Safe Berks

Bylaws

ARTICLE I – IDENTIFICATION AND PURPOSES

 Section 1. Name. The name of the Corporation shall be Safe Berks, (the “Corporation”).

 Section 2. Purposes. The purposes for which this Corporation is formed, and as stated in the charter, are:

 A. To eliminate domestic and sexual violence against individuals in Berks County, Pennsylvania.

 B. To provide services to the victims of domestic and sexual violence, including, but not limited to crisis telephone counseling, temporary shelter for victims of domestic violence and their dependent children, counseling, assistance in obtaining community resources, help in acquiring employment skills, work referral, legal assistance and/or referral, two 24-hour hotlines (English and Spanish), promotion of the advancement of women and children within the community, empowerment counseling, support groups, parenting and life skills for women, along with counseling and advocacy for victims of sexual violence, individual support and advocacy for children, medical advocacy and accompaniment, legal and housing advocacy, prevention education, bi-lingual services, child development center, before-and after-school programs for children, and safe, affordable housing for battered women and their children within the City of Reading and the County of Berks.

 C. To raise awareness of domestic and sexual violence and heighten the consciousness of all communities regarding the rights of women.

 D. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction with others, whether such others may be persons and/or organizations of any nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments, or agencies.

 E. To carry out the aforementioned activities in accordance with Philosophies and Standards of *Pennsylvania Coalition Against Domestic Violence* (PCADV) and *Pennsylvania Coalition Against Rape* (PCAR).

 F. The Corporation is formed under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988. The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and are more fully set forth in the Corporation’s Articles of Incorporation (the “Articles”).

ARTICLE II – MEMBERSHIP

 The members of the Corporation are the current members of the Board.

ARTICLE III – BOARD OF DIRECTORS

 Section 1. General Powers. The Board of Directors (“Board”) shall exercise the rights, powers and privileges of directors of a corporation organized under the law. The Board shall specifically be responsible for overseeing the affairs and hiring employees of the Corporation, approving the mission and the strategic direction of the Corporation (utilizing staff recommendations when appropriate), electing the Officers and Directors of the Corporation, and otherwise overseeing the activities of the Corporation.

 Section 2. Number. The Board shall consist of at least nine (9), but no more than

twenty-one (21) Directors.

 Section 3. Composition. The Board shall be elected from individuals who have demonstrated an interest in upholding the purposes of the Corporation and a commitment to the elimination of domestic and sexual violence and the advancement of women, children, and ultimately, families. No compensation shall be paid to members of the Board or Officers for services as Directors or Officers.

 The Board shall actively seek membership regardless of age, race, national origin, color, ancestry, sex, differently-able, sexual orientation or religious belief. At least fifty-one per cent (51%) of the members of the Board of Directors shall be female and all members shall be at least twenty-one (21) years of age. There shall be no discrimination against survivors of domestic or sexual violence, and preference may be given to such survivors.

 Section 4. Director Emeritus. A Director of the Corporation who has provided extraordinary service to the Corporation during the individual’s tenure in office may be elected as “Director Emeritus.” The Board Development shall make nominations which shall be subject to the majority approval of the Board. Directors Emeriti shall be non-voting members of the Board. They shall be invited to all Board meetings, may participate fully in all deliberations of the Board, and may serve on any committee of the Board as appointed by the Chairman.

 section 5. Term of Office. The term of office for all Directors shall be three (3) years. Directors shall be elected at the annual meeting for three-year terms, and shall hold their office until their successors are chosen and qualify.

 Section 6. Length of Service. Except as provided in Article V, Section 3, no person shall serve more than two (2) consecutive three-year terms. They may be re-elected after 1 full year has expired.

 Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by majority vote of the remaining Directors, even if less than a quorum, and each Director elected shall serve for the unexpired term of the vacancy being filled. The Nominating Committee may nominate Directors for terms shorter than three (3) years in order to approximate the continued rotation of Directors.

 Section 8 Election. Individuals shall be elected to membership on the Board using criteria administered by the Nominating Committee. All recommendations shall be approved by the Board.

 Section 9. Committees. Members of the Board shall be required to serve actively on at least one committee or as designated by the President.

Section 10. Confidentiality. All Directors shall have a duty to comply with all confidentiality policies, standards, and requirements of the Board and the Corporation, as they may be amended from time to time.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

 Section 1. Regular Meetings. A minimum of six (6) monthly meetings will be held annually. Regularly scheduled meetings shall be held at the time and place set by the President of the Board. Notice of regular meetings shall be given by the Secretary or its designee to all members of the Board in accordance with Article XIII hereof.

 Section 2. Special Meetings. A special meeting of the Board may be called by the President of the Board or upon written request of any five (5) Directors. Written notice of a special meeting of Directors stating the time, place and specific purpose of the meeting shall be given by the Secretary or its designee to each Director in accordance with Article XIII hereof. Business transacted at all special meetings shall be confined to the subjects stated in the call.

 Section 3. Annual Meeting. An annual meeting of the Board shall be held in the month of September of each year for the purpose of electing officers and the conduct of appropriate business. At the annual meeting, the Nominating Committee of the Board shall nominate Officers and Directors who shall be elected at the annual meeting. The date and time of the annual meeting shall be fixed by the Board of Directors or the Executive Committee. Such designation shall be made and notice shall be given to each Board member at least one month prior to the date of the annual meeting.

 Section 4. Quorum. A quorum shall be necessary to vote on any resolution before the Board of Directors. A quorum shall consist of a majority of the members of the Board. So long as all persons participating in the meeting simultaneously may hear each other, a quorum may be established through Board members’ physical presence at the meeting, through telephonic participation in the meeting, and by video conferencing or other electronic means of participation in the meeting, all of which shall be counted toward the number of Directors needed to constitute a quorum.

 Section 5. Voting. Each Director has one vote. Once a quorum is established, all matters put to a vote before the Board will require the affirmative vote of a majority of Directors voting on the matter unless a greater majority is required by these Bylaws, the Articles or the law. Voting may take place by proxy, telephonic or other electronic means.

 Section 6. Rules of Order. All meetings of the Board will be conducted in accordance with Robert’s Rules of Order, Newly Revised, except as otherwise specified by these Bylaws, by existing Federal and State laws regulating such meetings, or by specific rules of procedure adopted by the Board.

 Section 7. Attendance by Directors. A Director or Officer who fails to attend more than three (3) consecutive regular meetings of the Board, without an excused absence, shall be removed from the Board.

 Section 8. Resignation or Removal. A Director of the Corporation may resign at any time by tendering his/her resignation in writing to the Corporation to become effective upon receipt by the Corporation at its principal place of business. At any regular, annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire Board. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at this meeting. Resignation or removal of a Director shall also constitute his/her resignation or removal as a member of any committee of the Board.

 Section 9. Unanimous Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

ARTICLE V – OFFICERS

 Section 1. Officers. The Officers of the Board shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as may be elected by the Board.

 Section 2. Election. The Board shall elect the Officers at the annual meeting with nominees selected by the Board Governance Committee (acting as the Nominating Committee in accordance with Article VII, Section 3, hereof). The Officers shall be members of the Board.

 Section 3. Term. The term of office of all Officers shall be two (2) years. If an officer’s term as a Board Member otherwise would expire prior to the completion of such Board member’s term as an officer, such Board member’s term shall be extended to permit such Board member to complete his/her term as an officer. An Officer shall not remain in the same office for more than two (2) consecutive terms. After the expiration of two consecutive terms, an Officer, with the exception of the President, may again be elected to said office after one-year has elapsed.

 Section 4. Resignation or Removal. An Officer may resign at any time by tendering his/her resignation in writing to the President of the Board. An Officer may be removed at any time, with or without cause, by a vote of a majority of the Board of Directors of the Corporation.

 Section 5. Vacancies. A vacancy in any office because of death, resignation or removal shall be filled by the Board, upon the recommendation of the Nominating Committee, for the unexpired term of such office.

ARTICLE VI – RESPONSIBILITIES OF OFFICERS AND

CHIEF EXECUTIVE OFFICER -- CEO

 Section 1. General. The Officers shall perform duties that follow, and such additional duties as may be assigned by the Board of Directors or by the President.

 Section 2. President of the Board. The President shall preside at all meetings of the Board of Directors and Executive Committee, and shall appoint the chairs of all standing and ad hoc committees. The President shall be an ex-officio, non-voting member of all committees. The President shall consult with the Chief Executive Officer on the affairs of the Corporation and shall perform all other duties usually pertaining to the office of the President.

 Section 3. Vice President. The Vice President shall perform the duties of President when for any reason the President is unable to perform these duties. She/He shall perform such duties as requested by the President, and perform such other duties as are usual and customary to the office.

 Section 4. Secretary. The Secretary shall, keep the minutes of all meetings of the Board and the Executive Committee. She/He shall perform such duties requested by the President, and shall keep all legally necessary and prudent files.

 Section 5. Treasurer. The Treasurer shall be responsible for and shall carry out the directions of the Board with respect to the following matters: (1) make a yearly report to be filed at the annual meeting of the Corporation, in concert with the Finance Committee, Chief Executive Officer and the Fiscal Director; (2) make a financial report at each meeting of the Board, in concert with the Chief Executive Officer and the Fiscal Director of the Corporation; (3) review the books and records of the Corporation so as to properly reflect the assets, liabilities, and transactions of the Corporation.

 Section 6. Chief Executive Officer. The Chief Executive Officer of the Corporation shall be appointed by, and shall serve the Corporation on such terms, including compensation, as the Board shall prescribe. The Chief Executive Officer shall be responsible to the Board and his/her performance shall be formally evaluated by the Executive Committee.

ARTICLE VII – COMMITTEES

 Section 1. There will be four Standing Board Committees. Additional committees may be established based on need. Each standing committee of the Board shall be chaired by a member of the Board, appointed by the President, and shall consist of at least three (3) members, and may include non-members of the board. The following shall be the standing committees of the Board:

A. Executive Committee.

B. Board Governance Committee.

C. Fund Development Committee.

D. Finance Committee.

E. Audit Committee

 Section 2. Executive Committee. The Executive Committee shall consist of all the Officers, the immediate past President (if still a Board member), and one (1) other Director to be named by the President of the Board. The Executive Committee shall be chaired by the President of the Board. This Committee may be convened by the President of the Board or upon request of any officer of the Board. The Executive Committee may exercise all powers and act on behalf of the Board of Directors between meetings of the Board.

 Section 3. Board Governance Committee. Responsibilities of this Committee shall include training and orientation of the Board of Directors. The Committee shall also act as the Nominating Committee.

 Section 4. Fund Development Committee. The Fund Development Committee shall develop a strategy to generate future financial stability and income growth for the Corporation. The Fund Development Committee shall also develop guidelines and goals for an endowment fund for the Corporation.

 Section 5. Finance Committee. The Finance Committee shall be responsible for creating sound fiscal policy. The Committee shall make a report on the financial condition of the Corporation at the annual meeting. The Treasurer of the Corporation shall be Chairman of the Finance Committee.

 Section 6. Audit Committee. The Audit Committee shall be responsible for the proper external review of Corporation’s audited financial statements. The Committee shall review the audited financial statements, the IRS Form 990, and related documents.

ARTICLE VIII– INDEMNIFICATION

 Section 1. Inclusion. The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation for profit or not-for-profit, partnership, joint venture or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceedings if such a person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Corporation, unless the action or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness, and, with respect to any criminal action or proceeding, had no reasonable cause to belief his/her conduct was unlawful.

 Section 2. Extent. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article VIII shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988, as amended (“NPCL”), or any modification, or adoption of any law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of corporations.

 Section 3. Limitations. The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article VIII in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation.

 Section 4. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

 Section 5. Creation of Fund. The Corporation shall have the authority to create a fund to secure its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; or (ii) establish any form of self-insurance.

 Section 6. Separate Agreement. The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

 Section 7. Procedures. As soon as practicable after receipt by any person specified in this Article VIII of notice of the commencement of any action, suit or proceeding specified herein, the Indemnitee (each, an “Indemnitee”) shall, if a claim with respect thereto may be made against the Corporation hereunder, notify the Corporation in writing of the commencement or threat thereof, however, the omission to so notify the Corporation shall not relieve the Corporation from any liability under Article VIII of these Bylaws (unless the Corporation shall have been prejudiced thereby) or from any other liability which it may have to the Indemnitee other than under Article VIII of these Bylaws. With respect to any such action as to which the Indemnitee notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation. After notice from the Corporation to the Indemnitee of its election to assume the defense thereof, the Corporation shall not be liable to the Indemnitee under Article VIII of these Bylaws for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than as otherwise provided herein. The Indemnitee shall have the right to employ his/her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (i) the employment of counsel by the Indemnitee shall have been authorized by the Corporation; (ii) counsel for the Corporation shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which the Indemnitee shall have reasonably concluded that there may be a conflict of interest. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by the Indemnitee in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by the Indemnitee in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.

 Section 8. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation for profit or not-for-profit, partnership, joint venture or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VIII.

ARTICLE IX – CONFLICTS OF INTERESTS

 Section 1. Employees. No paid employee of the Corporation, or spouse, child or parent of a paid employee of the Corporation is eligible to be a Director of the Corporation.

 Section 2. Additional Policies. The Board may adopt additional policies regarding conflicts of interest, as it deems appropriate.

ARTICLE X – NON-DISCRIMINATION

 The members, officers, directors, committee members and employees of the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, sexual orientation, disability, race religion and national origin.

ARTICLE XI – FISCAL

 Section 1. Fiscal Year. The fiscal year shall be from July 1 through June 30 of each year.

 Section 2. Authorization. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be authorized by budget or allocation resolutions of the Board and shall be signed or endorsed by persons and in such manner as from time to time shall be determined by resolution of the Board.

 Section 3. Annual Audit. All financial records of the Corporation shall be maintained in accordance with generally accepted principles of fund accounting. An annual examination of the financial records will be performed at the fiscal year end by an independent certified public accountant. Audited statements are to be filed with the records of the Corporation. The Corporation on an annual basis shall make a public report on program and fiscal operations.

ARTICLE XII– CORPORATE SEAL

 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words “Nonprofit Corp. Pennsylvania.” Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Secretary of the Board shall be responsible for the seal.

ARTICLE XIII – NOTICES

 Section 1. Giving of Notice. Whenever written notice is required to be given to any person, it may be given by the following methods:

 (a) Mailing written notice of regular Board meetings by regular United States mail, postage prepaid and delivered to the last known address of each Director no less than seven (7) days prior to the date of the meeting; or

 (b) Sending notice of regular Board meetings electronically, by facsimile or by electronic mail no less than three (3) days prior to the date of the meeting, provided a receipt of delivery or acknowledgment is received from the person who received such notice.

 (c) Notice of special meetings of the Board of Directors shall be given via United States mail, facsimile or electronic mail not less than two (2) days before the meeting.

 Notice sent via regular mail shall be deemed to be received on the day after it is deposited in the mail. Notice sent electronically shall be deemed to be received on the day it is sent.

 Section 2. Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. A waiver of notice also may be given via electronic mail which, when printed, serves as the signed waiver.

ARTICLE XIV – DISSOLUTION

 Upon dissolution and liquidation of the Corporation in accordance with applicable law, the assets of the Corporation shall be distributed in accordance with applicable law to one or more similar organizations that are exempt for Federal income tax purposes pursuant to Section 501(c)(3) of the Code.

ARTICLE XV – AMENDMENTS

 The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Corporation by a two-thirds (2/3) vote of those present and voting at a meeting of the Board at any regular or special meeting thereof, provided that the full text of said amendment shall have been read at the preceding Board meeting and that the full text of said amendment shall be included with the notice of the meeting at which said amendment is to be voted upon. A proposed amendment may be modified and approved at such meetings as long as the modification is germane to the amendment as originally prepared. Notice of such proposed action must be announced and a copy thereof mailed to Directors at least ten (10) days prior to the meeting.

ARTICLE XVI – EFFECTIVE DATE

 These Bylaws shall be effective as of April 26, 2018. They shall replace all prior Bylaws.