

7/18/19

Board of Directors

By-Laws

2019

Mission Statement

The mission of the West Virginia Coalition Against Domestic Violence (WVCADV) is to end personal and institutional violence in the lives of people of all genders and ages.

The WVCADV works to transform social, cultural, and political attitudes through public awareness, policy development, community organizing, education and advocacy in ways that promote values of respect, mutuality, accountability and non-violence in local, statewide, national and global communities.

Vision Statement:

WVCADV is founded on the vision and belief that every person has the right to be safe, empowered, and free from violence and the fear of violence. Central to this belief, WVCADV seeks to eliminate domestic violence, sexual assault, stalking, dating violence and human trafficking. Additionally, the agency aims to reduce related social problems, such as child abuse, substance abuse, sexism, racism, and other forms of oppression.

Principles of Unity

We believe that violence is a societal configuration and not an individual psychological dysfunction.

We concur that oppressions such as racism, sexism, heterosexism, and classism contribute to the perpetuation of violence.

We commit ourselves to the work of building a non-profit coalition among domestic violence service providers by promoting communication, support, and networking that will ensure the availability of comprehensive quality services.

We advocate for social change at all levels.

We encourage the development of model programs within the member programs.

We support implementation of projects with regional focus.

We agree that a priority of resources shall be to ensure that victims of domestic violence, both within and without shelters, shall have access to adequate direct and preventive services.

We recommend that abusive partners be referred to adequate and appropriate programs.

We recognize the autonomy of local programs.

We agree that WVCADV and its member programs shall not discriminate against any person on the basis of race, color, gender, religion, sexual identity, national origin, handicap, age, marital status, or any other basis prohibited by law.

We agree that WVCADV will participate in national and regional organizations committed to the prevention of violence against women.

We agree that WVCADV is committed to eliminating racism, homophobia, transphobia, sexism, ableism and all other forms of oppression. We understand that this is a limitless process, which requires ongoing openness, diligence and work. We believe that any form of oppression enables domestic violence, sexual assault, stalking, dating violence and human trafficking, and therefore efforts to end these victimizations must include an anti-oppression agenda.

Definitions and Organizational Structure:

<p style="text-align: center;"><u>Members</u></p> <p>Members must be a domestic violence program licensed by the Family Protection Services Board whose primary purpose is to provide services to victims of domestic violence (See Article VI)</p> <p style="text-align: center;"><u>Member Co-Chairs</u></p> <p>Co-Chairs are selected by the members, lead membership meetings and can also serve on the Board of Directors.</p> <p style="text-align: center;"><u>Leadership Workgroup</u></p> <p>The Leadership Workgroup is made up of the Membership Co-Chairs and 3 additional members selected by the membership. The Leadership Workgroup prepares the agenda for the Membership meetings and provides creative and accountable leadership for the membership.</p> <p style="text-align: center;"><u>Membership Meetings</u></p> <p>Members will meet four times each year during the months of January, April, July and October at a place designated by the Board of Directors.</p> <p style="text-align: center;"><u>Annual Meetings</u></p> <p>The Annual Meeting of the Membership will be held on the fourth week of October and will include the election for the Board of Directors.</p>	<p style="text-align: center;"><u>Board of Directors</u></p> <p>The Board of Directors is made up of fifteen (15) individuals: Eight (8) must be a Director of a member program and seven (7) are individuals from the community at large that adhere to the WVCADV Mission and represent a diversity of experience, culture, age, gender, gender identity, ethnicity, ability and sexual orientation.</p> <p style="text-align: center;"><u>Board of Directors’ Officers</u></p> <p>The Board of Directors’ officers are comprised of Chair/Co-Chairs, Vice Chair, Secretary and Treasurer.</p> <p style="text-align: center;"><u>Board of Director Meetings</u></p> <p>The Board of Directors will meet four times each year during the months of January, April, July and October.</p> <p style="text-align: center;"><u>Board Standing Committees</u></p> <p><i>The Coordinating Committee</i> sets agendas for the Board of Directors’ meetings and provides creative and accountable leadership for the Board of Directors.</p> <p><i>The Personnel Committee</i> makes recommendations on the hiring/termination of the Team Coordinators and provides guidance on personnel policy issues.</p> <p><i>The Finance Committee</i> oversees the finances to ensure the fiscal responsibility of all WVCADV funds.</p> <p><i>The Fundraising Committee</i> develops strategies and objectives to secure funds necessary to carry out the mission of WVCADV.</p> <p><i>The Board Development Committee</i> promotes an active, engaged, independent-minded and mission-driven Board of Directors, oversees Board of Directors’ orientation and training and recruits and vets potential individuals to serve on the board of directors.</p>
<p style="text-align: center;"><u>Consensus Decision Making</u></p> <p><u>Decisions made by</u> the Membership and the Board of Directors will be made by consensus. (See Sections 7.5 for consensus decision making process.)</p>	
<p style="text-align: center;"><u>Workgroups</u></p> <p><i>The Public Policy Workgroup</i> makes recommendations regarding statewide public policy action, assesses legislative priorities and gathers support for regulation affecting domestic violence issues.</p> <p><i>The Training Workgroup</i> coordinates certification of advocacy training, curriculum and applications.</p> <p><i>The Database/Technology Workgroup</i> reviews and assesses the database and technology needs of the licensed domestic violence programs.</p>	

ARTICLE I: NAME AND OFFICE

Name of the Corporation

Section 1.1

The name of the corporation is the West Virginia Coalition Against Domestic Violence, Inc. (WVCADV)

Principle office location

Section 1.2

The office of WVCADV will be located at an address designated and agreed upon by the Board of Directors.

ARTICLE II: PURPOSES

Purposes of WVCADV

Section 2.1

The purposes of WVCADV are exclusively charitable, educational and humanitarian. The specific and primary purposes are:

- a. To eliminate domestic violence in the State of West Virginia.
- b. To support member programs in their provision of services to victims of domestic violence and to coordinate systems advocacy, policy development, public awareness, training and education as they pertain to WVCADV's purpose of ending domestic violence in West Virginia.
- c. To engage in any and all lawful activities which may be necessary, useful and desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes.
- d. To facilitate partnerships with others, whether such others may be persons or organizations of any kind or nature, such as corporation firms, associates, trusts, institutions, foundations or governmental agencies.

Other powers of WVCADV

Section 2.2

In furtherance, but not limited to, the foregoing charitable, educational, and humanitarian purposes, WVCADV will have the following powers:

- a. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and likewise to acquire money, securities, properties, rights, and services of every kind and description, and to hold, invest, expand, contribute, use, sell, or otherwise dispose of any money, securities, property, rights, or services so acquired for the purposes above mentioned.
- b. To borrow money and to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, and other WVCADV obligations, for moneys borrowed, or in payment of property acquired or for any of the purposes of WVCADV, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or part of the property, rights or privileges of WVCADV.
- c. To coordinate the sharing of skills, information and resources among member programs, allied organizations and state agencies.
- d. To obtain information, conduct research, studies, and analysis of domestic violence in the State of West Virginia; to document the extent and character of the problem of domestic violence in West Virginia, and the larger culture; to prepare and publish reports as to any and all matters that may be of use in eliminating domestic violence in West Virginia.
- e. To conduct educational and other efforts to inform the residents of West Virginia about the prevalence and dynamics of domestic violence, the availability of intervention resources, and the development of strategies to prevent domestic violence in West Virginia and the larger culture.
- f. To conduct educational and other efforts to inform victims of domestic violence of their legal rights and remedies.
- g. To conduct educational and other efforts to encourage victims of domestic violence to utilize services provided by the membership.
- h. To conduct educational and other efforts to inform legislators, police, courts, social service providers, mental health agencies and others of the need to provide safe and meaningful options for victims of domestic violence and to hold batterers accountable for their violence.
- i. To engage in activities to develop and expand resources and services where few or none presently exist.

- j. To engage in any and all other activities which will directly or indirectly contribute to the elimination of domestic violence.
- k. To exercise all other rights and powers conferred upon non-profit corporations formed under Chapter 31E of the West Virginia Code (the "West Virginia Nonprofit Corporation Act.") as amended. Provided, however, that WVCADV shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purpose of WVCADV.

ARTICLE III: STRUCTURE

Structure of WVCADV

Section 3.1

The structure of WVCADV will include but not be limited to the following components which are identified in Articles IV through XIV:

- a. Members
- b. Board of Directors
- c. Officers
- d. Standing Committees
- e. Member Workgroups
- f. Staff

ARTICLE IV: NOTICE REQUIREMENTS

How notice is made

Section 4.1

Notice must be in writing. Notice by electronic transmission is to be considered written notice. This applies to all notice provisions. All notice provisions are in accordance with the West Virginia Nonprofit Corporation Act.

ARTICLE V: RECORD-KEEPING

How record-keeping is handled

Section 5.1

WVCADV is committed to transparency and good record-keeping practices. In that regard, records of the WVCADV are kept in accordance with the West Virginia Nonprofit Corporation Act and maintained at the principle office of WVCADV.

ARTICLE VI: MEMBERSHIP

WVCADV Members

Section 6.1

WVCADV Members can include:

- a. Member Programs
- b. Associate Member Programs
- c. Allied Organizations Against Domestic Violence
- d. Allied Individuals Against Domestic Violence

Member Programs must:

- a. Be a Domestic Violence Program licensed by the West Virginia Family Protection Services Board.
- b. Be a private non-profit community organization whose primary purpose is to provide services to victims of domestic violence, sexual assault, dating violence, stalking, and human trafficking.
- c. Agree with WVCADV's Mission Statement, Vision Statement, Principles of Unity, and Corporate Positions.
- d. Submit a Member Program application which must be approved by the Membership Leadership Committee.

Individual Directors of licensed domestic violence programs shall cease to be members immediately and automatically upon resignation or termination from the position of Director of the licensed domestic violence program.

Associate Member Programs must:

- a. Be a private non-profit community organization whose primary purpose is to provide services to victims of domestic violence, sexual assault, dating violence, stalking, or human trafficking
- b. Have an Interagency Agreement with the licensed domestic violence program within their service area that:
 - a. Identifies services provided;
 - b. Identifies how services compliment and do not duplicate services provided by the licensed domestic violence program;
- c. Agree to follow the Violence Against Women Act (VAWA) policies on non-discrimination and prohibitions of activities that compromise victim safety;
- d. Agree with WVCADV's Mission Statement, Vision Statement, Principles of Unity, and Corporate Positions.
- e. Submit an Associate Members' application which must be approved by the Membership Leadership Committee.

Allied Organizations Against Domestic Violence must:

- a. Be an organization whose mission does not conflict with the WVCADV mission;
- b. Agree with WVCADV's Mission Statement, Vision Statement, Principles of Unity, and Corporate positions;.
- c. Submit an Allied Organization Against Domestic Violence application which must be approved by the Membership Leadership Committee.

Allied Individuals Against Domestic Violence must:

- a. Agree with WVCADV's Mission Statement, Vision Statement, Principles of Unity, and Corporate positions;.
- b. Submit an Allied Individual Against Domestic Violence application which must be approved by the Membership Leadership Committee.

The rights of members

Section 6.2

Member Programs:

- a. Elect the Board of Directors.
- b. Decide to accept or reject amendments to the by-laws as recommended by the Board of Directors.
- c. Each have one decision-making voice.
- d. Can participate by providing input into the decision-making process.

- e. Receive the minutes of all WVCADV Board of Directors meetings as well as member meetings.
- f. Participate in workgroups of WVCADV.
- g. Participate in WVCADV trainings at no cost.
- h. Are represented in WVCADV public policy work.
- i. Receive free technical assistance by WVCADV.
- j. Participate in quarterly membership meetings that provide networking, mentoring, education, and shared expertise.
- k. Receive opportunities to participate in statewide education and social change work.

Associate Member Programs:

- a. Can participate by providing input into the decision-making process.
- b. Receive the minutes of all WVCADV Board of Directors meetings as well as member meetings.
- c. Can participate in workgroups of WVCADV.
- d. Participate in WVCADV trainings at no cost.
- e. Are represented in WVCADV public policy work.
- f. Receive free technical assistance by WVCADV.
- g. Participate in quarterly membership meetings that provide networking, mentoring, education, and shared expertise.
- h. Receive opportunities to participate in statewide education and social change work.

Allied Organizations Against Domestic Violence:

- i. Participate in WVCADV trainings at reduced cost
- j. Receive technical assistance at reduced cost
- k. Are provided opportunities to participate in select WVCADV Workgroups
- l. Are provided opportunities to participate in statewide education and social change work
- m. Can participate in quarterly membership meetings.

Allied Individuals Against Domestic Violence:

- a. Participate in WVCADV trainings at reduced cost
- b. Receive technical assistance at reduced cost
- c. Are provided opportunities to participate in select WVCADV Workgroups
- d. Are provided opportunities to participate in statewide education and social change work
- e. Can participate in quarterly membership meetings.

Membership Responsibilities

Section 6.3

Member Programs responsibilities are to:

- a. Pay annual dues.
- b. Educate the public on issues related to domestic violence.
- c. Make efforts to reach persons and employ staff from various ethnic, social, economic, age, sexual orientation, gender identity, race and cultural groups; make efforts to employ victims and survivors in all parts of the organization.
- d. Facilitate inclusion of victims' and survivors' voices in decision-making roles within the organization.
- e. Operate its principle place of business in the State of West Virginia.
- f. Not discriminate against any person on the basis of age, race, sexual orientation, gender identity, economic status, education, sex, physical disability, political affiliation, color, religion, or for any other reason.
- g. Provide a representative in attendance of at least 3 out of 4 meetings per year.
- h. Make efforts and allowances for program staff to participate in WVCADV Membership Workgroups.

Associate Member Programs responsibilities are to:

- a. Pay annual dues.
- b. Make efforts to reach persons and employ staff from various ethnic, social, economic, age, sexual orientation, gender identity, race and cultural groups; make efforts to employ victims and survivors in all parts of the organization.
- c. Facilitate inclusion of victims' and survivors' voices in decision-making roles within the organization.
- d. Operate its principle place of business in the State of West Virginia.
- e. Not discriminate against any person on the basis of age, race, sexual orientation, gender identity, economic status, education, sex, physical disability, political affiliation, color, religion, or for any other reason.
- f. Provide a representative in attendance of at least 2 out of 4 meetings per year.
- g. Make efforts and allowances for program staff to participate in WVCADV Membership Workgroups.

Allied Organizations Against Domestic Violence responsibilities are to:

- a. Pay annual dues
- b. Support the WVCADV mission
- c. Respond to calls to action against domestic violence

Allied Individuals Against Domestic Violence responsibilities are to:

- a. Pay annual dues
- b. Support the WVCADV mission
- c. Respond to calls to action against domestic violence

Membership fees and dues

Section 6.3

Membership dues: All membership dues are determined by WVCADV's Board of Directors.

ARTICLE VII: MEETINGS OF THE MEMBERS

Rights to be present and make decisions at member meetings

Section 7.1

Each member program has one designated representative and the option to designate an alternate representative. Each member program has one decision-making voice.

Associate Member Programs, Allied Organizations Against Domestic Violence and Allied Individuals Against Domestic Violence can participate in decision making discussions, but do not have a decision making voice.

Members needed to take formal action at a meeting of members

Section 7.2

There must be a quorum of member programs entitled to make decisions. A quorum is a majority of the fixed number of member programs. However, in electing the Board of Directors and in amending or otherwise acting on by-laws two-thirds of the member programs must be present.

How members can be present at a meeting

Section 7.3

Physical presence is not required. Member Programs, Associate Member Programs, Allied Organizations Against Domestic Violence or Allied Individuals Against Domestic Violence may participate in any meeting by, or through the use of, any means of

communication by which all members may simultaneously hear each other during the meeting.

Conducting the meeting of members

Section 7.4

The member meetings are conducted by the member Co-chairs.

Member meeting decisions

Section 7.5

Decisions by the Member Programs will be made by consensus if a quorum is present. The Member Programs will adopt the following guidelines for a consensus decision-making process:

- a. Presentation: Factual information and proposal for decision
- b. Clarification: Questions pertaining to proposal
- c. Proposal: Proposal restated based on questions
- d. Clarification: Clarification given to the proposal.
- e. Discussion: Building the decision (amendments, concerns, reasons for support, state input, and friendly amendments).
- f. Call for Consensus:
 1. Consensus with no one standing aside.
 2. Consensus with people standing aside.
 3. No consensus. Decision blocked.
- g. Are we prepared to make a decision?
 1. If "yes" state proposal and decide.
 2. If "no" begin process over again.

If after a designated time the group has not reached a decision, one of the following options or an alternative will be used: tabling proposal; withdrawing proposal; conducting fishbowl or small group discussions; referring proposal to a workgroup or to the Leadership Workgroup.

Proxy decision-making

Section 7.6

Proxy decision-making is not permitted. Proxy decision-making undermines a meaningful consensus model of decision-making. (Reference Section 7.1 for designating alternates.)

Meeting of the members

Section 7.7

The members of WVCADV will meet four times each year during the following months: January, April, July, and October. The meeting place will be at a centrally located place or at a place designated by the Board of Directors. The member Co-chairs will prepare an agenda for the meeting and will send the agenda to the members in a timely manner prior to the WVCADV meeting.

Member annual meeting at which time elections for the Board of Directors of WVCADV takes place

Section 7.8

The annual meeting of the members will take place in October and will include the election for the Board of Directors.

Special meetings of the members

Section 7.9

There can be special meetings of the members. Such special meetings may be called by the member Co-chairs.

Notice requirements for meetings

Section 7.10

All members are entitled to notice of date, time, and place of regular member meetings no fewer than ten nor more than sixty days before the meeting date. Annual meetings at which elections of Board of Directors takes place must be included in a description of the notice. Any bylaws proposals for adoption, amendment or repeal must be described in the meeting notice. With respect to special meetings, called by the member Co-chairs, such notice must be provided no later than 48 hours prior to the meeting and must include the date, time, place and description of the purpose for which the meeting is called.

Selection of membership Co-chairs

Section 7.11

The Co-chairs are selected by consensus decision-making by those Member Programs at the annual member meeting in the month of October at which there is a quorum.

Member Co-chair term

Section 7.12

The term of the Co-chairs is a period of two years.

Number of terms a Co-chair of the members can serve

Section 7.13

A Co-chair may serve two consecutive terms as a Co-chair. Eligibility for service as a Co-chair after two consecutive terms requires an interim period of one year.

Co-chair service on the Board of Directors

Section 7.14

A membership Co-chair can serve on the Board of Directors.

Removal of Associate Member Program, Allied Organizational Member or Allied Individual Member

Section 7.15

The Member Programs entitled to a decision making voice may remove an Associate Member Program when:

- a) An Associate Member Program is absent from four consecutive membership meetings without giving notice to the membership of planned absence; or
- b) An Associate Member Program has not followed their Interagency Agreement with the licensed domestic violence program in their service area; or
- c) An associate Member Program has not followed OVW non-discrimination policies or prohibitions against activities that compromise victim safety, or
- d) An Associate Member Program no longer agrees with and/or supports the mission, vision, principles of unity or corporate positions of WVCADV;
- e) Upon convening a meeting called for the purpose of removing the Associate Member Program and the meeting notice must provide the purpose of the meeting is for the removal of the Associate Member Program.

The Member Programs entitled to a decision making voice may remove an Allied Organization Against Domestic Violence or an Allied Individual Against Domestic Violence member or allied individual member when:

- a) An Allied Organization Against Domestic Violence or an Allied Individual Against Domestic Violence no longer agrees with and/or supports the mission, principles of unity or corporate positions of WVCADV;
- b) Upon convening a meeting called for the purpose of removing the Allied Organization Against Domestic Violence or an Allied Individual Against Domestic Violence and the meeting notice must provide the purpose of the meeting is for the removal of the Allied Organization Against Domestic Violence or an Allied Individual Against Domestic Violence.

ARTICLE VIII: BOARD OF DIRECTORS

The Size of the Board of Directors

Section 8.1

The Board of Directors is made up of 15 individuals. Eight (8) individuals must be a Director of a Member Program as defined in Article VI section 6.1. Seven (7) individuals are from the community at large.

Qualifications of the At-Large Individuals Serving on the Board of Directors

Section 8.2

The seven (7) at-large individuals on the Board of Directors must be committed to the WVCADV's Mission Statement, Principles of Unity, and Corporate Positions. Priority recruitment of these individuals should come from historically marginalized communities including but not limited to:

- African American/African Descent
- Native American
- Multiracial
- Survivor/Family member
- Age 30 or less

- Age 50+
- Male
- Immigrant/refugee
- Latino/Hispanic
- Asian/Pacific Islander
- Lesbian, Gay, Bisexual, Transgender, Questioning (LGBTQ)
- Person with a disability

Additionally, recruitment should include individuals with expertise including but not limited to:

- Non-Profit
- Banking/Finance
- Legal
- Health/Mental Health
- Marketing/Communications
- Media Relations
- Human Resources
- Fundraising/Development
- Strategic Planning
- Business Owner
- Educator

Selection of the Board of Directors

Section 8.3

The Board of Directors are elected by the Member Programs.

Length of terms for the Board of Directors

Section 8.4

The terms of the individuals serving on the Board of Directors are for a period of three years.

The number of terms an individual can serve on the Board of Directors

Section 8.5

An Individual may serve two consecutive terms on the Board of Directors. Eligibility for service after two consecutive terms requires an interim period of one year.

Start and end of terms

Section 8.6

The terms of the individuals serving on the Board of Directors are staggered. The 8 Directors selected from the members are divided into three groups. The first group has two members; the second group has three members; the third group has three members. The first group has a term that expires at the first annual meeting of members after their election. The second group has a term that expires at the second annual meeting of members after their election. The third group has a term that expires at the third annual meeting of members after their election. At each annual meeting thereafter, Directors are to be chosen for a term of three years to succeed those whose terms expire. The 7 Individuals selected at-large to serve on the Board of Directors are divided into three groups. The first group has two members, the second group has two members and the third group has three members. The first group has a term that expires at the first annual meeting of members after their election. The second group has a term that expires at the second annual meeting of members after their election. The third group has a term that expires at the third annual meeting of members after their election. At each annual meeting thereafter they are to be chosen for a term of three years to succeed those whose terms expire.

Duties and Responsibilities of the Board of Directors

Section 8.7

All corporate powers are to be exercised by or under the authority of, and the activities, property and affairs of WVCADV managed under the direction of the Board of Directors who can do acts necessary to carry out the purpose of WVCADV unless prohibited by law.

The Standards of Conduct for the Board of Directors

Section 8.8

Each Director of the Board of Directors shall act: (1) in good faith and in due care; (2) in a manner the Director reasonably believes to be in the best interests of WVCADV and (3) with duty of obedience to the mission of WVCADV.

Ex Officio Members of the Board of Directors:

Section 8.9

The WVCADV Team Coordinators are ex officio members of the Board of Directors. As ex officio Directors of the Board of Directors, the Team Coordinators cannot be counted in determining quorum and are not entitled to a vote. The Team Coordinators continue

to be the ex officio members so long as the position of Team Coordinator is held. The team coordinators shall cease to be an ex officio Director immediately and automatically upon resignation or termination from the position of the Team Coordinator.

Resignation of a Director

Section 8.10

A Director of the Board of Directors may resign at any time by delivering written notice to the Board of Directors or the Team Coordinators. A resignation is effective when notice is delivered unless the Board of Directors agree to a later effective date.

Removal of an individual serving on the Board of Directors

Section 8.11

The members entitled to vote for the election of Directors may remove a Director when:

- c) A Board Member is absent from three consecutive Board meetings without giving notice to the Board of Directors of planned absence; or
- d) Upon convening a meeting called for the purpose of removing the Board Member and the meeting notice must provide the purpose of the meeting is for the removal of the Board Member.

Vacancies on the Board of Directors

Section 8.12

Any vacancy on the Board of directors may be filled by the members at the next regularly scheduled meeting of members or by a properly noticed special meeting.

When and Where the Board of Directors meet

Section 8.13

The Board of Directors will meet four times each year during the months of January, April, July, and October. The meeting place will be at a place centrally located or at a place designated by the Board of Directors.

Notice Requirements for Regularly Scheduled Meetings of the Board of Directors

Section 8.14

Co-chairs will prepare an agenda for the meeting and send the agenda to the Board of Directors and the members electronically at least two days prior to the meeting.

Special Meetings of the Board of Directors

Section 8.15

There can be special meetings of the Board of Directors. Such special meetings may be called by the Coordinating Committee or a majority of the Board of Directors. Special meetings must be preceded by at least five days' notice of the date, time, and place of the meeting. The notice must provide a short description of the purpose of the special meeting. The notice shall be sent by the Team Coordinators and may be sent electronically.

Emergency Meetings of the Board of Directors

Section 8.16

There can be emergency meetings of the Board of Directors. Emergency meetings may be called by the Coordinating Committee. Emergency meetings must be preceded by at least 24 hours' notice of the date, time and place of the meeting. The notice must provide a short description of the purpose of the special meeting. The notice shall be sent by the Team Coordinators and may be sent electronically.

Actions taken by the Board of Directors without a Meeting

Section 8.17

Actions can be taken by the Board of Directors without a meeting. However, the action taken must be by all of the members of the board as evidenced by written consents describing the action taken, signed by each Board Member and included in minutes reflecting the action taken. Such action is effective when the last Board Member signs the consent, unless the consent specifies a different date. Signed consents have the effect of a meeting vote. Actions without meetings should not become a casual method of conduct as it could undermine the consensus on decision-making process.

How Board of Directors can be Present at a Meeting

Section 8.18

Physical presence at a meeting is not required. Board Members may participate in any meeting by, or through the use of, any means of communication by which all Board Members may simultaneously hear each other during the meeting.

Conducting the Meeting of the Board of Directors

Section 8.19

The Board of Director meetings are conducted by the Board of Directors' Co-chairs, who have the responsibility of establishing an agenda, determining the order of business, facilitating the meeting, and taking the minutes of the meeting.

Board of Directors' decision-making

Section 8.20

Decisions by the Board of Directors will be made by consensus when a quorum is present. A quorum is a majority of the fixed number of Directors (8). The Board of Directors will adopt the following guidelines for a consensus decision-making process:

- a. Presentation: Factual information and proposal for decision
- b. Clarification: Questions pertaining to proposal
- c. Proposal: Proposal restated based on questions
- d. Clarification: Clarification given to the proposal.
- e. Discussion: Building the decision (amendments, concerns, reasons for support, state input, and friendly amendments).
- f. Call for Consensus:
 1. Consensus with no one standing aside.
 2. Consensus with people standing aside.
 3. No consensus. Decision blocked.
- g. Are we prepared to make a decision?
 1. If "yes" state proposal and decide.
 2. If "no" begin process over again.

If after a designated time the group has not reached a decision, one of the following options or an alternative will be used: tabling proposal; withdrawing proposal; conducting fishbowl or small group discussions; referring proposal to a Board Committee, member workgroup or to the Coordinating Committee.

Proxy Decision-Making

Section 8.21

Proxy decision-making is not permitted. Proxy decision-making undermines a meaningful consensus model of decision-making.

Article IX: Officers of the Board of Directors

Board of Directors' officers

Section 9.1

The officers of the Board of Directors of WVCADV are the Chair/ Co-chairs, Vice-Chair, Secretary and Treasurer.

How officers of the Board of Directors are chosen

Section 9.2

Officers of the Board of Directors are selected by the Board of Directors to serve a two-year term limited to two consecutive terms. Eligibility for an officer's position after two consecutive full terms requires an interim period of one year. Officers will be chosen by consensus of the Board of Directors. Selections for officers will coincide with the annual meeting.

The Chair/Co-chairs of the Board of Directors

Section 9.3

The Chair/Co-chairs will coordinate facilitation of all general meetings of the Board of Directors and will provide effective, focused, and independent leadership. Duties include responsibility for reviewing and signing grant and contract documents, ensuring emergency succession planning, facilitation of the coordinating committee, ensuring that each Board of Directors member is serving on at least one board committee, promoting an engaged Board of Directors that provides active oversight and informed judgment, and performing other duties as required by the Board of Directors.

The Vice-Chair of the Board of Directors

Section 9.4

The Vice-Chair will perform all the duties of the Chair or Co-chairs if the Chair or Co-chairs absent or for any reason unable to perform their duties. The Vice-Chair will be responsible for actively promoting Board development, education, and recruitment and will perform any other duties as required by the Board of Directors. The Vice-Chair will be Chair of the Board Development Committee.

The Secretary of the Board of Directors

Section 9.5

The Secretary will keep the minutes of the meetings of the Board of Directors. The Secretary will perform any other duties as required by the Board of Directors.

The Treasurer of the Board of Directors

Section 9.6

The Treasurer will monitor the disbursement and depositing of funds, the payment of just debt, and periodic financial reporting to the Board of Directors. The Treasurer will perform other duties as required by the Board of Directors. The Treasurer will submit a full financial report to the membership on an annual basis. The Treasurer may delegate any or all of the above duties and responsibilities to the Team Coordinators under the supervision of the Treasurer and the Board of Directors. The Treasurer will serve as chair for the finance committee.

The Standard Conduct for Officers of the Board of Directors

Section 9.7

An officer, when performing in official capacity, shall act: (1) in good faith; (2) with due care that a person in a similar position would reasonably exercise under similar circumstances; and (3) in a manner the officer reasonably believes to be in the best interests of the corporation.

ARTICLE X: STANDING COMMITTEES

The Standing Committees of the Board of Directors

Section 10.1

There are five Standing Committees. Each committee must have two or more members, who serve at the pleasure of the chair/ Co-chairs of the Board of Directors.

1. Coordinating Committee

The Coordinating Committee is comprised of the officers of the Board of Directors. The Team Coordinators, and other staff as necessary, serve as support to the Coordinating Committee. The Board Chair/Co-chairs shall chair the Coordinating Committee. The Coordinating Committee is responsible for providing creative and accountable leadership. The Coordinating Committee sets the agendas for the quarterly board meetings. The Coordinating Committee acts as a team and makes decisions following the guidelines for consensual decision-making. It has the power to make necessary decisions between regular meetings of the Board of Directors so as to conduct the on-going business of WVCADV. The Coordinating Committee shall provide a report to the Board of Directors at each regular meeting of the Board of Directors.

2. Personnel Committee

The Personnel Committee is comprised of individuals on the Board of Directors as appointed by the Board of Director Co-chairs. The Personnel Committee is led by a chairperson who is also selected by the Board of Directors Co-chairs. The Personnel Committee coordinates a process and makes recommendations for the hiring and/or termination of Team Coordinators to the Board of Directors. The Personnel Committee provides guidance as to the various personnel policy needs of WVCADV including, but not limited to, adopting of, and revision to, personnel policies. In that regard, the personnel policy and job descriptions should be reviewed by the Personnel Committee on an annual basis. The Personnel Committee acts as a team and makes decisions following the guidelines for consensual decision-making. The Personnel Committee shall report to the Board of Directors at each regular Board of Directors meeting. The WVCADV Team Coordinators are designated and assigned to the Personnel Committee for the purpose of organizing and assisting in the facilitation of meetings.

3. Finance Committee

The Finance Committee is comprised of individuals serving on the Board of Directors and is appointed by the Board of Directors' Chair/Co-chairs. The Treasurer of the Board of Directors is a member of and leads the Finance Committee as its chairperson. The Finance Committee works closely with the Team Coordinators and WVCADV Finance Manager to oversee the finances and to ensure the fiscal responsibility of all WVCADV funds including 990, audit, budget and quarterly reports. Overseeing the financial health of WVCADV is a critical part of the Finance Committee's role. The Finance Committee works with the Team Coordinators and other staff to ensure the fiscally responsible management of finances so as to meet the legal and ethical responsibilities of WVCADV. Open discussion is encouraged to monitor integrity, controls and test assumptions regarding the budgetary analysis. The Finance Committee makes all decisions following the guidelines for consensual decision-making. The Finance Committee shall report to the Board of Directors at each regular Board of Directors meeting.

4. Fundraising Committee

The Fundraising Committee is comprised of individuals serving on the Board of Directors, licensed program staff and members of the community who adhere to the WVCADV mission statement as approved by the Board of Directors' Chair/Co-chairs. The chair of the Fundraising Committee is appointed by the Chair/Co-chairs of the Board of Directors. The purpose of the Fundraising Committee is to develop strategies and define objectives to showcase goals and accomplishments of WVCADV so as to secure funds necessary to carry out the mission of WVCADV. The Fundraising Committee acts as a team and makes all decisions following the guidelines for consensual decision-making. The Fundraising Committee shall report to the Board of Directors at each regular Board of Directors meeting. A WVCADV staff person is designated and assigned to the Fundraising Committee for the purpose of organizing and assisting in the facilitation of meetings.

5. Board Development Committee

The Board Development Committee is comprised of individuals serving on the Board of Directors, licensed program staff, and members of the community who adhere to the WVCADV mission statement as approved by the Chair/Co-chairs. The Vice-Chair serves as the Chair of the Board Development Committee. The purpose of the Board Development Committee is to promote an active, engaged, independent-minded and mission-driven Board of Directors that governs in constructive partnership with the Team Coordinators. The Board Development Committee oversees Board of Directors' orientation and other trainings as needed, recruits and vets potential Board of Directors, and makes recommendations for new Board of Directors to the membership. The Board Development Committee acts as a team and makes all decisions following the guidelines for consensual decision-making. The Board Development Committee shall report to the Board of Directors at each regular Board of Directors meeting. A WVCADV staff person is designated and assigned to the Board Development Committee for the purpose of organizing and assisting in the facilitation of meetings.

ARTICLE XI: Workgroups

Workgroups

Section 11.1

Workgroups are those committees that address special needs of the membership. They are made up of Board of Directors, members and community members who adhere to the WVCADV mission.

1. Public Policy Workgroup

The Public Policy Workgroup is comprised of individuals serving on the Board of Directors, Member Programs, Associate Member Programs, Allied Organizations and Individuals Against Domestic Violence, and community members who adhere to the WVCADV mission appointed by the Team Coordinators. The Public Policy Workgroup will be facilitated by one or both of the Team Coordinators. The Public Policy Workgroup makes recommendations regarding statewide public policy action to the members. Upon approval by the membership, the Team Coordinators will present the public policy action recommendations to the Board of Directors. Input is solicited from other interested persons and/or organizations in assessing legislative priorities and gathering support for specific state legislation and/or regulation affecting domestic violence issues. The Public Policy Workgroup acts as a team and makes decisions following the guidelines for consensual decision-making. The Team Coordinators shall provide a report to the Board of Directors and to the members at their respective regularly scheduled meetings.

2. The Training Workgroup

The Training Workgroup is comprised of individuals serving on the Board of Directors, and Member Programs, Associate Member Programs, Allied Organizations and Individuals Against Domestic Violence appointed by the Team Coordinators. The Training Workgroup will be facilitated by members of the committee. The Training Workgroup coordinates certification of advocacy training, review and update as needed the certification curriculum, reviews individual applications for certification of advocacy and solicits input regarding statewide training for advocates working in licensed domestic violence programs. The Training Workgroup makes recommendations to the members who shall consider such recommendations and, in turn make recommendations to the Board of Directors regarding statewide training of domestic violence advocates. The Training Workgroup acts as a team and makes decisions following the guidelines for consensual decision-making. The Training/Events Coordinator shall staff and provide a report to the Board of Directors and to the members at their respective regularly scheduled meetings.

3. Database/Technology Workgroup

The Database/Technology Workgroup is comprised of Board of Directors, Member Programs, Associate Member Programs, Allied Organizations and Individuals Against Domestic Violence and WV Foundation for Rape Information and Services members appointed by the Team Coordinators. The Database/Technology Workgroup will be facilitated by one or both of the Team

Coordinators or their designee. The purpose of the Database/Technology Workgroup is to review and assess the database and technology needs of the licensed domestic violence programs. The Database/Technology Workgroup shall make recommendations to the members who shall consider such recommendations and, in turn, make recommendations to the Board of Directors regarding the database and technology needs of domestic violence programs. The Database/Technology Workgroup acts as a team and makes decisions following the guidelines for consensual decision-making. The Team Coordinators or their designee shall provide a report to the Board of Directors and to the members at their respective regularly scheduled meetings.

4. Leadership Workgroup – The Leadership Workgroup is comprised of the Co-Chairs of the Membership and Three (3) other Member Programs, Associate Member Programs, Allied Organizations and Individuals Against Domestic Violence selected by the membership. The Team Coordinators, and other staff as necessary, serve as support to the Leadership Workgroup. Membership Co-chairs shall chair the Leadership Workgroup. The Leadership Workgroup is responsible for providing creative and accountable leadership. The Leadership Workgroup sets the agendas for the quarterly membership meetings. The Leadership Workgroup acts as a team and makes decisions following the guidelines for consensual decision-making. It has the power to make necessary decisions between regular meetings of the Membership so as to conduct the ongoing business of the membership. The Leadership Workgroup shall provide a report to the Board of Directors at each regular meeting of the Board of Directors.

ARTICLE XII: TEAM COORDINATORS

The Team Coordinators

Section 12.1

Team Coordinators are hired and employed by the Board of Directors. Team Coordinators are the only staff members of WVCADV who report directly to the Board of Directors. Team Coordinators are equally responsible for providing shared leadership for the day-to-day activities of the Corporation. Team Coordinators serve at the will and pleasure of the Board of Directors.

Duties of the Team Coordinators

Section 12.2

Team Coordinators shall exercise general and active management of the business of WVCADV, shall report to and advise the Board of Directors on all significant matters of WVCADV business, and shall see that decisions and resolutions of the Board of Directors are carried into effect. The duties of the Team Coordinators shall include the duty to attend all meetings of the Board of Directors and to approve all material business transactions which do not require approval of the full Board. One or both of the Team Coordinators shall attend all meetings of the members.

ARTICLE XIII: FISCAL MATTERS

Deposit of Funds

Section 13.1

All funds of WVCADV not otherwise employed, shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors from time to time may determine.

Checks, etc.

Section 13.2

All checks, drafts, endorsements, notes, and evidence of indebtedness of WVCADV, and all endorsements for deposits to the credit of WVCADV, shall be signed by such officer or officers, agent or agents of WVCADV and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Loans

Section 13.3

No loans or advances shall be contracted on behalf of WVCADV, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by WVCADV.

Contracts

Section 13.4

The Chair/Co-chair, Vice-Chair, any other officer or Team Coordinators specifically authorized by the Board of Directors, may, in the name of or on behalf of WVCADV, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Contracts in the amount of \$10,000 or above require approval by the Board of Directors. Decisions needing to be made in a short period of time are delegated to the Coordinating Committee. The Coordinating Committee may authorize Team Coordinators to sign contracts on behalf of WVCADV. These contracts will be reviewed at the next meeting of the Board of Directors or when necessary. Without the express and specific authorization of the Board of Directors, no officer or other agent of WVCADV may enter into any contract or execute and deliver any instrument in the name and on behalf of WVCADV.

Bonding

Section 13.5

The Treasurer and such other officers and employees handling funds for WVCADV must be bonded in such amounts as are determined by the Board of Directors and at the expense of WVCADV.

ARTICLE XIV: BOARD OF DIRECTORS' COMPENSATION AND CONTRACTS

Compensation of Board of Directors, Members and Officers

Section 14.1

The Board of Directors and members of WVCADV will serve as such without salary, but the Board of Directors may authorize the payment by WVCADV of reasonable expenses incurred by the Board of Directors or members in the performance of their duties and of reasonable compensation for special services rendered by any individual serving on the Board of Directors. The Board of Directors will determine the scale of other compensation such as meals, lodging, and/or travel of the officers or agents of the Corporation. Except as provided in this section, no individual serving on the Board of Directors shall receive, directly or indirectly, any salary, compensation or gift from WVCADV.

Contracts with Directors and/or Officers

Section 14.2

No individual serving on the Board of Directors shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it unless (a) such contract is authorized by a consensus of the Board of Directors present at the meeting, and (b) the fact and nature of such interest must have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such control is so authorized, and that the contract is fair and reasonable.

Conflict of Interest

Section 14.3

Board Members shall not engage in any activity that could be interpreted as a conflict of interest.

Any potential conflict of interest on the part of any Board member shall be disclosed annually to the other members and made a matter of record. In addition, should a conflict of interest arise after the annual reporting period, members shall disclose that interest to the other members when it becomes a matter before the Board. Any Board Member having a potential conflict of interest on any matter shall not vote or use her/his personal influence on the matter and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made as well as the abstention from voting.

Whistleblowers

Section 14.4

Each Board Member has the responsibility to report, first to the Board of Directors, any real or perceived illegal activities. The Board shall not retaliate against any Board Member, contracted consultant, volunteer, or staff, for uncovering illegal activities.

The Board shall investigate and resolve all reports of illegal activities. If the Board does not satisfactorily resolve the issue, the person reporting the activities should go to the appropriate authorities.

ARTICLE XV: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification

Section 15.1

Any person or any heir, executor or administrator of such person made or threatened to be made a party to any action, suit or proceeding by reason of the fact that s/he is or was an individual serving on the Board of Directors will be indemnified by WVCADV against any and all liability and the reasonable expenses including attorney's fees and disbursements, incurred by her/him or by her/his heir, executor, or administrator 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 as to which it shall be adjudged in such action, suit or proceeding that such individual serving on the Board of Directors is liable for negligence or misconduct in the performance of her/his duties. Such right of indemnification will not be deemed exclusive of any rights to which such individual serving on the Board of Directors (or such heir, executor or administrator) may be entitled apart from this Article.

ARTICLE XVI: AMENDMENTS OF BY-LAWS

Amendments of By-Laws

Section 16.1

The power to amend, change or repeal the By-laws is held by the Members. The Board of Directors may recommend By-laws amendments or changes. There must be a minimum of two thirds of the members present at a meeting where any decision to amend, change or repeal the By-laws is to be made. Notice of proposed By-law amendments, changes or repeals must be provided to each member at least ten days prior to the meeting at which the By-laws are to be acted upon.