

# **BYLAWS OF THE BENICIA MOMS GROUP**

## **ARTICLE 1. ESTABLISHMENT OF THE BENICIA MOMS GROUP**

### **SECTION 1. NAME**

The name of the organization shall be the Benicia Moms Group.

### **SECTION 2. PURPOSE**

The purpose of the Benicia Moms Group shall be to:

- a)** Provide educational, social, and emotional support to mothers of children of all ages and to expectant mothers;
- b)** Provide a forum for topics relevant to children, family, and the Benicia community;
- c)** Engage in activities to enrich the lives of children in the Benicia community;
- d)** Provide philanthropic aid, monetary or otherwise, related to children in need, including undertaking at least one charitable, humanitarian or social welfare project related to children each year.
- e)** This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.
- f)** Notwithstanding any of the above statements of purposes and powers, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the association.

## **ARTICLE 2. MEMBERSHIP**

### **SECTION 1. MEMBERSHIP**

- a)** Membership in the Benicia Moms Group is open to any mother or female legal guardian of a minor child who is a Benicia city resident.
- b)** A member's relatives or caregiver to a member's child may be allowed to attend social functions that primarily benefit the children (e.g., parties). Attendance at other functions (e.g., playgroups) may be allowed on request to, and approval by, the Executive Board.
- c)** Any member that has been active and in good standing and their child turned 5 years old and "aged out" is eligible to become an alumnus. Alumni are no longer required to pay dues to be eligible for general forum and Facebook access including the messaging board and referral group. (Alumni do not attend events.)

### **SECTION 2. GOOD STANDING**

A member in good standing is defined as one who has paid current dues, or whose dues have been waived or reduced by the Executive Board, and who has a current liability waiver on file with the group. Only members in good standing may hold office, participate in group activities, meetings, programs, parties, committees or activity groups, and be eligible to vote.

### **SECTION 3. ROSTER OF MEMBERS**

- a)** The Secretary shall prepare a roster that includes the names, addresses and telephone numbers of all members in good standing. Additional information may be included in the roster at the discretion of the Executive Board.

b) The Secretary shall distribute the roster to all members in good standing at least once a year. Only members in good standing may have access to the roster. The roster shall be used for group business only and may not be used for business, political or religious purposes.

### **ARTICLE 3. MEETINGS AND FUNCTIONS**

#### **SECTION 1. BUSINESS MEETINGS**

a) Regular business meetings of the Benicia Moms Group shall be held monthly on a day to be specified by the Executive Board. All business of the organization shall be conducted at the regular monthly business meetings.

b) A quorum of members shall be whatever members attend the meeting, provided that meeting was announced to all members in good standing at least one month in advance. If the meeting was not announced to all members in good standing at least one month in advance, then the quorum shall be a majority of the members in good standing.

c) In addition to the regular business meetings, the Executive Board may schedule other functions for the membership, but no business may be conducted other than at the regularly scheduled business meetings.

d) The Executive Board may hold a special business meeting for urgent matters that cannot wait until the next regularly scheduled business meeting if all members are notified by telephone, United States mail, or electronic mail in advance of the meeting. No motions concerning disbanding the organization or removing officers may be made or voted on at special business meetings.

#### **SECTION 2. ATTENDANCE OF CHILDREN AT GROUP FUNCTIONS**

a) Members' children shall be welcome at all regular business meetings and appropriate events when accompanied by the member.

b) Members are responsible for the actions and safety of their children at all times. Members may be required to remove disruptive or ill children from meetings or activities.

### **ARTICLE 4. FISCAL YEAR AND DUES**

#### **SECTION 1. FISCAL YEAR**

The fiscal year of the Benicia Moms Group shall be from July 1 to June 30.

#### **SECTION 2. DUES**

Dues for new members shall be collected on a yearly basis, with each member paying the current fee and receiving membership for one year from the date of their joining. Dues for renewing members shall also be collected on a yearly basis, with each member paying the current fee and receiving membership for one year from the date their renewal was due.

#### **SECTION 3. AMOUNT OF DUES**

Dues shall be set by the Executive Board and shall be approved by a majority vote of the members attending a regular business meeting. Dues should be reasonable and sufficient to cover the expenses of the organization.

#### **SECTION 4. WAIVER OF DUES**

a) A person shall not be denied membership in the Benicia Moms Group due to her inability to pay dues. If a member cannot meet her financial obligation to the group, she may ask the Executive

Board for special consideration. The Executive Board should consider each request individually and should waive or reduce the dues of any member who is unable to meet her financial obligation.

b) If the Executive Board, by a majority vote, decides to waive or reduce the yearly dues of a member, that member shall be accepted into the Benicia Moms Group for that year as a member in good standing, with all the rights and privileges thereof. The Executive Board shall maintain the confidentiality of the identity of any members who have had their dues waived or reduced.

c) Any criteria used by the Executive Board in determining whether or not a member can meet her financial obligation must be uniformly applied to all members without bias or discrimination.

## **SECTION 5. PROSPECTIVE MEMBERS**

Prospective members may attend one regular business meeting before they pay their dues, but they may not vote or participate in any meeting, function, or activity group until they have paid their dues.

## **SECTION 6. ADDITIONAL FEES**

The Executive Board, with the approval of a majority vote of the membership at a regular business meeting, may levy additional fees to cover program costs, such as room charges, speakers' fees or child care.

## **ARTICLE 5. OFFICERS**

### **SECTION 1. OFFICERS**

The elected officers of Benicia Moms Group shall be the President, Administrative Vice President, Membership Vice President, Secretary, Historian and Treasurer.

### **SECTION 2. PRESIDENT**

The duties of the President shall be to:

- a) Preside at meetings;
- b) Act as liaison with other organizations and the community;
- c) Organize the Benicia Moms Group activities with the help of the Administrative Vice President and the Executive Board;

### **SECTION 3. ADMINISTRATIVE VICE PRESIDENT**

The duties of the Administrative Vice President shall be to:

- a) Assist the President in fulfilling her duties of office;
- b) Assume the duties of President when she is not available;
- c) Coordinate at least two charitable project each year.
- d) Serve as chairperson for the Early Education Fair.

### **SECTION 4. MEMBERSHIP VICE PRESIDENT**

The duties of the Membership Vice President shall be to:

- a) Promote membership in the Benicia Moms Group;
- b) Compile the roster and update the database of all members in good standing, and coordinate with the Secretary for distribution;
- c) Assist the Treasurer in collecting dues;
- d) Coordinate hospitality at the meetings.

### **SECTION 5. SECRETARY**

The duties of the Secretary shall be to:

- a) Publicize the Benicia Moms Group and coordinate such publicity with the President;
- b) Prepare any necessary correspondence cooperation with the President;
- c) Take minutes of business, special and Executive Board meetings, and to keep those minutes in a notebook available for review by members and the Executive Board;
- d) Distribute the roster of members in good standing at least once a year.

## **SECTION 6. TREASURER**

The duties of the Treasurer shall be to:

- a) Be responsible for all funds of the Benicia Moms Group, and to deposit these funds in the name of the organization in the banks, trust companies or other depositories that are selected by the Executive Board;
- b) Maintain financial records of the organization and to keep those records available for review by the President, the Executive Board, and the members;
- c) Receive and legally disperse any funds as directed by the Executive Board, and give proper vouchers and receipts for any transactions;
- d) Prepare and present an annual financial report to the Executive Board and members of the group, and to prepare any other financial reports that are required by the Executive Board.
- e) Prepare and submit a written monthly financial report at each regular business meeting.

## **SECTION 7. HISTORIAN**

- a) Responsible for recording and photographing group activities: ie taking pictures or coordinating others to do so at events and writing a summary post event.
- b) Works with the newsletter coordinator by providing her with:
  - Event photos and summary in a timely manner
  - Names and due dates for "Great Expectations"
  - Names, birth dates and photos of "New Arrivals"
  - Member and child birthdays
  - Member Anniversaries
  - Important dates i.e. night meeting, day meeting.
- c) Works with the President to share event photos and keep Facebook up to date.
- d) Creates a scrapbook or photobook of the year's events as an archive for future boards.
- e) Tries to acknowledge those women in the group who make things happen; i.e. keeping track of committees, coordinators, board positions, etc.
- f) Assists with planning group events as directed by the President.

**Note:** In the case of a board deadlocked vote the playgroup mentor will be included in the discussion and repeat vote to break the tie.

## **SECTION 8. TERMS OF OFFICE**

The term of each office shall run for one year, concurrent with the fiscal year.

## **ARTICLE 6. EXECUTIVE BOARD**

### **SECTION 1. EXECUTIVE BOARD**

The governing body of the Benicia Moms Group shall be the Executive Board, consisting of the elected officers. The Executive Board shall meet as needed on the call of the President. Three

officers shall constitute an Executive Board quorum; except, however, if there are vacancies in two or more of the offices, then a quorum shall be a majority of however many offices are currently filled.

## **SECTION 2. DUTIES OF THE EXECUTIVE BOARD**

The Executive Board shall coordinate the activities of the Benicia Moms Group. The Executive Board shall first review any program, activity or expenditure of the organization and, by a majority vote, either decline or accept the program, activity or expenditure before forwarding to the membership for consideration. Any program, activity or expenditure accepted by the Executive Board shall be voted on by the membership at the next regular business meeting.

## **SECTION 3. AUTHORITY**

Only the Executive Board has the authority to speak on behalf of the Benicia Moms Group. The Executive Board may authorize a member to speak on behalf of the organization at a particular function.

## **ARTICLE 7. COMMITTEES**

### **SECTION 1. COMMITTEES**

- a) The President may form any committee that she finds necessary to direct the various functions of the Benicia Moms Group. The President is a member of any committee.
- b) After consultation with, and approval of, the Executive Board, the President may appoint or remove a chairperson to the committee. With the Executive Board's approval, the chairperson may appoint or remove any committee members.
- c) The work of the committee shall be planned and presented to the Executive Board for approval before any action is taken.

## **ARTICLE 8. ACTIVITY GROUPS**

An Activity Group consists of members joined together in similar interest areas. Only members in good standing may participate in any Activity Group. Activity Groups must submit their plans to the Executive Board for approval before taking action.

## **ARTICLE 9. EXECUTIVE BOARD ELECTIONS**

### **SECTION 1. NOMINATING COMMITTEE**

The Nominating Committee shall be comprised of three members, including a chairperson, and shall be appointed by the President with the approval of the Executive Board. A call for volunteers for the committee shall be announced at the February business meeting. All members of the committee shall be announced *by* the March business meeting.

### **SECTION 2. NOMINATIONS**

The Nominating Committee shall call for members who wish to run for election of any Executive Officer's post at the March business meeting. The Nominating Committee shall present a slate of officers at the April business meeting. The slate of officers shall consist of at least one candidate for each office. After the slate has been presented, additional nominations from the floor may be made and seconded by members in good standing.

### **SECTION 3. ELECTIONS**

a) The Nominating Committee shall conduct the election at the May business meeting. Voting shall be conducted by secret ballot and either the Nominating Committee or the Executive Board may count the votes. Candidates must receive a majority of votes cast by members in good standing present at the April business meeting in order to be elected. No proxy votes shall be allowed.

b) If there were no nominations from the floor at the April business meeting and the slate of officers contains only one candidate for each post, then the slate of officers as presented by the Nominating Committee may be accepted by a show of hands.

c) Members of the Nominating Committee or Executive Board that are also candidates for office may not participate in the administration of the balloting for that office.

### **ARTICLE 10. VACANCIES ON EXECUTIVE BOARD**

#### **SECTION 1. VACANCIES**

A vacancy in any Executive Board office shall be filled by a majority vote of the Executive Board, with the following exceptions: (1) if there is a vacancy in the office of President, that post shall be filled automatically by the Administrative Vice President; and (2) if there are vacancies in all the offices, then officers shall be elected by majority vote at the next regular business meeting.

#### **SECTION 2. REMOVAL OF ELECTED OFFICERS**

a) Elected officers may be removed from office only for cause. Removal for cause includes the officer's failure to uphold the Bylaws or to perform her duties of office.

b) A proposal to remove an officer for failure to perform her duties of office may be brought before the Executive Board by any member in good standing. The proposal shall be considered by the Executive Board and, if approved by the Board, shall be presented to the membership at the next business meeting after the officer has received notification. The officer shall be immediately notified of the charges and impending motion for removal. Notification shall be deemed to have occurred if either (1) the officer has been told of the charges by telephone at least five days before the next business meeting, or (2) a letter detailing the charges has been mailed to the last known address of the officer at least ten days before the next business meeting.

c) At the business meeting, the proposed motion to remove the officer in question shall be announced to the membership, with a specific list of the incidents in which she allegedly failed to uphold her bylaws or perform her duties of office. Voting on the motion shall be conducted by secret ballot and shall require a three-fourths vote of the members in good standing present at the meeting to pass. No absentee or proxy votes shall be allowed.

d) If the Executive Board refuses to consider a proposal of removal for an officer for failure to perform her duties of office, or if the Board decides not to present the motion to the membership, a member may submit a petition containing the names of fifty five percent of the total membership in good standing to require that the Executive Board immediately continue the procedure for removal of the officer.

#### **SECTION 3. REMOVAL OF APPOINTED POSITIONS**

Any appointments made by the Executive Board may be removed by a majority vote of the Executive Board.

### **ARTICLE 11. RULES OF ORDER**

All meetings shall be conducted according to parliamentary procedures (e.g. rules established in Robert's Rules of Order, Revised, or Sturgis's Standard Code of Parliamentary Procedure) except when doing so would be inconsistent with these Bylaws. The President may appoint a parliamentarian to be in attendance at the business meetings or any other meetings to advise the President.

## **ARTICLE 12. AFFILIATIONS AND PROGRAMS**

Benicia Moms Group shall not support, affiliate with, or participate in, any political party, political campaign, or any religious group or cause. The organization may participate in charitable programs sponsored by other organizations if those programs relate to the purposes of the Benicia Moms Group. No other organization may participate in any Benicia Moms Group activity unless approved in advance by the Executive Board and a majority of the members in good standing present at a regular business meeting.

## **ARTICLE 13. AMENDMENTS**

### **SECTION 1. AMENDMENTS**

Due to the nonprofit status of the Benicia Moms Group, these Bylaws shall be amended only as follows:

- a)** The member proposing the amendment shall send its proposed amendment to the Executive Board, who will review it to see how it will affect the organization's nonprofit status or purpose. The Executive Board shall not approve any changes that would jeopardize the organization's nonprofit status or purposes.
- b)** If the Executive Board agrees that the amendment would be beneficial to the organization, the proposed amendment will be presented to all members. Only those amendments reviewed and approved by the Executive Board shall be presented to the members for a vote. The amendment must receive a vote of three-fourths of the members in good standing that submit a vote electronically.

#### **The electronic vote must:**

- (1) be received within 1 week (7 days) of the adjournment of the general meeting;
- (2) originate from the e-mail address registered with the Benicia Moms Group; and
- (3) clearly indicate (a) the member's full name and (b) yes (approve proposed amendment) or no (deny proposed amendment).