

**BYLAWS**  
**OF THE SIERRA VISTA**  
**VOLUNTEER INTERFAITH CAREGIVER PROGRAM, Inc.**

**ARTICLE I            NAME**

The name of this Corporation shall be Sierra Vista Volunteer Interfaith Caregiver Program, Inc., abbreviated as VICaP.

**ARTICLE II            PURPOSE**

The Corporation is organized and operated exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These purposes include, but are not limited to:

**Section 1**        Developing and maintaining a network of faith-based congregations and community participants for the purpose of providing informal and specific short-term care services to the elderly, homebound, and disabled on an as-available basis. These services may include transportation to medical appointments, grocery shopping, respite/friendly visits, light financial and maintenance services.

**Section 2**        Recruiting and training volunteers to provide the services described in Section 1 above.

**Section 3**        Procuring, installing and maintaining, emergency alert phone dialers.

**Section 4**        Participating in events and activities that publicize and promote VICaP services for the health and welfare of the elderly, homebound, and disabled.

**ARTICLE III           OFFICE**

The principal office of the Corporation shall be located in the State of Arizona. Unless and until otherwise determined by the Board of Directors (BOD), the principal office shall be located at 2600 E. Wilcox, Sierra Vista, Arizona with a mailing address of PO Box 3004, Sierra Vista, AZ 85636.

**ARTICLE IV           MEMBERSHIP**

The membership of the Corporation shall consist of the members of the BOD. The BOD shall have the authority to establish and define non-voting categories of membership. The BOD shall consist of 9-15 members.

**ARTICLE V            MEETINGS**

**Section 1**        The BOD shall hold regular monthly meetings except for the month of August.

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**Section 2** An annual general meeting shall be held in January of each year.

**Section 3** Special meetings may be called by any member of the Executive Committee or a simple majority vote of the BOD. The agenda for any special meeting shall be designated by the entity calling the meeting.

**Section 4** A majority of the BOD shall constitute a quorum at any meeting.

**Section 5** A minimum of seven (7) days advance notice of all meetings shall be given to each board director via email or telephone call.

**ARTICLE VI BOARD OF DIRECTORS**

**Section 1** Directors shall be elected at the annual general meeting by simple majority vote.

**Section 2** The term of a board director shall be three (3) years. A board director may serve no more than two (2) consecutive terms, after which such board director shall retire from the BOD for at least one year before being eligible for re-election. BOD terms shall be staggered so at the time of each annual meeting, the terms of approximately one-third (1/3) of all members shall expire.

**Section 3** The BOD may, by a simple majority vote, fill vacancies occurring between annual general meetings for the unexpired term. In addition, between annual general meetings additional interim board directors may be added to the existing slate of board directors by majority vote of the BOD, provided that the total number of board directors and interim board directors shall not exceed 15 in number. The term of such interim board director(s) shall expire at the next annual general meeting at which time such interim board director(s) may be elected to office for a full term. During their tenure, interim board directors shall have the same powers and obligations and be subject to the same rules and regulations as those governing other board directors.

**Section 4** Upon a simple majority vote of the BOD, a board director may be removed from office whenever such board director has accumulated four unexcused absences within a twelve-month period or for good cause shown.

**Section 5** Each director shall be entitled to cast one vote on any matter pending before the BOD.

**Section 6** Directors may vote by proxy and the presence of a proxy holder shall count toward establishment of a majority.

**Section 7** Director(s) shall delegate their power to another voting member by executing an Appointment Of Proxy form. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors. An appointment of a proxy

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is effective when received by the secretary at least five (5) days before the date of the meeting at which it is to be exercised. Unless it specifically states otherwise, a proxy shall be valid only for the next meeting after it is given, after which it expires.

**Section 8** Unless specifically otherwise provided, all votes shall be decided on the basis of a simple majority.

**Section 9** Directors shall serve without compensation, but reasonable expenses incurred by a director in the performance of Corporation duties may be reimbursed upon approval of the BOD.

**Section 10** Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public record.

**ARTICLE VII OFFICERS**

**Section 1** The officers of the Corporation shall include a President, Vice-President, Secretary, and Treasurer. When deemed necessary by the BOD, a 2<sup>nd</sup> Vice President may be elected. Officers must be a BOD member.

**Section 2** Regular elections of officers for a term of one year shall be held at the annual general meeting. An officer may serve consecutively in the elected office for no more than three years.

**Section 3** Any Officer vacancy occurring between annual general meetings may be filled by a simple majority vote of the BOD at any monthly or special meeting.

**Section 4** Any officer may be removed from office by a simple majority vote of the BOD. No officer of the BOD shall be removed without an opportunity to be heard and notice of such motion of removal shall be given to the board member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons for such removal.

**Section 5** The President shall preside over all BOD meetings and shall perform all duties assigned by the BOD. The President shall execute any written instrument on behalf of the Corporation except in cases where such execution has been expressly delegated to another officer or agent by the BOD, these Bylaws, or statute.

**Section 6** The Vice-President shall perform the duties of the President in the absence or disability of the President, and shall have all the powers of the President included, but not limited to, the power to execute any written instrument on behalf of the Corporation. In addition, the Vice-President shall perform such other duties as the BOD or the President may direct. The Second Vice-President shall perform in the absence of both the President and First Vice President.

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**Section 7** The Secretary shall keep the minutes of all, general, special and BOD meetings, be custodian of the corporate records, and ensure that all notices are provided in a timely manner as required by these Bylaws or by statute. The Secretary shall also keep a list of the names, postal mailing addresses, email addresses, and telephone numbers of each board director, to include BOD and Executive Officer appointment and tenure expiration dates. The Secretary shall perform such other duties as the BOD or the President may direct.

**Section 8** The Treasurer shall supervise the administration of the Corporation's finances, issue financial statements as directed by the BOD, and perform such other duties as the BOD and/or Executive Committee may direct. The Treasurer shall perform the duties of the President in the absence or disability of the President, Vice President or 2<sup>nd</sup> Vice President.

**ARTICLE VIII COMMITTEES**

**Section 1** There shall be no less than three (3) officers. The officers of the Corporation shall comprise the Executive Committee. The Executive Committee is subject to the direction and control of the full board.

**Section 2** The BOD may establish such additional committees as are necessary to carry out the business of the Corporation. The BOD shall determine the duties and responsibilities of each committee. Only members of the BOD may serve as chairpersons of a committee and they shall be appointed by the President. Committee members shall be appointed by the committee chairperson and approved by the BOD.

**ARTICLE IX Corporate Staff**

**Section 1 Executive Director**

The Board of Directors will hire an Executive Director who shall serve at the will of the Board, and shall report to the President regarding day-to-day operational matters. The Executive Director is required to attend all board meetings other than executive sessions, unless asked. The Executive Director shall serve as a non-voting member of the BOD. The Director shall have immediate and overall supervision of the day-to-day office operations as outlined in the Executive Director's Job Description.

**ARTICLE X MISCELLANEOUS**

**Section 1** All funds of the Corporation shall be deposited to the accounts held by the Corporation in such banks and depositories as have been designated by the BOD.

**Section 2** The BOD may authorize any person to act as an agent of the Corporation for the purpose of entering into any contract or executing and delivering any instrument in

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the name of, or on behalf of, the Corporation. Such authority may be general or limited in its scope.

**Section 3** All checks, drafts, or orders for payment of funds shall be signed by such persons as the BOD shall have designated as signatories.

**Section 4** The fiscal year of the Corporation shall begin on January 1 and end on December 31.

**Section 5** An Annual reconciliation of VICaP's accounting and financial records will be performed by a qualified financial professional or an internal committee selected by the BOD.

**Section 6** Except in cases involving gross negligence or willful misconduct, the Corporation shall indemnify and hold harmless any board director, board officer, or employee from any suit, damages, claim, judgment, or liability arising from, or asserted to arise from, conduct of such person in his or her capacity as a board director, board officer, or employee. The Corporation shall purchase or otherwise procure insurance for such purposes. Furthermore, a separate liability insurance policy for volunteers providing service(s) on behalf of the Corporation shall be purchased by the Corporation.

**Section 7** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the BOD and committees having any of the authority of the BOD. Any books and records of the Corporation may be inspected at any reasonable time and for any purpose by any interested person.

**Section 8** Upon dissolution of the Corporation, and after payment or provision for payment of all liabilities of the Corporation, the BOD shall dispose of all corporation assets exclusively in accordance with the corporation purposes or, in lieu thereof, to organizations that are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code. Any asset not so disposed of shall be disposed of by a court of law of appropriate jurisdiction in the county in which the principal office of the Corporation is located.

**Section 9** Robert's Rules of Order shall govern all meetings of the BOD or the Corporation unless otherwise directed by a prior resolution of the BOD, the Articles of Incorporation, or these Bylaws. Any requirements for meeting minutes to include the names of those who make or second motions included in the board meeting minutes is waived. Further, any requirement for acceptance of the agenda in the meetings agendas is also waived.

**Section 10** These Bylaws may be amended by a simple majority at a regular, annual or special meeting, provided that the proposed amendment is submitted in writing to all board directors at least seven (7) working days before the meeting at which the vote is to be held.

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The Bylaws of the Corporation, the Sierra Vista Volunteer Interfaith Caregivers Program, Inc., were duly adopted by the general membership of the Corporation at a meeting held in Sierra Vista on May 26, 1994.

Amended on January 1, 1997

Amended on January 8, 1998

Amended on January 10, 2002

Amended on January 18, 2007

Amended June 11, 2009

Last amended January 16, 2014

Last amended May 15, 2014

Last amended 12 Jan 2017

  
GEORGE CASTLE  
President, VICaP Board of Directors