

# **Monrovia Providers Group, Inc. Bylaws**

## **ARTICLE I: ORGANIZATION NAME**

Section 1.1 Name: The name of this Organization is Monrovia Providers Group, Inc. (the “Organization”)

Section 1.2. Duration: The period of duration of the Organization is dependent upon the interest and involvement of the membership.

## **ARTICLE II: OFFICES**

Section 2.1. Office: The stable mailing address of this Organization will be Monrovia Providers Group, Inc., P.O. Box 2068, Monrovia, CA 91017.

## **ARTICLE III: MEMBERSHIP**

Section 3.1. Membership: The Organization shall be composed of eligible members, defined as those with current paid membership dues and annual attendance of 50%.

Section 3.2. Eligibility: Any individual, group, agency, or institution that shares the mission and goals of the Organization may be a member by submitting the designated membership form and the annual membership fees. Section 3.3. Life Member: A longstanding active member of Monrovia Providers Group (including representatives of for-profit and non-profit organizations), as defined in these Bylaws, who is retiring or leaving their current organization is eligible. The Board of Directors values their contribution to the organization and bestows this status. A Life Member is not required to pay membership dues, and continues to have the same privileges and responsibilities as active, dues-paying members. The Board of Directors must vote to elect someone to this position.

Section 3.4. Honorary Member: The Board of Directors may nominate a truly outstanding member of society whose professional or personal achievements demonstrate a distinctive contribution to the senior community to join the Organization as an Honorary member. An Honorary Member does not pay dues, is not obliged to attend meetings, does not have voting rights, and may not hold office. The membership shall approve an Honorary Member.

## **ARTICLE IV: ORGANIZATION OPERATIONS**

Section 4.1. General Meetings: The Organization shall hold membership meetings on the first Thursday of each month for the purpose of transacting business, providing education and programs, facilitating networking and/or other activities in support of the mission and goals of Monrovia Providers Group, Inc. Any meeting may be waived, canceled, or postponed at the discretion of the Board of Directors.

Section 4.2 Board Meetings: Periodic meetings of the Board of Directors shall be held at such time and place as determined by the President of the Board.

Section 4.3. Special Meetings: Special meetings of the Organization may be called at any time by the President, a majority (>50%) of the Board of Directors, or by written request of at least twenty-five percent (25%) of the membership. Only those items of business set forth in the notice of the special meeting shall be discussed and acted upon at such a meeting.

Section 4.4. Notice of Meetings: Website posting and/or emailed notice stating the place, day, and hour of the meeting of the Organization and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered by or at the direction of the President, a majority (>50%) of the Board of Directors, or a written request of at least twenty-five percent (25%) of the membership, to each member at least seven (7) days prior thereto by written notice delivered by electronic mail. Such delivery shall be made to each member at his/her address as shown by the records of the Organization and shall be deemed delivered on the date that the notice is emailed.

Section 4.5. Quorum: Twenty-five percent (25%) of the members of the Organization shall constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, no business requiring a vote may be transacted.

Section 4.6. Voting: Each membership (ARTICLE III, Section 3.1) shall be entitled to one vote on each matter of business brought before said members. Any vote that financially benefits a member shall require that member to abstain from voting. No proxy vote shall be permitted. The approval of any matter of business before a regular or special meeting of the members of the Organization shall require the affirmative vote of a simple majority (>50%) of the members voting. The approval of a matter of business brought for vote by mail shall also require the affirmative vote of a simple majority (>50%) of those members who vote. Members with voting privileges with respect to the election of the Board of Directors, removal of a member of the Board of Directors, the replacement of Organization officer(s), or the amendment of these Bylaws shall be limited to those persons who are members at least seven (7) days prior to the mailing of notices of these actions. If an election is to be by mail, members with voting privileges shall be those who were members at least seven (7) days prior to the mailing of the ballots.

Section 4.7. Parliamentary Procedure: Except as otherwise provided herein, the parliamentary rules of order contained in "Roberts Rules of Order – Revised" (current edition) shall govern all meetings of the Organization.

## ARTICLE V: THE BOARD OF DIRECTORS

Section 5.1. Function and Selection: The Board of Directors shall manage the business and affairs of the Organization. The Board of Directors shall be elected by and from the membership in accordance with procedures established by ARTICLE VII, Section 7.1. of these Bylaws. Elections may take place at a regular or special meeting, or by e-mail ballot.

Section 5.2. Membership: The Board of Directors shall consist of the elected officers of the Organization and the appointed Chairs of the standing committees.

Section 5.3. Appointments: The Board of Directors may appoint committees, for the purpose of implementing the programs and goals of the Organization.

Section 5.4. Meetings: Regular and special meetings of the Board of Directors shall be held with appropriate notice, as defined in ARTICLE IV, section 4.4. Board of Directors meetings shall be open to all members of the Organization. Non-board members may provide input but do not have voting privileges.

Section 5.5. Quorum: Twenty-five percent (25%) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, the meeting shall be adjourned and no business may be transacted.

Section 5.6. Removal of Directors: Any or all Directors may be removed from office at any time by the vote of two-thirds (2/3) of the members of the Organization at any regular or special meeting of the members at which a quorum is present, whenever, in its best judgment, the best interest of the Organization would be served thereby. The Director to be removed shall be given notice of said meeting at which a decision for removal is made, and shall be given an opportunity to be heard prior to the final decision. In the case of the removal of any Director, a new Director shall be appointed by the Organization's Board of Directors within thirty (30) days of the removal to serve the unexpired term. In the event that a Director needs to be removed from the office prior to the vote of the entire membership, the Board of Directors shall have executive power to make that decision and will communicate that decision to the membership as soon as possible.

Section 5.7. Vacancies: Any vacancies on the Board of Directors, occurring for reasons other than removal from office, shall be appointed by the Board of Directors. Directors so appointed to fill vacancies shall hold office for the unexpired term of their predecessor, or until their removal or resignation from office.

Section 5.8. Compensation: The members and Board of Directors of the Organization shall receive no compensation for their services but may be reimbursed for expenses incurred during the performance of their duties of office.

Section 5.9. Limitation of Activities: The Organization shall not perform, participate in, or sponsor in whole or part any activities prohibited to a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986.

## ARTICLE VI: OFFICERS

Section 6.1. Officers: The officers of the chapter shall be the President, Vice-President, Secretary, Treasurer, Immediate Past-President, and Public Relations Officer.

Section 6.2. Term of Office: Eligible Organization members shall elect the officers of the Organization to a term of two years.

Section 6.3. President: The President shall be the principal executive director of the Organization and shall have general supervision and control over all of the business and affairs of the Organization and shall implement policy established by the members. The President shall preside at all meetings of the Organization, execute all conveyances, notes, contracts, or other instruments authorized by the members, serve as a ex-officio non-voting member of all standing committees, perform and discharge all duties incidental to the office of the President and such other duties as may be assigned by the members.

Section 6.5. Vice President: In the absence of the President, or in event that the President is unable to fulfill the duties of the office for any reason, the Board of Directors shall empower the Vice-President to perform the duties of the President, and when acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall assume responsibility for annual review of the Bylaws. The Vice-President shall perform such other duties as may be assigned to him or her by the President or by the members.

Section 6.6. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization, keep or cause to be kept complete and accurate financial records, receive and give receipts for monies due and payable to the Organization and from any source whatsoever, deposit all such monies in the name of the Organization in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the members.

Section 6.7. Secretary: The Secretary shall keep or cause to be kept the minutes of the meetings of this Organization. The Secretary shall also keep or cause to be kept all Organization records and shall in general perform all duties incidental to the office of Secretary and such other duties as may be assigned to him or her by the President or the members.

Section 6.8. Immediate Past-President: The Immediate Past-President shall provide counsel and advice to the President and other officers and perform such other duties as may be assigned to him or her by the President or the members.

Section 6.9. Public Relations Officer: The Public Relations Officer shall coordinate, administer, and review promotions of the Organization. The Public Relations Officer shall assist other officers and committees of the Organization with promotions and perform such other duties as may be assigned to him or her by the President.

Section 6.10. Appointed Positions: Appointed positions may include, but are not limited to:

- **Membership Chairperson** - Responsible for collecting dues annually and maintaining a list of current members. The membership chair shall keep a record of dues paid and reconcile the Organization membership and shall give or cause to be given notice of all meetings in accordance with these Bylaws.
- **Speaker Chairperson** - Responsible for coordinating and planning speakers for the monthly MPG meetings.
- **Website Chairperson** - Provides oversight of the MPG website by adding or causing to be added all member information, announcements, and information of interest to seniors and their families.
- **Fundraising Chairperson** - Oversees the coordination of fundraising and special events for MPG.
- **Hospitality Chairperson** - Coordinates refreshments to be provided at general meetings.
- **Outreach Chairperson** - Conceives and coordinates outreach, entertainment and educational events for older residents of MPG service area.
- **Grants Chairperson** - Coordinates the reception, review, recommendations to the Board, communication and promotion of grants.

#### ARTICLE VII: COMMITTEES

Section 7.1. Nominating Committee: The Nominating Committee shall be appointed by the Board of Directors and shall prepare a slate of Officers to be presented to the membership at the Organization's scheduled elections. Nominations from the floor may be made by voting members for candidates who qualify and verify their willingness to run for office.

Section 7.2. Standing Committees: The Board of Directors may appoint committees to which may be assigned duties and powers as the Board of Directors may deem desirable in the interest of facilitating the mission and goals of the Organization. Chairpersons of committees are appointed by the Board of Directors and may attend Board meetings, and shall be granted voting privileges by the Board of Directors. Members of committees, except the Nominating Committee, shall be selected by the chairperson of the committee.

#### ARTICLE VIII: ORGANIZATION FISCAL AFFAIRS

Section 8.1. Tax Status: The Organization is a non-profit Organization under Section 501(c)(3) of the Internal Revenue Code and is incorporated in the state of California.

Section 8.2. Organization Membership Dues: Annual membership dues shall be established by the Board of Directors and reviewed annually.

Section 8.3. Program Revenue: The Organization may sell space for educational exhibits at Organization events/conferences/programs. The Organization may assess a fee or request a

contribution from members and nonmembers attending Organization events/conferences/programs. The Organization shall review all exhibits and exhibitors merchandise, free or for sale, to insure an appropriate image of the Organization, consistent with its mission and goals, is reflected at all times.

Section 8.4. Funding: All Organization funds must be used for the specified mission and goals of the Organization. The Organization may solicit or accept any contribution, gift, bequest, or devise, for financial support of activities or functions from private individuals, private or public foundations, companies, and corporations that do not violate federal regulations for 501(c)(3) tax-exempt organizations. Approval from the President is required for Organization co-sponsored programs. Notification of the Board of Directors is required for special projects involving the acquisition of major funding from outside sources to obtain a letter of support.

Section 8.5. Contracts: The Board of Directors may authorize any Officer or Chair, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Aforementioned authority may be general or confined to specific instances.

Section 8.6. Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money notes or other evidence of indebtedness issued in the name of the Organization, shall be approved by the Board of Directors.

Section 8.7. Deposits: All funds of the Organization shall be deposited to the credit of the Organization in such bank(s) or other depositories as approved by the Board of Directors.

Section 8.8. Purpose and Activities: The Organization has no capital stock, is not formed for profit and is an Organization which does not contemplate the distribution of accumulations, gains, profits, or dividends to the members thereof. No part of the accumulations, gains, or profits of the Organization shall inure to the benefit of any private individual and no substantial part of the Organization shall consist of the carrying on of political activities or otherwise attempting to influence legislation; nor shall the Organization participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 8.9. Irrevocable Dedication: The property of the Organization is irrevocably dedicated to the purposes of Monrovia Providers Group and upon liquidation, dissolution, or abandonment of the Organization, it will not inure to the benefits of any private person(s).

## ARTICLE IX: ORGANIZATION RECORDS

Section 9.1. Records: The Organization shall keep correct and complete records of account(s) and shall also keep minutes of the proceedings of its Board of Directors, general and special meetings, and committees. The Organization shall keep at the registered or principle office a record giving the names and addresses to the members entitled to vote.

Section 9.2. Inspection: Any member or member's agent may inspect the books and records of the Organization for any proper purpose at any reasonable time and with reasonable notice.

Section 9.3. Record Review: The financial records of the Organization shall be reviewed annually by a person or persons other than the Organization treasurer or persons with fund disbursement signature authority. The report shall be presented to the members at the first regular meeting following the completion of the review and submitted with the Organization's annual renewal material.

#### ARTICLE X: FISCAL YEAR

Section 10.1. Fiscal Year: The fiscal year for the Organization shall begin on January 1<sup>st</sup> of each year and shall end on the following December 31<sup>st</sup>.

#### ARTICLE XI: AMENDMENT

Section 11.1. Amendments: These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of those members present and voting at any regular meeting of the Organization or special meeting of the Organization called for that purpose. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be delivered to each member of the Organization at least fourteen (14) calendar days prior thereto by written notice delivered by electronic mail as shown by the records of the Organization. Such notice shall be deemed to have been delivered on the date that the notice, properly addressed is emailed.

#### ARTICLE XII: ADOPTION

Section 12.1. Adoption: Adopted at a meeting of the Monrovia Providers Group, on \_\_\_\_\_, 2018.

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President Signature/Date

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President Name (typed)

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Secretary's Signature/Date

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Secretary's Name (typed)