



Impacting Lives in our Community

Constitution and By-Laws

Constitution

Preamble

Recognizing that God wants to impact our community, the Mount Carmel Church of the Nazarene board voted to establish an independent 501(c)3 corporation named the PQ Outreach Coalition to develop ministries to reach out to the community. This non-profit corporation will operate independently of the local church but always be in accord with the principles and precepts of the Church of the Nazarene.

ARTICLE I – NAME

The name of the corporation shall be “PQ Outreach Coalition.” (PQOC)

ARTICLE II – PURPOSES

The purpose of PQOC shall be to:

1. Operate an elementary school that will offer parents the opportunity for to choose an alternative excellence based quality education especially to families who could not ordinarily afford such a choice.
2. Administer an affordable independent living retirement community with subsidies available for those who might need assistance.

3. Operate a community health clinic for the uninsured, as a first line of defense, in improving the health needs in our community.
4. Partner with other community agencies, organizations and educational institutions to extend and enhance services in our community.
5. Develop a synergistic relationship between the school, senior center and health clinic with programs that foster a greater sense of community.
6. Address common challenges of senior isolation, respect for authority among youth and overlooked health issues due to lack of resources.
7. Use green technology and universal design throughout property and buildings, using LEED certified architects to get all of our buildings LEED silver certified, use photovoltaic panels for inexpensive electricity and dual waste water systems to reclaim and treat water for use in irrigation.
8. And implement other synergistically appropriate programs.

ARTICLE III – OFFICERS

The executive officers of the corporation shall be:

1. Chair of the Board of Directors
2. Vice-Chair of the Board
3. Secretary of the Board
4. Treasurer of the Board
5. President & CEO of the Corporation

Their terms of office shall be:

6. Chair of the Board of Directors – Until resignation
7. Vice-Chair of the Board – Until resignation
8. Secretary of the Board – Until resignation
9. Treasurer of the Board – Until resignation
10. President & CEO of the Corporation – On a two year contract

ARTICLE IV – DIRECTORS

The Board of Directors shall be composed of no more than fifteen persons (15) including the Chair, Vice-Chair, Secretary, and Treasurer. Seven additional directors shall always be

members of the Mount Carmel Church of the Nazarene. A district director shall be nominated by the District Superintendent of the Southern California District Church of the Nazarene or the District Advisory Board of the Southern California District Church of the Nazarene, and the remaining six members shall be elected by the Board of Directors according to their expressed interest in the mission and purpose of the corporation. All officers and directors shall be elected by two-thirds (2/3) vote of the Board of Directors at any regular or special board meeting.

The President & CEO shall be present at all meetings of the Board of Directors except when the Board goes into Executive Session. The President & CEO shall not have voting privileges on matters before the Board of Directors but may be involved in setting the agenda and the direction of the Board of Directors. He or she may be asked for information and input into the deliberations of the Board and is the only paid member of the Board of Directors.

This Board of Directors is empowered to conduct all business related to the development and effective administration of the service units pursuant to the Internal Revenue Code for 501(c)3 non-profit corporations.

ARTICLE V – ADVISORY DIRECTORS

Members of the Board of Directors may approach persons in the church and community about membership on the Board of Directors as advisory directors. The individual shall have skills, knowledge or perspectives that would be of value to the Board of Directors. Advisory members may also approach the Board about advisory membership. All advisory directors must be elected by two-thirds (2/3) vote of the Board of Directors at any regular or special board meeting. There shall be a maximum of ten (10) advisory directors on the Board at any one time.

ARTICLE VI – COMMITTEES AND TASK FORCES

The Board of Directors shall designate whatever committees or task forces are necessary for the function of the corporation. The membership of these committees and task forces may include persons outside the Board of Directors but shall be chaired by a member of the Board of Directors.

ARTICLE VII – PENCUNIARY GAIN OR PROFITS

No part of the net earnings, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any director or advisory director of this corporation, and on liquidation or dissolution all assets of the corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized for charitable, religious or education purposes and exempt under the section 501(c)3 of the Internal Revenue Code.

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 Article II hereof.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January of each year and end on the last day of December of the same year.

ARTICLE IX – AMENDMENTS

The constitution and by-laws of the PQ Outreach Coalition may be amended at any regular or special meeting of the Board of Directors. Any proposed constitution and /or by-laws changes to be voted upon, shall be sent in text form to the Directors at least two weeks before the meeting.

By-laws

ARTICLE I – POWERS AND DUTIES

Chair of the Board of Directors – The duties of the chair shall be to officially represent the corporation. He or she shall preside over all meetings of the Board of Directors. In the chair's absence the vice-chair shall preside. The chair shall prepare and distribute the agenda for all regular meetings of the Board of Directors. Until the services of an executive director are deemed necessary, the chair shall be responsible for the day-to-day operations of the corporation.

The Chair of the Board of Directors of the corporation shall always be a paid staff member, a member of the church board from Mount Carmel Church of the Nazarene, or a person specifically nominated by the church board of the Mount Carmel Church of the Nazarene. Other officers with the exception of the President & CEO shall be nominated from within the existing Board of Directors.

Vice-Chair of the Board – The duties of the vice-chair shall be to preside in absence of the chair and to execute those duties specifically assigned by the chair and the Board of Directors of the corporation.

The Secretary of the Board – The duties of the secretary shall take accurate minutes of all regular and special meetings of the Board of Directors and shall distribute those minutes to the directors and advisory directors within three weeks of the meeting. The secretary shall also be responsible for conducting all official correspondence of the Board of Directors and keeping archival files of all minutes and correspondence.

The Treasurer of the Board – The treasurer of the board shall oversee the financial operations of the corporation and shall submit a report of the financial status of the corporation at every regular board meeting. The treasurer shall prepare an annual budget that shall be approved at the first meeting of each fiscal year. At the request of the Board of Directors, he or she shall supervise an official audit of the corporation's financial records. A

reputable accounting firm shall conduct the audit. The treasurer is also responsible for the oversight of all investments that corporation shall make.

The officers and the Board of Director shall prepare an annual report that shall be made available to the Mount Carmel Church of the Nazarene, the Southern California District Church of the Nazarene and other interested persons.

The President & CEO of the Corporation – At such time as the operational duties of the corporation becomes more that the Chair of the Board of Directors can reasonably handle, a President & CEO shall be hired to conduct the day to day operations of the corporation. He or she shall be hired on a two-year contract by a vote of two-thirds (2/3) of the Directors at any regular or special meeting of the Board of Directors. After a performance review by the executive officers of the corporation, the President & CEO’s contract may be renewed bi-annually by a vote of two-thirds (2/3) of the Directors at any regular or special meeting of the Board of Directors.

ARTICLE II – CODE OF CONDUCT

All officers and members of the Board of Directors shall conduct themselves in the highest ethical manner at all times. The areas of conduct covered includes but is not limited to:

1. Inappropriate statements concerning internal operations of the corporation
2. Disclosure of specific discussions and votes of the Board of Directors
3. Disclosure of matters considered in executive sessions of the Board of Directors
4. Conduct that casts unfavorable publicity on any aspect of the corporation
5. Any immoral or unethical conduct that may damage the image and/or reputation of the corporation
6. Conducting business on behalf of the corporation without prior approval of the Board of Directors.

ARTICLE III – REMOVAL FROM OFFICE

Any officer, director or advisory director may be removed for cause from the Board of Directors by a vote of two-thirds (2/3) of the Directors at any regular or special meeting of the Board of Directors. The cause may be any activity, personal or private, that is deemed to be detrimental to the purposes and reputation of the corporation. The subject shall be advised of the impending action at least two weeks before said meeting and may choose to defend her or his actions before the Board of Directors at that meeting.

ARTICLE IV – FINANCES

The treasurer shall be responsible for all financial records. The financial records shall be set up under the authority of the Board of Directors. When the capabilities are available, all financial records shall be kept at the corporate offices. An annual financial report shall be included in the annual report of the Board of Directors. Officers and members of the Board of Directors may be reimbursed for expenses incurred in the performance of their official duties for the corporation. This shall be the only remuneration that an officer or member of the Board of Directors shall receive.

ARTICLE V – PARLIAMENTARY LAW

Parliamentary law and procedures shall be used in all meetings and procedures of the Board of Directors and the PQ Outreach Coalition. The current edition of the Robert's Rule of Order shall be the authority used by the presiding officer unless the constitution or bylaws clearly makes an exception.