

Bylaws of Colônia Portuguesa Divino Espírito Santo C.P.D.E.S. de Santa Cruz

ARTICLE I Purpose

Sec. 1

The general purpose of the Society is to promote awareness, appreciation, and understanding of Portuguese cultural heritage, traditions, and religious faith through education and community engagement.

ARTICLE II Name

Sec. 1

This Society shall be known as the Portuguese Society of Colônia Portuguesa Divino Espírito Santo, also known as C.P.D.E.S. of Santa Cruz, California, 95060.

Sec. 2

Founded in 1928, and Incorporated in 1951 under the laws of the State of California.

ARTICLE III Office

Sec. 1

The office and place of business of the C.P.D.E.S. Society shall be at the C.P.D.E.S. Hall, 216 Evergreen Street, Santa Cruz California, 95060.

ARTICLE IV Membership

Sec. 1

Any individual who is at least 18 years of age and is of Portuguese ancestry or married to someone of Portuguese ancestry shall be eligible for membership.

Sec. 2

Dues shall be \$25.00 per year per family, and \$25.00 per year per individual 18 years and older living in the same household who qualify under Section 1.

ARTICLE V Meeting

Sec. 1

The Society's annual meeting, known as the Festa das Contas, shall be held in September.

Sec. 2

The Board of Directors shall meet at least once per month preferably on the second Tuesday of each month, either in person, by phone, or via an online platform.

Sec. 3

Special meeting of the Society may be called by the Board of Directors upon giving notice to members by mail, email, phone, or in person to all active Board Members, and subject matter to be discussed at meetings.

Article VI Nominations and Elections

Sec. 1

Prior to the annual meeting, (Festa das Contas) in September, an email shall be sent to the membership soliciting nominees to serve on the Board of Directors. The email will also include a list of current Board members who have agreed to continue serving, with staggered two-year terms. To be eligible for nomination as a Director, individuals must be in good standing with all dues paid.

Sec. 2

Nominations for Directors, (not Officers or Trustees) shall be accepted via email up to 3 days prior to the annual meeting, (Festa das Contas).

Sec. 3

During the annual meeting, the slate of candidates will be presented, and nominations from the floor, if any, will be added, and the election shall be conducted, and the votes tallied.

Sec. 4

Election results of Directors shall be announced and a follow up email sent to our members.

Sec. 5

If the election cannot be held in person, the Board of Directors shall conduct an online platform meeting to hold the election meeting.

ARTICLE VII Board of Directors

Sec. 1

The Board of Directors shall consist of up to (29) twenty-nine active and dues paid (yearly) members elected by the general membership at the annual meeting.

Board of Directors are expected to actively participate in and support the majority of C.P.D.E.S. Hall functions, including events, activities, setup and cleanup duties, and general maintenance of the Hall and its grounds.

Sec. 2

A two (2) year term is recommended for each Board member, and upon end of their term may be renominated by the membership at the annual meeting. The Board consists of up to 29 serving staggered two-year terms, with approximately half of its Board members elected each year to ensure continuity.

Sec. 3

Board members must attend at least ten (10) meetings per year, unless given prior notice to an Officer or an emergency situation comes up. Notification of the missing of a meeting by either phone, personal contact or email.

The missing of four (4) consecutive meetings or functions per year without adequate reason, will be reviewed by the Board, and may be cause for dismissal by a majority vote by the Board.

Sec. 4

In case of a vacancy on the Board of Directors, the remaining Directors, by a majority vote, shall appoint a successor to fill the unexpired term.

If a meeting is cancelled, an appointed person or Secretary shall notify all Directors of the cancellation.

Sec. 5

Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business.

Sec. 6

Trustees will act as financial advisors for the Society. They will audit and certify Society financial records at the end of each fiscal year. The Treasurer may cooperate with the auditor(s) but shall not perform the audit. The audit results shall be presented to the Board at the next meeting after the completion of the audit.

Sec. 7

The Rental Director is appointed by the Board of Directors and is responsible for facilitating rental business. The Rental Director is authorized to sign rental contracts and agreements on behalf of the Society, subject to compliance with Board-approved policies and periodic audit.

ARTICLE VIII Duties of Officers, Directors and Trustees

Sec. 1

Elections: The Officers of the society shall consist of a President, Vice President, Secretary, Treasurer, Marshall and a Sergeant of Arms. The Officers shall be elected from and by the Board of Directors at the first meeting following the annual meeting in October and shall serve for two (2) years.

Sec. 2

President: The President shall preside at all meetings of the Society and Board of Directors. The President shall be responsible for supervision of the Society, and the official spokesperson of the Society. The President shall sign and execute all bonds, contracts, and other obligations. The President shall have check signing authority.

Sec. 3

At the annual meeting in September, the President shall appoint a Chairperson to form a Nomination committee for Officers in October. Additional nominations from the floor shall be permitted.

Voting for Officers shall be by ballot; however, when there is only one candidate for an office, the assembly may, by unanimous consent, dispense with the ballot vote and hold the election by voice or hand count.

Sec. 4

Vice President: The Vice President shall assist the President in the above responsibilities and in the absence of the President, the Vice President shall perform the duties as prescribed in Article VIII. In the event of a vacancy in the office of President, the Vice President shall serve as President until the next regular election.

Sec. 5

Secretary: Shall keep the minutes of all Board of Directors meetings and maintain an up-to-date list of all Society members. The Secretary is responsible for giving notice of all meetings, and in the absence of the President and Treasurer sign checks. Additionally, the Secretary shall jointly sign and execute all bonds, contracts, and other obligations of the Society with the President.

All papers, including meeting minutes, treasurer's reports, and newsletters, of the Society shall be stored in the Hall's locked office and preserved for historical purposes, and may not be disposed of. Bylaws are available upon request or available on the Society's website.

Sec. 6

Treasurer: The Treasurer shall have custody of all funds and securities of the Society and shall keep accurate records thereof. Treasurer shall sign checks of the Society and shall deposit all funds of the Society in the bank or banks as may be designated by the Board of Directors. The Treasurer shall prepare for the Board a monthly statement of the receipts and expenditures. An annual report shall be presented at the annual meeting. The treasurer's reports shall be kept with all the papers. Refer to Sec 5, second paragraph.

Sec. 7

Marshall: The Marshall shall have charge and custody of all flags, banners, badges, and emblems of the Society and shall display flags, banners and other emblems for all meetings of the Society or as directed by the Board of Directors.

Sec. 8

Sergeant at Arms: The Sergeant at Arms is responsible for keeping order during all meetings of the Society and Board of Directors and assisting with any disruptions Enforce the Society's rules and procedures following Robert's Rules of Order. Ensure the meeting location is safe and secure, managing who can enter. Help carry out other tasks assigned by the president or board of directors.

Sec. 9

Trustees: The Trustees shall serve as members of the Board of Directors and consist of three individuals responsible for governance, financial oversight, event and facility support, attending monthly meetings, and upholding the Society bylaws and integrity.

The Trustees shall be responsible for the accuracy of the society's financial and conduct an annual audit.

Sec. 10

Directors: The Directors shall serve as members of the Board of Directors and consist of a maximum of twenty individuals tasked with community representation, attend monthly meetings, event support, facility oversight and upholding the bylaws while acting in the best interest of the Society.

Sec. 11

The Board of Directors is composed of 6 Officers, 3 Trustees, and 20 Directors, for a total of 29 Board members.

ARTICLE IX Seal

Sec. 1

The Board of Directors shall provide a suitable seal containing the name of the Society's and the date of its inception. Which Seal shall be stored safely in the Hall's office.

ARTICLE X Crown

Sec. 1

The Crown of the Holy Ghost of Santa Cruz is the sacred property of the Society and will stay at the Hall or kept with the President. The Board of Directors and shall have the authority to establish reasonable rules governing its safeguard.

Sec. 2

The Marshall has a set of rules and responsibilities for the handling of the Crown.

ARTICLE XI Amendments

Sec. 1

Bylaws may be amended by a majority vote of the members presents at the annual meeting of the Society or at any special meeting called for that purpose.

Sec. 2

A quorum at the annual Festa das Contas or special meeting shall consist of thirty (30) members in attendance at the meeting.

ARTICLE XII Parliamentary Authority and Separability Clause

Sec. 1

This Society will use the most current edition of *Robert's Rules of Order* to guide how we run our meetings, unless those rules conflict with these bylaws or any special rules we've adopted. If any part of these bylaws turns out to be against the law, either now or in the future, that part won't apply anymore, but the rest of the bylaws will still stand.

ARTICLE XIII Annual Festa

Sec. 1

The Annual Festa is to be held the first Sunday in July.

Article XIV Finances

Sec. 1

The Societies fiscal year runs from August 1 to July 31. The President, Treasurer, and Secretary are authorized to sign checks on behalf of the Society.

Secretary
Lesley Locey

President
Fernanda Oliveira

Bylaws amended on