever the board feels it is necessary. Boards commonly call executive sessions to indicate that they will close an otherwise open meeting to discuss confidential matters. BoardSource's publication, *Executive Sessions: How to Use Them Regularly and Wisely*, provides helpful information about how to conduct executive sessions.



**As custodians of a public trust the Directors of CCPC and I as a member of the board, bear the responsibility of governance of the non-for-profit corporation. As a director, I make a significant commitment of resources (time, money, expertise, community contacts, organizational skills and leadership talents) to advance the mission and goals of CCPC.**

**My Responsibilities as a member of the Board of Directors are:**

- Policy making
- Evaluating, hiring and firing the Executive Director
- Long-range planning
- Financial oversight
- Evaluation of the organization
- Fundraising
- Public relations
- Board training and development
- Advocacy in the community at large for the organization and its mission.

**This means that I:**

- Know CCPC's mission, purposes, goals, policies, programs, strengths and weaknesses
- Join in discussions and votes
- Understand the budget process
- Review financial statements
- Evaluate the organization and the Board
- Review the performance of the Executive Director
- Lead, support and participate in fundraising projects
- Serve on a committee of the board
- Represent and promote the organization in the community
- Assist CCPC through personal commitment and contacts
- Take part in Board development and training activities
- Participate in CCPC activities in as many capacities as time allows, while fulfilling primary responsibilities to the Board.

# Statement of Faith

Board members shall affirm and honor the following Statement of Faith:

We believe the Bible is the inspired and infallible Word of God and that it speaks with final authority concerning truth, morality, and the proper conduct of mankind. We believe God is a Trinity - Father, Son and Holy Spirit - each an uncreated person, one essence, and equal in power and glory. We believe the Gospel message of Christ, as summarized in 1 Cor. 15:3-5, is necessary for eternal salvation. In serving the community, we adhere to the command of Jesus in Luke 10:37 to “go and do likewise”. It is the intention of this board that all of its Board members, proctor/foster home guardians and volunteers would live and act in accordance with the Bible.

*By signing I acknowledge that I have read the Statement of Faith and agree to affirm and honor the following statement during my Board service.*

Name: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

RESTATED CONSTITUTION AND BY-LAWS  
OF  
CHRISTIAN COMMUNITY PLACEMENT CENTER  
AN OREGON NON-PROFIT CORPORATION

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AS AMENDED July 1, 2016

**ARTICLE I - NAME AND PURPOSES OF THE CORPORATION**

Section 1: Name

The name of this Corporation is ***Christian Community Placement Center***, hereinafter called the ***“Corporation.”***

Section 2: General Purpose

The purposes for which this Corporation is organized are to engage in any lawful activity, none of which is for profit, for which corporations may be organized pursuant to the Oregon Nonprofit Corporation Act (the ***“Act”***).

Section 3: Specific Purpose

The Corporation is a Christian organization compassionately serving youth and families, providing them counseling, mentoring, skill building and education services in a safe environment, to support the development of their hope and future.

The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to provide a therapeutic Christian foster home and other related services in a time of crisis.

**ARTICLE II - NON MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1: Duties

The affairs of the Corporation shall be managed by the Board of Directors. The Board shall have all powers provided by the Act to a Board.

In addition to such duties as a Director might have pursuant to the other provisions of these Bylaws and any applicable laws, each Director shall have the following duties:

- a) Elect and install the officers of the Corporation;
- b) Participate in the oversight of the Corporation and attend meetings of the Board;

- c) Develop long-range plans, goals and objectives to carry out the purposes of the Corporation; and
- d) Provide other further services to the board as the Board may determine by resolution.

An accurate account of all funds received and disbursed shall be kept. A regular statement shall be given to the Board of Directors of the financial status of the corporation.

The Board of Directors shall appoint/hire the Executive Director and shall supervise an annual evaluation of the performance and role of the Executive Director.

The Board shall approve the budget for the Corporation at the annual business meeting each year and therefore shall oversee the budget.

### Section 2: Number and Qualifications

The Board of Directors shall consist of at least five (5) persons elected to serve for the terms and having powers and authority set forth in the bylaws of the Corporation.

Board members will follow written guidelines for responsibilities and ethical conduct while serving on the Board, as per Board guidelines and job description.

Board members shall affirm and honor the following Statement of Faith:

We believe the Bible is the inspired and infallible Word of God and that it speaks with final authority concerning truth, morality, and the proper conduct of mankind. We believe God is a Trinity - Father, Son and Holy Spirit - each an uncreated person, one essence, and equal in power and glory. We believe the Gospel message of Christ, as summarized in 1 Cor. 15:3-5, is necessary for eternal salvation. In serving the community, we adhere to the command of Jesus in Luke 10:37 to "go and do likewise". It is the intention of this board that all of its Board members, proctor/foster home guardians and volunteers would live and act in accordance with the Bible.

### Section 3: Term and Election

The term of office for Directors shall be two years. A Director may be reelected within 60 days of the end of their term, without limitation on the number of terms s/he may serve.

### Section 4: Removal

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

### Section 5: Resignation

A Director may resign at any time by giving written notice of such resignation to the Corporation or the Board. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

#### Section 6: Vacancies

Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then in office. The term of office for the person named shall be the balance of the term of the person being replaced.

#### Section 7: Quorum and Action

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws.

#### Section 8: Regular Meetings

The Board of Directors shall meet a minimum of quarterly unless otherwise agreed. The place and date of the meeting shall be determined by the President of the Board. One meeting each year shall be designated by the Board as the annual business meeting.

#### Section 9: Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally by telephone, by postal mail or by e-mail not less than 24 hours prior to the special meeting.

#### Section 10: Alternative Meeting Venue

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

#### Section 11: No Salary; Expenses

Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service. Board members or their spouses shall not receive any financial gain from the Corporation as a result of status as a Board member of the Corporation. However, the Board may authorize payment for actual expenses incurred in attending meetings or performing a Director's duties or receiving a stipend which is paid to compensate the Director for average expenses incurred over the course of a year.

#### Section 12: Action by Consent

Any action required or permitted by law to be taken at a meeting of the board may be taken without a meeting if a consent in writing (including typed correspondence via e-mail) setting forth the action to be taken or so taken, shall be signed by all the Directors. If any Director objects to taking action through the requested means, a special meeting of the Board shall be called in accordance with the guidelines set forth in the bylaws of the Corporation.

## **ARTICLE IV - COMMITTEES**

### Section 1: Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make ongoing decision between Board meetings and shall have the authority to make financial and budgetary decisions.

### Section 2: Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory Committees.

### Section 3: Composition of Committees Exercising Board Authority

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

### Section 4: Quorum and Action.

A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

### Section 5: Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporations assets; may elect, appoint or remove directors to fill vacancies on the Board or on any of its committees; nor may adopt, amend or repeal the Articles, Bylaws or any resolution by the Board of Directors.

## **ARTICLE V - OFFICERS**

### Section 1: Titles

The officers of this corporation shall be President, President Elect, Treasurer and Secretary. All officers of this corporation must be members of the Board of Directors.

### Section 2: Election

The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms s/he may serve. However, a member of the Board may serve no more than two consecutive terms in the office of President.

### Section 3: Resignation and Removal

An officer may resign at any time by delivering written notice to the Board or the President. A resignation shall be effective when received or at a subsequent effective date which is stated in the resignation and acceptable to the Board. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

An Officer may be removed with or without cause by a majority vote of the Directors then serving at the time.

Resignation or removal of an officer does not affect the contract rights, if any, of the Corporation or the officer. Appointment of an officer or agent shall not itself create contract rights.

### Section 4: Vacancy

A vacancy in any office shall be filled as soon as possible by the Board of Directors by a majority vote of the Directors then in office. The term of office for the person named shall be the balance of the term of the person being replaced.

### Section 5: Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors. The Executive Director is an ex officio nonvoting Board member.

### Section 6: President

The President shall be chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board and shall be spokesperson for the corporation on public matters unless otherwise directed by the Board of Directors. The President shall be an ex officio member of all standing and special committees.

### Section 7: President Elect

The President Elect shall act on behalf of the Board and fulfill the duties of the President when the President is unavailable or unable to attend meetings and shall succeed to the office of the President if the latter should resign, be removed from office, or for any reason be unable to perform the duties of the office until a new President is appointed by the Board.

### Section 8: Secretary.

The Secretary shall be custodian for all recordkeeping including:

- a) Official recording of the minutes of all proceedings of the Board of Directors meetings and actions; and
- b) Provisions for notice of all meetings of the Board of Directors and maintaining records of all correspondence of the Board.

#### Section 9: Treasurer

The Treasurer shall have overall responsibility for all corporate funds shall supervise all revenue activities of the corporation. The Treasurer shall perform the following duties:

- a) Authentication of records of the corporation;
- b) Keeping of full and accurate accounts of all financial records of the corporation;
- c) Review of all deposits and disbursements of funds;
- d) Making financial reports as to the financial condition of the corporation to the Board of Directors; and
- e) Any other duties as may be prescribed by the Board of Directors.

### **Article VI - AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of the Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

### **Article VII - CORPORATE INDEMNITY**

#### Section 1: Definitions

The terms "***Indemnified Person***" shall mean any person who is or was:

- a) A Director, Officer, member of a committee, employee, or to the extent authorized by the Board of Directors in any specific case, an agent of the Corporation;
- b) A fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation; or



- c) Serving at the request of the Corporation as a Director, Officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expenses incurred for which indemnification or advancement of expenses can be provided under this Article.
- d) The term “**Proceeding**” shall include any threatened, pending, or completed action, suit or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

#### Section 2: Indemnification

The Corporation shall indemnify to the fullest extent allowed by law, and to the extent not otherwise covered by insurance, any Indemnified Person who was or is a party, or is threatened to be made a party to any Proceeding, against all expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with the Proceeding.

#### Section 3: Advancement of Expenses

Expenses incurred by an Indemnified Person in defending a Proceeding shall, in all cases, be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified Person furnishes the Corporation with the following:

- a) A written affirmation of the Indemnified Person’s good faith belief that he is entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to him; and
- b) A written undertaking by or on behalf of him to repay such advance to the extent it is ultimately determined by a court that he is not entitled to be indemnified by the Corporation under this Article or under any other Indemnification rights granted by the Corporation to him.

Such advances shall be made without regard to the Indemnified Person’s ability to repay such advances and without regard to the Indemnified Person’s ultimate entitlement to indemnification under this Article or otherwise.

#### Section 4: Non-Exclusivity and Continuity of Rights

The indemnification and entitlement to advancement of expenses provided by this Article are not exclusive of any other rights to which an Indemnified Person may be entitled under the Articles of Incorporation or any statute, agreement, general or specific action of the Board of Directors, or otherwise. Such indemnification and entitlement to advancement of expenses provided by this Article shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person, and shall extend to all claims for the indemnification or advancement of expenses made after the adoption of this Article. The Corporation may enter into agreements to indemnify any Indemnified Person.

#### Section 5: Amendments

Any repeal of this Article shall be only prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act that is the cause of any Proceeding.

#### Section 6: Limitation of Liability

The civil liability of Directors, Officers, and executive board members shall be limited to the fullest extent permitted under the Act.

#### Section 7: Insurance

The Corporation is authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of Directors, Officers, committee members, employees and agents of the Corporation, regardless of whether the Corporation would have the power to indemnify such persons against the liability so insured.

### **ARTICLE VIII - DISSOLUTION & TAX EXEMPT STATUS**

#### Section 1: Liquidation

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, after paying or otherwise adequately securing or providing for the debts and obligations of this corporation, the remaining assets of the corporation, including real and personal property, shall be distributed to an existing non-profit fund, foundation or corporation, and which in harmony with the purposes of this corporation, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States of America.

### **ARTICLE IX - FISCAL MATTERS AND PROPERTY**

#### Section 1: Contracts

The Board may authorize any Officer or agent(s) to enter into any contract or execute and deliver any instrument on behalf of the Corporation. Such authority may be in general or confined to specific instances.

#### Section 2: Loans to Organizations

No loans shall be issued on behalf of the Corporation and no evidence of indebtedness shall be issued unless authorized by a resolution from the Board. Such authority may be in general or confined to specific instances.

Section 3: Loans to Directors

The Corporation may not lend money to, or guarantee the obligation of, a Director of the Corporation.

Section 4: Books and Records

The Corporation shall keep correct and complete books and records of account, shall keep minutes of all meetings of its Board and a record of all actions by the Board conducted without a meeting, and shall keep at its registered office a record containing the names and addresses of all Directors. These records shall be available for inspection by any Director on reasonable notice during regular business hours.

Section 5: Audits

The Board shall cause a financial audit to be made every two years, or more often if required by law. The audit report will be made available to the Directors at completion. Financial statements will be sent to all Directors prior to the annual business meeting.

Section 6: Ownership of Property

All real property belonging to the Corporation shall be deeded to the Corporation in its official corporate name. No real property of the Corporation shall be purchased, taken, or otherwise acquired, sold, transferred, mortgaged, leased, assigned, conveyed, or otherwise alienated, without the same shall have been first authorized by a majority vote of the Board of Directors of the Corporation at a regular or special meeting called for that purpose.

Section 7: Authorization

The President and Secretary of the Corporation shall certify in all conveyances, leases, mortgages, or other document affecting the real property of the Corporation, that such action has been authorized according to the provisions of this Constitution and By-laws. Such certificates shall be conclusive evidence thereof.

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