

# By-Laws of The James House

## Article 1-Purpose and Philosophy

**Section 1. Purpose** The purpose of the corporation is as set forth in the Articles of Incorporation and include the charitable and educational purposes of providing the necessary support and leadership for the development and maintenance of effective programs providing resources to survivors of sexual and domestic violence and stalking and their families, in the cities of Hopewell, Petersburg, and Colonial Heights and the counties of Prince George, Chesterfield, Dinwiddie, Surry, and Sussex, and also Fort Lee. The James House shall be and remain a non-stock, not-for-profit organization without members; and its functioning and affairs shall be conducted solely for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of the 1986 or corresponding provision of any future Federal Tax Code.

**Section 2. Philosophy** Survivors of sexual assault and/or domestic violence often need help overcoming the effects of abuse and/or violence. The James House provides mission-driven, client-centered, culturally relevant services which help clients create outcomes that address life satisfaction, hope and optimism, empowerment and knowledge about the issues associated with domestic violence, sexual violence and stalking. Our ultimate goal is to assure client self-sufficiency and sustainable change through coaching and empowering strategies. The James House works within broader movements to realize a just and equitable world free of violence. We embrace and respect differences in national origin, race, gender, age, sexual orientation, gender identity/expression, ethnicity, mental/physical capabilities, religious beliefs and/or financial status.

## Article II-Board of Directors

**Section 1. Structure** The governing body of The James House shall be known as the Board of Directors and shall consist of five to fifteen individuals representing the various cities and counties served by The James House, appointed by the Directors as provided by these By-Laws. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors.

**Section 2. Orientation** To ensure that prospective Board members are fully prepared to assume their duties, Board members shall receive copies of the following materials: (1) the mission statement of the James House (2) the Articles of Incorporation, (3) the Bylaws, (4) the most recent annual report, (5) financial statements including the budget, (6) policies, (7) expectations for meeting attendance and committee work, and (8) a list of current Board members with complete contact information and committee designations. Upon election to the Board, new members shall have the opportunity to participate in a Board member orientation.

**Section 3. Professional Qualifications** The Board of Directors shall consist of persons representing different professions, chosen with a conscious effort to reflect the diversity of the communities represented.

**Section 4. Terms of Appointment, Vacancies and Maximum Services** The Directors shall be divided into three classes as nearly equal in number as possible. The initial term of the first class of Directors shall be one year, ending at the annual meeting of the Directors in 1997; the initial term of the second class of Directors shall be two years, ending at the annual meeting of the Directors in 1998; and the initial term of the third class, as well as subsequent classes shall be three years. Vacancies arising mid-term shall be filled by appointing a new Director to complete the remainder of the term for the vacant position. No individual shall serve more than three consecutive three-year terms as a Director.

**Section 5. Salaries** The Directors shall receive no compensation for services, but they shall be entitled to the necessary expenses, including travel, incurred in the discharge of their duties.

**Section 6. Conflict of Interest** A director or employee of the James House shall be deemed to have a conflict of interest if (a) such individual has existing or potential financial or other interests that impair or might reasonably appear to impair such individual's independent, unbiased judgment in the discharge of his or her responsibilities to the James House, or (b) such individual is aware that a member of his or her family (defined to include a spouse, parents, siblings, children and any other relative if residing in the same household as the individual), or any organization in which such individual or member of his or her family is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. The full Conflicts of Interest Policy should be read and signed by all directors.

- A. All directors and employees of the James House shall disclose to the Board any possible conflict of interest at the earliest practicable time, and no director or other committee member shall vote on any matter under consideration at a Board or committee meeting in which such director or committee member has a conflict of interest. The minutes of such Board or committee meeting shall reflect that the director or committee member disclosed the conflict of interest, and that the director or committee member with the conflict abstained from voting on the matter.
- B. A conflict of interest transaction is a transaction with the James House in which a director has a conflict of interest as defined in Paragraph 7.1 herein. Such transaction shall be voidable by the James House as provided by §13.1-871 of the Code of Virginia, 1950, as it exists or may hereafter be amended. No transaction with the James House in which a director has a direct or indirect personal interest shall be void or voidable solely because of the director's interest in the transaction, if (i) the material facts of the transaction and the director's interest were disclosed or known to the Board or a committee of the Board, and, by affirmative vote of a majority of the disinterested directors on the Board or on the committee, the Board or committee authorized, approved or ratified the transaction, provided that a transaction shall not

be authorized, approved or ratified by a single director; or (ii) the transaction was fair to the corporation.

### **Article III-Meetings, Quorum and Procedures**

**Section 1. Directors Meetings** Regular meetings of the Directors may be held at such times and places as the Directors may determine by a resolution, but not less often than four times per year. The first meeting of each year shall be the annual organizational meetings of the Directors for the purpose of electing officers and transacting such other business as may come before the meeting. This meeting should be held between January 1<sup>st</sup> and February 15<sup>th</sup> of each year.

Special meetings of the Directors may be called at any time by the Chairperson or the Secretary upon written request, delivered to the Secretary, stating the time and place of the proposed meeting. The Secretary shall issue a notice of the meeting promptly to all of the Directors in office. At least one third of the Directors must be in attendance in order for the meeting to take place. Individual Directors may call a special meeting upon written request to the Secretary following the same procedure above. Directors may issue notices of special meetings if the Secretary refuses or is unable to do so.

**Section 2. Notice of meetings** Notice of each meeting shall be mailed vis electronic notice at least five (5) days before the date of the meeting. The business to be transacted or the purpose of the meeting should be specified in the notice, but is not required.

- A. Electronic Notice. Meeting notices may be given by a form of electronic transmission consented to by the director to whom the notice is given. Such consent shall be revocable by the director by written notice to the James House and shall be deemed revoked if (i) the James House is unable to deliver two consecutive notices by electronic transmission accordance with such consent, and (ii) such inability becomes known to the person responsible for giving notice. However, inadvertent failure to treat such inability as a revocation shall not invalidate a meeting or other action.
- B. Notice by electronic transmission shall be deemed given: (a) if by facsimile telecommunication, when directed to a number at which the director has consented to receive notice; (b) if by email mail, when directed to an email address at which the director has consented to receive notice; (c) if by a posting on an electronic network, together with separate notice to the director of such posting when such notice is directed to an address at which the director has consented to receive notice, on the later of such posting or giving of such separate notice; and (d) if by any other form of electronic transmission, when consented to by the director. An affidavit of the secretary or other agent of the James House that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

**Section 3. Attendance** All Board members are required to attend all regularly scheduled meetings of the Board. If a Board member is unable to attend for any reason, the member must inform the Chairperson 48 hours prior to a meeting by phone, voicemail or email. The Board reserves the right to ask for the resignation of any Board member who has four unexcused absences in one year.

**Section 4. Actions without Meetings** Any action that may be taken at a meeting of the Directors may also be taken without a meeting if a consent in writing, setting forth the actions to be taken, has been signed before the action is to become effective, or shall be signed within one week after the date the action becomes effective. The Director's consent signature shall have the same force and effectiveness as a unanimous vote.

**Section 5. Procedural Matters** Procedural matters on which these By-Laws are silent shall be governed by the latest revision of Robert's Rules of Order, or by unanimous decisions of the Directors.

**Section 6. Quorum** The presence of a majority of the elected Directors shall constitute a quorum for conducting business.

#### **Article IV-Officers**

Officers of The James House elected by the Directors shall be Chairperson, Vice Chairperson, Secretary and Treasurer, and shall be selected from the active role of Board Members. All officers shall be elected by secret ballot if requested by any director at the annual meeting of the Directors. All officers are elected for a term of one year, or until their successors are elected or appointed. The Chairperson of the Board of Directors shall fill all vacancies except that of Chairperson, by appointing a Director to fill the vacant office for the unexpired term, subject to approval by a majority of the remaining Directors.

**Section 1. The Chairperson** shall preside at all meetings of the Directors and shall execute all instruments of a special nature, unless the Directors by resolution have authorized another person or persons to execute such an instrument, or instruments. He/she shall be an official, a member of all standing committees. He/she shall have general supervision and direction of the Board of Directors and shall see that its duties are properly performed. He/she shall perform other such duties as may be required by the Directors.

**Section 2. The Vice Chairperson** performs the duties of the Chairperson in the Chairperson's absence and has such other duties as the Board or the Chairperson may prescribe from time to time. The Vice Chairperson also works closely with the Chairperson in preparation for assuming the role of Chairperson and serves on the Executive/Nominating Committee.

**Section 3. The Secretary** shall act as Recording Secretary for the Directors' meetings and actions. He/she may delegate responsibilities of Corresponding Secretary to The James House Program Coordinator or other James House staff, subject to approval of the Directors. The Secretary is responsible for keeping and reporting of adequate records of all meetings of the Directors.

**Section 4. The Treasurer** shall have general supervision of all financial records of The James House and shall make such reports and perform such duties as may be delegated by the Directors. It shall be audited at the end of each calendar year by a reputable Certified Public Accountant approved by the Directors.

**Section 5. Vice Chairperson and Other Assistant Officers** shall have such powers and duties as the Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers. In the event of a vacancy in any unassisted office, the Chairperson shall appoint a new assistant, subject to the approval of the Directors.

**Section 6. Agents** Such agents as the Directors deem necessary may be elected or chosen in the manner prescribed by the Directors. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Directors establishing the need for the agent.

**Section 7. Removal of Officers and Agents** Any officer or agent may be removed with or without cause whenever the Directors in its absolute discretion shall consider that his/her removal will serve the best interests of The James House. Any agent appointed otherwise than by the Directors may be removed with or without cause at any time by other officers having authority to appoint him/her whenever that officer in his/her absolute discretion shall consider that the agent's removal will serve the best interests of The James House. Election or appointment of an officer or agent shall not itself create rights.

**Section 8. Removal of Directors** Any Director may be removed from the Board of Directors for The James House by vote of a majority of Directors for inefficiency, neglect of duty or misconduct in office, but only after the Director shall be given a copy of the charges against him at least ten days prior to the opportunity to be heard by the Board of Directors in person if so desired.

The decision of the Board of Directors in this regard shall be final. A Director once removed by the Board of Directors for inefficiency, neglect of duty or misconduct in office shall not be eligible to serve as a Director for The James House at any future date.

**Section 9. The James House CEO/Chief Executive Officer** shall be given a written evaluation of his/her performance annually. It shall be the responsibility of the Executive Committee to provide the evaluation. The Chairperson of the Directors shall discuss the evaluation verbally and present it to The James House Chief Executive Officer.

## **Article V-Committees**

**Section 1. Authority** The Board of Directors may create one or more committees, including an Executive/Nominating Committee, consisting of Board members. All committees will have two or more members. The Board may also from time to time create advisory groups or *ad hoc* committees, which may include directors and non-directors, to address specific issues or manage projects not otherwise under the responsibility of a standing committee. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by

a director with the standards of conduct described in §13.1-870 of the Code of Virginia, 1950, as amended.

To the extent specified by the Board or in the Articles of Incorporation or Bylaws, each committee may exercise the authority of the Board, except that a committee may not (i) fill vacancies of the Board or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these Bylaws; (iv) approve a plan of merger or consolidation; or (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation.

- A. **Committee Chairs.** Committee Chairs shall be appointed by the Chair of the Board and serve as directors of the Board. Committee Chairs are responsible for convening meetings and maintaining communication with the Board.
- B. **Standing Committees.** The following standing committees shall be established by the Board of Directors: (1) Executive/Nominating and (2) Finance. Standing Committee members must be members of the Board.
- C. **Executive/Nominating Committee** The Executive/Nominating Committee shall consist of the officers of the Corporation. The Chair of the Board shall also serve as chair of this committee. The Executive/Nominating Committee shall recruit and propose candidates for election to the Board of Directors at a meeting of the Board. The Executive/Nominating Committee shall be responsible for maintaining a pool of potential directors, conducting an annual assessment of Board performance, and organizing Board trainings.

The Executive/Nominating Committee has authority to exercise all the powers and functions of the Board in the management and direction of the affairs of the Corporation, with the exceptions set out in Section 5.1.1. The Executive/Nominating Committee shall hold at least two (2) meetings per year and shall report on such meetings at the next regular meeting of the full Board.

- D. **Finance Committee** The Finance Committee shall be chaired by the Treasurer. The committee shall ensure that the budget is presented by the Treasurer and approved by the Board of Directors annually, that financial reporting is in compliance with current law, that an annual audit is completed, and that all required tax forms are filed. Reports of the auditors and copies of tax forms shall be readily available to Board members.
- E. **Miscellaneous.** The provisions set forth in Article 3 governing meetings, notice, waiver of notice, quorum and voting requirements of the Board, and action without meetings, apply to committees and their members as well.

## **Article VI - Chief Executive Officer**

**Section 1. Appointment** The James House shall select and employ a competent Chief Executive Officer, who shall be its direct executive representative in the management of The James House, and who shall have necessary authority and who shall be responsible for the administration of The James House in all of its activities, subject to such policies as may be adopted and such orders as may be issued by the Directors. In case of absence, incapacity, death, or the appointment of his/her successor, the Directors shall designate another staff person to act in capacity of Chief Executive Officer.

**Section 2. Duties** The duties of the Chief Executive Officer shall include:

- A. Carry out all policies established by the Directors and advise on the formation of these policies.
- B. Perfect and submit to the Directors of approval plan of organization of the personnel and others concerned with the operation of The James House.
- C. Prepare annual budgets for The James House showing the projected receipts and expenditures. The budgets shall be prepared in collaboration and approved by the appropriate committee of The James House and then presented to the Directors approval.
- D. Select, employ, monitor and discharge all employees as circumstances dictate in the orderly operation of The James House.
- E. Supervise all business affairs of The James House, such as but not limited to the records of all financial transactions purchase and issuance of supplies, and the maintenance of adequate insurance.
- F. See that all physical properties are kept in a good state of repair and operating condition.
- G. Submit monthly to Directors' reports showing the financial activities of The James House and to prepare and submit such special reports as may be required by the Directors.
- H. Serve as liaison officer and as the channel for all official communications between The James House and any of its committees.
- I. Represent The James House in community programs and with other resources and community agencies, volunteer and government.

## **Article VII-Miscellaneous Provisions**

**Section 1. Fiscal Year** The fiscal year of The James House shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

**Section 2. Indemnification** Any person who is or was a Director or Officer of The James House and who is made a party to a proceeding because he or she is or was serving the James House in that capacity shall be indemnified by the James House against liability incurred in the proceeding as provided by Title 13.1, Chapter 10 of the Code of Virginia, as it exists or may hereafter be amended.

**Section 3. Amendment of By-Laws.** These Bylaws may be amended or repealed by vote of a majority of the current Board of Directors voting at any special or regular meeting of the James House, provided that seven (7) days notice of the proposed amendment or repeal be given in the call for such meeting.

**Section 4. Criminal Background Check** All paid and unpaid staff of The James House must successfully complete a background check. Not all criminal activity will prevent paid and unpaid staff from being eligible for employment/participation with our program. However, we are unable to extend an offer of employment or volunteer opportunity to persons with founded child abuse or neglect allegations, sexual assault allegations, or domestic or intimate partner abuse allegations. Violent crimes will be handled on a case-by-case basis. ?? we had discussion on this, but what was the resolution? The James House reserves the right to terminate the volunteer application process for any reason at any time.

I, \_\_\_\_\_, understand that I will be the subject of a criminal background check. I agree to allow The James House to conduct this investigation. I further understand that while I will begin my training immediately, a background check may take up to 4 months and I may be dismissed at any time if I fail to pass the background check regardless of how far along in the process I am.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature/Date

\_\_\_\_\_  
Witness Printed Name

\_\_\_\_\_  
Witness Signature and Date