

ARTICLE I: Name of the Corporation

The name of the corporation shall be The Domestic Violence Service Center, Inc.

ARTICLE II: Purposes

The Domestic Violence Service Center is a non-profit corporation, the purpose of which is to work toward the elimination of domestic violence. The Corporation's efforts will include the provision of prevention, education, intervention, and protective and supportive services. The Corporation will exercise all other rights and powers conferred upon corporations under the Law of Corporations Not-For-Profit P.S.C.A., Sections 101 et. seq., of the Commonwealth of Pennsylvania; provided, however, that the Corporation shall not engage in any activities or exercise any powers excluding those specifically mentioned herein, that are not in furtherance of the specific and primary purpose of the Corporation.

ARTICLE III. Board of Directors

1. Powers: The general control and management of the Corporation shall be vested in a Board of Directors. Their powers will include the formulation of policy and the sole authority to raise and expend Corporation funds and to acquire and dispose of Corporation assets. The Board of Directors exercise any such additional powers and execute any such acts which are lawful and which further the purposes of the Corporation.

2. Number of Directors: The Board shall consist of not less than eleven members, nor more than seventeen members.

3. Selection of Directors: The term of Board membership is three years (with the exception of life directors – see c. below). Sitting Board Members may be considered for reappointment at the end of each three year term. Individuals shall be nominated by a nominating committee and elected by the Board of Directors. Candidates for Board membership must participate in an orientation which will include the Corporation's history and services and the dynamics of domestic violence. The nomination of Board members will occur throughout the year and Board members may be elected at any duly called meeting of the Board of Directors. For those Directors who are elected officers, the time served as an officer shall not be counted as part of their Board term.

a. Nonvoting Classes of Directors. The Board may create nonvoting classes of directors (such as advisory, honorary) and may elect persons to serve in such capacities.

b. Inactive Status: A director may request a leave of absence and assume inactive status by submitting a written request to the President or Secretary of the Board, which shall then be subject to acceptance by the Board of Directors. A Board member may request one continuous period of inactive status during any three (3) year term as Board member, which period shall be no less than two (2) months nor more than six (6) months. No more than two (2) directors shall be allowed to be on inactive status at any point in time. A Board member on inactive status forfeits voting privileges and any other right to act on behalf of the Corporation.

c. Life Directors: The Board may elect persons to serve as Life Directors. These positions shall be reserved for those individuals who have made significant financial or programmatic contributions to the Board during their terms as Board members. To be eligible to be considered as a Life Director the individual must be at a minimum 65 years of age and have served on the Board over 10 years. The position is a voting position when the individual attends meetings. Their presence shall be counted towards a quorum, but the position shall not be counted as an authorized director in determining the number needed for a quorum.

4. Resignation: Any director may resign at any time by delivering a written resignation to the President of the Board or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

5. Removal: Any director may be removed at any time for good cause by the affirmative vote of two-thirds of the members of the Board present at a Board meeting. The member in question shall be notified in advance of the proposed removal.

6. Vacancies: Whenever the number of directors shall for any reason be less than the authorized number, the vacancy may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

7. Regular Meetings: Regular meetings shall be held bimonthly on the second Tuesday of the month at 5 p.m. at the Corporation's Luzerne County office. The conduct of all meetings shall be according to Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of the Commonwealth of Pennsylvania, and said Rules of Order shall be the final authority, unless otherwise provided in accordance with the By-Laws. The presence at any meeting of the Board of Directors of no less than a majority (50% plus one) of the authorized number of directors thereof shall be necessary and sufficient to constitute a quorum. If a quorum is not present, a meeting shall be set by attending board members, as soon as possible, allowing for adequate notice of such meeting to be sent.

a. Electronic Meetings: Meetings of the Board of Directors (including committees) may be conducted electronically by telephone conference or other communications systems, whereby all persons participating in the meeting can communicate with each other so long as not prohibited by law. A roll call will inform the participation in a meeting in this manner in order to constitute the presence for the purpose of establishing a quorum, and all Directors will be allowed to vote by this medium. Furthermore, it is permissible for a Director to appear at a meeting of the Board of Directors (including committees) via electronic means.

8. Special Meetings: Special meetings shall be held as necessary when called by the President or any eight directors. Each Board member shall receive personal notice specifying the purpose of the special meeting at least twenty-four hours prior to the meeting.

9. Notice: Notice of each regular meeting of the Board of Directors shall be mailed to each director's residence or usual place of business, not less than five nor more than ten days before the day on which the meeting is to be held. Each such notice shall state the agenda and the day, time, and place of such meetings. (2/89)

10. Quorum: A quorum for a meeting of the Board of Directors shall consist in the majority (50% plus one) of the authorized number of directors who are not on inactive status on the date of the meeting.

11. Organization: At each meeting of the Board of Directors, the President of the Board shall preside thereof; or in case of absence, then the Vice-President shall so act.

12. Voting: At all meetings of the Board of Directors, except as otherwise expressly required by the By-Laws, all matters shall be decided by the vote of a majority of directors present at the meeting. With regard to the acquisition or transfer of real estates, a 2/3 majority is required.

13. Annual Reports: The Executive Committee of the Board of Directors shall present annually at a meeting of the Board of Directors an annual report of the Corporation's activities during the preceding fiscal year (and other such reports as at the time may be required by all applicable statutes).

14. Attendance: Attendance: Any director who has three consecutive absences from properly noticed Board meetings is removed automatically from the Board of Directors unless the Board votes to retain that director's membership. Written notice of the automatic removal shall be provided to the former director by the President of the Board.

15. Action by Board of Directors Without A Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board and the action taken shall have the same force and effect as a unanimous vote of the directors.

16. Committees: Members of the Board shall be expected to be active on at least one committee of the Board. Such committees shall be formed at a meeting of the Board at such times as a majority of Board members decide a committee of this nature is necessary, either permanently or temporarily. With the exception of the Executive Committee, all committees are advisory only, have no authority to act on behalf of the Board, and may only present its recommendations to the Board for action. The scope of the authority of the Executive Committee is described in item 16a.

With the exception of the Executive Committee, all Committees shall be comprised of Board Members, with Non-Board Members also allowed to serve on Committees under such circumstances as determined by the Board. The Executive Committee shall only be comprised of active Board Members.

a. Executive Committee: The Executive Committee shall be composed of the officers of the Corporation which include the President, Vice-President, Second Vice-President, Secretary, and Treasurer. The outgoing president shall become a voting member of the Executive Committee for one year following her/his term of office. The Executive Committee shall also consist of the chairperson of each standing committee. The Executive Committee shall be authorized to act on such matters not requiring total board approval as determined by the bylaws or the laws of the Commonwealth of Pennsylvania, in months when there is no scheduled board meeting or at any time when a matter requires immediate attention and the board is unable to meet in a timely manner as determined by the circumstances. All actions of the Executive Committee shall be reported at the next scheduled meeting of the Board. Four (4) members of the Executive Committee shall constitute a quorum.

b. Standing Committees: The Chairperson of each standing committee shall be appointed by the President at such time a vacancy occurs. The following shall be standing committees of the Board:

i. Finance and Audit Committee: The committee prepares the Corporation's annual budget, reviews all budgets and budget-related business that arises during the year, and reviews and approves extraordinary expenditures, grant applications, and investments. This committee shall meet at least quarterly. The Treasurer of the Board is the chairperson of this committee.

ii. Program Committee: This committee is responsible to make recommendations to the Board to help assure that the Corporation is fulfilling its stated purposes in accordance with its philosophy and goals. The committee translates the Corporation's philosophy into policy and program, evaluates its services, identifies program needs, and makes recommendations regarding the purposes, philosophies, long and short term goals, and programs, on a year-to-year basis.

iii. Personnel Committee: This committee makes recommendations to the Board regarding personnel policies and practices. It reviews job descriptions and performance evaluations, recommends salary adjustments, and assists with grievance and termination procedures. This committee acts in consultation with the Executive Director in personnel-related matters. In conjunction with the Executive Committee, the committee also evaluates the performance of the Executive Director.

iv. Nominating Committee: This committee recruits, screens, and selects Board members who will be committed to the purposes of the Corporation, and actively participate in the work of the Board. The committee is responsible for the education of Board member nominees concerning the issue of domestic violence, the activities of the Domestic Violence Service Center, and the responsibilities of Board members. This committee also makes nominations for officers.

v. Marketing and Fundraising Committee: This committee works to promote a positive image of the Agency in the community and maintain visibility of the Center's services, public education, fundraising efforts, and other activities such as staff promotions and annual meetings. The committee provides community awareness about the issue of domestic violence and the Corporation's services and programs. It consists of Board members, volunteers, and Executive Director, with the Executive Director being the official spokesperson of the Corporation. All public relations reflect the goals and philosophy of the Corporation. The committee explores and develops ideas for fundraising events, and coordinates these events with help from a volunteer committee of organizers and helpers. This committee shall meet at least quarterly.

vi. Strategic Planning Committee: This committee shall ensure the existence of a strategic plan and monitor progress on the plan, in order to guarantee the agency's long-term needs are met. The monitoring process shall include examination of progress toward the plan's goals and on-going evaluation of internal and environmental changes. The committee may be comprised of representation from the Board, staff, consumers, and volunteers.

c. Ad Hoc Committees: Ad Hoc Committees shall be appointed by the President as necessary.

ARTICLE IV. Officers

1. Titles and Qualifications: The officers of the Board of Directors shall include a President, Vice President(s), Secretary, and Treasurer.

2. Election and Term of Office: Election of officers shall occur in the month of June of each year. The terms of office for all offices are for a two-year period. The offices of President, Vice-President(s), Secretary, and Treasurer commence on the first day of July following their respective elections.

3. Resignations: Any officer may resign at any time by delivering a written resignation to the President or Secretary of the Board. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

4. Removal: Any officer may be removed at any time for cause by a vote of the majority of directors then in office at a meeting, the notice of which shall have specified the proposed removal.

5. Vacancies: Any vacancy in an office may be filled for the unexpired portion by nominations forthcoming from the Nominating Committee or members of the Board of Directors.

6. Duties of the Officers

a. President: The President of the Board shall preside at all meetings of the Board of Directors of the Corporation and shall have such other powers and duties not inconsistent with these By-Laws as may be assigned to her or him from time to time by the Board of Directors.

b. Vice President: The Vice President of the Board shall act in the absence of the President and shall have such other powers and duties not inconsistent with these By-Laws as may be assigned to her or him from time to time by the President or the Board of Directors.

c. Second Vice-President: The Second Vice-President of the Board, if elected, shall act in the absence of the President and Vice-President and shall have such other powers and duties not inconsistent with these By-Laws as may be assigned to her or him from time to time by the President or Vice-President or the Board of Directors.

d. Secretary: The Secretary of the Board shall keep the records, or supervise the keeping of records, of the minutes of the meetings of the Board at the principal office of the Corporation in one or more books provided for that purpose, with the time and place of the holding of the meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof. The Secretary shall see that all notices are given in accordance with the provisions of the By-Laws, shall be the custodian of all records and documents, and shall keep a record of the mailing address of each member which shall be furnished to the Secretary by each member and, in general, shall perform all other duties, not inconsistent with these By-Laws, as are incident to the office of Secretary, or as may be assigned from time to time by the Board of Directors or the President.

e. Treasurer: The Treasurer of the Board shall have charge and custody of and be responsible for all funds and securities of the Corporation and shall have the following duties or be responsible for the supervision of the following duties: Have the care of, receive and give receipt for monies due and payable to the Corporation. Deposit all monies received in the name of the Corporation in such banks, trust companies, or other depositories as from time to time may be designated by the Board of Directors or assign such duty with the Board's approval. Have charge of disbursements of the monies of the Corporation in accordance with the directions of the Board of Directors or the President, and in conjunction with the Executive Director. Enter or cause to be entered regularly in books to be kept by her or him or under her or his direction for that purpose, a complete and correct account of all monies received and disbursed by her or him for the account of the Corporation. All financial records shall be kept at the principal office of the Corporation and shall be available for inspection, at reasonable times, to all members of the Corporation. Render a statement of her or his account of the Corporation and all securities, vouchers, papers, and documents of the Corporation in her or his custody to any member or designee of the Board of Directors upon request. Submit to the Board of Directors annually, a full financial report prepared by an independent auditor. In general, have such other powers, perform such other duties, not inconsistent with these By-Laws, as are incidental to the office of the Treasurer or as may be assigned to her or him from time to time by the Board of Directors or the President.

**ARTICLE V. Board of Directors' Relationship to the Executive Director
and Executive Director's Relationship to the Board of Directors**

The Executive Director shall be hired and discharged by the Board of Directors and be subject to such supervisory powers as may be given by the Board of Directors. The Executive Director shall be chief executive officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the corporation. The Executive Director shall have the general powers and duties of management and shall have such other powers and duties not inconsistent with the Bylaws as may be assigned to him/her by the Board of Directors from time to time, including, but not limited to, the following:

1. The duty to be present at all meetings of the Board of Directors and provide operations reports as required.
2. The power to hire and discharge all personnel, and the power to make recommendations, in consultation with the Nominating Committee, to the Board of Directors regarding appointments of Directors.
3. The duty to participate as an ex-officio member of all committees.
4. The duty to be the custodian of all records and documents.
5. The duty to countersign all drafts, checks, notes, orders, or other undertakings for the payment of money on the corporation's treasury, and to sign all records and documents whereunto his/her signature shall be lawfully required.
6. The duty to approve all circulars, communications, and correspondence issued and financial transactions made in the name of the corporation.

ARTICLE VI. Fiscal Procedures

1. **Fiscal Year:** The fiscal year of the Corporation shall begin on the first day of July and shall end on the last day of June in each year.
2. **Deposit of Funds:** All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.
3. **Fiscal Documents:** All checks, drafts, endorsements, notes, and evidences of indebtedness to the Corporation shall be signed by two officers of the Corporation or one officer of the Corporation and the Executive Director.
4. **Loans:** No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name unless and except as authorized by 2/3 of the Board of Directors. Any such authorization may be general or confined to specific instances and may include authorization to pledge, as security for loans or advances so authorized, and all securities and other personal property at any time held by the Corporation.
5. **Contracts:** The President, the Vice President, or any officer specifically authorized by the Board of Directors, may in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation.
6. **Inspection of Corporate Records:** The financial records and all other Corporate records, and the minutes of all meetings of the Board of Directors, Executive Committee, and all other committees of the Corporation shall be kept at the principal office of the Corporation and shall be open to inspection upon the written request of any Board member, at reasonable times, and for a purpose reasonably related to her or his interest as a director of the Corporation. Such inspection may be made either in person or by an agent authorized to act on her or his behalf by a writing executed by such Board member, and shall include the right to make extracts. A request to inspect the records of the Corporation shall be delivered in writing to the President, Secretary, or any other officer designated by the Board of Directors at the office of the Corporation no less than five [5] days before the date specified in such written request for the inspection of such Corporate records.

ARTICLE VII. Compensation of and Contracts With Directors and Officers

1. Compensation of Directors and Officers: The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable compensation for special services rendered by any director. The Board of Directors shall fix the salary or other compensation of the employees or other agents of the Corporation. Except as provided in this section, no director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation, or gift from the Corporation.

2. Contracts with Directors or Officers: No directors or officers of the Corporation shall have interest in, directly or indirectly, any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it unless (a) such contract shall be authorized by an absolute majority of directors present at and voting at a meeting at which the presence of such director is not necessary to constitute a quorum and the vote of such director is not necessary for such authorization, and (b) the fact and nature of such interest shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is so authorized.

ARTICLE VIII. Indemnification of Directors and Officers

Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that she or he is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by her or him in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of her or his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this Article.

ARTICLE IX. Miscellaneous

1. Confidentiality of Records: The records of the clients of the Corporation shall remain confidential and shall be released only upon presentation of proper authority.

2. Affirmative Action Clause: The Domestic Violence Service Center does not discriminate on the basis of sex, age, race, creed, religion, or sexual preference.

3. Dissolution of the Corporation

a. Dissolution: In the event of dissolution, either voluntary or involuntary, the Pennsylvania Coalition Against Domestic Violence will be notified within 48 hours of the decision to dissolve or notification of the requirement to involuntarily dissolve. Subsequent to the above event, all equipment purchased with funds received from the Department of Public Welfare shall be returned to the Department. Any assets which remain after payment, or making provision for payment of all liabilities of the corporation, shall be distributed to one or more exempt organizations or entities within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

b. Severance: In the event of dissolution, all employees remaining until dissolution is complete shall, if funds are available, be granted one week's severance pay for each year of service. Also, all such employees will be entitled to compensation for any accrued benefit time, if funds are available.

c. Disposition of Client Records: Disposition of client records shall be in accordance with the applicable state and/or federal regulations existing at the time of dissolution, if any. If no such regulations exist, disposition will be in accordance with the guidance of the Pennsylvania Coalition Against Domestic Violence, and/or any other appropriate source of guidance then existing.

ARTICLE X. Amendments to By-Laws

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the active members of the Board present at any regular meeting or at any special meeting, if at least five (5) working days written notice is given of the intention to alter, amend, or repeal or to adopt new By-Laws at such meetings.

Adopted: 12/12/1978
Last Amended: 8/2017