

BYLAWS

ARTICLE I

Section 1.01. Name of Coalition. The name of the coalition will be the Louisiana Coalition Against Domestic Violence.

Section 1.02. Principal Office. The principal office of the Coalition will be at 1763 Physician's Park, Suite 1, Baton Rouge, LA 70816. The principal office will thereafter be located at such address as the Board of Directors may from time to time determine.

ARTICLE II

Section 2.01. Purposes (Powers) of the Coalition. The purposes for which this Coalition is formed are exclusively charitable and educational.

The specific and primary purposes are:

- A. To lead a statewide collaborative effort to end domestic violence by advocating for survivors and changing social conditions, beliefs and social actions that perpetuate abuse against victims of domestic violence.
- B. To provide technical assistance and training for Member Programs & Allies and coordinate sharing of skills, information and resources among members to support quality services among programs.
- C. To advocate for and administer financial support for Member Programs and solicit financial support for LCADV sponsored projects.
- D. To provide statewide leadership on public policy issues affecting survivors and programs that serve them.
- E. To collect and maintain domestic violence reference materials as a resource for member programs and the public.
- F. To advocate change in existing legislation and adoption of new Legislation which will contribute to the eradication of domestic violence in Louisiana.
- G. To provide statewide education to inform survivors of domestic

violence of their rights and services of domestic violence programs provider programs.

- H. To exercise all other rights and powers conferred upon the Coalition formed under the Louisiana statues regarding non-profit Coalitions as defined by the purposes of LCADV.

ARTICLE III

Section 3.01. Membership. There will be five (5) categories of members of this Coalition. There will be no limitation on the maximum number of members the Coalition may have at any one time. Membership is available to organizations and individuals.

Section 3.02. Categories of Membership and Eligibility.

- A. **Active Membership – Organization.** Active organizational membership is comprised of organizations that are feminist, womanist, private, nonprofit, community based programs providing direct services to battered women and their children as well as any other person who may be a victim of domestic violence in accordance with Article XII, Section 12.01 of these by-laws. The organization must have nonprofit, public/private tax-exempt status, or have filed an application to obtain such status, and be operating in the State of Louisiana. These programs provide comprehensive services to victims of domestic violence including shelter. The organization must also be in accord with LCADV Principals of Unity, the LCADV Philosophy and current Quality Assurance Standards as published by DCFS. These organizations will be authorized to hold the powers allotted to the Membership Body in Article IV Section 4.01 of these by-laws.
- B. **Active Membership – Victim Services and/or Advocacy Programs Member** Active Victim Services or Advocacy or Advocacy Program membership is open to organizations that meet all the requirements in category A but do not directly provide shelter.
- C. **Supportive Membership – Organization and Individual (non-voting).** Supportive Membership is open to individuals, groups and organizations interested in supporting the work of LCADV, and which are supportive of LCADV Principals of Unity and LCADV Philosophy.
- D. **Active Membership - Domestic Abuse Intervention Program Member** is comprised of programs providing direct services to offenders of domestic violence. The organization must have legal authority to operate in the State of Louisiana, be in accord with LCADV Principals of Unity, the LCADV Philosophy and domestic abuse intervention standards as defined by LA R.S. 9:362 and LCADV’s Minimum Standards for Batterer Intervention Programs.

ARTICLE IV

Section 4.01. Powers of The Membership Body

- A. The power to admit members shall be vested solely in the Membership Body as defined in Article III, Section 3.02, Category A. This Membership Body shall also from time to time prescribe the qualifications and requirements for membership. This Membership Body shall also have authority over Public Policy issues supported or opposed by the Coalition. This Membership Body will elect representatives as necessary to fill the seats on the Coalition Governing Board that are reserved for member programs. The Coalition Governing Board shall consult with the Membership Body in the hiring process of the Executive Director of the Coalition. The Membership Body will be consulted by the Coalition Governing Board in the Strategic Planning process.
- B. **Meetings** The full Membership Body, as defined in Article III, Section 3.02, Category A, shall meet no less than two times per year to receive an overview of coalition activities and consider any business they need to conduct. Each meeting site will be determined at the prior meeting, with rotation to insure geographic inclusion of all programs in the State when possible.
- C. **Voting** Each Active Membership Organization, as defined in Article III, Section 3.02, Category A and each recognized caucus of the Membership Body will have one vote and any authorized representative of that organization may cast that vote. No program may occupy more than 2 voting seats in the Membership Body. No one individual can cast more than one vote. Each Active Membership Organization and Caucus must choose one representative each year who will be the representative of record for that organization or caucus. They must notify the coalition office, in writing, of this selection.

Section 4.02. Notice of Membership Meeting Notice of each meeting and the agenda will be mailed not less than (2) weeks before the date on which the meeting is to be held.

Section 4.03. Quorum The presence at any meeting of the Membership Body of no less than a majority of the authorized number of Programs will be necessary to constitute a quorum. Each organization will have one vote and any authorized representative of that organization may cast that vote. Proxy voting by one program on behalf of another will not be allowed.

Section 4.04. Dues Each class of membership shall pay dues based on an amount approved by the Board of Directors. They may determine from time to time the amount of annual dues payable to the Coalition for membership in each class of the Coalition.

Section 4.05. Payment of Dues. Dues shall be payable in January of each fiscal year. On Feb 1 of each calendar year, if payment is not received, the organization is to receive written notice of pending membership termination if the dues are not paid/received within 30 days.

Section 4.06. Election of Membership Representatives to the Governing Board. Persons elected from the Membership Body to occupy seats on the Governing Board must be current employees of Active Membership Programs. If they terminate that relationship any time during their tenure on the board they must forfeit their seat and cannot transfer to an at large seat until a hiatus of 12 months has been completed.

ARTICLE V

Section 5.01. Caucuses (formerly task forces). A caucus is a group of individuals who are individual members and/ or from member programs who come together because of backgrounds and experiences unique to them and whose concerns need to be addressed within the Coalition, a member organization of itself shall not qualify as a caucus. The following will be recognized Caucuses; Rural, Children, Women of Color, Formerly Battered Women and LGBTQI. Any group of 5 or more persons who feels that they represent an underserved population or special interest group can submit a proposal to the full Membership Body to be recognized as a Caucus. The proposal should outline the nature of the Caucus and the rationale for formation. The proposal will be added to the agenda and voted on at the next regular meeting of the Membership Body.

Section 5.02. Caucus Representation in the Membership Body. Each caucus that has been approved is eligible to elect one of its members to a position on the Membership Body, to represent that caucus.

Section 5.03. Caucus Voting. Each recognized caucus will have one vote and any authorized representative of that organization may cast that vote. No program may occupy more than 2 voting seats in the Membership Body. No one individual can cast more than one vote.

ARTICLE VI

Section 6.01. Committees of the Membership Body. From time to time as is necessary the Membership Body may form standing or temporary committees to carry out work on behalf of the membership.

Section 6.02. Public Policy Committee. The role of this committee is to provide guidance to LCADV in areas of public policy and to review bills as they become available, giving priority to bills that directly impact survivors of domestic violence. Committee membership is open to Board members and representatives from the member programs, as well as LCADV's lobbyist; volunteers from the community may serve on this committee with the approval of the Chair of this committee.

Section 6.03. Membership Committee. The role of this committee is to establish written protocols and criteria for membership.

Section 6.04 Nominating Committee. The role of this committee is to take nominations for a ballot of Membership Body representatives voted to serve on the Governing Board. Election will take place in November for representatives to take office on the coalition governing board in January of each year. This committee will also create ballots and initiate an election process in the event of a Membership Body representative dropping off the board.

ARTICLE VII

Section 7.01. Board of Directors. The activities, affairs and property of the Coalition will be managed, directed and its powers executed by, and invested in the Board of Directors. Excepting those activities, rights and responsibilities allocated in Article 4.01 to the Membership Body.

The Board of Directors shall give authority for the day to day operations of the Coalition to the Executive Director of the Coalition. The Executive Director is recognized as an ex-officio member of the Board of Directors and the Chief Executive Officer (C.E.O.) of the coalition and is vested with the authority to carry out all duties related to the agency operations or as directed by Board resolution.

The Board shall be composed of at least twelve (12) and no more than fifteen (15) members, including the officers. Members of the Board of Directors shall be 18 years of age or older, of good moral character having skills, experiences and backgrounds capable of fulfilling the mission of the coalition. There should be representation on the Board that reflects the ethnic, corporate, regional and gender influence throughout the state. At least 40% of the Board of Directors shall consist of representatives from member programs. There shall at all times be at least one formerly battered woman on the Governing Board. In all elections for membership representatives the formerly battered women's caucus shall have a designated nomination. Organizational representation on the board is limited to no more than one per program.

Section 7.02. Term of Board of Directors. Board Members will be elected to the board by a majority of it's members unless otherwise expressly stated in these by-laws. A Board Member term will be two years. A Board Member may serve no more than 2 full terms consecutively. Members may be allowed to serve additional terms after a hiatus of at least 12 months. All terms begin January 1 of each year. If a member is appointed at other times during the year, that member will serve that partial year in addition to their regular term limits.

Section 7.03. Duties of Board of Directors. Board Members are expected to adhere to the coalition's Purpose, Philosophy and Principles of Unity and to attend all Board and Committee meetings. Board members must act in the best interest of the agency, at all

times, in good faith, exercising the fiduciary duties of care, loyalty and obedience to the coalition.

Section 7.04. Removal of Board Members A Board Member may be removed from the Board for malfeasance, misfeasance or non-feasance, including missing at least 50% of the meetings in a calendar year and failing to adhere to the philosophy of LCADV, or violating any expectation for Board Members listed in Article VII, Section 7.03 by a majority vote of the Directors present at any regular meeting or any special meeting called for that purpose. A Board member who has been dismissed may appeal that decision within 15 days in writing to the Executive Committee. The Executive Committee will review the dismissal and issue a report within 30 days. All decisions of the Executive Committee are final.

Section 7.05. Annual Meeting. The Annual Meeting of the Board of Directors will be held in the fourth quarter of the calendar year.

Section 7.06. Other Meetings. At least 4 regular meetings of the Board of Directors will be held when possible quarterly. Special meetings will be held at any time when called by a majority of the Board of Directors.

Section 7.07. Notice of Meeting. Notice of each meeting and the agenda will be mailed not less than (2) weeks before the date on which the meeting is to be held.

Section 7.08. Quorum. The presence at any meeting of the Board of Directors of no less than a majority of the authorized number of Directors will be necessary to constitute a quorum. Proxy voting will not be allowed.

Section 7.09. Voting. At all meetings of the Board of Directors, except as otherwise expressly required by the Bylaws, each Board Member shall cast one vote. Sufficient discussion will be allowed at the discretion of the Board President to ensure that an attempt has been made to reach decisions by consensus, however, decisions shall be formalized and recorded using Roberts Rules.

Section 7.10. Annual Reports. At each Annual Meeting of the Coalition an Annual Report of the Coalition's activities will be written by the Executive Director and presented by the President of the Board.

Section 7.11. Termination of Membership

- A. The Governing Board Body may suspend or terminate the membership of any member program for the following reasons: failure to maintain eligibility criteria, failure to pay dues or behavior that is inconsistent with the mission, philosophy and values of LCADV.
- B. Should a member program be recommended for termination they will be notified in writing of the review and the member program may be present and participate in the review. The Governing Board may terminate or

suspend membership by a 75% vote of the full governing board and the member being reviewed will not be included in the vote.

ARTICLE VIII

Section 8.01. Executive Committee. The Executive Committee of the Coalition will be made up of elected officers including, President, Vice President, Secretary, Treasurer, elected by a majority vote of the board of directors. Immediate Past President will serve on the committee in an advisory non-voting role. No two offices may be held by the same person and no two offices may be held by representatives of one Member Program simultaneously. Efforts will be made to maintain diversity in Executive Committee membership by including members of different ages, gender, race, ethnic origin and sexual orientation.

Section 8.02. Powers of the Executive Committee. Subject to the authorization of the board, the Executive Committee shall have such authority and perform such duties in the management of the properties and affairs of the Coalition. This committee also is responsible for the annual evaluation of the Executive Director.

Section 8.03. Election and term of Office. The members of the Executive Committee will be elected annually by the Board of Directors at the Annual meeting. Each officer shall hold a term of office for 1 year and is limited to three terms on the Executive Committee. No member shall hold any single office for more than 2 consecutive years. After the completion of the maximum allotted time as an officer the board member must remain off the Executive Committee for at least one year.

Section 8.04. Vacancies. In the event a vacancy should occur the board of directors shall elect a successor to fill officer vacancies at the next regular meeting of the board. If the office of President is vacant, other Executive Committee members will serve, in the following order, until the first meeting affected by the vacancy takes place: Vice-President, then Secretary, then Treasurer.

Section 8.05. President. The President shall have the general powers and duties of governance usually vested in the office of President and shall have other powers and duties as prescribed by the board of directors.

Section 8.06. Vice President. The Vice-President shall assume the duties of the President in her/his absence and shall have other powers and duties as prescribed by the board of directors.

Section 8.07. Secretary. The Secretary shall ensure that the minutes of all board meetings, membership meetings and special meetings are recorded and filed and shall ensure that records of the membership are kept. The Secretary shall have other powers and duties as prescribed by the board of directors.

Section 8.08. Treasurer. The Treasurer shall be responsible for oversight of all financial records of the Coalition and shall insure that said records and books are at all times in condition acceptable for audit. The Treasurer shall have other powers and duties as prescribed by the board of directors.

ARTICLE IX

Section 9.01. Standing Committees: There shall be four (4) Standing Committees. A Board Member must chair any Standing Committee but may recruit up to 2 non-board members per committee to supplement the needs of the committee. All Standing committees should contain at least one program representative. All committees must contain a majority of Board Members. All committee members retain the right to vote on committee issues regardless of their membership status on the Board of Directors.

Section 9.02. Executive Committee: The Executive Committee is comprised of the Officers of the Board. This committee meets regularly to advise LCADV's Executive Director.

Section 9.03. Finance Committee. The role of this committee is to support and provide financial oversight for the Coalition. The Chair of the Committee shall be the Treasurer of the Board of Directors. Additional duties will be determined by the Board of Directors.

Section 9.04. Board Development Committee. The role of this committee is to evaluate and make recommendations regarding board strength and diversity. This committee will collect nominations for board members, screen them and make recommendations for membership to the full body. This committee will develop orientation and training for board members. The Vice-President shall chair this committee.

Section 9.05. Personnel. The role of this committee is to develop and review personnel policies. The committee is responsible for establishing a search committee when hiring the Executive Director of LCADV. Committee membership is limited to no more than five (5) board members. The President shall be the Chair of this committee.

The Executive Director of the agency and the President shall serve as ex-officio members, without vote on all of the various committees.

ARTICLE X

Section 10.01. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or to execute and deliver any instrument in the name or

on behalf of the Coalition after review and with the approval of the Executive Committee. Such authority may be general or may be confined to specific instances.

Section 10.02. Books and Records. The Coalition shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its board meetings, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Coalition may be inspected by any member or his/her attorney for any proper purpose at any reasonable time with adequate and proper notice.

Section 10.03. Fiscal Year. The fiscal year of the Coalition shall begin on the first day of January and end on the last day of December in each year.

Section 10.06. Compensation of Board Members and Staff. The Board of Directors of the Coalition will serve without salary. The Board of Directors will approve salary ranges and other compensations of any staff of the Coalition.

Section 10.07. Contract with Board Members or Staff. No Board Member or staff of the Coalition will be interested directly or indirectly in any contract relating to the operations conducted by the Coalition, or any contract for furnishing service or supplies to the Coalition.

Section 10.08. Indemnification of Board Members and Staff. Any person (or the heirs, executors, or administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that she/he is or was a Board Member staff member of the Coalition will be indemnified by the Coalition against any and all liability and any reasonable expense, including attorney's fees and disbursements, incurred by her/his (or by her/his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters which, in such action, suit or proceeding Board Member or staff member is judged liable for negligence or misconduct in the performance of her/his duties. Such right of indemnification will not exclude any other rights indicated in these Bylaws to which such Board Member or staff members (or by her/his heirs, executors, or administrators) may be entitled.

ARTICLE XI

Section 11.01. Amendment of Bylaws. These Bylaws may be amended and a new Bylaw or Bylaws may be enacted by a two-thirds vote of the Board of Directors. Notice of the proposed Bylaw amendment or change will be presented to every member in writing at least ten (10) days prior to the meeting at which the proposed amendment or repeal is to be acted upon.

ARTICLE XII

Section 12.01. Nondiscrimination Policy.

- A. Employment. Neither the Coalition nor its members will discriminate in hiring or promotion on the basis of race, religion, color, age, gender, ethnic origin, sexual orientation or physical disability.
- B. Services. Neither the Coalition nor its member organizations will discriminate in the provision of services on the basis of race, religion, color, age, gender, ethnic origin, orientation or physical disability.

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