

WOMEN'S CENTER, INC. BY-LAWS

PROPOSED AUGUST 28, 2019 ~~AMENDED SEPTEMBER 4, 2014; MAY 27, 2015~~

ARTICLE 1: NAME, OFFICE AND PURPOSES

Section1. Name. The name of the Corporation is the Women's Center, Inc. (hereinafter "Center") doing business as Safe Passage in the State of Idaho.

Section2. Principal Office. The principal office of the corporation in the state of Idaho shall initially be located at 850 NE 4th Street, Coeur D'Alene, Idaho 83814. The Corporation may have such other offices and or property either within or out of the state of Idaho, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section3. Purposes. The purposes of the Corporation, none of which are for profit, are as stated in the Corporation's Nonprofit Articles of Incorporation and the same may be duly amended from time to time. The Corporation's primary purpose is to provide free and accessible resources and to provide safety, education and empowerment to victims of violence and the community. The Center also joins others in the struggle to eliminate violence in our society.

Article II: MEMBERSHIP

Section1. The Corporation has no members.

Article III: BOARD OF DIRECTORS

Section1. Duties. The Board of Directors shall manage the affairs of the corporation.

Section2. Number and Requirements. Directors may vary between a minimum of eight and a maximum of twenty including officers. Directors

need not be residents of the State of Idaho. A current employee of the Center or a former employee of less than six months cannot be elected to the Board. A client of the Center cannot become a Director until services have been suspended for one calendar year.

Section3. Term and Election. The term of office for Directors shall be three years. A Director shall be eligible to serve two consecutive terms. Should the Board choose to expand the number of Board positions, the Board shall take into account the value and purpose of staggered terms to provide continuity.

Section4. Removal. Any Director may be removed, with or without cause, at a meeting called for that purpose by a vote of two-thirds (2/3) of the Directors entitled to vote. If a Director misses three consecutive Board meetings without prior notification to the Executive Director and the President Secretary of the Board of Directors, said member will be placed on inactive status until such time as a meeting can be called to consider removal of the Director, which shall require a majority of the Directors entitled to vote.

Section5. Vacancies. Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors. Vacancies and expansion of Board positions shall be elected annually at the beginning of the fiscal year to allow for full orientation to the Board, or anytime at the discretion of the Board. However, Board positions shall immediately be filled should the Board of Directors fall below the minimum number of eight (8) positions.

Section6. Quorum and Action. A quorum at a board meeting shall be a majority of Directors eligible to vote. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority or greater vote of Directors in office, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section7. Regular Meetings. Regular meeting of the Board of Directors shall be held monthly at least six (6) times annually or held at the time and place to be determined by the Executive Committee. No other notice of the date, time, place or purpose of these meetings is required.

Section8. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President, or by written request of one-third of the Directors. Unless the Board acts to waive by quorum, by all directors eligible to vote, notice of such meetings, describing the date, time, place or purpose of the meeting shall be delivered to each Director via email and/or by telephone at least 24 hours prior to meeting. A special meeting being called for the purpose of removing a Director shall require a seven (7) day notice.

Section9. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section10. Compensation. Directors shall not receive salaries for their Board services, nor be reimbursed for expenses related to Board service.

Section11. Consent Action. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by a majority of the Directors.

ARTICLE IV. OFFICERS

Section1.Titles. Officers of this Corporation shall be the President, Vice President, Secretary, and Treasurer, and Past President.

Section2. Election. The Board of Directors shall elect the named officers of the Corporation to serve one-year terms. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be combined. A slate of officers will be recommended

by the Executive Committee and presented at the May meeting. The Board of Directors present shall elect officers at the June meeting.

Section3. Vacancy. The Board of Directors for the unexpired portion of the year shall fill a vacancy for any stated reason in any office of the corporation.

Section4. Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board.

Section5. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board by a vote of two-thirds (2/3) of the Board whenever in its judgment the best interests of the Corporation would be served.

Section6. Other Officers. The Board of Directors may elect or appoint such other officers, agents, such as Members-at-Large, and contracted employees as it shall deem desirable, including an Executive Director. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors. (5-27-15)

Section7. President. The President shall be the President of the corporation and shall act as the President of the Board and the Executive Committee. The President shall preside over all meetings of the Board of Directors and as presiding officer has authority to vote. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President shall oversee the activities of the Executive Director on behalf of the Board of Directors. The President serves as *ex officio* member of committees.

Section8. Vice President. The Vice President shall preside in the absence of the President over all meetings of the Board of Directors. The Vice President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section9. Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all

proceedings of the Board of Directors and executive committee meetings or actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists and listserve; and (e) any other duties as may be prescribed by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have overall responsibility for all funds and securities of the corporation. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) keeping deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) cause annual audit to be performed; and (f) other duties as may be prescribed by the Board of Directors.

Section 11. Executive Director. The Executive Director shall be hired by a majority vote of the Board of Directors and have overall responsibility of the management of the Center and act under the direction of the Board. The Executive director is an ex officio non-voting member of the Board and is responsible for seeing that the work of the Board and Committees are carried out. The Executive Director has authority to fire, hire and set salaries of other staff members under the authority of the Board approved annual budget and personnel policies.

ARTICLE V: COMMITTEES

Section 1. Executive Committee. An Executive Committee shall consist of the Officers of the Corporation including the past President and any Members-at-Large. The Executive Committee shall have the authority of the Board of Directors to make ongoing decisions between Board meetings within the scope of the Board approved Budget and Policies. Executive Committee reports will be submitted in writing to the Board of Directors. (9/4/14; 5-27-15)

Section 2. Finance Committee. Finance Committee shall be chaired by the Treasurer. This committee recommends finance policy, reviews

financial reports, budget and grant compliance and oversees the audit. This committee shall serve as an advisory committee to the Treasurer and the Board of Directors. (9/4/14)

Section3. Other Committees. The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may be advisory and or task committees.

Section 4. Composition of Committees. Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors in office.

Section5. Quorum. A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority of members present.

Section6. Limitations on the Powers of the Committee. No committee including the Executive Committee may authorize payment of any funds or assets of the corporation to its directors or officers; may approve dissolution, merger, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Budget, Policies, Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section1. Contracts. The Board of Directors may authorize any officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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 defined to specific instances.

Section2. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers of the Corporation and in such

manner as shall from time to time be determined by resolution of the Board of Directors.

Section3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trusts companies or other depositories as the Board of Directors may select.

Section4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE VII: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered or principal office a record giving the names of the Board of Directors. Any member of the Board of Directors, or his agent or attorney may inspect upon reasonable notice, all books and records of the Corporation, for any proper purpose at any reasonable time.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE IX: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent permitted under Idaho Nonprofit Corporation Act and not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceedings, by reason of the fact that the person is or was a Director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporations' obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the

amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification; substantively, procedurally, and otherwise.

ARTICLE X: AMENDMENTS TO BYLAWS

The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment each Director shall be given at least seven (7) days' notice of the date time and place of the meeting at which the proposed amendment is to be considered and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment and the notice must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern procedures of business.

ARTICLE XII: DISSOLUTION OF THE CORPORATION

Section 1. If the functions of the Corporation are no longer needed or effective, the corporation may dissolve the Corporation by a consensus of the membership, provided that the dissolution was introduced at the three previous Board Meetings. Upon dissolution of the organization, remaining assets shall be distributed in compliance with existing laws under 501(c) 3 status.