ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be “Englewood Area Cancer Foundation, Inc.,” an independent organization.

Section 2: The purpose of the organization is to fight cancer in the Englewood area by:

* Assisting residents in the Englewood area afflicted with cancer (Warriors) with help as needed.
* Provide financial support for organizations seeking to cure cancer or otherwise improve cancer treatments.
* Support efforts to prevent new cases of cancer in the Englewood area.

The primary goal is to assist those afflicted with cancer.

The Board of Directors has the authority to use the corporation’s resources at their discretion with the understanding that all expenses support the primary purposes listed in Article I, Section 2 above.

An annual budget will be established by the board to outline goals. In addition to the budget, the board will draft a second document, an annual report, summarizing how money will be spent, the area of service, and any other major announcements. This document will be used to communicate to membership, media, and the community about the past results and short term plans of the organization.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist of the officers, the members of the board of directors, and members, at large, of the community. A member in good standing is anyone that has paid their annual dues as determined by the Board.

ARTICLE III - ANNUAL MEETING AND SPECIAL MEETINGS

Section 1: Annual Meeting. The last membership meeting in May will be the Annual Meeting of the Corporation. The date, time, and place of the regular annual meeting shall be set by the Board of Directors.

Section 2: Special Meetings. Special meetings may be called by the President and 2 members of the board.

Section 3: Notice. Notice of each meeting shall be given to each voting member, not less than ten days before the meeting. The notification may include written, oral and or e-mail.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the non-profit, and for day-to-day operations. The Board shall have up to 11 and not fewer than 5 members. The Board receives no compensation.

Section 2: Meetings. The Board shall meet at least once a month, at an agreed upon time and place.

Section 3: Board Elections. Election of Board members will occur as the first item of business at the annual meeting of the corporation in May. Board members will be elected by a majority vote of the membership. Each board member (and nominee for same) must be a member in good standing. A member in good standing is anyone that has paid their annual dues as determined by the Board. Any qualified, consenting member may be nominated either in advance or during the annual meeting.

Section 4: Terms. All Board members shall be elected to serve a three (3) year term, but are eligible for re-election for a total of two full terms. Terms will be staggered so approximately one third of the board seats will be up for election each year. After serving for two full terms, a member is not eligible to fill a Board seat for one year.

Section 5: Quorum. A quorum must be attended by at least 50% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written, oral, or e-mail notice 10 days in advance.

Section 7: Conducting business between meetings. At times, there may be a need for the board to make decisions between meetings. In this case, the president or a designate will communicate to all board members via email the issue needing attention. Voting can be conducted electronically, and all votes will be recorded and made public.

Section 8: Officers and Duties. There shall be five officers of the Board consisting of a President, Vice President, Secretary, Treasurer and Immediate Past President. All officers will serve one year terms. Board members can run for any officer position with no term limits during their service on the Board. In the case that a person is not selected to serve on the board by the membership, that person will no longer have a role on the board. The duties of each position are as follows:

The President acts as the executive officer; shall convene and preside over regularly scheduled Board and membership meetings. If not able to preside, the president will arrange for other members of the executive committee to preside at each meeting in the following order: VP, Secretary, Treasurer, and Immediate Past President.

The Vice President will perform the duties of the President in cases where the President is unable and will be the incoming president serving as President the following year.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

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.

The Immediate Past President shall attend meetings of the board to offer guidance based on their experience and assist the President.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcements, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term. If a Board member fills a vacancy greater than or equal to 18 months, they are eligible for re-election one time. If they fill a vacancy for less than 18 months, they are eligible for re-election twice.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be removed from the board for excessive absences if three board meetings are missed in a year not including absences excused by the President or designee. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors or a majority vote of the membership.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be announced orally, in writing, or e-mailed by the Secretary to each Board member 10 days in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, etc. The President appoints all committee chairs and sets the goals and terms of each committee.

Section 2: Finance Committee. The Treasurer is chair of the Finance Committee, which includes the Vice President and two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors and a majority vote of the membership. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – FUNDS AND ACCOUNTING

Funds and assets of the organization will be used for the sole purpose of achieving the goals of the organization as written in Article 1 of these bylaws.

Whenever possible, sponsorship or in-kind donations will be solicited for expenses of the organization to maximize the percentage of funds collected that are used to further the goals in Article 1.

In the event of dissolution, the Board will provide for proper distribution of all funds and assets to other non-profit 501(c) 3 organizations dedicated to supporting people in the Englewood area focusing on health and human services.