

OHIO VICTIM WITNESS ASSOCIATION, INC.
BYLAWS
Accepted Draft February 28, 2019

ARTICLE I
ORGANIZATION TITLE

Section 1.1 Name

This organization, herein also referred to as the Corporation, shall be known as the Ohio Victim Witness Association, Inc. (OVWA)

ARTICLE II
MISSION STATEMENT

Section 2.1 Mission

To promote access to safety, healing, justice, and financial recovery for Ohio crime victims through meaningful rights and quality services.

ARTICLE III
MEMBERSHIP

Section 3.1 Qualifications for Membership

Membership in OVWA shall be open to all persons, agencies, and organizations which subscribe to OVWA's mission. No qualified applicant shall be refused membership in OVWA on the basis of any federally protected class including but not limited to age, race, color, national origin, religion, gender, disability, ancestry, marital status, sexual orientation, or gender presentation. However, membership can be refused or removed by the Board of Directors, hereafter also referenced as "Directors," for unethical, illegal and/or inappropriate activities that run contrary to OVWA's mission or adopted ethics.

Section 3.2 Members

Members, in good standing shall have basic privileges of membership, as provided by the OVWA Board of Directors. Members may be divided into levels of membership for purposes benefitting the Corporation, including varying levels of membership dues, or waiver of such dues.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 Powers of Directors

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

a. To remove members of the Board of Directors who are deemed in violation of the National Organization of Victim Assistance (NOVA) Code of Ethics or it is otherwise judged to be in the best interest of the corporation as determined by the Board of Directors.

b. To select and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law or with the Articles of Incorporation or the Bylaws, and to adjust their compensation and employment agreement.

c. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations thereto not inconsistent with law, or with the Articles of Incorporation or the Bylaws.

d. To change the principal office for the transaction of the business of the Corporation from one location to another within the State of Ohio; and to adopt, make and use a corporate seal.

e. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered thereto, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

f. To elect an Executive Committee, pursuant to Article V, and other committees.

g. To confirm up to three appointments, meeting qualifications of Article III, Section 3.1, to the Board of Directors, as requested by the Board President, should the number of elected Board members equal four or less. Confirmation of each nominee will be by a majority vote of board members.

h. To appoint an Executive Director and confer upon that individual the authority to act and implement decisions on behalf of the Board of Directors regarding items c and e above, and otherwise act on behalf of the corporation as directed and authorized by the Board of Directors. Said authority conferred to the Executive Director shall be itemized in a Board approved Job Description or in approved actions and written recording of those actions by the Board.

Section 4.2 Number, Election, Tenure and Qualifications

4.2.1 The number of Directors shall not be less than four (4) or more than nine (9).

4.2.2 The Board, by majority vote, will elect qualified individuals to serve on the Board of Directors as needed, and as current Directors depart from the Board. Board member tenure are for terms of 3 years, with two consecutive terms permitted. Newly elected Board member terms commence January 1 of the next year and end on December 31 of their term or terms if re-elected for a second term. Board members may be elected to fulfill departing Director's terms, to maintain the orderly transition of not more than two or three departing and new members in any given year.

4.2.3 Every act or decision done or made by a majority of the Directors at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation specifically requires a greater number. Abstentions shall not be included when determining a majority vote. All OVWA position statements on public policy shall be adopted and/or repealed by majority of those present. In the absence of a quorum at any meeting of the Board of Directors, the Board President or presiding Officer present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the remaining members.

Section 4.3 General Provisions

Unless expressly provided otherwise by these Bylaws or the Articles of Incorporation, the following general provisions shall apply to all proceedings of the Corporation:

4.3.1 Board and Committee Roster

Each Director and every member of a committee who is not also a Director shall be responsible for filing with the Secretary, or as delegated, to the Executive Director, current contact information, including: 1) postal address; 2) telephone number(s), and; 3) email address. The Secretary shall maintain the roster of Directors and committee members with their current and preferred contact information. Transmission of a notice or other communication to the Director's' or committee members' preferred contact address or number, as appropriate, shall be deemed actual notice, including, but not limited to

electronic notices, such as, text that is sent via electronic mail between computers or phone devices.

4.3.2 Definition of meetings

The Annual Board Meeting, defined in Section 4.4, is held during the first quarter of each year. A "regular" meeting is a regularly scheduled meeting of the Board of Directors. A "special" meeting, defined in Section 4.5, is an *unplanned* yet necessary meeting of the Board of Directors.

4.3.3 Waiver of Notice

Notice of a meeting of the Board of Directors or of any committee need not be given to any director or committee member who signs and/or electronically transmits a waiver of notice either before or after the meeting. Attendance of a Director or committee member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director or committee member states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

4.3.4 Board and Committee Meetings and Actions

The Board of Directors may permit any or all Directors or committee members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors or committee members participating may simultaneously communicate with each other during the meeting. A Director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

4.3.5 Action without Meeting

Any action required or permitted to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if notice describing the action to be taken is given to all Directors or committee members and upon an affirmative vote of a majority of directors or committee members. A Director or committee member shall cast his or her vote by written or electronic transmission sent to and recorded by the Secretary by a given date and time. Action taken under this section is effective when a majority (or different number if required by these Bylaws or the Articles of Incorporations) of Directors or committee members cast affirmative votes, unless a different effective date is indicated in the description of the action as adopted. A vote cast under this section has the effect of a meeting vote and may be described as such in any document.

4.3.6 Quorum and Voting

A quorum of the Board of Directors shall consist of a majority of the Directors. In the case of a committee meeting, a quorum shall consist of one-half of the members of the committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors or committee members present is the act of the Board of Directors or the committee unless the Bylaws require the vote of a greater number of Directors or committee members. A Director or committee member who is present at a meeting of the Board or a committee when action is taken is deemed to have assented to the action taken unless the Director or committee member objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or the Director or committee member votes against or abstains from the action taken. If less than a quorum of the Directors is present, the Committee Chair or designee present may adjourn the meeting.

4.3.7 Relationships

No two members of the Board of Directors related by blood or marriage or domestic partnership

with the second degree of consanguinity of affinity may serve on the Board at the same time.

4.3.8 Conflict of Interest

Members of the organization shall abide by high ethical standards, avoiding situations that create actual or perceived conflict between their personal interests and those of the organization. The Board of Directors have a responsibility to protect the corporation's interests when they are contemplating any transaction or arrangement which may benefit them directly or indirectly, and as such shall disclose known conflicts of interest and recuse themselves from interactions that may present a real or perceived conflict. Each member of the Board will complete a Conflict of Interest disclosure form at the annual meeting.

Section 4.4 Annual Board Meeting

4.4.1 An organizational meeting of the Board of Directors will be held during the first quarter of each year, and this meeting will constitute the first of the regular meetings to be held each year and shall begin a board year.

4.4.2 Meetings shall be held at a place designated by the Executive Director, unless otherwise designated by Board of Directors. Notice of any regular meeting of the Board of Directors shall be reaffirmed to the Directors by the Executive Director or Board President at least ten (10) days previous thereto.

Section 4.5 Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place reasonably accessible in the State of Ohio, as the place for holding any special meeting of the Board called by them.

Section 4.6 Vacancies

If a Board seat is vacated prior to the expiration of a stated term, the Board, by majority vote of the remaining Directors, may appoint a qualified individual to serve the remainder of the unexpired term. If the unexpired term is more than one year in duration, the appointed Board member will be eligible to serve one additional consecutive 3-year term. If the unexpired term is less than one year in duration, the appointed Board member will be eligible to serve two additional consecutive 3-year terms. If no appointment is made, the Board seat shall remain vacant until the expiration of the stated term.

Section 4.7 Compensation

Directors shall not receive any financial compensation for their services, but, by resolution of the Board of Directors, reimbursement for travel expenses may be paid for attendance at Board meetings.

Section 4.8 Indemnification of Directors and Officers

4.8.1 Each present or future Director and Officer of the corporation, whether or not then in office, shall be held harmless and indemnified by the corporation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him/her in connection with or resulting from any action, suit, or proceeding, or any settlement or compromise thereof, approved by the Board of Directors, to which he/she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him/her while acting as such Officer or Director in good faith, except in relation to matters as to which recovery shall be had against him/her by reasons of his/her being finally adjudged in such action, suit, or proceeding as being guilty of willful misconduct in the performance of his/her duties as such Director or Officer; and the foregoing right of indemnification shall not be

exclusive of other rights to which he/she may be entitled as a matter of law. Each such Director or Officer shall be likewise indemnified against any such judgment, decree, or fine which may be imposed upon him or her in any such proceeding, suit, action, or prosecution.

4.8.2 The Board of Directors may also procure and maintain insurance for Directors and Officers of OVWA concerning the foregoing and related indemnity.

Section 4.9 Resignation of Director for Failure to Attend Meetings

A Director, who fails to attend any regular meetings of the Board of Directors during the year without an excused absence from the President, shall be deemed to have resigned without further action by the Director or the Board of Directors unless excused by the Executive Committee. Such resignation shall be reflected in the minutes of the Executive Committee.

Section 4.10 Corporate Name

The Board of Directors is authorized to object or consent to other entities and corporations using names similar to the corporation upon such terms as it deems proper.

Section 4.11 Rules for Meeting

At all meetings of the Board of Directors or any committee of OVWA, the meeting will be conducted in accordance with Robert's Rules of Order (newest revised version), unless, by Board resolution, an alternative code of rules is adopted.

Section 4.12 Board and Membership Committees

4.12.1 The Board may create standing and ad hoc committees to assist it in carrying out its responsibilities under the Articles of Incorporation and these Bylaws, and is the final authority on the membership of committees, number and type of committee members, as well as the purview, duties, and powers of all committees.

4.12.2 OVWA members, in good standing, may serve on committees, as approved by the Executive Director. The Board shall appoint an OVWA member to serve as Chair of each Committee. Non-OVWA members may serve on committees as approved by committee members, unless specifically disallowed or limited by the Board, but may not outnumber OVWA members on said committee. The OVWA Executive Director may choose to be a voting member of any committee to which he or she is assigned, and shall assist in the operations and implementation of actions of all committees as requested by the committee or President. Established committees shall include, but are not limited to the following, and no single person may be Chair of any two committees:

4.12.3 Public Policy Committee: This committee shall monitor existing and pending matters of public policy which impact the rights and services of victims and witnesses of crime. The committee will brief and recommend action to the Board and membership and, in partnership with the Executive Director, educate policy makers on how their decisions will impact those victims served by OVWA membership, advocates, and allied professionals.

4.12.4 Board Development Committee: This committee shall seek out potential candidates for the Board of Directors and Officers and provide sufficient candidates for available open positions, and provide the vetting process for members nominated for an open Director or Officer position. This committee shall also, in partnership with the Executive Director, provide access to training for non-profit Directors duties of care, loyalty, fiscal accountability, and compliance.

4.12.5 Training & Technical Assistance Committee: This committee, in partnership with OVWA staff, will assist in the selection, development, and coordination of continuing education training relevant to the profession of victim advocacy, evaluating training content and identifying qualified presenters that meet criteria for credentialing, CEU, and/or CLE approval. Responsibilities shall include promoting regional, statewide, and national training opportunities with an emphasis on best-practice approach. This Committee shall also assist in the development of quality standards of practice for victim advocacy professionals.

4.12.6 Other standing or ad hoc committees, such as Social Media/Tech Support, Resource Development, and OVWA Past Presidents' Committee, shall serve in an advisory capacity with duties prescribed by the Board of Directors or President of the Board.

ARTICLE V OFFICERS

Section 5.1 Officers

The officers of OVWA shall be President, President-Elect, Treasurer, and Secretary, and shall be known as the Executive Committee. The Executive Committee shall have the powers and authority to act on behalf of the Board of Directors in the management of the business and affairs of OVWA, except the power to adopt, amend or repeal Bylaws. All actions must be voted on at the next Board meeting and must be recorded in the Minutes of the Board of Directors.

Section 5.2 Elections and Term of Office

The officers of OVWA shall be members of the Board of Directors, and shall be elected to serve a one-year term by the Board of Directors following nomination by the Board Development Committee or the Board acting as a Committee-of-the-Whole in the last three months of the year, and taking effect on January 1st of the next year. Vacancies may be filled at any meeting of the Board of Directors. Officers may not serve more than two consecutive full terms in the same office. Following one full year of absence from such office, the Board member may seek such office again. Each officer shall hold office until his or her successor shall have been duly elected. No two offices may be held by the same person.

Section 5.3 Removals

Any officer or agent elected or appointed by the Board of Directors and any employee of OVWA may be removed by the Board by a majority vote whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4 President

The President shall preside at all meetings of the members and of the Board of Directors, or in the President's absence the President-Elect, and in the absence of the President-Elect, then the Treasurer or Secretary shall preside. The President must have served a minimum of one year on the Board of Directors prior to taking office. The President may sign, with any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of OVWA. The President shall assure that the Board completes regular and timely:

- 1) Evaluations of the Executive Director;
- 2) Reviews of the Executive Directors compensation package;
- 3) Self-evaluations of Board of Directors, and;

Updates of OVWA's strategic plan. In general, the President shall perform all duties incident to the office of President and such other duties as may be

prescribed by the Board of Directors, including coaching and preparing the President-Elect. The President shall be elected from, and by, the membership of the Board.

Section 5.5 President-Elect

The President-Elect shall accept the responsibility of being Board President when that position next becomes open. This position will temporarily take on the duties of the Board President when the Board President is unable or absent from a Board meeting, will actively participate in the OVWA Executive Committee meetings and responsibilities, and will consult and learn from the Board President about the duties and the process of decision making of the President's position. The President-Elect is responsible for creating, maintaining, and regularly presenting the annual Board Calendar.

Section 5.6 Treasurer

The Treasurer shall assist the Board of Directors in their oversight duties for all OVWA funds, securities, fiscal reports, and accounting processes, as well as monitoring ongoing budgets, cash flow, and related fiscal affairs and planning for financial vitality. The Treasurer shall assure adequate checks and balances necessary for adequate fiscal oversight and perform other duties as may be assigned by the Board of Directors. The Treasurer and all persons authorized to sign checks shall give a bond for the faithful discharge of duties as the Board of Directors shall determine.

Section 5.7 Secretary

5.7.1 The Secretary shall: 1) Keep the minutes of the Board of Directors in one or more paper or digital locations provided for that purpose; 2) Assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; 3) Be custodian of OVWA records; 4) Assure that the Directors have an updated Board terms schedule; 5) Assure that Directors are addressing recruiting and adding new Board members in a timely manner, and; 6) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

5.7.2 The Secretary shall assure maintenance of the annually signed Confidentiality and Conflict of Interest disclosures and compliance forms as deemed appropriate, as well as preferred contact information for each member of the Board of Directors.

Section 5.8 Prohibition of Loans to Officers and Directors

No loans shall be made by OVWA to, or from any of its officers, directors, members, or employees; except that advances of expense monies for business purposes shall not be considered loans.

ARTICLE VI FISCAL MATTERS

Section 6.1 Fiscal Year

The fiscal year of OVWA shall begin on the first day of January and end on the last day of December in each year. The corporation shall have an annual audit of its finances conducted by a certified public accountant.

Section 6.2 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of OVWA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of OVWA and such authority may be general or confined.

Section 6.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of OVWA, shall be signed by such officer or officers, agent or agents of OVWA and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by any two of the following: Executive Director, Treasurer, President, President-Elect, or Secretary.

Section 6.4 Deposits

All funds of OVWA shall be deposited to its credit in such banks, trust companies, or other depositories as the Board of Directors may select. The Treasurer shall monitor all accounts to insure they do not exceed federally insured maximums.

Section 6.5 Gifts

The Board of Directors may accept on behalf of OVWA and, the Executive Director on behalf of the Board of Directors, any contribution, gift, bequest, or devise for the purposes of OVWA.

**ARTICLE VII
AMENDMENT PROCEDURES**

Section 7.1 Amendments to Articles of Incorporation and Bylaws

The Articles of Incorporation of OVWA and any part thereof may be altered, amended or repealed and new Bylaws may be adopted or Bylaws may be altered, amended or repealed by two-thirds of the OVWA Board of Directors. However, no such amendment may be adopted unless the Board of Directors have been given at least ten (10) days' notice as to the subject matter of the proposed changes. Any proposed amendment properly before the Directors may be altered prior to adoption so long as the subject matter of that altered amendment is substantially similar to the originally proposed changes.

Section 7.2 Restrictions on Amendments

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue.

**ARTICLE VIII
DISSOLUTION CONDITIONS**

Section 8.1 Dissolution

In the event of dissolution, the residual assets of OVWA will be turned over to one or more organizations whose purposes are in accord with those of OVWA; provided, however, that those organizations are themselves exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law shall be eligible to receive such residual assets.