



# THE VILLAGE

A CITY WITHIN THE CITY FACILITATING RE-ENTRY & RESTORATION

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**Date: 12/17/2007**

**Re: Bylaws for The Village/ Conflict of Interest Policy/ Articles of Incorporation**

## Bylaws for The Village

### Article I: Name

The name of this corporation is "The Village" (the "Corporation").

### Article II: Purpose

The Corporation is organized with the following purposes:

- (a) to establish and operate a transitional housing program for men coming from the Alabama Department of Corrections, the local and state court systems (as an alternative form of sentencing), and other men in need as deemed appropriate.
- (b) to ensure that this transitional housing program affords the men and their families time to move from the program to their own independent living situation; and
- (c) to identify, investigate, educate and seek solutions to the root causes of delinquency, so as to continue developing rehabilitation programs that address root causes- not symptoms.

- (d) to oversee other matters that may fall under the charitable purposes of the organization.

### **Article III: Governing Board's Authorities and Duties**

**Section 1. Board of Directors.** The governing body of the Corporation shall be the Board of Directors. The duties of the Board shall be

- (a) to assume full governing responsibility for the program of The Village, its operation and business, and
- (b) to have full range of advice and consent responsibilities of a working Board.

**Section 2. Executive Director.** The Executive Director shall be selected by the Board of Directors. The Executive Director shall be responsible for carrying out the program of The Village under the policies and directives of the Board, and shall give staff leadership of all meetings of the Board of Directors.

**Section 3. Quorum.** A quorum shall consist of at least one-half of the Board's members.

### **Article IV: Board Membership**

**Section 1.** The Board shall be composed of not more than twelve (12) nor less than three (3) persons. Those members of the Board who are absent without excuse for three or more consecutive meetings of the Board shall relinquish their membership on the Board of Directors.

**Section 2.** Vacancies on the Board shall be filled from nominations of the Executive Committee and elected by the Board at any regular meeting. Such elections shall govern the period from the date of election to the next annual meeting.

**Section 3.** The term of office of each Director shall be three years, ending on the date of the third annual meeting of that term.

### **Article V: Officers**

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**Section 1. Officers.** The officers of the Board shall be a President, Vice President, Secretary, and Treasurer elected from the Board membership.

**Section 2. Term.** Officers shall be elected annually as provide by Article IX. No officer may hold the same office for more than three consecutive years.

**Section 3. President.** The President presides at all meetings and works with the Executive Committee and Executive Director to prepare an agenda for the regular and special meetings of the Board. The President shall serve as chairperson of the Executive Committee and shall appoint chairs of all standing committees and ad hoc committees as shall be necessary.

**Section 4. Vice President.** The Vice President, in the absence of the President, shall perform the duties of the President and assume such other responsibilities as may be assigned by the Board. Unless unwilling or unable to do so, the Vice President shall succeed to the office President upon the termination of the President's term(s) of office.

**Section 5. Treasurer.** The Treasurer shall make bi-monthly and annual financial reports to the Board. The accounts of the agency shall be audited annually by an independent Certified Public Accountant or firm of Certified Public Accountants recommended by the Treasurer and approved by the Board.

**Section 6. Secretary.** The Secretary shall keep minutes of all meetings of the Executive Committee and the Board and shall maintain an attendance record of the membership of the Board and give notice of all regular and special meetings and shall conduct such correspondence as may be necessary.

#### **Article VI: Executive Committee**

**Section 1. Executive Committee.** The Executive Committee shall be composed of the officers of the Board and the chairs of the Standing Committees.

**Section 2. Quorum.** A quorum of the Executive Committee shall be a majority.

**Section 3. Authority.** The Executive Committee shall have the power to act between meetings of the Board, to make recommendations to the Board and to carry out such other special responsibilities as may be assigned to it by the Board. Final authority rests with the Board; therefore, any interim action should be the first order of business after the

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opening of the meetings.

**Section 4. Chairperson.** The President of the Board shall chair the Executive Committee.

**Section 5. Meetings.** Meetings of the Executive Committee may be called by the President of the Board or at the request of any other member of the Executive Committee.

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**Article VII: Standing Committees and Duties**

**Section 1. Housing Committee.** This committee shall serve as the initial evaluation body for the status of the Transitional Housing Program. The Housing Committee shall have the responsibility for analyzing the information gathered from clients in the Transitional Housing Program and the selection of clients for the Transitional Housing Program.

**Section 2. Executive Committee/Finance Committee.** The Executive Committee shall act as the Finance Committee. As the Finance Committee, this committee shall consider all financial matters pertaining to the Corporation. It shall assume responsibility for the development of an annual budget. It shall review income and expenditures periodically and in conjunction with the Treasurer shall recommend an annual budget to the Board.

**Section 3. Executive Committee/Personnel Committee.** The Executive Committee shall act as the Personnel Committee. As the Personnel Committee, this committee will be responsible for all issues related to personnel, including such things as salary, benefits, personnel policies, etc.

**Section 4. Public Relations/Communications/Fundraising** This committee shall be responsible for public relations, communications, and fund raising activities of The Home Connection. Activities include the development of public relations and communications material (i.e. brochures, newsletters, etc.) and web site. This committee is also responsible for overseeing, coordination and implementing the fund raising activities of The Home Connection.

**Section 6. Committee Membership.** The chair of each committee shall be a member of the Board. Membership on committees shall not be limited to members of the Board.

**Article VIII: Meetings**

**Section 1. Bi-Monthly.** The Board shall meet bi-monthly to transact the official business of the Corporation. The established meeting date for the Board shall be the second Thursday of every other month, unless otherwise determined by the board or the Executive Committee.

**Section 2. Annual.** The Annual Meeting of this Board shall be held on the second Thursday of January.

**Section 3. Special.** Special meetings of the Board shall be called by the President, the Executive Committee, or upon the written request of a majority of the members of the Board.

**Section 4. Notice.** Regular and special meetings of the Board shall be announced either by mail or by telephone, with a minimum of one-week notice given in advance.

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#### **Article IX: Nominations and Elections**

The President shall appoint an ad hoc Nominating Committee composed of at least three members of the Board. The Nominating Committee shall present to the Board at the Annual meeting a slate of persons nominated for election of officers. Pursuant to Article V, Section 4, unless the Vice President is unwilling or unable to serve, the Vice President shall be the sole nominee for the office of President. Nominations shall be made by the Nominating Committee, and nominations from the floor shall be permitted. Election may be by acclamation or written ballot. A majority of the Board members must be present and voting is necessary for election. An abstention does not constitute a vote.

#### **Article X: Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end of the last day of December of each calendar year.

#### **Article XI: Amendments to By-Laws**

These By-Laws may be amended at any meeting of the Board of Directors provided the members have had written notice of the proposed amendment(s) ten days prior to the meeting. An affirmative vote of two-thirds of the Board members present and voting is

required for amendment.

#### **Article XI: Dissolution of the Corporation**

Upon dissolution of the organization, any remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes in accordance with the guidelines set forth by the IRS for 501(c)3/ charitable organizations.

The organization may be dissolved at any meeting of the Board of Directors provided the members have had written notice of the proposed dissolution thirty days prior to the meeting. An affirmative vote of three-fourths of the Board members present and voting is required for dissolution of the organization.

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## **Conflict of Interest Policy for The Village**

#### **Article I : Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article II : Definitions**

**1. Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

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### **Article III: Procedures**

**1. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest.** The following steps should be taken to evaluate each situation on a case-by-case basis:

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

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- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts of Interest Policy.** Conflict of Interest shall be taken seriously, so as to maintain the integrity of the day-to-day operations of the Organization. Please note:

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the

nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

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#### **Article V: Compensation**

Salaries and financial compensation will be considered using the following parameters as safeguards:

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (d) Employees and board members and vendors who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No employee or board member, either individually or collectively, is prohibited from providing information to any committee regarding such compensation.

#### **Article VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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#### **Article VII: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## Article of Incorporation

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Alabama, do hereby certify:

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First: The name of the Corporation shall be The Village.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Birmingham, Jefferson County.

Third: Said corporation 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(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name:

Address:

Name:

Address:

Name:

Address:

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a



corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: 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 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.

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In witness whereof, we have hereunto subscribed our names this day of \_\_\_\_\_  
20\_\_\_\_\_.