

**SONOMA COUNTY MAYORS' COMMITTEE ON THE EMPLOYMENT OF
PEOPLE WITH DISABILITIES
BYLAWS
Effective May 2009**

ARTICLE I. GENERAL

Section 1: Name

The name of this organization shall be the **Sonoma County Mayors' Committee on the Employment of People with Disabilities** (referred to in these bylaws as **SCMCEPD**).

Section 2: Principal Office

The principal office for the transaction of business for the organization is located in Sonoma County, California, at the **Disability Services & Legal Center (DSLCL)**, 980 Hopper Avenue, Santa Rosa, CA 95403. **DSLCL** is a **Partner** who will provide, at no direct charge to **SCMCEPD**, administrative services outlined in a **Memorandum of Understanding (MOU)**. The **Executive Committee** may, at any time, change the location of the principal office

ARTICLE II. MISSION

The mission of **SCMCEPD** is to support the membership's efforts to encourage and promote the gainful employment of people with disabilities by creating a strong, friendly, collaborative relationships between the membership, who are employers, human services agencies, state & local elected officials, community organizations and individuals in Sonoma County.

Section 1: Primary Objective

The Executive Committee will review, at the request of a member, a program or an activity the members believes will enhance and extend **SCMCEPD'S** mission to promote the employment of people with disabilities. The program selected shall become a **Standing Committee**.

Section 2: Secondary Objective

Upon request of a member and approval by the **Executive Committee**, **SCMCEPD** will advise, assist, review, and comment on matters that impact the employment of people with disabilities.

Section 3 Equal Status

The **SCMCEPD** is committed to full and equal access to all its meetings and activities for all persons with disabilities. Membership is not required to attend meetings.

Section 4: Non-profit Status

The purposes of the **SCMCEPD** are consistent with the purposes of §501(c3) of the Internal Revenue Service code and operates under the 501(c3) status of **DSLCL**.

ARTICLE III. MEMBERSHIP

Section 1: Members

The membership of this organization is open to anyone interested in promoting the employment and advancement of people with disabilities. Membership will be encouraged from elected officials, representatives of government, public and private employers, organizations serving persons with disabilities and any organization or individual interested in promoting the employment of persons with disabilities. No person shall be denied membership because of race, color, religion, age, sex, marital status, sexual orientation, national origin, ancestry, disability or veteran status.

Section 2: Admission of Members

Prospective members must submit an **Application Form** and pay annual dues.

Section 3: Voting Member

Each member in good standing on the official roster of this committee shall be entitled to one (1) vote for the purpose of electing the officers.

Section 4: Membership Classifications

The classifications of membership shall be **Partner**, **Affiliate**, and **Regular**. All classification shall have full voting privileges.

- **Partner** member provides critical, continuous, uninterrupted support for operational services, programs and activities, whether in-kind or financial.
- **Affiliate** member promotes and supports one or more **SCMCEPD** programs and activities, whether in-kind or financial, on a continuous basis.
- **Regular** member serves on committees, participates in activities, promotes **SCMCEPD**.

Section 5: Memorandum of Understanding (MOU)

The **Executive Committee** will prepare a **MOU** with each **Partner** and **Affiliate** detailing the nature and extent of mutual support.

Section 6: No Agency Relationship

SCMCEPD is not an agent of any **Partner** or **Affiliate**. Any **MOU** agreement does not create or give rise to any agency relationship between the **Partner** and **Affiliate**. The **MOU** agreement is not intended to constitute, create, give effect, or recognize a joint venture, partnership or any other formal business entity of any kind. Neither party will be liable to the other for the expenses or liabilities arising out of the other party's efforts in connection with the **MOU**.

Section 7: Official Membership Roster

A member must be enrolled in the official roster in order to exercise any voting privilege.

Section 8: Member in Good Standing

A member who has signed a **MOU** and/or paid dues is in good standing.

Section 9: Designated Member

Any member in good standing may designate a representative who shall have full voting privileges. If the organization replaces a designated representative, the replaced representative must qualify for membership on his/her own resources to remain a member in good standing.

Section 10: Transferability

Membership may be transferred if approved by the **Executive Committee**.

Section 11: Liabilities and Property Rights of Members

No member of the **SCMCEPD** now or hereafter shall be personally liable to its creditors for any indebtedness or liability and any and all creditors shall look only to its assets for payment.

ARTICLE IV. FINANCE

Section 1: Fiscal Year

The fiscal year shall be from July 1st through June 30th.

Section 2: Dues

The **Executive Committee** shall have the power to authorize and determine the amount of annual dues.

Section 3: Expenses

There shall be no salaried officers or members. Expenses authorized by the **Executive Committee** and incurred by committee members in the service of the organization shall be reimbursed from the treasury as appropriate.

Section 3: Official Correspondence

All official correspondence regarding **SCMCEPD** business shall be on official letterhead and copied to the Chairperson.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1: Quorum

A majority of one-half plus one of the elected Officers shall constitute a quorum for the transaction of business. There shall be no proxy voting.

Section 2: Powers of the Executive Committee

Subject to the limitations of the bylaws, and California law, all power of the organization shall be exercised by, or under the authority of the **Executive Committee**. Without limiting the general powers, the **Executive Committee** shall have the following powers:

- (a) To select and remove the officers and agents of this organization, and prescribe such powers and duties for them as may be consistent with the laws and the bylaws.
- (b) To conduct, manage and control the affairs and the business of the organization, and make rules and regulations consistent with the laws and bylaws.
- (c) To conduct both long and short term planning.

Section 3: Organization Officers

The organizational officers of the **Executive Committee** shall be a member in good standing and shall be the **Chairperson, Vice Chairperson; Recording Secretary, and Treasurer/Administrator**. The duties of each office shall be as follows:

- **Chairperson:** Subject to the control of a majority of the **Executive Committee**, the Chairperson shall have general supervision, direction and control of the business and affairs of the organization, coordinate the agenda, facilitate the quarterly meetings and shall have such other powers and duties as prescribed from time to time by the **Executive Committee**. The Chairperson shall establish appropriate subcommittees and make appointments thereto, subject to the approval of the **Executive Committee**. The Chairperson is ex-officio member of all committees.
- **Vice Chairperson:** In the absence of the Chairperson, the Vice Chairperson shall perform all duties of the Chairperson and in so acting, shall have all the power of the Chairperson. The Vice Chairperson shall organize quarterly meetings and workshops.
- **Recording Secretary:** The Secretary shall keep the full and complete record of the proceedings of the **Executive Committee**, prepare an agenda for official meetings and distribute such notices as required to the members of record.
- **Treasurer/Administrator:** The Treasurer/Administrator shall have general duties consisting of collecting dues and maintaining the membership roster, preparing quarterly reports, maintaining the website and email distribution, maintaining all records at **DSL**, receiving and safely keeping all funds of the organization and depositing them in the bank(s) that may be designated by the Chairperson. Those funds shall be paid out upon authorization of the Chairperson and Treasurer or by such officers as may be designated by the Chairperson as authorized to approve disbursements.

VI. ELECTION OF OFFICERS

Section 1: Term of Office

Members in good standing shall nominate a slate of officers, consisting of a **Chairperson, Vice Chairperson** and **Recording Secretary**, and Treasurer/Administrator each to be elected by the general membership for a term of two years by the July quarterly meeting. Each officer may succeed him/herself in office. **Executive Committee** members shall take office on the first day of the month following their election. Persons elected to fill a vacancy shall take office immediately.

Section 2: Removal

Any elected or appointed member may be removed from office, for good cause, by vote of a majority of the **Executive Committee**.

Section 3: Conflict of Interest

A committee member may enter into a financial agreement or self dealing transaction with the organization, provided that

- (a) The organization enters into such an agreement or transaction only when the transaction is clearly of benefit to the organization and competitive in cost.
- (b) The full Executive Committee must vote on and approve the transaction, which is to be verified and documented by committee minutes.
- (d) The interested committee member with whom the transaction is made is to abstain from the discussion and vote related to the transaction.

VII. STANDING COMMITTEES

Section 1: Establishment of Standing Committees

The Chairperson, with the approval of the **Executive Committee** may establish such **Standing Committees** deemed necessary, designate the areas of responsibility and authority of each and appoint a chairperson.

Section 2: Appointment of Standing Committee Chairs

Standing Committees must have a chair before implementing any activity.

VIII. MEETINGS

Section 1: Executive Committee Meetings

The Executive Committee shall meet as often as required at **DSL**C to conduct the business and affairs of the Committee, but at least quarterly.

Section 2: Annual General Membership meeting

The committee shall conduct an annual general membership meeting in **July**. The agenda shall include, but is not necessarily limited to reports from the **Executive Committee** regarding the activities of the Standing Committees.

Section 3: Quarterly meetings

The **Executive Committee** shall schedule quarterly membership meetings in July, October, January and April. Quarterly meetings may have an educational component.

Section 4: Notice of Meetings

Written notice of the time, place and agenda of all general membership meetings and other meetings when voting on motions occurs shall be e-mailed to each member at the address shown on organization records not less than fifteen (15) days prior to such meeting. All meetings are open to the public.

IX. AMENDMENTS

These bylaws may be amended at any meeting of the **Executive Committee** by a three-fourths vote of members present, provided advance notice in writing as to the proposed amendment(s) had been given to each member.

X. DISSOLUTION

None of the organization's assets shall inure to any individual upon its dissolution. After paying the debts of the organization, the remaining assets shall be distributed to **DSL**C or a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes consistent with the goals of the **SCMCEPD** and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, and whose property is dedicated to exempt purposes as specified in section 214 of the Revenue and Taxation Code of the State of California.