

# The Bylaws for Blue Skies Mutual Aid, Inc

## Introduction, Purpose, and Powers

Blue Skies Mutual Aid, Inc, or Blue Skies for short, is a 501(c)3 nonprofit organization based in Seminole, the capital of Gaines County, Texas. The name of this corporation shall be Blue Skies Mutual Aid, Inc and the business of the corporation may be conducted as "Blue Skies Mutual Aid Inc" or "Blue Skies".

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Specifically, the purpose of this organization is to provide shelter and food, offer services to those with low-income, create community projects, and engage in emergency response for Gaines County. It is the mission of Blue Skies to promote harm reduction and alleviate poverty, suffering, and inequity in all forms through local mutual aid efforts. In the long term, the goals of Blue Skies are to make poverty as short-lived as possible for everyone that finds themselves in a harmful situation and to change the culture of Gaines County to one that encourages empathy, second chances, and equitable treatment and opportunities for all.

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. All corporate legal powers shall be exercised by or under the authority of the Board of Directors and the affairs of Blue Skies shall be managed under the direction of the board, except as otherwise provided by law.

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## Organization and Board of Directors

Blue Skies consists of a Board of Directors, also known as "the Board", and a team of support volunteers. Close observers and associates also serve as informal allies. The membership of the corporation shall consist of the members of the Board of Directors. The founding positions on the Board of Directors consist of the Food and Donations Director, the Administration Director, the Shelter and Safety Director, the Financial Director, and the Communications Director.

Every director is responsible for their department and has one vote and a majority of votes are needed for the Board to pass or approve any resolution or decision. The number of board members and their department responsibilities may be changed by a quorum vote, which is a majority of the board members. There shall always be at least five board members and never more than seven. The Board shall always consist of an odd number of Board members.

The Administration Director directs any filing, organization, record-keeping, and volunteer recruiting, serving as a point of contact and support for everyone involved with Blue Skies.

The Shelter and Safety Director directs everything that concerns providing physical shelter, maintaining the safety of both clients and volunteers, and training of volunteers in medical skills and emergency response.

The Financial Director directs any fundraising efforts, donor communications, and assistance for the organization's bookkeeper, including with any financial compliance and accounting needs.

The Communications Director directs the organization's social media, website design, graphic design, photography, and overall branding experience for Blue Skies.

The Food and Donations Director directs any creation, packing, and distribution of food, supplies, clothing, furniture, and other donations. Any services or programs to do with gardening, local produce or farming also falls under his purview.

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### Officer Roles on the Board of Directors

The Administration Director serves the officer role of Chair of the Board, the Financial Director serves the officer role of Treasurer, and the Communications Director serves the officer role of Secretary. These officer roles are permanently intertwined with these positions on the Board of Directors and are inseparable. The duties of these roles are equally important to any of the duties specific to the roles of Directors or Department Leaders.

The Chair of the Board shall, if present, preside at all meetings of the Board to help ensure the Board's directives and resolutions are carried out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. More specifically, the Chair of the Board shall be responsible for:

- Leading the Board to carry out its governance functions
- Ensuring the Board has approved policies to help ensure sound and compliant governance and management of the organization
- Assessing the performance of the Board
- Assuring ongoing recruitment, development, and contributions of Board members and volunteers
- Help ensure the Board's directives, policies, and resolutions are carried out
- Setting priorities and creating agendas for meetings of the Board
- Presiding over meetings of the Board
- Serving as an ambassador of the organization and advocating its mission to internal and external stakeholders

The Treasurer is charged with overseeing the management and reporting of the organization's finances and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. More specifically, the Treasurer shall be responsible for:

- Overseeing the management of the financial affairs of the organization
- Creating and maintaining systems for ensuring the organization's ongoing solvency and financial policies
- Preparing and presenting monthly or annual budgets to the Board
- Making sure all required financial compliance forms are completed correctly and on time
- Taking steps to prevent fraud, theft, or misuse of funds

The Secretary's responsibilities include fostering communication and ensuring proper management and utilization of important organizational records, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. More specifically, the Secretary shall be responsible for:

- Giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
  - Scheduling board meetings and should ensure an adequate number of meetings are held per year
  - Recording minutes of meetings, which record key information such as board actions, elections of directors, and certain reports from volunteers
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### Board of Director Elections

Elections for every position on the Board shall be held every year starting from the date of founding, therefore the first elections will take place on April 19th 2023 and be held every year from that date onward. No one may serve on the Board for more than four years consecutively or for more than a total of eight years. During an election day, a meeting shall take place that is open to the public and all officers, employees, volunteers, and current or prospective members of the Board of Directors of Blue Skies.

At this meeting, every candidate for every position on the Board shall have the opportunity to make their case for election for no longer than three minutes in alphabetical order by last name. After each candidate for a specific board position has spoken a vote must take place by secret ballot for that position only. This process will repeat until all positions on the Board of Directors have been voted on by all officers, employees, volunteers, and current Board members in attendance at the meeting. Two attendees who are not currently on the Board must together read all of the secret ballot results publicly at the meeting immediately after each position vote to determine the final results.

If there is only one candidate for a Board position no vote will be necessary for that position and said candidate will gain that seat beginning at 8:00am the following morning. If there is no candidate for a Board position then the current Administration Director will attempt to find someone for that position. In the mean time, responsibilities shall be divided according to the Division of Responsibilities section or the Board may fill that role in accordance with this document.

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### Qualifications for Volunteering and the Board

To join or run for a position on the Board of Directors the requirements are as follows: 18 years of age or older, able to communicate in the English language verbally and in writing, able to use the technological tools of the organization, leadership skills and ability to work well with a team, and a dedication to the mission of Blue Skies Mutual Aid Inc.

In order to keep the trust of clients, donors, and volunteers the following situations will disqualify anyone from joining or running on the Board or from being a volunteer in any capacity for Blue Skies: a criminal conviction for any assault, terrorism, kidnapping, robbery, any type of abuse or sex-related crime, financial fraud, or serious violent crime. Convictions resulting from past drug use or nonviolent crime not yet covered shall not be considered a dis-qualifier for volunteering or running for or joining the Board.

As soon as is financially feasible, Blue Skies will implement and maintain a written and updated policy of thorough background checks, including criminal history, for all officers, employees, volunteers, and current or prospective members of the Board of Directors of Blue Skies. The results from these background checks shall be made available in-person to everyone in attendance at the next monthly meeting as soon as they are available. Any information not directly related to the position or capacity someone is volunteering for cannot be held against said person. Any information about credit history, civil court cases, legally protected status, immigration status, sexual orientation or identity, juvenile crimes, income or wealth, or past substance abuse shall not be used to dis-qualify a candidate from volunteering or running for or joining the Board. Current substance abuse that inhibits the ability to perform required duties or breaches the trust of clients, donors, or volunteers is not permitted.

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### Resignation and Replacement of a Board Member

A Board member may resign their position by presenting a letter to the rest of the Board at the next monthly meeting. The resignation letter should state in it when the director's last effective day is as well as have the signature of the resigning director and the date of signature. If a resignation letter is not presented to the Board at a monthly meeting the resignation shall not be effective.

In the event of a death, resignation, or removal of a director, the Board may vote to appoint a willing, able, and qualified director to fill the role left empty until the next election for the Board of Directors.

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### Removal of a Board Member

In the event of accusations of misconduct are brought against an officer, employee, volunteer, or current member of the Board all directors of the Board and the accused person themselves shall meet in an emergency meeting as soon as possible within three days from the time any director besides the accused becomes aware of the accusations.

Misconduct includes but is not limited to actions such as harassment or abuse of any kind, threats of violence, assault, mishandling of a conflict of interest, financial fraud, mishandling of organization finances, violating the confidentiality of a client or volunteer, improper handling of organization documents, romantic or physical relationships with clients, violating someone's civil or human rights, a Board member's refusal to meet their responsibilities, or any felony crime in the state of Texas.

During the emergency meeting, the Board of Directors will ask that any victim of misconduct present their side of the story in writing and also verbally, if they wish. Afterwards the accused person will present their side of the story to the Board in person, both verbally and in writing. Afterwards the Board will deliberate by themselves in a closed meeting and make a decision as to any changes or consequences that are to take place from the incident. Consequences and changes could possibly include a changes in protocol, temporary suspension, indefinite removal of a board member or volunteer from their position, or reporting and filing of criminal charges.

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### Conflicts of Interest and Limitations

Attached to these bylaws and a part of them is the Conflict of Interest Policy of Blue Skies Mutual Aid. The decisions of the Board members or officers cannot result in something that conflicts with the nonprofit's cause. This includes excess benefit transactions or the private benefit of a director or officer.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

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### Compensation

Directors and volunteers are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy, the Bylaws, IRS guidelines, and state law.

Directors shall receive no compensation for carrying out their duties as directors unless voted upon and approved by the entire Board except for the Director seeking compensation, who will recuse themselves from any decisions or votes concerning their own compensation. All compensation shall be reasonable and not excessive. It should also be in the form of a paid salary and not take the form of any stocks, bonds, favors, business transactions, severance package, benefit, or other non-cash form. All discussions and votes concerning compensation must be recorded in full by the Secretary during a regular meeting. The Board of Directors should take a look at comparable salary and benefits data to learn what nonprofit employers with similar missions, and of a similar budget size, that are located in the same, or a similar geographic region, pay their senior leaders.

The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings. The Board may also adopt similar policies in reference to specific volunteers and their situations.

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### Contracts, Checks, Deposits, and Loans

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of Blue Skies shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Treasurer.

All funds of Blue Skies Mutual Aid Inc not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depository as the Board, or whom the corporation has delegated authority to, may select.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

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### Regular Meetings

On the last Tuesday of every month there shall be a meeting of the Board of Directors, support volunteers, and any observers or members of the public that wish to sit in. All meetings will always be open to the public with the time, date, and place announced publicly at least 5 days ahead of the meeting date. If someone wishes to attend but is unable to they may participate over phone or video connection. Any members of the Board or any support volunteers may also vote via these methods as well if they are unable to be physically present at the monthly meeting. The meeting will be led by a facilitator in this order of preference: Administration Director, Financial Director, Shelter and Safety Director, Food and Donations Director, and Communications Director.

No business shall be considered by the Board when a quorum is not present.

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### Division of Responsibilities

Due to absences, sick days, vacation, or other situations, it may be necessary for a Director to temporarily take over responsibilities from another Director. The Food and Donations Director will cover for the Administration Director. The Administration Director will cover for the Financial Director. The Financial Director will cover for the Shelter and Safety Director. The Shelter and Safety Director will cover for the Communications Director. The Communications Director will cover for the Food and Donations Director. If the director filling in is unavailable to fill in the responsibility will go to the next director in line.

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### Record Keeping

Blue Skies shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, and a record of all actions taken by the Board of Directors without a meeting. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

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### Transparency and Accountability

Blue Skies Mutual Aid Inc shall make widely available any type of version of IRS form 990, form 1023, the Conflict of Interest Policy, the Bylaws, and financial statements on its internet website: blueskiesma.com to be viewed and inspected by the general public free of charge and in a format that is easy for Internet users to download and read, such as PDF. The website shall clearly state that the documents are available.

These aforementioned documents must also be sent upon written or emailed request by mail or email to anyone who requests a copy of them within seven days after having received the request.

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### Code of Ethics and Whistle-blower Policy

Blue Skies requires and encourages volunteers, officers, directors, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Blue Skies Mutual Aid Inc to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff, volunteers, employees, and directors is necessary to achieving compliance with various laws and regulations.

If any officer, staff, director, volunteer, or employee reasonably believes that some policy, practice, or activity of Blue Skies is in violation of state or federal law, a written complaint must be filed by that person with the Administration Director or a different director if said person is unavailable. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation.

Blue Skies Mutual Aid Inc shall not retaliate against any officer, staff, director, volunteer, or employee who in good faith, has made a protest or raised a complaint against some practice of Blue Skies or of another individual or entity with whom Blue Skies has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Blue Skies Mutual Aid Inc shall not retaliate against any officer, staff, director, volunteer, or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Blue Skies that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The recipient of the complaint shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and appropriate corrective action shall be taken if warranted by the investigation.

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### Fiscal Year

The fiscal year of the corporation shall be from January 1st to December 31st of each year.

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### Nondiscrimination Policy

It is the policy of Blue Skies Mutual Aid Inc to not discriminate on the basis of religion, age, sex, native language, gender, immigration status, disability, race, sexual orientation or identity, or any other protected status.

The directors, officers, employees, volunteers, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis based on this policy.

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### Amending the Bylaws

To make any change to the Bylaws the Board of Directors must vote with a quorum at a public monthly meeting after giving time for reasonable discussion of the proposed changes. Reasonable time for discussion shall not be less than one week and not longer than 4 weeks. A copy of proposed changes, highlighted or otherwise noted for readability, shall be given to each member of the Board at the beginning of the discussion period.

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of directors then in office at a meeting of the Board, provided, however:

- that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
  - that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a unanimous vote.
  - that all amendments be consistent with the Articles of Incorporation.
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### Dissolution of the Organization

The Board of Directions shall have the power to, by unanimous vote, terminate and dissolve Blue Skies Mutual Aid Inc and proceed with distributing it's assets and resources in accordance with this dissolution policy.

Upon termination or dissolution of the Blue Skies Mutual Aid Inc, any assets and resources lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Blue Skies hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Blue Skies, by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Blue Skies, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

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Certification

I do hereby certify that the above stated Bylaws of Blue Skies Mutual Aid Inc were approved by the Blue Skies Board of Directors on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.

Signature of the Secretary: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name of the Secretary: \_\_\_\_\_