**PORTLAND COMMUNITY FUND ASSOCIATION**

**BYLAWS**

Document Revised September 2019

**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 that 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.

1. Sub-Chapters

Portland Community Fund Association Board may establish sub-chapters to the organization by majority vote. The purpose and responsibility of a sub-chapter will be described in a legal document of agreement between both organizations.

1. Financial Affiliates

Portland Community Fund Association Board may partner with financial affiliates by majority vote. The purpose of establishing financial affiliates is to grow the organizations funds and increasing donation options to Portland Community Fund Association.

**Article III.**

The Association shall be managed and controlled by a Board of Directors composed of representatives of the organizations in Appendix Aand at large members vested with the Portland community, which shall be an integral part of this document. All Board Members shall read and sign a Confidentiality and Fiduciary Responsibility Agreement. 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 or any organization approved by the board shall be the beneficiaries of funds of the Association.

The Board of Directors shall annually cause a request for funds 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 ensuing 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.

The Portland Community Fund Association 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. The Board reserves the right to waive the requirements at their discretion of the organizations that are requesting funds. Organizations will be notified following the Board’s decision.

Portland Community Fund Association shall obtain and maintain liability insurance coverage to cover the organization and any sub-chapters.

**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.

**Article VIII.**

The Board of Directors shall hold a least seven (7) meetings each year on a monthly basis (August, September, October, November, December, February & March) 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 and one of the Co-Treasurer’s.

The Board of Directors shall at its March 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.

Each Director shall be expected to physicallyattend at least four (4) meetings the previous fiscal year or per yearin order to validate vote capability. Portland Community Fund Board Members serving as voting member on another organization committee may be asked to abstain from voting on a Portland Community Fund decision for that organization grant/donations. In the event of resignation from the board, the Board Member shall notify theSecretary of said intentand turn in Portland Community Fund Association documents, keys, passwords and material including digital format, within 30 days to an executive officer of the Board.

**Article IX.**

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

**Article X.**

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

Officersduties shall be:

**President-**The President shall preside over all meetings 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 basistypically by October.

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

**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 shall write checks on Association funds by vote of the majority of the Board and by any pre authorized purpose (see Appendix B). 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.

Vendors and Committiees duties shall be:

**Hired** **Book-keeping Vendor**- the Vendor hired to be paid will be voted by the Board majority, which shall keep, or cause to be kept in books or/and digital format 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.

**Other Officers and Committees** – the Board of Directors shall have the power to appoint such other officers and Committee Chairs and agents as deemed necessary, but for no longer period than the term of the principal officers. If Officers, Committee Chairs, and/or Agents are appointed, their duties must be determined and documented prior to appointment. Officers and Committee Chairs and/or Agents shall obtain a signed Parent/Guardian Consent and Media Release Form for minor age participants.

The standing committees of the Association are listed in Appendix C. Special notes about each standing committees are in Appendix C. The in-depth details about each committee are documented by the committee chairperson with updated copies provided to the PCFA Secretary.

**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.

**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 reserve fund (a sum uncommitted) at a level relative or equal to any or all of the following:

To the amount raised in the annual campaign.

To the amount raised in the annual campaign and operating budget including items detailed in Appendix B.

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 and sustain the organization.

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

To provide funds for unexpected disaster*s* or emergencies.

**Article XIV.**

In the event of the dissolution of this Association, 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 Association shall not be held personally liable to the association or members for the monetary damages for breach of the Directors fiduciary duty. If the Board determines a violation of the Confidentiality and Fiduciary Responsibility Agreement, actions may be taken which may include removal from the Board. However, the provision shall not eliminate or limit the liability of a director for any of the following:

A breach of the director’s duty or loyalty to the Association 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 Association shall assume all liability to any person other than the association or its members for all acts or missions 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.

**APPENDIX A.**

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

**CHURCHES:**

Believers Christian Church

Church of Nazarene

Eagle United Methodist

Epic - A Community Church

First Baptist

First Congregational

Hope Lutheran

Mount Hope Assembly of God

Portland United Methodist

Seventh Day Adventist

Saint Andrews Lutheran

Saint Patrick’s Catholic

**GOVERNMENT AGENCIES**:

City of Portland

Danby Township

Eagle Township

Orange Township

Portland Township

Sebewa Township

**ORGANIZATIONS:**

American Legion Post 129 & Auxiliary

Fraternal Order of Police

Friends of the Red Mill

Masonic Lodge & Eastern Star

Portland Area Service Group

Portland Chamber of Commerce

Portland Civic Club

Portland Civic Players

Portland Community Arts Council

Portland Community Orchestra

Portland Fire Department

Portland Food Bank

Portland Garden Club

Portland Historical Society

Portland Knights of Columbus

Portland Lions Club

Portland Public Library

Portland youth organizations (sports, scouts, etc)

VFW Post 4090 & Auxiliary

Victims Advocates

**SCHOOLS:**

Portland Public Schools

Portland Saint Patrick’s

**SUB-CHAPTER(S):**

Portland Backpacks for Bellies

**“At Large” members**with vested interest in Portland community

**APPENDIX B.**

Pre-Authorized Payments

The following payments are preauthorized to the limits stated:

* Emergencyvictims (not to exceed $500.00)
* Petty cash (not to exceed $100.00). If more than $100, must be approved by Board
* Recurring bills of expenses involving operation of the organization

In the event of disaster in our community, the Portland Community Fund Association mayappoint a committee of at least three (3) to receive requests for funds. Committee must include the Emergency Chairman, a board officier, and a regular board member. Treasure officer(s) shall be present.

***APPENDIX C.***

Standing Committees & Special Notes

***Christmas:***

Organize and coordinate annual Christmas event

***Coat Drive:***

Organize and coordinate annual Coat Drive

***Communications:***

Gather pictures and write articles for local papers

Provide information to promote our programs/fundraising

Update brochure, twitter, mass emails

***Emergency:***

Identify and attain check from Treasurer for person(s) in need

***Facebook:***

Provide updates for events and activities

***Flowers & Cards:***

Facilitate any situation for coordination of flowers/cards/books for a Board member

Thank you card for significant benefactors

***Fundraising & Events:***

Organize and coordinate annual fundraising efforts

Organize and coordinate fundraising events

***Grants and allocations/needs:***

Review and have application posted

Communicate with previous year’s recipients

Gather applications and provide to Board for review

***Membership:***

Identify potential new members

Update Organizations in Appendix A yearly to ask for representatives

Provide membership report to secretary as changes occur and at next to last Board meeting

Initiating new members documentation

***Parade:***

Organize and coordinate parade float activities

***Website:***

Update Website and Calendar