

Organizing Document



Bylaws

Boron Alive!

Article 1. Name and location

- 1.1. Name. The name of the organization is Boron Alive!, aka Boron Alive.
- 1.2. Location. The office is located at 12688 Daisy Street, Boron, California 93516. The staff may engage in activities anywhere in the Boron area as the work dictates, but other offices may only be established by the consent of the Board.

Article 2. Legal organization

The organization is a non-profit public corporation registered with the Secretary of State of California (as of January 5, 2015). Boron Alive! is in the process of applying for status as a public charity, exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code. Upon receipt of that status, Boron Alive! will be able to receive tax deductible bequests and gifts.

Article 3. Purpose and objectives

- 3.1 Purpose. The purpose of the organization is to improve the quality of life of the residents of Boron--distressed by the alarming deterioration of the community, the increase in crime, the influx of low-income families, and increased need for government aid.
- 3.2 Objectives.
 - 3.2.1 To serve as a **central clearinghouse** for information important to Boron residents.
 - 3.2.2 To **promote the residents' participation** in community activities and affairs.

- 3.2.3 To serve as an **incubator and supporter** of new community-generated activities and actions that will improve the quality of life for Boron residents.
- 3.2.4 To serve as a **sounding board** for Boron residents to voice their concerns and wishes for a higher quality of life.

Article 4. Directors

- 4.1 **Number.** The organization maintains a minimum of five voting Directors. The Executive Director is an ex-officio, non-voting Director. Collectively, they are known as the Board of Directors.
- 4.2 **Qualifications.** Directors are 18 years old or over residing in Boron. Efforts are made by the organization to have Directors representative of the general Boron population, such as, women, minorities, business owners, government employees, elders, and church leaders.
- 4.3 **Powers.** The activities and affairs of Boron Alive! are conducted and all corporate powers are exercised under the direction of the Board of Directors, subject to the provisions of the laws of California and any limitations in the Articles of Incorporation.
- 4.4 **Duties.** Directors perform all duties imposed by law, by the Articles of Incorporation, or by these Bylaws. Each Director will have the following responsibilities:
 - 4.4.1 Identify unmet needs of Boron residents.
 - 4.4.2 Prioritize the unmet needs for action by the staff.
 - 4.4.3 Monitor
 - A. the actions of Boron Alive! staff to keep it on track to meet the goals, and if desired, participate in the actions.
 - B. the finances of Boron Alive! to keep it solvent, and if desired, help raise funds.
 - 4.4.4 Present a positive image of Boron Alive! 'in word and deed' to the community.

- 4.4.5 A Legal. Ensure that Boron Alive! meets all legal requirements of relevant county, state, and federal governing authorities.
- 4.5 Term of office. Each Director holds office for a period of three years or until his/her successor is elected and installed. Directors may be re-elected indefinitely.
- 4.6 Compensation. Directors serve without compensation except that they are allowed reasonable reimbursement of expenses incurred in the performance of their duties.
- 4.7 Place of meetings. Meetings are held at the principal office of the organization unless otherwise indicated by the Board President or the Executive Director.
- 4.8 Meetings. Regular meetings are held monthly. Special meetings may be called at any time by the Board President.
- 4.9 Vacancies. Vacancies on the Board of Directors exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President. Directors may be removed from office with or without cause, by the unanimous vote of the remaining Directors.
- 4.10 Election of new Directors. Any Director may propose a candidate to be elected to the Board. The new Director is elected by a majority vote of the serving Directors (not a majority of a quorum). The vote is taken by *written*, secret ballot.
- 4.11 Quorum. A quorum consists of a majority of the Board of Directors. No business is considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair may entertain at such a meeting is a motion to adjourn.
- 4.12 Board actions. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is called '*An Act of the Board of Directors*' and carries the full weight of the Board.
- 4.13 Non-liability of Directors. The Directors are not personally liable for the debts, liabilities, or other obligations of the organization.
- 4.14 Indemnification¹ of Directors and Officers. The Directors and Officers are indemnified by the organization to the fullest extent permissible under the laws of California.

¹ Legal exemption from liability for damages.

Article 5. Conflict of Interest

No Director shall participate in any discussion or vote on any matter in which he or she or a Director of his or her immediate family has a potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President is expected to make inquiry if such conflict appears to exist and the Director has not made it known.

Article 6. Officers

- 6.1 Designation of Officers. The Officers of the organization are President, Secretary, and Treasurer.
- 6.2 Qualifications. Any Director may serve as an Officer of the organization.
- 6.3 Terms of office. Officers are elected by the Board of Directors at any time, and each Officer may hold office for a three-year term of office or until he or she resigns, is removed, or is replaced by a successor, whichever comes first. At the end of a term, an Officer may be re-elected for one additional term. A Director may not serve more than two consecutive terms as *any* Officer.
- 6.4 Removal and resignation. An Officer may be removed from office at any time, with or without cause, by the unanimous vote of the remaining Directors. A Director may resign effective upon giving written notice to the President. The acceptance of such resignation shall not be necessary to make it effective.
- 6.5 Vacancies. Any vacancy of an office caused by the death, resignation, or removal is filled by the Board of Directors. The Executive Director may fill a vacancy temporarily by appointment until such time as the Board fills the vacancy by vote.
- 6.6 Duties of the Officers.

President. The President represents the organization to outside stakeholders, proposes policies and practices for the organization, creates action committees, and appoints Directors to such committees. The President's key role is to ensure that the Board of Directors and its Directors

- are aware of and fulfill their governance responsibilities
- comply with applicable laws and bylaws
- conduct board business effectively and efficiently
- approves Board meeting agendas

- are accountable for their performance.

Secretary. The Secretary

- maintains a copy of the Bylaws, as amended
- reviews and maintains copies of the minutes of Directors' meetings
- maintains copies of the minutes of committees of Directors
- provides, when requested by the Board, a complete record of past Board meetings.

Treasurer. The Treasurer

- oversees the financial transactions of the organization
- ensures that the bookkeeping meets the requirements of Generally Accepted Accounting Practices
- alerts the Board of Directors of any irregularities or impending financial difficulties, and
- provides, when requested by the Board, a complete explanation of the financial position of the organization.

Executive Director. The Executive Director is the chief executive officer of the organization and a non-voting, *ex officio* Director of the Board. He or she

- carries out the directives of the Board
- monitors and guides the affairs of the organization
- supervises the activities of the staff
- drafts the budget for the Treasurer's review and presents it to the Board for approval
- performs all duties as may be required by law, by the Articles of Incorporation, and by the Bylaws
- sets the time and place for Board of Director meetings, drafts the agenda, presides over the meetings, and drafts the minutes for review by the Secretary and presents them to the Board for approval.

Article 7. Execution of instruments, deposits, and funds

- 7.1 Execution of instruments. The Board of Directors may authorize any Officer or agent of the organization to enter into any contract or execute any instrument on behalf of the organization. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee has the power or authority to bind the organization by contract or to pledge its credit or to render it liable monetarily.
- 7.2 Deposits. All funds of the organization are deposited to the credit of the organization in such banks, credit unions, or other depositories as the Board of Directors may select.

- 7.3 Gifts and Donations. The Board of Directors may accept on behalf of the organization any contribution, gift, or bequest for the nonprofit purposes of this organization.

Article 8. Organization records and reports

- 8.1 Maintenance of organization records. The organization keeps at its principal office:
- 7.1.2 Minutes of all meetings of Directors.
 - 7.1.2 Financial records, including income and net worth statements.
 - 7.1.3 Articles of Incorporation, as amended
 - 7.1.4 501(c)(3) letter
 - 7.1.5 Bylaws
- 8.2 Directors' inspection rights. Every Director has the right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of the organization.
- 8.3 Periodic report. The Board ensures that an annual report, required under law, is prepared and delivered to the appropriate California state office or to any other government office for which reporting is obligatory.

Article 9. Dissolution

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purposes. Such distribution will be made in accordance with all applicable provisions of the laws of California.

Article 10. Tax exemption provisions

- 10.1 Limitations on activities. No substantial part of the activities of the organization is to influence legislation, nor does this organization participate in any political campaign on behalf or, or in opposition to, any candidate for public office.
- 10.2 This organization does not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

- 10.3 Prohibitions against private inurement. No part of the income of this organization is used to benefit its Directors or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensations for services rendered.

Article 11. Nondiscrimination policy

Boron Alive! does not discriminate against applicants, clients, collaborators, or employees on the basis of race, color, gender, marital status, disability, age, national origin, religious belief, sexual preferences, or ethnicity.

Article 12. Amendment of bylaws

These bylaws may be altered, amended, or replaced and new bylaws adopted by approval of the Board of Directors.

Article 13. Construction and terms

If there is any conflict between the provisions of the bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holdings.

All references in these bylaws to the Articles of Incorporation are to the Articles of Incorporation filed with the Secretary of State of California and used to establish the legal existence of this organization.

All references in these bylaws to a section or sections of the Internal Revenue Code are to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.