



# Edge of Seven Bylaws

## I. Name

1. The name of the organization shall be Edge of Seven Inc.

## II. Board of Directors

1. The Board of Directors shall serve without pay and consist of a minimum of three members and a maximum of 10 members.
2. The Executive Director will participate in meetings as a non-voting board member.
3. The eligibility requirements of board members are:
  - Fundraising experience or the ability to tap into donors to raise the minimum give or get amount
  - Knowledge of international development, nonprofit management, program evaluation, business development, sales, marketing, and/or strategic planning
  - Commitment to place Edge of Seven into their top three charity commitments for the year
  - Willingness to serve as a brand ambassadors for Edge of Seven to diverse communities.
4. Board members shall serve a two-year term.
5. Vacancies shall be recruited by the Board, with the involvement of the Executive Director.
6. The board will elect new members at the annual general meeting each year at which time, new terms begin
7. Board members who elect to terminate their service before their term is complete will be required to develop a succession plan for their seat and work with the Executive Director and Board Chair to find a replacement.
8. Board members with a meeting attendance rate below 75% will be dismissed from the Board.

## 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 one year.
3. (a)The Chair shall co-preside alongside the Executive Director 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 by majority vote, may appoint standing and ad hoc committees as needed.
2. The Executive Committee will be composed of the officers
3. The Advisory Board may be used as a supportive group for the organization and the board to lend advice and input.
  1. Sub Committees of the Advisory Board may include, Young Professionals committee of the advisory board and the Design Committee to support the organization.
  2. The executive director will manage the Advisory Board and subsequent committees within it.

## V. Meetings

1. Meetings shall be held as often as the board sees fit. Typically meetings will be called on the third Tuesdays of the month and may be in person or via the phone.

2. Special meetings may be held at any time when called for by the Chair or a majority of Board members with two weeks written or email notice to all board members.
3. An Annual Board Meeting schedule will be posted publicly
4. Agendas shall be provided at least three days in advance.
5. An Annual General Meeting will be scheduled once per year to vote in new board members, and gather reports from Committees.

## **VI. Voting**

1. (a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority (ie, one more than half the members present).
3. Voting may occur via phone or through email if all requirements (quorum, notice, etc.) are met.

## **VII. Conflict of Interest**

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

## **VIII. Fiscal Policies**

1. The fiscal year of the board shall be January 1<sup>st</sup> until December 31<sup>st</sup>.
2. The board will approve the Fiscal Policies document of the organization.

## **IX. Amendments**

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

Edge of Seven Board approval of these Bylaws on:

January 13, 2016