

# **OHIO DOMESTIC VIOLENCE NETWORK**

## **BYLAWS**

### ***ARTICLE I - DEFINITIONS***

- 1.1** “Articles of Incorporation” means the original Articles of Incorporation of the Corporation, as amended from time to time, including any restated Articles of Incorporation.
- 1.2** “Board” means the Board of Directors of the Corporation.
- 1.3** “Bylaws” means the Amended and Restated Bylaws of the Corporation, as amended from time to time.
- 1.4** “Corporation” means the Ohio Domestic Violence Network, Inc.
- 1.5** “Days” means calendar days.
- 1.6** “Board Director” means a member of the Corporation’s Board.
- 1.7** “Office of the Corporation” means the executive office of the Corporation as designated by the Board.
- 1.8** “Officer” means officer of the Corporation. The officers of the Corporation are designated as follows: “Chair,” “Chair-Elect,” “Treasurer,” and “Secretary.”
- 1.9** “Federal Fiscal Year” is a period of twelve months starting October 1 and ending September 30.
- 1.10** “Executive Director” means the chief executive officer of the corporation. The Executive Director is an ex-officio, non-voting member of the Board of Directors
- 1.11** “Quorum” means a majority of the elected Board of Directors.
- 1.12** “DV Member Program” means a 501 (c) 3 organization whose primary focus is providing direct service to victims of domestic violence, sexual assault or stalking and operates in agreement with ODVN’s mission statement, guiding principles and submits membership dues annually. Member programs shall demonstrate good faith efforts to abide by all program standards approved by ODVN.

## **ARTICLE II – ORGANIZATION**

2.1 The purpose of ODVN is to:

- a. Support and represent DV member programs;
- b. Insure the continuance of safe, effective services to victims of domestic violence through training, technical assistance and advocacy to DV member programs and allied professionals;
- c. Effect social and institutional change through influencing public policy, advocating for victims of domestic violence, creating partnerships with governmental and non-governmental agencies and promoting public awareness and education.

2.2 Offices – the principal office of the Corporation in the State of Ohio shall be located in the County of Franklin. The Corporation may have such executive and other offices as the Board may designate or as the affairs of the Corporation may require from time to time.

## **ARTICLE III - BOARD OF DIRECTORS**

3.1 Purpose - The purpose of the Board of Directors is to function as the governing body of the Ohio Domestic Violence Network (ODVN), and all its Standing and Ad Hoc Committees. The Board shall manage the affairs of ODVN and ensure that a financial audit is conducted annually.

3.2 Number of Directors – The number of Directors constituting the entire Board shall be minimum of fifteen (15) and a maximum of nineteen (19).

3.3 Term of Office – Members of the Board shall be elected to terms of three years. A Director may be elected to three consecutive terms. Board terms shall end on September 30. A Director may serve an additional term after a hiatus from the Board of a minimum of twelve months.

3.4 Representation – Directors of the Corporation shall represent all geographic areas of the State of Ohio, including members representing urban and rural areas, and shall represent various underserved groups. At least 51% of the Directors should be representatives of member organizations who serve on the Steering Committee. Prospective Directors shall be required to submit a written nomination form and supporting documents as requested. No Director shall be related or a member of a family of an employee of the Corporation.

3.5 Election – Directors of the Corporation shall be elected by a majority vote of the Directors of the Corporation having voting rights. Members of the Board of Directors shall submit names of candidates to the Governance Committee, who, with the Executive Director, will conduct a screening. This committee will submit names for election to the full Board of Directors. Directors shall vote at a regularly scheduled board meeting, and Directors shall be

elected by a quorum of board members. Directors may also be elected by e-mail voting as referenced in Article 3.17. Proxy votes shall not be accepted. Board service shall begin at the meeting following their election to the Board.

**3.6** Board Qualifications – All Directors must be an Individual Member. If affiliated with an Organization that organization must be a Member. Directors must be committed to the mission statement, philosophy and goals of the Corporation. Directors are expected to attend Board meetings. Failure to attend three unexcused consecutive meetings may constitute cause for dismissal from the Board. Board members will not be compensated.

**3.7** Officers – The Board shall maintain a Chair, Chair Elect, Secretary and Treasurer as its officers. The Governance Committee shall accept candidates for officer positions at the September meeting of the Board and shall present a slate of candidates to Board members. Directors shall vote at the September meeting. Officers shall be elected by a quorum of the Board of Directors. Proxy votes shall not be accepted. Terms shall begin immediately, and shall last for twelve months.

**3.8** Committees – Standing Committees shall consist of Executive, Financial, Governance, Development, Steering Committee and Public Policy Committee. Committee chairs must be members of the Board. All Directors are expected to participate in at least one committee. Committee membership is open to Steering Committee members or at large members.

**3.9** Vacancies – Any vacancy in the Board may be filled by the vote of a simple majority of the current Directors.

**3.10** Resignation – Any Director may resign at any time by giving written notice of such resignation to the Board, the Chair or the Secretary.

**3.11** Removal – A Director may be removed from office for malfeasance, misfeasance, or non-feasance by the Board at any regular meeting or at any special meeting called for that purpose. A Director who has been dismissed may appeal the decision by sending written notice to the Governance Committee Chair within 15 days of being dismissed. The Board Governance Committee Chair shall appoint an ad hoc committee to review the dismissal within 15 days of receiving the notice of appeal. The ad hoc committee must meet within 30 days of being appointed. The decision of the ad hoc committee is final.

**3.12** Meetings – Meetings of the Board shall be held quarterly. Meetings shall be conducted by the Chair or the Chair-Elect in the absence of the Chair. An attempt to make decisions by consensus shall be made, however decisions shall be made utilizing Robert’s Rules of Order.

**3.13** Annual Meeting – The annual meeting of the Board shall be held during the month of September of each year.

**3.14** Special Meetings – Special meetings of the Board may be called by the Chair and at the request of a simple majority of the Board. The notice of any special meeting shall be five

business days and shall contain an agenda for the meeting. Action may be taken at a special meeting only on topics that are on the agenda for that meeting.

**3.15** Notice – Notice of all Board meetings, except as herein otherwise provided, shall be given and shall be deemed delivered by United States mail, fax or electronic mail fifteen days before the meeting, with the exception of special meetings.

**3.16** Quorum – Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of Directors set forth in section 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board, and the act of simple majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board.

**3.17** Methods of Voting – Board action by e-mail may be taken by unanimous written consent; the Board Chair will determine whether to ask for an action by unanimous written consent. The following factors will be considered:

- 1.) How soon a decision is required
- 2.) Whether the decision would better be made after full discussion
- 3.) Whether a conference call can be scheduled and a quorum obtained
- 4.) If an e-mail unanimous written consent will forward the work of the board or ODVN

If after considering the above factors the Board Chair determines a unanimous written consent is the best action to take the Board Chair may have the Secretary draft a proposed motion and e-mail it as an attachment to all the Directors. The motion shall include a yes or no check off. Each Director shall sign and return the written consent to the Secretary and Executive Director by scanned copy or FAX within the time frame indicated on the motion. Original written consent forms shall be mailed to ODVN or brought to the next board meeting. All individual written consent forms will be kept with the Corporate minutes. The Board will ratify the action at the next Board meeting and the minutes will record the ratification. If the decision is not unanimous, the motion will be suspended until the next regularly scheduled Board meeting.

**3.18** Indemnification – The Corporation shall indemnify its Directors against lawsuits to the extent permitted by the Ohio Revised Code.

**3.19** Day-to-Day Operations – The Executive Director shall conduct the day-to-day operations of the Corporation.

**3.20** Duties and Responsibilities of the Board of Directors – The Board of Directors shall fulfill the following duties:

- a. Establish, review, and revise policies in accordance with the ODVN mission statement.
- b. Manage and control the property and affairs of ODVN.
- c. Assume fiduciary responsibility for agency funds.
- d. Review and adopt an annual budget.

- e. Review and monitor budget expenditures.
- f. Provide for an annual audit of agency funds.
- g. Engage an Executive Director or terminate his/her employment. Set the terms of his/her employment, compensation, tenure and responsibilities. Provide input into the annual evaluation of Executive Director which shall be initiated and conducted by the Chair through the Executive Committee.
- h. Establish the necessary bonding and contracts for insurance.
- i. Review all agency contracts as needed.
- j. Establish personnel policies, which shall include an appropriate salary scale and benefits for staff.
- k. Appoint a statutory agent.
- l. Contribute financially to ODVN, minimally as an individual member.
- m. Board members representing DV Member programs shall maintain organizational membership.

**3.21 Contracts, Checks and Gifts**

- a. Contracts – The Board shall authorize the Executive Director, an officer or officers and such additional agents of the Corporation as it deems advisable, to enter into any contract or lease, or to execute and deliver any instrument in the name of and behalf of the Corporation, and such authority may be general or confined to specific instances.
- b. Checks – All checks drafts or orders for the payment of money notes or other evidence of indebtedness issued in the name of the Corporation shall bear the signature of at least one authorized agent of the corporation. One of the authorized agents shall be the Executive Director. The Board shall authorize the Board Chair; Chair Elect and/or the Treasurer as the two other authorized agents to sign such documents.
- c. Gifts – The Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purposes of the corporation, including without limitation of the foregoing real and personal property that is given, conveyed, bequeathed, devised or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in its Article of Incorporation.

**3.22 Miscellaneous**

- a. Amendments– These by laws may be altered through a majority vote of the Board at a meeting thereof provided that the notice of such proposed amendments shall have been included in the notice given to the Board at least 30 days prior to the meeting.
- b. Fiscal Year – The fiscal year of the corporation shall be from October 1 to September 30.
- c. Dissolution – ODVN may be dissolved by majority vote of the Board. Upon dissolution of the corporation, The Board of Directors shall select an organization or organizations which qualify under ODVN’s Articles of Incorporation, and whose purposes are as consistent as possible with the goals and purposes of ODVN, to be the recipient of the remaining property and assets of the Corporation.

## **ARTICLE IV – ASSOCIATE BOARD**

4.1 The Board shall have the authority to appoint *ex officio* non-voting Directors of the Board with a simple majority of the Board. These Directors, called “Associate Directors,” shall be permitted to serve on Board committees upon the Board’s invitation.

## **ARTICLE V - COMMITTEES**

### **5.1 Standing Committees**

- a. Committees shall meet as necessary.
- b. The Chair shall appoint a chairperson to set meeting times, prepare the meeting agenda in collaboration with the Executive Director, assure that tasks are completed in a timely manner, and report back to the full Board of Directors. A minimum of three (3) voting members shall serve on each standing committee.
- c. *DV Member Program Steering Committee* – The DV Member Program Steering Committee shall serve as a standing committee of the ODVN Board of Directors. Each member of the Steering Committee shall represent a 501 (c) 3 organization whose primary focus is providing direct service to victims of domestic violence, sexual assault or stalking and operates in agreement with ODVN’s mission statement, guiding principles and submits membership dues annually. Member programs shall demonstrate good faith efforts to abide by all program standards approved by ODVN. The purposes of the DV Member Program Steering Committee shall be to:
  - provide input into public policy positions adopted by ODVN;
  - provide review to any program standards adopted by ODVN;
  - ensure advocacy for financial support of member programs; and
  - provide networking opportunities for member programs.

The DV Member Program Steering Committee shall be chaired by a member of the ODVN Board of Directors. The DV Member Program Steering Committee may appoint ad hoc sub-committees, upon notice to the Board of Directors, as necessary, to carry out the work of the DV Member Program Steering Committee. Ad hoc committees may be comprised of members of the Board of Directors, Steering Committee members and members from programs or the community.

- d. *Executive Committee* – The Executive Committee shall be composed of the Chair, Chair-Elect, Secretary, Treasurer, and immediate past Chair. The Chair may request the attendance of other Directors on an as needed basis. The Executive Committee shall act for the Board of Directors during the interim between Board meetings. The meetings of the Executive Committee may be called by any Executive Committee member. The Chair shall be chairperson of the Executive Committee.

Notice shall be provided ten days in advance of the meeting, except in the case of an emergency. The Executive Committee shall serve as the personnel committee and as such is responsible for conducting the annual evaluation of the Executive Director.

- e. *Finance Committee* - The Finance Committee shall be chaired by the Treasurer and shall review all financial statements, investments, and initiate and review the annual audit. The Finance Committee shall revise investment and financial policies as needed for the review and approval of the full Board. The Finance Committee shall serve as the Audit Committee. The Audit Committee shall recommend the selection of the external auditors to the Board of Directors and ensure that the external auditor is independent. The Audit Committee shall monitor the internal control policies and procedures used to control the accounting operations of the agency. The Audit Committee also has oversight of the financial risk management of the agency. The Audit Committee shall review and approve the ODVN annual 990 and forward a copy to the full Board of Directors. At least every four years, the selection of an audit firm should be put out to bid.
- f. *Governance Committee* – The Governance Committee shall solicit and interview candidates for Board seats, propose new members, orient new members, solicit officers, and present a slate of candidates to the Board for approval in accordance with the Article 3.5 herein. In addition, the committee shall review the by-laws every four years.
- g. *Development Committee* – The Development Committee shall plan and implement fund raising activities and shall plan for and implement public relations as they relate to the organization and Board.
- h. *Public Policy Committee*– The Public Policy Committee shall review and evaluate public policies and legislation, develop position statements on specific policies or proposals, and advocate for public policy that adequately addresses the needs of victims of domestic violence.
- i. *Other Committees* – The Board of Directors shall appoint such other *ad hoc* committees or task forces as necessary to accomplish the Board’s objectives.

## **ARTICLE VI – CONFLICT OF INTEREST**

**6.1** Disclosure - It is the responsibility of any Director to notify the Board Chair of a potential conflict of interest, whether real or perceived. Annually each Board Director will be required to submit a signed Conflict of Interest Disclosure form. Each Director shall indicate the nature and financial impact of any conflict of interest.

ODVN BYLAWS Approved by the Steering Committee March 2004  
Revised and Approved September 19, 2006  
Revised and Approved by Board of Directors on December 11, 2007  
Revised and Approved by Board of Directors on September 8, 2009  
Revised and Approved by Board of Directors on June 12, 2012  
Revised and Approved by the Board of Directors on March 14, 2017