

**CHERRY STREET MISSION
CONSTITUTION AND BY-LAWS**

ARTICLE I - STATEMENT OF ORIGIN

Cherry Street Mission Ministries (CSMM) was established as a gospel rescue mission in the city of Toledo, Ohio in the year of 1947. The charter Trustees were: Alfred Kiefer, James DuPre, Claude Griffith, William West, Rev. R. Weckel, Clarence Dodds, Mrs. Helen Bowles, R. Savidge and J.J. Fleck.

CSMM is a “charitable corporation” which is organized and operated exclusively for religious, charitable and educational purposes. (As defined in O.R.C. 5701.13)

ARTICLE II - PURPOSE

SECTION A. - MISSION

Our mission is to transform lives by empowering people to live the abundant life that is in Christ Jesus; and to be a catalyst to mobilize resources to accomplish this mission.

SECTION B. – IMPLEMENTATION-VISION

1. Cherry Street Mission Ministries strives to consistently expand its quality of excellence and scope of services to deliver the “whole” Gospel of Christ Jesus to men, women, and children who struggle with issues that result in homelessness, chemical dependency, and poverty.
2. Cherry Street works to mobilize the “whole Church” as well as the various sectors of the communities that make up NW Ohio and SE Michigan to work together to participate in this effort.
3. Together with the cooperation of participating congregations, individuals, specialized ministries, government, faith based and secular social services agencies, Cherry Street provides discipleship in the Christian faith, emergency shelter, feeding programs, residential rehabilitation, health care, cross agency and congregational referrals, various educational and vocational programs, job placement assistance, resource networking for individuals, agencies, and ministries, distribution of clothing, food, furniture, and major appliances to the public, agencies and ministries that serve those in need.
4. Cherry Street not only serves those with a need to receive; but also those who have a need to give.

ARTICLE III - STATEMENT OF FAITH

- A. We believe that there is one God, existing in three persons; the Father, the Son and the Holy Spirit.
- B. We believe that the Bible is God’s written revelation to mankind, and that it is inspired by God, authoritative, and without error in its original language.

- C. We believe in the deity of Jesus, His virgin birth, sinless life, miracles, death on the cross to provide for our redemption, bodily resurrection, ascension into heaven, present ministry of intercession for us, and His return to earth in power and glory.
- D. We believe that man was created in the image of God, but because of sin, was alienated from God. Only through faith, trusting in Christ for salvation that was made possible by His death and resurrection, can that alienation be removed.
- E. We believe that faith without works is not faith at all.

ARTICLE IV - BOARD OF DIRECTORS

SECTION A - TERM OF MEMBERS

1. Members shall be elected for a term of three (3) years. Directors may be elected for two (2) three (3) year terms after which such member must leave the Board of Directors for a period of at least one (1) year.
2. The term of office of members of the Board of Directors shall commence on July 1, except for the term of office of a member elected to fill a vacancy, which shall begin at time of appointment. Expiration of all terms shall be June 30 of the year in which the term is designated to expire.
3. The term of office of the Board of Directors shall rotate with the terms of one-third (1/3) of the membership expiring each year whenever possible.

SECTION B - NUMBER OF MEMBERS

The number of Board Members shall not be less than nine (9) or more than thirteen (13).

SECTION C - QUALIFICATIONS FOR MEMBERSHIP

A member of the Board of Directors shall be a person who submits to the Lordship of Jesus Christ, who subscribes without reservation to the Mission Statement and the Statement of Faith, and who demonstrates supporting interest in the ministry through financial contributions.

SECTION D – APPOINTMENT OF MEMBERS

1. The Board of Directors shall, in the annual meeting of the Board in April, vote on the appointment of the qualified candidates. Elections shall be by two thirds (2/3) favorable vote of the members present for acceptance.
2. The President and Chief Executive Officer shall be a permanent member of the Board of Directors. His tenure shall only terminate when he or she is no longer employed by Cherry Street Mission Ministries. This is automatic, no vote is necessary.
3. Only members with unexpired terms are eligible to vote.

SECTION E - DISMISSAL OF MEMBERS

1. When a member of the Board of Directors is absent from three (3) regular meetings of the Board in a twelve (12) month period, his or her membership shall be declared vacated. This action is automatic, no vote is necessary.

2. Any Officer or member of the Board of Directors may be removed and/or expelled from membership by a two-thirds (2/3) vote of the members present at a regularly scheduled meeting for failure to act, immoral conduct, abandonment of the Faith or failure to support the purpose and mission of the organization.

SECTION F - AUTHORITY OF THE BOARD OF DIRECTORS

1. The Board of Directors shall engage a President and Chief Executive Officer, set policy, approve the annual budget, and approve the strategic plan for organization.
2. The Board of Directors may grant a release to the President & Chief Executive Officer upon his own request, stated in a written notice of resignation submitted at least thirty (30) days in advance of its effective date; and in the event that it is deemed advisable or necessary, the Board may terminate his services by a two-thirds (2/3) vote.
3. The Board of Directors shall approve all purchases of real estate and sales of real estate.
4. No individual member shall have authority to act alone on behalf of the Board of Directors in any matter.
5. No member of the Board of Directors shall receive any compensation for his services.

SECTION G - OFFICERS OF THE BOARD OF DIRECTORS

1. The Officers of the Board of Directors shall be the Officers of the Corporation during their term of office. Their term of office shall be two (2) years and shall begin at the end of the Annual Meeting when they are elected.
2. An officer shall serve no more than one term in the same office.
3. The Board of Directors shall elect from its membership its officers: Chair, Vice-Chair, Secretary and Treasurer. One (1) member may hold only one (1) office during a given term. New members must serve on the Board one (1) full year before they are eligible to serve as an Officer of the Corporation.
4. No more than one of the current officers whose term is ending may be elected as an officer of the Corporation.
5. The President & Chief Executive Officer shall be permanently appointed as Assistant Secretary/Treasurer in order to conduct ongoing business of the corporation. The Board of Directors may also at its discretion appoint additional assistant secretaries and/or assistant treasurers to perform in whole or in part the duties pertaining to those offices, with such persons not required to be elected members of the Board of Directors.
6. The President & Chief Executive Officer shall direct the work of the corporation and its affiliates in accord with the policies and mandates established by the Board of Directors.
7. Paid staff of the corporation and their spouses, parents, and/or children shall not be eligible to serve as delegates to meetings of the corporation or as members of the Board of Directors.

8. Any member of the Board including the President & Chief Executive Officer is eligible to submit names to the Board for membership.
9. The functions of the Officers shall be:
 - a. **CHAIR:** The Chair shall preside at all meetings of the Board and have all the general powers and duties which are usually vested in the office of the Chair of the Board of Directors, including the power to appoint committees from time to time as may be deemed appropriate to assist in the conduct of the affairs of the corporation and is a member of the Executive Committee.
 - b. **VICE CHAIR:** There shall be one Vice Chair of this corporation. In the event of the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair. The Vice Chair shall Chair the Executive Committee and perform such other duties as shall be prescribed by the Board of Directors.
 - c. **SECRETARY:** The Secretary shall record and maintain the official Minutes of the Board Meetings and any other records as determined by the Board of Directors. He or she shall be responsible for all correspondences of the Board, and be a member of the Executive Committee.
 - d. **TREASURER:** The Treasurer shall be responsible for the oversight of the accounting practices of CSMM, through the Executive/Finance Committee, using an annual external audit process. He or she shall make a report to the Board, and is a member of the Executive Committee.

SECTION H – COMMITTEE OF THE BOARD

The standing committee of the Board shall be the Executive Committee chaired by the Vice-Chair consisting of the following members: Chair, Vice-Chair, Treasurer, Secretary, and CEO.

1. The authority and responsibility of the Standing Committee shall be:
 - a. **EXECUTIVE COMMITTEE**
 - (1) The Executive Committee of the Board of Directors shall consist of the officers of the Board of Directors and the Chief Executive Officer and shall meet at the call of the Chair, Vice-Chair and/or the Chief Executive Officer.
 - (2) The Executive Committee shall handle issues of extreme confidential or sensitive nature, matters of urgency, and issues as assigned by the Board of Directors.
 - (3) The Executive Committee shall be a sounding board for the Chief Executive Officer on any matters and shall serve as a hearing board for personnel grievance matters when appropriate.

- (4) The Executive Committee shall also meet regularly to review the financial statements of CSMM, make recommendations to the Board and/or Chief Executive Officer on any and all matters pertaining to finances, budgets, investments, purchase or sale of real estate, and/or related concerns.
- (5) The Executive/Finance Committee shall be responsible to insure that an annual external audit is performed in a timely manner. A formal report shall be made to the Board of Directors for their consideration and disposition.
- (6) The Executive Committee shall never meet without the knowledge of the President & Chief Executive Officer. The CEO must receive prior written notice and invitation to attend the meeting.

ARTICLE V - BOARD MEETINGS

SECTION A - QUORUM

A simple majority of its membership shall constitute a quorum necessary to conduct official business in a regular meeting of the Board.

SECTION B – TIME OF MEETING

1. The Board of Directors shall meet regularly at a time and place established by vote of the Board. Such time and/or place may be changed by a recorded vote at any regular meeting of the Board.
2. The Board shall never meet without the knowledge of the CEO. During discussions concerning the CEO's performance, evaluation and compensation, he can be asked to leave the meeting and then return once discussions on this matter have concluded.
3. Special Called Meetings may be called by the Board Chair, by a simple majority of the Board, and/or by the CEO. This must be done by a written request given to all members including the CEO. The written request must state the purpose of the Special Called Meeting. The Special Call Meeting must give a minimum of 7 days notice, designate the time and place of the meeting and provide a statement of purpose of the meeting.

SECTION C - ANNUAL MEETING

The annual meeting of the Board of Directors shall be the April Meeting at the end of which all records and items of responsibility are turned over to the newly elected officers.

ARTICLE VI - STAFF

SECTION A - NON-DISCRIMINATORY

In employment practice, Cherry Street Mission Ministries shall not discriminate on the basis of race, color, national or ethnic origin.

SECTION B - STAFF

Staff shall be defined as those persons who have made application for employment with CSMM, who have been hired and are on payroll.

SECTION C – PRESIDENT & CHIEF EXECUTIVE OFFICER

1. The Board of Directors shall appoint a President & Chief Executive Officer (CEO) who shall be the President & Chief Executive Officer of the Corporation and shall have fiduciary and statutory authority for acting on behalf of the Corporation.
2. The CEO shall be one who submits to the Lordship of Jesus Christ and who subscribes to CSMM's Statement of Faith and must have proven administrative ability and a heart of compassion for the lost souls.
3. The CEO shall have authority to hire and dismiss all staff workers and to fix their compensation within the limits of the annual budget approved by the Board of Directors
4. The CEO is charged with the responsibilities of all aspects of the mission, vision, and operations of the corporation.
5. The CEO shall be evaluated once (1) each year by the Board of Directors.
6. The Board of Directors may grant a release to the President & Chief Executive Officer upon his own request, stated in a written notice of resignation submitted at least thirty (30) days in advance of its effective date; and in the event that it is deemed advisable or necessary, the Board may terminate his services by a two-thirds vote.

ARTICLE VII - PROPERTY

- A. CSMM may acquire, own, dispose of, improve, encumber and convey property, real and personal, in conformity with its purpose and objectives and within the laws of the state wherein the property is situated.
- B. The entire property of the organization shall be used exclusively for the furthering of the Gospel of Jesus Christ and such charitable purposes of the Board may pass upon in keeping with Article II.
- C. The official records of all officers and personnel of the organization which pertain to the organization are the property of Cherry Street Mission. In the event of the death, removal, resignation or election of a successor, the records shall pass to the duly appointed successor.

ARTICLE VIII - LIMITATIONS

- A. No earnings or assets of this corporation shall inure to the benefit of any individual or individuals.
- B. No part of the activities of this corporation will pertain to subversive propaganda. This corporation will not endorse, participate in or intervene in any political campaign on behalf of a candidate for public office.

ARTICLE IX- CONFLICT OF INTEREST

The "Conflict of Interest Policy" of the corporation as set forth in this Article shall apply to any business dealings, financial relationship, transaction or arrangement (a "Transaction") between the corporation and an "interested person".

SECTION A- DEFINITIONS

- 1. "Interested Person". For purposes of this Conflict of Interest Policy, an "interested person" means a director, the President, Vice President, Board Chair, Board Vice Chair, Secretary and Treasurer or any other officer of the corporation or any member of a committee of the corporation which enjoys board delegated powers and who has a direct or indirect "financial interest" with respect to the corporation.
- 2. "Financial Interest". For purposes of this Conflict of Interest Policy, a "financial interest" shall exist if a person has, directly or indirectly, through business dealings, investments, family relationships or otherwise:
 - a. an ownership or investment interest in any entity with which the corporation has business dealings, or with which the corporation has entered into or proposes to enter into any Transaction; or
 - b. a compensation arrangement with the corporation or with any entity or individual with which the corporation has business dealings or has entered into or proposes to enter into any Transaction; or
 - c. a potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the corporation is negotiating business dealings or any Transaction.
- 3. "Compensation". For purposes of this Conflict of Interest Policy, "compensation" includes direct and indirect remuneration, gifts or favors which are substantial in nature.

SECTION B CONFLICT OF INTEREST POLICY

The Conflict of Interest Policy of CSMM is as follows:

1. Each interested person shall disclose to the Board of Directors any financial interest of such interested person and all material facts relating thereto.
2. With the interested person excused from such deliberations, the Board of Directors shall determine whether the financial interest of the interested person constitutes a conflict of interest requiring that further steps be taken by the Board of Directors with respect to any deliberations or decisions concerning matters related to such conflict of interest. The interested person may not participate in such deliberations of the Board of Directors or vote on any matters arising from such deliberations.
3. If it is determined that the information disclosed by the interested person concerning a financial interest constitutes a conflict of interest on the part of such interested person, the following procedures shall apply:
 - a. the interested person shall not participate in any meeting or portion of a meeting, discussion, deliberations or votes concerning the transaction, circumstances or matters giving rise to the conflict of interest or otherwise related to the financial interest disclosed;
 - b. if appropriate, a committee of non-interested directors or a non-interested director may be appointed to investigate alternatives to any proposed transaction involving a conflict of interest;
4. if it is determined after exercise of due diligence that the transaction or other circumstances or matter giving rise to a conflict of interest is or are:
 - a. in the best interest of the corporation,
 - b. for the benefit of the corporation,
 - c. fair and reasonable to the corporation, and
 - d. that the corporation cannot obtain a more advantageous transaction arrangement or circumstances with reasonable efforts under all facts and circumstances as then known to the directors;

The transaction may be approved by a majority vote of non-interested directors eligible to vote on such matter.
5. In order to protect this organization's best interests, appropriate disciplinary action shall be taken with respect to any interested person who violates this Conflict of Interest Policy; such disciplinary action need not necessarily be but may include expulsion from the Board of Directors or similar action.
6. The corporation shall keep detailed records relating to any disclosure of a financial interest and/or a conflict of interest. Accordingly, minutes of the meetings of the Board of Directors and all committees with board delegated powers should include:
 - a. the names of persons who disclose a financial interest, the nature of the financial interest and whether the Board of Directors determined that there was a conflict of interest;

- b. the names of the persons who were present for discussions and votes relating to the transaction, circumstances or matters creating or giving rise to such financial interest or conflict of interest, the content of such discussions, including particularly any alternatives to any proposed transaction; and
 - c. a record of any votes taken with respect to the foregoing matters.
7. The corporation shall institute procedures to insure that this Conflict of Interest Policy is distributed to all directors and officers of the corporation and members of any committee of the corporation with board delegated powers. The corporation shall require each such person to sign an annual statement that such person:
- a. received a copy of the Conflict of Interest Policy;
 - b. has read and understands the Conflict of Interest Policy;
 - c. agrees to comply with the Conflict of Interest Policy;
 - d. understands that the Conflict of Interest Policy applies to all committees and subcommittees having board delegated powers.

ARTICLE IX - INDEMNIFICATION

Each member of the Board of Directors, officer, director, agent, employee or volunteer of this corporation, and any trustee, officer, agent, employee or volunteer of any other corporation serving as such at the request of this corporation shall be indemnified by this corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of members or disinterested trustees of this corporation or otherwise.

This corporation shall carry insurance for this purpose.

ARTICLE X - DISSOLUTION

In the event that it becomes necessary to dissolve and terminate the activities of this corporation, the Board of Directors shall distribute the remaining assets, if any after all just expenses have been paid and obligations met, to one or more Evangelical Christian associations, organizations or conventions which at the time of dissolution qualify as tax-exempt Christian organizations under the terms of the U.S. Internal Revenue Code. The Association of Gospel Rescue Missions, if in existence at the time of dissolution and if an otherwise qualifying organization as stated above, shall be considered as a possible recipient of the assets of the corporation.

ARTICLE XI - AMENDMENTS

Except for Article III - Statement of Faith, this Constitution/By-Laws may be amended by a two thirds (2/3) vote of the members present at a regular meeting of the Board of Directors, after discussion of the proposed amendment during at least one of the quarterly meetings thereof immediately preceding the meeting at which the vote is taken. Article III - Statement of Faith must always reflect the historic Christian Faith.

Adopted by action of the Board of Directors, January 18, 2005.