



By-Laws

I. Name

1. The name of the organization shall be *Grandma's Gifts, Inc.*

II. Board of Directors

1. The Board of Directors shall serve without pay and consist of 6 members.
2. Eligibility criteria: Board member may be of any age, educational status, gender, orientation, race, ethnicity, religion, or socioeconomic class.
3. Board members shall serve 6 years once elected to the board and can serve for an unlimited number of terms.
4. Vacancies shall be filled by the Board, with the recommendation of the Executive Director.
5. Board members who do not attend (physically or by phone) at least 75% of scheduled board meetings in a year shall be dismissed from the Board.
6. Board members must all sign and abide by the organizations conflict of interest policy, whistleblower policy, as well as the by-laws, articles of corporation, and any other documents created in management of the organization.

III. Officers

1. The officers of the board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board.
2. Elected officers will serve a term of 3 years.
3. (a) The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b) The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence. (c) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

IV. Committees

1. The Board may appoint standing and ad hoc committees as needed.

29 **V. Meetings**

- 30 1. Regular meetings shall be held quarterly. The time shall be voted on by the members of
31 the board.
32 2. Special meetings may be held at any time when called for by the Chair or a majority of
33 Board members.
34 3. Agendas shall be provided at least 36 hours in advance.

35 **VI. Voting**

- 36 1. (a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no
37 formal action shall be taken except to adjourn the meeting to a subsequent date.
38 2. Passage of a motion requires a simple majority. Anyone who does not agree with an action
39 has the right to justify their beliefs, so this can be noted in the meetings minutes.

40 **VII. Conflict of Interest**

- 41 1. Any member of the board who has a financial, personal, or official interest in, or conflict
42 (or appearance of a conflict) with any matter pending before the Board, of such nature
43 that it prevents or may prevent that member from acting on the matter in an impartial
44 manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat
45 and refrain from discussion and voting on said item.

46 **VIII. Fiscal Policies**

- 47 1. The fiscal year of the board shall be January 1 to December 31.

48 **IX. Founders Clause**

- 49 1. The Founder, Emily Elizabeth Douglas, recognizes that by creating a Board of Directors
50 she has relinquished control to the Board to govern the organization.
51 2. The Founder will continue to represent as the "Vision" of the organization for as long as
52 she so chooses. This role cannot be passed to anyone other.
53 3. In the event that the Founder feels the organization has "lost its way" in the vision that it
54 was founded upon, she can place a "Coup" - taking back authoritative control.
55 4. If a Founder Coup has taken place, the Founder will only retain control until a new Board
56 has been created and new Primary Officers selected to once again govern the organization.

57 **X. Amendments**

- 58 1. These by-laws may be amended by a two-third vote of Board members present at any
59 meeting, provided a quorum is present and provide a copy of the proposed amendment(s)
60 are provided to each Board member at least 36 hours prior to said meeting.

61 **Record:**

- 62 • Adopted 8/8/2008 by vote of the Grandma's Gifts Board
63 • 5/23/2010 Founders Clause (IX) added and approved by vote of Grandma's Gifts Board