

# CARITAS

**Why Statement** – United by our compassion, we help our most vulnerable neighbors break the cycles of homelessness and addiction to regain their dignity.

## Values

- **Innovation:** Mobilizes us to push for solutions that inspire, engage, and energize others while moving goals, people, processes and our mission forward. Innovation creates and fosters an environment where resourcefulness, risk-taking, thoughtful creativity and continual self-reflection fuse to form powerful and transforming results.
- **Integrity:** Calls us to hold ourselves to the highest standards as a model to our clients, peers and community. We are committed to keeping our word in all things and never compromising our values, doing all things for the benefit of our clients, partners and mission.
- **Passion:** Empowers us with a belief in our mission and the energy, enthusiasm and perseverance to carry it out. Passion commits us to sacrifice, to be dedicated and to strive for excellence in everything we do.
- **Honor:** Compels us to interact with and affirm all people with the highest degree of respect. We place immeasurable value on the unique gifts of each human being and the contribution that he or she can make in the world.
- **Servant Leadership:** Leads us to put service before self in all our interactions with each other and with the community that we serve. It fosters shared successes and is preferable to individual gain.
- **Achievement:** Commits us to an unwavering desire to produce extraordinary outcomes. We will clearly measure the results of our work and use them to achieve goals that support our mission and positively impact the community.

## 2017 CARITAS Board of Directors

### President

Dena Frith Moore, Community Volunteer

### Vice President

Stevie McFadden Toepke, Flourish Interiors, LLC

### Treasurer

Michelle Nelson, The Community Foundation

### Secretary

Alexandra (Ali) Bayler, University of Richmond - Spider Management

Bill Biedenharn, Community Volunteer

Matthew Bryant, WorkComp Strategies

Karen Buchanan, U.S. Trust/Bank of America

Earl C. Cox - The Martin Agency

Sheila Freeman, Philip Morris USA

A. Brooks Hock, Williams Mullen

Alison Keller, Capital One

Reba Mendoza, Williams Mullen

Helen "Missy" Ryan, Community Volunteer

H.B. (Tom) Thomson III, Thompson, Siegel & Walmsley, LLC

Dick Upton, UPTON GROUP

D. Eugene Webb Jr., Community Volunteer

Jeffrey Wilt, The Monument Group

### Chief Executive Officer

Karen J. Stanley

CARITAS Shelter

CARITAS Furniture Bank

CARITAS Works

The Healing Place

**AMENDED AND RESTATED  
BY-LAWS OF CARITAS**

Date Adopted: July 1, 2012

**ARTICLE I - GENERAL**

**Section 1. Name**

The name of the corporation shall be CARITAS (hereinafter referred as the "Corporation").

**Section 2. Office**

The principal office of the Corporation shall be located at such place in the Richmond, Virginia metropolitan area as the Board of Directors of the Corporation (the "Board") shall designate.

**Section 3. Seal**

The Corporate seal shall have inscribed on it the name of the Corporation.

**ARTICLE II -- PURPOSE**

The Corporation is organized and shall be operated exclusively for the purposes defined in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") and exclusively for charitable and educational purposes as may qualify it for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor provisions.

**ARTICLE III -- MEMBERSHIP**

**Section 1. Election of Members**

Each member of the Board and any person or congregations thereafter accepted into membership by the Board shall constitute the members of the Corporation ("Members"). Any congregation which desires membership in the Corporation, agrees with the purposes of the Corporation defined in the Articles of Incorporation, and makes or agrees to make an annual contribution of time, resources, or materials to the Corporation, in accordance with such purposes, will be accepted, upon request and application, into the membership of the Corporation by vote of the Board. Members shall have no voting rights.

**Section 2. Term of Membership**

Membership in the Corporation shall continue as long as the conditions in Article III, Section 1 above are met, except that any Member may resign at any time.

**Section 3. Record of Members**

The Secretary, or other person designated by the Board, shall keep a record of names of congregations who are accepted as Members.

**ARTICLE IV -- DIRECTORS**

**Section 1. General Powers**

The business and affairs of the Corporation shall be managed by the Board and, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, all of the powers of the Corporation

shall be vested in the Board. The directors shall not at any time take any action inconsistent with the purposes set forth in the Articles of Incorporation and, specifically, shall take no action prohibited by or to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended.

## **Section 2. Board of Directors**

**Number and Quorum:** By a majority vote of the Board, the Board may establish, increase or decrease the number of directors; provided, however, that the number thereof shall not be less than 13, nor more than 25, and shall be divided into classes as set forth in the Articles of Incorporation. Any other persons designated by the Board shall be advisory to the Board. A majority of the directors serving at the time of any given meeting shall constitute a quorum for the transaction of business. One seat on the Board shall be reserved for a former homeless person.

**Duties:** Each director shall support the purposes of the Corporation set forth in the Articles of Incorporation, shall attend regular Board meetings and shall serve on at least one (1) Board committee. Directors who miss more than three (3) meetings in one year or who fail to actively serve on his or her Board committee(s) may be asked to resign from the Board.

**Vacancies:** Vacancies on the Board or among officers may be filled by a majority vote of the remaining directors.

**Meetings:** Meetings of the Board shall be held at the discretion of the Board, at a place designated by the President. The Secretary shall give at least twenty-four (24) hours notice by letter or telephone to Board members of all Board meetings provided that any Board member may waive any failure to receive timely notice. Any action of the Board may be taken without a meeting by conference call, unanimous consent, or otherwise as provided under the applicable provisions of the Virginia Code.

**Committees:** The Corporation shall have one or more committees as the Board deems necessary.

## **ARTICLE V -- PERSONNEL**

### **Section 1. Officers**

**Term:** The officers of the Corporation shall be an Executive Director, President, Vice-President, Secretary and Treasurer. The officers shall be elected annually by the Board by a majority vote. No two offices may be combined in the same person. Each officer shall serve for one (1) year and may be re-elected. Any officer of the Corporation may be removed with just cause, at any time, by resolution passed by affirmative vote of a majority of the Board.

**Duties:** The officers shall have such duties as generally pertain to their offices, as well as such powers and duties as from time to time shall be conferred by the Board. The Treasurer shall not be required to handle the routine expenses and bookkeeping of the Corporation.

### **Section 3. Other Staff**

The Board shall authorize staff positions as required. The Executive Director shall supervise the recruiting, hiring, training, evaluate, and discharge of staff members.

## **ARTICLE VI -- INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation against any liability specified in Section 13.1-875, et seq. of the Code of Virginia and upon the terms thereof and incurred by that person in any such capacity or arising out of that person's status as such director or officer and as set forth in the Articles of Incorporation.

## **ARTICLE VII -- MISCELLANEOUS PROVISIONS**

### **Section 1.       Fiscal Year**

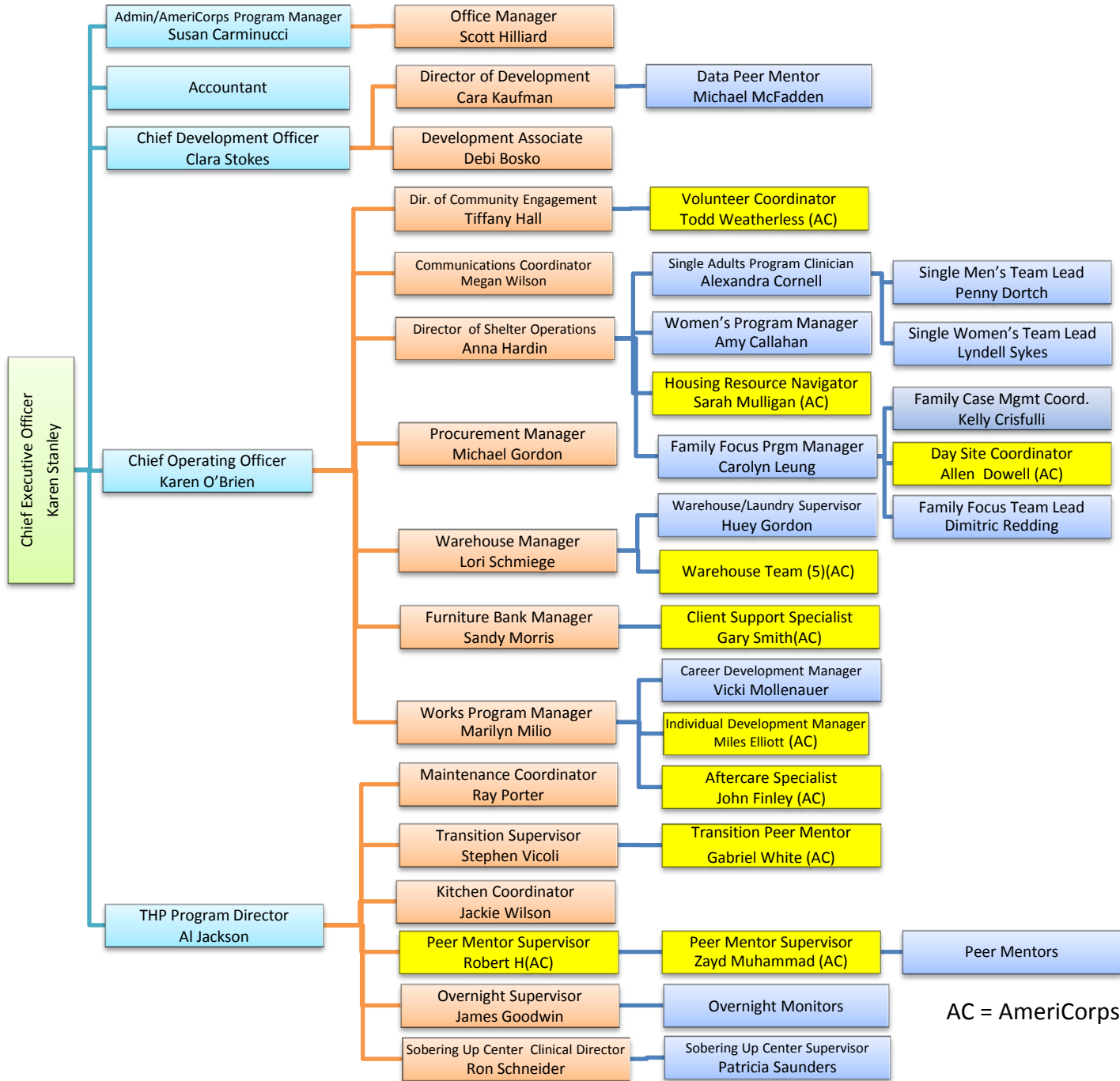
The fiscal year of the Corporation shall be July 1 through June 30 each year.

### **Section 2.       Contracts, Checks, Notes and Drafts**

All contracts, checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board from time to time may authorize.

### **Section 3.       Amendment of By-Laws**

These By-Laws may be amended, altered, or repealed by the Board at any meeting except as otherwise herein provided. Such change will take effect immediately. However, any change to the purposes of the Corporation defined in the Articles of Incorporation shall not take effect unless approved by seventy-five percent (75%) of the Board members actually elected and serving at the time of the proposed change.



AC = AmeriCorps