

BYLAWS OF
ESPERANZA EN ESCALANTE

NOVEMBER 2007

3700 South Calle Polar

Tucson, Arizona 85730

PREAMBLES OF ESPERANZA EN ESCALANTE

The Preamble

With reverence for God and Country and being ever mindful of the glorious traditions of the United States Military, we, the members of the Esperanza En Escalante, do band together to aid, assist and promote in all matters pertaining to welfare, social and patriotic work, for the benefit of the Esperanza En Escalante its veterans and veterans families. Our interest in the welfare of persons who served and are serving in the United States Military, our devotion to our fellow veterans in fortune or distress, and our reverence for the memory of our departed veterans, we unite to further the aims and objectives of this organization.

BYLAWS
OF ESPERANZA EN ESCALANTE

1. These bylaws contain changes approved by the Board of Director through November 2007. They are binding on all Esperanza En Escalante Board Directors, committee members, volunteers, Esperanza En Escalante's Staff, contractors, or other individuals or companies under contract with Esperanza En Escalante.
2. Amendments to the Esperanza En Escalante Bylaws may be submitted in accordance with Bylaw XI. Recommended amendments will be processed as follows:
 - a. All amendments will be submitted in writing in advance of a Board of Directors Meeting. The proposed amendments may be submitted to the Director of Esperanza En Escalante or the Chair of the Board of Directors. The amendment(s) are then submitted to the Board of Directors at a general board meeting as appropriate. Once the amendment is, an agenda item it will thoroughly discussed by the board and included in the board meeting minutes meeting.
 - b. If approved by the Board of Directors, the recommended amendment is forwarded through the Director of Esperanza En Escalante to be added, changed, or amended to the current By-Laws and published prior to the next scheduled board meeting and a copy of the change(s) provided to each member and posted in the office area for public review.
 - c. If the proposed amendments/changes is disapproved by the board; the person(s) whom submitted will notified by the secretary or director and provided the reasons from the board for the disapproval. This notification must be documented and added to the next board meeting minutes.

DISTRIBUTION:

Each Member of the Board of Directors

Staff Members of Esperanza En Escalante

Posted in Esperanza En Escalante Public Office

Others Upon Request

THIS SUPERCEDES PREVIOUS BYLAWS EDITION DATED 3 MARCH 2007

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ARTICLE I

Name and Location

Section 1 - Name: The name of this organization is Esperanza En Escalante. (hereinafter referred to as EEE), a nonprofit corporation incorporated in the State of Arizona. The organization was originally formed in 1989 by the Vietnam Veterans of America, Chapter 106, Tucson, Arizona.

Section 2 - Location: Esperanza En Escalante is located at 3700 South Calle Polar, Tucson, AZ. 85730 bounded on the north by Nicaragua Street, on the east by Calle Polar, and on the west and south by Davis- Monthan Air Force Base.

ARTICLE II

Objective

Section 1 - Mission: The mission of Esperanza En Escalante is to provide transitional housing for homeless veterans, veteran's families and social rehabilitation in order to nurture and support the transition from homelessness to self-sufficiency.

Section 2 - Objectives shall be:

- a. To maintain, within the board and staff, a highly dedicated and professional corps of personnel.
- b. To uphold fair and equitable policies within the board and staff for the benefit of those we serve at EEE
- c. To participate in civil and military activities, veteran programs, and fund-raising campaigns to benefit EEE and its veterans and or veteran families.
- d. To provide for the mutual welfare and enhance the quality of life of those veteran members and their families who are housed at EEE.
- e. To assemble together for social activities and assist the veterans
- f. To devote ourselves to our fellow veterans and those in need
- g. People can be helped in the process of rehabilitation, and we must have faith in ourselves and our work in order to be effective, and to model hope for our clients

Section 3 – Values: It is important to us to help those who are willing to be active participants in their own rehabilitation to self-sufficiency. Moreover, utilize approaches that recognize the value self-worth, family and community.

Section 4 – Goals: In the pursuit of our mission, we have established certain goals to guide our direction.

- a. To develop and maintain transitional housing facilities
- b. To provide a rehabilitation program that includes socialization and the participation of the residents
- c. To build and maintain strong positive community relations.
- d. To acquire and maintain funding adequate to achieve our objectives
- e. To establish and maintain dynamic management structures and systems to meet the changing size and complexity of our operations

ARTICLE III

Organization

Section 1 – Positions: There are several standardized positions within EEE. Those positions include but are not limited to the following. The Board of Directors, Executive Committee, Standing Committees, Executive Director, Program Coordinator, Support Staff, and others as needed or required.

Section 2 – Conducting Meetings: The assembled members of the board (provided a quorum is present covered under Article IV, Section 3), under the chairmanship of the EEE Chairman of the Board of Directors, shall be the governing body of EEE upon convening of the EEE board and committee meetings and until final adjournment. Meetings will be conducted under Roberts Rules of Order (covered under Article IV, Section 5.)

Section 3 – Administration: The EEE Staff through the Executive Director shall provide administrative support and guidance to EEE and the Board of Directors.

Section 4 – Membership

- a. Composition: Membership in EEE shall consist of persons who are willing to give of themselves for the benefit of the veterans and their family members and not for personal gain and glory.
- b. Qualifications: Membership in EEE shall consist of persons of good moral character and membership shall not be denied to any person, who is otherwise qualified for membership, on the basis of race, creed, color, gender, age, national origin, religious, or political beliefs.
- c. Friends of EEE: Friends of EEE are patrons, business associates, or citizens who have associated or have a long standing relationship with EEE and have been relied upon to assist with matters pertinent to EEE. Friends of EEE are often relied upon for advice and assistance and are integral part of EEE however, they are non-voting members and are held in the highest regard.

Section 5 – Removal for Cause: Members may be removed from membership by the EEE Executive Committee for cause, by a two-thirds majority vote. (Covered under Article IV, Section 4.) Upon receipt of any written allegations, proof of the allegations, and request for removal against any member of EEE, the matter will be investigated by the Audit Committee and reported to the Executive Council as appropriate, or their agent. An accused member may submit a defense in writing or in person and may, upon request, be represented by counsel of choice at no expense to EEE at a hearing, at a time and place convenient to the EEE Executive Committee and the Chair of the Audit Committee. Persons whose membership is so terminated shall not be entitled to future membership.

Section 6 – Resignation: Any member may resign by filing a written resignation with the Executive Director or Chairman of the Board of Directors. Such resignation will be effective upon receipt at EEE Office, and will terminate that member’s involvement. The resignation will be entered in the next meeting minutes.

ARTICLE IV

Meetings

Section 1 – Place and Date: The EEE Board of Directors Meeting shall be held at such place and on such dates as may be determined by majority vote of the Board of Directors. Typically, this will be standardized for ease of scheduling and planning purposes for those concerned. The Annual Meeting will be held June of every year and monthly meetings held thereafter.

Section 2 – Notice of Meeting: Notice of time and place of every EEE Board of Directors Meeting or special meetings shall be sent to each member or published in the meeting minutes. The board secretary shall ensure these notices are sent out, published, or members notified via telephone of the official meetings at least one week or more prior to such.

Section 3 – Quorum: A quorum shall exist whenever one half of the elected board members are present at a meeting

Section 4 – Voting: A majority vote of the respective members present at any regularly held and duly called Meeting shall determine any questions concerning procedural matters impacting only on that Meeting(s) and the members present; any question or matter impacting the entire EEE or its operation shall be determined by a majority vote (except bylaw amendments, which require a two-thirds vote) of the respective members present at such meetings.

Section 5 – Rules of Order: The annual meeting shall be regulated and controlled according to ROBERT’S RULES OF ORDER. This rule does not prohibit the respective EEE Chairman of the Board from operating under “Relaxed Rules of Order” provided the intent of this paragraph is followed.

ARTICLE V

Board of Directors

Section 1 – Membership: The board of directors should consist of 7 to 13 members elected by the members at its annual meeting in June. There shall be no limit on the number of terms a director may serve. Each board member will be appointed to a specific committee and perform duties and responsibilities associated with said appointment. The membership may include representatives of the Stella-Mann Neighborhood Association, former Esperanza En Escalante residents, veterans, as well as members of the community at large without regard for race, age, gender or religion.

Section 2 – Responsibility: The Board of Directors provides overall direction through the adoption of policy; the establishment of a strategic plan; the approval of an annual action plan and budget; the appointment of the Executive Director, and the periodic review of financial statements. Any part of these responsibilities may be delegated to the Executive Committee.

Section 3 – Meetings: The June meeting of the members of the corporation shall be held with an agenda to include (but not limited to) review of the annual report, adoption of the annual action plan and budget; an election of board members and officers. Monthly board meetings shall be held. All regular meetings and any special meetings shall be held at a time and place, and with an agenda set by the chair and distributed according to Article IV. Any board member or the executive director may submit agenda items prior to the established meeting.

Section 4 – Election and Removal:

- a. Any person in good standing is eligible to become a member of the EEE Board of Directors.
- b. Elections will be typically conducted in June at the Annual Meeting. Those personnel already serving on the board and desiring to continue on the board need only to make their intentions known to board at least one meeting prior to the Annual Meeting.
- c. New personnel desiring to become board members should be introduced and sponsored by an existing board member. The person(s) desiring a position on the board will provide the board a brief biography and their reason for wanting to become board members.
 - (1) These procedures remain the same for the Annual Meeting election or filling an existing vacancy on the board
 - (2) If filling an existing vacancy on the board the election will take place at the next scheduled meeting following the introduction of the perspective board member.
- d. Board members will be elected by a two-thirds vote according to Article IV, Section 3
- e. Board members missing three unexcused absences will be dismissed from the board for cause without prejudice.
 - (1) Board members must notify the Chairman of the Board of Directors of their absence and the reason for the absence

- (2) The Chairman of the Board will notify the Executive Director and the Chairman of the Audit Committee of their absence and the reason for their absence
 - (3) The Chairman of the Board of Directors or Audit Committee will be the sole determining factor if the absence is excused. Their personal decision is not open to debate.
 - (4) Members missing from scheduled meetings will be listed in the meeting minutes as excused or unexcused absences. The Chair of the Audit Committee will monitor absences
- f. Board members who fail to adhere to the Code of Ethics or EEE Bylaws will be subject to being dismissed following the procedures established in Article III, Section 5.
 - g. Being a part of the Board of Directors is a volunteer position and members cannot be forced to participate. However, lack of participation and involvement would constitute grounds for dismissal and removal for cause
 - h. Board of Directors must acknowledge and sign a copy of the Code of Ethics. Their signature indicates that they know, understand, and will comply with the Code of Ethics and Bylaws for EEE. Copies will be provided to each member and maintained in the office staff files.

Section 5 – Compensation: No board member shall receive compensation for any service rendered to Esperanza En Escalante, however, any board member may be reimbursed for actual expenses incurred in the performance of assigned duties.

ARTICLE VI

Officers

Section 1 – Titles: There shall be four officers of the Board: Chair, Vice-Chair, Secretary, and Treasurer/Financial Officer. They will be elected by the members at the annual meeting or at another regularly scheduled meeting if required and they will serve a two-year term or fulfill the unexpired term.

Section 2 – Responsibilities and Duty:

- a. The Chairman: Shall preside at meetings of the Board of Directors and the Executive Committee; appoint all committees and task forces with the advice and consent of the Board of Directors. Serve as liaison between Executive Director, staff, and board. Design and complete an annual evaluation on the Executive Director with inputs provided by the board members. The chair will also prepare and present the Annual Action Plan. As the chairperson of the EEE Executive Committee, the chair shall preside at the business meetings. If the chairperson vacates the “Chair” during such meetings, the Vice Chair shall assume the “Chair”. If the Vice Chairman is not present or the position is vacant, the President shall appoint another member of the EEE Executive Committee as “Chair”. The office of temporary “Chair” terminates when the Chairperson returns and reassumes the “Chair.”

- b. The Vice Chairman: Shall be responsible for such duties as are individually assigned by the Chairman. To assist the Chair, preside at meetings in the absence of the Chair, and ensure the adequate orientation of new board members. The Vice Chairman will also assist the Chairman in the preparation of the Annual Action Plan. The Vice Chairman will serve as Committee Chair of the Audit Committee and will monitor absences and lack of involvement of board members.
- c. The Secretary: Shall record all meeting minutes, prepare agendas for meetings, prepare official correspondence on behalf of the board and chairman. Shall record all absences and the reason (excused/unexcused) on the meeting minutes. Shall record all discussions, votes, and business taking place during board meetings. The board secretary shall ensure these notices are sent out, published, or members notified via telephone of the official meetings at least one week or more prior to such. Board meeting minutes, agendas, and correspondence should be maintained on file in the business office for a period of five years or when no longer deemed necessary.
- d. The Treasurer or Financial Officer: Shall be involved in the preparation of the annual budget and present it at the Annual Meeting. Monitor the annual budget and propose changes to the board as required. Present monthly and close-of-year financial reports and execute all notes, checks, and other obligations as authorized by the board. The treasurer will Chair the Budget and Finance Committee.

ARTICLE VII

Executive Committee

Section 1 – Composition: The Executive committee shall be composed of the four officers and the Executive Director (non-voting member) of EEE.

Section 2 – Responsibilities: The Executive committee reviews nominations for Board Members and Officers; recommends policy and bylaw changes; reviews the annual action plan and budget; reviews and recommends actions for violations of the Code of Ethics, Conflicts of Interest, Removal for Cause, and acts for the Board between board meetings as delegated by the Board.

ARTICLE VIII

Standing Committees

Section 1 – Titles: The following permanent committees are part of the EEE Board of Directors. Audit Committee, Budget and Finance Committee, Fundraising Committee, and the Plans and Programs Committee. Each committee should consist of three or persons. Persons serving on the committees need be a member of the Board of Directors for EEE. However, those members serving on the committee who are not board members must sign and abide by the EEE Code of Ethics.

- a. Audit Committee: Chaired by the EEE Board of Directors Vice Chairman. Responsible for investigating all complaints, allegations of wrong doings, violations of the Code of Ethics, Conflicts of Interest, removal of board members, and as directed by the Chairman of the Board for EEE.
- b. Budget & Finance Committee: Chaired by Treasurer or Financial Officer. Responsible for preparation of the Annual Budget, Monthly Expenditures, Cash Flow, Monitoring Expenditures, Insurance, Pay Raises and Compensations for paid employees, assisting in the Annual Audit, Tax Preparation, and as directed by the Chairman of the Board for EEE.
- c. Fundraising Committee: Chaired by Board Member Appointed by the Executive Council. Responsible for developing, planning, and conducting fundraising efforts to include long term business relations with donors, and as directed by the Chairman of the Board for EEE.
- d. Program Committee: Chaired by Board Member Appointed by the Executive Council. This is probably the most important committee because it addresses and deals with a primary function of the board. The committee is responsible for developing long-range goals and vision for EEE, interacting with the tenants of EEE through the Executive Director or staff to address their concerns ideas, and suggestions. Moreover, this committee should look to involve the residents of EEE in at least one or two activities a year. Finally any additional taskings as directed by the Chairman of the Board for EEE.
- e. Development Committee: Chaired by Board Member Appointed by the Executive Council. Responsible to assist the Executive Director with plans for the development and maintenance of the grounds and facilities, planning future projects, including upgrades, and renovations. This committee will also interact with the Program Committee while developing long-term plans for the EEE area.

Section 2 – Responsibilities: Each committee is responsible meet at least quarterly to establish plans and review progress in their respective areas of responsibility, and shall prepare a formal written report to be submitted to the EEE Board of Directors at minimum quarterly, with said reports due in October, January, April and June of each fiscal year. Meetings may be held more frequently as required and committee reports may be furnished more often. Committee Chairs will verbally report the status of their respective committees at each board meeting and supplement written reports as required. Negative reports are also required.

ARTICLE IX

Executive Director and Staff

Section 1 – Executive Director: Is the chief executive officer of EEE and responsible for day-to-day business operations, management of the facilities, and hiring/dismissal of paid employees. The Executive Director is responsible to the Board of Directors as delegated by the Board of Directors for: the recommendation of policy and plans, the implementation of policy and plans as approved by the Board. The Executive Director is also responsible for the supervision of the Program Coordinator, the Accountant, Support Staff, and others; attending all meetings of the Board, the Executive Committee, and the Standing Committees and the preparation of both progress and annual reports. The Executive Director is responsible for conducting annual evaluations of paid employees and disbursing compensations or bonuses approved by the EEE Board of Directors. The Executive Director must work closely with the Treasurer/Financial Officer and the Budget and Finance Committee ensuring that expenditures, cash flow, grants, loans, pay raises, and bonuses are incorporated into the plans and budget. The Executive Director serves as a non-voting member of the EEE Executive Council and as such provides insight, suggestions, and guidance to the Board of Directors.

Section 2 – Appointment and Removal: The Executive Director shall be appointed by two-thirds vote of the Board of Directors for an indefinite term. Removal for cause shall be by two-thirds of the Board of Directors, after an opportunity to respond to any allegations for cause. The Executive Director must furnish the EEE Chairman of the Board a written notice at least a minimum of 90 days in advance of intent to leave that position. The purpose of the notice is provide the EEE Board of Directors the opportunity to seek out and find qualified applicants for replacement as well as some transitional turn-over.

Section 3 – Staff: The Executive Director is directly responsible for the hiring/dismissal, supervision, preparation of annual appraisals or evaluations, and disbursing compensations or bonuses approved by the EEE Board of Directors for all staff members.

ARTICLE X

Finance and Administration

Section 1 – Fiscal Year: The EEE fiscal year shall begin on the first day of July and end on the last day of June each year.

Section 2 – Insurance Coverage: Vehicles, Facilities, Commercial Crime Coverage, Liability, and Non-Profit Organizational Insurance coverages should be explored and included in the operational expenses of the Esperanza En Escalante. The Board of Directors must take every action to preserve and protect EEE.

Section 3 – Budget: With recommendations from the respective Budget and Finance Committee, the EEE Executive Committee shall adopt, in advance of the next fiscal period, an annual operating budget governing all activities of EEE.

Section 4 – Audit: The accounts of EEE shall be audited at least annually by a Certified Public Accountant who shall be appointed by the Chairman of the Board , with the approval of the EEE Executive Committee, and who shall provide a report to the board. The Executive Director shall ensure that the Report of Audit is published as a Proprietary Document not for disclosure outside of the EEE Board of Directors unless authorized by the EEE Chairman of the Board or mandated by law.

ARTICLE XI

Amendments

Section 1 – These bylaws may be amended or repealed by a two-thirds vote of the board present at any Annual Meeting or Board Meeting, duly called and regularly held; notice of such proposed amendments is to be published in the official minutes at least thirty (30) days before such meeting. Amendments or repeals will be by two-thirds vote of the members present (See quorum Article IV, Section 3) at any EEE Meeting, duly called and regularly held. Notice of such amendments is to be given before such meeting. Amendments may be proposed by the EEE Executive Committee or Board Member, addressed to the EEE Executive Committee and received at EEE no later than sixty (60) days prior to the Annual Meeting. The EEE Executive Committee shall present all such proposed amendments to the board with or without recommendation.

Section 2 – Corrections: Upon the adoption of an amendment to the EEE Bylaws, the Executive Director may correct punctuation, grammar, or numbering where appropriate in the EEE Bylaws, if the correction does not change the meaning.

Section 3 – Effective Date: Unless otherwise provided, an amendment becomes effective upon the adjournment of the Annual Meeting(s) at which it is adopted.

ARTICLE XII

Dissolution

EEE shall use their funds only to accomplish the objectives specified in these bylaws. Any dissolution must be accomplished in accordance with the requirements of law in existence at the time of and during dissolution. On dissolution of EEE, any funds remaining shall be transferred to the Vietnam Veterans of America, Chapter 106, Tucson Arizona or if for any reason, such transfer is not feasible, to one or more other regularly organized and qualified charitable, educational or philanthropic organizations, to be selected by the EEE Executive Council.

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I hereby certify that the above by-laws were adopted by the Board of Directors of Esperanza En Escalante dated this date:

Chairman Board of Directors
Esperanza En Escalante

Vice-Chairman Board of Directors
Esperanza En Escalante

Secretary Board of Directors
Esperanza En Escalante

Witness
Esperanza En Escalante