

LATINO COMMISSION ON ALCOHOL AND DRUG ABUSE SERVICES
OF SAN MATEO COUNTY INC.

BYLAWS

ORIGINAL

ARTICLE I. NAME AND LOCATION

The name of the Corporation shall be: LATINO COMMISSION ON ALCOHOL AND DRUG ABUSE SERVICES OF SAN MATEO COUNTY INC.

Section 1. Principal Office

The principal office for the transaction of business of the Corporation shall be: 1090 Carolan Ave. #113 Burlingame, CA 94010. The Corporation shall principally operate within the geographical boundaries commonly known as san Mateo County.

Section 2. Other Offices

The Corporation may establish branch or subordinate offices at any place or places as may be qualified to conduct business.

ARTICLE II. PURPOSE

Section 1. The general purpose of the corporation shall be to work, in cooperation with public and private organizations, toward preventing and reducing the problems associated with substance abuse through establishing programs to provide services to persons most affected by alcohol and drug abuse.

Section 2. The specific purposes of the Corporation shall be:

1. To identify the problem and assess the needs of the Latino Community in the prevention, intervention and treatment of substance abuse;
2. To establish counseling and residential services to assist Latino alcoholics, drug abusers and their families;
3. To provide counseling services to individuals and families, relating to alcohol and drug abuse problems; and,
4. To educate and inform the Latino community about the dangers and effects of alcohol and drug abuse.

ARTICLE III. DIRECTORS

Section 1. Membership Classification

The sole class of membership for the Corporation shall be the Board of Directors. The Corporation shall be a private, nonprofit, closed corporation dedicated to public benefit.

Section 2. Number and Qualification of Directors

The number of Directors shall be 9 to 15 members as authorized by the Board of Directors by an ammendment to the Bylaws, with the sole authority to develop policy. Directors shall be residents of the State of California, County of San Mateo, good character and dedicated to the purpose of this Corporation. 51% of the Board of Directors shall be recovering alcoholics and/or Drug Abusers with a minumum of one (1) year of recovery and 49% of the Board of Directors shall be affected others.

Section 3. Powers

- a. General Powers. Subject to the provisions of California law and any limitations in the Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

b. Specific Powers. Without prejudice to these general powers and subject to the same limitations, the Director shall have the power to:

1. Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law and with the Bylaws; and fix their compensations.

2. Change the principal executive office of the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for holding any members' meeting or meetings, including annual meetings.

Section 4.

Place of Meeting; Meetings by Telephone - Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or, if not state in the notice, or if there is no notice, at the principal executive office of the corporation.

Notwithstanding the above provisions of this Section 4, a regular or special meeting of the Board of Directors may be held at any place consented to by all Board Members either before or after the meeting. If the consent shall be noted in the Minutes of the meeting. Any meeting, regular or or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 5.

Annual Meetings - The Board of Directors shall hold a annual meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall be required.

Section 6.

Other Regular Meetings - Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 7.

Special Meetings

a. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, or any six (6) Directors.

b. Notice.

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

- a. By personal delivery or written notice; or FAX,
- b. By first-class mail, postage prepaid;
- c. By telephone communication, either directly to the Director, or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or,
- d. By telegram, charges prepaid;

All such notices shall be given or sent to the Directors' address or telephone numbers as show on the records of the association.

2. **Time Requirements.** Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least twenty-four (24) hours before the time set for the meeting.
3. **Notice Contents.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting if it is to be held at the principal executive office of the Corporation.

Section 8.

Quorum - Fifty-one (51%) percent of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 9 of this Article IV. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of California law, especially those provisions relating to:

- a. Approval of contracts or to transactions in which a Director has a direct or indirect material financial interest;
- b. Appointment of committee; and,
- c. Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9.

Adjournment - A majority of the Directors present, whether or not constituting a quorum may adjourn any meeting to another time and place.

Section 10.

Action Without Meeting - Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Board Members, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 11.

Fees and Compensation of Directors - Directors and members of committees may receive reimbursement of expenses, if any, as may be determined by resolution of the Board of Directors to be just and reasonable, and not in violation with any government contract which may be held by the Corporation.

Section 12.

Insurance - The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director or officer, or other agent of the Corporation, against any liability, other than for violating provisions of law against self-dealing, asserted against or incurred by the agent in such capacity, or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against liability under the provisions of the California Non-Profit Public Benefit Corporation Law.

Section 13.

Termination of Directors - Directors may be terminated upon three (3) consecutive, or four (4) yearly unexcused absences of regular Board Meetings.

Section 14.

Restriction on Interested Directors - No person serving on the Board of Directors at any time may be interested persons. An interested person is:

- a. Any person being compensated by the organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and,
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law, of any such person.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the organization.

Section 15.

Conflict of Interest - No employee of the Commission or auxiliary branch shall be on the Board of Directors. No person related by blood, marriage, or religious commitments (godparents) to a member of the Board of Directors shall be employed by this Corporation. If such a case should occur, the member of the Board of Directors so related shall resign immediately.

ARTICLE IV.

ELECTION OF DIRECTORS

Section 1.

Nominations

- a. Nominating Committee. The Chairperson of the Board shall appoint a committee to select qualified members for election to the Board of Directors at least ninety (90) days before the date of any election of Directors. The Nominating Committee shall make its report at least 45 days before the date of the election, and the Secretary shall forward to each member, with the notice of meeting required by Article 4, Section 4, a list of members nominated.

Section 2.

Election and Term of Office of Directors

- a. Elections. Directors shall be elected at each annual meeting of the Board of Directors, and shall hold office until the expiration of their terms or until their next annual meeting; however, if any annual meetings are not held, or the Directors are not elected at any annual meeting, they may be elected at any special Board Meeting held for that purpose. Each Director, including a Director elected to fill a vacancy, or elected at a special Board Meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- b. Term. The Board of Directors shall serve terms as specified below:
 - 1. Five (5) Directors to serve for a period of two (2) years.
 - 2. Six (6) Directors to serve for a period of three (3) years.
 - 3. Four (4) Directors to serve for a period of four (4) years.

The term of said Directors shall be determined by a lottery system to be established by the Board of Directors. At no time shall any member of the Board of Directors serve more than two (2) consecutive terms.

Section 3.

Vacancies

- a. Events Causing Vacancy. A Vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following:
 - 1. The death, resignation or removal of any Directors.

2. The declaration by resolution of the Board of Directors of vacancy of the office of a Director, who has been declared of unsound mind by an order of Court, or convicted of a felony, or has been found by final order or judgment of any Court to have breached a duty under Sections 5230 et seq., of the California Corporations Code, while an active member of the Board.
- b. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.
- c. Vacancies Filled by Members. The members may elect a Director or Directors at any time to fill any vacancy.
- d. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

ARTICLE V.

OFFICERS

Section 1.

Officers - The officers of the Corporation shall be:

Chairperson
Vice-Chairperson
Secretary
Treasurer

Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson of the Board.

Section 2.

Election of Officers - The officers of the Corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board.

Section 3.

Resignation of Officers - Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice, or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.

Vacancies in Offices - A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 5.

Responsibilities of Officers

- a. **Chairperson of the Board** - The Chairperson of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be, from time to time, assigned to him/her by the Board of Directors, or prescribed by the Bylaws.
- b. **Vice-Chairperson** - In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed respectively by the Board of Directors or the Chairperson of the Board.

- c. Secretary - The Secretary shall attend to the following:
 - 1. Book of Minutes - The Secretary shall keep or cause to be kept, at the principal executive office, or such other place as the Board of Directors may direct, a Book of Minutes of all meetings and actions of Directors, Committees of Directors, regular or special; and, if special, how authorized; the notice given, the names of those present at such meetings; the number of Board Members present or represented at Board Meetings; and the proceedings of such meetings.
 - 2. Notices, Seal and Other Duties - The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- d. Treasurer - The Treasurer shall attend the following:
 - 1. BOOKS OF ACCOUNT - The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times with 24 hour notice.

ARTICLE VI.

COMMITTEES:

Section 1.

Committees of Directors - The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee regardless of Board Resolution may:

- a. Fill vacancies of the Directors for serving on the Board of Directors, or on any committees;
- b. Amend or repeal Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board of Directors which, by its express terms, is not so amendable or repealable;
- d. Appoint any other committee of the Board of Directors or the members of any committee;
- e. Expend corporate funds, unless otherwise authorized by resolution of the Board of Directors;
- f. Approve any transactions:
 - (1) To which the Corporation is a party, and one or more Directors have a material financial interest; or,
 - (2) Between the Corporation or any person in which one or more of its Directors have a material financial interest.

tion 2.

Standing Committees - The Board of Directors may establish the following Standing Committees, as may be deemed necessary from time to time:

- Finance Committee
- Nominating Committee
- Personnel Committee

- a. Nominating Committee - The Nominating Committee shall be responsible for establishing procedures for identification of qualified members for nomination to the Board of Directors. The Committee shall further assume the responsibility to guide nomination proceedings, as authorized under Article IV, Section 1, of these Bylaws.
- b. Finance Committee - The Finance Committee shall explore and implement all financial plans and activities as approved by the Board of Directors from time to time.
- c. Personnel Committee - The Personnel Committee shall be responsible for establishing procedures for recruiting and screening applicants for the position of Executive Director; regularly review and revise the personnel policies and procedures; render opinions and interpretations related to personnel policies; and exercise any other responsibilities assigned by the Board of Directors.

ARTICLE VII.

RECORDS AND REPORTS

- Section 1. Maintenance and Inspection of Bylaws - The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.
- Section 2. Maintenance of Other Corporate Records - The accounting books, records, and Minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.
- Section 3. Inspection by Directors - Every Director shall have the absolute right at any reasonable time to inspect all books, records, and document of any kind, and physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, as authorized by the Board of Directors. No Director shall be authorized to remove any documents without prior written authorization of the Board of Directors.

ARTICLE VIII.

EXECUTIVE DIRECTOR

- a. The Board of Directors, upon a majority vote, a quorum being present, may hire an Executive Director to administer and manage the business of the Corporation.
- b. The Executive Director is employed by the Corporation and is responsible to it, and shall serve at the pleasure of the Corporation. The services of the Executive Director may be terminated at any time by a majority vote of the Board of Directors.
- c. The Executive Director shall be subject to the Board of Directors' definition of the intent and purpose of corporate actions, policies and desires. No sole individual Board Member shall interfere with the administrative duties of the Executive Director, nor shall anyone, except as the Board of Directors, as a whole, or as assigned by them, dictate or interpret policy and/or attempt to assign work to the Executive Director.
- d. The Executive Director shall be empowered to act, speak for and

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- c. The Executive Director shall be subject to the Board of Directors' definition of the intent and purpose of corporate actions, policies and desires. No sole individual Board Member shall interfere with the administrative duties of the Executive Director, nor shall anyone, except as the Board of Directors, as a whole, or as assigned by them, dictate or interpret policy and/or attempt to assign work to the Executive Director.
- d. The Executive Director shall be empowered to act, speak for and

otherwise represent the Corporation between meetings and within the boundaries of policies and purposes as set forth in the Bylaws.

- e. The Executive Director shall attend all Board of Directors and committee meetings, unless otherwise specified by the Board of Directors.
- f. The Executive Director shall be responsible for hiring and firing all personnel in accordance with personnel policies and procedures adopted by the Board of Directors.
- g. The Executive Director shall be empowered to solicit any and all available funds from any sources necessary to conduct business so long as the Board of Directors is informed of said activities at the next scheduled meeting for ratification. Copies of said documents shall be forwarded to the Board Members, and approved by the Board at the next regularly-called meeting.
- h. With prior authorization of the Board of Directors, all notes and contracts, including occupancy agreements, shall be executed on behalf of the Corporation by the Chairperson and the Executive Director, and countersigned by the Board of Member designated by the Board of Directors from time to time.
- i. The salary for the Executive Director shall be determined by the Board of Directors, and the Executive Director shall, in turn, establish salaries for program staff. Salaries and salary raises shall be in accordance with contracts approved by the Board of Directors. The Executive Director shall notify the Board of Directors of any changes in employee salary status at the next regular meeting of the Board.

ARTICLE IX.

PARLIAMENTARY AUTHORITY

The rules of order contained in the publication entitled "Robert's Rules of Order," (newly revised edition), shall be said to govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with the rules of this Corporation.

ARTICLE X.

ORDER OF BUSINESS AND AGENDA

Section 1.

Order of Business - The following order of business shall be followed by the Board of Directors and the general membership:

- I. Call to Order
- II. Approval of Minutes
- III. Treasurer's Report
- IV. Executive Director's Report
- V. Board Comments/Correspondence
- VI. Standing Committee Reports
- VII. Special Committee Reports
- VIII. Old Business
- IX. New Business
- X. Next Meeting
- XI. Adjournment

Section 2.

Agenda - A written agenda shall be given to each Board Member at each meeting. Whenever possible, the Agenda shall be mailed with the written notice of meeting. Committee reports, informational reports, communications, minutes, and other material, which would assist the Board Members in becoming familiar with Agenda items shall be included with the Agenda.

ORIGINAL

IN WITNESS WHEREOF, for the purpose of adopting this Corporation's Bylaws, a quorum being present, the undersigned, Chairperson of LATINO COMMISSION ON ALCOHOL AND DRUG ABUSE SERVICES OF SAN MATEO COUNTY INC., an Incorporated association, have approved, by unanimous vote, the attached Bylaws this 18th day of August, 1991.



