

BYLAWS OF KODIAK WOMEN'S RESOURCE AND CRISIS CENTER

ARTICLE I - NAMES

The name of this NON-PROFIT Corporation shall be Kodiak Women's Resource and Crisis Center also known as KWRCC.

ARTICLE II - OFFICES

The principal offices of the Corporation shall be located in Kodiak, Alaska.

ARTICLE III - PURPOSES

Kodiak Women's Resource and Crisis Center is committed to improving the status of women and advocating the right of women to achieve their full potential both personally and professionally. Dedicated to the elimination of Domestic Violence and Sexual Assault, KWRCC provides crisis and resource services to women and their families.

The Corporation is organized to operate exclusively for charitable, educational, scientific and literary purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws).

ARTICLE IV - GENERAL POWERS OF THE CORPORATION

Consistent with the purposes stated above, the corporation may exercise all powers available to corporations organized pursuant to Chapter 20 to Title 10 of the Alaska Statutes.

ARTICLE V - MEMBERSHIP

Section 1: Composition

The membership of KWRCC shall be composed of those persons who contribute annual dues as set by the Board of Directors. Such membership is effective upon payment and terminates the day prior to the Annual Meeting. The Board of Directors may authorize classifications of persons for membership in addition to those who pay annual dues.

Section 2: Qualifications

Membership is open to all persons without regard to age, sex, race, creed, national origin, religion, sexual orientation, marital status, parental status, or political affiliation. Person includes natural persons, corporations and unincorporated associations.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1: Annual Meeting

A meeting of all members shall be held annually during the month of October. The Annual Meeting may be called at any date or place as the Board of Directors may prescribe. After the annual meeting, a brief regular meeting will be held for the election of officers. Outcome of election will be recorded in the minutes of this meeting.

Section 2: Special Meetings

Special meetings of all members may be called at any date and place as the Board of Directors may prescribe if two (2) members of the Board or twenty-five (25) percent of the registered membership request such meeting(s).

Section 3: Notice of Meetings

The Annual Meeting shall require written notification of not less than thirty (30) days before such meeting is to be held.

Any special meeting shall require notification of not less than twenty (20) days and no more than sixty (60) days before such meeting is to be held. The general purposes for which any special meeting is called shall be given in the notice. Notice of the date, place, and hour of any special meeting shall be given by or at the discretion of the Board of Directors by local media, mail, telephone or personal communication to each registered member entitled to vote at such meeting.

Section 4: Quorum

Twenty-five (25) percent of the registered membership shall constitute a quorum for the purpose of transacting any business which shall come before any meeting.

Section 5: Voting

Each registered member shall be entitled to one (1) vote on each issue raised at all meetings of the membership. Said vote must be exercised in person or by absentee ballot. In the case of a corporation or unincorporated association, its duly authorized representative may vote. An affirmative majority of the votes cast on a matter to be voted upon shall be necessary for the by-laws.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: Composition

The Corporation shall be governed by a Board of Directors composed of not less than three (3) and not more than nine (9) directors elected from and by the Corporation's membership at the annual meetings.

Section 2: Powers of the Board

The Board of Directors shall have full authority and responsibility for management of the affairs of the Corporation, including but not limited to the following:

- A. Establishing policies and procedures for implementation.
- B. Obtaining legal counsel when necessary in areas of liability.
- C. Reporting at the annual meeting on the work of the Corporation during the past year, and on plans for the ensuing year.

- D. Carrying ultimate responsibility for the financial and business affairs of the Corporation.
- E. Providing the element of continuity in the activities of the Corporation.
- F. Interpreting program policies and the needs of the Corporation to the community.
- G. Having ultimate responsibility for the general nature of programs and activities of the Corporation.
- H. Researching and maintaining funding.
- I. Hiring and firing the Executive Director.
- J. Appointing members to the Board to fill vacancies in unexpired terms.
- K. Creating standing and ad hoc committees and approving the work plans of those committees.
- L. Conducting an independent audit at any time without cause.
- M. Determining positions on public matters.
- N. Taking any necessary or proper steps to exercise the powers of the Board.

Section 3: Election Procedures

A. Nominating Committee

The Board, shall appoint a nominating committee consisting of one (1) director, and four (4) members of the Corporation.

1. This committee shall be responsible for developing a slate of eligible and consenting candidates that reflects a diversity of age groups, sexual orientation, economic, racial and ethnic backgrounds and occupations.
2. This committee will make special efforts to recruit Alaska Native persons and Asian persons to serve on the Kodiak Women's Resource and Crisis Center Board of Directors. These efforts could include asking for nominations from KANA, and Community Health representatives in the villages.
3. The committee's specific responsibilities shall include:
 - i. Soliciting from the general membership recommendations for nominees.
 - ii. Recruiting additional candidates from the general community.
 - iii. Informing the membership of the qualifications of each nominee to be on the ballot no less than fifteen (15) days prior to the Annual Meeting.
 - iv. Preparing and distributing these ballots for absentee voting and for members at the annual meeting.
 - v. Counting the ballots after the vote is taken at the annual meeting and informing the membership of the results.
 - vi. Additional Nominations:
 - a. Additional nominations shall be taken from the floor prior to the vote at the annual meeting. Such nominations will require the consent of the nominees.

Section 4: Terms of Office

The membership shall elect a board of nine (9) directors. Directors shall be elected to fill vacant terms by a majority vote of the members present at each annual meeting. All terms of office shall begin immediately following the annual meeting and shall be for a period of three years for full terms, and for the duration of the unexpired term. No director shall serve more than two (2) consecutive full terms.

Section 5: Vacancies

A vacancy occurring in an unexpired term shall be filled within a reasonable period of time by an affirmative vote of a majority of the remaining directors. Such replacements shall serve the remainder of the unexpired term.

Section 6: Resignations

To be effective, a director's resignation must be submitted in writing to the Board for its acceptance.

Section 7: Removal of a Director by the Board

A director may be removed by the Board for material cause, when the best interest of the Corporation would be served by such removal, or for failure to attend fifty (50) percent of Board meetings in any six (6) month period.

At least ten (10) days written notice, including the specific charges against the director, shall be given to each director in advance of such an action. Prior to or during the meeting at which the action is to be considered, the director shall be given an opportunity to respond to the charges lodged against her/him. This meeting shall be conducted in closed session, unless the accused director requests a public discussion. A two-thirds (2/3) vote of the full Board is required for such removal.

Section 8: Removal of a Director by the Membership

The membership of the Corporation may initiate the removal of, or remove a director(s) for material cause or when the best interests of the Corporation would be served.

A. Request for Removal by the Board

1. Members may initiate the removal of a director(s) by filing with each director a copy of a petition signed by twenty-five (25) percent of the membership. This petition shall name the director(s) whose removal is requested and that director's specific actions or abuse of powers prompting the request for removal. If more than one director is named, specifics must be provided for each.
2. The Board shall meet in closed session unless the charged director(s) request a public discussion within fifteen (15) days from receipt of the petition to act upon this request. A representative of the petitioning membership shall be present to answer any questions or expand on any charges contained in the petition, and the director(s) so charged shall be provided an opportunity to respond. A two-thirds (2/3) vote of the full Board shall be required for removal of a director.
3. Written notice of the Board's decision shall be provided to the membership within thirty (30) days following the decision.

B. Removal or Reinstatement by the Membership

1. If the membership is not satisfied that the Board's decision was fairly reached, a petition signed by twenty-five (25) percent of the membership shall be submitted to each

director requesting a special membership meeting to put the director's removal to a vote of the membership.

2. No later than fifteen (15) days from receipt of the petition, the Board shall give notice to the membership of a special meeting to be held within thirty (30) days of the petition's receipt.
3. The agenda for this meeting shall include a reading of the original and subsequent petitions, a presentation of the Board's reasons for reaching its decisions, and an opportunity for the charged director(s) to address the charges. The vote will be by written ballot and at least two-thirds (2/3) vote of the membership present at the meeting will be required to reverse the decision of the Board.

Section 9: Compensation

Directors shall not receive any salary or other compensation for their services as Board members.

Section 10: Eligibility Criteria

Any person running for a seat on the Board of Directors cannot have been in the employment of KWRCC for at least six (6) months prior to their application to the Board.

ARTICLE VIII - BOARD OF DIRECTORS MEETINGS

Section 1: Regular Meetings

There shall be no less than ten (10) regular meetings of the Board each year.

Section 2: Notice of Regular Meetings

Notice of all regular meetings of the Board shall be in writing and shall be sent to the directors, the local media, and posted notice shall include the agenda for the meeting.

Section 3: Closed Session

Closed sessions shall be agreed upon in open sessions by a majority vote of the directors present. Closed sessions are those in which only directors and those requested by the Board are to be present.

The Board may enter into closed session only with regard to the following matters:

- A. Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the Corporation.
- B. Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion.
- C. Matters, which by law, municipal charter or ordinance, are required to be confidential.

Section 4: Special Meetings

The President or her/his representative or any two (2) Board members may call a special meeting on twenty-four (24) hours oral or written notice to other Board members. The general purposes for which the meeting is called shall be given in the notice. Meetings of the Board may be called without such notice when all the Board members are present or when all consent to the holding of such a meeting.

Section 5: Attendance at Meetings

Directors are expected to attend all meetings. In the event a director must miss a meeting, the director must notify the President or Executive Director in advance. Furthermore, the director is required to inform her/himself of the business conducted at any missed meeting.

Section 6: Quorum

A simple majority of the current directors shall be considered a quorum for the purpose of transacting any business which shall come before any meeting, except as otherwise provided herein.

Section 7: Voting

Each director or properly designated alternate, except the President, shall be entitled to one (1) vote on each issue raised at all meetings of the Board. Said vote must be exercised in person. The President may vote only to break a tie vote between the other directors. An affirmative majority of the votes cast on a matter to be voted upon shall be necessary for the adoption thereof unless a greater proposition is required by these bylaws.

ARTICLE IX - OFFICERS

Section 1: Officers

The Board of Directors, immediately after the Annual Meeting, shall elect by a majority vote, a President, Vice President, Secretary, and Treasurer.

Section 2: Powers and Duties

A. President

1. Shall be the chief executive officer of the Corporation.
2. Shall preside at all meetings of the Board of Directors and the general membership.
3. Shall act as an ex-officio member of all committees except the Election Committee.
4. Shall present a report of the conditions of the corporation at the Annual Meeting and at any other time he/she or the Board of Directors shall deem appropriate.
5. Shall execute on behalf of the corporation all contracts, deeds, conveyances or other instruments in writing that may be required or authorized by the Board of Directors for proper and necessary transaction of the business of the corporation.

B. Vice President

1. Shall assume the duties and powers of the president in the absence of the president.
2. Shall perform other duties as designated by the President or the Board of Directors.

C. Treasurer

1. Shall present to the Board of Directors and the membership at its Annual Meeting, a report as treasurer of the corporation, and will from time to time make such other reports to the Board of Directors as it may require.
2. Shall chair the Finance Committee and assist in preparing the annual budget.
3. Shall submit financial reports required or requested by the Grantors.

D. Secretary

1. Shall keep an accurate record of all meetings of the membership, and of the Board of Directors.
2. Shall keep an attendance record of each member attending all meetings of the membership and of the Board of Directors.
3. Shall conduct the correspondence of the Board with the direction of the President and/or Board of Directors.
4. Shall give, or cause to be given, all notices of meetings of the Board of Directors, and all other notices required by law or by these bylaws.
5. Shall perform such other duties as may be designated by the Board.
6. These duties may be delegated if the Board so desires.

Section 3: Vacancies

An officer may resign his or her position by giving written notice to the Board of Directors. A vacancy in any office because of death, resignation or removal, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 4: Removal from Office

Any officer may be removed with reasonable cause by the Board of Directors, by a vote of a majority of all of the Board Members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board Member and to the officer affected in writing at least ten (10) days previously.

ARTICLE X - COMMITTEES

Each board member, except the President, shall be a member of at least two committees and each committee will include at least one (1) Board Member. Unless otherwise stated, the President shall be an ex-officio member of all committees.

All committee meetings must take minutes. Said minutes must be in the office of KWRCC within 10 days of the meeting, and sent to Board Members in their monthly packets.

All Director appointments to committees will be made by the President, with the approval of the Board of Directors, at the first regular meeting following the annual meeting. Each appointment will be for a one (1) year term.

Section 1: Standing Committees

A. Finance Committee

1. Shall be chaired by the treasurer and will consist of not less than three (3) members including but not limited to review of the monthly financial report at each Board meeting assist in the preparation of the annual budget for recommendation to the Board; ensure the corporate financial and legal requirements are properly met and review grant applications.

B. Policy Committee

1. Shall be made up of no less than five (5) members and shall meet no less than quarterly (4 times during the year). The chair will be designated by the members of the committee.
2. Shall be responsible for annually reviewing the bylaws, shelter policies, election policies, and any other policies of the Corporation. If deemed advisable or necessary, the committee will make recommendations to the board for necessary changes.

C. Personnel Committee

1. Persons on this committee shall include the Executive Director; one staff person elected to this committee by Staff; one Board member; and at least two (2) members of the Corporation.
2. Shall be made up of no less than five (5) members, and shall meet no less than quarterly (4 times during the year). The chair will be designated by the members of the committee.
3. Shall be responsible for annual review of the personnel policies including but not limited to:
 - i. Employees' salary scale
 - ii. Employees' fringe benefits
 - iii. Job descriptions
 - iv. Evaluation procedures
 - v. Grievance procedures and make necessary recommendations to the Board for necessary changes.

D. Program Committee

1. Shall be made up of no less than three members and shall meet no less than quarterly (4 times during the year).
2. Shall be responsible for the development of a short term/long term program plan for educational programs and special activities; annual review of that program plan and review grant applications in cooperation with the Finance Committee to ensure proposed objectives are consistent with agency goals and objectives.

E. Fundraising Committee

1. Shall be made up of no less than five (5) members and the members will designate the chairs.
2. Shall seek ways and means to increase the revenues of the Corporation.

F. Nominating Committee *(See Article VII, Section 3)*

Section 2: Special Ad Hoc Committees

- A. Shall be appointed by the President.
- B. Shall be time limited and issue oriented.
- C. Termination shall be at the discretion of the President.

ARTICLE XI - DISSOLVING THE CORPORATION

The Corporation shall be dissolved according to the Articles of Incorporation.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The current edition of ROBERTS RULES OF ORDER shall be the parliamentary authority for the proceedings of the Corporation except in cases where their rules conflict with provisions of the bylaws.

ARTICLE XIII - INDEMNIFICATION

Kodiak Women's Resource and Crisis Center shall have the authority to indemnify and hold harmless any employee, board member, or director from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in their capacity as employee, board member, or director (excepting in cases involving willful negligence or misconduct). Kodiak Women's Resource and Crisis Center shall have the authority to purchase or procure insurance for indemnification purposes.

ARTICLE XIV - AMENDMENTS

Any three (3) members of the Corporation may propose amendments to these bylaws. All such amendments shall be submitted at a meeting of the membership, provided that the proposed amendment be made available to the Board of Directors at least forty-five (45) and to the membership thirty (30) days prior to the meeting. A vote of two-thirds (2/3) of the members present at the meeting shall be required for approval of any amendment.