

USAFV BY LAWS

**BYLAWS OF
UNALASKANS AGAINST SEXUAL ASSAULT
&
FAMILY VIOLENCE
(USAFV)**

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Article I

The name of the corporation is UNALASKANS AGAINST SEXUAL ASSAULT & FAMILY VIOLENCE, INC. (USAFV), and the period of its duration is perpetual.

Article II

Purpose

- A. Provide comprehensive services to victims of domestic violence and sexual assault, victims of other violent crimes, and others in crisis.
- B. Inform and educate the public about sexual assault, rape, and domestic violence, child abuse, elder abuse, and other forms of violence.
- C. Provide information, advocacy, referrals, and support services to the people of the Aleutian/Pribilof Island Region of Alaska.

Article III

Membership

Section I - Statement of Recruitment

Recruitment will focus on individuals who reflect the population demographics in the region served.

Section II - Qualifications

Any person who purchases a membership qualifies.

Section III - Membership Categories

- A. Individual Memberships:
 - 1. Student \$ 10 (members under age 18 have no voting power)
 - 2. Elder (65 years of age and up) Free
 - 3. Individual \$ 15
 - 4. Couple \$ 25
 - 5. Family \$ 40
 - 6. Supporting \$ 50
 - 7. Sustaining \$ 100

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- B. Business Memberships
 - 1. \$ 100 Business
 - 2. \$ 250 Business Supporting
 - 3. \$ 500 Business Sustaining
- C. Corporate Memberships
 - 1. \$ 1,000 Corporate
 - 2. \$ 2,500 Corporate Supporting
 - 3. \$ 5,000 Corporate Sustaining
- D. All individual membership holders eighteen (18) years of age and older have voting privileges at the annual meeting.
- E. The membership year lasts for one calendar year, from the time of membership payment.

Article IV

Board of Directors

Section I - Number of Board Seats

- A. The Board of Directors will consist of no fewer than seven (7) seats, and no more than nine (9) seats.

Section II - Membership of the Board

- A. Employees, spouses of full-time employees, or other individuals whose relationship with an employee of USAFV might cause a conflict of interest, or the appearance of a conflict of interest, are not eligible to serve as USAFV Board members. Determination of such a conflict of interest or appearance of conflict of interest shall be by the Board of Directors.
- B. A former member of the Board of Directors may not apply for a USAFV staff position within six (6) months of being an active Board Member.
- C. A staff member may not apply for a position on the Board of Directors within six (6) months after terminating employment.
- D. Board members must be residents of the City of Unalaska.
- E. Board members must be members in good standing within 30 days of election or appointment to the Board.
- F. Board members must be at least 18 years of age.

Section III - Terms and Vacancies

- A. All terms are three year terms, and the duration of terms is staggered as follows:

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SEAT A - 3 YEAR TERM - EXPIRING 2022, and every three years thereafter
SEAT B - 3 YEAR TERM - EXPIRING 2023, and every three years thereafter
SEAT C - 3 YEAR TERM - EXPIRING 2024, and every three years thereafter
SEAT D - 3 YEAR TERM - EXPIRING 2022, and every three years thereafter
SEAT E - 3 YEAR TERM - EXPIRING 2023, and every three years thereafter
SEAT F - 3 YEAR TERM - EXPIRING 2024, and every three years thereafter
SEAT G - 3 YEAR TERM - EXPIRING 2022, and every three years thereafter
SEAT H - 3 YEAR TERM - EXPIRING 2023, and every three years thereafter
SEAT I - 3 YEAR TERM - EXPIRING 2024, and every three years thereafter

B. Vacancies:

1. Expiring Board Seats shall be filled by application and/or nomination, followed by election at the regular membership meeting.
2. Other vacancies – replacement of a Board Director between elections shall be made by appointment by the remaining Board Directors.
3. Resignation -
 - a. Should a Board Chair resign from the Board before the expiration of his or her term, such resignation shall be directed to the Board Vice-Chair.
 - b. All other resignations shall be directed to the Chair of the Board in writing.
4.
 - a. A Board member who misses more than four (4) consecutive meetings in any twelve-month period beginning April 1, and is not excused, shall be deemed to have resigned from the Board.
 - b. Excused absences are those which are due to a personal or family illness or medical emergency; those which are due to the demands of a Board member's regular employment; and those which are due to a Board member being out of town.
5. All resignations shall be formally accepted and acknowledged by a vote of the Board at the next regular or special Board meeting.

Section IV - Powers and Responsibilities

- A. Perform all duties imposed by law, by the Articles of Incorporation, and by these Bylaws.
- B. Retain, supervise, and, when necessary, terminate the Executive Director.
- C. Define staff positions and approve job descriptions.

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- D. Approve and monitor the annual budget and its application.
- E. Adopt regulations governing organization, policies, and procedures for the operation of USAFV.
- F. Attend meetings as required by these Bylaws:
 - 1. Regular USAFV meetings.
 - 2. Special meetings.
- G. Oversee and approve an annual report concerning the activities of USAFV containing the budget and balance sheet of the corporation, to be given to all the Directors and to various designated public services throughout the area.
- H. Enter into or approve contracts, working agreements, or statements of agreement with such agencies and organizations from time to time as may be deemed necessary or useful to carry out the functions, plans, and purposes of the corporation. This shall be done by a resolution of the Board.
- I. Participate in fundraising activities.
- K. Give priority to agency responsibilities over personal interests when engaged in USAFV duties to avoid any conflict of interest or appearance of conflict of interest.

Article V

Officers

Section I - Officers

- A. Officers shall be the Chair, Vice-Chair, and Secretary/Treasurer.
- B. Officers shall be elected by the Board of Directors at the first meeting following the Annual meeting from among the Directors of USAFV.
- C. Terms of Officers shall be one year.
- D. Officer vacancies which occur during the year shall be filled by election by the Board of Directors at the next regular Board meeting.

Section II - Duties of the Officers of the Board of Directors

- A. Chair
 - 1. Perform duties incidental to the office and other duties which are required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed by the Board.
 - 2. Preside at meetings of the Board of Directors, annual meetings, and the Executive Committee meetings.
 - 3. Appoint Committee Chairs.

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4. Serve as ex officio member of all committees.
 5. Sign or designate signer on all contracts or letters of agreement requiring the Chair's signature, and report to the Board at the next regular meeting.
 6. Act as spokesperson for the Board.
- B. Vice-Chair
1. Perform all duties of the Chair in the event of the Chair's absence, inability, or refusal of Chair to act, or if the Office is vacant.
 2. The Vice-Chair shall have other powers and perform other duties which are required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed by the Board.
 3. Serve on the Executive Committee.
- C. Secretary/Treasurer
1. Ensure that an accurate record of the proceedings of the Board is kept and a copy is distributed to each member; these duties may be delegated as needed.
 2. Delegate the performance of all duties which execute the preparation of all financial documents, reports, minutes, and summaries as the Board requires.
 3. Sign all minutes and documents requiring the Secretary/Treasurer's signature.
 4. Serve on the Executive Committee and serve as Chair of the Finance Committee.
 5. In general, all other duties incidental to the office of Secretary/Treasurer and such other duties which are required by law, by the Articles of Incorporation, and by these Bylaws, or which may be prescribed by the Board.

Article VI

Committees

Section I - Standing Committees

- A. The Standing Committees shall be the Executive Committee, the Finance Committee, and the Planning and Development Committee.
- B. The Executive Committee shall consist of the Corporate Officers or their designee(s).
- C. Committee members shall be appointed by the Board annually at the first meeting following the Annual membership meeting. Committee members shall be appointed following the election of officers.

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- D. Committee Chairs shall be appointed by the Board Chair and shall serve one-year terms.
- E. Ad Hoc committees may be appointed by the Chair, as needed.

Section II - Powers and Duties

- A. Committees report to the Board as a whole.
- B. Except in cases of the Executive Committee, reports of committees shall be advisory only, and shall not be binding on the Corporation, its Officers, and the Board until ratified by the Board.

Executive Committee

1. The Executive Committee, composed of the Chair, Vice-Chair, and Secretary/Treasurer, is authorized to make corporate decisions between regular meetings of the Board. Such decisions shall be reported at the next regular Board meeting.
2. In order to conduct business, a quorum of a simple majority of the Officers must be present.
3. Each Officer of the Committee serves for the duration of his or her term of office.

Finance Committee

1. The Finance Committee shall evaluate the financial statements of USAFV, assist the Executive Director and staff in preparing an annual budget, and make recommendations to the Board for budget revisions.
2. The finance committee will prepare for the annual audit, participate in the audit selection process, review the audited financial report, and present it to the full Board. The Finance Committee will meet when necessary. The Secretary/Treasurer shall serve as the Chair of the Finance Committee for the duration of his or her term of office.

Planning & Development Committee

1. The Planning & Development Committee's role is to ensure the structure, function, and effectiveness of the corporation and its Board. As the programs of USAFV evolve, the Planning & Development Committee will evaluate, monitor, and recommend updates to these Bylaws.
2. The Planning & Development Committee will review all USAFV policies annually, and make recommendations to the Board for revision.

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3. The Planning & Development Committee will also evaluate and make recommendations for the enhancement of the organization's strategic planning process.
4. The Planning & Development Committee will plan for Board training and development, and make recommendations for such training and development

Article VII

Meetings

Section I - Annual Meeting

- A. The Annual Meeting shall take place in the third or fourth quarter of the fiscal year, and will be held at a time and place to be designated by the Board. Members will be given written notice of the time, place, and the nature of business to be conducted thirty (30) days in advance of the Annual Meeting. Public notices shall be given at least thirty (30) days prior to the Annual Meeting by publishing of the time, place, and nature of the business to be conducted at the meeting in a newspaper of general circulation within the area.
- B. At the Annual Meeting, any actions requiring the vote of the membership at large shall be decided by the vote of those in attendance and/or by ballots received at the Annual Meeting.

Section II - Regular Board Meetings

- A. Regular Board meetings shall be held at least nine times during the fiscal year, but no less than once each quarter.
- B. Board members can attend meetings and vote by phone when necessary.
- C. Written proxy votes will be accepted in the case of pre-arranged absence.

Section III - Special Meetings

Special meetings of the Board shall be held whenever called by the Chair, Executive Committee, or the majority of the Board.

Section IV - Business Meetings

- A. All Business meetings of the Board or committees whether Annual, Regular, or Special shall be open to the public.

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Section V - Executive Session

- A. At any time and upon request of any Board Director, the Board may hold an Executive Session.
- B. For the purpose of these Bylaws, an Executive Session is defined as being restricted to the Board of Directors and those designated by the Board to attend.
- C. Prior to entering an Executive Session, the Board first shall meet in open session. At this open meeting, the Board shall enter an Executive Session only after a majority of the Board votes to accept a motion to enter the Executive Session. The motion shall clearly and with specificity describe the subject of the proposed Executive Session without defeating the purpose of addressing the subject in private. Unless stated in the motion for Executive Session, or auxiliary to the main question, no other subject may be discussed in that Executive Session. The only subjects that the Board may discuss in an Executive Session of the Board are as follows:
 - 1. Matters the immediate knowledge of which would clearly have an adverse effect upon the finances of the USAFV;
 - 2. Subjects that tend to prejudice the reputation and character of any person; however, the person may request a public discussion.
 - 3. Matters which, by law, municipal charter, or ordinance are required to be confidential; or
 - 4. Matters involving consideration of government records that by law are not subject to public disclosure.

The Board may not take action in an Executive Session, except to give direction to an attorney regarding the handling of a specific legal matter. All other action of the Board must be made in an open meeting.

Section VI- General Guidelines

- A. Quorum – Attendance by Board members holding 50% of non-vacant seats shall constitute a quorum for the transaction of business. Whenever this section conflicts with State Statutes or regulations, the provisions of said statutes or regulations shall supersede this section.
- B. The Executive Director will be responsible for the preparation of the agenda for each regular meeting in accordance with the Board's wishes. The agenda format will be as follows:
 - 1. Call to Order
 - 2. Roll Call
 - 3. Reading of Mission Statement
 - 4. Approval of the Agenda
 - 5. Approval of Minutes
 - 6. Regular Reports

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7. Unfinished Business
 8. New Business
 9. Other Business
 10. Correspondence
 11. Announcements
 12. Public Input
 13. For The Good of The Order
 14. Schedule next Meeting
 15. Adjournment
- C. Voting
1. Each Board Director shall have one vote at a Board meeting.
 2. Only Board Members shall be authorized to vote on matters before the Board. Decisions made by a majority of the Board Directors are acts of the Board, under the law, Articles of Incorporation, and these Bylaws. Major policies and fiscal matters shall require a roll call vote.
- D. Minutes – Minutes shall be kept by the Secretary/Treasurer or designee, and shall reflect an accurate, true, and complete recording of each meeting, including type of meeting, date, and approval signatures. Approved minutes shall be signed by the secretary or designee, and will include a date of approval.

Article VIII

Staff

Section I - Executive Director

- A. The Executive Director serves at the pleasure of the Board.
- B. The Executive Director shall carry out the purpose of the corporation within the framework of the Articles of Incorporation, Bylaws, Personnel Policies, and the general and specific assignments given by the Board.

Section II - Inclusive Functions of the Executive Director

- A. Oversee administrative and fiscal management of the program, and its implementation.
- B. Coordinate and carry out the approved goals and objectives of all program components.
- C. Attend Board meetings
- D. Represent the program in dealing with the public and other agencies.
- E. Recruit, accept, screen, and hire applicants to fill staff vacancies.
- F. Prepare and monitor annual budgets under the direction of the Board.

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- G. Such other duties and responsibilities as may be delegated by the Board or Chairperson.
- H. The Executive Director shall submit a comprehensive written monthly report to the Board for regular and continuing corporate action.
- I. The Executive Director shall submit a comprehensive monthly fiscal report to the Board at the regular meeting, and quarterly fiscal reports each quarter.
- J. Prepare, submit, and manage grants.
 - 1. After Board review and approval, the Executive Director shall sign all grant applications and documents necessary to effectuate the grant agreement and financial documents.
- K. Other duties as described in the Executive Director job description in the USAFV Employee Handbook.

Article IX

General Provisions

Section I - Fiscal Year

The Fiscal year of USAFV shall be July 1 through June 30.

Section II - Anti-discrimination Clause

USAFV admits as members and/or provides services to all persons without regard to gender, color, race, ancestry, religion, national origin, age, physical handicap, medical condition, sexual orientation, disability, marital status, veteran status, citizenship status, or any other protected group status.

Article X

Prohibition Against Sharing Corporate Assets

No Board Director, Officer, Employee, or other person connected with this corporation, or any private individual, shall, at any time, receive any revenue from the operation of the corporation, provided that this provision shall not prevent payment to any such person as reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by resolutions of the Board. And no such person or persons shall be entitled to, shall in the distribution of, and shall not receive any of the corporate assets on dissolution of the corporation. All Board Directors of the corporation shall be deemed to have expressly consented and agreed that in such dissolution or winding up of affairs of the corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed as required by the Articles of Incorporation and not otherwise.

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Article XI

Dissolution of Corporation

Upon the dissolution of the corporation, any and all net proceeds from any charitable gaming conducted under Alaska Statute 05.15 shall be given Shall be given to a charitable organization as defined at AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15.

Article XII

Amendments to the Bylaws

Prior to adoption, an amendment to a bylaw shall be given two readings. At its second reading, an amended bylaw may be approved by majority vote of the Board. The Board may waive a reading or may require additional readings.

Article XIII

Liabilities

Nothing herein shall constitute members of the corporation as partners for any purpose. No Member, Representative, Volunteer, Employee, or Official, appointed or elected, shall be liable for acts or failure to act under these Bylaws, excepting only acts or omissions arising out of her/his willful misfeasance.

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Article XIV

Program Evaluation

The following schedule is a guideline, and may change based on agency/Board needs.

July:	Board Self-Evaluation Responsibility: Board
August:	End of Year Financial and Performance Reports Responsibility: Prepared by ED, Reviewed by Board
October:	Quarterly Review of Budget, Goals, and Objectives Responsibility: Prepared by ED, Reviewed by Board
November:	Continue above review process, if not complete Responsibility: Board/ED
December:	Continue above review process, if not complete Responsibility: Board/ED
January:	Mid-year detailed review of budget, Goals & Objectives, adopt any revisions. Responsibility: Board/ED
February:	Develop Annual Report Responsibility: Prepared by ED, Reviewed by Board
March/April:	Present Annual Report to Membership & Solicit Input from Membership Responsibility: Board/ED
April:	Quarterly review of budget, Goals & Objectives, and membership input Responsibility: Prepared by ED, Reviewed by Board
May:	Continue above review process, if not complete Responsibility: Board/ED
June:	Continue above review process, if not complete Responsibility: Board/ED

Evaluation Tools

Board:
E.D. Monthly Reports
Statistical Data
Financial Reports
Board Self-Evaluation
E.D. Evaluation
On-Site Reports
Membership Input
Community Input

ED:
Statistical Reports
Membership
Staff Evaluations
Client Feedback
Financial Reports
On-Site Reports
Membership Input
Community Input

