

TeenNow California

BYLAWS

ARTICLE I: NAME, MISSION, STATUS

Section I. NAME

The organization shall be known as TeenNow California.

Section II. MISSION

To increase the knowledge, skills and resources of individuals concerned with preventing teen pregnancy, supporting young families, and promoting adolescent sexual health.

Section III. STATUS

This Organization shall operate as a nonprofit corporation.

ARTICLE II: MEMBERSHIP

Section I. MEMBERSHIP

Membership in the Organization shall consist of an individual or organization committed to furthering the mission of the Organization and those who are now or have been actively engaged, concerned and /or involved in the provision of related services. Each prospective member shall submit an application to the Organization and pay appropriate dues. Membership dues and fees shall be set by the Executive Board. The application can consist of a membership form, conference registration form, or other type of application as applicable.

Section II. HONORARY MEMBERS AND LIAISONS

The Executive Board shall have the power to designate selected individuals and organizations by admitting them into the Organization as honorary members or liaisons for a period of time determined by the Executive Board. Such members shall enjoy privileges and benefits as may be determined by the Executive Board, except that they shall not vote or hold office.

Section III. RIGHTS AND PRIVILEGES

Membership in TeenNow California entitles the holder to the following:

- a. One vote in matters that may come before the membership at the annual membership meeting and at other times, including virtual votes via the Internet or surveys, such as election of members of the Board of Directors and changes to the Bylaws.
- b. Eligibility to serve on committees of the Board with the exception of the Executive Committee
- c. Subscription to the newsletter and e-blasts of TeenNow California, after the required enrollment in the e-list.
- d. Reduced rates for TeenNow California-sponsored trainings, events, and other programs.
- e. Access to advocacy assistance, professional development opportunities,
- f. Eligibility to nominate teens for the teen scholarship program.
- g. Eligibility to serve on the Board of Directors if voted on by membership and/or appointed by the Board.

Member organizations shall designate an official representative to cast its vote or serve on committees.

Election of appointment to the Board of Directors requires individual membership upon joining the Board.

TERMINATION OF MEMBERSHIP

- a. The membership term is for one year and is valid upon payment of annual dues. To renew membership, the member must send in the renewal fee.
- b. The Organization, at its option, may terminate any membership for any infraction of the Bylaws, Rules and/or Regulations of the Organization or for other good and valid reason, as the Executive Board of the Organization shall determine. Any such termination of membership must be approved by the vote of at least 80% of the total number of Executive Board members in office at the time, at a duly constituted meeting of the Executive Board, which may include virtual meetings and e-votes. The notice for such meeting must specify the proposed termination action to be presented for consideration at the meeting.

Section IV. ANNUAL MEMBERSHIP MEETING

A meeting of the membership shall be held at the annual state conference—or in the event that a statewide conference does not occur, at annual regional meetings of the membership—at a time and place, within the State of California, to be determined by the Executive Board. A quorum shall be a simple majority of those members present and voting. If conducted regionally, votes will be tallied and results posted on web site and list serve.

Section V. NOTICE OF MEETING OF MEMBERS

Notice of any annual meeting of the members of the Organization at the State Conference shall be given through the newsletter, web site or a special notification not less than twenty-one (21) days prior to the date of the holding of such meeting.

Section VI. LIABILITY OF MEMBERS

No general member of the Organization shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the Organization.

ARTICLE III. BOARD OF DIRECTORS

Section I. GOVERNANCE

The affairs of the Organization shall be governed by the Board of Directors. The Board of Directors shall consist of the President, the President-Elect or Past President, the Secretary, Treasurer, Director of Public Policy, Director of Membership, Historian, 8 Regional Coordinators, and 8 Board Members-at-Large.

Section II. ADMINISTRATION - EXECUTIVE BOARD

The property and affairs of the Organization shall be administered by an Executive Board consisting of the President, President - Elect or Past President, Secretary/Treasurer, Director of Membership, the Director of Public Policy, and Historian.

a. President

At the conclusion of the annual conference and with the confirmation of a majority vote of the

general membership, the President - Elect from the previous year shall become President for a two-year term. The President shall be the chief executive officer of the Organization and shall preside over all meetings, general membership, and Executive Board. In the event the President cannot attend the meeting the president-elect/past president will preside over the meeting. The President shall have the power to appoint committees as necessary, liaise with the Executive Director to oversee the general and active management of the affairs of the Organization, and see that all orders and resolutions of the Board are put into effect.

b. President - Elect

The President - Elect shall be nominated every other year by the Executive Board from among present or past Board members and shall serve for one year as President - Elect before beginning the two-year term of office as President. The nomination will require the confirmation of a majority vote of the general membership at the annual membership meeting. The President - Elect will assist with membership, annual state conference, resource development, nominations and awards during the year of office as the President - Elect. In the event of the President's inability to fulfill the responsibilities of the office, the President - Elect shall perform all the duties of the President as described above.

c. Past President

The Past President is an Ex-Officio position on the board. When the President's two-year term is over, he or she agrees to remain on the board in a non-voting position for one year following the term as President. The Past President shall serve as an aide to the President, and shall, in the event that the President is unable to fulfill his or her duties, stand in for the President until that officer returns to duty or is replaced by the Board. The Past President will assist with conference planning and provide guidance and insight into historical issues.

d. Secretary/Treasurer

The Secretary/Treasurer shall be appointed by the executive committee for a three year term, attend all meetings of the Board and oversee the preservation of true meeting minutes and the sending of copies to each Director along with meeting notifications required by the Board and/or required by statute, bylaw or resolution. This position will oversee all financial matters along with the Executive Director, and shall keep, or have kept, in a location designated by the Executive Board, an accurate account of all moneys of the Organization, and shall provide, or have provided, to the Executive Board a written quarterly report, and shall render such other accounts and present such statements as may be required by the Executive Board.

f. Director of Membership

The Director of Membership shall be elected by the membership for a three year term. The Director of Membership shall promote linkage from the State Organization to the regions, provide direction on membership and marketing, provide information to the regional coordinators, meet with them at the annual retreat and state conference, and assist them in the fulfillment of their duties as designated by the Executive Board.

g. Historian

The Historian shall be appointed by the Executive Committee for a three-year term and shall attend all meetings of the board. The Historian shall attend all meetings of the Board and be responsible for maintaining pictorial and written historical records of the organization, including past and present events, and safeguarding the information in a place as designated by the Board. Upon completion of the term of duty, the Historian is responsible for transferring all historical materials to the next Historian, or if no Historian has yet been designated, to the President and Executive Director.

f. Director of Public Policy

The Director of Public Policy shall be elected by the membership for a three year term. The Director of Public Policy shall monitor and advocate for state/federal public policy within the realm of the Organization's purpose, provide information on legislation to the Executive Board, the Board of Directors, and the members through the newsletter and the website.

Section III. REGIONAL COORDINATORS

The Regional Coordinators shall each represent a California region as defined by the Organization. They will be responsible for promoting membership in the Organization and linkage from the State Organization to the regions and from the regions to the State Organization through the Organization's newsletter, networking within the regions, and other activities as defined by the Executive Board.

Section IV. MEMBERS AT LARGE

Board Members-At-Large are appointed by the Board of Directors after successful review of their application and can come from any of the 8 regions. Members at large shall attend all Board meetings and provide guidance and insight to the organization. They will be responsible for promoting the organization and its mission throughout California.

Section IV. ELECTION AND APPOINTMENT OF THE BOARD OF DIRECTORS

a. Nominations

Board members shall be elected in one of two ways:

1. At the annual membership meeting, members may nominate a candidate from within their region to serve a three year term. Once nominations are made and voted upon, the Board will review applications and approve or deny the nomination. The Board will then prepare a slate of candidates to fill vacant Board positions and hold a vote of the general membership, either at the Annual Membership meeting or through an e-vote or survey. Officers shall be elected by a simple majority of the total ballots received from the general membership. Regional Coordinators shall be elected by a simple majority of the total ballots received from membership in that region.
2. In the event of a vacancy outside of the Annual Membership Meeting, the board will solicit applications for new Board members. Any member may nominate his/herself or a qualified candidate to a board position by submitting a completed application. The Board will review the applications and a vote will be held to approve or deny the candidates.

The Executive Board will.

b. Elections

Elected Directors of the Board shall be announced at the annual membership meeting of each fiscal period and will assume their duties at the conclusion of the conference.

c. Vacancies

All vacancies on the Board of Directors for any cause other than expiration of the term of office may be filled by a simple majority vote of Executive Board members present and voting until the next annual meeting, at which time the membership shall elect a new member of the Board of Directors for a new three year term of office to fill that position.

d. Term Limits

A board member can serve two terms of 3 years for a total of 6 years, or a maximum of 7 consecutive years if elected President. After reaching the term limit, a member can apply to serve on the board again after 1 year of leave from the Board.

Section V. RESPONSIBILITIES

a. Executive Board

The Executive Board shall establish policy for the Organization, appoint such officers and agents needed to fill vacancies, establish committees, hire the executive director, and delegate such authority to them, as deemed necessary for the transaction of the business of the Organization. Executive Board members are expected to participate at the annual conference and in quarterly meetings of the Executive Board and fulfill the responsibilities of their position as outlined in the position duty statement.

b. Regional Coordinators and Board Members at Large

Regional Coordinators shall promote the Organization and its objectives in their region, provide regional updates to the quarterly newsletter, and participate in the annual Board of Directors Retreat and the annual statewide conference where regional meetings will be conducted, and fulfill all obligations as stated in the position duty statement.

Section VI. MEETINGS

All regularly scheduled Board meetings shall be open to all members in good standing.

- a. The Board of Directors will meet quarterly, which includes the annual retreat and the annual statewide conference.
- b. The Executive Board shall meet at least quarterly at a time and place to be determined by the President including the annual retreat and the annual conference.
- c. Board members are expected to attend all meetings. In the event that a member cannot attend a meeting in person, they will be expected to call in or using web conferencing software to attend virtually.

Section VII. SPECIAL MEETINGS

Special meeting of the Executive Board may be called by the President or by written request of three (3) members of the Executive Board. Special meetings may include “virtual meetings” and requests for e-votes.

Section VIII. QUORUM

A quorum for any meeting of the Board of Directors or Executive Board shall be 51% of the members. Once a quorum has been established, a simple majority of those voting will be required to carry any matter, except for the following: 80% of the Executive Board must be present and voting to adopt the annual budget, to terminate membership, to remove a member from the Board and to propose amendments to the Bylaws.

Section IX. CONTRACTS

The Executive Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Organization.

Section X. FISCAL YEAR

The fiscal year of the Organization shall commence on the first day of January and end on the thirty-first day of December of each year, unless otherwise determined by resolution of the Board of Directors.

Section XI. FISCAL REVIEW

The accounts of this Organization shall be reviewed each year by a certified accountant.

ARTICLE IV: AMENDMENTS

Section I. AMENDMENTS REQUIRING A VOTE OF THE MEMBERS

Article I and III may only be amended by two-thirds (2/3) vote of the general membership present and voting at any regular or called meeting.

Amended 6/3/77, 12/1/78, 2/23/79, 9/7/79, 11/14/80, 6/1/81, 10/20/85, 11/15/87, 11/5/94, 11/14/97, 11/14/98, 4/29/01, 11/22/02, 8/03, 7/05, 1/10, 8/13/10