



The comprehensive resource on domestic violence

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.

ARTICLE II – ORGANIZATION

- 2.1** The purpose of ODVN is to:
- a. Support and represent member programs;

b. Insure the continuance of safe, effective services to victims of domestic violence through training, technical assistance and advocacy to 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 two or three years for the first year, and for a term of three years thereafter. A Director may be reelected for no more than two consecutive terms. 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. The Board shall also include survivors of domestic violence. 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 curriculum vitae. 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, excepting for FFY 2005 when the membership of the Steering Committee shall elect Directors by a majority vote. Members of the Board and/or Steering Committee shall submit names of candidates to the Administrative Committee in January and February of 2004 and to the Board Development Committee thereafter. The Administrative Committee shall interview candidates for Board membership in April, May and June of 2004, and such interviews shall be conducted by the Board Development Committee thereafter. The Administrative Committee shall present a slate of candidates to the Steering Committee in July of 2004.

Thereafter this slate of candidates shall be presented in the July to the Board of Directors. The Steering Committee shall vote by secret ballot at the July Meeting, and Directors shall be elected by simple majority of those present in person or using technology. Proxy votes shall not be accepted. Thereafter, Directors shall vote by secret ballot at the July Meeting, and Directors shall be elected by a simple majority of those voting members present in person or using technology. Proxy votes shall not be accepted. Board terms shall begin at the Annual Meeting in September.

3.6 Board Qualifications – All Directors must be an Individual Member or affiliated with an Organization Member. Directors must be committed to the mission statement, philosophy and goals of the Corporation. Directors must attend Board meetings. Failure to attend three consecutive meetings may constitute cause for dismissal from the Board.

3.7 Officers – The Board shall maintain a Chair, Chair Elect, Secretary and Treasurer as its officers. The Board Development Committee shall accept candidates for officer positions at the September meeting of the Board and shall present a slate of candidates to Board members. Members shall vote by secret ballot at the September meeting. Officers shall be elected by simple majority those members present. 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, Board Development, Development and Steering Committee. Committee chairs, who must be members of the Board, shall be appointed each September by the Board Chair. 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 Directors then in office even if less than a quorum.

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 Board Development Committee Chair within 15 days of being dismissed. The Board Development 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. The annual meeting shall coincide with the September Board meeting. 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 Roberts 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 72 hours 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 seven 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 Indemnification – The Corporation may indemnify its Directors against lawsuits to the extent permitted by the Ohio Revised Code.

3.18 Day-to-Day Operations – The Executive Director shall conduct the day-to-day operations of the corporation.

3.19 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. Assume responsibility s for providing for adequate financing.
- c. Review and adopt an annual budget.
- d. Review and monitor budget expenditures.
- e. Provide for an annual audit of agency funds.
- f. Engage an Executive Director or terminate his/her employment in accordance with the practices, policies, and standards if ODVN. Set the terms of his/her employment, compensation, tenure and responsibilities. Provide the Executive Director with an annual written evaluation of his/her performance.
- g. Establish the necessary bonding and contracts for insurance.
- h. Review all agency contracts as needed.
- i. Establish personnel policies, which shall include an appropriate salary scale and benefits for staff.
- j. Appoint a statutory agent.

3.20 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 and 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.

3.21 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.

3.22 Associate Members - The Board of Directors shall have the authority to appoint *ex officio* non-voting members of the Board with a simple majority of the Board. These Directors, called Associate Directors, shall receive notice of all meetings, minutes of all meetings and pertinent proceedings. Associate Members shall be permitted to serve on Board committees upon the Board’s invitation.

ARTICLE IV - COMMITTEES

4.1 Standing Committees

- a. Committees shall meet as necessary, but not less than three times a year.
- b. *Member Program Steering Committee* – The 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 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 Member Program Steering Committee shall maintain standing sub-committees. These committees may be comprised of members of the Board of Directors, Steering Committee members and members from programs or the community. They are:

1. Promising Practices – the Promising Practices Sub-Committee shall develop standards for domestic violence programs and for delivery of the highest possible quality services. It shall publish standards and information and distribute this information to domestic violence programs and other stakeholders.
 2. Batterers Intervention Programming – The Batterers' Intervention Programming Sub-Committee shall develop standards for Batterers' Intervention Programs and for delivery of the highest possible quality services. It shall publish standards and information and distribute this information to domestic violence programs and other stakeholders.
 3. Public Policy – The Public Policy Sub-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.
- c. *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.
- d. *Finance Committee* - The Finance Committee shall be review all financial statements, review treasurer's reports, and initiate and review the annual audit.
- e. *Board Development (Nominating) Committee* – The Board Development 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.

- f. *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.

ODVN BYLAWS Approved by the Steering Committee March 2004
Revised and Approved September 19, 2006