

# BYLAWS

(Name of Group)

## ARTICLE 1. NAME, CHARTERS AND JURISDICTION

**Section 1. Name.** The name of the Corporation is \_\_\_\_\_.

**Section 2. Charters.** (If applicable) The Corporation was formed and operates by reason of a charter granted to it by **Prevent Child Abuse**, Indiana (a division of The Villages), heretofore known as PCAI, for the purpose of

\_\_\_\_\_.

**Section 3. Jurisdiction.** The territorial jurisdiction of the Corporation shall be the boundaries of \_\_\_\_\_.

**Section 4. Certain References.** All references in these Bylaws to the Indiana Nonprofit Corporation Act of 1991 9 (“Act”) and the Articles of Incorporation of the Corporation shall include the Act and the Articles of Incorporation, respectively, as now in effect or as may be amended hereafter from time to time.

## ARTICLES II. PURPOSES, OBJECTIVES AND LIMITATIONS

**Section 1. Purpose.** The purpose of this corporation (or organization) shall be

\_\_\_\_\_.

**Section 2. Objectives.** The objectives of the corporation (or organization ) shall be to:\_\_\_\_\_.

**Section 3. Public Positions.** The corporation (or organization) shall not speak or advance positions for other corporations or organizations, except in accordance with the Bylaws, regulations or policies of PCAI.

**Section 4. Acts or Omissions.** Under no circumstances shall any act or omission of a corporation officer or member be chargeable to or incur a liability for PCAI or The Villages and no Corporation officer or member is authorized to undertake such an act or incur such a liability.

**Section 5. Responsibility of PCAI.** Under no circumstance shall PCAI or The Villages be responsible for any act, omission, debt or obligation of the Corporation.

### **ARTICLE III. MEMBERSHIP**

The membership of the Corporation may consist of voting and non-voting members.

**Section 1. Voting Members.** Voting members are individuals elected to serve a specified term on the Board of Directors and pay annual membership dues established by the Board of Directors.

**Section 2. Non-voting Members.** Non-voting members are individuals, agencies or corporations who support the objectives and goals of the Corporation and pay annual membership fees in a selected category or serve as Honorary Board Members.

### **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall consist of not less than 10 members nor more than 30 members. To the extent possible, one-third of the Board of Directors shall be professionals from a human service field, one-third shall be civic and community leaders, and one-third shall be from the business and corporate community.

- (a) An Individual may be designated as an Honorary Board member by a majority vote of the Board of Directors.

**Section 2. Election.** Members of the Board of Directors shall be elected at meeting of the Corporation and shall assume office January 1. Members of the Board of Directors shall be elected to represent the geographic areas of \_\_\_\_\_.

- (a) An individual elected as an Honorary Board member shall assume office immediately upon election.

**Section 3. Term of Office.** The term of office relating to the term limits for serving as a member of the Board of Directors, except where noted below, shall be for three (3) years. Thereafter, a Member shall be eligible for succession on annual basis of one additional three (3) year term. The term of office for an Honorary Board member shall be determined by the Board of Directors.

**Section 4. Vacancies.** A vacancy on the Board of Directors shall be filled as follows:

- (a) In the case of an unexpired term of a Board member, the vacancy shall be filled by eligible candidates elected at a regularly scheduled meeting of the Board. The member elected to fill an unexpired term shall be eligible for election to two (2) more full terms of office as specified in Section 3 above.

**Section 5. Duties.** It shall be the duty of the Board of Directors to deliberate on all policies and problems of the Corporation; to hear and act on all appeals brought before it; and recommend the establishment of dissolution of affiliations or programs.

The Board of Directors shall actively seek the participation of minorities and women and shall not discriminate based on race, age, color, national origin, sex, handicap or ancestry.

The duties and responsibilities of Honorary Directors shall be determined by the Board of Directors.

## **ARTICLE V. OFFICERS**

**Section 1. Titles.** The officers of the Board of Directors of the Corporation shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The officers of the Board of Directors shall serve as the officers of the Corporation.

**Section 2. Election.** The officers shall be elected by the voting members of the Board at meeting of the full board of directors and shall assume office January 1, except where noted in Section 7 below.

**Section 3. Term of Office.** The term of office for each officer shall be for one (1) year or until a successor is elected.

**Section 4. Removal.** Any principal officer may be removed with or without cause at any time by resolution adopted at any meeting of the Board of Directors by a majority of the actual number of directors elected and qualified.

**Section 5. Subordinate Officers.** In addition to the principal officers enumerated in Section 1 of this Article V, the Corporation may have one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers, agents and employees as the Board of Directors may deem necessary or appropriate, each of whom shall hold office for such period, may be removed with or without cause, have such authority and perform such duties as the President or the Board of Directors may from time to time determine. The Board of Directors may delegate to any principal officer the power to appoint and to remove any such subordinate officers, agents or employees.

**Section 6. Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect upon receipt of such notice or at a time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 7. Vacancies.** When an office becomes vacant, it shall be filled as follows:

- (a) The unexpired term of the President shall be filled by the President Elect.
- (b) The unexpired term of the President Elect shall be filled by the First Vice-President.

- (c) The unexpired term of the First Vice-President shall be filled by the Second Vice-President.
- (d) The unexpired term of all other officers shall be filled by eligible candidates elected at a regularly scheduled Board of Directors' meeting.

**Section 8. Duties.** The duties of the officers shall be as follows:

- (a) The President shall:
  - perform the duties usually executed by the chief officer.
  - preside at all meeting of the Corporation, Board of Directors and Executive Committee.
  - appoint chairpersons, except where noted in these Bylaws, and/or members of standing and additional committees to facilitate the operation of the Corporation.

The President may enter into any contract or execute and deliver any instrument or document in the name and on behalf of the Corporation, as long as a majority of the Board has given approval in advance. In general, the President shall perform all duties and have all powers as, from time to time, may be assigned to the President by the Board of Directors.

- (b) The President-Elect shall:
  - assume and perform the duties of the chief officer in the absence of the President.
  - fill the unexpired term of the President.
- (c) The First Vice-President shall:
  - assume the duties of the chief officer in the absence of the President and President Elect.
  - fill the unexpired term of the President-Elect.
- (d) The Second Vice-President shall:
  - assume and perform the duties of the Chief Officer in the absence of the President Elect and the First Vice-President.

- be responsible for the proper conduct of all meetings of the Board pursuant to these Bylaws and the parliamentary authority set forth in Article X.
  - fill the unexpired term of the First Vice-President.
- (e) The Secretary shall:
- keep accurate records of the minutes and of the correspondence of the Corporation and its Board of Directors.
- (f) The Treasurer shall:
- keep records of the financial transactions of the Corporation, including all tax records.
  - Be the custodian of any funds of the Corporation, except as may otherwise be provided or ordered by the Board of Directors.

## **ARTICLES VI. MEETINGS**

**Section 1. Full Board Meetings.** Regularly scheduled meetings of the full Board of Directors shall be held at least four (4) times a year.

- (a) **Quorum.** One-third of the actual number of directors in office, from time to time, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of a majority of the directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of greater number is required by the Act, by the Articles of Incorporation or by these Bylaws. A director who is present at the meeting of the Board of Directors or a committee of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless (a) he objects at the beginning of the meeting (or promptly upon his arrival) to holding the meeting or transacting business at the meeting; (b) his dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the secretary of the

corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**(b) Consent Action by Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if one (1) or more written consents describing the action taken are signed by all members of the Board of Directors or such committees, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different prior or subsequent effective date.

**Section 2. Removal of Directors.** Unless otherwise provided in the Articles of Incorporation, any or all directors may be removed at any time with or without cause at a meeting called for that purpose only by the affirmative vote of a majority of the actual number of directors in office from time to time, other than the director whose removal is at issue. Any director who misses greater than fifty (50) percent of the regular meetings of the Board of Directors, in a one year period, may be removed as a director by a majority vote of the Board.

**Section 3. Resignations.** Any director may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect as provided in the Act or at any later time specified in the resignation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Annual Meeting.** There shall be an Annual Meeting of the Corporation to held each \_\_\_\_\_ (*specify month*) with the time and place to be determined by the Board of Directors. To the extent desirable, the Annual Meeting may be held in connection with a regularly scheduled meeting of the full Board.

- (a) **Notices.** Not later than fifteen days prior to the date of the annual meeting, written notice of the time, place and agenda of such meeting shall be mailed to each member of the Board of Directors and, at the discretion of the Executive Director of the Corporation, to other interested members of the Corporation, provided, however, that no additional notice is required if the annual meeting takes place during the regularly scheduled meeting of the Board and notice of the time and date of that meeting has been previously given.

**Section 5. Conflict of Interest of Directors.** A contract or other transaction between the Corporation and a director of the Corporation or any other corporation, firm, association, or entity in which a director of the Corporation is a director or an officer or is financially interested, may not be either void or voidable because of this relationship or interest or because the director is present at the meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction or because the director's votes are counted for such purposes if:

- (a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested director;
- (b) The contract or transaction is fair and reasonable to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction.

**Section 6. Email and Phone Meetings and Votes.** Constraints of distance and time sometimes require the Board of Directors to take action without members being able to attend face-to-face meetings at the designated site. Phone and e-mail technology

provide the opportunities for all members of the full Board to participate in a more timely and cost-effective manner.

- (a) The Board of Directors may attend meetings and cast votes by phone for meetings of the full Board when there is a quorum and when the meeting is presided over by the President, President-Elect, or First Vice-President. Actions approved at meetings where members are present by phone are binding decisions of the Board of Directors.
- (b) The Board of Directors may cast votes by e-mail for approval at meetings when there is a quorum and when the President, President-Elect, or First Vice-President presides.
- (c) Members of the full Board are to be given notice of the actions to be presented for Board approval at least twenty-four (24) hours prior to the scheduled meeting time. When possible, e-mail votes should be sent to the Designee at least five (5) hours before the scheduled meeting.

## **ARTICLES VII. COMMITTEES**

**Section 1. Committees.** The Board of Directors may by resolution adopted by a majority of the actual number of directors in office from time to time, designate from among its members an Executive Committee and one or more other Standing Committees each of which may exercise authority to the extent provided in the resolution or in the Act, the Articles of Incorporation or these Bylaws.

**Section 2. Executive Committee.** The Executive Committee shall consist of the President as Chairperson, Officers, Immediate Past President, and Committee Chairs as designated by the President. This committee shall meet bi-monthly to address routine business prior to the Full Board meeting and to act in the absence of the Full Board. It shall provide direction for major issues such as long range planning, personnel, finance, and Board development and nominations. It shall develop policy for recommendations to the Full Board. The committee shall assess progress in meeting stated goals and

objectives. It shall approve the program of the Annual Meeting, Annual Board Retreat and Board Orientation. It shall evaluate, hire and/or fire the chief executive officer.

**Section 3. Committee Chairpersons.** Except where otherwise provided for in these Bylaws, the President shall appoint Committee Chairpersons from among members of the Board.

It shall be the duty of all Committee Chairpersons to:

- (a) Accept overall responsibility for activities and direction of the committee being chaired, including recruitment of members.
- (b) Be responsible for composition of committee, except the Executive Committee, and seek volunteers outside of Board membership.
- (c) Preside at all committee meetings.
- (d) Appoint a secretary to take minutes. It shall be the secretary's duty to record minutes of each meeting and send copies of those minutes to the corporation to keep on file.
- (e) Understand the charge of the committee. Prepare a work plan with specific goals for committee activity to be shared with all committee members and Board members. Build consensus within the committee around goals and objectives.
- (f) Prepare and give committee reports to the Board of Directors.
- (g) Prepare an annual report of committee activity at the close of term.

**Section 4. Additional Committees.** Additional committees to facilitate the operations of the Corporation may be formulated by the President and confirmed by the Executive Committee as deemed necessary.

## **ARTICLES VII. FINANCES**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be \_\_\_\_\_.

**Section 21. Use of Funds.** The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall inure

to the benefit of or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining after payment of the Corporation's obligations shall be distributed to one or more organizations organized and operated for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualified as exempt from federal income tax as an organization described in Section 501(c)(3) of the internal Revenue Code. The selection of recipient organizations shall be determined by the Board.

**Section 3. Audit.** The Corporation Board of Directors is authorized to retain the services of outside accountants to provide for an annual financial audit as required to conduct business according to best nonprofit practices. Additional audits may be conducted as the Board of Directors may otherwise deem desirable.

#### **ARTICLE IX. AMENDMENTS AND REVISIONS**

The Bylaws may be amended or repealed and new Bylaws may be adopted at any regular meeting of the Board of Directors of the Corporation by a two-thirds vote of those present, provided written notice shall have been given at least ten (10) days before the meeting that amendment or repeal of the Bylaws is to be considered. Amendments of these bylaws shall take effect immediately upon adoption.

#### **ARTICLE X. PARLIAMENTARY AUTHORITY**

The rules contained in Roberts' Rules of Orders (Newly Revised) shall be the parliamentary authority in all cases not covered by these Bylaws.

Approved: Date

Bylaws Committee: Members