

Santa Maria Community Services, Inc.

Code of Regulations

ARTICLE I. NAME

The name of this organization shall be **Santa Maria Community Services, Inc.**

ARTICLE II. PURPOSE

Section 1. Santa Maria Community Services' mission is to empower members of the communities we serve, through knowledge and encouragement, to embrace and enhance their ability to change the conditions that limit their opportunities. Our vision is that Santa Maria builds community capacity, creating strong neighborhoods where:

- a. families are thriving,
- b. people share a mutual respect for and take care of each other regardless of racial, ethnic or cultural backgrounds,
- c. schools and businesses are vibrant, and
- d. there are clean, safe, nurturing places for all.

Section 2. Santa Maria Community Services, Inc. is organized exclusively for charitable and educational purposes, rendering family and community support services that support the agency's mission. No part of any funds of the corporation shall inure to the benefit of or be distributable to any of its members, directors, officers, staff or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

Section 3. All services are offered without regard to race, color, religion, sex, age, national origin or ancestry, veteran status, or physical or mental disability, in accordance with applicable laws.

Section 4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE III. MEMBERSHIP

The Board of Directors of this organization shall constitute its membership.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Santa Maria Community Services, Inc. shall be governed by a Board of Directors who shall exercise all the powers of the organization except as hereinafter otherwise provided.

Section 2. The Board of Directors shall consist of at least 15 but not more than 25 members, at least one-fifth of whom shall be persons representing the residents of the areas served and/or consumers of the current work of the organization, and others shall be residents of the metropolitan area of Cincinnati, Ohio.

Section 3. Except as hereinafter provided, the term of office shall be for a period of three years, if elected for a full term, and for the remaining period of any unexpired term to which he or she is elected; all full terms commencing January.

Section 4. No member of the Board shall serve more than three successive full terms of three years each. After retirement from the Board for a period of one year, a former member shall be eligible for election to the Board. The Immediate Past Chair shall remain a member of the Board at least until succeeded by the current Chair.

Section 5. If a member of the Board dies or resigns, his or her successor may be elected by a vote of the Board at a regular meeting of the Board.

Section 6. By action of a majority of the Board of Directors present and voting, the Board of Directors may remove a member of the Board, upon recommendation of the Governance Committee, for just cause, including failure to attend two consecutive meetings of the Board of Directors without an adequate excuse.

Section 7. Any duality of interest or possible conflict of interest on the part of any Board member shall be disclosed. The Board member concerned shall abstain from voting on any matter where a potential for conflict of interest exists. Such action shall be duly recorded.

Each Director, officer, and employee of Santa Maria Community Services, Inc., is required to sign a disclosure statement on an annual basis which makes known to a majority of the Board of Directors any pecuniary interest or financial gain any such director, officer or employee may have in regard to any contract or transaction of this corporation with any other outside person, corporation, or business entity.

ARTICLE V. MEETINGS

Section 1. The Annual meeting of the Board shall be in November of each year on a date designated by the Board of Directors. In addition, the Board of Directors shall meet at least quarterly.

Section 2. Notice of meetings shall be given to each member of the Board at least one week in advance of the scheduled meeting. Each meeting shall be called by the prior Board meeting, or may be called upon request of the Chair by one-half of the membership. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at nor the purpose of a meeting needs to be specified in the waiver of notice of the meeting.

Section 3. One-third of the current membership of the Board of Directors shall constitute a quorum at a meeting.

Section 4. Special meetings may be called by the Chair, by a majority vote of the Board of Directors, or on written petition of any five Directors with one week's notice giving date, place and items to be considered.

Section 5. Electronic meetings may be held at the discretion of the Chair.

ARTICLE VI. OFFICES AND OFFICERS

Section 1. The Officers of this organization shall be a Chair, a Vice Chair, a Secretary a Treasurer, and the Immediate Past chair all elected at the Annual meeting of the organization from and by the Board of Directors, by the majority of those present and voting.

Section 2. The duties of the officers of the corporation are as follows:

- a. The Chair shall preside at all meetings of the Board, appoint all committees, and call special meetings whenever he/she deems it necessary.
- b. The Vice Chair shall perform the duties of the Chair in the event of his/her absence, resignation or inability to perform his/her duties.
- c. The Immediate Past Chair shall be available to advise the Chair as necessary and, when possible, shall chair the Governance Committee, and coordinate the nominating process for Officers and Directors.
- d. The Secretary shall be responsible for the minutes and records of the organization and shall conduct the official correspondence of the organization.
- e. The Treasurer shall be responsible for the oversight of the maintenance of the financial records of the corporation. When possible, the Treasurer shall chair the Audit Committee.

Section 3. The Chair, Vice Chair, Secretary, and Treasurer shall serve for a one-year term or until a new election. All Officers may be re-elected for an additional term without rotating off the Board.

Section 4. The Board of Directors may fill any vacant office.

Section 5. The Board of Directors shall employ a President and CEO as the chief executive officer of the corporation. The President and CEO shall have general direction over the operations of the corporation and shall be its official representative. (S)He shall comply with the

Board's policies and shall submit to the Board such reports, analyses, statistics, plans and other information as may be required from time to time. The responsibilities shall be detailed and documented in a separate Position Description, which shall include the qualifications, responsibilities, and duties of the position. The President and CEO is responsible to the Board of Directors. The Board of Directors, through the Chair, shall provide a written performance evaluation to the President and CEO on an annual basis.

ARTICLE VII. COMMITTEES

Section 1. There shall be the following standing committees:

- a. **Governance Committee** – shall consist of at least four members of the Board and shall:
 - i. Analyze Board membership and identify and recruit candidates for the Board,
 - ii. Nominate candidates for full terms and present a slate of nominees for Officers of the organization by November 1,
 - iii. Conduct new Board member orientation,
 - iv. Identify and address Board education on mission related issues as well as Board responsibilities,
 - v. Conduct an annual Board self-assessment process, and
 - vi. With the consent of a majority of the Officers, have the power to take interim action, to make recommendations to the Board, and to carry out special responsibilities assigned to it by the Board. The interim action must be approved or disapproved by the Board at its next meeting.
- b. **Audit Committee** – shall consist of at least three members of the Board, at least one of which has financial expertise, and shall:
 - i. Assure the independence of the Agency's financial auditors,
 - ii. Retain the auditors and meet with them to review the audit, and
 - iii. Meet privately with the auditors at least annually.

Section 2. Other standing committees and special project teams may be authorized by the Board.

Section 3. The committee chairs shall be a member of the Board and shall be appointed by the Board Chair in consultation with the President and CEO.

Section 4. Persons who are not members of the Board may be named as members of committees, where appropriate, if they have a special contribution of skill and/or knowledge.

Section 5. The Chair may be an ex-officio member of each committee. The President and CEO shall give staff leadership to all committees unless he/she delegates this responsibility to an appropriate professional staff member.

Section 6. The committee chair shall establish meetings of committees after consultation with the lead staff person to the committee.

Section 7. Minutes shall be kept of all committee meetings.

Section 8. All committees shall make regular reports to the Board of Directors.

ARTICLE VIII. AMENDMENTS

Section 1. This Code of Regulations may be amended, repealed or modified by a two-thirds vote of Directors present and voting. Notice of such proposed changes shall be sent in writing to each member at least one week prior to the meeting.

Section 2. Ballots on any such proposed amendment, repeal or modification may be by proxy or written ballot mailed to the Secretary if so provided by the Board of Directors at a regular or special meeting of that Board held prior to the sending of the notice required by Section 1 of this Article. Notice of any such provision shall be sent to the members of the Board together with the notice required by Section 1 of this Article.

ARTICLE IX. INDEMNIFICATION

Section 1. To the extent permitted by law, the corporation shall indemnify every person who is a Member, Director, Committee Member or Officer of the Corporation against reasonable expenses including attorneys' fees and disbursements, judgments, decrees, fines, penalties and amounts paid in settlement in connection with any pending or threatened claim, action, suit or proceeding (civil, criminal, administrative or investigative) in which such person may be involved or threatened to be involved, as, a party or otherwise, by reason of being or having been such Member, Director, Committee Member or Officer.

Section 2. Upon authorization of the Board, the corporation shall purchase and maintain insurance on behalf of any person who is or was a Member, Director, Committee Member or Officer against liability asserted against him or her and incurred by such Member, Director, Committee Member or Officer in such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under this article.

ARTICLE X. MISCELLANEOUS

Section 1. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable or educational purposes as organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. The Board of Directors may (but shall not be required to) consult with United Way of Greater Cincinnati to identify needy and worthwhile organization or organizations organized and operated exclusively for charitable or educational purposes as organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the

corresponding provisions of any future United States Internal Revenue Law) to receive the net assets of the corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Hamilton County, Ohio, or the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purpose.

Section 2. The rules contained in the current edition of The Modern Rules of Order: A Guide for Conducting Business Meetings shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with this Code of Regulations and any special rules of order, which may be adopted.

Santa Maria Community Services, Inc.
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Amended through November 20, 2008