

BY-LAWS
OF THE
FRIENDS OF SAN JOSE FAMILY CAMP

ARTICLE I: BOARD OF DIRECTORS

SECTION I: Number, manner of selection and terms of office.

The Board of Directors shall consist of nine elected Directors. Five Directors shall be elected on odd years and four on even years. The term of office of Directors shall be two years and shall commence on January 1 and expire on December 31. A designee of the City of San Jose Department of Recreation, Parks, and Community Services shall be an ex-officio member of the Board of Directors without a vote.

SECTION II: Qualifications

Any member, in good standing, may be elected or appointed a Director of this Organization.

SECTION III: Vacancies

Any vacancy occurring in the Board of Directors by reason of the resignation, disability, death or disqualification of a Board Member shall be filled for the remainder of the unexpired terms by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from regular Board meetings by any member without a valid reason shall be deemed a resignation.

SECTION IV: Powers and Duties

The Board of Directors shall have full charge of the property and business of the Organization with full power and authority to manage and conduct same, subject to approval of the general membership. It shall plan and direct the work necessary to carry out the purpose of the Organization in a manner consistent with established policies. The Board shall be responsible for, and have sole authority for, the following:

1. Enforcing and interpreting the Constitution, By-Laws, and general procedures.
2. Making temporary rules and regulations for specific cases or occasions not provided for in the Constitution and By-Laws but which are deemed necessary to carry out the stated purposes of this Organization.
3. Appointing appropriate Chairpersons and members of committees.

ARTICLE II: OFFICERS

SECTION I: Enumeration and Election of Officers

The officers of Friends of San Jose Family Camp shall be President, Vice-President, Secretary, and Treasurer who shall be elected for a term of two years during the Annual General Meeting by the members present. The President and Secretary will be elected on odd numbered years. The Vice-President and Treasurer will be elected on even numbered years.

SECTION II: The President

The President shall conduct all meetings of the Board of Directors. The President shall appoint committees and their Chairpersons, with the approval of the Board of Directors. The President shall be an Ex-Officio Member of all committees.

SECTION III: The Vice-President

The Vice-President, shall, in the event of absence, disability or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Vice-President shall perform such other duties as the President of the Board may designate. The Vice-President shall be the designated liaison with the City of San Jose.

SECTION IV: The Secretary

The Secretary shall keep minutes of all meetings of the Organization and all meetings of the Board of Directors; shall notify all Directors of their election; shall sign, with the President all contracts and other instruments when so authorized by the Board of Directors and shall perform such other functions as may be incident to the office. The Secretary shall maintain the history of the minutes, contracts, instruments, By-Laws, Constitution, general procedures, and any documentation of historical interest.

SECTION V: The Treasurer

The Treasurer shall give a receipt for all monies which shall be deposited in a recognized bank in the name of Friends of San Jose Family Camp. All accounts shall be paid by check and shall bear two (2) signatures when the payment exceeds \$1,000: that of the Treasurer and one of the following members of the Board of Directors: President, Vice-President, or Secretary. The receipt book and vouchers shall be produced when required by the Board of Directors, properly balanced according to the bank book or statement, whichever is current and up to date. The Treasurer will provide quarterly financial reports that includes a summary of the membership status. Treasurer will provide an end-of-year financial report. Treasurer also shall be responsible for the preparation of any and all papers pursuant to the Articles of Incorporation and Tax Exemption status of this Organization for the Internal Revenue Service and the State of California Franchise Tax Board and the Office of the Attorney General. The Treasurer shall maintain the history of the financial, tax, and required reporting documents.

ARTICLE III: COMMITTEES

SECTION I:

Four (4) Standing Committees shall be established by this Organization:

- A. Work Parties
- B. Fund Raising
- C. Membership
- D. Special Projects

SECTION II:

Each Standing Committee shall be chaired by a member of the Board of Directors.

SECTION III:

In addition, the Board of Directors may elect to establish other committees as required by the business of this organization.

SECTION IV:

Each committee shall make written recommendations to the Board of Directors for approval. The committees will then execute the plans approved by the Board of Directors.

ARTICLE IV: FINANCIAL ADMINISTRATION

SECTION I: Fiscal Year

The fiscal year of the Friends of San Jose Family Camp shall commence on the first day of January.

SECTION II: Dues

Dues shall be payable annually. The annual membership shall run from January 1st to December 31st. Membership dues shall be set by the Board of Directors.

SECTION III: Budget

A budget for the ensuing year shall be submitted by the Treasurer and approved by the Board of Directors no later than two months after the start of the new fiscal year. The budget shall be available to all members.

ARTICLE V: MEETINGS

SECTION I:

Regular meetings of the Board of Directors shall be held monthly unless canceled by the board, by the call of the President. The Agenda for regular meetings shall be as follows:

1. Call to Order
2. Read and Accept the Minutes of Previous Meeting
3. City of San Jose representative report
4. Reports
 - a. President
 - b. Vice-President
 - c. Treasurer
 - d. Secretary
 - e. Committee Chairpersons
5. Unfinished Business
6. New Business
7. Adjournment

SECTION II:

The Board of Directors may elect to hold closed meetings. Prior to said meetings, all board members must be notified, and a full report shall be made at the next regular meeting of the full Board of Directors.

SECTION III:

The Board of Directors shall hold special meetings whenever the President deems necessary, or if requested to do so by three (3) or more members of the Board of Directors.

SECTION IV

At all regular, closed, special, and general meetings of this Organization, fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE VI: NOMINATIONS AND ELECTIONS

SECTION I: Nominating Committee

At least two (2) months before the Annual General Meeting, the President shall appoint a Nominating Committee composed of at least three (3) members from the Organization that are not up for re-election. The Nominating Committee shall nominate members in good standing that have indicated a willingness to serve if elected.

SECTION II: Report of the Nominating Committee and Nomination by Members

The Nominating Committee shall present their nominations to the President of the Board of Directors one (1) month prior to the Annual General Meeting. Additional nominations may be added to the election slate by submitting their name to the Secretary in writing, along with

Five (5) signatures of active members supporting said nominee. Such nominees must have indicated their willingness to serve if elected and be an active member of the Organization. No nominations will be recognized less than thirty (30) days prior to the election

SECTION III: Elections

The members of the Board of Directors shall be elected by a vote of the active members attending the Annual General Meeting. No proxy or absentee voting will be allowed. The tally of the votes will be made by the Nominating Committee.

SECTION IV: Removal

The voting members of the Organization may request a hearing for the removal of any member of the Board of Directors at any time. A minimum of five (5) voting members must request such a hearing in writing to the Secretary at least thirty (30) days prior to the vote. Said board member may be removed from office by a three-fourths (3/4) majority vote of the eligible voting members present at a general meeting.

SECTION V: Vacancy

When a position on the Board of Directors is declared vacant, the remaining members of the Board of Directors shall elect a member to fill said vacancy within thirty (30) days of said declaration. The newly elected or appointed member shall serve the remainder of the unexpired term of office of the person who vacated the Office. If the vacated position was also an Officer of the Board, the Board of Directors will fill the position from within their ranks by majority vote.

ARTICLE VII: PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order, Revised" shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with the By-Laws.

ARTICLE VIII: FINANCIAL RESPONSIBILITY

This Organization shall not assume, nor be liable for, the debts or the financial responsibilities---either implied or incurred---of any of its members. Expenditures by individuals for the direct benefit of this Organization may be reimbursed by the Treasurer but will require the approval of the Board of Directors prior to the expenditure.

ARTICLE IX: DISSOLUTION

Should this organization be dissolved, all assets remaining after payment of all debts shall be transferred to the City of San Jose for the express purpose of the development of City of San Jose Family Camp.

ARTICLE X: AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted in any or all aspects by vote of the majority of the Board of Directors subject to any restrictions or additional requirements under California Law. Change History:

1. Original By-Laws
2. Update approved XXXXXX: General update.