



Milton Family Community Center

BY-LAWS

PRIOR REVISION August 8, 2016

CURRENT REVISION December 11, 2017

Article I - Name

The name of the Corporation shall be - MILTON FAMILY COMMUNITY CENTER, INC. (MFCC, Inc.) and is sometimes referred to in these By-Laws as the "Corporation".

Article II - Purposes

The purposes shall be namely, to strengthen families, promote parent-child interaction, provide easier access to agencies, and promote community awareness.

The purposes of the Corporation are promoted through educational programs directed toward children, parents, teachers and the community.

The Corporation is not formed for pecuniary or financial gain, and in no part are the assets, income or profit, of the Corporation distributed to, nor shall they inure to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of Vermont.

Article III - Office

The registered office of the Corporation shall be located the Milton Family Community Center, 23 Villemaire Lane, Town of Milton, State of Vermont.

Article IV - Basic Policies

1. The Corporation is a non-profit organization and shall be noncommercial, nonsectarian, nonpartisan and nondiscriminatory.
2. The name of the Corporation, or the names of any members in their official capacities, shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the objects of the Corporation.
3. The Corporation shall cooperate with schools and other governmental and private agencies to further the purposes of the Corporation.
4. The Corporation shall be bound only by policies and commitments approved by the Board of Directors.

Article V - Membership, Dues & Non-Discrimination

1. **Membership** - Membership in the Corporation shall be available without regard to race, color, creed, national origin, age, sex, handicap, sexual orientation, or family or welfare status. The Corporation shall conduct an annual enrollment of

members at the annual meeting but persons may be admitted to membership at any time.

2. **Duties** - Only members of the Corporation shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions.
3. **Termination of Membership** - The board of directors by affirmative vote of two thirds of all the members of the board, may suspend or expel a member for cause after appropriate hearing and, by a majority vote of those present and voting at any regularly constituted meeting may terminate any member who shall be in default in the payment of dues for the period. The process shall be carried out in good faith. At least 15 days prior written notice shall be given to the member to be expelled, suspended or terminated. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days before the effective dated of the proposed expulsion, suspension, or termination, so as to allow the board of directors' sufficient time to decide whether the action shall take place. Written notice of the proposed action shall be given by first class or certified mail and sent to the member's last address.
4. **Resignation** – Any member may resign by filing a written resignation with the president or secretary.
5. **Reinstatement** - On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of a majority of the board, may reinstate a member to membership on such terms as the board of directors may deem appropriate.
6. **Dues.** - Each member of the Corporation shall pay annual dues, if any, as set by the Board of Directors from time to time.
7. **Voting Rights** - Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
8. **Annual Meeting** - The annual meeting of the Corporations shall be held on the third Monday in September, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on that day, the board of directors shall call a special meeting of the members as soon thereafter as is convenient. The meeting shall be held at the registered office, unless some other place is specified in the annual meeting notice. It may be held anywhere within the State of Vermont. At least seven (7) days notice shall be provided to the public. Members will be notified by mail or email.

9. **Special Meetings** - The corporation shall hold a special meeting of members
- a. On call of its board or the person or persons authorized to do so by these bylaws; or
 - b. If the holders of at least five percent of the voting members in good standing sign, date and deliver to any officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held.
10. **Place of meeting** - The board of directors may designate any place within the State of Vermont as the place of meeting for any annual meeting or for any special meeting called by the board or directors. A waiver of notice signed by all members may designate any place, either within the State of Vermont, as the place for the holding of such meeting. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the corporation in the Town of Milton, State of Vermont.
11. **Notice of Meeting** - Written notice stating the place, day, and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be made by first class mail or telephone, or email, whichever is more convenient, at least two days in advance of said meeting.
12. **Quorum** - At least 50% plus one, of the current board membership (rev. 08.08.2016), represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a quorum is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified.
13. **Proxies** - At all meetings of members, a member may not vote by proxy.
14. **Voting** - Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting.
15. **Resolutions** - All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the members
16. **Reports** - At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the Executive Director, the financial statement of the previous fiscal year and the minutes of the previous annual meeting shall be presented.

17. **Rules** - Meeting of members shall be governed by *Robert's Rules of Order Newly Revised* ([RONR](#)), (10th Edition)

Article VI - Board of Directors

- 1 **Powers** - The Board of Directors shall manage the business and affairs of the Corporation. The Board may appoint committees, for any purpose, including an executive committee that may exercise any authority of the board.
- 2 **Number, Tenure and Qualifications** - The Board of Directors shall consist of no more than thirteen (13) persons, one of whom shall be a parent representative. The parent representative shall be a parent with a child or children in any current Milton Family Community Center program, which shall be willing to serve as liaison between parents and the Board. The Executive Director shall not serve as a member of the Board. The Board will attempt to have representation from cooperating agencies and towns served by the Corporation.

Directors, except for the parent representative, shall be elected for three (3) year terms. The parent representative shall be elected to a one (1) year term only. Directors shall have renewable terms, except for the parent representative. Directors shall be elected at the annual meeting of the members and the term of office of each director shall be three (3) years or until the elections and qualification of his or her successor. Directors must be residents of Vermont and must be members of the Corporation at the time of their elections.

- 3 **Regular Meetings** - The regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of the members. The Board of Directors shall meet bi-monthly or more frequently, if needed, to transact the business of the Corporation. At least seven (7) days notice shall be provided, with agenda sent at least three (3) days before the meeting.
- 4 **Special Meetings** - Special meetings of the board of directors may be called by or at the request of the president or any two directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.
- 5 **Quorum** - A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing or via email by each and every director shall be valid as if adopted by the board of directors at a duly

warned and held meeting of the board, provided such written consent is inserted in the minute book.

- 6 **Voting** - Any action that is proper for a special meeting may be conducted by written ballot including email in lieu of a meeting.
- 7 **Removal of absent Directors** - A board member who misses two (2) consecutive regular meetings, without notification may be terminated. Nothing in this provision shall be construed to prevent the person so terminated from requesting, and the board granting, reinstatement as a board member. Vacancies on the Board caused by death, resignation or removal of a Director shall be filled by appointment by the Board at its next regular meeting.
- 8 **Vacancies** - Election to the Board of Directors shall be made at the Annual Meeting from nominations submitted by the Nominating Committee.
- 9 **Rules** - The rules contained in Robert's Rules of Order Revised shall govern the conduct of all meetings of the Corporation, unless otherwise agreed by all the persons present at any meeting.
- 10 **Duties** - The duties of the Board of Directors shall be:
 - a. To annually review and approve the policies of the MFCC.
 - b. To adopt a budget for the fiscal year.
 - c. To hire the Executive Director.
 - d. To establish, maintain and support standing committees.
 - e. To present a program report at the annual meeting.
 - f. To transact any other necessary business of the Corporation.

Article VII: Officers of the Corporation

- 1 **Officers** - The officers shall consist of a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President.
- 2 **Election** - Election of officers shall take place at the first meeting of the Board of Directors following the Annual Meeting of the Corporation and they shall be elected by and from the Board of Directors.
- 3 **Term** - Officers shall serve for terms of one (1) year or until their successors are elected. The President may not simultaneously hold any other office. The other officers may serve in not more than two (2) offices simultaneously. The President will serve no more than four consecutive terms. (rev.9.16.2013)

- 4 **Removal** - Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served.
- 5 **Vacancy** - A vacancy in any office because of death, resignation, removal, disqualification may be filled by the board of directors for the unexpired portion of the term at its next regular meeting.
- 6 **Duties of Officers** -
 - a. **President** - The PRESIDENT shall preside at all meetings of the Board of Directors and shall cause regular and special meetings of the Board of Directors to be called in accordance with these By-Laws. The PRESIDENT shall see that the books of the Corporation, reports, statements and any other documents required by State law are properly made, kept and filed according to law. The PRESIDENT shall enforce these By-Laws and perform all duties incident to the position and office, which are required by law.
 - b. **Vice President** - The VICE PRESIDENT shall assist the President and shall perform the duties of the President in the absence or upon the disability of the President to act.
 - c. **Secretary** - The SECRETARY shall keep full and accurate minutes of all meetings and shall authenticate the records of the corporation upon request. The SECRETARY shall conduct the correspondence of the Corporation and perform other clerical and recording duties, as ordered by the Board.
 - d. **Treasurer** - The TREASURER shall cause to be kept, full and accurate records and accounts of all receipts and disbursements authorized by the Board. The TREASURER shall present a financial statement at every regular meeting of the Board of Directors and shall make a full report at the annual meeting. The President, the TREASURER or the Executive Director shall be authorized to co-sign checks. Two signatures are required for any checks over Seven Hundred Fifty Dollars (\$750.00). The Corporation accounts shall be examined annually by an auditor who, satisfied that the corporate annual report is correct, shall sign a statement of that fact at the end of the report.

7 **General Duties of All officers** -

- a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time.
 - b. Deliver to their successors all official material not later than ten (10) days following the election of their successors.
- 8 **Executive Committee** - The officers and immediate Past President shall constitute the Executive Committee. The Executive Committee shall report to the Board of Directors all items requiring action.

Article VIII - Nominations & Elections

At least sixty (60) days prior to the annual meeting, the President shall appoint a Nominating Committee composed of not less than three (3), nor more than five (5), Directors to nominate the number of Directors necessary to fill vacancies on the Board, to nominate alternates for appointment to the Board, and to nominate officers for the coming year.

Article IX - Committees

The President shall appoint each member of the Board of Directors to serve on at least one of the following standing committees, including but not limited to:

- Development
- Events
- Program
- Finance
- Infrastructure Support
- Board Recruitment

The Board shall set up such standing and temporary committees, which they deem necessary to adequately serve the needs of the Corporation. Each standing or temporary committee shall consist of a Chairperson to be named by the Board and committee members recruited by the chair. A temporary committee shall exist only so long as it serves a current, useful purpose. A temporary committee may be dissolved by the Board, if in the Board's opinion it no longer serves the current, useful description above.

Article X - Contracts, Loans, Checks, and Deposits

- 1 **Contracts** - The Board of Directors may authorize the Executive Director or any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business. The Board shall annually authorize the Executive Director to enter into contracts that are approved in the budget or a part of the normal operation of the MFCC.
- 2 **Loans** - No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 3 **Checks** - All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, or Executive Director of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors. The President, the TREASURER or the Executive Director shall be authorized to co-sign checks. Two signatures are required for any checks over Seven Hundred Fifty Dollars (\$750.00).
- 4 **Deposits** - All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, as the Board of Directors shall select.

Article XI - Fiscal Year

The fiscal year of the Corporation shall be July 1 – June 30.

Article XI - Liabilities

Every Director and every officer of the Corporation and heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and against every board member from:

- 1 Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a board member for or in respect of the execution of duties of office - and
- 2 All other costs, charges and expenses that a member of the board sustains or incurs in respect of the affairs of the Corporation except by his own willful neglect or default.

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults by any other director or officer or employee, or for joining in any act of

conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trusts or in relation thereto unless the same shall happen by or through his own willful act or default.

Any act or proceeding of any director of the board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article XII - Amendments

These By-Laws may be amended, repealed or altered in whole or in part by a majority vote at any regular or special meeting of the Corporation.

Article XIII - Dissolution of Assets

In the event of dissolution of the Corporation, its net assets shall be paid over to such charitable organization or organizations, and in such proportions, as the membership of the Corporation shall determine, provided, however, that the organization or organizations to which the assets are paid over upon dissolution shall be within the classification of organizations which are eligible under the Internal Revenue Code at that time to receive deductible contributions, and this provision of the By-Laws shall not be subject to amendment.

Article XIV - Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Board of Directors. The Board shall permit public access to all records, data and minutes of each meeting.

Article XV - Conflict of Interest

All directors and officers shall disclose to the Board of Directors any possible conflict of interest at the earliest practical time. When a Board member has cause to believe that a matter to be voted upon will involve the member in a conflict of interest, the member shall abstain from voting on such matter. Board members shall determine by a simple majority vote whether or not a board member has a conflict of interest. A board member who declares conflict of interest or who has been declared so by the Board shall not enter into debate or vote concerning the matter. Minutes will reflect that a decision was made regarding the director or officer's conflict of interest.

A director or officer of the Milton Family Community Center shall be considered to have a conflict of interest if

- a. the director or officer has an existing or potential financial or other interest which impair or might reasonably appear to impair such director or officer's independent un-biased judgment in the discharge of his or her responsibilities to the Milton Family Community Center or
- b. the director or officer is aware that a member of his or her family or any organization or affiliates thereof in which such director or officer has such existing or potential financial or other interests.

If a director or officer of the Milton Family Community Center has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the Board of Directors of the basis for such belief and afford the person in question an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the person has failed to disclose an actual or possible conflict of interest, appropriate corrective action shall be taken.

Article XVI: Fraudulent or Dishonest Conduct Policy

1 Definition -

Fraudulent or dishonest conduct: A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- Fraudulent or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of the By-Laws Conflict of Interest Policy
- Misappropriation or misuse of resources, such as funds, supplies, or other assets
- Authorizing or receiving compensation for hours not worked

Reporter: An employee, consultant, or volunteer who informs a supervisor, the Executive Director or the President of the MFCC Board of Directors about an activity relating to the Milton Family Community Center which that person believes to be fraudulent or dishonest.

2 Rights and Responsibilities -

A reporter who becomes aware of suspected misconduct shall immediately report the suspected fraudulent or dishonest conduct to the Board of Directors. Reporters shall not conduct any investigative or other follow-up steps on their own.

The MFCC Board of Directors shall assure for reasonable care in dealing with any suspected misconduct to avoid baseless allegations or premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation, and Violations of a person's rights and law.

All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary. Investigations may warrant investigation by independent persons such as auditors and/or attorneys.

Reports will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Reports will only be shared with those who have a need to know so that the Board of Directors can conduct an effective investigation, determine what action to take on the results of any such investigation, and in appropriate cases consult with law enforcement personnel.

Should legal action be taken against a person or persons as a result of a report, such persons may have the right to know the identity of the reporter.

3 Reporter Protection -

Milton Family Community Center Board of Directors shall prohibit any form of retaliation against a reporter for reporting an activity which that person believes to be fraudulent or dishonest. Retaliation includes, but is not limited to adversely affecting the terms or conditions of the reporter's employment, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees.

Reporters who believe that they have been retaliated against shall file a written complaint with the Executive Director or President of the MFCC Board of

Directors. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance related factors.

Article XVII: Document Retention and Destruction Policy

1 Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by the Milton Family Community Center in connection with the transaction of organized business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations to eliminate accidental or innocent destruction of records and to facilitate the Milton Family Community Center’s operations by promoting efficiency and freeing up valuable storage space.

2 Document Retention

The Milton Family Community Center follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

Corporate Records

Articles of Incorporation	Permanent
IRS Form 1023 to file for tax-exempt and/or charitable status	Permanent
Letter of Determination granting tax-exempt and/or charitable status	Permanent
By-Laws	Permanent
Board Policies	Permanent
Resolutions	Permanent
Board Meeting Minutes	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings	Permanent

Financial Records

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audits	Permanent
Financial statements	Permanent
Depreciation schedule	Permanent
Fixed Asset Records	Permanent
General Ledger	Permanent
Check register/books	7 years
Business expenses documents	7 years
Bank deposit slips	7 years
Cancelled checks (permanent for important payments and purchases)	7 years
Accounts Payable and Receivable	7 years
Invoices – to customers, from vendors	7 years
Investment records (deposits, earnings, withdrawals)	7 years
Property/asset inventories	7 years
Petty cash receipts/documents	3 years
Credit card receipts	3 years
Bank statements	3 years
Bank reconciliations	2 years
Electronic Fund Transfer documents	2 years

Tax Records

990 Annual tax filing	Permanent
Payroll registers, including tax withholdings	7 years
Filing of fees paid to professionals (IRS Form 1099)	7 years
Payroll tax returns	7 years
W-2 statements	7 years

Personnel Records

Employee offer letters	Permanent
Confirmation of employment letters	Permanent
Benefits description per employee	Permanent
Pension records	Permanent
Personnel files	7 years after termination
Job descriptions, performance goals	7 years after termination
Time reports	7 years

Payroll records and summaries	7 years
Workers' Compensation records	5 years
Employee applications and resumes	3 years after termination
I-9 Forms	3 years after termination

Insurance Records

Insurance claims applications	Permanent
Insurance dispersions/denials	Permanent
Property insurance policy – expired	3 years
Directors and officers insurance policy – expired	3 years
Workers' compensation insurance policy – expired	3 years
General liability insurance policy – expired	3 years

Contracts

All insurance contracts	Permanent
Construction contracts	Permanent
Legal correspondence	Permanent
Loan/mortgage contracts	Permanent
Leases/deeds	Permanent
Warranties	7 years
Contracts – minor	Life plus 4 years

Donations/Funder Records

Donor list	7 years
Grant applications	7 years
Donor acknowledgements	7 years

Management Plans and Procedures

Strategic plans	7 years
Staffing, programs, marketing, finance, fundraising and evaluation plans	7 years

3 Electronic Documents and Records

Electronic documents shall be retained as if they were paper documents.

Therefore, any electronic files, including records of donations made online, that

fall into one of the document types on the above schedule shall be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archived" computer file folder. Backup and recovery methods will be tested on a regular basis.

4 Emergency Planning

The Milton Family Community Center's records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping the Milton Family Community Center operating in an emergency will be duplicated or backed up at least every week and maintained off site.

5 Document Destruction

The Financial Manager is responsible for the ongoing process of identifying Milton Family Community Center records, which have met the required retention period, and overseeing their destruction. Financial and personnel related documents will be shredded. Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

6 Compliance

Failure to follow this policy could result in possible civil and criminal sanctions against the Milton Family Community Center and its employees and possible disciplinary action against responsible individuals. The Finance Manager and the Milton Family Community Center Board Treasurer will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations. The Board of Directors gives authority to the Executive Director to make any changes in this policy that are due to mandates by state or federal law.