

# **Kings Community Action Organization**

## **Board Bylaw**

BB 1030

Board Bylaw: POWERS OF THE BOARD OF DIRECTORS

### SECTION 1

Subject to the limitation of the Articles of Incorporation of these Bylaws, and of the California General Corporation law as to action to be authorized or approved by the Board of Directors, and subject to the duties of the Directors as prescribed in the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

- A. To establish the major policies governing the operation of the Corporation, shall have general supervision and control of the business and the affairs of the Corporation, and shall make rules and regulations not inconsistent with law or with the Articles of Incorporation or Bylaws for the management of the operations of the Corporation and the guidance of the Corporation.
- B. To change the principal office for the transaction of the business of the Corporation from one location to another within the same county; to fix and locate from time to time, one or more subsidiary offices of the Corporation within Kings County; to adopt, make and use the Corporate seal, and to prescribe the forms of certificates of membership, if any be used, and to alter such seal and forms as necessary, as in their judgment they deem best, provided such certificates at all times comply with the provisions of the law.
- C. To borrow money or incur indebtedness and to cause to be executed and delivered therefore in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore. Evidence of the ability to repay must be shown.
- D. To appoint an Executive Committee or any other committees and to delegate to the Executive Committee or any other committee any of the powers or authority of the Board of Directors in the management of the business and affairs of the Corporation, except the powers to adopt, amend and repeal the Bylaws. The Board of Directors shall have the power to prescribe the manner in which the proceedings of the Executive Committee, or any other committee, shall be conducted.
- E. To select and remove the Executive Director, prescribe such powers and duties for him/her as may be consistent with the law, with the Articles of Incorporation, or with these Bylaws, and to fix his/her compensation.

F. To maintain or cause to be maintained an accounting system, which shall be adequate to the requirement of the operations of the Corporation and to maintain, or cause to be maintained, proper records of all business transactions. Once in each year the Board of Directors shall secure the services of a competent public accountant, who shall make a careful audit of the books and accounts of the Corporation and render a report in writing thereon, which report shall be submitted to the Board of Directors of the Corporation. This report shall include at least:

- 1) A balance sheet showing the true assets and liabilities of the Corporation, and
- 2) A Combined Statement of Activities which shall reflect all revenues and expenses by Administrative, Fundraising, and Program categories, during such period.

G. To select one or more banks to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing and disbursing the funds of the Corporation and the form of checks, and the person by whom they shall be signed, and may change such banks and the forms thereof at will.

Approved by Board of Directors:	May 21, 1980
Revised by Board of Directors:	December 19, 1990
Revised by Board of Directors:	September 20, 2006
Revised by Board of Directors:	May 18, 2011
Revised by Board of Directors:	January 18, 2017
Revised by Board of Directors:	April 19, 2023