

Palo Cedro Community Action Team

Bylaws

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Bylaws of the Palo Cedro Community Action Team

Article I - General

- 1.01 **Name** The name of this corporation is the Palo Cedro Community Action Team, hereinafter referred to as the “Corporation”.
- 1.02 **Principal Office** The principal office of the Corporation shall be located in Palo Cedro, CA. Mail delivery for the Corporation may be made to P.O. Box 1112 Palo Cedro, CA 96073.
- 1.03 **General Purpose** This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- 1.04 **Specific Purpose** This Corporation is organized to improve the community of Palo Cedro and its surrounding area by developing and operating recreational and park facilities for public use and enjoyment.
- 1.05 **Restrictions** All programs, policies and activities of the Corporation shall be consistent with:
- a) these corporation Bylaws;
 - b) the California Nonprofit Public Benefit Corporation Law; and
 - c) applicable tax exemption requirements.
- 1.06 **Parliamentary Authority** Unless otherwise specified in these Bylaws or otherwise required by the California Corporation Code, the then-current edition of Robert’s Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Corporation may adopt.

Article II - MEMBERSHIP

- 2.01 **Number and Classes** There are two (2) classes of “Membership”: The Board of Directors (Board) and Associates or “Associate Members”, as defined in section 2.03. There shall be no limit to the total membership, recognizing the number of Directors on the Board shall be no less than the five (5) Corporate Officers identified in Section 5.01, and no more than eleven (11) persons.
- 2.02 **No members** The corporation shall have no members. Any action for which there is no specific provision in the California Nonprofit Public Benefit Corporation Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.
- 2.03 **Associates.** Nothing in these bylaws shall be construed as limiting the right of the Corporation to refer to persons and organizations associated with it as "members" even though such persons are not members within the meaning of Section 5056 of the California Corporation Law.

Article III – MEETINGS OF CORPORATION

- 3.01 **Meetings** The Board shall provide best efforts to meet two times each month, at a time and place made known, and accessible, to the public. The first meeting in January of each year shall be designated as the annual meeting for the purpose of election of officers and Board members. The board meetings for the ensuing year shall be set at the first meeting in January
- 3.02 **Open Meetings** All meetings of the Board shall be open to the public. Issues related to personnel or legal matters involving the Corporation will be discussed under Closed Session. Election of Board Officers and Board Members shall be held under closed session.
- 3.03 **Quorum** A quorum of the Board shall be a majority of the Board then in office.
- 3.04 **Voting** Each Director shall be entitled to cast one vote on each matter submitted to a vote of the Board.
- 3.05 **Approval by Majority** If a quorum is present, the affirmative vote of the majority of those entitled to cast a vote that are present at the meeting shall be the act of the Board.
- 3.06 **Special Meetings** A special meeting of the Board may be called by the President and shall be called upon written request of two members of the Board. A special meeting of the Board may be held by conference telephone, televideo, or similar communications equipment. Such meeting shall be valid if: 1) all members of the Board have been noticed, 2) a majority of the members of the Board participate, and 3) if all participating can hear one another.

Article IV - BOARD OF DIRECTORS

- 4.01 **Board of Directors** The Board is the governing body of the Corporation and has authority and is responsible for the supervision, control and direction of the Corporation.
- 4.02 **Composition** The Board shall be composed of the Officers of the Corporation and up to six (6) Directors none of whom shall be an Officer of the Corporation.
- 4.03 **Qualifications** Board members shall be residents of Shasta County that are dedicated to the betterment of the Palo Cedro community through the development of recreational and park facilities, that have broad experience including but not limited to: work with public and private non-profit agencies, development or operation of recreational park facility infrastructure and amenities, financial and/or accounting principles, or other project design, development and implementation functions.
- 4.04 **Officers** The Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. The Officers shall have such authority and responsibility customary for their office and in accordance with California law and Bylaws, procedures and policies of the Corporation. Each Officer shall be a member of the Board.
- 4.05 **President** The President is the Chief Executive Officer of the Corporation and will perform all duties necessary to call to order Meetings of the Corporation and perform the fiduciary responsibilities of the Corporation.
- 4.06 **Vice President** The Vice President shall remain abreast of all affairs concerning the Corporation and assume the role and responsibility of the President, in the event that the incumbent is absent or incapable of performing these duties.
- 4.07 **Treasurer** The Treasurer is the Chief Financial Officer of the Corporation and will assume financial responsibility for the Corporation including the proper and required bookkeeping duties.
- 4.08 **Secretary** The Secretary is responsible for taking minutes of all Board meetings and maintaining a complete history of activities related to the Corporation.
- 4.09 **Immediate Past President** As a President steps down from or otherwise is not re-elected to this Office, the incumbent will remain on the Board in the capacity of Past President until the election of the next President. This Officer will provide insight and experience for the benefit of the Board.

4.10 **Directors** Each Director shall provide the Board with experience, knowledge, and capabilities that will assist in the development and operation of recreational and park facilities in the Palo Cedro community. This will include, but not be limited to the responsibilities as Chairpersons for Committees and Task Forces regarding Project Design and Construction, Fundraising, Grant Preparation, and Volunteer Coordination.

4.11 **Term of Office and Elections** Officers and Directors shall be elected by the Board for a term of two (2) years. Each Board member shall be limited to two (2) successive terms, or a total of four (4) years, in the same capacity or position on the Board. Such limitation does not preclude Board members from remaining on the Board for successive periods beyond four (4) years, albeit in a differing position or positions. However, if any or all Board positions that are open for reelection in a given year are uncontested or the incumbent is unopposed by another qualified party, the Board position(s) may be maintained by the incumbent for the ensuing two (2) year term, if the incumbent(s) accepts their respective position.

The President, Secretary, and three(3) of the Director positions will be elected at the Corporation's Annual Meeting, as defined above, in years ending in even numbers, (e.g. 2,4,6,8,10). Such reelections will also (potentially) cause the termination or changing of the Past President Officer. Similarly, the Vice-President, Treasurer and three (3) of the Director positions will be elected at the Annual Meeting, as defined above, in years ending in odd numbers, (e.g. 1,3,5,7,9,11). Prior to any and all elections, the impending filling of and elections for Board vacancies shall be publicized in the community. Such notices shall be made to attempt to gather a broad-based interest and participation on the Board that represents a comprehensive cross-section of the community.

4.12 **Termination** If an Officer or Director is absent from two consecutive Board meetings, without proper notification of an anticipated absence, in any one fiscal year, for reasons that the Board determines to be insufficient or unacceptable, the respective Director's resignation shall be deemed to be rendered and accepted, and the Director shall be so notified. If the Board determines in good faith that an Officer or Director has failed in a material and serious degree to observe standard rules of conduct, or has engaged in conduct that is materially and seriously prejudicial to the purposes and interests of the Corporation, the respective Officer's or Director's resignation shall be deemed to be rendered and accepted, and the Director shall be so notified.

4.13 **Resignation** If an Officer or Director chooses, on their own accord, to resign or withdraw from their Board position, verbally or in writing, the Board will duly accept the resignation date afforded in the respective resignation notice at the next available Board meeting. In the event that an Officer or Director chooses to "change their mind" (i.e., wishes to remain on the Board) after tendering their resignation and before the aforementioned effective resignation date, such reinstatement will be put before the Board for vote and approval at the next available Board meeting.

4.14 **Vacancies** If a vacancy occurs on the Board for any reason, the Board may select a qualified candidate to assume the duties of the vacant position for the unexpired portion of the respective term.

Article V - COMMITTEES

- 5.01 **Standing Committees** The President shall nominate, for confirmation by the Board, chairs of the following Standing Committees:
- a. Finance and Budget Committee
 - b. Park Project Design Development Management
 - c. Community-based Fundraising
 - d. Grant Application Preparation
 - e. Volunteer Coordination and Planning
- The President may appoint such other task force committees as may be necessary. Chairpersons for the respective Committees may assign certain or specific tasks to other interested parties who are dedicated to the betterment of the Palo Cedro community through the development of recreational and park facilities, that have broad experience.
- 5.02 **Audit Committee** Not later than the second (2nd) Board meeting of each year, the President shall appoint, for the Board's confirmation, an Audit Committee to review and audit the books and records of the Corporation. The Audit committee shall meet quarterly and report in writing to the board. An annual Audit and necessary non-profit tax return forms shall be done by a Certified Public Accountant.
- 5.03 **Nominating Committee** A nominating committee of three board members shall be appointed by the President at the first meeting in October of each year. The committee shall recommend a slate of one or more nominees for each office and further recommend board members. A sample ballot of the committee's recommendations shall be mailed or emailed to each serving officer and board member. Board members will be given 30 days notice of slate of candidates.
- 5.04 **Open Meetings** Committee meetings shall be open to the public.

Article VI - FISCAL YEAR

- 6.01 **Fiscal Year** The fiscal year of the corporation shall be January 1 through December 31 of each calendar year.

Article VII - INDEMNIFICATION

- 7.01 **Indemnification** The Corporation shall defend, indemnify and hold harmless its agents who are subjected to any claim by reason of any alleged or actual action or inaction in the performance of their duties performed in good faith on behalf of the Corporation to the fullest extent permitted by the law. "Agent" for this purpose shall include any and all Directors, Officers and employees, past, present and future.

Article VIII - AMENDMENT OF BYLAWS

8.01

Amendments Amendments to these Bylaws may be made by a majority vote of the Board at their annual meeting or at a special meeting provided that the Officers and Directors are given thirty (30) days notice of the motion to amend the bylaws.

Adopted March 14, 2008