

## DOMESTIC VIOLENCE INTERVENTION PROGRAM, INC. BY-LAWS

### ARTICLE 1: NAME AND REGISTERED OFFICE

- 1.1 This nonprofit corporation will do business under the name Domestic Violence Intervention Program Inc.
- 1.2 The principal office of the corporation in the State of Iowa is located in the City of Iowa City, Johnson County. The corporation may have other offices either within or without the state as the Board of Directors may require. The registered office of the corporation required by Chapter 504.A of the Code of Iowa (2005) is to be maintained in the State of Iowa. The principal office need not be the office of the location of the Domestic Violence Intervention Program, Inc. and the address of the office may be changed by the Board of Directors.

### ARTICLE 2: STATEMENT OF PURPOSE

- 2.1 The Domestic Violence Intervention Program is founded on the belief that everyone has the right to live free of fear and harm. Our mission is to end domestic violence through support, advocacy, shelter and education.
- 2.2 The purpose of the Domestic Violence Intervention Program, Inc. is:
  - a. To provide safe shelter and crisis intervention services.
  - b. To prevent further abuse through coordination with other community agencies.
  - c. To provide community education regarding domestic violence and available services.

### ARTICLE 3: BOARD OF DIRECTORS

- 3.1 The business and affairs of the corporation will be managed by its Board of Directors. Duties of the Board of Directors include, but are not limited to, the following: employment and evaluation of the Executive Director, fundraising, determination and revision of program and policies of the Board and corporation, direction, approval and revision of the financial operations of the corporation, approval of contracts of the corporation, and cooperation and coordination with the Executive Director and staff to accomplish the goals of the corporation.
- 3.2 The Board of Directors may authorize any officer or officers, agent or agents, 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 limited to specific instances.
- 3.3 The number of Directors shall be from twelve (12) to fifteen (15). Directors shall be members from the communities served by the Domestic Violence Intervention Program, Inc.
- 3.4 The Directors of the corporation shall serve without compensation.
- 3.5 Members of the Board of Directors shall have an understanding of the community served, be at least eighteen (18) years of age, have commitment to the purposes of the corporation and its mission, and meet any further criteria for membership established by the Board.

- 3.6 The term of office for members of the Board of Directors is three years. Directors may be elected to serve more than one term, although no more than two consecutive terms.
- 3.7 Members of the Board of Directors shall be elected by the Board of Directors. Nominations may be made by the Management Committee, although all Board Members may suggest nominees to the Management Committee. Candidates meet with representatives of the Management Committee prior to nomination.
- 3.8 In order to serve the best interests of the corporation, any Director may be removed at any meeting of the Board of Directors by an affirmative vote of two-thirds of the Directors present. However, no such vote may be taken unless and until all Board Members have been given at least five days notice of the intended vote.
- 3.9 The Board of Directors may provide for additional non-voting members of the Board of Directors.
- 3.10 It is the responsibility of each Board Member to attend all Board meetings and serve on at least one standing committee. All Board Members shall attend at least two-thirds (2/3) of all scheduled Board meetings. A Board member should notify the Co-Chairpersons, or Executive Director, before an anticipated absence. Missing two consecutive Board meetings without notice or failing to attend the required number of Board meetings may constitute grounds for removal under article 3.8.

#### **ARTICLE 4: OFFICERS OF THE BOARD OF DIRECTORS**

- 4.1 The Board of Directors shall elect two Co-Chairpersons, a Recorder, and a Treasurer, each of whom holds office until the election of his/her successor unless earlier removed by death, resignation, or for cause.
- 4.2 The election of officers of the Board of Directors shall be held in June of each year. Officers shall be nominated by the Ad Hoc Committee appointed by the Co-chairs or from the floor and shall be elected by an affirmative majority of votes cast.
- 4.3 The term of each elected officer of the Board of Directors shall be one year, unless otherwise specified herein. Officers shall be elected to serve no more than two consecutive terms.
- 4.4 No more than one office may be held by any one Director at the same time.
- 4.5 Vacancies may be filled, or new offices created and filled, at any regular meeting of the Board of Directors.
- 4.6 **CO-CHAIRPERSON:** The duties of the Co-Chairperson are to facilitate the affairs of the corporation; to preside at the meetings of the Board of Directors and to maintain the order and decorum of the meetings; to review progress of the committee tasks; to call special meetings of the Board of Directors, or Executive Committee, as needed; and to perform such other duties as the Board of Directors may prescribe. The terms of the Co-Chairpersons shall be two years; the terms shall be staggered.
- 4.7 **RECORDER:** The Recorder shall carry on correspondence as directed by the Board of Directors, and keep minutes of all meetings of the Board. In the absence of the Co-Chairpersons, the Recorder shall preside at meetings of the Board of Directors.
- 4.8 **TREASURER:** The duties of the Treasurer are to provide regular financial reports at meetings of the Board of Directors and to Chair the Budget Committee.

## ARTICLE 5: COMMITTEES OF THE BOARD OF DIRECTORS

- 5.1 The following are standing committees of the Board of Directors: Executive, Budget, Management, Fundraising and Mission.
- 5.2 Each Director shall, in July of each year or at the time of her or his election to the Board, take responsibility for serving on one or more standing committees.
- 5.3 The Chairperson of each committee shall be a member of the Board of Directors and shall be appointed on an annual basis by the Board Co-Chairpersons.
- 5.4 Except as provided herein, members of committees may be non-Board members from the local community who receive approval for such membership from the Board of Directors.
- 5.5 Each committee shall present an oral report to the Board at each Board meeting.
- 5.6 Except as provided herein, the quorum for each committee shall be half the number of its members. In the event the number of committee members is two, both must be present to constitute a quorum.
- 5.7 Each committee shall file an annual report with the Board of Directors.
- 5.8 Ad hoc committees may be formed by a resolution of the Board of Directors. Such resolution shall contain the purpose of the special committee and its length of term.
- 5.9 **The Budget Committee:** The Budget Committee ensures DVIP's financial stability by providing oversight of its budget. The primary role of the Budget Committee is to provide the expertise needed to assure the full Board that the organization is on a sound financial footing. To perform this role effectively, committee members work as a team with the Executive Director and the Director of Finance and Human Resources, as well as accountants, auditors, bankers, and other financial professionals. The Budget Committee does not relieve other Board members of responsibility for the financial well-being of DVIP.
- 5.10 **The Management Committee:** The duties of the committee are to make recommendations to the Board regarding agency personnel policies and procedures, Board of Directors policies and procedures, and to monitor agency compliance with such policies and procedures. Additional duties include, but are not limited to, making recommendations to the Board regarding potential members for the Board. Only Board Members may serve on the Management Committee.
- 5.11 **The Mission Committee:** The duties of the committee are to make recommendations to the Board regarding the Board's role in educating the community about domestic violence and DVIP, and to facilitate community education activities of the Board. The Mission Committee shall pursue methods of accomplishing DVIP's mission in the community.
- 5.12 **The Fundraising Committee:** The Fundraising Committee is responsible for development and evaluation of DVIP's overall fundraising plan and, in particular, the plan for fundraising to be done by the Board. The Fundraising Committee may work with staff and volunteers, and/or recommend ad hoc committees to carry out fundraising goals and project development.

## **ARTICLE 6: THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

- 6.1 The Executive Committee is comprised of those officers elected by the Board: the Co-Chairpersons, Recorder, and Treasurer.
- 6.2 The Executive Committee shall review the By-Laws at least every two years. (Highlighted for discussion-should this be moved to Management Committee?)
- 6.3 Meetings of the Executive Committee may be called by one or both Co-Chairpersons or by two members of the Executive Committee, to take action on Board business that arises between regular Board Meetings or that requires immediate attention.
- 6.4 The Executive Committee has and may exercise authority of the Board of Directors provided that such authority does not operate to circumvent the responsibility or authority vested in the Board of Directors by these By-Laws.
- 6.5 All meetings and actions of the Executive Committee shall be reported at the next regular Board Meeting and are subject to the general direction, approval and control of the Board.
- 6.6 A quorum of the Executive Committee is three.
- 6.7 The Executive Committee shall conduct an annual, formal performance review of the Executive Director.
- 6.8 The Executive Committee shall act as a grievance board for grievances against the Executive Director.

## **ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS**

- 7.1 Regular meetings of the Board of Directors shall be held on a regularly scheduled day and at a time agreed upon by the Directors except when the Board of Directors, with at least twenty-four (24) hours notice to all members, chooses an alternative meeting time.
- 7.2 The Annual Meeting of the Board of Directors shall be held during the regular June meeting for the purpose of electing Officers and for the transaction of such other business as may come before the Board. The operational year of the Corporation is from July 1st through June 30th.
- 7.3 Special Meetings of the Board of Directors may be called by the Co-Chairpersons or on the written request of at least four Directors. Such a request for a special meeting shall indicate the topic for disposition or the reason for the Special Meeting, and shall also indicate the time, date and place.
- 7.4 The agenda of every meeting of the Board of Directors shall be given to each Director at least three (3) days prior thereto by written notice.
- 7.5 A simple majority of the voting members of the Board of Directors constitutes a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present, the presiding officer shall adjourn the meeting without taking any action requiring a vote of the Board.
- 7.6 Each Director is entitled to one vote on each matter submitted. The act of the majority of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law.

- 7.7 A Director voting against any matter submitted to a vote has the right to file a written dissent on any such action with the Recorder immediately after the adjournment of the meeting, or within 48 hours of the close of the meeting, and to have it entered in the minutes.

## **ARTICLE 8: FISCAL YEAR, FINANCES, CONTRACTS, RECORDS**

- 8.1 The fiscal year of the corporation is from July 1st through June 30th of the following year. At the end of each fiscal year there shall be an audit.
- 8.2 No loans shall be contracted on behalf of the corporation unless authorized specifically by a resolution of its Board of Directors.
- 8.3 All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the Executive Director and/or any other person authorized by the Board of Directors. These individuals shall be bonded.
- 8.4 All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, savings and loans, trust companies, or other depositories as the Board of Directors may select.
- 8.5 Financial records and reports shall be maintained by the Executive Director and Director of Finance and Human Resources and reviewed, at least quarterly, by the Budget Committee prior to submission to the Board of Directors.

## **ARTICLE 9: RULES OF ORDER**

- 9.1 The rules contained in Modern Parliamentary Procedure by Ray E. Keesey are the parliamentary authority for areas not covered by these By-Laws

## **ARTICLE 10: AMENDMENTS AND REVISIONS TO THE BY-LAWS**

- 10.1 The Board of Directors may amend or revise the By-Laws at any meeting by the affirmative vote of two-thirds (2/3) of the Directors. Proposed changes to the By-Laws shall be submitted for vote at the Board meeting following the meeting at which the changes are proposed.

## **ARTICLE 11: INDEMNIFICATION**

- 11.1 This corporation shall indemnify any present or former director, officer, employee, member or volunteer of this corporation, and each such person who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person relating to his or her conduct as director, officer, employee, member or volunteer of this corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required

by this sentence shall not apply:

- a. to a breach of the duty of loyalty to the corporation
- b. for acts or omissions not in good faith, or which involve intentional misconduct or knowing violation of the law; or
- c. for a transaction from which the person derived an improper personal benefit.

## **ARTICLE 12: NON- DISCRIMINATION POLICY**

- 12.1 The Domestic Violence Intervention Program states that in no aspect of its programs shall there be any difference in the treatment of persons because of race, creed, color, national origin, disability, gender, affectional, sexual, or associational preference, or any other consideration which would deprive the person of consideration as an individual. The organization guarantees equal opportunity and access to volunteer and employment positions, programming, facilities, and benefits.

## **ARTICLE 13: FINANCIAL MANAGEMENT**

- 13.1 There shall be no fees or dues required to take advantage of services or programs.
- 13.2 The Board of Directors is responsible for ensuring sound fiscal management. This responsibility is carried out by monthly review of financial reports. The Executive Director and Director of Finance and Human Resources prepare these reports and submit them to the Board. The Executive Director is responsible for day-to-day fiscal management and record-keeping.
- 13.3 In the event of the dissolution of the corporation, remaining funds shall be distributed as follows:
- a. Any money received through student fees from the University of Iowa shall revert back to the University of Iowa.
  - b. Any money received through state or federal grants shall revert to those grant sources.
  - c. Any money received from local funders shall be disbursed as deemed appropriate by those funding sources.
  - d. Any money raised by the DVIP Board or donated directly to DVIP or funds generated from sales of assets (such as the shelter building) shall be disbursed by the DVIP Board to programs doing similar or comparable work in the community.