

BYLAWS
Of
Hand in Hand/ Mano en Mano
Approved August 13, 2005
Amended April 12, 2008
Amended on May 7, 2008

- I. NAME – The name of the corporation shall be Hand in Hand/ Mano en Mano.
- II. PURPOSE
 - A. To build a strong and diverse community in coastal Washington County by serving the Latino population in the areas of education, health, and social advocacy; and to develop affordable housing for farmworkers.
 - B. The corporation is empowered to:
 - 1. receive, use, and hold by means not inconsistent with law or contrary to public policy any gift, devise, or bequest, tangible or intangible personal property or real-estate; and
 - 2. sell, convey, mortgage, lease or rent real or personal property, and invest and reinvest the proceeds there from, subject to any restriction contained in a gift instrument when approved by a 2/3 vote of the corporate membership at any regular or special meeting when quorum requirements have been met, and after written notice to the membership has been made; and
 - 3. these purposes and powers shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article.
 - C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
 - D. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
 - 1. By an organization exempt from Federal income tax under IRC 501c3 or corresponding provisions of any subsequent laws;
 - 2. by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
 - E. Distribution of earnings and dissolution of the corporation shall be in accordance with “Exhibit A” of the Articles of Incorporation.
- III. OFFICERS – These officers shall be elected annually by a majority vote:
 - A. President- shall serve as chairperson at all meetings; and as ex officio

Member of all committees except nominating committee.

B. Vice President- shall serve in the President's stead in her/his absence.

C. Secretary/Treasurer or separate Secretary and Treasurer as determined by the Board.

1. Secretary – shall record the minutes of all meetings; shall conduct correspondence; and maintain current membership records.
2. Treasurer – shall maintain the corporation's financial records; submit monthly and annual financial reports; and pay bills as approved by the Board. The Treasurer may be bonded at the discretion of the Board.

IV. BOARD OF DIRECTORS

A. The Board of Directors shall consist of the officers, elected for one year terms, and Board members elected for three-year terms on a rotating basis.

B. In the event of resignation, death, or incapacity of any Board member, the Board shall fill the vacancy until the next annual meeting.

C. The Board of Directors shall meet at the call of the President or upon the written request of any three members thereof.

D. Four members shall constitute a quorum of the Board for the transaction of Board business.

E. Any Director may be removed from the Board by an affirmative 2/3 vote for conduct detrimental to the interest of, or lack of sympathy to, the interests of Hand in Hand/ Mano en Mano.

F. Directors must attend meetings. Failure to attend 4 consecutive meetings (or 6 meetings during the course of a year) without valid excuse may be deemed as a resignation, and the Board shall determine whether the absent Director's seat shall be vacated.

G. The Board of Directors shall have a minimum number of 4 and a maximum number of 20 members constituted from a broad representation of interests.

V. MEMBERSHIP – The membership of the corporation will consist of all who pay annual dues as determined at the annual meeting. See Articles of Incorporation for rights of members.

VI. MEETINGS

A. Regular meetings shall be held on the second Saturday of the month, unless changed by the Board of Directors

B. Special meetings shall be called by the President or upon the written Consent of at least three members.

C. The Annual Meeting shall be held on the fourth Saturday of February for the election of officers and Board members, and an audited Treasurer's report. The fiscal year shall be from January 1st to December 31st.

D. Four members in good standing shall constitute a quorum at any regular or special meeting. Members must have attended meetings for three months in order to be considered in good standing.

- E. A 2/3 majority vote of not less than twenty-five percent of the membership shall be required to change the name of the corporation. Members may vote by proxy.

VII. COMMITTEES

- A. Committees shall be chosen by the Board or at a regular meeting as the need arises.
- B. A nominating committee of three members shall be elected by the Membership at least two months before the annual meeting

VIII. AMENDMENTS OF BYLAWS – The Bylaws can be amended at any regular or special meeting of the corporation by a 2/3 vote of the members present, provided written notice of the proposed amendment has been given to the Board prior to the meeting.

IX. PARLIMENTARY PROCEDURE – “Robert’s Rules of Order” and the bylaws of the corporation shall adjudicate all questions of parliamentary procedure and order.

X. BANK ACCOUNTS

Those authorized to sign checks of the corporation are as follows: Executive Director, Board President, and Treasurer. Checks in the amount of \$1000.00 or less require only one signature. Checks in an amount greater than \$1000.00 require two signatures.