**BYLAWS OF ALLIANCE AGAINST FAMILY VIOLENCE**

**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is The Alliance Against Family Violence.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

The Alliance Against Family Violence is organized exclusively for charitable purposes and is an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

The Alliance Against Family Violence is a sexual and domestic violence victim advocacy organization that serves all Leavenworth County, Kansas, the communities therein, and the surrounding area. The Alliance Against Family Violence is dedicated to facilitating an empowering positive change in the lives of those affected by domestic and sexual violence and to providing safety and security for members of the communities it serves.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership**

Voting membership shall be open to Members of the Board of Directors. Membership is granted with completion and receipt of a membership application and upon a majority vote of the Board. Dues shall be set periodically by the Board of Directors.

**Section 2. Resignation and Termination**

Any Member may resign by filing a written resignation with the Secretary of the Board of Directors. Any Member can have their membership terminated by a vote of three quarters (3/4) of the membership.

**Section 3. Non-voting Membership**

The Board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers**

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization.

**Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than nine (9), including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The Members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All Members of the Board of Directors must be approved by a majority vote of the Members present and voting. No vote on new Members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 4 of Article III.

No two Members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Newly elected Members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, Members of the Board of Directors may serve additional three-year terms. The terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each Member of the Board of Directors shall be required to attend at least 2/3 of the meetings of the Board per year.

**Section 3. Annual, Regular and Special Meetings**

1. **Regular Meetings.** The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date. The Board of Directors will meet no fewer than 6 times per year, but may meet more frequently.
2. **Annual Meetings.** An annual meeting of the Board of Directors, employees, volunteers, donors, and community members shall be held at a time, day, and location designated by the Board of Directors. Notice of the annual meeting may be provided as determined by the Board of Directors.
3. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. At least ten (10) days’ notice shall be given to the Board of Directors for any special meeting.

**Section 4. Quorum.** The presence, in person or via conference call, or by Zoom, of a majority of current Members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 5. Voting.** All issues to be voted on shall be decided by a simple majority of those Members present at the meeting.

**Section 6. Forfeiture.** Any Member of the Board of Directors who fails to fulfill any of the requirements as set forth in Section 2 of this Article by January 1st shall automatically forfeit that director’s seat on the Board. The Secretary shall notify the Director in Writing that the director’s seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlines in Section 13 of Article in these by-laws.

**Section 7. Vacancies.** Whenever any vacancy occurs on the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**Section 8. Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 9. Informal Action by Directors.** Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

**Section 10. Confidentiality.** Directors shall not discuss or disclose information about the organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organization’s purpose, or can reasonably be expected to benefit the organization. Directors shall use discretion and good business judgment in discussing the affairs of the organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purpose and functions of the organization, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality or nondisclosure agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

**Section 11. Advisory Council.** An Advisory Council may be created by the Board of Directors. The Advisory Council shall be re-affirmed by the Board of Directors annually. The Advisory Council has neither voting privileges nor obligation for attendance at regular meetings of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the organization by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy approved by the Board of Directors and shall sign a confidentiality agreement or nondisclosure agreement upon accepting appointment to the Advisory Council.

**Section 12. Parliamentary Procedure.** Any questions concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.

**Section 13. Removal.** Any member of the Board of Directors or Members of an Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in the Board’s judgment the best interest of the organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 6 of this Article, and are not entitled to the removal procedure outlines in Section 13 of this Article.

**ARTICLE V. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board of Directors.

**Section 1. President**

The President shall:

1. Preside at all meetings of the Board of Directors and the Executive Committee.
2. Have general and active management of the business of an Advisory Council, if one has been appointed by the Board of Directors.
3. Have general superintendence and direction of all other officers of the organization and shall see that their duties are properly performed.
4. Shall submit a report of the operations of the organization for the fiscal year at the annual meeting and, from time to time, shall report to the Board of Directors all other matters that may affect this organization.
5. Shall be Ex-officio Member of all standing committees and shall have the power and duties usually vested in the office of the President.

**Section 2. Vice-President.**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President or Treasurer during the absence of the latter. The Vice-President will be added as a signer on the bank accounts along with the Treasurer.

**Section 3. Secretary.**

The Secretary shall:

1. Attend all meetings of the Board and act as a clerk thereof.
2. Record all votes and minutes of all proceedings and shall keep such records together and organized in a secure location.
3. In concert with the President, make the arrangements for all meetings of the organization, including meetings of an Advisory Council, if appointed, and the annual meeting.
4. Send notice of all meetings to the members
5. Perform all official correspondence from the Board of Directors as may be prescribed by the President.

**Section 4. Treasurer.**

The Treasurer shall:

1. Attend all meetings of the Board of Directors.
2. Chair the Finance Committee and review expenditures and revenues of the organization.
3. Annually review and update financial policies used by the organization and present them for review by the Board of Directors.
4. Regularly present a complete and accurate report of the finances of the organization to the Board of Directors.
5. Assure completion of financial audits of the organization as required by funders and other relevant laws.

**Section 5. Election of Officers**

Election of officers shall be held at the annual meeting. The Board shall submit the name of those persons for the respective open offices of the Board of Directors. Those officers elected shall serve a term of three (3) years, commencing at the next meeting following the annual meeting. They may apply for a second three (3) year term which must be approved by board majority.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

**Section 6. Removal of Officer.**

The Board of Directors with the concurrence of three-quarter (3/4) of the members voting at the meeting may remove any officers of the Board of Directors and elect a successor for the expired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reason of the Board for such expulsion.

**Section 7. Vacancies.**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies on the Board of Directors which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

**ARTICLE VI. COMMITTEES**

**Section 1. Committee Formation.**

The Board of Directors may create committees as needed. The President appoints all committee chairs.

**Section 2. Executive Committee.** The four officers of the Board of Directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board. Any actions by the Executive Committee shall be presented for affirmation by the full Board of Directors at the next regularly scheduled Board of Directors meeting.

**Section 3. Finance Committee.**

The Treasurer shall chair the Finance Committee, which shall include three other board members. The Finance Committee is responsible for developing and reviewing fiscal policies and procedures, regularly reviewing financial statements prior to presentation to the Board of Directors, and assisting in drafting the annual budget for the Board of Directors approval. Any change of 10% or more in the budget during the fiscal year must be approved by the Board of Directors or the Executive Committee.

**Section 4. Fundraising Committee.**

A Member of the Board of Directors shall chair the Fundraising Committee and at least 3 other members of the Board of Directors shall serve on this committee. Other non-member volunteers may join the Fundraising Committee and shall be appointed at the recommendation of the Chair and the approval of the Board of Directors. The Fundraising Committee shall be responsible for setting an annual plan to raise unrestricted funds for the organization.

**Section 5. Audit Committee. (Ad Hoc).**

The Board of Directors will annually form an Audit Review Committee appointing members of the Board of Directors who are not members of the Finance Committee to review the annual financial audit of the corporation. The Audit Review Committee will meet with the Auditors by phone, in person or Zoom and will, together with the Auditor, present the completed financial audit to the Board of Directors for review. The Audit Committee will, together with the Executive Director, Grant Writer, Payroll/HR, Shelter Manager, draft a response to any questions or concerns that arise from the audit.

**Section 6. Personnel Committee.**

A Member of the Executive Committee shall chair the Personnel Committee and at least 2 other Members of the Board of Directors shall serve on this committee. The Personnel Committee shall consult regularly with the Executive Director, Shelter Manager and/or Payroll/Human Resources on personnel matters, including hiring and terminating employees. Personally identifying information about employees shall not be included in written reports to the entire Board of Directors.

**Section 7. Nominating Committee (Ad Hoc).**

The Nominating Committee shall consist of at least 3 Members of the Board of Directors. The Nominating Committee will present a slate of nominees for Board of Directors vacancies to be presented at the annual meeting.

**Section 8. Donation Committee.**

The Donation Committee acts as the Board’s instrument to provide outreach that seeks to identify and solicit assistance from donors or donating organizations that have the potential of becoming sustaining (annual) donors to the Alliance. This outreach will be provided on a recurring (annual) basis to potential donors in all the County’s major cities (Leavenworth, Lansing, Basehor, Linwood and Tonganoxie). Briefings and solicitation for support will be extended to the city governments in each of these communities as well as to local service organization, local Veteran’s organizations, Fraternal/Sorority organizations and Churches (individual and members of the Interfaith Coalition).

Additionally, the Donation Committee shall sponsor an annual Alliance Fundraising Campaign lead by the Alliance Board Members but including members of the Advisory Board and those wishing to participate drawn from our Volunteers.

**ARTICLE VII. STAFF**

**Section 1. Executive Director**

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director is responsible for supervising and management of daily operations and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. Management of these programs includes supervision of all employees, fiscal and grants management and fundraising, as well as developing and maintaining community involvement with the organization. No officer, Executive Committee Member, or Member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports as requested by the President of the Board of Directors. The Executive Director shall be an Ex-Officio Member of all committees.

The Board of Directors shall decide together how the Executive Director’s performance will be reviewed. The Board of Directors may remove the Executive Director upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause.

The Executive Director may not be related by blood or marriage/domestic partnership to any member of the Board of Directors.

**Section 2. Shelter Manager**

The Executive Director shall hire a Shelter Manager who shall serve as an at will employee. The Shelter Manager shall have supervision of shelter operations, direct the day-to-day business of the shelter, maintain the properties of the organization, and perform such additional duties as may be directed by the Executive Director. No officer, Executive Committee member, or member of the Board of Directors may individually instruct the Shelter Manager or any other employee. The Shelter Manger shall make such reports as requested by the President of the Board of Directors. The Shelter Manger may be an Ex-Officio Member of committees.

The Shelter Manager may not be related by blood or marriage/domestic partnership to any member of the Board of Directors.

**Section 3. Grants Manager**

The Executive Director shall hire a Grants Manager who shall be an at will employee. The Grants Manager will work with the Executive Director in completing grants for the Alliance. This position will work with all organizations that the Alliance receives funding from. The Grants Manager will work with the Executive Director, Accountant, and Shelter Manager as a team so that information is obtained in a timely manner and that grants are completed and submitted timely and correctly to the funding source.

The Grants Manager may not be related by blood or marriage/domestic partnership to their direct supervisor.

**Section 4. Shelter Staff**

The staff of the Alliance may not be related by blood or marriage/domestic partnership to their direct supervisor.

**ARTICLE VII. CONFLICT OF INTEREST AND COMPENSATION**

**Section 1. Purpose**

The Board of Directors shall adopt a conflict-of-interest policy to be signed by Members of the Board of Directors, the Executive Director, the Shelter Manager, and the Grants Manager. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or staff of the organization or might result in a possible excess benefit transaction. The Board of Directors shall also complete and sign an annual disclosure statement, which shall be kept with the organization’s official Board of Directors records, and which can be reviewed as needed by the Board of Directors.

**ARTICLE IX. IDEMNIFICATION**

**Section 1. General**

To the full extent authorized under the laws of Kansas, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the organization’s request as a director or officer of another organization (each of the foregoing members, directors, officers, employees, agents, and person is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The foregoing indemnification shall not be deemed exclusive or any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE X. RECORDS**

The Board Secretary shall keep complete records of account and minutes of the proceedings of the Board of Director’s monthly meetings.

**ARTICLE XI. AMENDEMENTS**

**Section 1. Articles of Incorporation.**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such meeting if delivered personally, by facsimile, or by email or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article V of the Articles requires the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2. Bylaws.**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the same time and the manner provided for the giving of notice of meetings of directors.

**ADOPTION OF BYLAWS**

We, the undersigned officers of the Board of Directors do consent to and adopt the foregoing Bylaws, consisting of the proceeding pages, as the amended Bylaws of this organization.

ADOPTED AND APPROVED by the Board of Directors on this 23rd day of January 2023.

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Melynda Harbour, Board President of the Alliance Against Family Violence

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Cristin Noll, Board Secretary of the Alliance Against Family Violence