

BY-LAWS

MPC Ready

A California Nonprofit Public Benefit Corporation

Article I. Corporate Name

This corporation shall be known as “MPC Ready” with the name standing for Menlo Park Community Ready.

Article 2: OFFICE

The principal office of MPC Ready, for the transaction of business, is located with the President or at such other place as may be designated by the Board of Directors. The organization will focus its efforts within the Menlo Park zip code of 94025.

Article 3. PURPOSE

The primary purpose of MPC Ready is to work collaboratively to help build disaster prepared, and climate-change ready, neighborhoods through advocacy, outreach, education and training, resources, organization, and support by:

- Advancing a collaborative, whole of community disaster preparedness partnership across the Menlo Park community, including residents, government entities, faith community, non-profits, counterpart organizations, businesses, and schools.
- Identifying, connecting with and supporting vulnerable populations within neighborhoods, such as families with young children, seniors, people living alone, single parents, the unemployed or under employed, non-native English speakers, individuals with disabilities and those recently coming out of incarceration.
- Working collaboratively with the City of Menlo Park, and other local government agencies, to help advance best practices for community disaster resiliency across all residential population segments, including non-residential day visitors.
- To assist the City of Menlo Park and Menlo Park Fire Protection District, as requested, with community outreach, education and engagement, support at public safety events, and mitigation efforts focused on reducing risks.
- To support the City of Menlo Park, as requested, following a public safety emergency or disaster.
- To plan for MPC Ready organizational continuity, sustainability and future leadership.
- To conduct any ancillary or related activity in furtherance of the foregoing.

This Corporation shall be permitted to conduct other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

Article 4. MEMBERSHIP

Section 1. CORPORATE MEMBERS

The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 2: ASSOCIATES

Nothing in this Article 2 shall be construed as limiting the rights of the Corporation to refer to persons associated with it as “members” even though such person are not members, and no such reference can constitute anyone a member within the meaning of Section 5056 of California Nonprofit Corporation law.

Section 3: VOTING MEMBERS

Voting members must be active members. An active member lives within the Menlo Park zip code of 94025. The Board will determine more specific criteria for what constitutes an active member.

Section 4: MEMBERSHIP LIST

MPC Ready shall not allow its membership list, containing the names and addresses of each voting member, to be used, in whole or in part, by any person for any purpose not reasonably related to a member’s interest as a member.

We do not provide the membership list to government entities. However, relevant government officials may register for the MPC Ready Groups io communication mechanism and post directly to registered participants. We can also help the government to communicate to our members.

Section 3: RIGHTS AND RESPONSIBILITIES OF VOTING MEMBERS.

The Corporation shall have no fewer than five (5) or no more than twelve (12) Directors, the exact authorized number to be fixed within these limits by resolution of the Board, and collectively they shall be known as the Board of Directors. Within the overall Board, there will be an Executive Committee consisting of a Emeritus President, a President, a President Elect, a Recording Secretary and a Treasurer.

MPC Ready voting members elect the Executive Board, which has the responsibility for direction of MPC Ready, and such other actions as may be required by the California Corporations Code and these Bylaws. The President, in consultation with the Board, will appoint a Nominating Committee to determine a slate of candidates to be voted on by the Corporation’s active members. The voting may take place via an online mechanism or at the annual Membership meeting. Voting must occur within 30 days of January 1.

Section 4: MEMBERSHIP MEETINGS

- a. Regular membership meetings: Regular meetings of MPC Ready shall be held at such time and place as may be designated by the Board.
- b. Special meetings. Special meetings of the membership may be called by the Board, the Board President or by 5% or more of the members. Notice of a special meeting and the general nature of the business proposed, if any, shall be provided in accordance with the California Nonprofit Public Benefit Corporations Law governing membership rights and membership meetings.
- c. Annual membership meeting. The annual membership meeting shall be held within 30 days of January 1. This celebratory-style meeting will include volunteer recognition, review and showcase of accomplishments during the prior year, relationship building and new volunteer recruitment. It can also include a presentation from the Nominating Committee and a subsequent voting to confirm (or not) the proposed slate.
- d. Notice shall be emailed to the membership not less than 10 nor more than 30 days before the meeting. A quorum for the transaction of business at the annual membership meeting shall consist of at least 20 active volunteers present.

Article 5. GOVERNING RULES AND POLICIES

MPC Ready is organized within the structure of its own bylaws and policies. The Board of Directors (the Board) shall be the governing body of MPC Ready.

Article 6: DIRECTORS

Section 1: NUMBERS

MPC Ready shall have no fewer than five and no more than twelve (12) directors who collectively shall be known as the Board. The Executive Committee officers of MPC Ready shall consist of the Emeritus President, President, President Elect, Recording Secretary and Treasurer.

Any person 18 years of age or older may be nominated or elected to serve as a director.

The Directors must live within the City of Menlo Park zip code of 94025.

Directors should avoid real or perceivable conflicts of interest.

Section 2: POWERS

Subject to the provisions of these bylaws, and requirements of the California Nonprofit Public Benefit Corporations Law, the activities, and affairs of MPC Ready shall be conducted by the Board.

Section 3: DUTIES

It shall be the Duties of the Directors to take actions needed to establish and carry out various programs in support of MPC Ready's mission. Each Director will provide his/her/their address to the other Board members. The Directors as a body will establish meeting times for the Board and for the Membership. It will be the responsibility of the Directors to perform all duties required of them by these Bylaws.

The MPC Ready Board is a "working Board." Directors are expected to contribute a minimum of four (4) hours of volunteer time, on average, every month, to advance the mission and aims of the Corporation.

Section 4: NOMINATION AND ELECTION OF DIRECTORS

Not less than thirty (30) days before January 1, the President (with input from the Board) shall appoint a Nominating Committee. One Board Member shall serve as Chairperson of the Nominating Committee. The other Committee Members should be active MPC Ready members in good standing. The slate will be presented to the membership via an online mechanism and at the annual membership meeting. At the time the slate is presented, nominations from the floor may be received if each nomination is proposed in a motion, seconded, and passed by a majority vote of the members present and voting. Directors are elected via the online process or at the annual MPC Ready membership meeting.

Section 5: TERM OF OFFICE

Each Director shall hold office on the Board as specified in these Bylaws, and until his or her successor is elected and qualifies. The term of office will be one (1) year, ending at the close of the annual membership meeting or until a successor is elected, whichever comes later. Ideally, the President Elect and President customarily advance into the next positions of President and President Emeritus, respectively.

A Director may serve no more than six (6) consecutive one-year term. Such a person will be eligible to serve again as a director after a period of one year.

The terms customarily begin January 1 and end December 31.

Section 6: PLACE OF BOARD MEETINGS

Board meetings shall be held at a designated place by resolution of the Board. Meetings may be held by Zoom, or another videoconferencing software platform, if the Board elects to do so.

Section 7: REGULAR BOARD MEETINGS

Regular meetings of the Board shall be held at least 10 times a year. Times and places for the meetings shall be set by the Board.

Section 8: SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by any member of the Executive Committee. The purpose of a special meeting is to address important business matters that require action before the next regular meeting.

Section 9: NOTICE OF BOARD MEETINGS

Regular meetings of the Board shall have notice of no fewer than 3 days and no more than 30 days. Special meetings shall be held upon at least 48 hours of notice. Notice shall be delivered by telephone or email. Notice shall specify the place, day and hour of the meeting and the major items to be discussed.

Section 10: QUORUM FOR BOARD MEETINGS

A majority of the Executive Committee shall constitute a quorum.

Section 11: CONDUCT OF BOARD MEETINGS

Meetings of the Board shall be presided over by the President or, in his, her or their absence, by a chairperson pro tempore chosen by most of the Director's present at the meeting. The Recording Secretary shall act as the Secretary for these meetings.

Except as otherwise specifically set forth in these Bylaws, all meetings shall be conducted pursuant to *Robert's Rules of Order Simplified*.

Section 12: IN BETWEEN BOARD MEETINGS

The Executive Committee is empowered to act on behalf of the Board, when necessary, between Board Meetings.

Section 13: PUBLIC PARTICIPATION AT BOARD MEETINGS

The Board Meetings will be publicly noticed and the public invited to attend. Meetings may include "Closed Sessions" so the Board may discuss sensitive topics. There will be a general public comment period at the beginning and end of each topic.

ARTICLE 7: BOARD OFFICERS

Section 1: COMPENSATION

Officers shall serve without compensation. With Board approval, Officers may be allowed and paid their actual and necessary expenses incurred in fulfilling their duties.

Section 2: VACANCIES

Any midterm vacancy on the Board, caused by death, resignation, removal, disqualification or otherwise shall be filled by the Board. In the event of a midterm vacancy in any office other than that of President, such officer vacancy shall be filled by the President with concurrence by the Board.

Section 3: DUTIES OF THE EMERITUS PRESIDENT

The Emeritus President shall serve as the senior advisor to the President, filling in for the President in the absence of the President Elect. The Emeritus President may also help the President with his/her/their duties in other ways, based on mutual agreement.

Section 4: DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the Chapter. The President shall supervise and manage the affairs of MPC Ready and the activities of the officers and act as the primary liaison to the City of Menlo Park, other government entities, counterpart groups and other organizations relevant to MPC Ready's mission and aims. The President shall preside at all meetings and execute such contracts, checks or other instruments which may be authorized by the Board. The President shall appoint all special or standing committee chairpersons with approval of the Board and accept on behalf of MPC Ready any contribution, gift, bequest, or device for charitable or public purpose of MPC Ready.

Section 5: DUTIES OF THE PRESIDENT ELECT

In the absence of the President, the President Elect shall perform all the duties of the President and when so acting shall have all the power and be subject to all the restrictions on the President. The President Elect shall have other powers and perform such other duties as may be prescribed by these bylaws or by the Board.

Section 6: DUTIES OF THE RECORDING SECRETARY

The Recording Secretary shall keep a record of the minutes of the Board meetings and retain documents of the organization.

Section 7: DUTIES OF THE TREASURER

The Treasurer shall have charge and custody of all funds; be chair of the budget committee; be responsible for dispersing all funds according to the recommended annual budget as approved by the Board; be responsible for maintaining financial records; render a report at least quarterly; submit books to be audited at the termination of tenure and make certain that proper notification has been given to the bank regarding change of signature at termination of office.

ARTICLE 8. COMMITTEES

Section 1: STANDING AND OTHER WORKING COMMITTEES

The Board may appoint or disband standing or other working committees as it may find necessary and appropriate. The Chairperson and members of the committees shall be members of the Chapter in good standing. Active members may also propose to the Board various committees that they are willing to serve on as the Chair, Co-Chair, Vice Chair, or working member. Serving on a Committee provides an important way for members to advance the mission and aims of MPC Ready via tangible deliverables. We encourage and value committee service as a way to share the work, and enhance the brainstorming of ideas.

Section 2: ADMINISTRATIVE GUIDELINES FOR COMMITTEES

The Board shall establish guidelines for each committee indicating the responsibility for appointment of members and chairperson; responsibility for direction of the work; budget and financial responsibilities and constraints; tenure of chairperson and members and such other matters as needed for the orderly administration of each committee.

ARTICLE 9. RECORDS

Section 1: MAINTENANCE OF RECORDS

MPC Ready shall maintain copies of the minutes of the Board meetings, minutes of the meetings of the membership, and adequate books and records of business transactions and account of assets, liabilities, receipts, disbursements, gains, and losses.

Section 2: ANNUAL REPORT

The Board shall develop and furnish an annual report no later than July 31. This report will include a financial statement, comments about MPC Ready's programs over the past year, and the reports of chairpersons of any Committees operating within MPC Ready.

Section 3: INSPECTION RIGHTS

Every Director and member, has a right to inspect MPC Ready's records and documents maintained in the standard course of the business of the organization. Notwithstanding the foregoing, a member's inspection rights and right of access to the MPC Ready membership list shall be in accordance with the provisions of the California Nonprofit Public Benefit Corporations Law, including that such inspection and access rights must be for a purpose reasonably related to the member's interest as a member.

ARTICLE 10: FISCAL YEAR

The fiscal year of MPC Ready shall commence on July 1 and end on June 30 of the following calendar year. This follows the City of Menlo Park's fiscal year and their election cycle for City Council members. The staggering of these times allows for a new Director to join the MPC Ready Board and get acclimated before important deadlines.

ARTICLE 11. BYLAWS AMENDMENTS

These Bylaws may be amended at a regular meeting of the Board by a vote of two-thirds of the members present and voting. Written notice of the proposed bylaws amendments must be provided to each Board member at least 30 days prior to such meeting. Notwithstanding the foregoing, any proposed bylaws amendments which materially and adversely affect the voting rights of the members shall also require the approval of a majority of the active members of the Corporation.

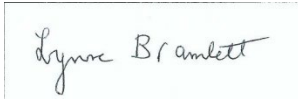
ARTICLE 12: ORGANIZATION DISSOLUTION

In the event MPC Ready dissolves, all assets shall be distributed to a similar organization for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code. No corporate profits or assets are to be shared by Members or Directors of the Corporation.

ARTICLE 13: CONFORMANCE OBLIGATIONS

MPC Ready should follow applicable Federal and State Laws, and best practices, for neighborhood-level disaster preparedness organizations. The Corporation adopts the 4C values for Voluntary Organizations Active in Disasters: Collaboration, Coordination, Cooperation and Communication and adds the fifth value of Community.

This is to certify that this is a true and correct copy of the MPC Ready bylaws and that these Bylaws were duly adopted by the Board of MPC Ready.



Date: December 6, 2023

Corporation President, Lynne Bramlett