

# PORTLAND COMMUNITY FUND ASSOCIATION ARTICLES OF ORGANIZATION

Document Revised September 2009

## **Article I.**

The name of the organization shall be the Portland Community Fund Association.

## **Article II.**

The purpose of this Association shall be:

To provide a unified fund-raising campaign this shall benefit projects, organized activities and organizations serving residents of the Portland School District. To engage in direct charitable activities for the benefit of persons and families who are residents of the Portland School District, provided that such activities are not prohibited under Section 501 (c) (3) of the Internal Revenue Code.

## **Article III.**

The Association shall be managed and controlled by a Board of Directors composed of representatives of the organizations in Appendix A and at large members, which shall be an integral part of this document. Prior to the end of each fiscal year, the Board shall review its membership and shall take the necessary action to fill vacancies. Should any of the above-mentioned organizations cease to exist, the Board shall amend these by-laws to remove such organizations from Appendix A; in addition, the Board shall annually review community organizations to determine if new organizations who qualify for membership have developed, and if so, add them to Appendix A.

## **Article IV.**

Only organizations which have been determined tax-exempt under provisions of Section 501 (c) (3) of the Internal Revenue Code shall be the beneficiaries of funds of the Association.

The Board of Directors shall annually cause a request for funds from to be sent to all agencies that have previously received funds from the Association, and shall further cause public notice to be placed in a local circulation newspaper of availability for other qualified organizations to request funds. The organization beneficiaries of the Association shall annually submit a statement of income and expenditures for preceding year; a budget for ensuring year; a statement of the amount requested from the Association; a statement of their continuing tax-exempt status; and the percentage of their budget that is administrative cost. The Board of Directors shall have the sole authority for the distribution of funds to qualified agencies, payments or normal operating expenses and the investment of the combined funds.

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### **Article IV continue.**

The Portland Community Fund Association shall not discriminate in regard to persons served and shall comply with all laws concerning discrimination and equal employment opportunity. The organizations funded by the Portland Community Fund Association will adhere to the same non-discriminatory policies. All organizations requesting funds will be notified in of the date and time of hearing to present their allocation requests. The organizations will be notified following the hearings as to the approved amount they will be receiving.

### **Article V.**

The Board of Directors shall determine the amount each organization will receive and this together with a conservative amount for contingent funds and expenses of administration by this Board, shall determine the goal (budget) for the Community Fund for each year.

No more than fifty percent (50%) of the amount of any allocation shall be paid to an organization/beneficiary until such time the campaign proceeds shall be determined. In the event that the goal is not reached, requesting organizations shall be notified of the revised amount of their allocations by the Board of Directors.

In the event the goal is not reached, the Board, by majority vote, may decide how the funds will be distributed.

### **Article VI.**

The Board of Directors shall formulate a plan for raising necessary funds annually and shall supervise the raising of the same and the manner of control and distributions of these funds. The Board shall arrange audits in compliance with the State of Michigan laws regarding budgets of charitable agencies with income of less than \$100,000.00

### **Article VII.**

Members of the Board of Directors shall take and hold office at the discretion of their appointing organizations if applicable.

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### **Article VIII.**

The Board of Directors shall hold a least six (6 {Sept, Oct, Nov, Dec, Jan & Feb}) meetings each year on a monthly basis or as determined by the Board. Meetings may be called or cancelled at the request of the President or any three (3) members of the Board of Directors. A quorum shall be established by the attendance of six (6) members, including the President or Vice-President, Secretary, or Co-Treasurer's.

The Board of Directors shall at its February meeting set definite regular days for monthly meetings for the balance of the fiscal year. The Secretary shall send notices of all meetings to each member of the Board at least five (5) days preceding the meeting and set forth therein the place, date and time of the said meeting.

The Board of Directors shall be expected to attend at least four (4) meeting per year. In the event of resignation from the board, a letter should be sent to the Secretary of said intent.

### **Article IX.**

At a duty-called meeting in January of each year, the President shall appoint a nominating committee which shall prepare a slate of officers for the coming year. The election of officers shall be held at the duty-called meeting in February of each year.

### **Article X.**

The officers of the Association shall be at least a President, Vice-President, Secretary and Co-Treasurer's; each of whom shall serve on an annual basis coinciding with the organization fiscal year. Their duties shall be:

**President-**The President shall preside over all meeting of the Board of Directors and shall have and exercise all other powers usually incident to the office of President. He/She shall be responsible for an annual report of the Portland Community Fund activities, including reports of standing committees appointed by the President. The President shall also serve as assistant to the Treasurer. The President shall appoint a minimum of two (2) Board members as Financial Review Committee which will be required to review the Portland Community Fund Association financial records at least on an annual basis.

**Vice-President-** The Vice-President shall perform all duties of the President in case of the absence or disqualification of the President.

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**Secretary-** The Secretary shall keep a record of all meetings of the Board of Directors and all affairs of the Association. He/She shall send notices when applicable and correspondence directed by the Board of Directors or the President, or as required in the articles.

**Co-Treasurer's** – The Co-Treasurer's shall render statements to the Board of Directors at each monthly meeting and at any other required times, showing financial status of the Association. The Co-Treasurer's shall review financial records with the Board of Review Committee. If required by the Board of Directors, he/she shall file a bond with the Portland Community Fund Association, in such form and amount, and with such surety or sureties as may be approved by the Board, conditioned upon the faithful performance of his/her duties as Co-Treasurer. He/She shall sign all corporate instruments whereon his/her signature shall be lawfully required. He/She shall oversee the responsibilities of the Appointed Book-keeping vendor as described below.

**Appointed Book-keeping Vendor-** The Vendor shall keep, or cause to be kept in books belonging to the Association, complete and accurate accounts of all receipts and disbursements. All monies shall be immediately deposited. Authorization for Co-Treasurers to write checks on the Association funds will be by vote of the Majority of the Board and by notification from any Board member for pre-authorized purposes (see Appendix A).

**Other Officers-** The Board of Directors shall have the power to appoint such other officers or agents as said Board from time to time deem necessary, but for no longer period than the term of the principal officers; and to fix the duties of the officers and agents so appointed.

### **Article XI.**

The Board of Directors may adopt its own method of procedure, but on failure to do so, than Robert's Rules of Order shall govern as parliamentary authority.

### **Article XII.**

The fiscal year Association shall begin on July 1 and end June 30 of the following year.

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### **Article XIII.**

Policy guidelines for the Association shall be as follows:

Funds are monies generally reported in the fund balance section of this Association's balance sheet. They may be identified as general operating funds or funds designated by the Board of Directors for specific purposes. The Treasurer may combine the funds or the Association at the discretion of the Board.

To establish and maintain a sum uncommitted at a level relative to either or all of the following: equal to the amount raised in the annual campaign, equal to the amount of allocation and operating budget; or to any other specified target determined by the Board of Directors.

The reasons for establishing and maintaining designated funds are:

To provide a necessary and reasonable amount of working funds to financially operate the organization.

To provide a sum to make up a deficiency in the campaign, either in results or collection experience.

To provide funds at the Board of Director's discretion for allocating monies to allocated or non-allocated organizations who show unexpected or special outside the normal allocation process.

To provide funds for unexpected disaster emergency needs of the Portland area.

### **Article XIV.**

In the event of the dissolution of this corporation, all of its assets, of every nature whatsoever, after payment of its liabilities and of necessary costs and expenses of dissolution proceedings, shall revert to one or more organizations, as directed by the membership, which are exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any such code in existence.

### **Article XV.**

A volunteer director of the corporation shall not be held personally liable to the corporation or members for the monetary damages for breach of the Directors fiduciary duty. However, the provision shall not eliminate or limit the liability of a director for any of the following:

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A breach of the director's duty or loyalty to the corporation or its members.

Acts of omissions not in good faith that involve intentional misconduct or a knowing violation of law.

A violation of Section 551 (1) of the Public Acts of 1982 as amended.

A transaction from which the director derived an improper personal benefit.

An act or omission occurring before the date of filing this document with the Michigan Department of Commerce.

An act or omission that is grossly negligent.

Provided that the corporation is designated as a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code, the corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring out of the performance of the directors' duties on or after the date of filing this document.

## **Article XVI.**

The Articles of Organization may be amended or repealed by a vote of six (6) or more members of the Board of Directors after the proposed change has been read at a regular meeting at which a quorum is present and each Board member has received a copy of the proposed change.

## **Article XVII.**

The preceding Articles of Organization shall be the entire instrument governing the Portland Community Fund Association, superseding any other Articles and amendments, upon acceptance of this instrument by the Board of Directors. These Articles shall take effect as of the date of acceptance by the Board.

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## APPENDIX A.

The following organizations are eligible to appoint a representative to the Board of Directors of the Portland Community Fund Association:

### GOVERNMENT AGENCIES:

City of Portland  
Danby Township  
Eagle Township  
Orange Township  
Portland Township  
Sebewa Township

### SCHOOLS:

Portland Public Schools  
Portland Saint Patrick's School

### CHURCHES:

Church of Nazarene  
Eagle Wesley Chapel  
Eagle United Methodist  
First Baptist  
First Congregational  
Hope Lutheran  
Mount Hope Assembly of God  
Portland United Methodist  
Seventh Day Adventist  
Saint Andrews Lutheran  
Saint Patrick's Catholic  
Epic – A Community Church

### ORGANIZATIONS:

American Legion Post 129 & Auxiliary  
Fraternal Order of Police  
Masonic Lodge & Eastern Star  
Portland Area Service Club  
Portland Chamber of Commerce  
Portland Civic Club  
Portland Civic Players  
Portland Fire Department  
Portland Food Bank  
Portland Garden Club  
Portland Knights of Columbus  
Portland Public Library  
VFW Post 4090 & Auxiliary  
Portland Community Arts Council

### “At Large” members

Pre-Authorized Payments

The following payments are preauthorized to the limits stated:

Burn-out victims (not to exceed \$500.00)

Flowers, etc. A line of credit shall be established at a local flower shop (not to exceed \$75.00)

Petty cash (not to exceed \$100.00)

In the event of disaster in our community, the Portland Community Fund Association will appoint a committee of two (2) to receive requests for funds.