



STEEL VALLEY OUTREACH CENTER

CONSTITUTION & BY-LAWS

Adopted May 20, 2024

The STEEL VALLEY OUTREACH CENTER, INC. is dedicated to serving the community in the name of Jesus Christ. The Board of Directors, Staff, Volunteers, and Clients act as stewards of the resources provided by God. The ongoing support and provision for SVOC's needs come from the obedience and generosity of our partners who give to His work willingly and faithfully.

The purpose of this document is to provide an outline of the core principles that shape the operations of the STEEL VALLEY OUTREACH CENTER, INC. Additionally, this document aims to set forth the specific rules and guidelines that dictate the functioning of our organization.

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CONSTITUTION

Article 1 – Mission Statement

The STEEL VALLEY OUTREACH CENTER, INC. (hereinafter sometimes referred to as the “CORPORATION,” “OUTREACH CENTER,” or “SVOC.”) is a Christ-focused inner-city ministry that provides for the needs of Youngstown, Ohio residents.

Article 2 – Purpose

The STEEL VALLEY OUTREACH CENTER, INC. is organized exclusively for charitable, religious, and educational purposes. The specific purposes for which the corporation is organized and for which it shall be operated include, but not limited to, the following:

Community Service Mission. The corporation shall assist in meeting the physical, mental, and spiritual needs of the Youngstown, Ohio community in the spirit of Jesus Christ. The corporation subscribes to the Christian faith and values wherein our mission will be to serve the community with love and compassion while humbly and boldly proclaiming the Gospel of the Lord Jesus Christ for the salvation of souls.

Community Development. The corporation shall improve the Youngstown, Ohio community by providing recreational and educational activities, job and business development training, and other similar methods.

Relief of Poor and Distressed. The corporation shall provide relief and assistance to the poor and underprivileged residents of the Youngstown, Ohio community by combatting community deterioration through various means, such as; substance abuse programs, delivery of health care services, reducing recidivism by supporting incarcerated persons reentry into society, and other similar methods.

In General. The corporation shall do such other lawful acts or activities to accomplish its charitable purposes as contemplated by section 501(c)(3) of the Internal Revenue Code and the nonprofit corporation laws of the State of Ohio.

Article 3 – Organization

Tax Status – The STEEL VALLEY OUTREACH CENTER, INC. shall be a non-profit corporation established under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

Legal Status – The STEEL VALLEY OUTREACH CENTER, INC. shall be a non-profit corporation in accordance with the laws of the State of Ohio

Organizational Structure – Subject to any limitation imposed by law, the Articles of Incorporation or these Regulations, all the authority of the corporation shall be exercised by or under the direction of its Board of Directors and the Executive Director of the OUTREACH CENTER.

Article 4 – Values

Statement of Faith - The declaration of faith is as stated in the current Southern Baptist Convention “Baptist Faith and Message of 2000” or as it may be amended in the future.

People - Regardless of race, gender, religion or geographic location, we value people, believing that every man, woman and child possesses dignity, is worthy of respect and Godly love.

Community Commitment - We are deeply connected with the Youngstown community’s children, parents, families, and our surrounding residents. We commit to allowing their needs to guide our work, and to provide quality childcare, special needs development, counseling, and work toward solutions to eliminate structural and systemic inequalities that contribute to food insecurity to help them thrive.

Wellbeing - We foster an environment that enhances the spiritual, social, emotional, and physical wellbeing of young children, residents with special needs, widows, parents, and their families, while also making our community a safer place to live.

Empathy - We strive to recognize and understand the life perspectives, feelings, and lived experiences of others, including and especially those most different from ourselves, and to give grace and love to one another.

Resilience - We are passionate and tireless in pursuit of our mission to reach Youngstown with the Gospel of Jesus Christ and helping children, families, and the underprivileged to provide childcare, special needs development, and biblically based guidance through all obstacles.

Accountability - We hold ourselves and one another responsible for ensuring STEEL VALLEY OUTREACH CENTER, INC. maximizes its impact, and we do what we say we will do.

Learning - We treat challenges as learning opportunities, and continually evolve to meet the needs of the children, students, families, and surrounding residents we work with based on what we learn.

Christ-Centricity - We center the love of God and our neighbor to prioritize the wellbeing of the children, students, and families we work with in every decision we make and every action we take.

Article 5 – Income

The revenue of the corporation from all avenues will be allocated for religious and benevolent purposes, as the corporation is a non-profit entity with no capital stock.

Article 6 – Dissolution

Should this corporation fail to fulfill the purpose outlined in the constitution and by-laws, the Board of Directors is hereby authorized to dissolve the corporation and distribute its assets to one or more similar organizations that adhere to similar principles and beliefs.

BY-LAWS

Article 1: BOARD OF DIRECTORS

Section 1 – Number, Appointment & Term

- 1.1. Summary: Directors shall be selected in accordance with the constitution and bylaws of the STEEL VALLEY OUTREACH CENTER, INC.
- 1.2. Number: The Board of Directors, consisting of not more than seven (7) members, shall be elected for a term of three (3) years to begin on the date of the annual meeting in the first quarter of the year, and may serve any number of terms.
- 1.3. Term: The recruitment and recommendation of Director candidates to the Board is the duty of the Executive Director in collaboration with the Board of Directors. All director applicants must complete the *Board of Directors application packet*. Director Appointment requires an affirmative majority vote of the membership of the Board of Directors. The Board of Directors shall appoint successive Board Directors upon their due election.
- 1.4. Affiliation: All Board members shall be practicing believers of the Christian faith and shall be active members in a local church. Two thirds (2/3), as a minimum, of the Directors shall be members in good standing of Steel Valley Baptist Association (SVBA) member churches.
- 1.5. No more than three (3) members shall be chosen from any one church, unless on an individual basis, the Board may elect to deviate, or make an exception to this limitation by unanimous vote of all members of the Board eligible to vote.
- 1.6. If a Director elects not to continue for another term, they are to notify the Executive Director six (6) months before their term ends.
- 1.7. In the event of extraordinary absence, due to personal circumstances, Directors are to notify the Board if they elect:
 - 1.7.1. To continue for another term without any leave of absence.
 - 1.7.2. To continue for another term with a Board approved leave of absence of up to one (1) year; leave of absence to commence upon completion of the current term.
 - 1.7.3. Not to continue for another term.

Section 2 – Qualifications and Expectations

- 2.1. Must be a born-again, Christ follower with a lifestyle that reflects the qualifications of a Deacon found in 1 Timothy 3:8-12
- 2.2. Must be a member of and regularly attends a Bible believing/ teaching church, which subscribes to the articles of faith of the STEEL VALLEY

OUTREACH CENTER, INC. (SVOC) as stated in the Baptist Faith and Message of 2000 (BFM2000).

- 2.3. Must faithfully steward and control all properties and other resources of the SVOC in conformity with the constitution and bylaws of the SVOC.
- 2.4. Must make a courtesy call to the Board President or Executive Director to advise of absence due to illness, vacation, or other emergency situations.
- 2.5. Must agree to be part of the team concept of serving each other on the Board of Directors by working as part of the whole, supporting wholeheartedly, policies, and decisions of the Board, regardless of individual perspective.
- 2.6. Must show an ongoing support for the ministry by attending Board meetings, and fundraising events.
- 2.7. Must refuse to use or circulate any SVOC's confidential information regarding any donors, volunteers, staff, Board, members or policies.
- 2.8. Must be a Financial or regular contributor to the ministry.
- 2.9. Must proactively engage in conversations with people in the community about the work the Lord Jesus is doing at the SVOC and encourage them to join us by coming for a tour and/or giving financially to the ministry.
- 2.10. Must be willing to serve at least one (1) three (3) year term. (No limit to number of terms)
- 2.11. Must be willing to share fundraising opportunities with personal network, including family, friends, neighbors, and business associates.
- 2.12. Must be willing to give counsel to the Executive Director in dealing with all personnel and related situations when consulted.
- 2.13. Must be willing to evaluate services of current Officers and Board of Directors and connection with their eligibility for re-election.
- 2.14. Must be willing to faithfully evaluate the Executive Director to insure position duties in expectations or meeting Board standards.

Section 3 – Removal

- 3.1. Any Director may be removed from their position for reasons including but not limited to failure to fulfill their duties as a Board member, lack of attendance at a majority of Board meetings, engaging in immoral conduct, abandoning the articles of faith, or failing to support the ministries of the organization.
- 3.2. The removal of a Director must be approved by an affirmative majority vote of the membership of the Board. Therefore, each member shall be provided with due notice of such a meeting, informing them that the removal of a Director will be considered.

Section 4 – Meetings

- 4.1. The Board of Directors may, through a resolution, determine the time and location of regular meetings without additional notice aside from said resolution. All meetings are to be held in the greater Youngstown/Warren area.
- 4.2. Regular meetings of the Board of Directors are to take place quarterly on a date chosen by the Board President.
- 4.3. Special meetings of the Board of Directors can be called by the President of the Board, Executive Director, or a majority of the Board. These meetings will be held in the greater Youngstown/Warren area at a time and place determined by the Board or Executive Director.
- 4.4. Notice of any special meeting must be provided at least two (2) days in advance via telephone, written notice, in-person delivery, or email/mail to each Director at their current address as listed in the corporation's records.

Section 5 – Quorum

- 5.1. A quorum shall be considered as 50% of the Board. If less than 50% of the Board members are present, a quorum can still be constituted if three out of four Officers are present. It is important to note that any decision made by the Board must have a majority vote from a quorum, unless stated otherwise in the constitution or bylaws.

Section 6 – Compensation

- 6.1. Besides the Executive Director and Officers, Directors will not receive any specified salaries for their services. It is important to note that this provision does not prevent Directors from participating in non-conflicting, arms-length business transactions and receiving appropriate compensation for such activities.

Article 2: EXECUTIVE DIRECTOR

Section 1 – Appointment, Responsibilities & Term

- 1.1. Appointment - The Executive Director of the STEEL VALLEY OUTREACH CENTER, INC. (SVOC) shall be appointed by an affirmative majority vote of the members of the Board of Directors.
- 1.2. Term - The Executive Director will serve for an indefinite period.
- 1.3. Removal - The Executive Directors term of office may be terminated at any time by the affirmative majority vote of the Board of Directors. The Executive Director must recuse himself from participating in meetings concerning his term of office.
- 1.4. Responsibilities - The responsibilities of the Executive Director shall consist of having full charge of all spiritual and charitable activities of the OUTREACH CENTER.
 - 1.4.1. He/she shall have the authority to employ or dismiss employees of the organization and shall have the authority to disperse all funds in accordance with the budget as adopted by the Board of Directors at the annual meeting, and all other funds that are necessary for the promotion of the work.
 - 1.4.2. The Executive Director shall make their report to the Board of Directors at the regular meetings, or at any time he/she may be called upon by said Board to do so, together with such recommendations as he/she may see fit.
 - 1.4.3. The Executive Director shall be a full voting member of the Board of Directors in all matters except for the following:
 - 1.4.3.1. Annual budget approval (if Executive Director is paid staff)
 - 1.4.3.2. Personal refrain from voting

Article 3: BOARD OFFICERS

Section 1 - Appointment & Term

- 1.1. Officers shall be elected during a scheduled meeting of the Board and will serve a one-year term, with the opportunity to serve unlimited additional terms in each position. If a Director accepts a position as an Officer, it is understood that if there is less than one year remaining on their regular term, their term of service will be extended to the completion of the term or terms of office. Additionally, the Executive Director, as a Director with voting rights, is not allowed to hold any Officer roles without forfeiting his right to vote.

Section 2 – Vacancies

- 1.1. Vacancies in the Officers of the Board due to resignations or other circumstances, such vacancies shall be filled by the remaining members of the Board.

Section 3 – Board President

- 3.1. The President shall be held responsible to the Board and accountable to it for any and all of his/ her actions in office. It is the Board President's responsibility to:
 - 3.1.1. Act as chairman and preside at all Board meetings; as well as schedule Board meetings;
 - 3.1.2. Confirm with the Executive Director about the agenda of regular meetings, or special meetings of the Board;
 - 3.1.3. Carry out special assignments, delegated to them by Board action;
 - 3.1.4. Confer with the Executive Director of other appropriate persons on any in all phases of the program;
 - 3.1.5. Take initiative and bring suggestions for any phase of the program to the Executive Director and before the Board for the purpose of changing policy or developing new policy and present the OUTREACH CENTER on special public occasions when so authorized.
 - 3.1.6. The Executive Director of the STEEL VALLEY OUTREACH CENTER, INC., may assume the role of Board President for a one (1) year term by majority vote of the Board of Directors.

Section 4 - Board Vice-President

- 4.1. The Board vice President in the absence or disability of the Board President performs the Board President's duties; and assumes other responsibilities in accordance with assignments made to him/ her by the Board.
- 4.2. The Board vice President shall serve as parliamentarian at all Board meetings, except when he/ she fills in for the Board President, at which time the Executive Director shall serve as the parliamentarian. The parliamentarian is responsible to see that all actions and discussions taken by the Board are in line with the constitution and bylaws.

Section 5 - Board Treasurer

- 5.1. The Board treasurer is responsible to the Board for the general administration of funds, including the Board of Director's approved method of bookkeeping and accounting; for regular annual auditing and reporting; and for making financial reports at the monthly regular meetings.

Section 6 – Board Secretary

- 6.1. The Board secretary is responsible for recording the proceedings of all Board meetings, issuing notifications of same, and for such correspondence as is authorized by the Board.
- 6.2. The Board secretary shall issue letters of dismissal or recommendations as instructed by the Board of Directors, and shall preserve on file, all communications, and written official reports.

Article 4: BUSINESS ADMINISTRATION

Section 1 – Banking Guidelines

- 1.1. All checks issued against the bank accounts of the STEEL VALLEY OUTREACH CENTER, INC., and all contracts, leases, notes, or other evidence of indebtedness authorized by the Board of Directors, shall be signed by any two (2) of seven (7) people:
 - 1.1.1. Directors: Board President, Board, vice President, and Board treasurer
- 1.2. The Board treasurer is listed on bank accounts as the contact individual for day-to-day banking operations.
- 1.3. The corporation is only permitted to borrow money with explicit authorization through a resolution passed by the Board of Directors.

Section 2 – Amendments

- 2.1. These bylaws may be modified, amended or repealed by majority vote of the entire Board of Directors at any regular meeting, or any special meeting, called for the purpose of making revisions, amendments, or repeals. Notice of the special meeting shall be made 30 days in advance, and shall designate the revision, amendment, or repeal that shall be discussed. Notice of the special meeting or notice of intent to revise, amend, or repeal. The constitution of bylaws at a regular meeting shall be made.

Section 3 – Agenda of Board Meetings

- 3.1. Agenda of Board meetings
 - 3.1.1. Prayer
 - 3.1.2. Devotion
 - 3.1.3. Approval of previous meeting minutes
 - 3.1.4. Board Treasurer Report
 - 3.1.5. Executive Director report
 - 3.1.6. Old business
 - 3.1.7. New business
 - 3.1.8. Adjournment
 - 3.1.9. Prayer

Section 4 – Facility Use

- 4.1. The STEEL VALLEY OUTREACH CENTER, INC. owns certain real estate, which is used to promote its religious purposes. The SVOC seeks to exercise wise stewardship over all aspects of its property. Such stewardship includes use for purposes, consistent with the SVOC's religious purpose and doctrinal beliefs.
- 4.2. The SVOC's facility may be used for purposes, and in ways consistent with the SVOC's doctrinal beliefs as reflected in the Bible, articles of faith, and bylaws, and otherwise, particularly with respect to sexual activities, standards, and other conduct. The SVOC's Board of Directors shall be the final decision-maker regarding whether any use is in conformity with, or contrary to, the SVOC's religious doctrine.