

Revisions approved as of 11/15/11

Bylaws of  
MEND- Meet Each Need with Dignity  
A California Nonprofit Public Benefit Corporation

ARTICLE I

Name and Purpose

- Section 1. Name. The name of the Corporation shall be **MEND- Meet Each Need with Dignity**
- Section 2. Purpose. The purpose of this Corporation shall be to relieve poverty in our community by providing those in need with services such as emergency food, clothing, healthcare and educational training.

ARTICLE II

Business Address

The principal office of the Corporation for the transaction of its business is located at 10641 San Fernando Road, Pacoima 91331, in the County of Los Angeles, State of California, or at such place as may be determined by the Board of Directors.

ARTICLE III

Board of Directors

- Section 1. Management. The management of this Corporation shall be entrusted to the Officers, Chairpersons of the Standing Committees and Members at Large, hereinafter referred to in these Bylaws as the Board. The Board shall have and exercise all powers necessary to develop policies and further the purposes of the Corporation. Board members shall not be personally liable for the debts, liabilities or other obligations of the Corporation except as required by the laws of the State of California as pertain to nonprofit corporations.
- Section 2. Titles of Board Members. The Board shall consist of the following members: Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Treasurer, the Chairpersons of each of the Standing Committees (as referred to in Article V of these Bylaws) and Members at Large.
- Section 3. Number of Members at Large. The Members at Large on the Board shall be not less than two (2) nor more than thirteen (13) in number. The exact number of these Members at Large shall be fixed within these specific limits, by resolution passed by a simple majority vote of the Board.
- Section 4. Board Election. The Officers, Standing Committee Chairpersons and Members at Large of the Board shall be elected by the Board at its May meeting by a majority of the members present, providing a quorum exists.
- Section 5. Term of Office. The term of the Board Member shall be for one year.
- Section 6. Beginning of Term. The office of each Board Member shall begin on July 1<sup>st</sup>.
- Section 7. Resignation or Vacancy. Any Board Member may resign at any time by giving written notice to the Chairperson or the Secretary or to the Board at an official meeting of the Board. In the event a Board Member vacates his or her position, resigns during the term of office for which that person was elected, or is removed from his or her position, with or without cause, the Chairperson, subject to confirmation by a simple majority of the Board, may appoint a replacement for such position.
- Section 8. Removal of Board Member for Cause. "The Board may declare vacant the position of an officer, standing committee chairperson, or member at large on the occurrence of any of the following events: The Board Member has been declared of unsound mind by a final order of court; has been convicted of a felony; or has been found by final order or judgment of any court to have breached duties imposed by the California Nonprofit Public Benefit Corporation Law. A Board Member who fails to attend two regular Board meetings during a Board year, consisting of the period of July 1 to June 30, without notifying the Chairperson of the Board or the President of the absence prior to the meeting or within two days after the meeting is held shall be deemed to have tendered his or her resignation as a Board Member and that resignation will be effective when accepted by the Chairperson of the Board."

- Section 9. Removal of Board Members Without Cause. Any or all of the Board Members may be removed without cause by a majority vote of the Board at a meeting in which a quorum is present.
- Section 10. Regular Meetings. The Board shall hold a minimum of one (1) regular meeting for each quarter. Board Members shall be notified of all meetings not less than five (5) days in advance.
- Section 11. Special Meetings. Special meetings of the Board may be called by the Chairperson, or if he or she is absent or unable or refuses to act, by the First Vice-Chairperson or by any two (2) Directors. Notice of the date, time, place and agenda of such meetings shall be given not less than five (5) days prior to such meetings by first-class mail, or not less than forty-eight (48) hours prior to such meetings by personal delivery, telephone or email.
- Section 12. Quorum. A majority of the Board then in office shall constitute a quorum for the transaction of business.
- Section 13. Conduct of Meeting. Except as expressly provided in these Bylaws, or bylaw, no business shall be conducted by the Board at any meeting at which a quorum is not present and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. All meetings of the Board shall be governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or law. Meetings shall be presided over by the Chairperson, or in his/her absence, by the First or Second Vice-Chairperson, or in the absence of both of these Officers, by a Chairperson chosen by a majority of the Board Members present.
- Section 14. Executive Committee. The Executive Committee of the Board shall consist of the following elected Board Members: Chairperson, a Past Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Treasurer and two other Board Members to be elected by the Board. The President/CEO is an ex-officio member without vote. The Executive Committee shall have the power to act for the Board between Board meetings on matters of an emergency nature; to make recommendations to the full Board of Directors regarding issues of importance to the organization; and to prepare the agenda for each upcoming meeting of the Board of Directors. The Executive Committee shall report all actions to the Board at the next meeting. The Board shall have the right to rescind any action taken by the Executive Committee. A quorum of the Executive Committee shall consist of a majority of its members. The Executive Committee shall not have the power to act for the Board unless there is a quorum present at the meeting of the Executive Committee.

## ARTICLE IV

### Officers

- Section 1. Designation of Officers. The Officers of MEND shall be the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary and Treasurer. These officers shall be elected at the May meeting by a majority of the Board members present, providing a quorum exists.
- Section 2. Term of Officers. Officers shall be elected for a term of one (1) year and shall not be eligible for more than two (2) consecutive terms, with the exception of the secretary, who shall have no term limits.
- Section 3. Responsibilities of Elected Officers.
- a) The Chairperson shall preside at all meetings of the Board, the annual meeting and the Executive Committee. The Chairperson shall not vote except in case of a tie. The Chairperson shall appoint such Special Committees or Task Forces as may be authorized by the Board. The Board shall determine the duties of all such Special Committees or Task Forces. The Chairperson shall appoint all Special Committee/Task Force Chairpersons subject to Board approval and shall serve ex-officio on all Committees except the Nominating Committee (as referred to in Article IX of these Bylaws). The Chairperson shall appoint all members of the Nominating Committee. The Chairperson or his/her designate shall notify Board members of meetings. The Chairperson shall perform all other duties pertaining to the office and shall have all such other powers and perform all such other duties as authorized by the Board.

- b) The First Vice-Chairperson shall, in the absence or disability of the Chairperson, perform all the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The First Vice-Chairperson shall assist the Chairperson as needed and perform the duties delegated. The First Vice-Chairperson shall have supervisory responsibilities over such Committees as may be assigned by the Chairperson and approved by the Board.
- c) The Second Vice-Chairperson, in the absence or disability of the Chairperson and First Vice-Chairperson, shall perform all the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions of the Chairperson. The Second Vice-Chairperson shall have supervisory responsibilities over such committees as may be assigned by the Chairperson and approved by the Board.
- d) The Secretary shall keep, or cause to be kept, a book of the minutes for the Board meetings and the Executive Committee meetings. The Secretary shall be responsible for Board Correspondence.
- e) The Treasurer shall be a member of the Management Budget and Planning Committee. The Treasurer shall present written financial statements and requested reports at Board meetings. The Treasurer shall be responsible for full and accurate accounts and shall have such other powers and perform such other duties as may be prescribed by the Board.

## **ARTICLE V**

### Committees

- Section 1. Designation of Committees. The Standing Committees of the Board shall be the Fundraising Committee(s), Public Relations Committee, Volunteer Development Committee, Management Budget and Planning Committee. The Chairperson, with approval of the Board, may appoint or disband Special Committees or Task Forces as may be necessary. Non-Board members may participate in committee meetings but shall not Chairperson said committee.
- Section 2. Fundraising Committee. The Fundraising Committee shall have the responsibility of raising money during the fiscal year to cover all anticipated budget expenses and shall set goals as to the method and manner of raising funds and develop strategies and timelines to achieve these goals. This committee may be divided into two or more groups with equal standing on the Board, such as the Proposal Committee, the Special Events Committees, etc
- Section 3. Public Relations Committee. The Public Relations Committee shall oversee the operations of the newsletter and shall oversee the production of periodic news releases, public service announcements, mailings to community groups, website updates, and other activities whose purpose is to heighten community awareness of MEND and to generate greater volunteer, client, financial and other forms of support.
- Section 4. Volunteer Development Committee. The Volunteer Development Committee shall assist in recruiting and referring volunteers to MEND committees and programs and shall develop strategies and methods for volunteer recruitment, recognition, orientation and training based upon the needs of MEND committees and programs.
- Section 5. Management Budget and Planning Committee. The Management Budget and Planning Committee shall revise and update personnel policies on an annual basis or as required by law. The committee shall also develop or revise personnel policies to reflect company growth and/or nature of programs. The committee shall also oversee general maintenance needs and prepare an annual budget for presentation to the Board. This committee shall also oversee the ongoing revenue and disbursement activities of MEND and make recommendations to the Board regarding investments and other financial matters. This committee shall also evaluate ongoing MEND Programs and shall report to the Board on its findings and make recommendations as needed.

## **ARTICLE VI**

### Members at Large

Each of the Members at Large on the Board shall do one of the following:

- a. Serve on at least one Standing Committee, Special Committee or Task Force
- b. Serve on the Executive Committee
- c. Serve as a volunteer for at least one MEND program

## **ARTICLE VII**

### **President/CEO**

The Board may employ a President/CEO who shall carry out the purposes of the Corporation and be responsible for executing programs and policies of the Board. ~~The President/CEO shall be a non-voting member participant of the Board and all committees.~~ The President/CEO is required and has the right to attend every board meeting, unless specifically excused by the board. The President/CEO may express opinions about matters up for discussion, present reports and be involved in the logistics of organizing board meetings, such as notification and setting the agenda. However, the President/CEO is not counted toward meeting voting requirements and quorum requirements.

## **ARTICLE VIII**

### **Annual Meeting**

- Section 1. Date of Annual Meeting. The annual membership meeting of the Corporation shall be held in March each year.
- Section 2. Agenda of Annual Meeting. At the annual meeting, a progress report shall be submitted and Officers, Standing Committee Chairpersons and Members at Large for the forthcoming year shall be announced. In addition, any other Corporation business may be presented and considered at said annual meeting.

## **ARTICLE IX**

### **Nominations and Elections**

- Section 1. Notice. At least ninety (90) days prior to the annual meeting, the Chairperson shall give notice to the Board of Directors of the names of five (5) members whom he or she is appointing to the Nominating Committee. All of said Appointees must be MEND members in good standing. The Chairperson shall select one of the members of the Committee to serve as Chairperson.
- Section 2. Nominating Committee. The Nominating Committee shall be responsible for conducting all elections by presenting a slate at the March meeting of the Board in accordance with the Bylaws, Roberts Rules of Order and the Corporation Articles of Incorporation.
- Section 3. Preparation of Nominees. The Nominating Committee shall prepare a slate containing each position to be filled and the suggested nominee or nominees for each said position. Positions on this list shall include Officers, Standing Committee Chairpersons and Members at Large.
- Section 4. Number of Votes. In a situation in which more than one person has been nominated for a particular position on the Board, the sitting Board will vote on the nominees and the nominee receiving the highest number of votes cast shall be declared elected to the position for which said person was nominated. In case of a tie, there shall be a revote.

## **ARTICLE X**

### **Corporate Management**

- Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board.
- Section 2. Deposit of Funds. All funds or contributions shall be receipted and deposited in a properly accredited depository or depositories in the name of the Corporation
- Section 3. Property. All assets, property and other items of value shall be held in the name of the Corporation and no member of the Board shall have title to any item of value.
- Section 4. Checks. All checks issued in the name of the Corporation shall carry two authorized signatures. Those authorized to sign checks shall be the President/CEO (or COO), the Chairperson and any other Board members designated by the Chairperson and approved by the Board.
- Section 5. The Seal. The Seal of the Corporation shall be held in the principal office of the Corporation.
- Section 6. Books and Records. Adequate books, receipts, records and minutes shall be maintained and kept in the principal office of the Corporation.
- Section 7. Financial Reports. Financial reports shall be made annually to the membership and be available to the public.

- Section 8. Audit. An independent public accountant or accounting firm shall make an annual audit for the Corporation.
- Section 9. Contracts. Contracts may be entered into for debt (other than budgeted items) incurred only as directed by resolution of the Board.
- Section 10. Rights of Inspection. Any member of the Board shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of any kind and to inspect the physical properties of the Corporation.
- Section 11. Authorization. Two signatures are required to sign contracts, deeds, notes, or any other documents on behalf of MEND, for any transactions that have been approved by the Board. Those authorized to sign include the Chairperson, Treasurer, Chairperson of the Management Budget and Planning Committee, President/CEO or any other individual designated by the Chairperson in writing. Any contract with a financial obligation of less than \$10,000 may be signed by the President/CEO only or, in the absence of the President/CEO, one of the aforementioned individuals is authorized to sign.

#### **ARTICLE XI**

##### Construction

- Section 1. California Nonprofit Corporation Law. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

#### **ARTICLE XII**

##### Distribution of Funds and Dissolution or Merger

- Section 1. Net Earnings. No part of the net earnings of this Corporation shall inure to the benefit of any member of this Corporation or any private individual.
- Section 2. Distribution of Assets. In the event of dissolution of this Corporation, all property and assets of the Corporation shall be distributed to such nonprofit, charitable organizations as may be selected by a majority vote of the Board. In no event shall any of the said assets or properties be distributed to any member of the Corporation or any private individual.
- Section 3. Merger. A merger of the Corporation with another Corporation requires approval of a simple majority (at least 50% plus one) of the voting members of the Board of Directors.

#### **ARTICLE XIII**

##### Amendments

These Bylaws may be amended by a two-thirds vote at a regular meeting of the Board at which a quorum is present. A copy of the proposed amendments shall be provided each Board member at least five (5) business days in advance of the meeting.

#### **CERTIFICATE OF CHAIRPERSON**

I, Ron Villafana hereby certify that I am the Chairperson of said Corporation and that the foregoing Bylaws, comprised of five (5) pages, including the page on which appears the Corporate Seal, constitute the Bylaws of said Corporation as approved by the Board of Directors at its meeting held on September 24, 2009.

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Dated

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Chairperson