

# **EASTERN SHORE COALITION AGAINST DOMESTIC VIOLENCE**

## **BY-LAWS**

### **Section 1: General**

#### **1:1 Name**

The name of the organization shall be the EASTERN SHORE COALITION AGAINST DOMESTIC VIOLENCE (ESCADV).

#### **1:2 Authority**

These By-Laws are a guide to ESCADV in the execution of the business of the Board of Directors (BOD) in accordance with parliamentary procedures.

#### **1:3 Service Area**

ESCADV shall serve the citizens of Accomack and Northampton Counties of Virginia. Service beyond these counties is at the discretion of the Executive Director. Service shall be given without charge. All clients are eligible to use the service regardless of age, cultural background or national origin, fluency in English, religious or cultural beliefs, whether they have a disability, whether they have an income, sexual preference or orientation, sexuality, gender identity or expression, pregnancy, medical conditions, employment status, residency status or HIV status. Blanket exclusions on the basis of particular characteristics will not be made.

### **Section 2: BOARD OF DIRECTORS**

#### **2:1 Membership**

The Board of Directors shall consist of no more than 15 members who shall serve without compensation.

#### **2:2 Term of Service of a Board Member**

Nominally, terms of service shall be three years, if a member is elected to start on any dates other than Jan 1 or July 1, their term will be completed 3 years from the December 31<sup>st</sup> or June 30<sup>th</sup> after their election. A member having served a three-year term may be elected to serve an additional three years if the member and the Board so chooses. A member having served six consecutive years may not be elected again until one full year has elapsed.

#### **2.3 Required Documentation**

At the beginning of each term of board service a criminal background, confidentiality statement and conflict of interest statement are required to be completed.

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### **2:3 Attendance**

A member of the Board unable to attend a regular meeting shall so inform the Board President or a member of the Executive committee.

A member of the Board may request a Leave of Absence for no longer than three months and be reinstated to the Board. The Leave of Absence will not extend the member's Term of Service.

A member of the Board who misses three consecutive meetings of the Board without informing either the President or member of the Executive committee may be removed from the Board by a majority vote of members present and voting.

### **2:4 Personnel**

The Board shall have the authority to hire, fire, and set terms of employment, and supervise the Executive Director. All other personnel shall be hired, fired, supervised, and terms of employment set by the Executive Director.

## **Section 3: OFFICERS AND COMMITTEES**

### **3:1 Officers**

The officers of the Board shall be President, Vice President, Secretary, and Treasurer. Each shall be elected at the annual meeting and shall serve until the following annual meeting. In the event of a vacancy, the officer's position shall be filled as soon as possible by a member of the Board, who will serve for the remaining term of office. Officers may be reelected until their Term of Service on the Board expires.

When there is a new President, the outgoing President assumes the position as Past President for a one-year term.

### **3:2 President**

The President of the Board shall:

- a. Preside at all meetings of the Board and Executive Committee.
- b. Appoint all committee chairmen.
- c. Serve as ex-officio member of all committees except the nominating committee.
- d. Together with the Executive Director act as the official spokesperson for ESCADV.
- e. Be one of two signers on all contracts, checks and/or purchase acquisitions above the threshold established by the Financial Policy with either another Board officer or the Executive Director.
- f. Perform all duties necessary to this office.

### **3:3 Vice President**

The Vice President shall:

- a. Assume the duties of the President in the President's absence.
- b. Perform such duties as necessary to the office or as assigned by the President or the Board.
- c. Be one of two signers on all contracts, checks and/or purchase acquisitions above the threshold established by the Financial Policy with either another Board officer or the Executive Director.

### **3:4 Secretary**

The Secretary shall:

- a. Record the minutes of all Board and Executive Committee meetings and cause such records to be maintained.
- b. Be one of two signers on all contracts, checks and/or purchase acquisitions above the threshold established by the Financial Policy with either another Board officer or the Executive Director.

### **3:5 Treasurer**

The Treasurer shall:

- a. Chair the Finance Committee
- b. Be responsible for the oversight of funds and securities of ESCADV.
- c. Cause an annual audit to be performed on the accounts of ESCADV in conjunction with the Executive Director.
- d. Present a written report to the Board at its regular meetings.
- e. Be one of two signers on all contracts, checks and/or purchase acquisitions above the threshold established by the Financial Policy with either another Board officer or the Executive Director.
- f. Perform all the duties necessary to this office.

### **3:6 Past President**

The Past President shall:

- a. Ensure continuity during the transition of a newly elected President
- b. Support the President in his/her position through mentoring, coaching, and advising.
- c. Provide a historical context for decision-making.
- d. Hold the term for one year.

### **3.7 Executive Committee**

The Executive Committee shall consist of the officers identified above and one member at large elected by the Board. It shall have all the powers and responsibilities of the Board when the Board is not in session. Any actions of the Executive Committee shall be reported to the Board at its next regular meeting. A majority of the committee shall constitute a quorum.

The Executive Committee evaluates the job performance of the Executive Director. The evaluation should be signed by all participating committee members. Should the position of Executive Director become vacant it shall be the duty of this committee to lead the Board in the selection of a new Executive Director.

### **3:8 Standing Committees**

The Board shall appoint the following standing committees: Fund Development, Community Relations/Outreach, Financial Management, and Professional Standards. The President shall appoint the chairperson of these respective Standing Committees.

#### **3:8A Fund Development**

This committee shall lead the Board in assuring that ESCADV has sustainable, diversified, and sufficient funds in order to best serve our community.

#### **3:8B Community Relations/Outreach**

This committee shall assist the Board in assuring that ESCADV is recognized and valued by the community.

#### **3:8C Financial Management**

This committee shall assist the Board in assuring that ESCADV has fully implemented best practices for financial management that provides accurate information for decision-making and effective stewardship.

#### **3:8D Professional Standards Committee**

This committee shall assist the Board and the Executive Director in developing policies and procedures for the successful operation of the organization.

### **3:9 Special Committees**

The President, with consent of the Board, shall appoint such special committees as the occasion shall warrant.

#### **3:9A Nominating**

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The President shall appoint the Chairman who, in turn, shall select two additional members to serve on the committee. The committee shall present a slate of officers for the ensuing year at the May meeting. The election of officers is held at the annual meeting in June, at which time additional nominations shall be accepted from the floor

#### **Section 4: MEETINGS**

##### **4:1 Regular Meetings**

The Board shall meet regularly each month at a time and place of its own choosing.

##### **4:2 Special Meetings**

Special meetings may be called by any two members of the Board or by the President of the Board. The Executive Director may request the Board President to call a special meeting. All Board members should receive at least one week's written notice via email or post. The purpose of the meeting shall be specified in the notice and no other business than that specified shall be conducted.

##### **4:3 Annual Meeting**

The Annual Meeting shall be the regular June meeting. At this meeting annual reports shall be received, officers elected and regular business conducted. Each Board member will complete and submit a self-evaluation checklist (appendix 2.10) and the Overall Board Evaluation (appendix 2.11) which will be included in their respective Board member file.

##### **4:4 Quorums and Voting**

A quorum shall constitute a majority number of the members of the Board. A majority is defined as a number greater than one-half of the total number of Board members plus 1. The Board President may ask for an electronic vote from Board members in order to expedite Board actions. The Board President and Secretary will record these votes in the next regular Board meeting minutes and in the Board Minutes file.

Members of the Board may participate in a meeting using audio as well as visual telecommunication equipment. Their attendance will count toward the quorum requirement, and they may vote on any matters brought before the Board.

#### **Section 5: FISCAL YEAR AND FINANCIAL AUDIT**

##### **5:1 Fiscal Year**

The Fiscal Year shall be from July 1 to June 30.

##### **5:2 Audits**

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The accounts and books of ESCADV shall be audited annually at the end of the fiscal year by a CPA.

## **Section 6: PARLIAMENTARY AUTHORITY**

### **6:1 Robert's Rules of Order**

Robert's Rules of Order, Newly Revised shall be the parliamentary authority unless otherwise specifically stated in these By-Laws.

## **Section 7: AMENDMENTS**

### **7:1 Policy**

These by-laws may be amended by submitting the proposed amendment in writing at a Board meeting for action at the following meeting. Amendments to the by-laws require, a two-thirds vote of the total number of Board members.

### **7:2 Exceptions**

Any single requirement of these By-Laws may be set aside during a meeting, for the purpose of that particular meeting, by a two-thirds vote of the total number of Board members.