



The Washington Neighborhood Center
Inc. Bylaws

The Washington Neighborhood Center
**An integral part of the Sacramento Community for more than 50 years...
and the best is yet to come.**

Table of Contents

- Article I: Purpose
- Article II: Name and Location
- Article III: Fiscal year
- Article IV: Governing Body and Authority
- Article V: Composition of the Board
- Article VI: Board Member Terms of Office
- Article VII: Board Membership
 - Expiration of membership
 - Reelection
 - Meeting requirements of Board Members
 - Removal of Board Members
 - Resignation
- Article VIII: Officers
 - Expiration of membership
 - Reelection
 - Special elections
 - Removal of Officers
 - Resignation
- Article IX: Duties of Board Members
- Article X: Duties of Officers
- Article XI: Board Meetings
 - Regular
 - Annual
 - Special
 - Notice
 - Quorum
 - Proxy
- Article XII: Signature Authorizations
- Article XIII: Executive Committee
- Article XIV: Parliamentary Authority
- Article XV: Standing Committees
 - Operations
 - Planning
 - Logistics
 - Finance
 - Fundraising
- Article XVI: Ad Hoc Committees
- Article XVII: Honorary and Advisory Committees
- Article XVIII: Delegation of Administrative Activities
- Article XIX: Conflict of Interest
- Article XX: Amendments to Bylaws

Article I (1)

PURPOSE

To provide a safe and positive environment for children and young adults, and assist them in the process of developing a healthy mind, body, and spirit. The staff of professionals and volunteers embrace this purpose and are committed to serving as positive role models and mentors for the young people and the community served by the Washington Neighborhood Center.

Article II (2)

NAME AND LOCATION

The name of this corporation is The Washington Neighborhood Center, Inc., hereinafter referred to as the Center.

The principal office for the transaction of business shall be 400 16th Street, Sacramento, CA 95814. Principal office may only be changed by majority vote of the corporation directors. The Center shall not have any other offices within or outside of the State of California.

Article III (3)

FISCAL YEAR

The Board year and fiscal year shall be from July 1 to June 30th

Article IV (4)

GOVERNING BODY AND AUTHORITY

The governing body of this corporation shall be a Board of Directors elected in accordance with the articles of these bylaws.

Subject to the provision and/or any limitations of applicable state or federal law or in the articles of these bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors, hereinafter referred to as the Board.

The Board may delegate the management of the activities of the corporation to any person or persons, company or committee that shall serve at the pleasure of the Board, provided that all corporate powers shall be exercised under the ultimate direction of the Board.

Article V (5)

COMPOSITION OF THE BOARD

The Board shall consist of a minimum of 5 but no more than 11 persons of which more than half (1/2) shall reside or be employed in the Washington Neighborhood Center's service area. Additionally the Board should have at least one student member. A service area is herein defined as any area within the County of Sacramento where participants in the Center's programs reside.

Article VI (6)

BOARD MEMBER TERMS OF OFFICE

The term of office for Board members shall be three years.

Article VII (7)

BOARD MEMBERSHIP

The election of Board members shall be carried out by an individual motion to vote for each applicant.

Candidates for Board membership must be presented to the Board by the Personnel/Elections subcommittee at any Board meeting prior to the motion to vote.

1. Expiration of Membership

Board membership expires on the third year of the term on the original election date.

2. Reelection

Any Board member may be reelected for additional terms provided that their candidacy is presented to the Board by the Personnel/Elections Committee at any Board meeting prior to the motion to vote. The motion to vote should take place at the Board meeting closest to, but not after, that member's term expiration date.

3. Meeting Requirements of Board Members

All Members must annually attend a minimum of three (3) regular Board meetings in any one calendar year.

4. Removal of Board Members

Any member may lose their position on the Board if:

- a. more than 1 regular Board meeting is missed in any one calendar year
- b. more than 2 monthly committee meetings are missed in any one calendar year

5. Resignation

Any Board member may resign by giving written notice of his/her resignation to the Secretary.

Article VIII (8)

OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer.

Elections of officers shall be by the Board and by secret ballot at the annual June meeting. All candidates for office are presented to the Board by the Personnel/Elections Committee at the May Board meeting. The Board members may also make nominations of officer candidates from the floor at any time prior to voting. In order to vote for a candidate who was nominated from the floor, Board members should use the "write-in" portion of their ballot.

Term of office shall be for one year each term and no officer may serve more than three consecutive terms for the same office. In the event that an officer has already served three consecutive terms and there are no candidates for that office, the current officer will hold the position for an extension of up to six months, during which time it is the charge of the Board to actively seek a new candidate. No member shall hold more than one office at any one time.

1. Expiration of Term

Officer terms expire at the annual June meeting following their election.

2. Reelection

An officer may be reelected for up to two (2) additional terms provided that their candidacy is presented to the Board by the Personnel/Elections subcommittee at the May board meeting each time.

3. Special elections

In the event that an officer needs to be elected before or after the annual June meeting, a special election may be held. The Personnel/Elections subcommittee shall prepare a ballot and announce the special election to all Board members. Special elections should take place at the next regular Board meeting.

4. Removal of officers

Any Board officer may lose their office if:

- a. more than 1 regular Board meeting is missed in any one calendar year
- b. more than 2 monthly committee meetings are missed in any one calendar year

5. Resignation

Any Board officer may resign by giving written notice of his/her resignation to the Secretary. If an office becomes vacant before the annual June meeting, the President shall appoint a temporary officer to serve only until a special election takes place for that office.

Article IX (9)

DUTIES OF BOARD MEMBERS

1. Perform any and all duties imposed on them collectively or individually by law, by vote of the Board, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all appointed officers, agents, and employees of the organization, subject to the approval of the Executive Committee and subsequent written notice of the action given to the full Board;
3. Supervise all appointed officers, agents, and employees of the organization to assure that their duties are performed properly;
4. Serve actively on a committee.

Article X (10)

DUTIES OF OFFICERS

1. Subject to the control of the Board, the President shall be the chief executive officer of the corporation and, shall have the general supervision, direction and control of the business of the corporation. The President will attend all board meetings, regular and special, make appointments, call any special meetings, vote to break a tie, see that all books, reports, and certificates required by law are properly kept, present to the membership at any meetings any communication addressed to him/her as the President of the organization, and shall have the general powers and duties vested in the office of President of a like, non-profit, charitable corporation. The President shall also serve as the Chairperson of the Operations, Planning, or Logistics Committee.
2. The Vice President shall, in the absence or disability of the President, perform all of the duties of the President, and when so acting, shall have the powers of, and be subject to the restrictions on, the

- President. He/She will also have such other powers and perform such other duties as may be imposed by law or as may be assigned by the Board. The Vice President shall also serve as the Chairperson of the Operations, Planning, or Logistics Committee.
3. The Secretary shall keep or cause to be kept a record of minutes of all the Board and Executive Committee meetings and ensure the maintenance of proper documents concerning the Board and the corporation business. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall present to the membership at any meeting any communication addressed to him/her as the secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. The Secretary shall also serve as the Chairperson of the Operations, Planning, or Logistics Committee.
 4. The Treasurer shall have charge and custody of and be responsible for auditing all accounts of funds and securities of the corporation, and deposits of all such funds in the name of the corporation. He/She shall also keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses, and shall perform other duties as may be assigned by the Board. The Treasurer shall be the Chairperson of the Finance Committee.

Article XI (11)

BOARD MEETINGS

Regular

Regular meetings of the Board shall be held quarterly (June, September, December, March) at the principal office of the corporation or at such other time and place as may be designated by the Board with given notice (see below).

Annual

The corporation shall conduct an annual meeting on the second week of June each year for the purposes of receiving a financial report by the Treasurer, electing new officers, and installing the same. The outgoing President shall provide an update of Board and committee membership and expiration dates and a report on the past year activities and projects for the upcoming year.

Special

Special meetings of the Board may be called by the President or Vice-President, or by four (4) or more members of the Board. Four Board members designing to call a special meeting shall instruct the President in

writing to call such a meeting and include the time and purpose set for such meeting.

Notice

Notices of any special meeting, regular meeting or change of time and place of a regular meeting shall be given to each member at the address (home or email) on file with the corporation, so as to be received by the members not less than two days prior to the date fixed, or directly by telephone in the said time. Such notice shall include the time, place and agenda for said meetings. Only such business as is indicated in the agenda may be transacted at meetings.

Quorum

The quorum for transacting business at the meetings of the Board shall be four voting members, and any meeting of the Board may be adjourned for lack of quorum.

Proxy

Any member may give his proxy to another member. Proxies shall be for a designated issue or for all issues at a designated meeting. The proxy shall be in writing, or if orally shall be confirmed in writing or by fax within two business days following the designated meeting.

Article XII (12)

SIGNATURE AUTHORIZATIONS

All check disbursements and withdrawals shall be signed by the Executive Director and one of the officers of the corporation with proper documentation. In the absence of an Executive Director, all check disbursements and withdrawals shall be signed by two officers of the corporation.

Article XIII (13)

EXECUTIVE COMMITTEE

The officers of the corporation shall constitute the Executive Committee.

1. Meeting and emergency powers: The Executive Committee may meet any time as it may be necessary to carry out their duties provided that minutes are kept. The Executive Committee is empowered by the Board to act in its stead in any matter of an urgent nature needing immediate attention. Such action shall be reviewed for confirmation by the Board at the next regular Board meeting.

2. Quorum: the majority of the Executive Committee or no less than three members shall constitute a quorum.

Article XIV (14)

PARLIMENTARY AUTHORITY

All meetings of the Board and meetings of the Executive Committee shall be governed by Roberts Rules of Order as Revised.

Article XV (15)

STANDING COMMITTEES OF THE BOARD

The standing committees of the Board are appointed by the President and subject to the control of the Board. The President shall appoint a Board member as Chairperson (except when the Chairperson is already specified in these bylaws) and at least one other Board member as member for each committee. Each Chairperson shall schedule a monthly meeting except during the months of regular board meetings. Each Chairperson shall report on their committee activities and upcoming meeting dates at the regular Board meetings, and give a report of any financial activities to the Treasurer.

Interested non-Board members may be appointed to the standing committees on the grounds that their expertise is needed but their capacity is advisory only. Standing committees report to the Board at each regular Board meeting. The standing committees shall be:

1. Operations Committee

- a. Responsible for the management of all operations directly related to the mission, goals and objectives of the WNC. This includes educational, cultural, and artistic and social service activities sponsored or supported by the WNC.
- b. Designate a Personnel/Elections subcommittee that will:
 - i. Provide for an annual review and update of personnel policies to insure applicability to program needs.
 - ii. Insure the existence of appropriate job specifications and grievances procedures for the employees of the corporation.
 - iii. Recommend an orientation plan for new employees and for new Board members.
 - iv. Perform an annual review of the Executive Director's performance based on the specification of the position.

- v. Announce candidates for Board membership and for Executive Office, and announce and prepare materials for all elections.
- c. Develop and review all forms and program materials used at the center.
- d. Recommend ad hoc committees as needed for the implementation of specific tasks or assignments.

2. Planning Committee

- a. Responsible for the collection, evaluation, dissemination and use of information used for the development and strategic planning for the WNC operations.
- b. Provide for the technical review of reports to the Board on Corporate Management, Administrative Methodologies programs utilization and efficiency and community needs assessments. Perform the detailed analysis and make final recommendations to the Board on sensitive program and corporate matters such as grievance, contracts and such other matters as maybe assigned by the Board.
- c. Recommend ad hoc committees as needed for the implementation of specific tasks or assignments.

3. Logistics Committee

- a. Responsible for the infrastructure and support services needed by the WNC to fulfill its mission, goals and objectives.
 - i. Ensure building is clean and safe for use by all
 - ii. Recruit volunteers to help maintain the cleanliness and safety of the Center
 - iii. Develop an emergency plan for the center
- b. Recommend ad hoc committees as needed for the implementation of specific tasks or assignments.

4. Finance Committee

- a. Provide input and recommendation for the Board on fiscal matters and general direction on program development including:
 - i. Annual budget projection
 - ii. Review fiscal policies and procedures
 - iii. Review audits and provide for improvements
- b. Recommend ad hoc committees as needed for the implementation of specific tasks or assignments.

5. Fundraising Committee

- a. Brainstorm ideas, formulate plans, and oversee the implementation of various fundraising events and projects to benefit the Center.
- b. Provide financial reports to the finance committee from all fundraising events and projects.
- c. Recommend ad hoc committees as needed for the implementation of specific tasks or assignments.

Article XVI (16)

AD HOC COMMITTEES

The President may appoint Ad Hoc Committees as may be needed from time to time for the implementation of a specific task or assignment. The appointment of Ad Hoc Committees expires when their assignment is completed unless otherwise determined the President and confirmed by the Board. Ad Hoc Committees report to the Board.

Article XVII (17)

HONORARY AND ADVISORY COMMITTEES

Subject to confirmation by the Board, the President may appoint Honorary or Advisory Committees as may be needed from time to time enhance the Center's ability to carry out its objectives. Honorary or Advisory committee members have no voting power and serve at the pleasure of the Board, and must be individually confirmed each year at the Annual Meeting.

Article XVIII (18)

DELEGATION OF ADMINISTRATIVE ACTIVITIES

The Board shall engage an Executive Director to carry out the implementation of the corporation's programs. The Executive Director shall serve at the pleasure of the Board and under such terms and requirements as spelled by the Board in a Job Specification commensurable with the role and responsibility of the position. Unless otherwise determined by the President or the Board for specific reasons, the Executive Director shall be an Ex-Officio member of the Board, and its committees shall not have voting power. In the absence of an Executive Director, these duties shall be carried out by the Executive Officers.

Article XIX (19)

CONFLICT OF INTEREST

No Board member may be an immediate family member to another Board member and no corporation programs may gainfully employ an immediate family member of a Board member. Immediate family is here defined as parents, parents-in-laws, sons, daughters, spouse, brothers, sisters, and brothers and sisters-in-laws, sons-in-law, and daughters-in-law. No Board member shall position himself or herself to derive personal financial benefit from any Board or corporation action. Furthermore, no Board member shall serve in another capacity, private or public, whereby privileged information, obtained by way of Board or staff presentation or discussion, may be used for the benefit of other individuals or corporations, both public and private. Any Board member will remove herself or himself from discussion, review, and voting on matters with a potential conflict of interest. Failure to do so is grounds for immediate removal as Board member.

Article XX (20)

AMENDMENTS TO BY LAWS

These bylaws maybe amended, altered, or repealed and new bylaws may be adopted provided that notice of intent to amend, alter, or repeal the bylaws is given in writing to all Board members at least thirty days prior to Board action authorized under this article.

IN WITNESS WHEREOF THESE BY LAWS HAVE BEEN ADOPTED

I certify that Board motion has adopted these bylaws (pending legal review and approval) at a Board meeting on this 23rd day of August 2007.