

Center Against Rape and Domestic Violence



Bylaws

March 27th, 2018

1. **NAME:** The name of this nonprofit corporation shall be “The Center Against Rape and Domestic Violence,” herein referred to as the “Corporation.”
2. **PURPOSE:** The purpose of the corporation shall be exclusively education and charitable, including, but not limited to: (a) providing shelter case and confidential personal support to survivors of domestic violence, sexual violence, and related crimes, and (b) educating the community concerning issues surrounding sexual and domestic violence. For charitable and educational purposes only, the Corporation may make distributions to organizations which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law). No part of the earnings of the Corporation shall inure to the benefits of, or be distributed to, trustees, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for certain services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be devoted to propaganda or the influencing of legislation. The Corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Neither shall the Corporation carry on any other activities not permitted to be carried on: (a) by corporations exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corporations, contributions to which are deductible under Section 170(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law).
3. **PRINCIPLES OF UNITY:** A statement called the Principles of Unity shall be adopted by the founding Membership and the initial Board of Directors of the Corporation. This statement shall serve as the Corporation’s statement of philosophy and no policy shall violate these principles. The Principles of Unity shall be attached to the Bylaws and incorporated by reference herein. The Principles of Unity may be altered or amended only upon majority vote of the Board of Directors.
4. **OFFICE:** The principal office of the Corporation in the State of Oregon shall be located in the city of Corvallis, County of Benton. The Corporation may have such other offices within the State of Oregon as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The Corporation shall have at all times a registered office in the State of Oregon and shall have a registered

agency whose office address is identical to that of the registered office. The address of the registered office may be changed by the Board of Directors.

5. ANNUAL MEETING OF THE CORPORATION

5.1. Annual Meeting: Each year the Corporation shall hold an annual meeting on the first meeting date after November 1 on which the Board of Directors would normally meet. The purpose of this meeting must include confirmation of Board Officers.

6. BOARD OF DIRECTORS

6.1. Responsibilities: The Board of Directors shall manage the fiscal affairs of the Corporation; hire, evaluate yearly, and, if needed, terminate the Executive Director of the Corporation; support and advise the Executive Director; and assist with the coordination of public relations, program evaluation, and fund raising.

6.2. Term: The Board of Directors shall consist of no fewer than seven directors and no more than sixteen. Terms of the office shall be three years from the first day of membership at which the Director was elected. Directors will serve no more than three full consecutive three-year terms. After serving three consecutive three-year terms, a director must leave the Board for a minimum one year before seeking re-nomination to the Board, but may continue to serve on Board committees or in other volunteer capacities.

6.3. Qualifications: An effort shall be made to assure that the Board of Directors will include representation from different areas of the Counties served, different social agencies, and persons of various backgrounds and interests, including recipients of service, people of color, and people with low incomes. Directors are encouraged to attend orientation activities within one year of becoming a Director and must adhere to the Principals of Unity.

6.4. Removal and Resignation: Any Director may be removed from the Board of Directors by a two-thirds vote of Directors present at an official meeting of the Board. Removal may be initiated by anyone from staff or Board. Notice of the proposed removal will be given at least seven days prior to the meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which her/his removal is considered. Any Director may resign at any time by giving formal notice to the Chair.

6.5. Vacancies: Vacancies of the Board may be filled as they occur by nomination and majority vote of a quorum of the Board at a regular Board meeting. Once confirmed nominees will be appointed for a three-year term.

6.6. Meeting: A regular meeting of the Board of Directors shall be held at least once a month at a time and place designated by the Board. Standing committees of the Board shall meet as needed.

6.7. Special Meetings: Special meetings of the Board of Directors may be called by any four Directors, or by the Chair, in case of urgent business that cannot be handled by the Executive Committee. The Directors, calling the special meeting, may select any place within Linn or Benton Counties as the location for the special meeting. Notice of such meetings, including time, place, and purpose, shall be given to all directors of the Board and the Executive Director at least 24 hours in advance either in writing delivered electronically or by hand-delivery to each Director's home or place of work so long as it is reasonable to anticipate that such notice will actually be received by the Director prior to the meeting, or by personal notification by the Secretary of the Board or the Executive Director. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.8. Quorum at Regular Meetings: The presence in person of one third of directors shall constitute a quorum for the transaction of business at any meeting of the Board, including special meetings.

6.9. Proxies: There shall be no proxies allowed at any meeting of the Board of Directors. Board of Directors may attend Board Meetings by phone, video conference, or other alternative technology, however, attendance for the purpose of voting must be in person, unless the Executive Committee decides to call a vote by email.

Voting: At all meetings of the Board of Directors, each director present will be entitled to cast one vote on any motion coming before the meeting. In the event a relatively simple decision needs to be voted on, the Executive Committee can decide to call a vote by email. In order for an email vote to take place, every current Board member must have access to email. In addition, any Board member can request that the Board Chair call a special meeting and that an in-person vote take place instead of an email vote. An email response approving an action can act as a consent if:

- All the emails unambiguously agree to an action. The Chair must state the action to be taken very clearly in the form of a Decision or Resolution and the directors must hit Reply with "Yes, I vote in favor of the Decision (or Resolution)"; and
- The email address in the reply reflects it came from the director and the director intended this to be his/her signature. If the reply is to the email sent to the director at the email address on record for the director, and that reply should show that the email came from the director.

The Board Secretary will collect the consent form or all the consenting emails and file the consent with the Board minutes.

7. OFFICERS

- 7.1. The officers shall consist of a Chair, an Incoming-Chair, a Secretary, a Treasurer, and a Past Chair.
- 7.2. After serving one year (or part thereof) as Incoming Chair, the Incoming Chair will become Chair. This is not designed to preclude an individual from serving consecutive terms as chair if circumstances warrant it.
- 7.3. Board officers shall be elected annually at the annual meeting of the Corporation.
- 7.4. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board whenever in its judgment such a removal serves the best interests of the Corporation.
- 7.5. A vacancy for any reason may be filled by the Board of Directors for the unexpired portion of the term.
- 7.6. Duties of the Officers
 - 7.6.1. Chair: The Chair will be the chief executive officer of the Corporation. It will be the duty of the Chair to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the Corporation. The Chair will execute on behalf of the Corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation.
 - 7.6.2. Incoming-Chair: The Incoming-Chair provides support and assistance to the Chair and will preside at all meetings of the Board of Directors when the Chair is not present. The Incoming-Chair will become Chair upon the resignation or termination of the current Chair. The Incoming-Chair chairs the Board Development Committee.
 - 7.6.3. Secretary: The Secretary will be responsible for insuring Corporate records are maintained by the Corporation, including preparing minutes of the meetings of the Board of Directors and the annual meeting of the Corporation.
 - 7.6.4. Treasurer: The Treasurer will have general charge of the finances of the Corporation. The Treasurer will ensure that the Corporation keeps full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. The Treasurer will present to the annual meeting of the Corporation the report of the Treasurer of the Corporation, and will make at least quarterly budget reports to the Board of Directors.
 - 7.6.5. Past Chair: The Past Chair serves in an advisory and support capacity to the Executive Committee and sits on the Board Development Committee.

8. COMMITTEES

8.1. Standing Committees: Each Director of the Board shall serve on one or more standing committees. Each standing committee will contain at least two directors of the Board, with the rest of the membership coming from the Board, staff, volunteers, and community members. The Board of Directors shall have the following standing committees:

8.1.1. Budget and Finance: Chaired by the Treasurer, this committee will oversee and monitor the fiscal operation of the organization and propose an annual budget for approval by the Board.

8.1.2. Personnel: Chaired by a Director, this committee will review and propose personnel policy changes for approval by the Board of Directors.

8.1.3. Executive: Chaired by the Chair of the Board of Directors and consisting of the five officers, and the Executive Director, this committee will plan the monthly Directors meetings, monitor and review activities of all committees, oversee the activities of the Corporation, and review bylaws annually.

8.1.4. Resource Development: Chaired by a director, the committee will recommend yearly fundraising goals and oversee development and coordination of fundraising activities to reach these goals.

8.1.5. Board Development: Chaired by the Incoming Chair of the Board and shall consist of, at a minimum, one other Director on the Board. The committee serves as nominating committee for Board officers, Board Directors, and standing committee chairs, and ensures that Board Directors receive at least the minimum training required by grantors. This committee coordinates and plans Board retreats, trainings, or other in-service special events.

8.2. Ad Hoc Committees: When needed, the Board of Directors shall convene ad hoc committees to address specific issues that may arise. The Chair of the Board shall assign members and a Chair for each ad hoc committee. Such committees shall be empowered with specific tasks and shall meet as necessary to accomplish its specific task. When the assigned tasks are complete, the committee shall be disbanded.

9. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

9.1. ADOPTION OF THE BUDGET: The Board of Directors will adopt a budget prior to the beginning of the new fiscal year. The budget may be modified at any meeting of the Board of Directors.

9.2. CORPORATE RECORDS: The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors, annual meeting minutes of the Corporation, and any committee meeting minutes. The books, accounts, and records of the corporation shall be kept at the corporate offices in

Corvallis, Oregon. All books and records of the Corporation may be inspected by any director, staff, her/his agent, or attorney, for any purpose, at any reasonable time. However, records and information kept on clients assisted by the Corporation will be confidential and no person shall have the right to inspect such records without the permission of the Executive Director. Also, the Corporation must maintain the confidentiality of staff personnel files that contain information protected by law.

10. AMENDMENT: These bylaws may be altered, amended, repealed, and new bylaws adopted by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present. Proposed amendments must be submitted, in writing, to the Board at least ten days prior to the meeting at which the amendment will be considered.

11. DISSOLUTION: Upon the dissolution of the Corporation, the Board of Directors shall, (after paying or adequately providing for the debts and obligations of the Corporation), distribute the remaining assets to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue law), and which is engaged in activities substantially similar to those of this Corporation.

12. LIABILITY OF AND INDEMNIFICATION OF DIRECTORS: Personal liability and indemnification of directors is limited to the fullest extent permitted by state and federal law.



Principles of Unity

Victimization of Women

We believe that violence against women is endemic to our society. By “violence against women” we refer to both specific and general abuse of women and children. In addition to murder, rape, battering, sexual harassment, pornography and other forms of physical violence, it also includes attitudes and values that create and reproduce violence.

Freedom from Violence

We believe that all women, children and families have the right to live a life free of violence or threat of violence. They have the right to freedom from violations of their personal autonomy and physical integrity on the street, in the home, and at the workplace. To ensure this, women should not have to restrict their freedom of movement, their bodies, or their activities in order to be safe.

Self-Determination

We believe that all women have the right to make their own decisions regarding sexual and reproductive matters, lifestyles, finances, education, and employment. We support women in this journey by providing a broad range of services to assist them in reaching their full potential.

Leadership in Education and Change

We believe that the root causes of violence against women stem from a belief in the supremacy of one sex over the other and are legitimated and reproduced by a complex series of institutional and social arrangements that define and treat women as subordinate. CARDV actively works to provide leadership and education in order to bring about the changes necessary in society to reduce this violence.

Religious Freedom

Religious beliefs and practices are a matter of personal conscience and individual choice, and a member shall neither promote nor discourage a particular religious belief in the course of her/his work.

Unity of Community

We believe classism, racism, ableism, heterosexism, ageism and other forms of elitism are systems and attitudes separating people from one another and interfere with the full use of our collective power base. CARDV does not condone these systems or attitudes either in our policies or in our individual practices. Our membership is open to individuals of all backgrounds. We further recognize that survivors of violence represent an essential constituency in our movement. We strongly encourage full participation by survivors, particularly by those women CARDV has sheltered.

Principles of Unity Adopted December 3, 2001

Bylaw revision adopted March 27th, 2018