

# BYLAWS OF OREGON COALITION AGAINST DOMESTIC & SEXUAL VIOLENCE

## **ARTICLE I: NAME**

The name of this nonprofit corporation shall be Oregon Coalition Against Domestic & Sexual Violence, Inc.; hereinafter, "OCADSV."

## **ARTICLE II: PURPOSE**

OCADSV is organized and operated exclusively for charitable, educational and scholarly purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (Chapter 65 of the Oregon Revised Statutes), and Section 501(c)(3) of the Internal Revenue Code, or their corresponding future statutes.

More specifically, OCADSV's purposes include, but are not limited to:

- Providing assistance to programs serving people impacted by domestic and sexual violence;
- Encouraging increased awareness and understanding of domestic and sexual violence through public education and by providing training assistance;
- Exploring and supporting innovative approaches to prevention of and responses to domestic and sexual violence; and
- Making financial distributions to qualifying organizations.

## **ARTICLE III: DIVERSITY, EQUITY AND INCLUSION STATEMENT**

OCADSV believes in the right of all persons to live their lives without fear, abuse, oppression and violence. We appreciate the diversity made possible by race, ethnicity, gender identity,

ancestry, place of origin, color, citizenship, religion/spirituality, sexual orientation, age, marital status, political affiliation and ability.

We engage in an ongoing process of analysis that sees all systems of oppression as interrelated and work to challenge the power structures that legitimize them and perpetuate injustices. We conduct education about the impact of the various oppressions. We examine and improve practices, policies and protocols, on an ongoing basis, to ensure compliance with this statement and encourage and enable member programs in their equity and inclusion efforts.

## ARTICLE IV: MEMBERSHIP

A. **Types of Membership and Voting.** There shall be two types of members of OCADSV.

1. Program Members are the current Domestic Violence and Sexual Assault programs in Oregon and those eligible to be under the membership guidelines. Each member shall be entitled to one vote.
2. Supporters are interested agencies and individuals in Oregon who subscribe to the Purpose and whose policies include a DEI policy. Supporters have the same voting rights as Program Members except that Supporters are ineligible to be elected as Regional Representatives to the Board of Directors.

B. **General Qualifications.** All members must be committed to serving the needs of people impacted by domestic and sexual violence, serving those who suffer under the threat of such violence or the oppression that fuels the violence. All members must agree with and adhere to the Purpose and DEI statement of the organization and pay annual dues and assessments as set by any Board resolution.

1. Nondiscrimination. No member shall discriminate against any person in any service they provide on the basis of race, nationality, ethnic background, religion, gender, sexual orientation, marital status, economic class, age, or mental or physical disability.
2. Eligibility. Private nonprofit corporations or programs in Oregon, whose primary purpose is to serve people impacted by domestic and sexual violence and to end domestic and sexual violence and oppression, and who provide advocacy, education, prevention, and crisis intervention services addressing domestic and sexual violence, are eligible for Program Membership. Supporters are eligible through their commitment to the Purpose and Equity and Inclusion and to the general qualifications.

3. Procedures. The Board of Directors (henceforth BOD) through Board resolution sets the application and approval procedures, as well as the requirements for maintenance of membership.
4. Removal of a Member. Members may be removed as a Member by a majority vote of the BOD. Prior to a vote to remove, members shall be given at least 15 days written notice of the BOD's intent to remove and the reason therefore. They shall also be given an opportunity to be heard by the BOD either orally or in writing at least five days before the effective date of removal. The BOD may also implement, prior to removal, a work plan for the member and place the program on suspension from membership for not more than one year. The decision of the BOD shall be final.

### C. Meetings.

1. Annual Meeting. The Annual Meeting of Members shall occur with notice of the meeting and any required notices concerning items for review or vote given in the manner required by law. A majority vote of those represented and voting is sufficient to act.
2. Special Meetings. Special meetings may be called by a majority of the BOD or by the BOD President.
3. Voting. A majority vote of the members represented and voting is the act of the members. The number of members attending, and any vote taken shall be recorded in the minutes. The minutes should also reflect the date, time and place of the meeting.

## ARTICLE V: REGIONS

- A. **Regional Representative.** Member Programs shall be grouped into geographic regions within the state, and be represented on the OCADSV Board of Directors by a delegate called a "Regional Representative".
  1. Election Process. Regional Representatives shall be nominated when there is a vacancy for this position. Each member is entitled to one vote. Members from each region shall elect a new representative through a majority vote. The selected representative will conduct regional meetings and serve on the OCADSV BOD.
    - a. Tie votes: In the event of a tie, the vote will return to the region to break the tie, with support and guidance from OCADSV. In the event that the region cannot break the tie, the OCADSV board will vote to break the tie. the OCADSV BOD will break the tie through a review of applications and voting process.
  2. Term and Reelection. Each Regional Representative shall serve a two-year term, and may serve a second two-year term with a majority vote. Representatives may continue to serve for consecutive terms with a unanimous vote.

3. Removal. A Regional Representative may be removed by OCADSV BOD vote if necessary to preserve or further the Mission of the organization. The duties of a Regional Representative who has resigned or been removed shall terminate immediately, and the BOD shall appoint an interim Regional Representative to serve until a successor has been elected.
4. Vacancy. Every effort shall be made to appoint an Interim Regional Representative within a 6 month time period from the time of vacancy. Regional Program Members may call a vote to fill a vacancy at any time.

**B. Regional Meetings.** The Regional Representative shall coordinate and lead regional meetings. The minutes from any regional meeting at which a Regional Representative is elected or removed shall be submitted to the OCADSV BOD.

1. Regular meetings. Program Members may establish a day and time for holding regular meetings within their respective regions, but shall meet at least once prior to the OCADSV annual BOD meeting.
2. Special Meetings. The Regional Representative or one-third of the members within the region may also call a special regional meeting.
3. Support. OCADSV is available for technical assistance as needed.
4. Quorum and Voting. Those votes represented at a regional meeting of program members shall constitute a quorum. A majority vote of the members voting is the act of the region.
5. Meeting by Telecommunication. Telephone or any other form of communication whereby all regional Program Members can exchange comments in real time is permitted for any regular or special regional meetings. Program Members participating by these means are deemed to be present in person for the purposes of voting or constituting a quorum.

## **ARTICLE VI: BOARD OF DIRECTORS**

- A. Duties.** The BOD shall govern the affairs of OCADSV, hire, oversee, and terminate the Executive Director or appoint an interim Executive Director, and have the power and authority to make rules and regulations that are consistent with Oregon law and the OCADSV bylaws, for the guidance of OCADSV employees and for transacting OCADSV's activities.

**B. Number and Qualifications.** The BOD shall consist of at least three and no more than 15 Board Members. The BOD shall be comprised of Regional Representatives and three at-large Board Members.

**C. At-Large Board Members.** Of the three At-Large Board Members seats on the BOD, two are designated to be filled by People of Color. At-large Board Members must be members.

1. Appointment. The At-Large Board Member will be appointed by the Board. Appointments may occur at any time.

2. Term and Reelection. At-Large Board Members shall serve a two-year term, and may serve a second two-year term with a majority vote. At-Large Members may continue to serve for consecutive terms with a unanimous vote.

**D. Removal.** The BOD may remove any Board Member when acting in the best interests of OCADSV. The duties of a Board Member who has been removed shall terminate immediately.

**E. Resignation.** A Board Member may resign at any time by delivering written notice to the BOD in the form of a written letter or an email correspondence. Such resignation is effective when the notice is effective by law, unless the notice specifies a later date. Once delivered, a notice is irrevocable unless the BOD permits.

**G. Board Meetings.**

1. Quorum and voting. A majority of Board Members present and voting constitutes a quorum. All BOD decisions require a clearly stated motion, second and a vote. Each Board Member shall have one vote. The affirmative act of a majority of Board Members present at a meeting is an act of the OCADSV BOD.

2. Annual Meeting. The Annual Meeting of the BOD shall be held at the time and place designated by the BOD.

3. Regular Meetings. Regular meetings of the BOD shall be held at the time and place designated by the BOD. At least four regular meetings shall be held annually. Notice of regular meetings is not required so long as they are regularly scheduled.

4. Special Meetings. The President or the Executive Committee may call special meetings of the BOD or by the BOD President. In addition, the President shall call a special meeting in response to the written request, in the form of a written letter or an email correspondence, of at least three Board Members in office. Such requests

shall be sent by any reasonable means of communication to the President and specify the purpose(s) of the meeting.

5. Meeting by Telecommunication. Telephone or any other form of communication whereby all BOD members can exchange comments in real time with each other is permitted for any regular or special meeting of the BOD. BOD Members participating by these means are deemed to be present in person for the purposes of voting or constituting a quorum.

6. Action by Consent. Also known as a Resolution in lieu of a Meeting. Action taken by the BOD outside of an official meeting must be done so in writing and signed by the Executive BOD.

H. **Compensation.** The BOD may reimburse Board Members for reasonable expenses incurred in the course of fulfilling their responsibilities, such as travel expenses. Board Members shall not receive any other compensation.

I. **Conflict of interest (Interested Transactions.)** OCADSV Directors may enter into transactions or contracts with OCADSV, subject to the limitations of law, the Articles of Incorporation and these bylaws regarding such dealings. Directors shall fully disclose any direct or indirect conflict of interest, financial or otherwise, and disclose all material facts to the transaction. The interested Director shall not vote on that matter.

All transactions of OCADSV involving the personal or professional financial interest of Board Members shall adhere to standard business practices, without special considerations, special compensation, or special benefit to any person as a result of the corporate role of a Board Member.

J. **Duties and Indemnification.** Each Board Member shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the BOD or BOD officer reasonably believes to be in the best interests of OCADSV.

OCADSV will indemnify its Board Members to the fullest extent allowed by law.

## **ARTICLE VII: OFFICERS**

A. **Officers Enumerated.** The officers of the OCADSV Board shall include President, Vice-President, Secretary, and Treasurer. The same individual may simultaneously hold more than one office. Officers are members of the BOD with the same rights as Regional Representatives.

1. Election Process. The officers shall be elected by the BOD. Board Members may elect as officers any voting Board Member.
2. Term and Reelection. Officers serve two-year terms and can be voted to remain in position for consecutive terms. At the end of each additional two years, at the board meeting following the annual meeting, the BOD must review and reelection must be unanimous.
3. Removal. The BOD may remove any officer when acting in the best interests of OCADSV. The duties of an officer who has resigned or been removed shall terminate immediately, and the BOD shall appoint an interim officer to serve until a successor has been elected.
4. Vacancy. Every attempt shall be made to fill a vacancy of any office no later than the first scheduled meeting of the BOD following the vacancy. Vacancies shall be filled by nomination and election.

## **B. Office Descriptions**

1. President. The President is the executive officer of the BOD of OCADSV and shall preside at Board meetings and shall perform all duties incident thereto. The President shall sign and countersign all contracts and documents that require the President's signature. The President shall preside over the Executive Committee and shall have authority to call special meetings of the BOD. The President shall monitor the performance of the Executive Director and provide guidance and support as needed.
2. Vice President. The Vice President shall act as President in the absence or disability of the President or shall preside at meetings when directed.
3. Secretary. The Secretary shall be responsible 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 BOD and Annual Meetings of members; (b) provision for notice of all meetings of the BOD and members; (c) authentication of the minutes of OCADSV; (d) maintaining current and accurate BOD membership lists; and (e) any other duties that may be prescribed by the BOD.
4. Treasurer. The Treasurer shall review the following: (a) the accounts and financial records; (b) the deposits and other assets; (c) the disbursement of funds (d) any other duties that may be prescribed by the BOD. The Treasurer shall provide a report to the BOD at regular intervals (quarterly at minimum).

## ARTICLE VIII: COMMITTEES

A. **Establishment.** The BOD may establish committees as it deems necessary and desirable. Committees, other than the Executive Committee, need not be standing, but may be established for a particular purpose or a specific duration, and may be dissolved upon fulfillment of their purpose or duration.

The BOD shall: (a) name the committee and the purpose of the committee; (b) state whether the committee is standing or temporary, and if temporary the event or time which will trigger dissolution; (c) state what powers, authority and duties have been delegated and assigned to the committee; (d) state the manner of appointment or election of the President of the committee and members of the committee; and (e) may state what procedures, if any, the committee shall use in carrying out its work.

The BOD may amend, alter or repeal the decisions of its committees.

### B. Types of Committees.

1. Executive Committee. The Executive Committee shall consist of the officers and has the responsibility to make ongoing decisions between BOD meetings, and to make financial and budgetary decisions in the absence of, or on the recommendations of, the Finance Committee. The Executive Committee may also make recommendations about hiring, terminating or disciplining OCADSV staff in the absence of an Executive Director, interim Executive Director, or Personnel Committee.
2. Board Committees. Any committee, aside from the Executive Committee, that has authority to exercise any power or function of the Board must have at least two BODs participating on the committee. Board committees must be created by a majority vote of Board Members in office at that time. Board committees may include but are not limited to:
  - Public Policy Committee;
  - Bylaws Committee;
  - Finance Committee;
3. Advisory Committees. Any committee that does not have authority to exercise a power or function of the BOD is an advisory committee and may be comprised of any combination of staff, BOD Members, and outside persons. Advisory committees may include:



- Caucuses
- Anti-Racism Committee
- Conference Committee
- Ad-hoc Committee

**C. Limitation of Powers.** Committees, other than the Executive Committee, may not:

- Authorize distributions;
- Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- Elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
- Adopt, amend or repeal the articles or bylaws.

## **ARTICLE IX: ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**A. Loans Prohibited.** OCADSV shall make no loans to any BOD member.

**B. Books and Records.** OCADSV shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of the BOD, the membership, and any committees having the authority of the BOD. The books, accounts and records of OCADSV shall be kept at the registered office and may be inspected for any proper purpose at any reasonable time.

## **ARTICLE X: WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Board Member by the Articles or bylaws, or by law, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time required for notice, shall be equivalent to the giving of such notice. The waiver shall be included in OCADSV's records. Attendance at a meeting waives objection to a lack of notice or defective notice of the meeting, unless the person at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and the person does not vote for or assent to any action taken during the meeting.

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## ARTICLE XI: AMENDMENT OF ORGANIZATIONAL DOCUMENTS

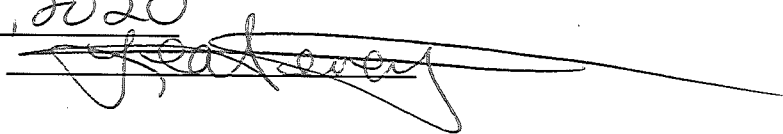
The BOD shall have power to alter, amend, restate or repeal the Articles of Incorporation and bylaws or any provision thereof by resolution adopted by a majority vote at a properly called meeting where a quorum is present. If a change to the organizational documents would require membership approval, then the BOD will present the proposal to the membership at the Annual Meeting or special meeting called for that purpose.

The BOD adopted the bylaws and the amendments to them on the following dates:

- 26<sup>th</sup> day of February, 1988 at McMinneville, Oregon
- 27<sup>th</sup> day of October, 1989 at Bend, Oregon, and
- 21<sup>st</sup> day of May, 1993 at Pendleton, Oregon
- 19<sup>th</sup> day of November, 1994 in Portland, Oregon.
- 22<sup>nd</sup> day of August, 1997 at Klamath Falls, Oregon
- 10<sup>th</sup> day of October, 1998, at Cannon Beach, Oregon
- 21<sup>st</sup> day of September, 2001, at Klamath Falls, Oregon
- 17<sup>th</sup> day of May, 2002, at Medford, Oregon
- 3<sup>rd</sup> day of February, 2020 at Portland, Oregon

DATE of ADOPTION Feb 3, 2020

BOARD PRESIDENT SIGNATURE

A handwritten signature in black ink, appearing to read "J. A. Sawyer", written over a horizontal line.