

BYLAWS OF

BEN LOMOND QUAKER CENTER ASSOCIATION

ARTICLE I – NAME AND PLACE OF BUSINESS

Section A. The name of this California corporation is “Ben Lomond Quaker Center Association”, which is hereinafter referred to as “this Association” or “BLQCA”.

Section B. This Association’s primary place of business is Ben Lomond Quaker Center, situated at 1000 Hubbard Gulch Road, Ben Lomond, California 95005.

ARTICLE II – OBJECTIVES AND PURPOSES

BLQCA seeks to nurture the spiritual growth and faithfulness of Friends and others, while strengthening Quakerism and its witness in the world; offers programs and personal retreats exemplifying Friends’ testimonies of community, integrity, simplicity, peace, and equality; and strives to live in right order with all creation, especially the redwood forest that sustains us here in the Santa Cruz Mountains.

ARTICLE III – TRUSTEES

Section A. The members of this Association constitute its Board of Trustees, which serves without compensation. This religious, not-for-profit corporation has *no* shareholders.

Section B. Number. The Board of Trustees shall consist of at least ten (10) and no more than twenty-one (21) members, no more than three (3) of which shall be short-term Trustees.

Section C. Selection. New members are nominated by the Governance Committee and their appointment is approved by this Association’s Board of Trustees. Members may be removed by the Board of Trustees for good cause.

Section D. Terms.

1. Normally, members are appointed to and serve three-year terms as Trustees of this Association.

2. To make membership more accessible to college age Friends, no more than three (3) members shall be appointed to and serve one-year terms as Trustees of this Association.

3. When and as necessary, members shall be appointed to fill vacancies and serve to the end of terms.

4. Members shall serve for no more than two consecutive terms, after which at least one year must elapse before any further appointment. Appointment to fill a vacancy and complete a term constitutes a first term of service as a Trustee.

ARTICLE IV – MEETINGS.

Section A. Regular Meetings. The Board of Trustees shall meet four (4) to six (6) times a year at regular intervals. Provided, however, that the Board of Trustees may for reasonable cause skip and/or cancel a meeting.

Section B. Special Meetings. Meetings of this Association to consider any lawful business may be called by the Clerk or by six (6) Trustees acting together.

Section C. Notice of Meetings. Written notice of the date, time and place of each meeting shall be given in person, by regular mail or by email to each Trustee at her or his current or last known street or email address, depending upon the means of communication, at least ten (10) days prior to the date of the meeting.

Section D. Quorum. One-third of all Trustees then in office shall constitute a quorum for the transaction of business. When the number required for a quorum is calculated, any fraction shall be rounded up to a whole number.

Section E. Conduct of Business. This Association shall conduct meetings of its Board of Trustees in the manner of Friends as described in the most recent edition of Pacific Yearly Meeting of the Religious Society of Friends' *Faith and Practice*.

ARTICLE V – OFFICERS.

Section A. The statutory officers of this Association are a Clerk, who is also this Association's President and Chief Executive Officer; a Treasurer, who is also this Association's Chief Financial Officer; and a Recording Clerk, who is also this Association's Secretary. The Board of Trustees may also appoint co-Clerks or an Assistant Clerk, who, in the Clerk's absence, shall serve as Clerk.

Section B. The Board of Trustees shall, at duly noticed meetings, from time to time select and appoint officers for one-year terms. Provided, however, that an officer may continue in office for more than one-year if and when a successor has yet to be appointed or has yet to assume the office.

Section C. Vacancies. Any vacant office shall be filled as quickly as practicable.

Section D. Clerk/President/Chief Executive Officer. The Clerk convenes and conducts in the manner of Friends meetings of this Association, and performs such other duties and tasks, including executing contracts and legal documents on behalf of this Association, as the Board of Trustees may from time to time authorize or direct. Annually, the Clerk shall prepare and present to this Association and College Park Quarterly Meeting of the Religious Society of Friends a report of this Association's endeavors and activities during the preceding year.

Section E. Treasurer/Chief Financial Officer. The Treasurer serves as an *ex officio* member of the Finance Committee; oversees this Association's finances, accounts and investments; assures that full and accurate records of receipts and disbursements are kept; renders written reports at least annually; and performs such other duties and tasks as the Board of Trustees may from time to time authorize or direct.

Section F. Recording Clerk/Secretary. The Recording Clerk takes the minutes of meetings of the Board of Trustees; controls and assures the safe-keeping of this Association's books and records; certifies the minutes and records of this Association; fills the statutory office and performs the duties of corporate Secretary; and performs such other duties and tasks as the Board of Trustees may from time to time authorize or direct.

Section G. Assistant Clerk. The Assistant Clerk presides in the Clerk's absence and when the Clerk stands aside as Clerk. When the Clerk is unable to act, the Assistant Clerk performs the duties and tasks of the Clerk of the Board. The Assistant Clerk performs such other duties and tasks as the Board of Trustees may from time to time authorize or direct.

ARTICLE VI – COMMITTEES.

Section A. This Association shall establish standing and *ad hoc* committees, which shall season business for the Board of Trustees and perform such duties and tasks as the Board of Trustees may delegate. Service on a committee is for a one-year term unless a different term is specified in these Bylaws or at the time of the appointment. Committees may create sub-committees to assist with the committee's tasks.

Section B. Governance Committee.

The Governance Committee oversees the general affairs of the Board by ensuring Board processes, structures and roles are effective and by equipping each Trustee with the proper tools and motivation to carry out his or her responsibilities. The Governance Committee's responsibilities include:

- Assessing the Board's composition and identifying needs;
- Recruiting and cultivating prospective Board members;
- Recommending candidates for Board membership;
- Recommending corporate officers;
- Orienting new Board members;

- Coordinating occasional training sessions for the Board;
- Suggesting Board and non-Board members for committee membership;
- Coordinating development and up-dating of job descriptions for Board committees to ensure that all needs are addressed;
- Assuring the Board regularly engages in self-assessment;
- Assuring the Board regularly engages in strategic planning; and,
- Developing and applying guidelines for ensuring ethical behavior and handling conflicts of interest.

The Governance Committee seasons and recommends nominees for the Board of Trustees, and nominees for Officers, committee membership and committee clerks. Members of the Governance Committee serve terms of up to three (3) years, which overlap so that approximately one-third of the Governance Committee is replaced by new members each year. The Board of Trustees names the members and clerk of the Governance Committee, and fills vacancies on the Governance Committee when and as necessary.

Section C. Finance Committee. The Finance Committee oversees this Association's fiscal management, including pricing and spending; seasons policies, issues, concerns and reports; and makes recommendations to this Association regarding its financial and business affairs, including staff compensation and benefits. The Treasurer serves as an ex-officio member of the Finance Committee.

Section D. Program Committee. The Program Committee is comprised of Board and non-Board members who are familiar with the Center's operations and programs, and knowledgeable of potential program leaders. The Program Committee duties include:

- Overseeing new program development, and monitoring, assessing and evaluating existing programs;
- Facilitating discussions about program priorities aligned with the BLQCA's mission;
- Recommending program leader compensation policies; and,
- Assisting staff with finding and selecting program leaders and themes.

Section E. Building and Grounds Committee. The Building and Grounds Committee oversees BLQCA's land, buildings and facilities, and formulates long-range plans for their upkeep and development in order to maintain the Center's buildings and grounds to high standard of attractiveness and safety. At least six (6) persons serve on the Buildings and Grounds Committee, including the Maintenance Manager and the Director or a Co-Director, who are *ex officio* members of this committee. The Buildings and Grounds Committee:

- Assesses and oversees maintenance, repair and equipment needs relating to the physical plant;
- Participates with the Maintenance Manager and Director(s) in the negotiation of contracts for major work to be completed;
- Assists the Maintenance Manager in overseeing contracted work and authorizing payments in excess of \$1000 for completed work;
- Assists the Director(s) in administering the building, equipment and grounds budget line items;
- Develops and implements a master maintenance plan for the BLQCA physical plant, including a preventative maintenance program; and,
- Prepares and submits a building, equipment and grounds budget for inclusion in the annual budget.

Section F. Development Committee. The Development Committee oversees fundraising and ensures that the Board develops a diverse revenue stream. The Development Committee's responsibilities include:

- Working with staff to create and implement development plans, and select appropriate means – such as grants, special events, direct mail, product sales, and fee for service contracts – to increase revenues;
- Working with staff to identify and cultivate relationships with potential donors, and solicit funds from possible sources of support;
- Developing guidelines to ensure stakeholders are acknowledged appropriately, fundraising efforts are cost-effective, and ethical practices are in place;
- Involving the entire Board in fundraising, such as encouraging Trustees to make individually appropriate annual gifts and contact others to solicit gifts; and,
- Monitoring fundraising efforts to be sure ethical practices are followed, donors are acknowledged appropriately, and fundraising efforts are cost effective.

Section G. Personnel Committee. The Personnel Committee oversees personnel matters, including seasoning wages, salaries, and benefits; reviewing job responsibilities and working conditions; finding, interviewing and recommending new Directors to the Board of Trustees; considering grievances; drafting employment and safety policies; and providing moral support and guidance for the Directors.

ARTICLE VII – AUDITS

The books and accounts of this Association shall be audited from time to time as the Board may direct. Annually, an IRS Form 990 shall be prepared and filed for public review.

ARTICLE VIII – RECORDS

The books and records of this Association shall be maintained in Santa Cruz County and are subject to inspection by any Trustee at reasonable times.

ARTICLE IX – GRIEVANCES

BLQCA seeks to treat staff and other stakeholders with respect and integrity, and address concerns as they arise. Persons who have concerns are encouraged to discuss them with the Director(s) and/or the Personnel Committee. If the concerns are not resolved, they may be brought to the Clerk of the Board who may seek to mediate the issues or bring them to the Board for seasoning and resolution.

ARTICLE X – AMENDMENTS

These Bylaws may be amended from time to time by this Association. The text of the proposed amendment(s) shall be included with the notice of the Board meeting(s) at which the proposed amendment(s) will be considered.

Historical notes.

Bylaws Approved: 6/6/2014