



Board of Directors Manual

Kim Mathis, Executive Director

Sherri Brandon, President of the Board

A Pause 4 the Cause, Inc.
Chandler Park, LLC
17325 Euclid Ave.
Cleveland, OH 44112
216-326-4139

APause4theCause.com

Updated: December 10, 2020

Welcome

Welcome to A Pause for the Cause (“AP4TC”). We hope that you will enjoy your tenure here as a Director on the Board.

Vision

A Pause 4 The Cause’s vision is to address social issues that impact many causes of self-destructive and defeating behaviors which are infiltrating our communities. It is our vision that implementing programmatic time allotted "pauses" of negative thinking and identifying individual's goals and dreams through artful expressions, and life skills that today's at risk population will create a new "cause" for living a healthier and productive life.

Mission

A Pause 4 The Cause’s mission is to work with at risk youth, young adults, and underserved populations, putting a "PAUSE" on Negative Thinking and Behaviors through P.E.A. (prevention, education, and art).

Your Purpose

As an AP4TC Director, you will serve this mission by sitting on various committees, contributing ideas and input from your vast and unique knowledge base, and ensuring its legal obligations are met. Your participation is vital so that AP4TC consistently increases its resource pool, which includes beneficial relationships in the community, in-kind donations, and financial contributions. All these resources are needed to support AP4TC’s programs and services, and ultimately will enable our participants to grow, achieve their full potential, and become self-sufficient once again.

We applaud your desire to become one of the Directors of AP4TC’s Board, and look forward to working with you as we make AP4TC a better organization for all of our participants.

See you at the board meeting!

Sincerely,
Ms. Kimberly Mathis
Executive Director

Mrs. Sherri Brandon
President, Board of Directors

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About A Pause 4 The Cause

a. Overview

A Pause 4 The Cause Incorporated was created in order to positively influence the youth in our communities that have increasingly shown self-destructive behaviors. We felt that gang related crimes and other violent activities occurred because our youth are unable to express themselves through the positive outlets that spoken word, creating art, dance, and cooking classes can provide. We believe that if the youth has alternative ways to express their thoughts, beliefs, and abilities through the arts, then finding solace and peace within could and would be attained and violent behavior would decrease. A Pause 4 The Cause provides positive opportunities, programs, and support for our youth and the underserved populations by assisting with funding for education, prevention, and treatment of self destructive behavior while discovering positive ways to express themselves. We believe that, if our youth started to value their lives and the potential each of them innately has within themselves, then they could find value in other's and within their community. We believe when a person has the proper tools to do better, they start believing that they can do better.

b. Board Organizational Chart

Nonprofit Board of Directors Organizational Chart Information:

<https://www.501c3.org/nonprofits-board-directors/>

“Don't Confuse Governance for Management

Governance is high level: strategy, oversight, accountability. Management is the day-to-day operations of a nonprofit.

Ideally, a nonprofit's governance team is different from its management team, which is made up of paid or volunteer staff members. While many small nonprofits...especially those in the startup phase...have board members serving in management positions, the ultimate goal is to have board members separate from paid staff members as much as possible. The board of directors, as a governing body, should focus on the organization's mission, strategy, and goals. Staff members are responsible for the implementation of the mission. Having dual-capacity board members can often lead to problems between a nonprofit's mission and how it operates.”

NonProfit Board Members - Choose Wisely:

<https://www.501c3.org/nonprofit-board-members-choose-wisely/>

“They should be willing to give their time *and money* to see the organization's mission accomplished. They should always understand that their role is *governance*, not

management. Governance establishes mission and programs, while management actively works those programs under accountability to governance.”

“A compliant set of bylaws will contain specific rules that spell out (among other things) the responsibilities of board members, as well as things like length of terms (1 year, 2 year, etc.) and the processes for removing and adding board members. It is absolutely critical that the bylaws are followed to the letter, lest there be grounds for a legal challenge by anyone so choosing to question the procedures employed. This is not optional! State corporate law, as well as IRS 501(c) requirements, demand it.”

**The article also says NOT to put a lawyer or accountant on your Board. However, we want to make clear that they mean NOT to do this just for the sake of the person’s credentials. If the lawyer/accountant meets all of the other criteria of being a board member, then put them on the board. Not just because of their occupation.

Avoiding Conflict of Interest on a Nonprofit Board of Directors:

<https://www.501c3.org/avoiding-conflicts-of-interest/>

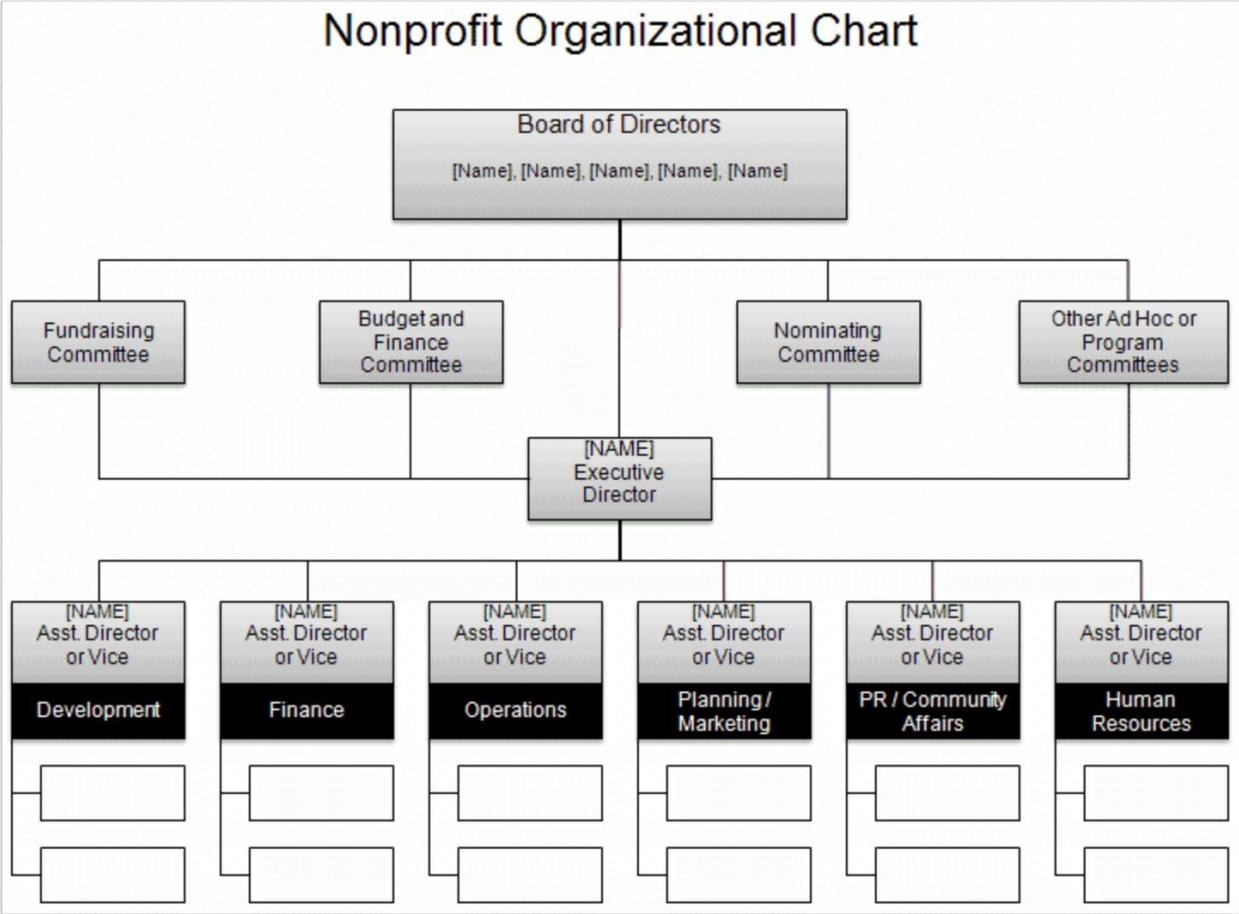
Nonprofit Org Chart: How to Set Up a Simple Organization Chart for Your Nonprofit:

<https://www.wholewhale.com/tips/nonprofit-org-chart-set-simple-organization-chart-nonprofit/>

More Thorough Resources:

- **[What Is an Organizational Chart?](#)**
- **[How to Build Organizational Charts](#)**
- **[Org Chart Templates](#)**
- **[The Relationship between Organizational Design, Structure, and Charts](#)**
- **[The Evolution of the Org Chart](#)**
- **[Ways to Use Organizational Charts](#)**
- **[What Is an Organogram?](#)**
- **[Org Chart Resources](#)**

Chart Example:



SOURCE: <https://www.vertex42.com/ExcelTemplates/organizational-chart.html>

c. Programs and Statistics (needs to be included once obtained)

BOARD ORGANIZATION AND OPERATIONS



SHERRI BRANDON, MNO/MSSA, CDCA
PRESIDENT OF THE BOARD

Sherri Brandon, MNO/MSSA, CDCA, has served the homeless community for more than 20 years. Ms. Brandon has served as Executive Director of Front Steps Housing and Services since 2008, where she has made significant strides in improving the organization's structure, operational effectiveness and programming. Ms. Brandon has a Bachelor of Psychology from Ursuline College, a Masters in Social Services Administration from Case Western Reserve University, and has recently earned a Masters of Nonprofit Organizational Management from Case Western Reserve University. Ms. Brandon is an ordained minister and is the Co-Pastor for N 1 Achord Ministries in Euclid Ohio. She is also the founder of Victorious Women's International Fellowship, a ministry designed to restore women who have been wounded, misunderstood, and rejected.



JOE BUIT
VICE-PRESIDENT OF THE BOARD

Joe Buit holds a Bachelor of Science in Business Administration from Myers College. Joe has worked at Weaver Industries for the last 14 years in a leadership role. Weaver Industries, a non profit organization, provides vocational training and services for those with developmental disabilities.



CHARLOTTE MCKENNEY
SECRETARY

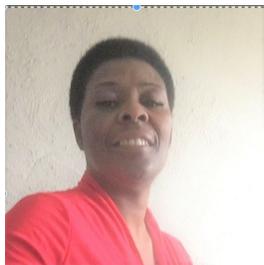
Charlotte McKenney is a graduate of Capital University and holds a Bachelor's Degree in Social Science and an Associates Degree in Applied Science from Cuyahoga Community College. Miss McKinney is a certified Chemical Dependency Counselor (CDCA) with over 16 years of experience working with individuals who suffer with Substance Abuse Disorders.



LIZ BUIT
TREASURER

Liz Buit has worked in the private wealth banking sector for over 13 years. Liz has previous non-profit experience with the Association of

Women in the Metals Industry having sat in several different board positions including Board President.



CELESTE M. WARD
BOARD MEMBER

Celeste M. Ward is an active board member of AP4TC. Over the last 28 years, with the help of AA and NA programs, she overcame substance abuse and earned the Chemical Dependency Counselor Assistant (CDCA) Certificate. She's now the founder and CEO of Above & Beyond Creations, LLC, an event planning service known throughout the Cleveland metropolitan area for its elegant decorating styles. Moreover, she has proven to be a powerful resource in helping youth between the ages of 9 to 18 develop culinary and dancing skills. Celeste is looking forward to providing new members and youth alike with new opportunities to engage.



DEBBIE FREEMAN, LPN, CHT
BOARD MEMBER

Debbie Freeman, LPN, CHT is a native of Youngstown, OH who currently resides in Euclid, OH. She is currently an active member of Imani United Church. Miss Lewis is the mother of two. Miss Lewis has a wealth of experience in public relations, marketing, and networking while actively involved in many community and social events.



TONYA WILLIAMS
BOARD MEMBER

Tonya Williams became an active member on the board for AP4TC in 2020. Tonya brings experience in event planning and organization of large groups. Tonya started a women's retreat that has celebrated 10 years. Tonya also brings over 22 years of uninterrupted sobriety. She also has an open mind and the willingness to assist in any way to ensure the continuous success of A Pause 4 The Cause. Tonya is currently employed at St. Vincent Charity Medical Center as the Lead Intake Specialist.

Board Expectations

Responsibilities of the Board

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for

- determining the mission and purposes of the organization
- selecting and evaluating the performance of the chief executive
- strategic and organizational planning
- ensuring strong fiduciary oversight and financial management
- fundraising and resource development
- approving and monitoring the organization's programs and services
- enhancing the organization's public image
- assessing its own performance as the governing body of the organization

Responsibilities of Individual Board Members

Each individual board member is expected to

- Know the organization's mission, policies, programs, and needs
- Faithfully read and understand the organization's financial statements
- Serve as active advocates and ambassadors for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
- Leverage connections, networks, and resources to develop collective action to fully achieve the organization's mission
- Give a meaningful personal financial donation
- Help identify personal connections that can benefit the organization's fundraising and reputational standing, and can influence public policy
- Prepare for, attend, and conscientiously participate in board meetings
- Participate fully in one or more committees
- Follow the organization's bylaws, policies, and board resolutions
- Sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- Maintain confidentiality about all internal matters of the organization

Source: Sample Board Member Job Description

<https://boardsource.org/resources/board-member-job-description/>

a. Officer Position Descriptions

President of the Board of Directors

In general: The President shall have general charge and supervision over the business of the Corporation (A Pause 4 the Cause) and its officers, and shall preside over all meetings of the Board of Directors. The President shall have authority to sign bids and grants, contracts, notes, and other documents requiring the President's signature, and shall have the powers and duties prescribed by Chapter 1702 of the Ohio Revised Code and such other powers and duties as the Board of Directors may from time to time assign.

Roles and Responsibilities:

- Attend and officiate all meetings of the Board of Directors
- Is a member of the Board
- Serves as Chief Volunteer of the organization
- Provides leadership to the Board of Directors
- Encourages Board's role in strategic planning
- Appoints the chairpersons of committees, in consultation with other Board members
- Serves *ex officio* as a member of committees and attends their meetings when invited
- Discusses and reviews issues confronting AP4TC with the Chief Executive
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
- Monitors financial planning and financial reports
- Plays a leading role in fundraising activities (nonprofit only)
- Formally evaluates the performance of the Chief Executive and informally evaluates the effectiveness of the Board members
- Evaluates annually the performance of AP4TC in achieving its mission
- Other duties as assigned by the Board of Directors

Vice Chair (Vice Chair of the Board, Vice President)

- Is a member of the Board
- Performs Board President responsibilities when the President cannot be available (see President Job Description above)
- Reports to the President
- Works closely with the President and other staff
- Participates closely with the President to develop and implement officer transition plans
- Performs other responsibilities as assigned by the Board

Secretary

- Is a member of the Board

- Distributes meeting agendas and any relevant documents before the meeting
- Prepares official Board Meeting Minutes, tallies votes, records motions, and decisions
- Assures and documents all documents are filed and accessible to relevant parties
- Schedules Board and Committee meetings as needed
- Assures bylaws are available and updated to members

Treasurer

- Is a member of the Board
- Reconciles bank accounts and produces required financial statements
- Ensures tax related documents and legal forms are filed on time
- Serves as chair of the finance committee, the board's review of, and action of its financial commitments
- Assists Chief Executive or Chief Financial Officer in preparing annual budget and presenting it to the Board for approval
- Reviews annual audits and answers relevant Board questions

Committee Chairs - All Committees

- Is a member of the Board
- Sets agenda for the committee work
- Ensures that members have the information needed to do their jobs
- Oversees the logistics of committee's operations
- Reports to the Board's Chair
- Reports to the full Board on committee's decisions and recommendations
- Works closely with the Chief Executive and other staff as agreed to by the Chief Executive
- Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes

Fundraising, Marketing and Outreach Committee

- Ideate methods of raising funds for AP4TC
- Applying for grant funds
- Building and maintaining relationships with corporate and individual funders

Other Committees Ideas:

- Executive Committee:
 - Evaluates the performance of the Executive Director
 - Forms a succession plan for the transition to the next Executive Director
 - Leads the search for the organization's next Executive Director when instructed by the Board President
- Marketing and Outreach Committee:

- Evaluate and develop marketing materials (brochures, fliers, newsletters, emails, etc...)
- Actively pursues marketing potential of partnering organizations
- Finance Committee:
 - Works with the Executive Director and Finance Director to make an organizational budget, reviews expenditures
- Fundraising Committee
 - Actively manages on and tracks past, present, and future fundraising initiatives
 - Develops fundraising campaigns (calendar sales, black tie dinner, backpack drive, etc...)

Executive Director

Reporting to the Board of Directors, the Executive Director (ED) will have overall strategic and operational responsibility for AP4TC's staff, programs, expansion, and execution of its mission. She or he will initially develop deep knowledge of field, core programs, operations, and business plans.

Roles and Responsibilities:

Leadership & Management:

- Ensure ongoing local programmatic excellence, rigorous program evaluation, and consistent quality of finance and administration, fundraising, communications, and systems; recommend timelines and resources needed to achieve the strategic goals.
- Actively engage and energize AP4TC volunteers, board members, event committees, alumni, partnering organizations, and funders.
- Develop, maintain, and support a strong Board of Directors; serve as ex-officio of each committee; seek and build board involvement with strategic direction for both ongoing local operations as well as for the national rollout.
- Lead, coach, develop, and retain AP4TC's high-performance senior management team
- Ensure effective systems to track scaling progress, and regularly evaluate program components, so as to measure successes that can be effectively communicated to the board, funders, and other constituents.

Fundraising & Communications:

- Expand local revenue generating and fundraising activities to support existing program operations and regional expansion while simultaneously retiring building debt.

- Deepen and refine all aspects of communications—from web presence to external relations with the goal of creating a stronger brand.
- Use external presence and relationships to garner new opportunities.

Planning & New Business:

- Design the national expansion and complete the strategic business planning process for the program expansion into new markets.
- Begin to build partnerships in new markets, establishing relationships with the funders, and political and community leaders at each expansion site.
- Be an external local and national presence that publishes and communicates program results with an emphasis on the successes of the local program as a model for regional and national replication.

Example Qualifications when looking for next Executive Director:

Qualifications

The ED will be thoroughly committed to AP4TC's mission. All candidates should have proven leadership, coaching, and relationship management experience.

Specific requirements include:

- ‘X’ education, with at least 10 years of senior management experience; track record of effectively leading and regionally and/or nationally scaling a performance- and outcomes-based organization and staff; ability to point to specific examples of having developed and operationalized strategies that have taken an organization to the next stage of growth
- Unwavering commitment to quality programs and data-driven program evaluation
- Excellence in organizational management with the ability to coach staff, manage, and develop high-performance teams, set and achieve strategic objectives, and manage a budget
- Past success working with a Board of Directors with the ability to cultivate existing board member relationships
- Strong marketing, public relations, and fundraising experience with the ability to engage a wide range of stakeholders and cultures
- Strong written and verbal communication skills; a persuasive and passionate communicator with excellent interpersonal and multidisciplinary project skills
- Action-oriented, entrepreneurial, adaptable, and innovative approach to business planning
- Ability to work effectively in collaboration with diverse groups of people

- Passion, idealism, integrity, positive attitude, mission-driven, and self-directed

b. Board Calendar (needs to be included once obtained)

c. Reports from Executive Director (needs to be included once obtained)

d. Work Plans (needs to be included once obtained)

FUNDRAISING

a. Fundraising Plan

Having a stated goal of fundraising produced every year (dollar amount, total donations, etc...) and the methods of attracting those funds needs to be updated and revised constantly. Having a plan of attack and outlining efforts in a rolling twelve month window can greatly help provide direction and momentum for the organization.

Creating a Fundraising Plan:

<http://www.gnof.org/wp-content/uploads/2014/06/CreatingFRplan-manual.pdf>

Sample Fundraising Plan:

<https://www.wvcc.edu/extended-learning/wp-content/uploads/sites/35/2017/01/sample-development-plan-2010.pdf>

Fundraising Campaign Ideas:

<https://www.wildapricot.com/blogs/newsblog/2018/08/17/fundraising-ideas>

<https://www.causevox.com/fundraising-ideas/>

- b. List of Donors** (needs to be included once obtained)
- c. Fundraising Reports** (needs to be included once obtained)
- d. Audit Reports** (needs to be included once obtained)

FINANCIAL RECORDS

Having a single location where all previous financial documents (income statements, balance sheets, cash flow statements, donation lists, reimbursements, etc...) is essential in providing transparency of the health of the organization to all relevant persons. Deciding who can access these records, where they are stored, and how they are reviewed is necessary to document to create clear guidelines for how the organization operates.

Descriptions of various financial sections:

<https://smallbusiness.chron.com/financial-statements-pertinent-nonprofit-organization-14406.html>

Sample Financial Statements:

https://ercpa.com/wp-content/uploads/2015/05/1391117560_Sample_Financial_Statements.pdf

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Financial Management:

<https://www.501commons.org/resources/tools-and-best-practices/financial-management>
<https://managementhelp.org/nonprofitfinances/index.htm>

Fiscal Policies:

<https://www.councilofnonprofits.org/tools-resources/financial-management>
<https://www.councilofnonprofits.org/tools-resources-tags/financial-policies>

Internal Control Policies (bookkeeping controls):

<http://www.nonprofitmaine.org/wp-content/uploads/2013/06/BestPracticesforNonprofitInternalControls.pdf>
<https://www.councilofnonprofits.org/tools-resources/internal-controls-nonprofits>

Collections for Accounts Past Due:

<https://www.allbusiness.com/how-to-collect-past-due-accounts-12386885-1.html>
<https://swrecovery.com/can-your-nonprofit-organization-work-with-a-debt-collection-agency/>
<https://www.nonprofitexpert.com/nonprofit-questions-answers/we-have-past-due-pledges-now-what/>

Tracking In-Kind Donations (nonprofit-specific):

<https://www.cfoselections.com/perspective/in-kind-donations-accounting-and-reporting-for-nonprofits#:~:text=A%20nonprofit%20should%20record%20an,they%20should%20be%20recorde d%20annually.>
<https://www.botkeeper.com/blog/how-to-record-in-kind-donations-for-non-profits>

Tracking Volunteer Hours (nonprofit-specific):

<https://www.clicktime.com/blog/why-nonprofits-should-track-time>
<https://www.volunteerhub.com/blog/keep-track-volunteer-hours/>
<https://www.wildapricot.com/blogs/newsblog/2017/11/21/nonprofit-time-tracking-software-tools>

Travel Reimbursements:

<https://www.missionbox.com/article/191/best-practices-for-expense-reimbursement-in-2020>
<https://www.fylehq.com/blog/nonprofit-expense-reimbursement-policy-guideline>
<https://companymileage.com/mileage-reimbursement-rules-for-employees/>

GOVERNING DOCUMENTS

a. IRS Letter of Determination of Nonprofit Status/Articles of Incorporation:

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAY 11 2016**

A PAUSE 4 THE CAUSE INC
C/O KIMBERLY MATHIS
10 RICHMOND SQUARE
EUCLID, OH 44143

Employer Identification Number:
47-5552858
DLN:
17053004358016
Contact Person:
ERIC KAYE ID# 31612
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
November 4, 2015
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

This supersedes our letter dated March 25, 2016, which we issued with an incorrect name. We updated our records to show your correct name as listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities,

Letter 947

A PAUSE 4 THE CAUSE INC

which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Cooper", written in a cursive style.

Jeffrey I. Cooper
Director, Exempt Organizations
Rulings and Agreements



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/04/2015	201530703950	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

KIMBERLY C MATHIS
10 RICHMOND SQUARE
EUCLID, OH 44143

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted
2442733

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

A PAUSE 4 THE CAUSE INC

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC NONPROFIT CORP - ARTICLES

Effective Date: 11/02/2015

Document No(s):

201530703950



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
4th day of November, A.D. 2015.

Jon Husted
Ohio Secretary of State



Form 532B Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov
bustserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1360
Columbus, OH 43216

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)
Form Must Be Typed

RECEIVED

NOV - 2 2015

OHIO SECRETARY OF STATE

First: Name of Corporation

Second: Location of Principal office in Ohio

City: State:

County:

Effective Date (Optional):
mm/dd/yyyy

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)

Third: Purpose for which corporation is formed

****Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

****Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Articles and original appointment of agent must be signed by the incorporator(s).

Kimberly C. Mathis
Signature

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

By

Kimberly C. Mathis

Print Name

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Signature

By

Print Name

Signature

By

Print Name

b. Code of Regulations

**CODE OF REGULATIONS
OF
A PAUSE 4 THE CAUSE, INC.**

ARTICLE 1

Purpose

The purpose of the Corporation shall be _____

ARTICLE II

Membership and Meetings of Directors

1. Eligibility. The members of the Corporation at any time shall consist of the persons who are then Directors of the Corporation which shall be designated the “Board of Director.” Any person nominated, elected and qualified as such a Director shall automatically become a member of the Corporation, and upon his/her ceasing to be such a Director, his/her membership in the Corporation shall automatically terminate.
2. Number. The number of Directors shall be no more than eleven (11) and no less than five (5). Said number may be changed only by amendment to these Regulations. Each Director shall serve a two- year term. Effective January 1, 2020, Directors may not serve for more than three (3) consecutive full terms. One-half of the Directors shall be elected each year.
3. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President.
4. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexplained portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority.
5. Annual Meeting. The annual meeting for the Directors of the Corporation shall be held at such time and place as may be determined by the Executive Committee for the purpose of electing Directors and officers for the transaction of such other business as

may properly come before the meeting.

6. **Regular Meetings.** Regular meetings of the Board of Directors shall be held during the year at intervals to be determined by the Directors, but no less frequently than quarterly, to conduct the business of the Corporation, or for the purpose of electing Directors to fill vacancies.
7. **Special Meetings.** Special meetings of the Directors, other than those regulated by statute, may be called at any time by either the President or Vice President, or upon the written request of any two Directors.
8. **Emergency Meetings.** An emergency meeting for the purpose of conducting business which cannot be delayed until the next regularly scheduled meeting of the Directors may be called by the President, Executive Committee, or any two officers, upon twelve (12) hours notice to each Director, and any action taken at such emergency meeting shall be by majority vote of those Directors in attendance.
9. **Notice of Meetings.** Written notice stating the place, day, and hour of any meetings, and, in case of special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by the statute, be delivered not less than seven or more than fourteen days before the date of the meeting, either personally, electronic mail transmission or by United States mail, or at the direction of the President or the Secretary or the persons calling the meeting, to each Director entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at her or his address as last known to the Corporation, with postage thereon prepaid.
10. **Quorum.** At any meeting of Directors of the Corporation the presence of one-third (1/3) of the elected Directors, either in person or by proxy shall be necessary to constitute a quorum of all purposes except as otherwise provided by law, and the act of a majority of the Directors present any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Regulations. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Directors present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent Directors. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
11. **Voting.** At every meeting of the Directors each Director shall be entitled to vote in

person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than one (1) month prior to such meeting. Each member of the Corporation shall be entitled to one vote. The vote upon any question before the meeting may be by ballot or poll. All elections shall be upon a majority vote of the elected Directors present in person or by proxy. All other matters shall be decided upon a majority vote of those present.

12. Chair. At all meetings of the Board of Directors, the President or Vice Chair, or in their absence a chairman chosen by the Directors present, shall preside.

13. Attendance at Meetings. Directors are expected to attend all regularly scheduled and special meetings of the Board of Directors. Failure to attend such meetings may cause for removal, as determined by the President of the Corporation, in accordance with the provisions herein for removal (Article III, paragraph 7).

ARTICLE III

Powers and Duties of Directors

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.
2. Authority to Bind Corporation. No Director, acting individually, shall have authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to use or allow to be used the name of the Corporation, or to render the Corporation liable pecuniary for any purpose or to any amount, unless so authorized by a two-third vote of the elected Directors. The Board of Directors may, from time to time, appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Regulations and to the extent authorized by law. No contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the Director or officers be obligated to inquire into the authority of the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or to her action.
3. Compensation. No Director shall be entitled to nor shall receive any compensation for attendance at meetings of the Board of Directors or for other services rendered to the Corporation as Director or member of a committee of the Board of Directors; provided, however, that the Board of Directors may pay to any Director the actual reasonable

expenses incurred by her or him in the performance of her or his duties as Director, including attendance at meetings of the Corporation and its committees. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

4. Powers. All the corporate powers, except such as are otherwise provided for in these Regulations and in the laws of the State of Ohio, shall be vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, with powers as they may see fit.
5. Duties. The Board of Directors shall perform their duties as Directors in good faith and in a manner that is in the best interest of the Corporation.
6. Committees. Committees may be established by the Board of Directors as it deems necessary for the accomplishment of the purposes of the Corporation. Committee chairpersons shall be appointed by the President. The Committees shall present to the Directors their recommendations for action on those issues properly before any such Committee. An Executive Committee shall be established which members shall be the officers of the Corporation. The Executive Committee shall have the power to recommend policy and administrative matters to the Directors for adoption and implementation, and shall have the power to call an emergency meeting pursuant to Article II, Paragraph 7. Each Director shall serve on at least one (1) committee each year.
7. Removal. Any Director may be removed by the affirmative vote of two-thirds of all the elected Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Director proposed to be removed shall be entitled to at least two weeks' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE IV

Executive Director

1. Appointment. The Executive Director shall be appointed by a majority vote of the elected Directors. The Executive Director shall be a member of the Board of Directors while serving as the Executive Director with all voting privileges.
2. Powers and Duties. The Executive Director shall perform and supervise all tasks

required in the day-to-day operation of the corporation, and such other and further duties as shall be required by the Board of Directors, under the general supervision of the Board of Directors. The Executive Director shall be responsible to implement the policies and procedures promulgated by the Board of Directors, and shall have authority to organize and coordinate operational services, to employ and administer personnel, and to maintain public relations. Any activities not related to the mission and purpose of the Corporation or the implementation of policies set by the Board of Directors which the Executive Director desires to undertake must be approved by a majority vote of the Board of Directors at any regularly scheduled meeting of the Directors.

3. Compensation. The salary of the Executive Director shall be fixed by the Board of Directors.
4. Removal. The Executive Director shall serve at the pleasure of the Board of Directors, and may be removed by the affirmative vote of two-thirds of all the elected Directors at any regular or special meeting called for that purpose.

ARTICLE V

Officers

1. Number. The officers of the Corporation shall be the Chair, First Vice Chair, Second Vice Chair, Secretary and Treasurer, and such other officers with such powers and duties not inconsistent with these Regulations as may be appointed and determined by the Board of Directors.
2. Election and Term of Office. The officers of the Corporation shall be elected by the Directors and shall hold office either until a replacement is elected or for a term of two years, whichever shall come first.
3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the elected Directors may elect an officer to fill such vacancy.
4. Chair. The President shall have general charge and supervision over the business of the Corporation and over its officers, and shall preside over all meetings of the Board of Directors. The President shall have authority to sign bids and grants, contracts, notes, and other documents requiring the President's signature, and shall have the powers and duties prescribed by Chapter 1702 of the Ohio Revised Code and such other powers and duties as the Board of Directors may from time to time assign.

5. Vice Chair. At the request of the Chair or in the event of the Chair's absence, death, or disability, the First Vice Chair shall perform the duties and possess the powers of the Chair; and to the extent authorized by law the First Vice Chair shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to the First Vice Chair of the Board of Directors. If the First Vice Chair is unable for any reason to serve, then the Second Vice Chair shall do so.
6. Secretary. The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Corporation. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. The Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary and shall do such other duties as may be assigned to the Secretary of the Board of Directors.
7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. The Treasurer shall present a financial statement at each meeting of the Board of Directors and at other times when requested by the Board of Directors and shall make a full report at the Annual Meetings. The Treasurer shall, in general, perform all the duties incident to the office of the treasurer.
8. Removal. Any officer may be removed by the affirmative vote of two-thirds of all the elected Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objective, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least two weeks' notice in writing by mail of the meeting of the Board of Directors at which such removal is to vote upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI

Prohibition Against Sharing in Corporate Earnings

No member, Director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE VII

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE VIII

Non-Liability/Indemnity

1. For the purpose of this section, a Director or Officer shall conclusively be deemed not to have been derelict in the performance of his or her duty as such Director or Officer:
 - (a) In a manner which shall have been the subject of a suit or proceeding in which she/he was a party disposed of by adjudication on the merits, unless she/he shall have been finally adjudged in such suit or proceedings to have been derelict in the performance of his or her duty as such Director or Officer, or

- (b) In matter not falling within (a) if all disinterested members of the Board of Directors shall determine that she/he is not derelict. A Director shall be deemed disinterested in a matter if she/he has no interest therein other than as a Director of the Corporation.
- (c) The Corporation shall indemnify every Director, Officer, his or her heirs, executors, and administrators against expense reasonably incurred by him/her in connection with any action suit, or proceeding, of any kind or character to which she/he may be made a party by reason of his/her being or having been a Director or Officer of this Corporation, or, at its request, of any other corporation of which it is a member or creditor and from which she/he is not entitled to be indemnified, except in relation to matters as to which she/he shall be finally adjudged in such suit, action or proceeding to be liable for fraud or to the intentional misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlements to which this Corporation is advised by counsel that the person to be indemnified did not commit any breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which she/he may be entitled; and is a part of the agreement with each Director or Officer of this Corporation now or hereafter in office.
2. The Corporation shall provide liability coverage in a minimum amount of One Million Dollars (\$1,000,000) for each Director or Officer for errors or omissions not involving fraud or intentional misconduct in the exercise of such Director's or Officer's duties hereunder, and shall make such policy available for inspection by any Director or Officer on request at the offices of the Corporation.

ARTICLE IX

Amendments

The Board of Directors shall have the power to make, alter, amend, and repeal the Regulations of the Corporation by affirmative vote of a majority of the Board provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All Regulations made by the Board of Directors may be altered, amended, repealed by the members.

ARTICLE X

Exempt Activities

Notwithstanding any other provision of these Regulations, no member, Director, officer,

employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE XI

Conflict of Interest

1. **No Material Interest.** No Director of the Corporation shall maintain any material interest, direct or indirect, in any business transactions with the Corporation unless the following requirements are met.
2. **Good Faith Required.** The transaction must be done in good faith and in a manner the Director reasonably believes to be in the best interest of the Corporation. The transaction must be disclosed to the Directors acting upon or in reference to the transaction. The interested Director shall abstain from the Board vote approving or disapproving the transaction.
3. **Abstention.** The interested Director shall abstain from the Board vote approving or disapproving the transaction.
4. **No Indirect Gain.** No Director shall use his/her position in the Corporation for his/her own direct or indirect financial gain.

c. Occupancy Permit: (needs to be included once obtained)

d. Registration for Solicitation: (needs to be included once obtained)

PROGRAMS AND MARKETING

This section should focus on how AP4TC aims to address its overarching objectives stated in the vision and mission statements. Items we've discussed in the past included Spoken Word workshops and performances, online and in person art (painting/drawing) classes, collaboration with dance studios/teachers to provide online and in person, and virtual cooking classes. Detailed descriptions of what the program is providing, where it's located, the outcomes that are hoped to be achieved, number of users (volunteers and participants), financial requirements, marketing plans, and an outline of potential risks.

a. Description of Programs, Products, and Services

b. Service Objectives (nonprofit-specific)

c. Income Objectives

d. Evaluation Results

e. Marketing and Promotions

f. Marketing and Promotions Plan

g. Market Analyses

- AP4TC- Case for Support:

<https://drive.google.com/file/d/1SqV9Q6CJKRoQPqrLCdIDYnGQL8oH1VwX/view?usp=sharing>

h. Brochures, articles, etc.

1. First Brochure (front and back)



A Pause 4 The Cause Inc is a grass-roots organization that comes together to assist the needs of social issues which causes self defeating and destructive behaviors of the underserved, and youth populations A Pause 4 The Cause Inc believes that these populations are challenged with alcohol abuse, single parent homes, lack of education, poverty, violence, gang involvement, and self-image just to name a few.

A Pause 4 the Cause Inc's objective is to provide the underserved and youth populations with tools that will guide them in a different direction. Whereas, they can start achieving some of their goals in order to become productive citizens in their communities. Holistic approaches through art expressions, prevention and treatment are evidence towards developing spiritual, mental, and emotional balance.



10 RICHMOND, SQ
EUCLID, OHIO 44143



A PAUSE 4 THE CAUSE

OFFICE
216-839-9235
CELL
216-326-4139
10 RICHMOND, SQ
EUCLID, OHIO 44143

WEBSITE
www.apause4thecause.org

A PAUSE 4 THE CAUSE



EMAIL:
APAUSE4THECAUSE@GMAIL.COM

2. 2020 Toy Give Away Flyer



AP4TC

4th Annual Toy Giveaway
Dec. 19, 2020

All Toy request will be distributed by appointment only.....due to COVID-19 we will be following all CDC guidelines.

Register while supplies last.
email: apause4thecause@gmail.com
Parents name/contact information
child(s) first and last name, age, sex
Call: Debbie (216) 355-9881
Charlotte (216) 209-4822
Kim (216) 326-4139

PERSONNEL (STAFF) POLICIES AND PROCEDURE

This section details how AP4TC will interact with it's staff regardless if it's a volunteer or paid position. Basic outlines of what is expected ranging from job requirements and time tracking to facility management policies and check out forms for equipment.

a. Staff Roster and Addresses

<https://getsling.com/blog/free-employee-scheduling-software/>

b. Job Descriptions

<https://www.thebalancecareers.com/nonprofit-job-titles-2061503>

c. Staff Information Form

<https://www.missionbox.com/article/181/us-nonprofits-managing-employee-i-9-and-withholding-forms>

<https://www.thebalancecareers.com/nonprofit-job-titles-2061503>

d. Benefits and Compensation

<https://astronsolutions.net/nonprofit-employee-compensation/>

e. Code of Ethics and Code of Conduct

<https://www.councilofnonprofits.org/tools-resources/code-of-ethics-nonprofits-why-your-nonprofit-may-want-adopt-statement-of-values>

<https://www.councilofnonprofits.org/tools-resources-tags/code-of-ethics>

https://boardsource.org/wp-content/uploads/2017/04/M2H3-E-Policy-Sampler_Code-of-Ethics.doc

f. Conference Room Layout / Reserving Rooms Practices

<https://www.socialtables.com/blog/meeting-event-design/room-layouts/>

<https://www.lonestar.edu/25520.htm>

g. Diversity and Inclusion Policy

<https://www.shrm.org/resourcesandtools/tools-and-samples/policies/pages/diversitypolicy.aspx>

<https://blog.ongig.com/diversity-and-inclusion/10-examples-of-the-best-diversity-statements/>

h. Dress Code

<https://blueavocado.org/community-and-culture/model-dress-code-for-nonprofits/>

<https://www.missionbox.com/article/652/office-dress-code-policy-does-my-nonprofit-need-one>

i. During Executive Director's Absence

Details who is responsible for what when the E.D. is unavailable.

j. In Case of Fire

<https://ualr.edu/safety/home/fire-safety/what-to-do-in-case-of-a-fire/>

<https://kidshealth.org/en/kids/fire-safety.html>

k. Forms to Check Out Equipment

<https://www.pdfFiller.com/en/catalog/equipment-sign-out-sheet>
<https://www.jotform.com/form-templates/equipment-checkout-form>

l. Use of Area designations

<https://www.arcgis.com/apps/webappviewer/index.html?id=ae884981d088410fab36cabfaa9cfdc5>
<https://epa.ohio.gov/portals/30/vap/docs/USD%20Fact%20Sheet.pdf>

m. Large Mailings and Copy Lists

<https://www.vandelaydesign.com/mailing-list-managers/>
<https://blog.hubspot.com/marketing/email-list-management>

n. Office Forms

Copies of any pertinent documents (volunteer time sheets, check out forms, staff rosters, etc...)

o. Office Supplies

List and inventory of items needed for day to day activities (pens, markers, documents, wifi access, etc...)

p. Performance Management Policies (performance appraisal, firing, etc.)

<https://scholarworks.iupui.edu/bitstream/handle/1805/13357/Walk-2016-Making.pdf?sequence=1&isAllowed=y>
<https://www.missionbox.com/article/409>

q. Snow Days

<https://smallbusiness.chron.com/suggested-snow-day-policy-small-businesses-36252.html>
<https://www.thebalancecareers.com/inclement-weather-policy-sample-1918020>

r. Telephone/Internet Coverage

<https://nonprofitfederation.org/wp-content/uploads/2017/05/TCPA-Factsheet.pdf>
<https://www.eidebailly.com/insights/articles/2017/5/sample-information-systems-policy-for-non-profits>

s. Vacations

<https://smallbusiness.chron.com/pto-policies-nonprofits-39090.html>
<https://www.hrdirectapps.com/blog/how-to-manage-paid-time-off-in-your-nonprofit-business/#:~:text=Typically%2C%20nonprofit%20employers%20tie%20PTO,after%2025%20years%20of%20service>

COMMUNITY AND PUBLIC RELATIONS

a. Interview Guidelines:

<https://www.thebalancesmb.com/favorite-interview-questions-of-nonprofit-employers-2502375>

<https://www.nonprofitpro.com/post/questions-you-should-ask-a-nonprofit-interviewee/>

<https://www.betterteam.com/volunteer-interview-questions>

b. Scripts:

Detailed scripts outlining what is to be said and asked for in solicitation settings. Can include forms for emailing correspondence, thank you letters, mailed correspondence, etc....

c. Listing for Major stakeholders and contacts:

List of major stakeholders (donors, community members, coaches, board members, advocates, etc...) contact information and relevant connection to the organization.

d. Public Event Planning:

Contains relevant information about ongoing public events ranging from fundraising and cookouts to solicitation and location based events.

Appendix

[Key Questions to Ask Before Joining a Board: Download the PDF](#)

[Example Board Manual](#)

[Example Charter Documents](#)

[Tips for Creating an Effective Employee Handbook](#)

[Link to Research and Resources Spreadsheet](#)

<https://www.cleveland.com/education/2020/03/cleveland-students-dealing-with-trauma-find-comfort-with-play-houses-care-class-adapted-to-online-lessons.html>

<https://shaker.life/arts-entertainment/monica-boone/>

<https://www.shakerartscouncil.org/conversations-in-courage.html>

Google Drive Tutorial:

https://www.youtube.com/watch?v=qg7d_FqiePo

Uploading documents to Google Drive:

https://www.youtube.com/watch?v=GQVGr_OM18Q

Sharing Documents with Google Drive:

<https://www.youtube.com/watch?v=mfc2ORSSN8Y>

Scanning Documents with iPhone:

<https://support.apple.com/en-us/HT210336>

Uploading Scanned Documents with iPhone to Google Drive:

<https://9to5google.com/2019/11/06/how-to-quickly-scan-documents-with-the-google-drive-app/>

Using Google Calendar to invite people to meetings:

<https://support.google.com/calendar/answer/37161?co=GENIE.Platform%3DDesktop&hl=en>