

MUSTARD SEED BYLAWS

Adopted June 21, 2010

PREAMBLE

We acknowledge and accept our responsibility to strive towards the fulfillment of our mission, which is to meet the spiritual, physical, emotional, and intellectual needs of mentally challenged adults by providing a loving and protected Christian community and meaningful activities that allow the participants to fulfill the potential that God is creating within them.

Therefore, we, the Board of Trustees of The Mustard Seed, Inc., in order to promote the cause of Christ among the mentally challenged, provide care for the residents of this community, secure adequate financial resources for its successful operation, and govern this not-for-profit organization according to firm accountability and stewardship, do hereby establish these By-Laws and agree to abide by them in all matters of governance.

ARTICLE I. OFFICES

The principal office of the organization shall be located in the greater Jackson, Tri-County Mississippi, and Metropolitan area. The Organization may have such other offices, either within or without the State of Mississippi, as the Board of Trustees may designate or as the business of the Corporation may require from time to time.

ARTICLE II. CALENDAR

The Mustard Seed shall operate on a fiscal year of May 1 - April 30. The Board of Trustees shall operate on a calendar year of August 1 – July 31.

ARTICLE III. MEMBERSHIP

The Membership of the Corporation shall be composed of the members of the Board of Trustees.

ARTICLE IV. TRUSTEES

Section 1. Members

The Trustees of the organization shall be no fewer than eight (8) in number, two of which shall represent the Residential and Day Client Parents or representatives. The President or Chairperson of any supporting volunteer auxiliary branch of Mustard Seed shall have a seat on the non-voting Advisory Board during his or her year of service. The Trustees may consider a seat on the Advisory Board for the President, Chairperson, or their designee of any other group supporting the organization.

Section 2. Election of Trustees

The Nominating Committee shall draw a slate of candidates from a pool of prospective candidates in the spring of each year in order to fill vacancies of Trustees rotating off the Board or to fill any resignations.

The Nominating Committee shall be comprised of the President, President-Elect/Vice President, Treasurer and two (2) trustee-at-large and it shall be chaired by the President. The slate of new Trustees selected by the Nominating Committee shall be presented for vote by the Board at the final Board meeting of the year. The new Trustees shall begin attending the regularly scheduled Board of Trustees meeting following their election.

Section 3. Trustees Emeriti

The Board of Trustees may elect one or more life-time trustees to serve as nonvoting Members Emeriti of the Board.

Section 4. Terms of Office

The Trustees shall be elected by the Board to serve a term of three (3) consecutive years. A Trustee may be elected to serve two consecutive terms but must rotate off for at least one year prior to election of a third term. Notwithstanding the previous sentence, a Trustee may serve a third term without rotating off of the Board if the Trustee will be serving in the office of President, or President-Elect Vice President or serving on the Executive Committee. However, under no circumstances can a Trustee serve a fourth term without rotating off of the Board for at least one year.

Section 5. Resignation or Removal from Office

Any Trustee may resign at any time by giving written notice to the President, the Secretary, or the full Board. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time acceptance by the President, the Secretary, or the Board of Trustees.

Any Trustee who is unable to attend a meeting shall, in writing addressed to the President or Secretary, state the reason for his or her absence; if the reason is accepted by the President or Secretary, the absence shall be excused. Any Trustee who is absent without accepted reasons from two consecutive regular meetings or three nonconsecutive regular meetings of the Board of Trustees during a single administrative year may be asked to vacate his or her position as Trustee.

Any Trustee who shall fail to abide by the Board of Trustees Rules & Responsibilities or who acts contrary to the Standards of Conduct and Attention for all Trustees shall be asked to resign from office by the President in the presence of one other officer.

Any Trustee who shall incur liability on behalf of the Mustard Seed without previously obtaining the authority of the Board of Trustees or act in an otherwise

unilateral manner shall be asked to resign from office by the President in presence of one other officer.

A candidate from the Nominating Committee list of prospective Trustees shall be appointed by the President to fill the remaining term.

Section 6. Quorum

A quorum shall consist of one more than half (1/2) of the Board of Trustees.

ARTICLE V. ADVISORY BOARD

The organization may retain an Advisory Board of Trustees consisting of any number of members as appointed by the President on an annual basis for any number of consecutive terms.

Advisory Board members will provide advice and support to the President and the Board of Trustees as needed. The Advisory Board will be non-voting members of the Board, with their numbers not affecting quorum. Advisory Board members are not members of the corporation.

ARTICLE VI. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular meetings

The Board of Trustees shall hold regular meetings for the conduct of ordinary business at a schedule and frequency determined by the President, provided that the Board meets at least once during each quarter. In addition to regular meetings, an annual Board retreat may be held.

Section 2. Special Meetings

Special meetings of the Board of Trustees may be called at any time by the President. A special meeting of the Board of Trustees may be called by the President upon a request of three or more Trustees.

Section 3. Meeting Notices

A written notice of the time and place of meetings of the Trustees shall be sent by the Executive Director to each Trustee no later than ten (10) days prior to the date of the proposed meeting. Meetings may be conducted in person or via conference call.

Section 4. Waiver of Notice

Meetings held and actions taken without notice as provided in these bylaws shall be valid if each Trustee entitled to notice (i) participates in the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting; and (iii) such written consents or approvals are filed with the records of the meeting.

Section 5. Telephone and Internet Voting

Action of the Board may require Trustees to participate in and respond to motions created as a result of conference call meetings or email requests. Motions made on the conference calls will be recorded by the Secretary and President. Motions requested via email will require the Trustee to respond to both the Secretary and the President via return email.

ARTICLE VII. OFFICERS OF THE BOARD

Section 1. Officers

The officers of the Trustees shall consist of a President, President-Elect Vice President, Secretary, Treasurer, and such other officers as may be deemed necessary. All officers of the Organization shall be selected from the Trustees by the Nominating Committee with the approval of the full Board. All officers, with exception of the President-Elect Vice President, shall serve a term of one (1) year, and may be re-elected for any number of one year terms. The President-Elect Vice President may be asked to commit to a two year term, one year as President-Elect Vice President and one year as President. The officers shall be responsible to the organization for all official actions. Any officer of the Trustees may be removed from office at the will of the Trustees for cause at any time by majority vote of the trustees.

Section 2. Election of Officers

A slate of proposed officers shall be prepared by the Nominating Committee in the spring of each year. The slate of new Officers proposed by the Nominating Committee shall be presented for vote by the Board at the final Board meeting of the year.

Section 3. President

The President shall be the principal officer of the Organization. He or she shall preside at all the meetings of the Trustees and the Executive Committee. He or she shall be a member ex-officio of all committees and shall appoint committees not otherwise provided for. The President may perform other such duties as are necessarily incident to the office of President or as may be prescribed by the Trustees. After completion of his/her term as President, he or she shall serve one year on the Executive Committee as Past-President.

Section 4. President-Elect Vice President

The President-Elect Vice President shall serve a one year term where, in the absence of the President, he or she shall preside and perform all of the duties pertaining to that office.

Additionally, he or she shall have such other duties as the President or Trustees may assign.

After completion of the one-year term as President Elect Vice President, he/she has traditionally been asked to step up to serve a one-year term as President, fulfilling all of the responsibilities pertaining to that office.

Section 5. Secretary

The Secretary shall ensure that notice required by these by-laws is given and shall attend all meetings of the Board to keep a record of all proceedings. Specifically, the Secretary shall record and preserve the minutes of the meetings of the Trustees and the minutes of the Executive Committee. The Secretary shall attest to such recordings as may be required for the transaction of the Organization's business. The Secretary may perform any other duties incident to the office of Secretary or assigned by the President or the Trustees.

Section 6. Treasurer

The Treasurer shall work with staff to develop the annual budget, review, and monitor all financial statements of the Organization in relation to the approved annual budget, and develop sound financial planning for the Organization.

Section 7. Official Signatures

All official papers, documents, contracts, and other written instruments necessary to carry on the affairs of the Organization and the work of the Trustees shall be signed by the President or such other person or persons as may, from time to time, be authorized by the Trustees. All checks drawn on the account of the Organization shall be signed by any of the following, the President, President-Elect Vice President, Executive Director, Treasurer, or some other person designated by the President. All checks written over \$5,000 shall require two official signatures.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section 1. Search and Employment

The Trustees, working through a search committee appointed by the President and comprised of members of the Board, shall employ an Executive Director. The Executive Director shall be the chief executive officer of Organization to implement all plans, policies, and programs of the Organization. He or she shall serve at the will and pleasure of the Board of Trustees. The Executive Director shall be salaried and shall be directly responsible to the Board of Trustees.

The Executive Director shall be reviewed at least annually by the Executive Committee, which shall present its recommendations to the Trustees.

Section 2. Personnel Policy

The Executive Director, with the approval of the Executive Committee or the Board of Trustees, shall be authorized to employ/terminate employment of staff, personnel, and others as necessary to operate the programs of the Organization. Such employment shall be consistent with the policies established by the Trustees and budget limitations approved by the Trustees. Procedures shall be formulated by the Executive Director for selecting new employees and for evaluating personnel performance, and shall be submitted for review and approval by the Trustees

Candidates for positions that report directly to the Executive Director will be interviewed and approved by the Executive Committee prior to any offers of employment. All employees will be subjected to an annual review.

Section 3. Voting Privileges

The Executive Director shall serve as an ex officio member of the Board of Trustees without vote.

ARTICLE IX. STANDING COMMITTEES

Section 1. Executive Committee

There shall be an Executive Committee composed of the President, President-Elect Vice President, Past President, Secretary, and Treasurer. The Executive Director shall serve as an ex-officio member of the Executive Committee without vote. The Members of the Executive Committee shall hold offices for one (1) year or until their successors are duly elected. Three (3) members shall constitute a quorum at any meeting of the Executive Committee. The Executive Committee shall have charge of the affairs of the Organization during the interim of the meetings of the Trustees and shall report its transactions to the Trustees at the regular meetings of that Board, and in the temporary absence of any officer or employee, appoint a person to perform the duties of each officer or employee. It shall further be the duties of the Executive Committee to examine and approve new, unbudgeted expenditures of an amount over \$1,000.00. Minutes of all meetings of the Executive Committee shall be mailed or emailed to all Trustees prior to the next meeting of the Board of Trustees.

Section 2. Nominating Committee

The Nominating Committee shall be comprised of the President, President-Elect/Vice President, Treasurer and two (2) trustee-at-large and it shall be chaired by the President. The Nominating Committee shall draw a slate of candidates from a pool of prospective candidates identified in the spring of each year in order to fill vacancies of Trustees rotating off the Board or to fill any resignations. The slate of new Trustees selected by the Nominating Committee shall be presented for approval by the Board.

Section 3. Community Relations Committee

The Community Relations Committee is a standing committee whose members consist of at least three members at large from the Board of Trustees or community, and appropriate staff. The Community Relations Committee shall act on behalf of the Trustees to cultivate and formulate communication plans that further the Mission of The Mustard Seed.

Section 4. Development Committee

The Development Committee is a standing committee whose members consist of the Development Committee Chairperson (a member of the Board of Trustees), an officer, or representative from the Mustard Seed Auxiliary, and at least two members at large from the Board of Trustees or community. The Development

Committee is responsible for planning and tracking all fund raising efforts of the Mustard Seed.

Section 5. Client Services Committee

The Client Services Committee is a standing committee whose members consist of the Client Services Committee Chairperson (a member of the Board of Trustees), two members at large from the Board of Trustees or community, and appropriate staff. The Client Services Committee will meet as needed to review mission compliance, set direction, and oversee the admissions, grievance, probation, and dismissal policies of the programs. The Client Services Committee will be responsible for ensuring that the Client Handbook is up-to-date and accurately reflects the programmatic policies of the Organization.

Section 6. Planning Committee

The Planning Committee shall be a standing Committee whose members consist of the Planning Chairperson (a member of the Board of Trustees), and at least two members either from the Board of Trustees or community, appropriate staff and the Executive Director. The Planning Committee shall meet as needed but at least quarterly, to plan for the maintenance of the physical plant, physical growth, and expansion of the Organization. Planning should reflect short-term, mid-range, and long-term growth needs of the Organization.

ARTICLE X. SPECIAL COMMITTEES

The President shall have the authority to create such special committees as may, from time to time, be necessary or desirable for the proper transaction of business and supervision of the affairs of the Organization. A minimum of three (3) members shall serve on a special committee; at least one Trustee with other members who may be selected from the community.

ARTICLE XI. BACKGROUND CHECKS

Every officer, director, partner, employee, volunteer, parent volunteer or agent shall submit the necessary information to undergo a background check as required by the Board of Trustees. Such background check will take place before assuming any duties at the Mustard Seed.

ARTICLE XII. INDEMNIFICATION

The Corporation shall, by resolution of the Board of Trustees, provide for indemnification by the Corporation of any and all of its Trustees and officers or former Trustees and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been Trustees or officers of the Corporation, except in-relation to matters as to which such Trustee or officer or former Trustee or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated

on the existence of such liability for negligence or misconduct. The corporation shall purchase insurance for such indemnification.

ARTICLE XIII. RULES OF ORDER

The parliamentary rules in Robert's Rules of Order, as may be revised, shall govern all deliberations when not in conflict with these bylaws. The order of business may be altered or suspended at any meeting by a majority of votes cast by the Trustees present.

ARTICLE XIV. AMENDMENTS TO BY-LAWS

The By-Laws of the Organization should be reviewed annually by the Board of Trustee's Secretary, President, and Executive Director with amendments, alterations, additions, or deletions presented for discussion to the Executive Committee. The revisions should then be presented to the Board of Trustees for a majority vote at any annual, special, or regular meeting