

BYLAWS OF CANCER AND COMMUNITY CHARITIES

A Non-profit Corporation

MISSION STATEMENT:

Cancer and Community Charities, familiarly known as “3Cs”, was founded in 1975 for the purpose of raising funds through charitable activities to meet needs in Kootenai County.

Article 1: Name and Address

Section 1.01-Name of Organization.

The name of the organization will be CANCER AND COMMUNITY CHARITIES, hereinafter referred to as “3Cs.” The address of this organization will be P.O. Box 1274, Coeur d’Alene, ID 83816-1274.

Article 2: Members and Meetings of Members

Section 2.01 - Members.

3Cs is open to anyone who will support 3Cs mission by contributing monetarily and by volunteering.

Section 2.02 - Application for Membership.

Applications for membership, with current dues, will be submitted to the Treasurer, who with the Membership Chair, will maintain the roll of members.

Section 2.03 - Rights of Members.

Each member will be entitled to one (1) vote on each matter submitted by the President for a vote at the general meeting of the members, except to the extent that voting rights are limited by these bylaws.

Section 2.04 - Dues.

- A. Dues will be as set from time to time by the Board of Directors, payable at the beginning of the fiscal year. Members will be notified by the newsletter that membership dues must be paid by September 1 each year. Those delinquent will be dropped from the rolls without further notice if not paid by October 1.
- B. The dues for each activity group will be set by the group’s activity chairs with approval by the Board of Directors. Current yearly dues paid to 3Cs are required for participation in activity groups.

Section 2.05 - Removal.

Membership can be revoked due to cause and by majority vote of the Board of Directors. Cause is defined as either: 1) financial, or 2) misconduct. Financial cause occurs when a member fails to honor their membership, activity or event fees with good funds. Any returned checks are the responsibility of the member to pay in addition to bank fees for dishonored checks charged against 3Cs checking account. Misconduct cause occurs when any member behaves in such an egregious manner as to prevent 3Cs from achieving its stated purpose. Examples of misconduct include, but are not limited to, disrupting a business meeting, or activity group, badgering of speakers, and any personal conduct or language at a 3Cs event that is deemed egregious and is a negative reflection on 3Cs.

Section 2.06 - Meetings.

- A. 3Cs members will meet on the second Wednesday of each month unless otherwise scheduled by the President. General meetings will be open to all members, any of whom may speak to issues if recognized by the President. The President may stop extended debate on any issue.
- B. 3Cs Annual Meeting will be held in May of each year. All members having been properly notified; a quorum will consist of a simple majority of members in attendance.

Article 3: Board of Directors

Section 3.01 - Powers

The activities, funds and other property of 3Cs will be managed, directed and controlled by, and its powers will be exercised by and vested in the Board of Directors. The Board is responsible for overall policies, operations, fiscal health and the continuity of purpose and growth of 3Cs

Section 3.02 - Number, Election, Term

- A. The Board of Directors will consist of the elected officers plus seven (7) Directors at Large. Directors serve as volunteers and candidates must have been active 3Cs members for a minimum of two years. Officers and directors will be elected by majority vote of the members at the Annual Meeting to serve for a term of two (2) fiscal years. The Directors at Large may be re-elected for no more than three (3) consecutive terms. A change in the number of directors on the board may be made by amendment to the bylaws.
- B. Each 3Cs Director, including a director or officer appointed to fill a vacancy, will hold office until the expiration of the term for which elected or until a successor has been installed.
- C. A quorum of the Board of Directors consisting of half plus one, is required for all board decisions.
- D. Honorary Directors are those individuals nominated for their significant contributions to 3Cs. Recommendations will be submitted to the Board of Directors for consideration by February of the election year. Honorary Directors are lifetime, non-voting members of the Board of Directors

Section 3.03 - Vote at Election of Directors.

- A. At the February general meeting, in even numbered years, the President will appoint a member of the Board of Directors as chair of the Nominating Committee. The chair will then appoint four (4) additional committee members who will prepare a slate of candidates to be presented to the members for a vote at the Annual Meeting. 3Cs members may also nominate qualified candidates from the floor.
- B. Each member in attendance at the Annual Meeting will have the right to vote. If there is more than one (1) candidate for any position, voting will be by written ballot. Cumulative voting or proxies will not be permitted. Any ties will be resolved by a coin toss.

Section 3.04 - Resignation.

Any 3Cs Director may resign at any time by delivering a written resignation to the President or Recording Secretary.

Section 3.05 - Removal.

Any 3Cs Director may be removed with cause, i.e., unprofessionalism, insubordination, or misconduct, at any time by the affirmative vote of a majority of the Board of Directors present at a meeting of the board. Notification of specified removal will be given pursuant to 3Cs removal procedure..

Section 3.06 - Vacancies.

Any board vacancy will be filled by majority vote of the Board of Directors. Each director so appointed will hold office for the remainder of the term of the directorship vacated.

Section 3.07 - Board of Directors Meetings

- A. 3Cs Board of Directors will meet at the discretion of the President or when any three (3) directors make a request for such meeting. Only duly elected directors have the right to request a meeting or to vote on matters before the board. Voting will normally be by voice; however, any one director may demand a written ballot on any matter.
- B. A simple majority plus one (1) of the 3Cs Board of Directors must be present to constitute a quorum for the transaction of business
- C. 3Cs Board of Directors vote and approval is required on all unfunded expenditures (bills, contractual agreements) over the amount of \$2,000.00. Also, all grant distributions must have board vote and approval.
- D. All matters will be decided by a simple majority vote of those directors present.

Section 3.08 - Special Meetings.

Special meetings may be called by the President or any three (3) directors.

Section 3.09 - Notice of Meetings.

Notice of all general meetings will be made by electronic notification. For a special meeting, the President or her designated board member will notify all directors by telephone or electronic mail.

Section 3.10 - Action of the Board without a Meeting.

Any vote by the Board of Directors may be taken without a meeting if a majority of the directors agree to a vote by telephone or electronic mail. At the next general meeting, the President will announce the results of the vote that affects the general membership for inclusion in the minutes of that meeting.

Section 3.11 - Compensation.

- A. 3Cs Board of Directors will serve without compensation, but the Board may authorize the reimbursement by 3Cs of the reasonable expenses incurred by the directors in the performance of their duties.
- B. Expenses over \$250.00 to Activity Group Chairs must be approved by the 3Cs President or First Vice President.

Article 4: Committees

Section 4.01 - Executive Committee

3Cs Executive Committee will consist of the elected officers and 3Cs Immediate Past President. The Executive Committee will have all the powers of the Board of Directors between meetings, except that it may not: 1) fill vacancies on the board, 2) amend the bylaws, 3) approve disbursements or modify dues, 4) appoint or discharge any committee, or 5) amend or repeal any action of the board.

Section 4.02 - Nominating Committee

The President will appoint a member of the Board of Directors as chair of the Nominating Committee in February. The chair of the Nominating Committee will select four (4) other members. Their duty will be to choose a slate of officers and other directors to present at the Annual Meeting of the membership.

Section 4.03 - Other Committees

The President, with the approval of the Board of Directors, may appoint other committees as needed.

Article 5: Officers

Section 5.01 - Titles and Qualifications

3Cs Officers will consist of: President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Immediate Past President, and such other officers as the board may designate. 3Cs Officers will also be members of the Board of Directors. The title of First Vice President will become Vice President and the position of Second Vice President will be deleted at the next election of 3Cs officers and Board of Directors.

Section 5.02 - Appointment and Term of office

- A. During even numbered years, 3Cs Officers will be elected at the Annual Meeting from the slate provided by the Nominating Committee and any nominations made from the floor at the Annual Meeting.
- B. To be elected, each candidate must receive a majority vote from those present and voting.
- C. Each term of office will be two (2) fiscal years. All officers may be re-elected. Unless an officer resigns, dies or is removed prior thereto, they will hold office until their successor has been installed. Any vacancy of an office may be filled for the unexpired portion of the term by the Board of Directors.

Section 5.03 - President

The President will preside at all general meetings of the members and of 3Cs Board of Directors, will exercise general and active management of its business, and will see that all orders and resolutions of the board are executed. The President will have the general powers and duties usually vested in the office of president of an organization, will have other such powers and duties not inconsistent with these bylaws as may be assigned to the office by the Board of Directors, and will be an ex-officio member of all committees, with the exception of the Nominating Committee.

The President acts as 3Cs media spokesperson, unless specifically delegated to someone else. All official correspondence **must** be approved by the President and letterhead should always be over the President's signature.

Section 5.04 - First Vice President

The First Vice President will act under the direction of the President and in her absence or disability will perform the duties and exercise the powers of the President. The First Vice President will be the liaison between the activity group chairpersons and the Board of Directors. The First Vice President will perform other such duties and have other such powers as the President may designate. The title of First Vice President will change to Vice President effective at the next election of 3Cs Officers and Board of Directors.

Section 5.05 - Second Vice President

The Second Vice President will share duties with the First Vice President. The Second Vice President is responsible for recruiting the speaker for the general meetings and will perform other such duties as the President may designate. *The position of Second Vice President will be eliminated and will become an appointed position of Speaker Coordinator. This change will be effective at the next election of 3Cs Officers and Board of Directors.*

Section 5.06 - Recording Secretary

The Recording Secretary will take, maintain and make available to members all minutes of the Board of Directors meetings and general meetings. These minutes will include any financial records submitted by the Treasurer, the attendance record and copies of all other material records, and documents and contracts of the organization.

Section 5.07 - Treasurer

The Treasurer will be responsible for all funds and securities of 3Cs and will maintain, together with the Membership Chair, a roster of paid members. The Treasurer will have the general powers and duties usually vested in the office of Treasurer of an organization, and will have other such powers and duties, not inconsistent with these bylaws, as may be assigned to the office by the Board of Directors. The Treasurer will be subject to a background check.

Section 5.08 - Immediate Past President

The Immediate Past President acts as an advisory resource. In the event of the President and First Vice President's absence or inability to perform their duties, she will exercise the powers of 3Cs President.

Article 6: Deposits, Checks, Loans and Contracts

Section 6.01 - Deposit of Funds

3Cs funds not otherwise designated will be deposited at a bank selected by 3Cs Board of Directors. No other individual or activity group is authorized to have an account using 3Cs name or tax number.

Section 6.02 - Financial Transactions

All financial transactions including notes and evidence of indebtedness for more than \$2,000.00 will be approved by the Board of Directors.

Section 6.03 - Contracts

The President may, in the name of 3Cs, enter into or execute contracts that are specifically authorized by the Board of Directors.

Section 6.04 - Audits

All 3Cs accounts will be kept in accordance with standard accounting practices and audited by a Certified Public Accountant or by a competent committee of members at the end of each fiscal year.

Article 7: Indemnification of Directors and Officers

Section 7.01 - Indemnification

Any person made or threatened to be made a party to any action, suit or proceeding by reason of the fact that they were a director or officer of 3Cs will be indemnified by 3Cs against any and all liability and the reasonable expenses incurred by them in connection with the defense or settlement of such action, except in relation to matters as to which it will be adjudged in such action that the director or officer is liable for gross negligence or misconduct in the performance of duties.

Section 7.02 - Insurance

The Board of Directors will have the power to purchase and maintain, at 3Cs expense, insurance on behalf of 3Cs and on behalf of others to the extent that power to do so has been granted by statute, and give other indemnification to the extent permitted by law.

Article 8: Parliamentary Authority

Section 8.01 - Robert's Rules of Order

Robert's Rules of Order, Revised or the latest edition thereof, will govern all proceedings of 3Cs meetings where they are applicable and in which they are not inconsistent with these bylaws.

Article 9: Amendment of Bylaws

Section 9.01 - Amendment of Bylaws

Thirty days prior to voting on changes to 3Cs Bylaws, a notice of such proposed changes will be given to all 3Cs Board members. A quorum of the Board of Directors is required to make the changes.

Article 10: Tax Exempt Provisions

Section 10.01 - Purpose

3Cs is organized exclusively for charitable, educational, and welfare purposes. This would include the receipt of contributions and the making of grants to organizations that qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 10.02 - Limitation of Actions

- A. No part of 3Cs funds will benefit, or be distributed to its officers or directors except that it is authorized to make payments in furtherance of the purposes set forth in these bylaws.
- B. No part of the activities of 3Cs will be the promoting of propaganda or otherwise attempting to influence legislation and it will not participate in any political campaign of any candidate for public office.
- C. Notwithstanding any other provision of these bylaws, 3Cs will not conduct any activities not permitted to be performed by an organization exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code.
- D. No solicitation or outside interest sales of merchandise will be allowed during 3Cs General Meetings without the permission of the Board of Directors. No member of 3Cs or family member will receive any gratuity, compensation or remuneration for services and/or work performed at the request of 3Cs unless specifically authorized by the Board of Directors

Section 10.03 - Duration

It is the intent of the founders that the duration of 3Cs will be perpetual. If it is not, upon the conclusion and dissolution of the organization, the Board of Directors will, after paying or making provisions for paying all of the debts of 3Cs, distribute the remaining assets to a non-profit fund, foundation or corporation that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 11: Miscellaneous

Section 11.01 - Fiscal Year

3Cs fiscal year will begin on September 1 of each year and will end on the succeeding August 31.

Section 11.02 - Budget

By majority vote of 3Cs Board of Directors, 3Cs will disburse to worthy charities within Kootenai County, eighty (80) percent of all net funds that have been raised after deducting operating expenses. With the consent of a majority of directors attending a meeting, funds may be carried over to the succeeding fiscal year. The net funds raised from an activity publicly advertised as being for the benefit of a particular charity will be donated to that charity after expenses for that project have been deducted.

Section 11.03 – Activity Groups

- A. All new activity groups must be approved by 3Cs Board of Directors. Funding for these groups will come from the groups themselves; no 3Cs funds may be used to pay for fees.
- B. All Activity Groups must have a Chair and a Co-Chair.

Section 11.04 - Disbursement of 3Cs Money

- A. An Appropriations Committee will be appointed by 3Cs President for the sole purpose of solicitation and financial evaluation of charities and organizations within Kootenai County. This committee will consist of 5 or more 3Cs members, one of them being the Treasurer. They will be appointed by 3Cs President no later than the first general meeting in March of each calendar year. All written and oral requests and recommendations should be brought to the attention of the Appropriations Committee by May 1 of the same calendar year. A minimum of 30 days before grant fund distribution, the Committee will present its slate of organizations and the amount of each grant to the Board of Directors and will request passage by a majority vote of board members present.

- B. The organizations considered for grants from 3Cs must have 501(c)(3) status and may be any social service, healthcare, charity, educational, cultural or welfare organization within Kootenai County with emphasis on health and social services. 3Cs will disclose the amount of our grants to people inside and/or outside our organization as deemed appropriate by the Board of Directors.

THESE BYLAWS ADOPTED this twenty-second day of February, 1993, by majority vote of the Board of Directors. ATTESTED: Gratia Griffith, President, Francelia Crawford, Secretary
Original bylaws dated September, 1975.

Amended in September and December, 1982, with the last previous amendment of the bylaws adopted December 13, 1989. Bylaws were further amended November, 1994, and November 1998. Amendments have been added to this text October/November 2004.

Amended and voted upon December 11, 2006. ATTESTED: Bobbi Freeman, President
Dorothy A. Benoit, Secretary Amended and voted upon 3/26/07. ATTESTED: Bobbi Freeman,
President Dorothy A. Benoit, Secretary Amended and voted upon 4/2/08. ATTESTED: Bobbi
Freeman, President Dorothy A. Benoit, Secretary

Amended and voted upon 7/15/08. Attested: Bobbi Freeman, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 10/13/10. Attested: Carol Peterson, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 11/9/11. Attested: Carol Peterson, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 9/12/12. Attested: Bobbi Freeman, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 2/13/13. Attested: Bobbi Freeman, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 2/12/14. Attested: Bobbi Freeman, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 3/17/14. Attested: Bobbi Freeman, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 8/13/14. Attested: Bobbi Freeman, President _____
Dorothy A. Benoit, Secretary _____

Amended and voted upon 4/8/15. Attested: Judy Gardner, President _____
Sonia Morgan, Recorder _____

Amended and voted upon 7/13/16. Attested: Judy Gardner, President _____
Sonia Morgan, Recorder _____

Amended and voted upon 5/5/18. Attested: Barbara Newland, President _____
Connie Anderson, Recording Secretary _____

Amended and voted upon 10/10/2018. Attested: Barbara Newland, President _____
Connie Anderson, Recording Secretary _____

Amended and voted upon 01/25/2019. Attested: Barbara Newland, President_____

Connie Anderson, Recording Secretary _____

Amended and voted upon 02/08/2023. Attested: Ann Dare, President_____

Connie Anderson, Recording Secretary _____