

Iron County Care and Share Organization

Mission and Vision

The current versions of the mission and vision statement were developed during a strategic planning session in October of 2013. They were approved by the full Board of Directors November 18, 2013.

Mission Statement

The mission of Iron County Care and Share is to provide compassionate assistance and resources to individuals and families in need, creating opportunities for increased stability and self-sufficiency.

Vision Statement

Iron County Care and Share respects individuals' values and dignity through a unified organization that accepts diversity and encourages a community of trust.

In so doing, Iron County Care and Share:

- Nurtures creativity and communication among clients, staff, Board and community members, to
- Evaluate, adjust and adapt services and programs to effectively and efficiently meet goals and objectives.

Background Data on Homelessness and Poverty

These are resources currently available within Utah and the U.S. that provide a good overview of homelessness, poverty and other related issues. Relevant sections of many of the reports have been highlighted for reading.

Copies of these files are available on the password protected section of the Intranet for the Board of Directors.

State Homeless Coordinating Committee

- *State of Utah - State Homeless Coordinating Committee (SHCC)*
 - Online: <https://jobs.utah.gov/housing/homelessness/shcc/>
- *The State of Utah Strategic Plan on Homelessness*
 - Online Document:
<https://jobs.utah.gov/housing/homelessness/shcc/documents/homelessnessstrategicplan.pdf>

Iron County Local Homeless Coordinating Committee

- Online: <https://ironcountylhcc.org/>

Community Action Partnership of Utah

- *2017-2019 Annual Report on Poverty in Utah*
 - CAP Annual Report on Poverty
 - Online: https://drive.google.com/open?id=1wuYfi8e8vr_64gANd0SYLesBJVW_R06X

Utah Annual Report on Homelessness

- Online: <https://drive.google.com/open?id=1ZNxOBlbTqK5Tdiv47WWQI4hPjJyPpf0m>
- Homeless Data Dashboard: <https://jobs.utah.gov/housing/homelessness/homelessdata.html>

Utah's FCAOG Reports

- Five County Association of Governments Consolidated Plan
 - Online: <http://www.fivecounty.utah.gov/info/report/index.php>
 - Online: <http://www.fivecounty.utah.gov/>

Utah's Intergenerational Poverty Initiative

- Utah's Eighth Annual Report on Intergenerational Poverty
 - Online: <https://jobs.utah.gov/edo/intergenerational/>

Other Resources

- Million Dollar Murray
- *Recommended Reading*
 - *Entire article*
- Richard's Reality: The Costs of Chronic Homelessness in Context
- *Recommended Reading*
 - *Executive Summary, pp.i-iii*
- Housing First/Harm Reduction Model: The Philadelphia Project (Capstone Project by Rutgers University student)
- *Recommended Reading*
 - *Recommendations, pp.31-37*

Federal Resources

- U.S. Census Bureau *State & county Quickfacts: Iron County, UT*

Services Available

- *Food Pantry* provides a monthly food box supplement for those who meet the poverty guidelines and a weekly distribution of bread, bakery goods, dairy products, and produce donated from local grocers.
- *Emergency Assistance* for individuals needing help with rent, utility payments, medical expenses, auto repair, and transportation for employment. Vouchers from local stores are available for clothing, furniture, linens and household items to low-income individuals.
- *Emergency Homeless Shelter* provides lodging, showers, laundry facilities, two hot meals daily, sack lunch and case management to individuals and families who are homeless or temporarily displaced.
- *Case Management* is provided to individuals in all programs to help set and work toward goals based on each individual's needs and plans. Referrals are made to all related agencies for required services.
- *Holiday Assistance*, managed with SUU's Community Engagement Center, helps qualifying families with holiday gifts for children and a holiday meal.

How to Help

Understand the issues:

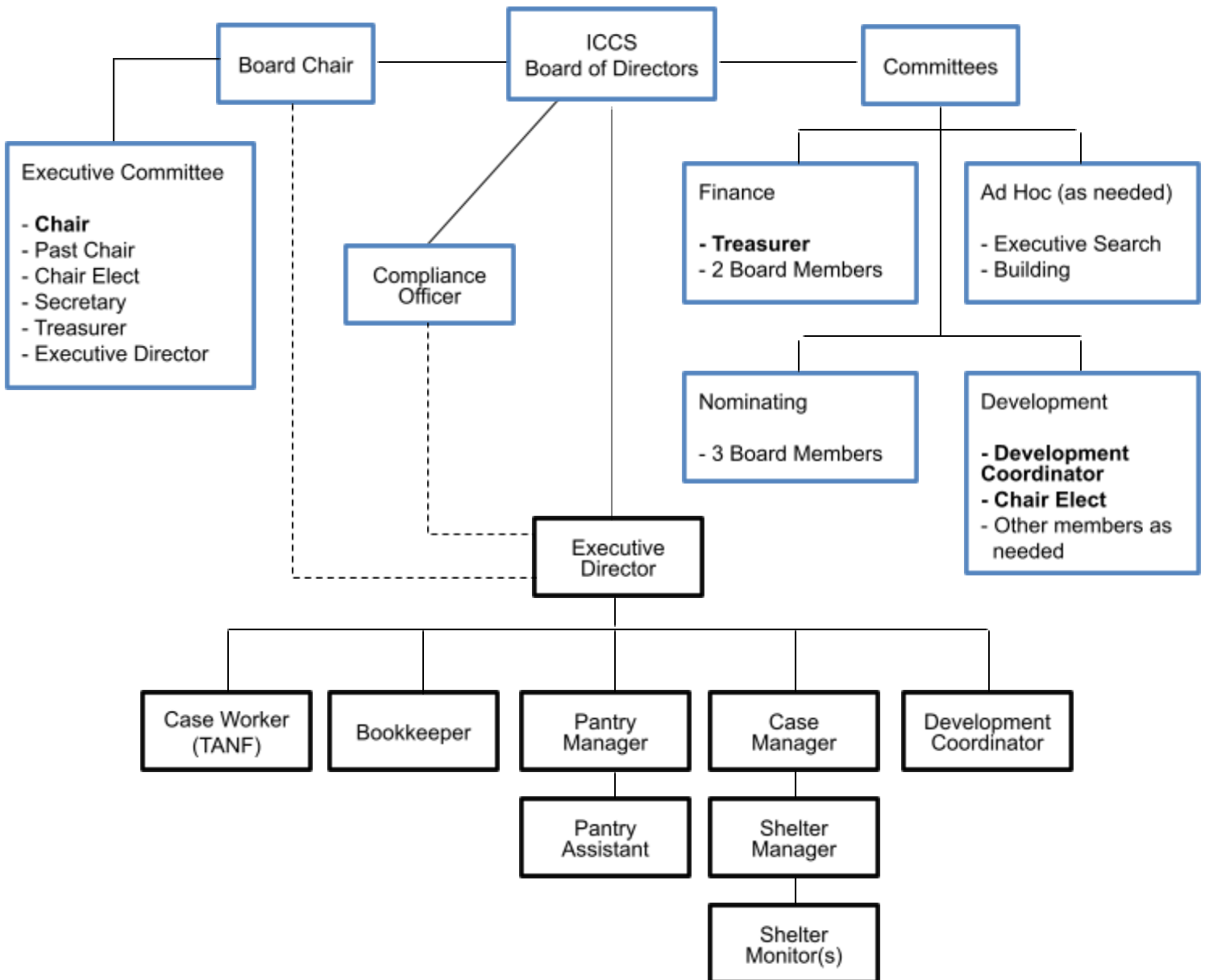
- Educate yourself about the true facts of poverty and homelessness.
- Don't fall for stereo-type distortions.

Provide Support:

- Volunteer.
- Educate the people you know about poverty and homelessness.
- Write letters to the editor in support of the poor and homeless.
- Write or talk to political leaders in city, county, state, and federal government.
- Give monetary donations (contact staff to set up regular monthly donations).
- Give food and other daily living essentials.
 - Non-perishable canned and dry goods.
 - Garden produce.
 - Diapers.
 - Cleaning supplies
 - Toiletries

Organizational Chart

This sample is left in place as a reference item.



Key

- Direct Report: ultimate authority.
- Ancillary Report: regular communication.
- Bold** Committee Chairs
- Blue boxes Board of Directors
- Black boxes Employees

Facilities

Food Bank and Pantry

222 W. 900 N.



Emergency Shelter

224 W. 900 N.



History

A Report of the History of Iron County Care and Share

1983 to 2001

Prepared by: Al Klein, 2001

The history of a people is significant only wherein it adequately defines the initial and developing purpose of that people and accurately records that development.

Recognizing a need, a diverse group of church persons and other citizens, late in 1983, conceived a plan to provide food staples and temporary (transitional) housing for persons requiring help in those areas of want. The organization was named "Iron County Care and Share." "Helping people help themselves by restoring hope and dignity through self-sufficiency and stability!" eventually became the appropriate slogan for the gathering of care-givers.

An initial meeting in late 1983, called by the Rev. John O. McCandless, then pastor of Community Presbyterian Church, invited representatives from the several Protestant churches of the area and Christ The King Roman Catholic Church to address the issue of ministering to the hunger and shelter needs of people in the Iron County community, and transients, seeking help in those matters. It was agreed that the coordination of addressing such requests would improve the quality of ministry to the needy over the existing circumstance of each church responding to appeals individually. The group met in what was then the Manse of the Presbyterian Church located just west of the church building at 200 N and 100 E Streets. Among those attending were: the late Ethel Stark, Carol Acton, Linda Eggan, Elaine and John McCandless, Father James Blaine and Scott Kline of the Utah State Welfare Department (to later become the Department of Human Services). Churches represented included: Church of Christ, St. Judes Episcopal, Cedar City Assembly of God, First Baptist, Community Presbyterian, Christ the King Roman Catholic, Trinity Lutheran, Zion Baptist and Valley Bible Church.

At a second convening, December 12, 1983, a governing board was established. Ethel Stark of the Presbyterian Church was named Chairperson, Scott Kline Co-chair and Carol Acton of Trinity Lutheran Church, became Secretary-Treasurer. It was determined that the Board of Directors should consist of one lay representative from each church participating and one representative from "Community Services." The strong assistance of Ruth McGee, director of St. George Care and Share, was clearly recognized.

Begun as a food bank, federal commodities were initially provided for persons facing hunger. Community need soon required donations for food from residents. A building was acquired late in 1984 from which to conduct the operations of Care and Share. This was a home, owned by Cedar City Corporation, located at 143 East Center Street at what is now part of the parking area for the Hall of Justice at East Center Street and 100 East Street. Iron County Care and Share opened for business at that location December 19, 1984. With financial aid from the Human Services Department as well as the participating churches, overnight housing, food commodities and some counseling were available to persons of such need. An important

source of support came when Iron County Care and Share was accepted as an agency of the Five Counties Association of Governments. Lloyd and Sandy Goetz were the first directors.

In short time the building being used by Care and Share became unavailable as it was to be razed to provide parking space for the Hall of Justice. Cedar City offered to donate the building to Care and Share with the proviso that it be sold and then removed. Somewhere between three and four thousand dollars was realized. With this, a search for a new location began. A building at 140 East 400 South Street was found. It was learned that prudent use of available funds recommended purchase of the property as rental costs would exceed those of mortgage payments. Additional support came from local churches and the Five Counties Association of Governments (FCAOG) which enabled sufficient support with which to proceed.

In order to engender Iron County Care and Share to become a broader community program of ministry, the Board determined to invite the community of Churches of Jesus Christ of Latter-day Saints to share in the program and select two representatives for Board membership. There was response to this invitation as well as donations of \$2500 each from two of the Wards.

Demand for services continued to increase. Soon the 400 South Street building proved too small, both for housing and food storage and distribution. Additional space was added directly west of the original structure; but even this addition soon became inadequate, particularly as the annual "Scouting For Food" good turn program provided considerable amounts of foodstuffs for Care and Share to distribute. Temporary storage space was offered at the LDS Cedar Stake building across the street from Care and Share. Thus, even more space, particularly for food storage, was added in 1990, again west of the existing structure.

An act of business by the Episcopal Diocese of Utah, in 1990, became significant to Care and Share. The church sold its hospitals and placed the resulting funds into investments, the proceeds of which would aid various social ministries. Care and Share applied for support, and the church responded with what was to become an annual gift of over \$1,000.

As Care and Share continued its growth with its assistance to those in need, both transients and residents, the FCAOG increased its support, drawing also from state sources of funding. The mortgage, plus the cost of the two building additions were satisfied, thus improving the effectiveness of financial income toward serving the needs of people.

Applicants for emergency housing were required to be referred by a church, state agency or police. Procedures for distribution of surplus food for low income families were developed.

The ministries and services of Iron County Care and Share continued to expand in accordance with the need and demands of those in need. In 2001, it was realized that the facility on 400 South Street could no longer amply fulfill the agency's purpose. A search ensued for a place where facility expansion sufficient to the need might be realized. Property of over 4 acres was acquired on 900 North Street and plans began for a new building there.

Included with this account are: "Utah's 1990 Comprehensive Homeless Assistance Plan," a response thereto, "Personnel Guidelines for a Resident Manager," "Philosophy and Purpose of Care and Share," and a revision, "Guest's House Rules," "Iron County Care and Share House Rules," "Southwest Utah District Health Department Guidelines for Temporary Food Operations," a "Review of the position of - President, Vice-President, Secretary, Treasurer, Coordinator, Commodity Distributor and Resident Assistant at the House," a "Proposal for Executive Director," "Length of Stay Policy," "The Iron Co. Care and Share Shelter," and a paper titled, "The Beginnings of Iron County Care and Share," dated February 3, 1997. The absence of meeting minutes for a period of several years diminished resources of study for this history. However, news clippings and copies thereof pursuant to actions of Care and Share help in telling the story of the agency.

We are indebted to The Rev. John O. McCandless, Pastor Emeritus, Community Presbyterian Church, and personal friend, for his extensive assistance in this project and for the information and printed material he made available. We further appreciate the assistance of Sister Yvonne Hatt of Christ the King Roman Catholic Church. Former Board members Lydia Austin of the Iron County Sheriff's Office and Mary Jane Little of Christ The King Roman Catholic Church deserve our gratitude for their generous assistance in making available copies of records in their possession and the expression of their recollection of their time of service to Iron County Care and Share which added much information to this effort.

2002 - 2003

By Al Klein

Preparing to improve its ability to fulfill its purpose in the future highlighted actions of Iron county Care and Share in the year 2002.

While at the same time raising the level of client care, ICCS examined and looked to measures by which the quality of care could be improved.

Much thought and action went into a study of how to best put to use new property on 900 North Street. At year's end, it became clear that a replacement building for our present facility should be developed first with facilities expanded from those present to better facilitate temporary housing and food distribution. Then, when conditions evolve, a regional food distribution center may be erected on the property.

The matter of funding became a first priority and the pursuit of available grant money began.

2003 found Iron County Care and Share turning its direction back to the initial concept of use of the property on 900 North Street. The greater need came back to that of a food distribution center which was the first plan considered even before the land became available. Plans for funding began. Also underway were long-range plans for additional buildings to address the needs for short-term and transitional housing on the same site.

Veronica Garner-Wilson resigned as Executive Director in July, and John Hamilton was selected as successor. His experience in administration and fundraising pursuits were recognized as strengths much needed at this time in ICCS' history.

Economic conditions and a population increase brought broadened demands on the agency's services, which were well met considering financial restraints. A Policy and Procedures Manual was prepared for employees. The By-Laws and Articles of Incorporation were revised and approved.

2004

By Diane Shirley

A Capital Campaign to raise money for the new pantry was the main concern of the year. Things were in place to get it launched when John Hamilton, Executive Director, discovered some discrepancies in the financial records. After a thorough audit and legal procedures, former Executive Director, Veronica Garner-Wilson, was found guilty of fraud. She did make full restitution. The capital campaign finally got going the later part of the year. By the end of December, over \$100,000 was donated to the building fund.

In the late summer, John Hamilton resigned as Executive Director. Carol Bolsover was appointed to that position. She has been with ICCS for many years and is an asset to the agency.

The main concern of the board continues to be the building of the new pantry. The services extended by ICCS verify monthly the need for a new facility very soon. With the help of the community, it will happen.

This review was written by the Secretary of the ICCS Board rather than the Historian, Al Klein. Regrettably, he passed away December 19, 2004. We will miss Al and his service to Iron County Care and Share.

2005-2013

In 2005, Five County Association of Governments awarded \$150,000 of CDBG funds for road construction and food bank equipment. ICCS implemented the Utah Homeless Management Information System (UHMIS) which will help the state determine the unduplicated number of homeless people in the state at any given time, their demographics and the cost of delivering services to them.

The building housing the food bank, food pantry and administrative offices opened on 900 North in September of 2007. The difference between our "one-car" garage food pantry and the new building was amazing. An Open House and dedication was held on September 26, 2007. A ribbon cutting was held and the community was free to tour the facilities. Many dignitaries attended:

In September, Executive Director Carol Bolsover announced her decision to retire from ICCS. Bill Woods was hired in November.

In 2008 Southwest Center for Behavioral Health purchased approximately two acres for \$200,000 leaving ICCS with 2.356 acres. Unfortunately, CDBG required that ICCS return \$174,000.00 of the sale price.

The economy started affecting cash donations, but food distributions were increasing.

Ray Sim was hired as Executive Director in 2009. Ray oversaw the construction of the emergency homeless shelter. Local area churches joined together to form the Cedar Area Interfaith Alliance (CAIFA) and helped with the final funding push needed to complete the emergency shelter. Over \$100,000 was

raised from the community, in a few short months, in response to requests from religious leaders. Shelter construction began in late 2010. A subgroup of CAIFA developed a cookbook which was sold in the community and raised \$5700 for the building fund.

Phase one of the new 5000 square foot emergency shelter was completed in March of 2011. A grand opening ceremony was held in April. With the opening of the new emergency shelter ICCS now had room to house men, women and families. Phase two construction was completed and added a larger dining room, commercial laundry space, and additional family units. The emergency shelter had space to house 18 men, 10 women and 2 families. This was the first time ICCS was able to keep families together when in shelter.

Ray Sim resigned in May of 2012. The first annual golf tournament was hosted in June. Travis Parashonts was hired as Executive Director in July of 2012 and resigned in October of 2012. Joy Jankowiak was hired in October.

In 2013, a new position was created to add a staff member to assist with development. Many new fundraising programs were tried and existing fundraisers continued including Love UT Give UT, Hunger Action Month, and the golf tournament.

2014-2016

2016-2020

Board of Directors

The Governing Board of Iron County Care and Share is Board of Directors. Utah state requires every nonprofit to have a governing board. The board creates the vision, mission, values, and policies for the organization and makes sure that they are properly understood, followed and implemented. A governing board also provides financial oversight to the agency, and is legally responsible for the agency.

Ten Basic Responsibilities of Nonprofit Boards

1. *Determine mission and purpose.* It is the board's responsibility to create a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. *Select the chief executive.* Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. *Support and evaluate the chief executive.* The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
4. *Ensure effective planning.* Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. *Monitor and strengthen programs and services.* The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. *Ensure adequate financial resources.* One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
7. *Protect assets and provide proper financial oversight.* The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
8. *Build a competent board.* All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. *Ensure legal and ethical integrity.* The board is ultimately responsible for adherence to legal standards and ethical norms.
10. *Enhance the organization's public standing.* The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

Taken from *Ten Basic Responsibilities of Nonprofit Boards* by Richard T. Ingram

Requirements for Membership on the Board of Directors

The ICCS Board of Directors must be dedicated to helping serve members of the community who are experiencing the results of poverty. This includes, but is not limited to:

- *Ability to:* listen, analyze, think clearly and creatively, work well with people individually and in a group.
- *Willingness to:* prepare for and attend board and committee meetings, ask questions, take responsibility and follow through on a given assignment, contribute personal and financial resources in a generous way according to circumstances, open doors in the community, evaluate self.
- *Development of certain skills, if not already possessed, such as:* cultivate and solicit funds, cultivate and recruit board members and other volunteers, read and understand financial statements, learn more about the program area of the organization.
- *Possess:* honesty, sensitivity to and tolerance of differing views, a friendly, responsive and patient approach, community-building skills, personal integrity, a developed sense of values, concern for your nonprofit's development, and a sense of humor.

Nominating Committee Guidelines

The Nominating Committee will work to create a diverse Board of Directors by selecting members from a cross-section of the population in Iron County. Standing in the community, geographical representation, racial/ethnic background, religious affiliation, business experience, gifts (financial and specific skills), and knowledge about and compassion for poverty will be considered by the nominating committee when selecting new board members.

The Nominating Committee will recommend a slate of candidates for officer positions at the annual meeting. All candidates for officer must be members in good standing.

Board of Directors Position Descriptions

Board Member Job Description

- Regularly attend board meetings and important related meetings
- Make a serious commitment to participate actively in committee work.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time.
- Stay informed about board and committee issues, prepare for meetings, review and comment on minutes and reports.
- Get to know other board members and build a collegial working relationship that contributes to consensus.
- Active participant in the board's annual evaluation and planning process.
- Participate in fundraising for the organization.

Board Chair Job Description

- Oversee board and executive committee meetings.
- Serve as an ex-officio member of all committees.

- Work in partnership with the Executive Director to make sure board resolutions are carried out.
- Call special meetings as necessary.
- Appoint committee chairs and, with the Executive Director, recommend who will serve on committees.
- Assist Executive Director in preparing agenda for board meetings.
- Oversee search for new Executive Director when necessary.
- Coordinate Executive Director's annual performance evaluation.
- Act as an alternate spokesperson for the organization.
- Periodically consult with board members on their roles and help them assess their performance.
- Be a signer on checking accounts.

Board Chair Elect Job Description

- In the absence of the Chair, oversee board and executive committee meetings.
- Conduct new board member orientation.
- Be a signer on checking accounts.

Board Treasurer Job Description

- Maintain knowledge of the organization and personal commitment to its goals and objectives.
- Understand financial accounting for nonprofit organizations.
- Serve as financial officer of the organization and as chairperson of the finance committee.
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.
- Work with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis.
- Assist the Executive Director in preparing and presenting the annual budget to the board for approval.
- Review the annual audit and answer board members' questions about the audit.
- Be a signer on checking accounts.

Board Secretary Job Description

- Attend all board meetings.
- Maintain all board records and ensure their accuracy and safety.
- Review board minutes.
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and past chair.
- Provide notice of meetings of the board and/or of a committee when such notice is required.
- Be a signer on checking accounts.

Board Compliance Officer Job Description

- Work with Executive Director to ensure that all elements of grant applications are completed and submitted on time and accurate.
- Develop a tool to track grant applications and status.
- Report ongoing progress of grant status at board meetings.
- Attend Executive Committee Meetings.

Board Member Application

Available online as a fillable PDF form:

<https://www.careandshare-ut.org/wp-content/uploads/2019/03/Board-of-Directors-Application.pdf>

As a Board of Directors Applicant, I am aware and understand that I will be expected to maintain no less than the minimal level of commitment to the board and to ICCS as outlined below:

1. Board Members are expected to attend all board meetings. These meetings are held on the 3rd Tuesday of every month at 12:00 pm. It is crucial that board members attend every meeting in order to cast their votes and stay apprised of board operations. If a board member is unable to attend a meeting, they are required to notify the board secretary or chair at least 24 hours prior to the scheduled meeting. It is also their responsibility to try and connect with the meeting via conference call or video conferencing, whenever they are not able to attend in person.
2. Board members are expected to attend and participate in all scheduled events organized by ICCS. These events include: the annual Drive out Hunger Golf Tournament, Salvation Army bell ringing, July Jamboree, and any additional events/fundraisers planned by the board.
3. Board members commitment to Iron County Care and Share is best expressed by donating their time, talents, and resources, as well as financial donations whenever possible. In addition, board members may be called upon to utilize their personal, church and/or professional contacts and connections in the community to assist the ICCS whenever possible.
4. Board members are currently required to sit on and be an active member of at least one ICCS committee, and be an active member in that committee.
5. Board members are expected to uphold the professional standards of ICCS and conduct themselves publicly in a manner that is worthy of an ICCS board member. They are to refrain from any action that would jeopardize the reputation of ICCS and its board members.
6. Every board member is required to assist in fundraising and community awareness. It is one of the main duties of the board to raise funds for ICCS and increase the community's knowledge and understanding of the importance of our services.

Signature: _____ Date: _____

Board Member Resignation

I, _____ officially resign as a Director of the
Iron County Care and Share Board, effective (date) _____.

I have served in this position for the past _____ years and _____ months.

Reason for resigning: _____

(Signature)

Please submit to Chair of the Board of Directors.

Annual Review Calendar

The Board of Directors is encouraged to review board membership, governing documents, strategic plan, budgets, annual reports, and employee performance on an annual basis. The monthly schedule below is a recommended schedule for completing these reviews on an annual basis.

January	Employee Performance Reviews (report from ED)
February	Code of Conduct, Ethical Standards
March	Bylaws
April	Annual Report
May	Board Member Renewals and Elections
June	Policies and Procedures
July	Mission and Vision
August	Audit Review
September	Golf Tournament – nothing to review
October	Strategic Plan
November	Preliminary Budget
December	Recommended Budget

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3. Board members commitment to Iron County Care and Share is best expressed by donating their time, talents, and resources, as well as financial donations whenever possible. In addition, board members may be called upon to utilize their personal, church and/or professional contacts and connections in the community to assist the ICCS whenever possible.
4. Board members are currently required to sit on and be an active member of at least one ICCS committee, and be an active member in that committee.
5. Board members are expected to uphold the professional standards of ICCS and conduct themselves publicly in a manner that is worthy of an ICCS board member. They are to refrain from any action that would jeopardize the reputation of ICCS and its board members.
6. Every board member is required to assist in fundraising and community awareness. It is one of the main duties of the board to raise funds for ICCS and increase the community's knowledge and understanding of the importance of our services.

Signature: _____ Date: _____

Board Member Resignation

I, _____ officially resign as a Director of the
Iron County Care and Share Board, effective (date) _____.

I have served in this position for the past _____ years and _____ months.

Reason for resigning: _____

(Signature)

Please submit to Chair of the Board of Directors.

Annual Review Calendar

The Board of Directors is encouraged to review board membership, governing documents, strategic plan, budgets, annual reports, and employee performance on an annual basis. The monthly schedule below is a recommended schedule for completing these reviews on an annual basis.

January	Employee Performance Reviews (report from ED)
February	Code of Conduct, Ethical Standards
March	Bylaws
April	Annual Report
May	Board Member Renewals and Elections
June	Policies and Procedures
July	Mission and Vision
August	Audit Review
September	Golf Tournament – nothing to review
October	Strategic Plan
November	Preliminary Budget
December	Recommended Budget

Governance

Copies of the governance files are available in the password protected section of the website for the Board of Directors.

IRS Determination Letter

- ICCS was approved as a 501(c)(3) by the IRS on June 11, 1986. The federal EIN is 74-2345787.

Articles of Incorporation

- Articles of Incorporation were filed with the State and a Certificate of Incorporation was issued October 4, 1984.
- Articles of Amendment and Bylaws were filed with the State and a Certificate of Amendment was issued August 16, 1985.
- New Articles of Incorporation were filed with the State November 14, 2003.

Ethics

UNA Standards of Ethics

The Board of Directors of Iron County Care and Share affirmed its commitment to upholding the Utah Nonprofit Association's (UNA) Standards of Ethics on November 19, 2007. The Board of Directors affirms this commitment and progress towards compliance annually. The UNA Standards of Ethics is reproduced below and can be found online at <https://utahnonprofits.org/membership/standards-of-ethics>.

Bylaws of Iron County Care & Share

ARTICLE I – NAME AND OFFICES

Section 1 – Name: The name of the corporation shall be Iron County Care and Share, Incorporated. It will be referred from this point forward as ICCS.

Section 2 - Registered Offices: The principal office of the corporation shall be located in the city of Cedar City and the county of Iron County. The corporation may have other offices within Utah, as designated by the Board of Directors or as the affairs of the corporation may require from time to time.

ARTICLE II - PURPOSE AND MISSION

Section 1 – Purpose: ICCS is organized as a nonprofit corporation under the State of Utah Nonprofit Corporation Act and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. ICCS is a public benefit corporation and shall have perpetual duration and succession.

Section 2 – Mission: The mission of Iron County Care and Share is to provide compassionate assistance and resources to individuals and families in need, creating opportunities for increased stability and self-sufficiency.

Section 3 - Specific Objectives and Purposes: The purposes for which this organization has been established are to:

1. Receive, warehouse, and distribute wholesome and nutritious food to low-income qualified households;
2. Provide safe and secure emergency shelter to the homeless;
3. Provide housing opportunities for homeless individuals and families;
4. Provide limited financial assistance to low-income qualified households to prevent imminent eviction and homelessness;
5. Provide support services and case management to refer and connect low income individuals and families to appropriate resources within the community.

Section 4 - Non-discrimination: ICCS will provide all services to income qualified individuals in a non-discriminatory manner without regard as to sex, age, gender, religion, race, ethnicity or sexual orientation.

ARTICLE III - BOARD OF DIRECTORS

Section 1 – General Powers: The Board is responsible for the overall policy and direction of ICCS and delegates responsibility for day-to-day operations to the Executive Director, staff and board committees as assigned. All corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2 – Number and Election: The Board shall consist of at least 8 and no more than 16 members excluding the Executive Director who is an ex officio member of the Board. Directors shall be elected or

re-elected by the existing Board of Directors at each annual meeting of the board, and each director shall hold office until the next annual meeting.

Section 3 - Tenure: Each member shall be appointed for a term of three years and is eligible for re-election.

Section 4 – Representation: At least one position on the Board shall be filled by an individual who is homeless or has experienced homelessness. Additional positions on the Board may be filled with individuals who have experienced poverty (defined as a household income which falls below 150% of the Federal Poverty Level).

Section 5 – Vacancies: When a vacancy on the Board exists, nominations for new members may be received from the Nominating Committee by the Secretary in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies in the Board of Directors shall be filled by a vote of majority of the remaining members of the Board of Directors for the balance of the year (until the annual January meeting).

Section 6 – Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from the Board for excess absences if s/ he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a majority vote of the remaining directors.

Section 7 – Annual Meetings: The annual meeting of the Board of Directors shall be held on the third Monday of January each and every year. If a conflict arises and this date cannot be kept, the Board of Directors will change the date but it shall not be more than two weeks from the fixed date by these bylaws. The meeting shall be for the election of the directors and other business as shall properly come before it.

Section 8 – Regular Meetings: Regular meetings of this organization shall be held at the Food Bank located at 222 West 900 North, Cedar City, Utah on the third Monday of every month.

Section 9 - Notice: The Secretary shall notify every member of the annual meeting and regular meetings through email or telephone at least 3 days in advance of the meeting, including the time and date of the meeting.

Section 10 – Special Meetings: Special meetings of the Board of Directors may be called by the Chair or by one third of the members. The person or persons authorized to call special meetings of the Board of Directors will provide proper notice and may fix any place, date and time for holding any special meeting of the Board called by them.

Section 11 - Quorum: The presence of not less than 50% of the then-serving members shall constitute a quorum and shall be necessary to conduct the business of this organization.

Section 12 - Voting: Each director shall have only one vote and such voting may not be done by proxy.

Section 13 – Meetings by Telephone: Members of the Board of Directors or any other committee thereof may participate in a meeting of the board or committee by means of telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

Section 14 – Compensation: Directors shall not receive compensation for their services as such, although the reasonable expenses of attendance at board meetings may be paid or reimbursed by the corporation.

ARTICLE IV - OFFICERS AND DUTIES

Section 1 – Officers: The officers of ICCS shall include Chair, Chair-Elect, Secretary, and Treasurer.

Section 2 – Election and Term: The officers of ICCS shall be elected by the Board of Directors at each regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Officers shall hold office for 1 year terms.

Section 3 – Removal: Any officer or agent may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 4 – Vacancies: Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the Chair or the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 - Authority and Duties of Officers: The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- a. Chair. The chair shall, subject to the direction and supervision of the Board of Directors: (i) have such powers as may be reasonably construed as belonging to the chief executive of any organization; (ii) preside at all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of chair and as from time to time may be assigned to her/him by the Board of Directors. Term is limited to two years.
- b. Chair-elect. The chair-elect shall assist the chair and shall perform such duties as may be assigned to them by the chair or by the Board of Directors. The chair-elect shall, at the request of the chair, or in his absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair. Term is limited to two years.
- c. Secretary. The secretary shall: (i) keep the minutes of the proceedings of the Board of Directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and

(iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chair or by the Board of Directors. Term is limited to two years.

- d. Treasurer. The treasurer shall: (i) meet regularly with the Executive Director to review and discuss the Executive Director's written monthly financial status report for the organization, resolve any concerns with the report, and cause the Executive Director to revise the report as necessary; (ii) render at each regular meeting the Executive Director's final written account of the finances of the organization which shall be physically affixed to the minutes of the Board of Directors of such meeting; (iii) assist in the preparation of the budget; (iv) make financial information available to the public; and (v) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the chair or the Board of Directors. Term is limited to two years.

ARTICLE V - COMMITTEES

Section 1 – Committee Formation: The Board may create committees as needed in addition to the permanent committees specified below. Any committee other than the Executive Committee can have members of the general public serve on the committee. The Board Chair appoints all committee chairs and their term of office shall be for a period of one year unless terminated sooner by the action of the Board of Directors.

Section 2 - Executive Committee: The four officers of ICCS and the Past-chair shall serve on the Executive Committee. The Executive Director is an ex officio member of the Executive Committee. The Executive Committee directs, either separately or in conjunction with the Board, the affairs of ICCS during the interval between regularly scheduled meetings of the Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. If possible, issues shall be resolved by telephone or email polls of all members of the board. Issues needing immediate attention may be addressed by the Executive Committee on behalf of the Board of Directors. Any votes taken by the Executive Committee to authorize an action or activity must be unanimous; if that is not possible then the Executive Committee must convene a meeting of the full Board of Directors. All resulting action must be presented to the board at the next regularly scheduled meeting.

Section 3 – Finance Committee: The Treasurer is chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, and annual budget with staff and other Board members. The Board must approve the budget, and any major proposed or actual variance in the budget must be reviewed and approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

Section 4 - Nominating Committee: The Nominating Committee shall consist of at least three members of the Board. The committee is responsible for receiving applications from and interviewing potential

nominees for the Board and presenting acceptable candidates to the Board for approval to fill vacancies. The committee will contact each member currently serving on the Board before the annual meeting to discuss their position on the Board prior to the year their three year term is over and recommend re-election for those wishing to continue serving. The committee is also responsible for securing officer candidates to present to the Board for election at each annual meeting.

Section 5 – Development Committee: The Development Committee is co-chaired by the Development Coordinator/Director and the Chair-elect. The committee is responsible for developing and executing a fundraising plan, public relations campaign, marketing plan and other responsibilities as assigned by the Board of Directors.

Section 6 – HR/Personnel Committee: Works with the Executive Director to maintain an efficient and cohesive staff; reviews personnel issues and develops ongoing training. Oversees future personnel growth.

Section 7 – Policies and Procedures Committee: Ensures that policies and procedures are current and available to each staff member and volunteer; that procedures are updated and that policies are enforced fairly and equitably according to ICCS’s mission and by-laws.

ARTICLE VI – MEMBERS

Section 1 – Members: The corporation shall have no members.

ARTICLE VII – DIRECTOR AND STAFF

Section 1 -Executive Director: The Executive Director shall be hired by the Board. The Executive Director shall perform such duties as the Board may prescribe for the administration of ICCS and shall have direct reporting responsibility to the Board of Directors. The Executive Director shall provide, or cause to be provided, general oversight for all activities; shall serve as a resource to the Chair, shall keep abreast of plans for solicitation, publicity, budget, evaluation and recognition activities; and will be one of the signatories on each of the financial instruments and contracts of ICCS. In the event that the Executive Director is unable to review, advise, or sign a financial instrument or contract of ICCS, a member of the Executive Committee may perform those actions in his/her place.

Section 2 - Annual Reports: The Executive Director shall prepare and present ICCS’s Annual Report of major highlights and events at the Annual Meeting each year. At the Annual Meeting of the Board the Treasurer, the Executive Director, and such other officers and staff members as may be appointed shall prepare and present year-end financial reports for the preceding fiscal year and proposed budget for the current year.

Section 1 – Amendments: Amendments or changes to these Bylaws may be proposed by an individual board member, member of the Executive Committee, or the Executive Director. All proposed amendments must be reviewed by the Executive Committee prior to a vote by the full Board of Directors. The Executive Committee may, in its discretion, provide a report on a proposed amendment, either favorably or unfavorably, at the next regular meeting of the Board of Directors, or at a special meeting

called for such purpose. The proposed amendment may be voted upon at any meeting if notice has been provided at least 7 days prior to the meeting. To be adopted, (i) a quorum of at least 50 % of the voting Board must be present, and (ii) the amendment must receive a majority of the votes cast by those Board members at the meeting. The Executive Committee shall have the power to adopt technical, non-substantive amendments to these Bylaws, which are needed because of reorganization, renumbering, or punctuation, spelling, or other errors of grammar or expression. All amendments shall be effective only after approval by the Board of Directors.

ARTICLE VIII- INDEMNIFICATION

Section 1 - Indemnification of Directors, Officers, etc.: To the full extent permitted by law, ICCS shall indemnify any director, including the executive director, or former director of the corporation, or any person who may have served at its request as a director of another corporation against expenses actually and reasonably incurred by them, in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such director, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty; and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

Section 2 – Insurance: By action of the Board of Directors, notwithstanding any interest of the Directors in such action, ICCS may purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure ICCS against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 3 - Limitation on Indemnification: Notwithstanding any other provision of these bylaws, ICCS shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE IX- MISCELLANEOUS

Section 1 - Account Books, Minutes, Etc.: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees and business meetings of officers. Any director or his accredited agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

Section 2 - Fiscal Year: The fiscal year of the corporation shall operate on the calendar year: January 1 to December 31.

Section 3 - Conveyances and Encumbrances: Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 4 - Designated Contributions: The corporation may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 5 - Conflicts of Interest: If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 6 - Loans to Directors and Officers Prohibited: No loans shall be made by the corporation to any of its Directors or officers.

Section 7 – Amendments: The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors.

Section 8 – Severability: The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9 – Confidentiality: It is the policy of the Board to ensure the personal, medical, financial, or proprietary information obtained about donors, clients, employees, of Board Members remain confidential and may not be discussed with, or released to, any person, organization, or agency without proper authorization by the Executive Director. In uncertain situations, the Chair of the Board of Directors and/or the Executive Director will weigh decisions to sustain donor trust.

APPROVAL SIGNATURES

We, the undersigned, do hereby certify that:

1. We are duly elected Officers of Iron County Care & Share, a Utah Nonprofit Corporation.
2. The foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted at a meeting of the ICCS Board of Directors held on _____.

IN WITNESS WHEREOF, WE sign these Bylaws on this the _____ day of _____ 2014.

Chair (Name) _____ (Signature) _____

Past Chair (Name) _____ (Signature) _____

Chair-Elect (Name) _____ (Signature) _____

Secretary (Name) _____ (Signature) _____

Treasurer (Name) _____ (Signature) _____

Member (Name) _____ (Signature) _____

Member (Name) _____ (Signature) _____

Member (Name) _____ (Signature) _____

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