

# **BYLAWS OF MOUNTAIN COMMUNITIES FAMILY RESOURCE CENTER, INC.**

A California Nonprofit Public Benefit Corporation

## **ARTICLE I - NAME, PURPOSE**

Section 1: The name of this corporation shall be Mountain Communities Family Resource Center, Incorporated (MCFRCI).

Section 2: The MCFRCI is organized exclusively for public and charitable purposes, more specifically to improve the quality of life for individuals and families in the Frazier Mountain Communities, and to provide access to quality health, education, and safety-related activities, services, and programs.

## **ARTICLE II - MEMBERSHIP**

Section 1: Membership shall consist only of the members of the Board of Directors.

## **ARTICLE III – ANNUAL MEETING**

Section 1: Annual meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair, the Vice-Chair, the Secretary or any two (2) Directors. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

Section 3: Notice. Notice of each meeting shall be given to each voting member by one of the following methods:

- a. by personal delivery of written notice;
- b. by first class mail, postage prepaid;
- c. by telephone; or
- d. by e-mail, not less than five days before the meeting.

## **ARTICLE IV – BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and organizational direction, and delegates responsibility for day-to-day operations to the organization Director and committees. The Board shall have up to thirteen (13) and not fewer than five (5) members. Board members receive no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall hold at least ten (10) regular business meetings throughout the year, at an agreed upon time and place.

Section 3: Board Selection and Election. The initial Board shall be selected by the incorporator named in the corporation's Articles of Incorporation. Subsequent Directors shall be chosen by a majority vote of the members then in office, whether or not less than a quorum, or by a sole remaining Director.

Section 4: Terms. All Board members shall serve a minimum of two (2) years.

Section 5: Quorum. A majority of the authorized number of Directors shall constitute a quorum before business can be transacted or motions made or passed.

Section 6: Officers and Duties. There shall be four (4) officers of the Board consisting of a Chair, Vice-Chair, Secretary and Treasurer. Their terms of service shall be governed by the Executive Committee Policies, Section A. Their duties are as follows:

**The Chair** shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting, in the following order: Vice-Chair, Secretary, and Treasurer. The Chair shall also fulfill all other duties outlined in the Executive Committee Policies, Section B.

**The Vice-Chair**, in the absence or disability of the Chair, shall perform all duties of the Chair. The Vice-Chair shall also fulfill all other duties outlined in the Executive Committee Policies, Section C.

**The Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall also fulfill all other duties outlined in the Executive Committee Policies, Section D.

**The Treasurer** shall make a financial report at each Board meeting, assist in the preparation of the organization's budget, and make financial statements available to Board members and the public as needed. The Treasurer shall also fulfill all other duties outlined in the Executive Committee Policies, Section E.

Section 7: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary. When making a nomination, Board members should consider criteria such as:

- Proven leadership
- Knowledge and experience
- Previous nonprofit board experience
- Diversity - including age, gender, ethnicity, race, disability, religion, experience, and skills
- Skillset - including financial, legal, auditing, government affairs, public relations, marketing, fundraising, grantwriting, community experience, and knowledge of the organization

These nominations, along with a bio or resumé for each nominee, shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Nominees should be invited to attend the meeting to be introduced to the Board, but will be asked to leave the meeting prior to the official nomination and discussion, which will occur in a closed session to ensure sufficient opportunity for debate among Board members. Each nomination must be seconded. Nominations require a majority vote to pass.

Section 8: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. The Board shall vote to accept the resignation at the following Board meeting.

A Board member shall be dropped for excess absences from Board meetings, defined as more than three (3) in a calendar year. Joining a meeting via telephone or videoconference will be considered attendance at the meeting, but arrangements should be made in advance with the Executive Director or Chair. A temporary leave of absence from the Board may be taken for health or personal reasons for up to three months. A leave of absence request must be in writing and received by the Chair prior to or immediately upon commencement of the leave. A Board member may be removed, with or without cause, by majority vote of the remaining directors.

## **ARTICLE V – COMMITTEES**

Section 1: The Board may create committees as needed, such as budget, finance, fundraising, etc. The Board Chair appoints all committee chairs.

Section 2: The four officers serve as the members of the Executive Committee. 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.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, grant budget proposals, any fundraising plan, and the organization annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Fiscal Year shall be July 1 through June 30. Annual reports are required to be submitted to the Board showing income and expenditures. The financial records of the organization are public information and shall be made available to the Board members and the public.

## **ARTICLE VI - LIMITATIONS**

Section 1: Political Activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

Section 2: Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in **ARTICLE I** above. No part of the revenue or earnings of this corporation shall ever inure to the benefit of any of its Directors, Officers, members, employees, or to the benefit of any private individual.

Section 3: Dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has

established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Section 4: Restrictions on Directors. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or Director.

**ARTICLE VII - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Mountain Communities Family Resource Center, Inc. on February 18, 2020.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the present Secretary of Mountain Communities Family Resource Center, a California Nonprofit Public Benefit Corporation, and that the above Bylaws are the Bylaws of this corporation as adopted at a meeting of the Board of Directors.

Executed \_\_\_\_\_ at 3015 Mount Pinos Way, Frazier Park, California.

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Gail Klein, Secretary