

By-Laws
Advocates for Victims of Violence, Inc.
(revised as of 5/30/07)

ARTICLE I
Offices

The principle office of the corporation shall be located in the City of Valdez, Alaska.

ARTICLE II
Members

Section 1) Classes of Membership:

The corporation shall have the following classes of membership.

- A) Youth/Student Member: A person under the age of nineteen (19) or a student, who contributes annual dues to the corporation in the amount of Ten Dollars (\$10.00) per year.
- B) Annual Member: A person who contributes annual dues to the corporation in the amount of Twenty Dollars (\$20.00) per year.
- C) Family Members: A family which contributes annual dues to the corporation in the amount of Twenty-five Dollars (\$25.00) per year.
- D) Supporting Member: A person who contributes **annual dues of** Fifty Dollars (\$50.00) or more, up to and including One Hundred and Forty-nine Dollars and Ninety-nine Cents (\$149.99), to the corporation.
- E) Sustaining Member: A person who contributes **annual dues of** One Hundred and Fifty Dollars (\$150.00) or more to the corporation.
- F) Volunteer Member: A person who contributes four hours of volunteer time per month (or 48 hours per year) **in lieu of monetary dues** to the organization.
- G) Organizational Members: An agency, corporation, or organization which contributes **annual dues** ~~a minimum~~ of One Hundred Dollars (\$100.00) **or more** per year to the organization.

Rationale: Membership is not automatic based on a donation. Membership is a choice made by individuals and organizations.

Section 2) Qualifications: Membership is open to anyone without regard to age, sex, race, creed, religion, sexual orientation, marital status, pregnancy, parenthood, political affiliation, national origin, mental or physical disability, or veteran status. Members shall support the

purposes of the corporation as set forth in the Articles of Incorporation and shall accept the principles of open and democratic decision-making.

Section 3) Voting Rights:

- A) Each member sixteen (16) years or older, including each such member of a family holding a family membership, shall be entitled to one vote on all matters submitted to a vote of the members. Each member of a family membership must be listed on the membership application to be considered eligible to vote. Voting rights must be exercised in person or by proxy as evidenced by written authorization from an absent member.

Questions: Who holds the voting rights of an organization? A particular person? The person who holds a specified position within the member organization? Other?

- B) In order to vote on all matters submitted to a vote of the membership, a new member must have initiated his/her membership no fewer than thirty days prior to election. (For the purpose of this section, the postmark on the envelope containing the dues, or the actual receipt date shall be the date of initiation of membership).
- C) In order to vote on all matters submitted to a vote of the membership, all continuing members, except for sustaining members, must renew their membership prior to the time the vote is taken.
- D) All membership notices will be sent to the members last known address. If an unopened notice is determined undeliverable and thereby returned to the corporation, that membership will be considered "suspended". If a current address becomes available at a later date, the member will be reinstated for the remaining portion of his/her paid membership. Credit will not be applied for the time in which a member was not able to be contacted.

Section 4) Transfer of Membership: Membership in the corporation is not transferable or assignable.

ARTICLE III Meetings of Members

Section 1) Annual Meeting: A meeting of all members shall be held annually during the last four months of the fiscal year, March - June.

Section 2) Special Meetings: Special meetings of the members may be called by the President, the Board, or not less than twenty-five percent (25%) of the membership. Special meetings shall require written or verbal notification to all members pursuant to Section 4 of no fewer than two (2) nor more than thirty (30) days prior to the date of the meeting.

Section 3) Place of meeting: The Board may designate any place within the State of Alaska as the place of meeting for any annual or special meeting.

Section 4) Meeting Notices:

- A) Notices of annual or special meeting shall contain the date, time, and place of such meetings and for a special meeting, the purpose for which the meeting was called. During a special meeting, any other matter may be considered with the consent of two-thirds (2/3) of the votes of the members present.
- B) The Board shall be responsible for notification of the annual meeting; the Board or the person or persons who call a special meeting shall be responsible for notification of such a meeting.
- C) Notices sent by mail shall be deemed delivered when mailed, if sent at least two days before notice is required to be received under these by-laws; otherwise delivery of mailed notices shall take place upon the actual arrival at the member's address.

Section 5) Voting: An affirmative majority of the votes cast shall be necessary for adoption of the matter voted upon, unless a greater proportion of votes is required by these by-laws. In an election, the top vote getters in descending order, up to the number of vacancies, shall be considered to be elected.

Section 6) Quorum: One-tenth (1/10) of the membership or five (5) members, whichever is larger, shall constitute a quorum at membership meetings.

ARTICLE IV
Board of Directors

Section 1) Responsibilities and Powers of the Board: The Board shall have full authority and responsibility for management of the affairs of the corporation and shall be empowered to determine policy and make legal commitments for the corporation. Board members shall:

- A) Adhere to the principles of open and democratic decision making;
- B) ~~B)~~ be willing to devote at least three (3) hours per ~~week~~ **month** to corporation work including attendance at meetings;
- C) If not an officer of the corporation, assume membership on at least one of the committees of the corporation;
- D) Accept fiduciary authority for corporate finances.

Notwithstanding the above requirements, to encourage Board membership by persons from diverse occupations and life situations, the board may excuse specific Board members from

fulfilling the obligations of subsections (b) and (c) for limited time periods when such member's circumstances temporarily preclude such assumptions of responsibility.

Section 2) Number, Tenure, and Qualifications:

- A) Board members must be at least nineteen (19) years old and shall have been members of the corporation for at least thirty (30) days prior to their election or appointment. No staff member or employee of the corporation may serve on the Board.
- B) There shall be no fewer than five (5) and no more than thirteen (13) members of the Board. The Board shall establish the number of members to be chosen at a particular annual election within these limits sixty (60) days prior to the election. The number of seats may be increased within the limits of this section by one (1) or two (2) seats between annual elections, but may not be so reduced between elections unless a vacancy otherwise occurs.
- C) All Board members shall serve for two (2) year terms, with one-half (1/2) of the terms up for election at each annual membership meeting. Where a vacancy occurs in a two (2) year term before or at the end of one (1) year, the persons elected at the next annual meeting shall draw lots to fill the un-expired one (1) year term. All others shall serve for (2) years.
- ~~D) Board members can serve up to three (3) full terms successively. At the end of three (3) terms, the Board member must have at least one (1) year of separation from the Board, before being eligible for re-election.~~

Rationale: Continuity on the Board of Directors and knowledge of agency history are disrupted by term limits. Board consensus is that term limits are not of benefit to the organization.

Section 3) Nominating Committee: The Board may establish a nominating committee to alert members to the approach of an election and to invite their interest in seeking a position on the Board. Any member meeting the qualifications of these by-laws may run for election to the Board. Advocates for Victims of Violence shall strive to maintain a Board of Directors that is representative of the populations and communities we serve.

Section 4) Election Procedures: The Board may establish procedures for the government of election not inconsistent with these by-laws.

Section 5) Vacancies: A vacancy occurring on the Board for any reason may be filled by the majority vote of the remaining Board members. A member of the Board so elected shall serve until the next annual meeting.

Section 6) Removal for Cause: A Board member may be removed for cause by a vote of the membership initiated by Board action or petition of twenty-five percent (25%) of the membership. ~~However, any Board member who has more than three (3) unexcused absences in a year from the dates he/she first became a member of the Board shall be automatically terminated as a Board member.~~ **The Board shall (may?) review the membership of any Board member who has more than three (3) unexcused absences in a membership year, and may take action to terminate Board membership of the inactive member.** It is the responsibility of the Board member who is absent to notify the President or, if the President cannot be reached, another officer, ~~two (2) days~~ in advance of the absence, ~~if circumstances permit~~, and indicate the reason for the absence. Excused absences include sickness, travel, and other personal emergency. The President shall have final authority to determine if an absence is excused or unexcused.

Rationale: Automatic termination does not benefit the Board or the organization. Termination should be based on a review of the situation.

Section 7) Informal Action by Board: Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting, if consent in writing, setting forth the actions so taken, shall be signed by all members of the Board.

Section 8) No Board Member may become an employee for the corporation and remain on the Board. No Board members may accept a contract for goods or services from the corporation without a 2/3 vote of the Board.

ARTICLE V Meeting of the Board of Directors

Section 1) Regular Meetings: The Board shall establish such regular weekly or monthly meetings as it deems necessary, in no event fewer than ten (10) regular / committee meetings per year. All directors shall be notified of the original yearly schedule of such regular meetings and of any changes thereafter.

Section 2) Special Meetings: Special meetings of the Board may be called at any time by the President or upon the request of one-third (1/3) of the Board members. At least twenty-four (24) hours notice, oral or written, shall be given, including a statement of the purposes for which the meeting is called. Meetings of the Board may be held without such notice when all Board members are present or when all consent to the holding of such a meeting. The presence of a Board member at any such meeting shall be deemed a waiver of notice thereof by such member, unless he or she attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3) Quorum: Five board members or 50% of the board, which ever is less shall constitute a quorum for transacting business.

Section 4) Voting: Each Board member shall be entitled to one (1) vote exercised in person or via teleconference.

Section 5) Executive Sessions: The Board of Directors shall be empowered to convene an executive session to discuss four subjects:

- A) Financial matters, public knowledge of which could harm the corporation;
- B) matters, discussion of which would necessarily reveal the location of a safehome or the name of any client, including those residing in the shelter or safehome;
- C) subjects that tend to prejudice the reputation and character of any person, provided that in a grievance hearing the aggrieved party may request a public hearing;
- D) personnel matter.

Executive sessions shall be agreed upon in open session, upon statement of the subject and a majority vote of the Board, after the Chair receives a motion from one Board member for such a session. No official action may be taken in an executive session.

Section 6) Open Meetings: Advocates for Victims of Violence adopts the Open Meetings Act, AAC13.90.020(6) as a precept of its manner of proceedings. The Board of Directors shall be guided by and conform with the terms and conditions of the Open Meetings Act as it applies to the organization.

Concern: Current practice does not conform to the Open Meetings act as we do not publish meeting agendas prior to the meeting. This could be addressed by publishing agendas on our website.

ARTICLE VI Officers

Section 1) Officers: The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer.

Section 2) Election: the officers shall be elected by the Board at its first meeting following the annual meeting.

Section 3) Term: The officers, unless sooner removed by the Board, shall hold office for one (1) year or until their successors are chosen. Any officer may be removed from office at any time by a vote of two-thirds (2/3) of the Board members. If any office becomes vacant for any reason, the Board shall elect a successor who shall hold office for the un-expired term.

Section 4) Powers and Duties:

- A) President: The President shall be the principle executive officer of the corporation and shall in general supervise the business affairs of the corporation. The President shall be empowered to sign documents for the corporation, upon Board approval. The President shall preside at all meetings of the Board or of the general membership and shall be responsible for the agenda for such meetings. The President shall also act as an ex-officio member of all committees except such nominating committees as might be appointed.
- B) Vice-President: The Vice-President shall assume the duties and powers of the President in the absence, inability, or refusal to act of the President and shall assist the President in all ways and perform such other duties as may be prescribed by the Board, including those in Article VII, Section 3.
- C) Secretary: The Secretary shall be responsible for keeping an accurate record of the proceedings at all meetings of the Board and the general membership; shall be responsible for sending out meeting notices and minutes, as directed by the President and/or the Board; shall be responsible for keeping a register of the names and addresses of members of the corporation, including an indication of those entitled to vote; shall be responsible for keeping records of persons in attendance at each meeting of the Board or general membership.
- D) Treasurer: The Treasurer shall have oversee custody of all funds of the corporation; shall oversee disbursements as authorized, either by specific action of the Board or by Board adoption of the budget; and shall perform such other fiscal duties as are appropriate in the operation of the corporation and as the Board may direct.

ARTICLE VII Committees

Section 1) Appointment of Committees: The Board shall appoint committees as deemed necessary by the Board.

Section 2) Committee Meetings and Reports: The committees shall meet on a schedule deemed necessary by the Board and make recommendations as assigned.

Section 3) Supervision of the Committees: The Vice-President shall supervise the committees to make sure the meetings are held and information is given to the Board in conformance with Section 2 of this Article.

ARTICLE VIII Staff

The Board may employ such staff as it deems appropriate to carry out the work of the corporation. Staff responsibilities shall be set forth in job descriptions. The Board may delegate authority to select staff, to the Executive Director, or other program directors. Staff shall be subject to personnel policies and procedures as set forth by the Board. Such policies and procedures shall be written for and distributed to all staff members.

ARTICLE IX Contracts, Checks, Deposits, & Funds

Section 1) Contracts: The Board may authorize any officer (s) or agent (s) of the corporation, in addition to those officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2) Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer (s) or agent (s) of the corporation in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and counter-signed by another officer of the Board.

Concern: Current practice does not appear to conform to this section. Currently the Executive Director and three Board officers have signature authority. We could change by-laws or pass a Board Resolution specifying signature authority.

Section 3) Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4) Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or any special purpose of the Corporation meeting the requirements of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X Fiscal Year

The fiscal year of the corporation shall begin the first (1st) day of July and end on the thirtieth (30th) day of June each year.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given under the provisions of the statute, the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person (s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
Adoption of and Amendment to the By-Laws

These by-laws may be amended by a majority of the membership present at a regular membership meeting or at a special meeting called for that purpose. The Board shall give at least seven (7) days written notice of intention to propose specific amendments at a regular or special membership meeting. The full text of the proposed amendments shall be made available to the membership at the meeting at which the amendments are considered.

ARTICLE XIII
Membership Year

The membership year shall run from January first (1st) to December thirty-first (31st) of each year.

CERTIFICATION

The undersigned President of the Advocates for Victims of Violence does hereby certify that the foregoing by-laws were duly adopted by the Board of Directors as the by-laws of the corporation on the _____ day of _____, _____.

Janis Johnson, Board President

Date