



CCOAS Inc.

CONSTITUTION & BYLAWS

CHURCHES CREATING OPPORTUNITIES AND SUCCESS

CCOAS Inc

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10/31/2008

CCOAS Inc.

Churches Creating Opportunities And Success.

Constitution & Bylaws

BYLAWS OF: CCOAS Inc.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be CCOAS Inc.

Section 2: The organization/corporation is organized exclusively for charitable, scientific and educational purposes, more specifically, to engage in the community as a community relations correspondent.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Council, and delegates' responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to 10 and not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least 6, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 4-year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7. Officers and Duties. There shall be five officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be send out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be send out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

Section 2: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of CCOAS Inc on, October 31, 2008.

Constitution

Constitution of: CCOAS Inc.

Article I—Name and Purpose

Section 1: The name of the Corporation shall be Churches Creating Opportunities And Success.

Section 2: Its Objective: To provide training to the communities as a community relations corporation in certain situations they may face in life. I.e. non-violence resolutions, youth interventions, community workshops, etc.

Article II—Laws

Section 1: the Constitution and Laws shall govern this Corporation association organized as a non-profit corporation under the laws of the state of California, and such Constitution and Laws as this corporation shall adopt from time to time.

Article III—Membership and Finances

Section 1: Membership shall be conferred only upon executive offices and member of the Board members who have met the qualifications set out in Article II of the Constitution of CCOAS Inc. The aforementioned must also fulfill such additional requirements as may be prescribed by this Constitution or by this corporation's bylaws.

Section 2: The privilege of holding office, introducing motions, debating, and voting shall be

limited to chairpersons only. Occasionally an outside senior member shall attend voting, debating only as a witness purpose or if chairperson is not available.

Section 3: No funds raised will be use for personal uses or as capital of any sense. The purposing of events fundraisers are specifically for public use and assistance.

Article IV—Officer, Duties, and Elections

Section 1: The executive officers of this corporation shall be the president, vice president, treasurer, Secretary, risk manager, recruitment chairperson, scholarship chairperson, and social chairperson. Other offices may be approved and duly adopted in the bylaws of this corporation.

Section 2: The duties of these officers shall be those set out in Chapter VI of the Bylaws of CCOAS, and such additional duties as may be prescribed by the bylaws of this corporation.

Section 3: These officers shall be elected by a majority vote of the Board membership present according to the bylaws of this corporation.

Article V—Meetings and Quorum

Section 1: Regular meetings of this corporation shall be held in accordance to the bylaws. The day, time, and location shall be approved at a meeting called by the executive committee at the start of each term.

Section 2: Special meetings may be called by the president, executive committee, and members in accordance to the bylaws of this corporation.

Section 3: A quorum shall consist of two-thirds of members in good standing for the transaction of all business at any regular meeting of this corporation.

Section 4: Robert's Rules of Order shall govern the meetings of this corporation in all cases in which they apply and where they are not inconsistent with the Constitution of CCOAS and the Constitution and Bylaws of this corporation.

Article VI—Committees

Section 1: The officers of this chapter shall constitute the executive committee of the corporation. The function of this committee shall be to transact necessary business of the corporation between meetings, and to do such other business as may be imposed on it by the bylaws of this corporation, or as may be referred to it by the chapter. There shall be regular meetings of the executive committee as provided in the bylaws.

Section 2: There shall be standing committees to promote the objects and interests of this corporation as are ordained by the bylaws. Their terms shall be the same and coincide with that of the officers.

Section 3: Special committees may be created by the executive committee or vote of the chapter at any chapter meeting, their terms to be fixed by the appointed authority.

Section 4: The Committee shall comprise of five members (chaired by the vice president) from each class within the chapter. The function of the committee shall be to promote community development and to provide self-governance for chapter members. There shall be regular meetings of the Committee as provided in the bylaws of this chapter.

Section 5: The cabinet committee shall comprise of all non-executive committee offices within the chapter. The function of the cabinet committee is to coordinate chapter activities. There shall be regular meetings of the cabinet committee as provided in the bylaws of this chapter.

Article VII—Amendments to the Constitution

Section 1: This constitution may be amended at any regular meeting of the chapter by a two-thirds vote of the active members of the chapter present and voting; provided notice of the proposed amendment shall be given at the two preceding regular meetings of the chapter; and provided that the amendment is consistent with the Constitution and Laws of CCOAS.

| Officer's Name | Officer's Signature | Date Signed |
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COAS Inc