

IOWA COALITION AGAINST SEXUAL ASSAULT BY-LAWS

ARTICLE I NAME

Section 1. Name – The name of this organization shall be and is the Iowa Coalition Against Sexual Assault.

Section 2. Incorporation – The Iowa Coalition Against Sexual Assault is a non-profit organization incorporated in the state of Iowa.

ARTICLE II MISSION

Section 1. Mission – The mission of the Iowa Coalition Against Sexual Assault is to unite people and organizations to promote a society free from sexual violence and to meet the diverse needs of survivors.

ARTICLE III MEMBERSHIP

Section 1. Eligibility.

- A. Individual or Organization Membership – Open to any individual or group who supports the mission and purposes of the Iowa Coalition Against Sexual Assault.
- B. Comprehensive Sexual Assault and Shelter Program Membership – Membership is open to comprehensive sexual assault programs and shelter program who meet the accreditation standards as established by the membership and approved by the Board of Directors and who subscribe to the mission and purposes of the Iowa Coalition Against Sexual Assault

Section 2. Dues.

- A. All Individuals and Organization members shall pay dues annually as established by the Board of Directors.
- B. All Comprehensive Sexual Assault Programs and Shelter Programs shall pay a percentage of their annual budget as dues. The percentage shall be established annually by the Board of Directors.

Section 3. Application for membership.

- A. Individual or Organization membership applications shall be submitted and approved by the Board of Directors or its delegates.
- B. Comprehensive Sexual Assault Programs and Shelter Program applications shall be submitted to and approved by the non-member center representatives of the Board of Directors. Final approval shall be made by the Board of Directors.

Section 4. Denial and Termination.

- A. Any proposed denial or termination of membership to an individual or organization member shall be forwarded to the Board of Directors for review and determination.
- B. Any proposed denial or termination of membership to a comprehensive sexual assault program or shelter program shall be forwarded to the non-member center representatives on the Board of Directors. Final approval shall be made by the Board of Directors.

Section 5. Appeals – Any person or organization may appeal a denial or termination of membership to the Board of Directors. Comprehensive Sexual Assault programs and shelter programs may appeal to the Board of Directors. The appeals process is outlined in the Sexual Assault Member Center standards established by the Accreditation Committee.

ARTICLE IV MEETINGS

Section 1. Annual Meeting – The board shall meet annually at such time and place as it may determine for the purpose of election of officers and transaction of other business. All affiliates and member centers are eligible to attend the annual meeting.

Section 2. Board Meetings – The Board of Directors shall hold no less than 10 meetings annually at a time and place to be designated by the Board of Directors.

Section 3. Special Meetings – Special meetings may be called by the majority of the board or by the president.

Section 4. Notices – All notices for meetings called for by the By-laws shall be by letter, fax, phone, e-mail, or in person and shall be given not less than one week in advance of meetings.

Section 5. Quorum – A quorum of the Board of Directors shall be two-thirds of the positions filled, provided that all members of the Board were properly notified of the

meeting. Action by the Board of Directors shall require a simple majority of Board Members present, a quorum having been reached.

Section 6. No Proxies – Board members shall not be allowed to vote by proxy.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority and Limitations.

- A. The Board of Directors supervises, directs, and controls the policies of the coalition. The Board of Directors delegates to the Executive Director responsibility for management of the coalition consistent with any policies established by the Board including the day-to-day oversight of the activities and programs of the coalition and hiring and termination of staff and contractual personnel. The Board has the authority to borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- B. The Executive Director is the agency's official spokesperson. No board member may publicly commit the Iowa Coalition Against Sexual Assault to a position or endorsement on behalf of the Iowa Coalition Against Sexual Assault without prior authorization from the Board of Directors and Executive Director as appropriate.

Section 2. Responsibilities.

- A. Contributions – It is expected that the Iowa Coalition Against Sexual Assault will be a priority in giving for each and every board member. All board members will make, what is to them, significant cash contributions to the Iowa Coalition Against Sexual Assault annually. The President of the Board of Directors and the Chair of the Development/Fundraising Committee will have the responsibility for soliciting financial contributions from board members annually.
- B. Promoting the agency – It is expected that Board members will work closely with the Executive Director in determining priorities for board member attendance at fundraising and public events. Board members are expected to promote the agency and advocate for the agency's needs and interests whenever and wherever appropriate.
- C. Conflict of Interest/ Interested Parties – Goods and services shall not be purchased from a board member of the Iowa Coalition Against Sexual Assault or from an organization with which a board member is affiliated unless there

is specific determination that the goods or services are not available otherwise. The Board must approve any transaction that financially benefits any board member, a board members family, or another organization with which a board member is affiliated in any manner.

Board members are expected to maintain professional relationships with all Iowa Coalition Against Sexual Assault board members, staff members, volunteers, and membership. Personal relationships of a romantic or family nature are expressly forbidden between board members or between a board member and anyone within the chain of accountability (Executive Director, staff, volunteers, membership). Relationships that meet the definition of romantic or of a family nature include a dating relationship, partner, spouse, sibling, parent, child or stepchild, and grandparent. In addition, board members are expected to disclose any other personal or professional relationship which they believe may create a conflict of interest or the appearance of a conflict of interest. If a conflict of interest exists, the board member involved will absent themselves from the room during the discussion and vote on any matter related to the conflict of interest.

Interested Parties --No more than forty-nine (49%) of the persons serving on the Board of Directors may be interested persons. An interested person is: Any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a board member as a member. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

- D. Board members are expected to serve on at least one committee of the Board of Directors at all times and to participate fully in the work of that committee.
- E. Board members are expected to regularly attend and participate in board meetings and to give prior notification of any absences from board meetings to the President, Secretary, or Executive Director.
- F. All Board members are required to become individual members of the organization.

Section 3. Number and Composition.

- A. The number of Board Members shall be no less than twelve (12) and no more than eighteen (18).
- B. The composition of the Board of Directors shall include, but is not limited to, the President, President-elect/Vice-President, Secretary, Treasurer, four representatives from comprehensive sexual assault programs, two

representative from a shelter program, one Action Network for Diversity Inclusion (ANDI) representative and five at-large members. Efforts will be made to maintain diversity in Board Membership by including statewide geographical representation, persons of different ages and abilities, gender, race, ethnic origin, and sexual orientation and identity. Efforts will also be made to include a representative from a college or college youth or student organization, a youth-serving organization, and an organization serving elders. The Board may also include two non-voting members, such as former legislators, as policy advisors.

- C. Nominations for the Board of Directors may be received from any member or the organization.

Section 4. Terms.

- A. The term of office for the Board of Directors shall be three years. Board Members are eligible to serve a maximum of two terms. After one year former members may be elected to serve on the board.
- B. The terms of one-third of the Board Members shall expire in successive rotation, and their successors shall be elected for a term of three (3) years.

Section 5. Vacancies – Vacancies on the board due to death, resignation, or other cause shall be filled by election or appointment by the remaining members of the board. Members so elected or appointed shall hold office for the remainder of the term of the member for whom a vacancy was created by the aforementioned causes. Appointed Board members filling unexpired terms are eligible for two terms.

Section 6. Disqualification – Membership on the board shall be terminated after failure to attend three (3) consecutive meetings without prior notification of absence. In addition, any Board Member may be removed for any reason at any time if 75% of the total number of the members so determine. Not all members must vote or be present if the number of affirmative termination votes compromise 75% of the total board membership. Board Members must be present in order to vote.

Section 7. Staff Participation – The Iowa Coalition Against Sexual Assault Executive Director shall hold a non-voting participatory status on the Board of Directors.

Section 8. Compensation – No compensation will be paid to any member of the Board of Directors for services as a board member, other than actual expenses incurred that may be reimbursed.

ARTICLE VI EXECUTIVE OFFICERS

Section 1. Executive Officers – The Executive Officers shall include the President, President-elect, Secretary, and Treasurer.

Section 2. Nominations – The Nominating Committee shall present a slate of new officers for consideration prior to the annual meeting. Officer candidates must have consented to seek office before their name is placed in nomination.

Section 3. Election of Officers – Prior to the Annual Meeting, the Nominating Committee shall present a slate of new officers for consideration. The election of new officers shall be held on even years at the annual meeting. An officer's term shall be two years or until the annual meeting when the next slate of officers is presented. The Board of Directors may request an officer's resignation upon a two-thirds (2/3) majority vote by the board.

ARTICLE VII DUTIES OF EXECUTIVE OFFICERS

Section 1. President – The President shall preside at all meeting of the Iowa Coalition Against Sexual Assault and shall have all of the power, duties, and responsibilities normally associated with that office including:

- Exercise authority and perform duties consistent with the other provisions of these By-Laws.
- Chair the Executive Committee and appoint all other committee chairs except that of the Nominations Committee.
- Appoint standing and ad hoc committee members, consistent with the other provisions of these By-Laws.
- Receive all petitions and appeals, and in consultation with the Executive Director place items on the agenda for meetings of the board.
- Ensure committee participation of Board Members.

Section 2. President-Elect – The President-Elect, in the absence of the President, or her/his inability to act, shall exercise and have the same powers and duties as the President. Responsibilities of the President-Elect shall also include:

- Chair the Nominations Committee.
- Provide orientation of newly elected Board Members including provision of a board member manual and minutes of the previous three board meetings.
- Assume the office of President after the election of new officers at the annual meeting.

Section 3. Secretary – Responsibilities of the Secretary shall include:

- Record the minutes of all meetings of the members and of the Board of Directors and keep full, complete, and understandable records of the proceedings of all meetings.
- Have charge of and keep on file the original or a copy of these By-Laws with all the amendments hereto, and all other papers, books, and documents belonging to the Board of Directors or pertaining to its affairs that may come into their possession.
- Ensure that copies of all papers, books, and documents belonging to the Board of Directors or pertaining to its affairs that may come into their possession are stored at the coalition office.
- Act in the absence or the incapacity of both the President and the President-elect.

Section 4. Treasurer – Responsibilities of the Treasurer shall include:

- Chair the Finance Committee.
- Oversee, but not manage, financial records.

ARTICLE VIII COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees – Committees of the Board of Directors shall consist of the following standing committees, and such other committees as the Board may from time to time deem necessary.

Section 2. Executive Committee – The Executive Committee shall:

- Consist of the President, President-elect, Secretary, and Treasurer.
- Function in emergencies and/or in any situation where it is impossible to delay action until a meeting of the Board of Directors can be held.
- Receive unresolved grievances or grievances against the Executive Director and convene an ad hoc personnel committee to review the grievance. The committee to review the grievance should consist of three members: an Executive committee member as chair who will be selected by the Executive committee, a board member requested by the aggrieved employee and a board member requested by the person who is the subject of the complaint.
- Carefully record and report its actions at the next meeting of the Board of Directors.
- Review By-Laws and recommend updates annually or as necessary.

Section 3. Committees – Organizational committees shall include the Nominating Committee, Finance Committee, Development/Fundraising Committee, and Executive Committee. Programmatic Committees shall include the Legislative Committee, Accreditation and Certification Committee, and the Anti-Oppression Committee. The authority and duties of committees shall be determined by the Board of Directors as

outlined in the governance policies and shall be consistent with the other provisions of these By-Laws.

Section 4. Ad Hoc Committees – The President of the Board of Directors may create ad hoc committees as may from time to time be deemed necessary to conduct the business of the organization or to fulfill their governance responsibilities. These ad hoc committees or task forces shall be created with a stated purpose and for a specified period of time, and shall expire at the end of that time unless the President or the Board of Directors takes action to extend the purpose and time period.

ARTICLE IX AMENDMENTS

Section 1. The By-Laws and/or Articles of Incorporation of the Iowa Coalition Against Sexual Assault may be amended by a vote of two-thirds of a quorum and the proposed amendments(s) shall not violate any provision of Chapter 504A of the Code of Iowa or jeopardize the Corporations 501(c)(3) status.

Section 2. Amendments to the By-Laws and/or Articles of Incorporation must be submitted in writing to all Board Members at least two (2) weeks prior to the scheduled meeting at which the amendments(s) are to be voted upon.

Section 3. In all matters where these By-Laws do not provide otherwise, the provisions of the Nonprofit Corporation of Iowa shall control.

ARTICLE X DISSOLUTION

Section 1. Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payments of liabilities of the organization, dispose of all the assets of the organization to such other organizations(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (as such Code now exists or as it may hereafter be amended under a successor statute), as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of as provided by the court of applicable jurisdiction, exclusively for such purposes or to such organizations(s) as said court shall determine.

ARTICLE XI LIABILITY

Except as otherwise provided in Chapter 504A, Section 101, of the Iowa Code, a director, employee, or member of the Corporation is not liable for the Corporation's debts nor obligations and a director, officer, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act of omission of the

person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or a transaction from which the person derives an improper personal benefit.

ARTICLE XII INDEMNIFICATION

The coalition shall have the power to indemnify and hold harmless any member, director, officer or employee from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of conduct of such person in her/his capacity with the coalition. The coalition will have the power to purchase or procure insurance for such purposes.

ARTICLE XIII INSURANCE

The corporation shall have the power to purchase and maintain insurance to the maximum extent permitted by law on behalf of any person who is or was an officer, board member, employee, or agent, against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. The Board of the corporation shall cause the corporation to purchase the insurance contemplated by this article.

ARTICLE XIV CERTIFICATION

These By-Laws were presented to the Board of Directors for certification on this the 12th day of August 2013, and were duly adopted by a two-thirds (2/3) majority vote of current Board members present.

President

Secretary

*Amended – February 9, 2015
Amended – October 19, 2015
Amended – August 14, 2017
Amended – December 11, 2017*