**Bylaws for** ***Called to Care, Canandaigua***

**Article I** - Name and Mission: Our organization is *Called to Care, Canandaigua.* Our mission is to promote and facilitate the resettlement of refugees and other displaced persons in the greater Canandaigua area by providing a support network to help them start a new life.

**Article II** – Organization: CTCC is an independent unincorporated association operating in partnership with World Relief Western New York through a Memorandum of Understanding which governs our practices.

**Article III** - Board of Directors: CTCC shall be governed by a board of directors consisting of the president or two co-presidents, the immediate past president, vice-president, secretary, and treasurer plus at least seven at-large members. The immediate past president will be a voting member.

* Nominating Committee: A committee of at least three board members shall be appointed by the president with board approval three months prior to the end of the fiscal year on April 30. Their task is to interview and nominate qualified volunteers to fill vacancies on the board. Upon election by the sitting board prior to April 30, nominees will commence service on May 1, and serve for one year term. Once the annual election is completed, the Nominating Committee is adjourned.
* Board Elections: The nominating committee shall present nominations for new and renewing board members at the board meeting immediately preceding the beginning of the next fiscal year, which is May 1. Recommendations from the nominating committee shall be made known to the board in writing before nominations are made and voted on. New and renewing board members shall be approved by a two-thirds majority of the board members at a board meeting at which a quorum is present.
* Term of Board Members: All appointments to the board shall be for one year. Vacancies on the board may be filled by a two-thirds majority vote of the board at a meeting at which a quorum is present. A board member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.
* Meetings: Meetings will be held once a month at a regular pre-determined time and place. The president may call a special or emergency meeting including via Zoom when needed if and when all board members have been notified of such meeting.
* Quorum: One more than half of the members shall constitute a quorum and a quorum must be present to convene a meeting. However, all official motions and amendments must be approved by a two-thirds majority of the board.
* Conflict of Interest:

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren’t insubstantial. A financial interest isn’t necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement isn’t reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article IV** – Officers: The board will elect officers for a one-year term at the meeting preceding the beginning of the fiscal year on May 1.

* President: The president shall preside at meetings and have the power to call meetings. The president shall be responsible for leadership of the board, and may sign contracts and other instruments on the organization’s behalf.
* Vice-president: The vice-president shall assist the president in the carrying out of their duties and shall stand in for the president in their absence, when necessary.
* Secretary: The secretary will be responsible for writing and distributing accurate minutes of all board meetings, and assist with routine correspondence and dissemination of information via various social media outlets.
* Treasurer:  The treasurer shall be the custodian of the organization’s funds, keep records of all receipts and disbursements, deposit all money in the name of and to the credit of the organization as ordered or authorized by the board of directors.  They shall disburse funds of the organization as ordered or authorized by the board of directors or the president. They shall maintain the checkbook, order new checks as needed and other duties as needed to maintain the online bank account. They shall provide a written report of the monthly receipts and disbursements, along with an explanation of them, and the current bank balance at the regular board meetings. They shall be responsible for making quarterly estimated tax payments to the IRS and the NYS Dept. of Finance if required, coordinating with the third party annual income tax return preparer and assisting in filing Federal and New York State income tax returns in a timely manner. In addition, they shall perform such other duties as the board of directors shall assign.

**Article V** - Standing Committees:

* Documents/DSS – reviews the documents of the refugees coming into our care and guides each person in the process of filing for work authorization, enrolling in Medicaid, SNAP, cash public assistance, or other benefits in a timely manner.
* Education/Childcare – enrolls children in pre-school or school and arranges for ESL instruction for adults; assists parents with finding options for pre-school and/or daycare as needed.
* Employment – assists family members in finding employment suitable to each person’s skills by providing job leads and “opening doors” of opportunity.
* Health/Medical – assists family members with setting up medical appointments, enrolling in WIC if applicable, answering questions about bills, pharmacies, and health care options.
* Housing – searches and secures rentals at affordable prices, organizes the cleaning, repairing, and refurbishing of the space as needed, and secures and sets up furnishings to make a welcoming first home for our families. Community and church groups may be asked to assist.
* Gardening/Yard Work – beautifies the yard by weeding and planting flowers around the property.
* Transportation – organizes rides as needed to work, classes, and appointments and explains the public transportation system in Canandaigua. The committee also assists with driver’s license applications and offers guidance on car purchases.
* Community Orientation – introduces family members to the public amenities of Canandaigua such as the library, parks, playgrounds, seasonal festivals, free concerts, lakefront, shopping areas, and agencies that provide help to low income families.
* Social Committee – plans and executes events for refugee families and volunteers to strengthen social bonds and celebrate important dates. An annual summer picnic and a winter holiday party will be held. Birthday cards will be sent. Other special occasions will be celebrated as they occur. This committee will also serve as backup support to the Good Neighbor Teams, assisting the teams as needed, especially welcoming new refugees to our community.
* Fundraising – brainstorms, plans, and executes activities and events that will provide monies for our Called to Care mission, including opportunities for donations from individuals and groups; also seeks grant writing opportunities.
* Public Image – posts notices on social media to publicize our events, fundraising campaigns, and mission; creates flyers to publicize events, writes press releases, manages our volunteer data base, and other related duties.
* Other committees may be established as new needs arise.

**Article VI** - Memorandum of Understanding with World Relief Western New York: World Relief Western New York and *Called to Care, Canandaigua* have established a Memorandum of Understanding. World Relief Western New York is a 501(c)3 humanitarian organization and is allocated resettlement cases through the United States Refugee Admissions Program (USRAP) on the basis of a contract between World Relief and the Dept. of State. This agreement outlines the duties and responsibilities of each organization. We will provide Good Neighbor Teams to assist and support refugee families in the attainment of their self- sufficiency. World Relief Western New York will provide support and supervision as needed. This MOU is not legally binding and can be terminated by either party upon request.

**Article VII** - Leave of Absence: Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the board for a period of up to three months.

**Article VIII** - Amendments: These bylaws may be amended at any regular meeting with a quorum present, by a two-thirds vote of all board members, provided that notice of each proposed amendment shall have been mailed or emailed to each member at least ten days before such meeting.

**Article IX – Absentee Voting:** Absentee voting may be used when a board member cannot physically attend the meeting. However a quorum must be present in person at the meeting in order to conduct official business. An absentee vote is nullified if the proposal to be voted upon is amended or changed in any way after being received but before the official vote is taken by the board.

**Article X– Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, preferably to World Relief Western NY a 501(c)(3) organization if permissible by law, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose

*Adopted October 1, 2023*

*Amended December 20, 2024*