

**VOLUNTEER NOW: MACOMB AREA VOLUNTEER CENTER
BY-LAWS**

ARTICLE I

Name

1.1 **Name:** The name of this organization shall be Volunteer Now: Macomb Area Volunteer Center and is organized under the laws of the State of Illinois as a not-for-profit corporation. The organization is hereinafter referred to in these by-laws as “Volunteer NOW”.

1.2

ARTICLE II

Purpose and Function

2.1 **Purpose and Function:** The purpose of Volunteer NOW is to mobilize Macomb area volunteer resources to enhance the spirit and quality of community life. The following objectives are primary to achieving the purpose of Volunteer NOW:

- a) Connect people with opportunities to serve;
- b) Enhance and build capacity for local volunteering;
- c) Promote volunteering; and
- d) Participate in strategic initiatives.

(For further explanation of objectives and activities, see Volunteer NOW Purpose Statement.)

ARTICLE III

Governing Authority

3.1 **Governing Body:** A Board of Directors, hereinafter referred to in these By-Laws as the “Board” shall govern Volunteer NOW.

3.2 **Membership:** The Board shall be comprised of a President, Vice President, Secretary, Treasurer and Board Members. The number of Board Members shall be no fewer than five and no greater than twelve. No member of the Board shall receive financial compensation for service on the Board.

3.3 **Authority:** The affairs of Volunteer NOW shall be under the direction of its Board of Directors. The duties of the Board of Directors shall be:

- a) To oversee the affairs of Volunteer NOW;
- b) To adopt such By-Laws for the government of Volunteer NOW as may be consistent with the objectives of
Volunteer NOW;
- c) To provide for the raising of funds;
- d) To approve the employment of such staff as it may deem necessary; and
- e) To determine the duties of the staff; and to give a full and complete report of its activities each year at the

annual meeting.

3.4 Election and Tenure: Members of the Board shall be chosen to fill openings on the Board during the year as needed. They shall be approved by vote of the Board. The terms of office of all Board members shall be two years, with one half of those positions expiring on alternate years. No Board member shall serve more than the greatest of four consecutive terms, including time served as an officer.

3.5 Duties: Each Board member is responsible to fully participate in and support all Volunteer NOW functions including serving as an officer or committee member and attend the meetings of the Board or committee(s) on a regular basis.

3.6 Annual and Regular Meetings: An annual meeting of the Board of Directors shall be held in January each year. The Board shall meet a minimum of eight times per year.

3.7 Special Meetings: The President or any two Board members may call special meetings. At least two (2) days notice shall be given to all members of such special meeting.

3.8 Resignations: A Board member may resign at any time by written notice delivered to the Board or to the President or Secretary of MAVC. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Board member need not be accepted in order to be effective.

3.9 Termination: One or more Board members may be removed, with just cause and written notification. A director may be removed by the affirmative vote of a majority of the Board then in office at a meeting of the Board at which a quorum is present.

3.10 Vacancy: In the event a vacancy occurs, the vacancy may be filled by nomination of a substitute. The approval of such nomination shall be by a vote of a majority of the members of the organization. The newly elected Board member shall immediately assume responsibilities.

3.11 Quorum: A majority of the Board members then in office shall constitute a quorum for the transaction of business at any meeting, provided that no decision shall be made by less than three directors. If less than three members of the Board are present, a majority of the Board then present may adjourn the meeting to another time without further notice. Withdrawal of Board members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

3.12 Notice of Meetings: Written notice stating the date, time and place of all meetings shall be made at least ten days prior to the meeting except in the case of a special meeting requiring 2 days notice.

3.13 Payments or Contributions: Volunteer NOW shall not make organizational payments or contributions (cash or in-kind) to nor shall become actively involved with political organizations or candidates. Volunteer NOW shall not require or allow its staff to make such payments or contributions on behalf of Volunteer NOW.

3.14 Risk Management: Member agencies utilizing Volunteer NOW for the recruitment of volunteers are responsible for determining each individual's suitability for service, through use of screenings, background checks, etc. as required for their individual risk management plan.

ARTICLE IV

Officers

4.1 **Designations:** The officers of Volunteer NOW shall be President, Vice President, Secretary and Treasurer. All officers shall be elected for terms of one year by the Board of Directors and shall assume their responsibilities immediately following the election.

4.2 **Election:** The officers of Volunteer NOW shall be elected annually in January at the first board meeting of the fiscal year.

4.3 **The President:** The President shall preside at all meetings of the Board, shall have general supervision of the affairs of Volunteer NOW, and shall perform such other duties as are pertinent to the office or are properly required of the President by the Board. The President shall appoint all committees and their respective chairpersons.

4.5 **The Vice President:** During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall assist the President and perform such duties as delegated by the President or the Board.

4.6 **The Secretary:** The Secretary shall keep the minutes of all regular and special meetings of the Board of Volunteer NOW in such a manner as to record all events of the Board, including all motions whether carried or rejected, as well as the attendance or non-attendance of all Board members. The Secretary shall be responsible for the timely dissemination of minutes of the Board meetings to the Board members.

4.7 **The Treasurer:** The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

ARTICLE V

Executive and Other Committees

5.1 **Executive Committee:** The Executive Committee shall consist of the four elected officers. Three of the elected officers shall constitute a quorum.

- a) The Executive Committee shall have the authority to coordinate the efforts of the Board and Committees, conduct the day-to-day business of Volunteer Now and make decisions regarding policy of Volunteer Now during the interim of Board meetings.
- b) The Executive Committee shall report all decisions made during the interim of Board meetings to the Board of Director's during the next scheduled meeting.

5.2 **Other Committees:** The Board may create committees as needed, such as fundraising, finance, etc. The President shall appoint all committees and their respective chairpersons. A committee shall direct and support activities of Volunteer NOW staff or special initiatives approved by the Board. All committees shall provide written minutes to the Secretary.

ARTICLE VI

Coordinator

6.1 **Coordinator:** A coordinator may be employed by Volunteer NOW. An individual hired to serve as

Coordinator:

- a) Shall be governed by the Personnel Policies adopted by Volunteer NOW with respect to hours, benefits,
salary, vacation, evaluation and termination.
- b) Shall perform such duties as may be assigned by the President of the Board and approved by the
Board of Directors;
- c) Shall be responsible for the daily operations of Volunteer NOW in accordance with the directives of the
Board of Directors;
- d) Shall be responsible for the hiring and performance evaluations of Volunteer NOW personnel;

ARTICLE VII

Administrative and Fiscal Year

7.1 **Administrative and Fiscal year:** The Administrative and Fiscal Year of Volunteer Now shall be from January 1 to December 31 of each year.

ARTICLE VIII

Financial Activities

8.1 **Loans:** No loan shall be made by Volunteer NOW to any Board member or officer.

8.2 **Checks, Drafts, Etc.:** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness shall be signed by at least two officers, employees or agents of Volunteer NOW in such manner as shall from time to time be determined by resolution of the Board.

8.3 **Deposits:** All funds of Volunteer NOW shall be deposited to the credit of Volunteer Now in such banks, trust companies, or other depositories as the Board may select.

8.4 **Gifts:** The Board may accept on behalf of Volunteer NOW any contribution, gift, bequest or devise for the general purposes or for any special purpose of Volunteer NOW.

ARTICLE IX

Books and Records

9.1 **Books and Records:** Volunteer NOW shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its office, a record of its Board members with their names and addresses.

9.2 **Audit:** Volunteer NOW shall conduct an annual financial audit of the organization. Audit to be conducted by at least two members of the Board.

ARTICLE X

Indemnification and Insurance

10.1 **Indemnification and Insurance:** Volunteer NOW shall indemnify its officers, Board members, employees and agents to the greatest extent permitted by law. Volunteer NOW shall have power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee or agent of Volunteer Now to the full extent permitted by law.

ARTICLE XI

Anti-Discrimination Statement

11.1 **Anti-Discrimination:** Volunteer NOW shall not discriminate on the basis of age, color, ethnicity, gender, marital status, national origin, disability or handicap, race, religion, sexual orientation or political affiliation. This policy shall not be limited to recruiting membership, organization activities or opportunities to hold office.

ARTICLE XII

Amendments and Rules of Order

12.1 **Amendments:** A majority of the Board of Directors at a meeting at which a quorum is present may alter, amend or repeal the By-laws or adopt new By-laws provided that such proposed amendments are presented in writing at the previous regular meeting of Volunteer NOW. Such action may be taken at a regular or special meeting.

12.2 **Rules of Order:** All meetings of Volunteer NOW shall be conducted in accordance with the parliamentary authority of Robert's Rules of Order.

ARTICLE XIII

Dissolution of Organization

13.1 **Dissolution of Organization:** Dissolution of Volunteer NOW shall require the affirmative vote of two-thirds of the members of the Board of Directors. In the event of dissolution of the

organization, assets shall be distributed as specified in Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Adopted: 01/08/04
Amended: 01/20/05
Amended: 08/27/05

Amended: 10/25/05
Amended: 02/25/06
Amended: 09/28/06