

Orange County Rape Crisis Center By-Laws

Last amended on September 27, 2016

ARTICLE I—Name and Purpose.

The name of this non-profit, tax-exempt organization shall be the Orange County Rape Crisis Center (OCRCC).

Vision: We envision a just and equitable world free of sexual violence and all other forms of oppression.

Mission: The mission of the Orange County Rape Crisis Center (OCRCC) is to stop sexual violence and its impact through support, education, and advocacy.

ARTICLE II—Membership.

Section 1- Membership in OCRCC is open to all persons who support the vision and mission. OCRCC welcomes participation by persons whose lives have been affected by sexual violence and encourages them to become members.

Section 2- There shall be two classes of members

- a) Volunteer members. All OCRCC volunteers who have donated time within the previous two years are considered to be members.
- b) Contributing members. All individuals who have donated financial resources, in-kind materials, or services to OCRCC within the previous two years are considered to be members.

ARTICLE III—Board of Directors.

Section 1- Functions. The Board shall conduct the affairs of the OCRCC in accordance with the vision and mission as outlined in Article One. As the elected leaders of the Center, the Board of Directors is responsible for:

- a) Fund Development;
- b) Making overall policy decisions to provide that the mission of OCRCC is carried out in a manner that is appropriate to the needs of Orange County residents.
- c) Making personnel decisions as related to hiring, supervising, evaluating, discharging, and replacing the Executive Director.
- d) Maintaining standing committees and establishing work committees as needed, in accordance with Article 3, Section 6.
- e) Approving the annual budget and budget revisions and monitoring compliance with that budget.
- f) Approving contracts, grants, deeds, and leases entered into on behalf of OCRCC that are not a part of the base budget.
- g) Hosting an Annual General Meeting for the entire OCRCC membership.

- h) Submitting to the full membership issues for input and/or decision; revisions of by-laws and the election of directors for full terms must be submitted to the full membership.
- i) Paying or making provision for payment of all liabilities of the OCRCC and disposing the remaining assets to a non-profit, tax-exempt organization if the corporation is dissolved. The recipient organization must be a non-profit, tax-exempt organization.

Section 2- Membership. The Board of Directors shall have at least thirteen members. At least twenty-five (25) percent of the elected members of the Board must be trained as volunteers who provide direct service to clients or education to the community. The Executive Director shall be an ex-officio, non-voting member of the Board.

Commented [RV1]: RV recommends AMEND to 7 or 9 (Odd numbers help with voting)

Commented [RV2]: RV recommends we AMEND to "at least 1 elected member must be a former or current trained volunteer"

All Board members must complete Board of Directors training. This training minimally includes information on the functions and responsibilities of OCRCC; activities and responsibilities of the volunteer and contributing members; and issues, facts and myths associated with sexual violence; and the responsibilities and roles of Board Members.

Section 3- Term of Office, Absence, and Vacancies.

- a) Board of Director members shall be elected at the Annual General Meeting (AGM) for an initial term of two years. Members may stand for re-election for additional terms of two years each, and then one year. Members may serve an additional sixth year term, but may not exceed a total of six consecutive years.
- b) Board of Director members elected prior to the 2013 Annual General Meeting will serve an initial term of one year. Members may stand for re-election for additional terms of two years each. Members may not exceed a total of six consecutive years.
- c) Any vacancy occurring in the interim between annual elections shall be filled by the Board of Directors from nominations made by the Board's Board Development Committee. The person elected to fill such a vacancy shall then be eligible for nomination and election for succeeding terms as specified under a) above.
- d) Leave of absences from the Board for up to one year in length shall be granted by a majority vote of all Board members.

Commented [RV3]: RV recommends we STRIKE

Commented [RV4]: RV recommends AMEND to "may"

Section 4- Meetings, Absences, Quorum, and Resignation.

- a) The Board of Directors shall meet a minimum of six times a year to conduct the business of OCRCC. A majority of the Board membership present at a meeting or active in the meeting via electronic communication such as Skype, calling in, etc. constitutes a quorum. The action of a majority of Board members present at a meeting at which a quorum is present shall be the action of the Board of Directors. Any action taken in the absence of a quorum becomes effective only after written notice is given to absent Board members, who may ratify the action by agreement or lack of response within one week of the notice. A majority vote of the quorum is required for ratification.

- b) Board Members are expected to attend full Board and Committee meetings and to participate in OCRCC activities, such as development events. A continued lack of participation or support on the part of any Board Member will be grounds for review by the full Board and possible removal as a Board Member.
- c) Board members can attend Board meetings through electronic communication up to three times per fiscal year in order for attendance to count toward a quorum. Any additional attendance through electronic communication will not count toward a quorum unless previously approved by the Executive Committee.
- d) Regular Board meetings shall be set by the Executive Committee. Special Board meetings may be called by any Board member who can obtain verbal consent from a quorum of the Board. Notice of special meetings may be given verbally or in writing.
- e) Board Members may resign from the Board prior to the expiration of their terms by notifying the Board President in writing.

Section 5- Officers of the Board.

The Board of Directors shall elect **four officers:** President, Vice-President, Secretary and ~~Treasurer.~~

- a) **In the case of an office becoming vacant, any two offices with the exception of President and Treasurer may be held, by agreement among the remaining Board members, by the same person until the next regular meeting of the Board.**

- b) The duties of the officers are as follows:

President—The President presides at all meetings of the Board and of the Executive Committee of the Board. S/he appoints the chairpersons of all standing and special committees. S/he, with the Treasurer and Director, co-signs on investment accounts, leases, and contracts. S/he is an ex-officio member of all committees. The President of the Board also presides at the **Annual General Meeting**.

Vice-President—The Vice-President shall have all the powers and perform all the duties of the President in his/her absence. S/he shall perform such additional duties as are delegated by the President.

Secretary—The Secretary is responsible for keeping full minutes of all Board meetings, including the record of attendance. S/he ensures that regular and special meeting notices are sent to Board Members. S/he is responsible for the correspondence of the Board of Directors.

Treasurer—The Treasurer is responsible for overseeing the financial management of the Center by the Director. S/he monitors Center accounting activity and is involved in negotiating external auditor services. The Treasurer

Commented [RV5]: RV recommends AMEND to include “ Each of these offices may e held by up to 2 two (2) elected members of the Board of Directors “

Commented [RV6]: RV recommends AMEND to include” In the event that the President office is held in Co-Presidency of two members, once such member may assume the duties of the Treasurer until a replacement is elected by the Board of Directors”

chairs the Finance Committee and works with the Director to present the annual budget, financial reports, and related issues to outside funders. The President, Treasurer, and Executive Director are co-signers on investment accounts, leases, and contracts.

Section 6- Committees of the Board.

- a) There shall be such standing and special committees of the Board as required to carry on its work.
- b) The Chair (or one Co-Chair) of all standing committees of the Board shall be a member of the Board. Otherwise, the Chair may recruit committee members from the Board or the Center's membership. Membership of the committees shall be reported to the Board.

c) The standing committees of the Board are:

- i. Board Development: This committee is charged with maintaining Board membership by recruiting new Board members as needed. It prepares for the Annual General Meeting a slate of candidates for election to the Board of Directors, and an annual slate of officer nominees. It will also formulate a description of the skills and attributes desired of Board members; develop and recommend criteria, processes and practices to identify and evaluate prospective candidates to create an inclusive and diverse pool of prospective Board candidates; recommend changes in the size of the Board or Board committees; and develop and review the process for evaluating the Board's overall performance and effectiveness. The Board Development committee may make recommendations to the Board and Board committees on governance matters, and may review, as needed, the Bylaws and recommend proposed changes. Finally, the Board Development committee will encourage the aspirations of Board members toward Board leadership roles.
- ii. Fundraising: This committee is responsible for planning the short and long-term fund development goals and strategies of OCRCC, and assisting the full Board with the implementation of these plans.
- iii. Executive: This committee, comprised of the four officers and the Executive Director, sets the agenda for Board of Directors meetings and retreats, and provides overall leadership for the Board.
- iv. Finance: This committee advises the Board on the fiscal implications of personnel decisions and programmatic activities. Chaired by the Treasurer, the committee reviews annual budgets prepared by the Director and makes recommendations to the Board. The Board must approve an annual budget and any necessary budget revisions.
- v. Personnel: This committee is responsible for developing and implementing OCRCC personnel policies. Among other things, the committee is responsible for seeing that the Executive Director administers the personnel handbook effectively; the Personnel Committee should review the handbook at least biannually or as issues arise. The committee advises the Board on

Commented [RV7]: RV Recommends AMEND to include "Racial Equity Task Force: This committee is responsible for elevating the racial equity analysis and decision making ability of the Board through training and guided inquiry, and to ensure that the Board is proactive about using a racial equity lens in decision making and strategy development"

salary ranges for staff and other pertinent personnel matters. The Personnel Committee should consult with the Finance Committee when making personnel policy decisions that have budgetary implications. It also is responsible for handling grievances presented to the Board by either staff or OCRCC volunteers in accordance with procedures provided in the Employee Handbook.

- d) Board members and OCRCC members serve on committees on a volunteer basis. The Board may create ad hoc committees to serve specific, temporary purposes. Board members shall be required to serve on at least one committee.
- e) Progress on committee activities shall be reported on at regular Board meetings.

ARTICLE IV—Advisory Council

Commented [RV8]: RV recommends AMEND to indicate this is an optional activity of the Board

- Section 1- Functions. The functions of the Advisory Council are:
 - a) To offer guidance to the Center.
 - b) To use personal and/or professional expertise and resources to further the mission of the Center.
- Section 2- Membership. The Advisory Council will have at least three members. There is no upper limit on the number of members that may be recruited.
- Section 3- Term of Office. Nominations to become members of the Advisory Council shall be approved by and will serve at the pleasure of the Board of Directors; membership will be reviewed on an annual basis. Members may resign by notifying the President of the Board of Directors either verbally or in writing.
- Section 4- Meetings. There are no regularly scheduled meetings of the Advisory Council, but the Center may call a special meeting if a need arises. Members of the Advisory Council are expected to attend the Annual General Meeting, where they will have the same voting privileges as any other OCRCC member, and at least one other Board of Directors meeting or event.

Article V- Meetings

- Section 1- Annual General Meeting.
 - a) At least annually, the OCRCC will hold an Annual General Meeting of all members and employees. Written notices of this meeting must be provided.
 - b) Each member is entitled to cast one vote at the Annual General Meeting. The members present shall constitute a quorum.
 - c) The members will elect members of the Board of Directors for any positions on the Board that have come open according to a majority vote of the members present. Nominations can also be made from the floor.

Section 2- Special Meetings. Membership meetings, other than those provided for in Section 1 may be called by the Board President upon action of the Board of Directors or upon the written request of twenty-five or more members. Notice of such a meeting shall be given at least two weeks in advance of the meeting and shall state matters to be considered. No other business shall be transacted.

Section 3- Retreats.

- a) The Executive Committee shall set the agenda for the annual Board/Staff retreat.
- b) The purpose of the retreat shall be to address current issues facing the OCRCC.

ARTICLE VI—Paid Staff of the Center.

Section 1- Employment. The OCRCC's staff are employed according to policies described in the Employee Handbook.

Section 2- Professional Leadership. The professional leadership of the OCRCC is entrusted by the Board of Directors to an Executive Director and to such other staff as may be required. Their responsibilities include:

- a) As an executive officer of the Board of Directors, the Executive Director is responsible for administering and implementing policies and programs approved by the Board and for acting in good faith and in keeping with generally accepted business practices. As an ex-officio member, s/he attends and participates in discussion in all Board of Director meetings and Executive Committee meetings.

The Executive Director acts as the agent of the Board of Directors in the employment and replacement of other staff, according to the policies and procedures established by the Board of Directors. S/he is also responsible for the supervision of staff and for the implementation of approved personnel policies.

- b) Other members of the OCRCC staff, under the leadership of the Executive Director, are responsible for relating their specialized work to the total program of the OCRCC. They attend and participate in the meetings of all committees for which they carry assigned responsibility.

Section 3- Limitation of Function. No current staff member is eligible for membership (except ex-officio status) on the Board of Directors, election to any office, or appointment as the chair of any committee provided for in the Center by-laws.

ARTICLE VII-Volunteers

Much of the work of OCRCC is performed by volunteers, who must complete required trainings

and/or be certified for their position. The agency values the participation of volunteers and recognizes their contributions to achieving the mission and vision.

ARTICLE VIII—Parliamentary Authority.

The rules contained in the current edition of *Suggested Rules and Procedures for Small Local Government Boards* by A. Fleming Bell, II (Institute of Government, University of North Carolina at Chapel Hill 1998), shall govern the Center in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Center may adopt.

ARTICLE IX—Amendment of By-laws.

These by-laws can be amended at the Annual General Meeting or at a Special General Meeting by a two-thirds vote of those present, provided that amendments are made available to all members of the Center at least one calendar month prior to the meeting.

ARTICLE X—Open Meetings.

Board of Directors meetings are open to the public. The Board may vote to go into a closed Executive Session for consideration of the following matters: legally confidential information, awards, attorney-client consultation, location or expansion, contract negotiations, personnel matters, and criminal investigations.