

**BY-LAWS OF WOMEN IN SAFE HOMES
(W.I.S.H.)**

The Board of Directors of this Corporation hereby adopts the following bylaws.

ARTICLE I

Name and Location

The name of this non-profit corporation shall be Women in Safe Homes. Its principal office shall be located in Ketchikan, Alaska.

ARTICLE II

Purpose

1. The purpose for which this association was formed is set forth in the Articles of Incorporation. The Corporation is formed exclusively for charitable and educational purposes within the meaning of the United States Internal Revenue Code 501(c)(3) and not for financial gain. More specifically, the Corporation is organized to provide victims of domestic violence, sexual assault, and physical and emotional abuse with emergency and ongoing assistance in a supportive atmosphere, and to increase community awareness through educational programs about family violence and the needs of the victims.

ARTICLE III

Powers

This corporation may:

2. Have perpetual succession by its corporation name.
3. Sue and be sued, complain and defend its corporate name.
4. 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.
5. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest in the property wherever situated.
6. Sell, convey, mortgage, pledge, exchange, transfer and otherwise dispose of all or any part of its property or assets.
7. Make contracts, incur liabilities, borrow money at rates of interest the Corporation may determine, issue its notes, bonds and other obligations by mortgage or pledge of any or all of its property, franchises and income.
8. Alter these bylaws in a manner not inconsistent with the Articles of Incorporation or with the laws of this State of Alaska, or with the requirements of Section 501(c)(3) of the Internal

Revision of Bylaws, Approved 05-09-23

Revenue Code, as amended, for the administration and regulation of the affairs of the Corporation.

9. Cease its corporate activities and surrender its corporate franchise.
10. Have and exercise all powers necessary or convenient to affect the purposes for which the nonprofit corporation is organized.
11. Have such other powers as conferred under the laws of the State of Alaska to a non-profit corporation.

ARTICLE IV

Membership Eligibility and Dues

1. Membership is without regard to age, sex, creed, race, sexual orientation, religion, or political affiliation.
2. Voting membership is without regard to sex, creed, race, sexual orientation, religion, or political affiliation.
3. Any individual who subscribes to the purposes and basic policies of WISH may become a member of the Corporation.
4. The Board of Directors determines from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by its members.
5. Application for membership is required.
6. The membership list shall be updated annually following the annual meeting.
7. When membership dues are delinquent, their membership is terminated.
8. Membership dues must be paid on or before the date of the annual meeting.
9. Only members in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective positions.
10. Members in good standing are automatically members of Women In Safe Homes.

Revision of Bylaws, Approved 05-09-23

Meetings

1. The annual Corporate General Membership Meeting shall be held in February of each year or at such other time and at such place in Ketchikan, Alaska, as shall be designated by the Board of Directors.
2. Other General Membership meetings may be called when a petition signed by 20% of the membership is presented to the Board Chairperson or when the Board of Directors deems necessary. Notice of this meeting must be made within ten (10) days after the Chairperson's receipt of the petition and must be held within forty (40) days of the same.
3. Special meetings of the General Membership may be called by the Chairperson or by the Board of Directors and notice thereof shall be mailed to the members of the Corporation not less than twenty (20) days prior to the date of the meeting. The notice shall set forth the time and place of the meeting with a brief statement of the business to be transacted thereat. The bylaws of WISH are consistent with Robert's Rules of Order, and the proceedings of this corporation. All meetings shall be convened in compliance with the State of Alaska Open Meetings Act.
4. The order of business at the annual meeting of the members shall consist of two separate agendas and be as follows:

A. Annual Board Member Election

- i. Call to order.
- ii. Public comment.
- iii. Roll call of members via sign-in sheet and paid membership dues verification.
- iv. Determination and announcement of slate of Board candidates.
- v. Membership voting for candidates.
- vi. Announcement of new Board members.
- vii. Adjournment and convening of regular Board meeting.

B. Regular Board of Directors Meeting

- i. Call to order.
- ii. Roll call
- iii. Approval of Agenda
- iv. Moment of Mission
- v. Public Comment
- vi. Consent Agenda
- vii. Minutes of previous board meeting
- viii. Finance Report
- ix. Executive Director's Report
- x. Working Groups
- xi. Committee Reports
- xii. Rural Board Reports
- xiii. Announcements / Board Comments

Voting

1. Any member in good standing who is eighteen (18) years of age or over, or legally emancipated if under the age of 18, is entitled to vote.
2. Voting by proxy shall not be allowed. Members must be present physically, electronically, or by telephone to vote.

ARTICLE V

Board of Directors

1. The Board of Directors shall consist of 13 members, nine of which shall be residents of the Ketchikan Gateway Borough and one member elected from Metlakatla; one member elected from Prince of Wales Island; and one member elected from Wrangell. To be eligible to serve on the Board of Directors, a person must have been a member in good standing of the corporation for 30 days. No Director may serve more than three consecutive two-year terms, or a total of six years.
2. The Board shall be charged with the management of the Corporation. The powers of the Board shall be:
 - A. Hiring, evaluating, and firing the Executive Director.
 - B. Setting policies and procedures.
 - C. Researching and maintaining funding.
 - D. Overseeing fiscal matters.
 - E. Develop strategic plans and build community relations.
3. Candidates for the Board of Directors may be presented by the Board at the annual meeting. Nominations may also be offered by the membership at that time. Such members shall be qualified to be nominated if they:
 - A. support the mission of the Corporation,
 - B. are able to execute the Corporation's Conflicts of Interest Statement,
 - C. are not the spouse or an immediate family of a current director. Immediate family is defined as the spouse of the person; a regular member of the person's household, a child, including a stepchild and an adoptive child, of the person and the spouse of any such child; a parent, sibling, grandparent, grandchild, aunt, or uncle of the person; and a parent or sibling of the person's spouse,

Revision of Bylaws, Approved 05-09-23

- D. are not a convicted of a barrier crime as listed Alaska Admin. Code 10.905 section 7 ACC 10.905-Barrier crimes and conditions.
 - E. are in good standing with the Corporation.
4. Unless unanimously approved by the Board no staff member or person receiving payment, salary or compensation from the organization, other than volunteer of board expense reimbursement, may serve on the Board of Directors while so employed, nor for twelve (12) months after such employment. Ex-board members shall not serve in staff paid positions until twelve (12) months has elapsed after termination of Board membership.
 5. Directors of the Board will be elected by the general membership at each annual corporate meeting. Terms of two (2) years will be staggered throughout the election process, to ensure continuity on the Board.
 6. If the position of any Director becomes vacant, a quorum of the remaining Directors at any regular or special meeting of the Board shall appoint the temporary replacement who shall serve until the next annual corporate membership meeting. At that time, the membership will vote for a nominated individual to fill the position for the remainder of the term.
 7. Regular meetings of the Board of Directors shall be held monthly, the time to be fixed by the Board at its first meeting of the year.
 8. The Chairperson, or any other two Directors may call a special meeting on twenty- four (24) hour phone notice or three (3) day written notice to the other Directors. Written Notice includes email. Meetings of the Board may be held without such notice when all the Directors are present and thereby consent to the holding of such meeting.
 9. A quorum shall consist of a simple majority of filled positions. A quorum must be present for any legal meeting to be held.
 10. A majority vote of those Directors present at a legal meeting is needed to approve any action. No Director may vote unless physically, electronically, or telephonically present at such meeting.
 11. All Board meetings shall be held in accordance with the State of Alaska open meeting laws.
 12. The Chairperson may poll the Directors by phone, email, or in person on any issues previously considered by the Board. Each Board member must be reached and must sign consent in writing to any action proposed. Any poll vote must be recorded in the minutes at the next official Board meeting.
 13. No director shall receive any salary or compensation for her or his services as a Director on the Board; however, a Director may be reimbursed for necessary expenses incurred relating to the business of the Corporation, for example, day care or transportation.

Revision of Bylaws, Approved 05-09-23

14. Excused absence may be granted for the following reasons: illness, weather, crisis and vacation, or at the discretion of the Chairman.
15. Unexcused absence of a Director from two regularly scheduled meetings of the Board of Directors may be considered equivalent to resignation and the seat of the Director so absenting herself or himself may be considered vacant.
16. The Board of Directors may remove a Director from the Board by a majority vote of all the Directors. Such removal shall be for cause, which could include but is not limited to conflicts of interest or actions deemed harmful to the Corporation or clients.
17. A Director may resign from the Board by submitting a written resignation to the Chairperson.
18. The members of the Board of Directors shall serve until the election of their successors.
19. Honorary Non-Voting Membership WISH liaisons shall have full membership privileges. Any persons, firms, associations, corporations, or partnerships may become honorary non-voting members in the corporation upon their nomination by the Board to participate in the corporation's activities but may not vote or hold any office.
20. Further duties of the Board of Directors shall be:
 - A. To transact necessary business in the intervals between annual meetings of the membership and such other business as may be referred to it by the Corporation.
 - B. To create standing committees.
 - C. To approve the plan of work of the standing committees.
 - D. To present a report at the regular annual meeting of the membership.
 - E. To appoint an auditor or auditing committee at least two weeks before the end of the fiscal year to audit accounts, as required by grantees.
 - F. To conduct an independent audit at any time without cause.
 - G. To amend, alter or repeal the Bylaws.
 - H. To recommend amendments to the Articles of Incorporation.

ARTICLE VI

Officers Section 1: Eligibility

1. The Officers of the Board shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, each of whom shall be elected annually by and from the Board. Such election shall be held at the first meeting after the annual corporate general membership meeting. Officers may not hold an office for more than two consecutive one-year terms.
2. Such Officers shall hold office from the time of their election until their successors have been elected.
3. An Officer may be removed from office at any time by a majority vote of all the Directors at a meeting called with a ten (10) day written notice of that purpose. An Officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served. Such removal shall be for cause.
4. An Officer may resign from his or her office by submitting a written resignation from Office to the Chairperson and may continue to serve as a director if they desire.

Officers Section 2: Duties

1. The Chairperson shall have general charge of the business of the Board of Directors. He/she shall preside over meetings, work directly with the Executive Director, set meeting agendas, create and oversee committees, and act as spokesperson for the Board. He/she shall cosign all contracts and in the absence of the Treasurer. The Chairperson will be the secondary co-signer for all financial transactions.
2. The Vice-Chairperson shall take the role of the Chair when the Chair is absent from meetings and assume powers and duties as the Chairperson in the event of the latter's absence, resignation, or disability.
3. The Treasurer shall be responsible for all Corporation funds. The Treasurer will be the primary co-signer with the Executive Director or Business Manager for all financial transactions. The Executive Director and the Business Manager cannot co-sign on the same check. The Treasurer will serve on the WISH Finance Committee.
4. The Secretary, with the assistance of the administrative staff shall keep the minutes of all meetings and maintain the records of the Board of Directors. The Secretary shall co-sign all contracts with the Chairperson.

Section 3: Vacancies

All vacancies in any office shall be filled by election by the Board of Directors without delay at its regular meeting, or at a meeting specifically called for that purpose.

ARTICLE VII

Committees

1. All committees shall be considered ad hoc to the Board and may be comprised of Board members and members from the community with the exception of the Executive Committee. The Executive Committee consists of the officers of the Board and shall have and exercise the powers and the authority of the Board of Directors in the management of the Corporation, except that such Committee shall not have the authority in the following matters:
 - A. Amending, altering, or repealing Bylaws.
 - B. Electing, appointing, or removing any member of such Committee or any Director or Officer of the Corporation.
 - C. Amending the Articles of Incorporation
 - D. Adopting a plan or merger or adopting a plan or consolidation with another Corporation. Authorizing the sale, lease, exchange or mortgage of any of the property and assets of the Corporation.
 - E. Amending, altering, or 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.
 - F. The designation and appointment of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law.
2. Meetings of the Executive Committee shall be held at the call of the Chairperson or upon request of two members of the Board of Directors. Appropriate notice of such meeting shall be given to members.
3. Records will be kept of all proceedings and transactions of the Executive Committee. All action taken shall be reported to the Board of Directors at the next meeting and shall be subject to revisions or alteration by the Board provided that no rights of third persons shall be affected by any such revision or alteration.
4. Ad hoc committees may include Finance, Membership, Fundraising and Personnel. Once a committee is formed, a Chair will be selected by the committee or the Board Chairperson. A committee will report to the Board of Directors. A majority of any committee present shall construe a quorum.

ARTICLE VIII

Amending Bylaws

The Board of Directors shall have authority to make, amend, alter, or repeal the Bylaws of this Corporation by a two-thirds (2/3) vote of all Directors at any regular or special meeting of the Board, provided that written notice of intention to make, amend, alter, or repeal Bylaws shall have been given ten (10) days prior to such meeting at which the proposed changes be written and delivered with the notice. No changes in the Bylaws concerning elections may be made within sixty (60) days prior to the annual election.

ARTICLE IX

Fiscal Year

The fiscal year of WISH shall be such twelve (12) month period as the Board shall determine.

ARTICLE X

Seal

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

ARTICLE XI

Policy

The primary responsibility of the Board is the determination of basic policy. The Board's function is not administrative. The Board has as its highest obligation to see that the organization is well run by the Executive Director and staff.

ARTICLE XII

Liabilities

Nothing herein shall constitute members of the Corporation partners for any purpose. No member, officer, agent, or employee shall be liable for his/her acts or failure to act under these By-laws excepting only acts, or omissions arising out of his/her willful malfeasance.