

THE VOLUNTEER CENTER OF CEDAR VALLEY BYLAWS

Last Revised: August 2010

ARTICLE I – NAME

The name of this Corporation shall be THE VOLUNTEER CENTER OF CEDAR VALLEY (here after referred to as VC).

ARTICLE II – STATEMENT OF AFFILIATION

The VC is an affiliate member of the Points of Light Foundation, a not-for-profit, non-governmental organization created to support volunteers and volunteer efforts locally, nationally and internationally.

ARTICLE III – OFFICES

The principle office of the VC in the state of Iowa shall be located in the County of Black Hawk. The corporation may have such other offices as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

ARTICLE IV – PURPOSES

The general purpose for which the Corporation is organized is to provide for the development, coordination, and organization of volunteer activities in the Cedar Valley of Iowa.

Its further purposes are:

- (a) To provide a non-partisan central organization through which all citizens and groups may find volunteer opportunities;
- (b) To develop ongoing, active recruitment of adults, retirees, minorities, low income individuals, groups and students;
- (c) To provide consultation and training services on all aspects of volunteer programming to any group utilizing or planning to utilize volunteers;
- (d) To conduct, coordinate and assist in orientation and training programs for the development of skills of volunteers and of volunteer leaders and directors;
- (e) To provide, through all media, a continuing program for interpreting human needs and mobilizing community resources to meet them, emphasizing the role of volunteers in the human services and the opportunities for volunteer involvement;
- (f) To gather information on available resources of volunteers with special talents and skills;
- (g) To generate new opportunities for volunteer involvement in community services;
- (h) To plan volunteer approaches to important local problems;
- (i) To upgrade community volunteer services through development of standards;

- (j) To develop as fully as possible the financial resources, both voluntary and governmental, needed to promote volunteerism and to provide consultation and training to volunteer programs;
- (k) To solicit, receive and maintain funds to support the programs of the corporation; and
- (l) To cooperate with governmental and charitable agencies in meeting the needs of volunteers in the community and to do and perform all acts of every kind and nature which a corporation, not-for-profit and organized for charitable purposes, may lawfully do or perform.

ARTICLE V – MEMBERSHIP

The membership of the VC in whom full voting rights are vested shall be the members of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 – Number – The affairs of the corporation shall be conducted by the Board of Directors, consisting of not less than thirteen (13) and no more than twenty-four (24) persons who are either residents of or directly involved in the geographical area served by the VC and who reflect the variety of constituencies served by the VC.

Section 2 – Nomination and Election – The members of the Board of Directors shall be elected from candidates nominated as set forth in ARTICLE IX. The members of the Board of Directors shall be elected by the membership at its monthly board meeting or other meeting called for such purpose and shall take office at the next regular meeting of the Board of Directors.

Section 3 – Term – All members of the Board of Directors shall be elected for three (3) year terms.

Deleted: unless fulfilling a vacancy

Section 4 – Vacancy – In the event of any vacancy caused by death or removal, or resignation, such vacancy may be filled at any regular or special meeting of the Board by a vote of the majority of the remaining Board members. Election to an unexpired term shall not be considered as a full term.

Deleted: Except in the case of death, removal by majority in attendance vote of the Board of Directors, or resignation, a Board member shall serve until his/her successor has been elected. Any person elected to a vacated position prior to the end of the term may be reappointed at the beginning of the following term (July 1). The start of the first full term shall be considered the starting date of the new term

Section 5 – Resignation – A Board member may resign at any time by notice in writing delivered to the President of the Board. Upon resignation from Board, as written in the Board Member Job Description, you will continue to represent the organization positively and/or remain neutral.

Section 6 – Removal - In the event a Board member is absent from three (3) consecutive regular meetings or has two (2) unexcused absences throughout a fiscal year, that member will be contacted by the chairperson of the Executive Committee. He/she may be automatically removed from the Board. The Secretary shall submit his/her name at the next regular meeting of the Board whereupon this action may be reversed by two-thirds (2/3) vote of the Directors present and voting.

Deleted: If, in the event a Board member is absent from five (5) consecutive regular Board meetings during any term, h

Section 7 – Compensation – Members of the Board of Directors shall receive no compensation for their services as such.

Section 8 – Composition – The Board may attempt to represent a broad cross-section of the total geographical area served with special emphasis upon representation with regard to age, race, national origin, religious beliefs, sex, sexual orientation, employment, and marital status.

Deleted: shall

Section 9 – Ex-officio Members – The Board shall have authority by action of at least a majority of its members present to appoint ex-officio members to the Board of Directors, not to exceed ten in number, to serve as board members, without the right to vote, until replaced or removed by the Board of Directors. Ex-officio members shall be advisory only, and shall not be charged with any of the legal obligations or liabilities of elected board members.

Section 10 - Indemnification

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 11 – Student Board Member – The Board shall include one (1) college or university student member for a term of one (1) year. Applications for this position will be accepted annually from a student from any school within the Volunteer Center of Cedar Valley’s footprint. With the exception of term, the Student Director’s authorities and responsibilities will match that of all other members of the Board of Directors.

ARTICLE VII – OFFICERS

Section 1 – Election – The Board of Directors shall elect a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may deem proper. Any two of the offices may be held by one person, except the offices of President and Vice President.

Section 2 – Resignation – Any person may resign as an officer of the Board by delivering written notice to the President, or by stating their resignation at a meeting of the Board of Directors.

Section 3 – Vacancy – Except in the case of death, removal or resignation, an elected officer shall serve until his/her successor has been elected. In the event of death, removal or resignation of the President, the Vice President shall assume the office of President for the balance of the unexpired term, or until a new President is elected. Any vacancy in any office may be filled by the Board of Directors at the next regular meeting subsequent to notice of a vacancy; at a special meeting called for such purpose, or in the event a resignation is accepted.

Section 4 – Term – An officer of the corporation may serve three (3) consecutive one – year terms in a single office with the exception of Treasurer. The Treasurer may be re-elected to as many one year terms as is deemed appropriate by the Executive Committee.

Section 5 – Succession – The President shall be succeeded by the Vice-President.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1 – President – Subject to the control of the Board of Directors, the President shall have general supervisory authority and control over the policies of the corporation and the administration of the business and affairs of the corporation by its Executive Director. He/she shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall appoint all standing and special committees and Task Groups, with the approval of the Executive Committee, and shall be an ex-officio member of all committees.

Section 2 – Vice President – In the absence or disability of the President, the Vice President shall perform the duties of the President and, in so doing, shall have all of the powers of the President. The Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 3 – Secretary – The Secretary shall take and keep records of all meetings of the Board of Directors, perform the usual duties of this office and perform such duties as the Board may require.

Section 4 – Treasurer – The Treasurer shall be the custodian of the funds, securities and similar property belonging to the corporation and shall do with the same that which is ordered by the Board of Directors. He/she shall keep accurate financial accounts and hold the same open for the examination of the Board. On the expiration of his/her term of office, he/she shall turn over to his/her successor or to the Board of Directors all property, books, papers and monies of the corporation in his/her hands. The Treasurer shall be bonded in amounts to be determined from time to time by the Board. A year-end review shall be performed by the Executive Committee to review the corporation's financial statements of activities and reported and approved by the full Board of Directors at its next regularly scheduled Board meeting.

Section 5 – Past President – The Past President shall consult with the other officers; shall solicit new applications to serve on the board from community members; and shall be responsible for such other duties as prescribed by the President, Board of Directors or these Bylaws.

ARTICLE IX – COMMITTEES

Section 1 – Executive Committee - The Executive Committee shall include the elected officers of the Board of Directors, the immediate past president of the Board of Directors, the Chairpersons of each standing committee and shall have a minimum of five (5) members. If the immediate past president is unable to serve, the fifth member shall be elected by the Board of Directors. The Executive Committee shall meet as needed to review and conduct business of the corporation.

The Executive Director of the VC shall be an ex-officio member, without vote, of the Executive Committee.

The duties of the Executive Committee shall include:

- (a) The development and review of personnel policies;
- (b) The development of the job description for the Executive Director;
- (c) Recommendations for the employment of the Executive Director;
- (d) Approval of salary ranges for Volunteer Center staff;
- (e) Conducting an annual performance review of the Executive Director;
- (f) The selection of depositories for the funds of the corporation;
- (g) Shall nominate all Board members and officers of the corporation.

Section 2– Standing Committees – In addition to the Executive Committee, the following shall be standing committees: Marketing Committee, Fundraising Committee, and Special Event Committee.

Deleted: /Resource Development

Section 3 – Other Committee and Task Groups – The Board of Directors may establish committees/task groups as it deems necessary. Such committees/task groups shall have such names, responsibilities and existence as may be determined, from time to time, by the action of the Board of Directors.

Section 4 – Committee Responsibilities – Each committee and task group (except Executive Committee) may appoint non-Board members to help fulfill their functions. Each committee/task group shall keep a written record of its acts and proceedings and shall submit these records to the President upon request. These records are property of the VC. Each committee or task group shall have power to appoint subcommittees for carrying out the work, under its direction, as it may deem necessary. Each committee or task group shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it.

ARTICLE X – MEETING

Section 1 – Regular – The Board shall meet no less than six (6) times during the calendar year at such time and place as the Board of Directors designates. Should any regular meeting be cancelled or rescheduled, notice shall be given to each member at least five (5) days in advance of the scheduled date. Information regarding the meeting and Agenda materials will be sent five (5) days in advance of the scheduled meeting date.

Special – The President may call a special meeting of the Board at any time. A special meeting of the Board may also be called whenever ordered by a quorum of the Board.

Section 2 – Quorum – A quorum of any meeting of the Board of Directors shall consist of not less than forty (40%) percent of the Board members seated. When a quorum is present, any action by a majority of those present shall be action by the Board of Directors.

Deleted: Section 2 – Annual – The Board shall hold an annual meeting each year at such time and places as the Board may designate. The purpose of the annual meeting shall be to elect Board members and officers and to conduct other matters determined by the Board of Directors.¶

Deleted: 3

ARTICLE XI – PAID STAFF

Section 1 – Executive Director – There shall be a paid executive Director who, with the authority of the Board and under the general direction of the President, shall be responsible for the execution and administration of the corporation. The Executive Director has the power to hire additional staff as needed and as approved by the Board of Directors.

ARTICLE XII – AMENDMENTS TO BYLAWS

Section 1 – These Bylaws may be altered, amended, or replaced and new Bylaws may be adopted by a two-thirds (2/3) majority of the Directors present at any regular meeting or at any special meeting, at which a quorum is present, provided that at least ten (10) days written notice is sent notifying members of the Board of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. Said notice shall state the contemplated changes in the Bylaws.

Deleted: mailed

ARTICLES OF INCORPORATION

INTRODUCTION: The undersigned, desiring to form a corporation, not for profit, under Chapter 504A, Iowa Nonprofit Corporation Act do hereby certify:

FIRST: The name of said corporation shall be THE VOLUNTEER CENTER OF CEDAR VALLEY.

SECOND: The Corporation shall have perpetual duration.

THIRD: The place in Iowa where the principal office of the corporation is to be located in Waterloo, Black Hawk County, Iowa.

FOURTH: The purposes for which said corporation is formed are:

Said corporation is organized exclusively for charitable purposes: to provide the development, coordination, organization and promotion of volunteerism in the public and private non-profit sector in the Cedar Valley of Iowa.

1. To recruit and evaluate volunteers with and for non-profit welfare, cultural, educational, and recreational agencies:
2. To serve as a source of information, guidance and referral to such volunteers:
3. To provide guidance and support to non-profit agencies in the development and strengthening of their volunteer programs:
4. To coordinate and give recognition to the community's volunteer services:
5. To promote educational programs related to citizen participation in the public and private non-profit sector:
6. To provide training in support of volunteers and volunteer programs:
7. To solicit, receive, and maintain funds to supports the programs of the corporation; and
8. To do and perform all acts of every kind and nature which a corporation, not-for-profit, organized for charitable purposes may lawfully do and perform.

FIFTH: Other purposes for which this corporation is formed and the powers it shall have in order to carry out its primary purposes are:

1. To engage in any one or more other businesses or transactions which the Board of Directors of this corporation may from time to time authorize or approve:
2. To exercise any and all rights and powers which a corporation may now or hereafter exercise:
3. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision:

4. To take, purchase and otherwise acquire, own, hold, use, sell, assign, improve, hypothecate, construct, operate and generally deal in and with all forms of personal and real property and property rights of every class and description, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties:
5. To act as principal, agent, joint venture, partner, or in any other capacity which may be authorized or approved by the Board of Directors of this corporation, and which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business:
6. To have and to exercise all the powers conferred by the laws of Iowa upon corporations formed under the laws pursuant to and under which this corporation is formed, and such laws that are not in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

SIXTH:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article FOURTH and Article FIFTH hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

SEVENTH:

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as

an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

EIGHTH:

All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include statutes that succeed such provisions (i.e. the corresponding provisions of future United States Internal Revenue Law).

NINTH:

The following persons, not less than three, shall serve said corporation as directors until the first annual meeting or other meeting called to elect directors.

Name _____ Full Address _____

Name _____ Full Address _____

Name _____ Full Address _____

IN WITNESS WHEREOF, we have hereunto subscribed our names this _____ day of _____, 20____.

NAME _____

NAME _____

NAME _____