

Emeritus Board Member Involvement in Board Vacancy and Crisis Management

MONTEZUMA VALLEY VOLUNTEER COMMUNITY SERVICE ORGANIZATION (MVVCSO)

STANDARD OPERATING PROCEDURE (SOP)

Adopted: June 28, 2025

Purpose

This Standard Operating Procedure (SOP) establishes the process for involving **Emeritus Board Members** in repopulating the MVVCSO Board of Directors under **Article IV, Section 7** of the 2025 Bylaws in two crisis scenarios: **Only One Director Remains** and **Completely Vacated Board**. It defines eligibility, repopulation procedures, transparency measures, and contingencies to ensure governance continuity, legal compliance, and alignment with MVVCSO's mission to serve the Ranchita community. The SOP complies with the **California Corporations Code (CCC)**, **IRS 501(c)(3)** requirements, **California Nonprofit Integrity Act (NIA, Government Code § 12586)**, **California Civil Code § 51 (Unruh Civil Rights Act)**, and **Americans with Disabilities Act (ADA)**.

Scope

This SOP applies to:

- Scenarios where only one Director remains, per **Article IV, Section 7A**.
- Scenarios where the Board is completely vacated (e.g., mass resignation, accident, disaster, unforeseen circumstances), per **Article IV, Section 7B**.

- All MVVCSO Voting Members, Emeritus Board Members, and officers involved in crisis governance.

Definitions

- **Emeritus Board Member:** A former Director granted Emeritus Member status by the Board, per **Article III, Section 1D**, who meets Voting Member criteria (21+, primary resident within the mapped boundary, good standing, Article III, Section 1A).
- **Voting Member:** An individual meeting criteria in **Article III, Section 1A**, with voting rights per **Article III, Section 2**.
- **Quorum:** A simple majority of seated Directors (e.g., 3 of 5 or 5 of 9), per **Article IV, Section 3B**.
- **Good Standing:** Requires annual meeting attendance, signed mission pledge, and no misconduct, per **Article III, Section 3C**.
- **Accessible Formats:** Large-print, Spanish, screen-reader-compatible formats, per **Article XV, ADA**, and **California Civil Code § 51**.

Policy

- **Eligibility for Emeritus Board Members**
 - **Criteria:**
 - Served as a Director for at least one full term (two years, Article IV, Section 1B).
 - Meets Voting Member criteria: 21+, primary resident within the mapped boundary (Article III, Section 1A), good standing (Article III, Section 3C).
 - No recorded misconduct (e.g., harassment, financial impropriety, per Board policy, Article III, Section 3C).

- Approved by majority Board vote via resolution, documented in minutes (Article VII, Section 1).
- **Maintenance:**
 - The Board maintains an updated list of eligible Emeritus Board Members in the SOP, reviewed annually with the annual report (Article VII, Section 3).
 - Emeritus Members must confirm eligibility (e.g., residency, good standing) annually by submitting a signed affidavit to the Secretary by November 1.
- **Compliance:** Ensures fairness and non-discrimination, per **CCC § 5310** and **California Civil Code § 51**.
- **Only One Director Remains (Article IV, Section 7A)**
 - **Trigger:** When only one Director remains, unable to form a quorum (Article IV, Section 3B).
 - **Expenditure Authority:**
 - The sole Director may authorize operational expenditures (e.g., utilities, food bank costs) up to \$300 per instance, with a \$900 monthly cap, excluding recurring or approved items.
 - Emergency expenditures up to \$1,000 per instance require written justification (e.g., memo to file).
 - Expenditures are documented and reported to Voting Members within 14 days via public postings (food bank, community bulletins, online, if available) in accessible formats.
 - Upon quorum restoration, inconsistencies trigger an audit by the Finance Committee (Article VI, Section 1A), per **CCC § 5231**.
- **Quorum Restoration:**
 - The sole Director identifies eligible Emeritus Board Members from the SOP list, confirming eligibility (residency, good standing).
 - Approves appointments via resolution, requiring at least two Emeritus Members to form a quorum (e.g., 3 of 5 Directors).

- Appointments are posted within 7 days in accessible formats, per **NIA, ADA, and transparency North Star**.
- Interim service is limited to 60 days or the next AGM, with Voting Member approval required for extension via special meeting (Article III, Section 4B), per **CCC § 5220**.
- Interim Directors' authority is limited to forming a quorum, facilitating elections (Article IV, Section 1B), or vacancy appointments (Article IV, Section 5).
- **Contingency:** If insufficient Emeritus Members are available, the sole Director initiates a 30-day public solicitation (Article IV, Section 5B), per **CCC § 5510**.
- **Completely Vacated Board (Article IV, Section 7B)**
 - **Trigger:** When no Directors remain due to mass resignation, accident, disaster, or unforeseen circumstances.
 - **Initiation:**
 - An **Emeritus Secretary** (former Secretary granted Emeritus status, meeting Voting Member criteria) convenes eligible Emeritus Board Members within 3 days of vacancy confirmation, per **CCC § 5210**.
 - If no Emeritus Secretary is available, a **Voting Member committee** (3 Voting Members in good standing, appointed by prior Board or SOP) convenes, per **CCC § 5510**.
 - If no committee exists, a special member meeting is called within 10–90 days (Article III, Section 4B, **CCC § 5511**).
 - **Repopulation:**
 - Convening Emeritus Members confirm eligibility from the SOP list (Voting Member criteria, good standing).
 - Approve interim Directors (minimum 3 for quorum, e.g., 3 of 5) by majority vote via resolution, documented in a written record.
 - Appointments are posted within 7 days in accessible formats, per **NIA, ADA, California Civil Code § 51, and transparency North Star**.

- Interim service is limited to 60 days or the next AGM, with Voting Member approval required for extension via special meeting, per **CCC § 5220**.
 - Interim Directors' authority is limited to forming a quorum, facilitating elections, or vacancy appointments, per **CCC § 5220**.
 - **Contingency:** If insufficient Emeritus Members are available, the Voting Member committee or special meeting initiates a 30-day public solicitation (Article IV, Section 5B), per **CCC § 5510**.
 - **Transparency and Accessibility**
 - **Postings:** All resolutions, appointments, and expenditures are posted within 7 days at the food bank, community bulletins, and online (if available), with large-print, Spanish, and screen-reader-compatible formats, per **Article XV, ADA, and California Civil Code § 51**.
 - **Member Notification:** The Secretary (or designee, Article IV, Section 5A) mails notices to Voting Members within 7 days, with accommodations for non-digital access, per **CCC § 5510**.
 - **SOP Access:** This SOP is posted within 7 days of adoption, updated annually, and available at the principal office (27527 Skyway Drive, Ranchita, CA 92066), per **Article VII, Section 2**.
 - **Compliance and Review**
 - **Legal Oversight:** The Board consults MVVCSO's attorney annually to ensure compliance with **CCC § 5210, § 5220, § 5310, § 5151, § 5231, NIA, IRS 501(c)(3), California Civil Code § 51, and ADA**.
 - **Annual Review:** The Community Engagement Committee (Article VI, Section 1C) reviews the SOP by November 1, recommending updates to the Board for majority vote approval, per **CCC § 5231**.
 - **Audit:** The Finance Committee audits expenditures upon quorum restoration, reporting to Voting Members within 30 days, per **NIA**.
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Responsibilities

- **Board:** Approves Emeritus status, SOP updates, and resolutions; oversees compliance.
- **Secretary:** Maintains Emeritus list, posts notices, documents actions (or designee, if unavailable, Article IV, Section 5A).
- **Community Engagement Committee:** Drafts and reviews SOP, engages members.
- **Finance Committee:** Audits expenditures, ensures financial compliance.