

**SAFE AND FEAR-FREE ENVIORNMENT, INC.**

**BY LAWS**

**ARTICLE I: NAME**

The name of this non-profit corporation shall be Safe & Fear-Free Environment, Inc.

**ARTICLE II: PURPOSE**

The Corporation is organized for the exclusive purpose of promoting the welfare of victims of domestic violence, sexual assault and other similar (and related emotional) abuse.

**ARTICLE III: GENERAL POWERS**

**Section 1.** Chapter 20, Article I (10.20.005-10.20.141) of Alaska State Law defines the general powers of a non-profit corporation.

**Section 2.** This Corporation may:

1. Have perpetual succession by its Corporation name.
2. Sue and be sued, complain and defend in its corporate name.
3. Adopt and use a corporate seal or facsimile thereof which may be altered at pleasure, and which may be impressed or affixed in any manner or in any manner produced.
4. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use deal in and with real or personal property of any interest in the property wherever situated.
5. Sell, convey, mortgage, pledge, exchange, transfer and otherwise dispose of all or any part of its property or assets.
6. Make contracts, incur liabilities, borrow money at rates of interest the Corporation may determine, issue its notes, bonds and other obligations and secure any of its or all of its obligations by mortgage or pledge any property, franchises and income.
7. Alter these by-laws in a manner not inconsistent with the Articles of Incorporation or with the laws of this State, or with the requirements of the section 501 (c) (3) of the Internal Revenue Code, as amended, for the administration and regulation of the affairs of the Corporation.
8. Cease its corporate activities and surrender its corporate franchise.
9. Have and exercise all powers necessary or convenient to affect the purposes the non-profit corporation is organized for.
10. Have such other powers as conferred under the laws of the State of Alaska to a non-profit corporation.

## **ARTICLE IV: MEMBERS**

**Section 1.** To become a member of S.A.F.E., Inc., a person must sign a statement supporting the organization's philosophy, purpose, and goals. Membership is annual from January 1 to December 31.

**Section 2.** Any member in good standing who is at least eighteen (18) years old is entitled to vote provided he/she has been a member of SAFE for at least thirty (30) days proceeding the date the vote is cast.

## **ARTICLE V: BOARD OF DIRECTORS**

**Section 1.** The board of Directors shall consist of seven members representing the different age, ethnic, social and occupational backgrounds of the Dillingham/Bristol Bay area.

**Section 2.**

Powers of Directors shall be those necessary to transact the business of the corporation including but not limited to:

- A. Hiring and firing the Executive Director
- B. Setting Policies and Procedures.
- C. Contracting with Funding Sources.
- D. Researching and Maintaining Funding
- E. Overseeing the administration of the programs, goals, objectives, and community relations.
- F. Creating standing and ad hoc committees
- G. Approving the plan of work of the standing and ad hoc committees.
- H. Presenting a report at the regular meeting of the Corporation
- I. Ensuring an audit is performed as required by funding.
- J. Conducting an independent audit at any time without cause.
- K. Amending, altering, or repealing the by-laws.
- L. Amending the Article of Incorporation.
- M. Determining positions on public matters.
- N. Taking any necessary or proper steps to effectuate the same.

**Section 3.** No staff member or person receiving payment, salary or compensation from the organization other than volunteer and board expense reimbursement may serve on the Board of Directors. However, a board member may be compensated for services provided when the board determines by a two thirds vote, that such services are needed to supplement management positions, from time to time, as it may deem necessary in order to insure continuity of organizational operations.

**Section 4.** The Board of Directors shall hold regular monthly meetings, the time to be fixed by the Board at its first meetings after the election of new board members. At least 48 hour notice shall be given to board members, membership and the general public of regular monthly meetings.

**Section 5.** Special meetings of the Board of Directors may be called by the President or by any other two board members upon at least 48 hour notice to other board members, membership and general public.

**Section 6.** A quorum of the board shall consist of simple majority (51%) of all the board members. A quorum must be present for any legal meeting to be held. A majority vote of those directors present at a legal meeting is needed to approve any action. No board member may vote unless present. The board president or presiding officer may only vote in the event of a tie.

**Section 7.** The board shall keep a record of all its official acts and shall make a report at the annual membership meeting.

**Section 8.** Upon occurrence of a vacancy upon the board, a simple majority (51%) of the remaining board members may appoint a member of the Corporation as a replacement until the seat can be filled by election at the next annual meeting/election, at which time a person will be elected to complete the term.

**Section 9.** All Board Meetings shall be held in open session, except the Board of Directors shall be empowered to convene closed sessions to discuss subjects relating to:

- A. Financial matters, public knowledge of which could harm the Corporation.
- B. Subjects that tend to prejudice the reputation and character of any person or which may reveal the names of any clients or victims.
- C. Matters, which by law, municipal ordinance, character or personnel policy are or may be required to be confidential.

Closed sessions shall be agreed upon in open session by a majority vote. Closed sessions are those sessions in which only Board Members and those requested by the Board are to be present. Discussion is specifically limited to subjects agreed upon in open session. No action may be taken in closed sessions.

**Section 10.** Any member may bring a charge for removal against a board member by filing with the Board President a statement of cause for removal together with a petition signed by at least 15 % of the membership. If the removal action is directed against the president, the statement and petition for removal shall be presented to the vice-president.

Removal petitions shall be acted upon within 45 days by a vote of the members at either a regular membership meeting or a special membership meeting called for that purpose, pursuant to Article VIII of the by-laws.

Notice of the removal petitions shall be given to the affected board member at least 40 days prior to the membership meeting at which the petition is to be acted upon.

**Section 11.** Upon the third unexcused absence from a board meeting of the director within a 12 month period. The subject of his or her removal will be placed on the agenda of the next meeting. A two-thirds vote of all directors will be required for removal.

## **ARTICLE VI: OFFICERS**

**Section 1.** The Officers of the Board shall consist of a President, Vice-President, Secretary, and Treasurer. Such election shall be held at the first board meeting after the Annual Membership Meeting.

**Section 2.** A president shall preside over Board meetings and have such other powers and duties as the Board may prescribe. The President shall have general charge of the business of the Board of Directors. The President shall not hold that office more than four consecutive years.

**Section 3.** The Vice-President shall have the same powers and duties as the President in the event of the latter's absence, resignation or disability. The Vice-President shall have the powers and duties as the President may from time to time delegate and shall have other duties as assigned by the Board of Directors.

**Section 4.** The Treasurer shall have custody of such funds of the Corporation. The Treasurer shall keep proper and accurate Corporation books of account and shall render an account of the Corporation to the Board of Directors whenever requested and present an annual report at each annual meeting. The Treasurer shall have such other powers and duties as may be assigned by the Board of Directors.

**Section 5.** The Secretary shall issue notices of all Board Meetings and shall attend and keep accurate minutes of the same. The Secretary shall be responsible for maintenance of all corporate books, records and papers and shall be custodian of the Corporate Seal. The Secretary shall have powers and duties as the corporation directs and shall perform all other duties as are incident to this office.

**Section 6.** All vacancies in any office shall be filled by the Board of Directors without undue delay, during a regular meeting or at a meeting specifically called for a purpose.

**Section 7.** An officer may be removed for cause by a two-thirds (2/3) vote of all the Board Members. Such removal actions may only be taken at a regular or special meeting and when such actions are a part of the noticed agenda.

## **ARTICLE VII: COMMITTEES**

**Section 1.** There shall be at least four standing committees of the Board: Executive, Finance/Fundraising, Program and Membership. These committees shall have the duties and responsibilities assigned by the Board of Directors.

**Section 2.** Each Standing Committee, except the Executive Committee, shall be composed of members at large and Board Members, appointed by the President. A Board Member shall be appointed as chair of each committee. The Executive Director shall appoint staff members to committees in an advisory capacity.

**Section 3.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.

The Executive Committee shall, during intervals between the meeting of the Board, have and exercise the authority of the Board of Directors in the following matters: amending, altering or repealing the By-Laws; electing, appointing, or removing any officer; amending the Articles of Incorporation; adopting a plan of consolidation with another Corporation; authorizing the voluntary dissolution of the Corporation; or amending, altering, repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The delegation of authority to the Executive Committee shall operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon them by law.

Meetings of the Executive Committee shall be held at the call of the President or upon the request of two Executive Committee members. Appropriate notice of such meetings shall be given to each Executive Committee Member.

A quorum of the Executive Committee shall consist of three (3) members, and the affirmative vote of all members present shall be required for the approval of any action.

The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Executive Committee shall be reported at the next meetings of the Board of Directors.

**Section 4.** Additional committees may be established as deemed necessary by the Board.

### **ARTICLE VIII: MEMBERSHIP MEETINGS**

**Section 1.** The Annual Membership Meeting shall be held in March in Dillingham, Alaska, or at such other time and place as shall be designated by the Board of Directors.

**Section 2.** Special Membership Meetings shall be called within 45 days when requested by a petition signed by fifteen percent (15%) of the membership. The petition shall be presented to the President of the Board of Directors and shall specify the matter to be considered at the Special Membership Meeting. Special Membership Meeting may also be called by the Board of Directors.

**Section 3.** Written notice of a Special Membership Meeting and its purpose must be given to the membership at least 130 days in advance of the meeting. The meeting will be limited to discussion and action on the stated purpose.

**Section 4.** Fifteen percent (15%) of the voting members shall constitute a quorum for the purpose of transacting any business which shall come before any membership meeting. A majority vote of those present is needed to approve any action other than the election of board members.

## **ARTICLE IX. ELECTION OF BOARD OF DIRECTORS**

**Section 1.** The members of the Board of Directors shall serve until the election qualification of their successors. Board Members shall be elected at each annual membership meeting to fill existing vacancies. Board Members shall serve two year terms, except when appointed or elected to complete the term of a person who leaves the Board prior to expiration of his/her term. Board seats 1, 2, and 3 shall be elected in odd-numbers years, while board seats 4, 5, 6, and 7 shall be elected in even-numbers years. In any year in which a person must be elected to complete the term that has only one year remaining, the one year shall be given to the person receiving the fewest votes of those elected by the membership.

**Section 2.** Election of Board Members shall take place by written ballot at the Annual Meeting. Absentee ballot shall be made available upon request. Printed information on each of the candidates, including statements of why they are running, will be mailed to all members at least fifteen (15) days prior to the Annual Meeting. The candidates receiving the highest number of votes cast and at least a simple majority of votes cast shall be elected to the Board. A Runoff election shall be held, if necessary, at the Annual Meeting.

**Section 3.** A member of the Board of Directors ~~must~~ be a member of S.A.F.E. for thirty (30) days prior to their election. A candidate, other than one who is nominated from the floor, must submit a written statement of why he/she wants to run for the Board of Directors. This statement must be on the written ballot.

**Section 4.** No less than sixty (60) days prior to the Annual Meeting the President of the Board Directors shall appoint a Nomination Committee composed of three (3) members at large. No less the forty five (45) days prior to the Annual Meeting the Nomination Committee shall make public the names of two (2) nominees for each vacant Board position.

**Section 5.** The Nomination Committee shall recruit nominees representing the different age, ethnic, social and occupational backgrounds of the Dillingham/Bristol Bay area, and shall inform the nominees of the duties and responsibilities of board membership.

**Section 6.** A member of S.A.F.E. not nominated by committee may run for the board by submitting the statement required be Section 3 along with the endorsement of two other members. This statement shall be submitted at least thirty (30) days prior to the Annual Meeting.

**Section 7.** Nominations from the floor at the Annual Meeting will be allowed only if the number of nominees is equal to or less than the number of available seats.

## **ARTICLE X: AMENDMENTS**

The Board of Directors shall have the authority to make, amend, alter or repeal by-laws of this corporation by a two-third (2/3) vote of all its Directors at any regular meeting of the board. Proposed by-laws may be presented for consideration only at a regular meeting of the board. Upon presentation, proposed by-law shall be rejected, reworded, or accepted as introduced. Promptly after acceptance by motion the board shall public hearing on the proposal. The public hearing shall follow publication by at least 15 days and shall be held only at a regular meeting of the board. At the public hearing copies of the proposed by-law change shall be given to all the people present. All interested persons shall consider the proposed changes or be heard. After such public hearing the Board of Directors shall consider the proposed changes or amendments and may adopt them by two-thirds vote of all board members.

## **ARTICLE XI. FISCAL YEAR**

The Fiscal Year of S.A.F.E., Inc., shall be a twelve (12) month period from the first day of July through the 30<sup>th</sup> of June.

## **ARTICLE XII. SEAL**

The use of a seal of this Corporation is not required except as authorized and directed by the Board of Directors.

## **ARTICLE XIII. LIABILITIES**

Nothing herein shall constitute Members of the Corporation as partners for any purpose. No Member, Officer, agent or employee shall be liable for their acts or failure to act under these By-Laws exception acts, or omissions arising out of their willful misfeasance.

## **ARTICLE XIV. EXEMPT ACTION**

**Section 1.** Notwithstanding any of the provisions of these By-Laws, the Corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under section 501 (c) (3) of the Internal Revenue Code.

**Section 2.** Upon dissolution of the Corporation, or winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would qualify under the provision of Section 501 (c) (3) of the Internal Revenue Code and Alaska State Statutes.