

**ALLOVEME**

**BY-LAWS**

2390 Crenshaw Blvd., #178

Torrance, CA 90501

**Article I - Name**

This non-profit organization shall be known as ALLOVEME.

**Article II - Purpose**

The purpose of this organization shall be to recognize, encourage and equip young women of color with the tools they need to live a balanced, healthy, and enriched life through our LOVE Program (Leading Ourselves to Value and Excellence).

**Article III – Participants**

**SECTION 1 - QUALIFICATIONS**

ALLOVEME will recruit young women of color who possess one or more of the following characteristics: is a single mother; has an interest in formal education; is seeking to obtain or advance in employment and/or career; desires independence and financial competence; is searching for culture, refinement, and/or sophistication; is seeking a healthy, balanced lifestyle.

ALLOVEME will recruit all women of color of all ages for relevant workshops, fundraisers and events.

**Article IV - BOARD OF DIRECTORS**

**SECTION 1- BOARD OF DIRECTORS**

**The Board of Directors shall consist of members and officers.**

**Board Members** shall be service-minded professional women. Nominations to the board of directors shall be made at any board meeting at any time by any current and active board member. Voting may be conducted at any board meeting or via email, telephone conference or online meetings.

Elections for appointment as a **Board Officer** will be conducted at the Annual Planning Meeting held in January and will follow the organization's Board Officer Election Form instructions. The Board may vote to fill a vacant Officer position as needed at any time to continue conducting business.

Any elected Member or Officer of the Board of Directors who shall have been absent from three (3) consecutive board meetings or ALLOVEME events including workshops and fundraisers without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws; however, the Board shall consider each absence of an elected Officer or member as separate circumstance and may expressly waive such absence by a majority vote of the members present at that meeting.

Removal of a board member or officer for reasons other than absence from three consecutive board meetings may be conducted at any time with a majority vote of the active board members. Voting may be conducted at any board meeting or via email, text, phone or online meetings.

## **SECTION 2 - DIRECTORS**

### **Duties of the Directors**

Directors have a *Duty of Care*, a *Duty of Loyalty*, and a *Duty of Obedience* to the organization and act in the best interest of ALLOVEME fulfilling their duties in good faith, utilizing cautious diligence, care, and skill. Directors are committed to confidentiality, and do not use their responsibility for personal gain. Directors shall adhere to and remain loyal to the mission of the organization, following the articles of incorporation and bylaws, and assuring the organization's advancement as well as compliance with the law.

The ALLOVEME Board of Directors shall oversee development of the standards of organizational behavior. Directors shall participate in strategic planning, reviewing financial statements, approving contracts, policy matters, fundraising, human resources, program evaluation, and board development, including a plan for succession of individual board members and officers.

There shall be one program participant appointed to the board of directors through an application and approval process. The program participant appointed will be recognized as a board member and is required to attend board meetings, support the board of directors in their activities, promote the organization's mission and are excluded from required monthly contributions.

### **SECTION 3 - OFFICERS**

Officers of ALLOVEME shall be a president, a vice-president, a secretary, and treasurer.

Officers shall be elected bi-annually by a majority vote of the current and active board of directors. In the event of a tie vote, the President shall have an additional vote.

All officers shall perform duties as prescribed by and in accordance with procedures established by the board of directors.

#### **DUTIES of the Officers**

##### **(a) President**

The President shall preside at all meetings and serve as the official representative of the organization. The President with the Founder or Executive Director shall propose and oversee all activities of the organization. The President is responsible for overseeing board member participation, communication and organization.

##### **(b) Vice-President**

The Vice-President shall serve in the capacity of the President during such times as she may be absent and perform other duties as directed by this organization.

##### **(c) Secretary**

The Secretary shall act as President during the absence of the President and the Vice-President. The secretary shall maintain corporate records and shall keep the official minutes of all board meetings. The Secretary shall perform other duties as normally are associated with this position.

#### **(d) Treasurer**

The Treasurer shall perform financial and accounting duties and other functions as normally are associated with this organization. The Treasurer shall inform the membership of the organization financial status at each meeting or upon request of any board member.

#### **(e) Advisory Board Members**

Advisory Board Members are ex-officio board members who shall advise the board on special interests as requested promoting the organization's mission. Advisory Board Members are required to attend three ALLOVEME events per year. Advisory Board Members are not required to attend board meetings nor make monthly contributions to the organization.

### **SECTION 4 - MEETINGS**

Regular board meetings shall be held on a monthly basis in a format conducive to its members. This may include meetings via email, telephone conference or online meetings.

An Annual Planning Meeting will be held in January of each year.

Special meetings may be called by any Board Officer.

#### **Quorum**

A quorum exists when no less than two members and the president or founder are present at a meeting. As board membership increases what constitutes a quorum may be revised.

### **SECTION 5 - VOTING**

#### **Elections**

All elections of board officers shall be held bi-annually at the annual planning meeting held in the month of January. Voting shall be by secret ballot. Voting can also be held via email, telephone conference or online meetings. In the event that elections cannot be held, the current and active officers shall retain their positions until such time that new officers are elected.

**Election process is stated on the Election Form distributed prior to meeting**

## **Business**

Motions to approve and voting on organizational business when sufficient information is presented shall be conducted at a board meeting where a quorum exists or via email, telephone conference or online meetings. Approval of motions requires a majority vote.

### **SECTION 6 – CONTRIBUTIONS**

Board members will contribute a minimum of \$35 per month to the organization. Contributions are due by the end of each month. Failure to contribute for 3 consecutive months may lead to a board member being removed.

### **Article V - Amendments**

The by-laws of this organization may be amended by a majority vote of current and active board members when a quorum is present and may be considered and voted on via email, telephone conference calls or online meetings.

Amendments to the By-Laws can be proposed by any board member or officer.

All amendment dates shall remain as a part of this document.

### **ARTICLE VI – CHAPTERS**

ALLOVEME shall be known as the parent organization of any local and national chapters.

Local or National Chapters of ALLOVEME may be requested by an individual or group within a specific location, territory or region. Such a request shall be made through an application process created by the parent organization, ALLOVEME.

The purpose and activities of the local or national chapter shall be consistent with the mission, vision and Program of ALLOVEME.

Chapter bylaws shall be created and shall be consistent with the bylaws of the parent organization, ALLOVEME.

Any local or national chapter of ALLOVEME may not incur expenses on behalf of the parent organization without prior authorization of the parent organization's board of directors.

The adoption of a local or national chapter shall be approved by majority vote of the board of directors at a board meeting when a quorum is present or via email, telephone conference or online meeting.

The dissolution of a local or national chapter must be approved by unanimous vote of the board of directors at a board meeting when a quorum is present or via email, telephone conference or online meeting.

Adopted: May 10, 2014  
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Amended: January 9, 2016  
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