

## BYLAWS OF PACIFIC SILVER LINING

### ARTICLE I — NAME AND PURPOSE

**Section 1:** *Name:* The name of the organization shall be PACIFIC SILVER LINING. It shall be a nonprofit organization incorporated for purposes pursuant to section 501(c)(3) of the Internal Revenue Code, under the laws of the state of California.

**Section 2:** *Purpose:* Pacific Silver Lining is organized exclusively for charitable, research, student mentorship purposes and homeless assistance.

### ARTICLE II — BOARD OF DIRECTORS

**Section 1 - Board role, size and compensation:** The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees.

The board shall have up to 10, but not fewer than 3 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

**Section 2 - Terms:** All board members shall serve two-year terms, and are eligible for re-election for consecutive terms.

**Section 3 - Meetings and notice:** The board shall meet quarterly, at an agreed upon time and place. The Notice shall state the place, date and hour of the meeting, and if for a special meeting, the purpose of the meeting.

**Section 4 - Board elections:** During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year.

This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

**Section 5 - Election procedures:** New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present.

Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**Section 6 - Quorum:** A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

**Section 7 - Officers and Duties:** There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order:

Vice-chair, secretary, treasurer. The vice-chair shall chair committees on special subjects as designated by the board. The secretary shall be responsible for

keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

**Section 8 - *Vacancies*:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

**Section 9 - *Resignation, termination and absences*:** Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 10 - *Special meetings*:** Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notice of special meeting shall be sent out by the secretary to each board member at least three weeks in advance.

**Section 11 - *Remote communication for meetings*:** Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

**Section 12 - *Action without a meeting*:** Upon initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

### ARTICLE III — COMMITTEES

**Section 1 - *Committee formation*:** The board may create ad hoc committees as

needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

**Section 2 - Executive Committee:** The four officers serve as the members of the Executive Committee.

Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of

The Executive Committee shall be 75 percent of the officers.

**Section 3 - Finance Committee:** The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the executive committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization public information and shall be made available to the membership, board members, and the public.

#### ARTICLE IV — DIRECTOR AND STAFF

**Section 1 - Executive Director:** the executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meeting, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description.

The board can designate other duties as necessary.

#### ARTICLE V – AMENDMENTS

**Section 1 - Amendments:** These bylaws may be amended when necessary by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote. On [MONTH/DAY/YEAR]

Secretary \_\_\_  \_\_\_\_\_ Date \_12/05/2014\_\_\_\_\_