

**BYLAWS OF THE HARRIS COUNTY  
DOMESTIC VIOLENCE COORDINATING COUNCIL**

**ARTICLE I  
NAME**

- 1.01** The name of the Corporation shall be Harris County Domestic Violence Coordinating Council, hereinafter referred to as “DVCC “or “the Corporation”.

**ARTICLE II  
PURPOSE**

- 2.01** The DVCC is organized exclusively for charitable, scientific and educational purposes, more specifically:
- a. to develop and implement a community wide plan to end domestic violence by developing cooperation and coordination among all the participants who serve victims of domestic violence;
  - b. by educating the public about domestic violence and the Harris County Domestic Violence Coordinating Council and;
  - c. by strengthening and coordinating intervention and prevention efforts, encouraging efficient use of community resources, simplify and increasing access to services.

**ARTICLE III  
OFFICES**

- 3.01** The principal office of the Corporation in the State of Texas shall be located in the County of Harris, Texas. DVCC may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require.

**ARTICLE IV  
MEMBERSHIP**

- 4.01** The corporation shall have a Board of Directors. There shall be no members of the Corporation.

**ARTICLE V  
MEETINGS**

**Annual Meeting**

- 5.01** An annual meeting of the Corporation shall be held each year. The date, time and place shall be set by the Board of Directors. The annual meeting shall be held to conduct any business as determined by the Board of Directors including election of Directors.

### **Regular Meetings**

- 5.02** Regular meetings of the Board of Directors shall be held, without call or notice, immediately following the annual meeting and at any other regularly repeating times as set by the Board of Directors who shall also set the time and place.

### **Special Meetings**

- 5.03** Special meetings of the Board of Directors for any purpose may be called at any time by the President or if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Directors must be notified by telephone, mail, electronic mail or facsimile at least three days before a special meeting. Attendance of a Director at any 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. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

## **ARTICLE VI BOARD OF DIRECTORS**

### **Powers**

- 6.01** The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

### **Board Role**

- 6.02** The Board is responsible for the overall policy and direction of the DVCC, and delegates responsibility for day-to-day operations to the President of the Board of Directors, the Executive Director and or committees.

### **Size and Compensation**

- 6.03** The Board shall have up to twenty eight (28) and not fewer than seven (7) members. The number of Directors may be increased or decreased by amendment of these Bylaws. Any decrease in the number of Directors shall not have the effect of reducing the total below three (3) nor of shortening the tenure that any incumbent Director would otherwise enjoy.

Every effort will be made to build a diverse Board of Directors that includes domestic violence survivors and representatives from local domestic violence programs, criminal justice agencies and courts, civil legal agencies and courts, medical facilities and child

protection agencies. Other entities represented may include, but are not limited to, businesses, education institutions, and faith-based and other community organizations.

Directors shall not receive salaries for their services but by resolution of the Board of Directors, a fixed sum plus expenses, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

### **Election of Directors**

- 6.04** Election of new Directors or election of current Directors to another term will occur at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current directors.

### **Terms**

- 6.05** All Board members shall hold office for a three (3) year term and maybe re-elected.

### **Qualifications**

- 6.06** Membership on the board shall be open to all individuals who are recommended by the Nominating Committee. Individuals must attend 5 meetings in a calendar year and have active participation in a committee.

### **Quorum**

- 6.07** One -half (1/2) of the authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than one third of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

### **Manner of Acting**

- 6.08** The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except where expressly stated in these Bylaws.

### **Vacancies**

- 6.09** Any vacancies occurring on the Board of Directors shall be filled by the discretion of the Board of Directors.

### **Declaration of Vacancy**

- 6.10** A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged legally incompetent by a court of law; is convicted of a crime involving moral turpitude or a violent act; or fails to accept the office of Director, either by a letter of rejection or by not attending a meeting of the Board of Directors within thirty (30) days of notice of election.

### **Absence**

- 6.11** Directors are expected to attend meetings on a regular basis. If a Director is not participating and/or not attending Board meetings, the President shall contact that director about continuing service on the Board. Thereafter, upon recommendation of the Executive Committee, the Director may be removed by a vote of two-thirds of the Board.

### **Removal of Directors**

- 6.12** Any Director may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation would be served: Notice of removal shall be given in writing to the Director by the Secretary not more than 10 days subsequent to such action.

## **ARTICLE VII OFFICERS**

- 7.01** The officers of the corporation shall be the President, Immediate Past President, Vice President (s), Secretary, Treasurer, and such officers as the Board designates. The Board of Directors may elect or appoint such officers as it may deem desirable, such officers to have the authority and perform the duties prescribed by the Bylaws. Any two offices may be held by the same person except the offices of President and Secretary.
- 7.02** A slate of officers shall be recommended by the Nominating Committee prior to the annual meeting of the Board of Directors. Elections shall take place at the annual meeting. Each nominee must have served as a Director for a period of six (6) months; however, this provision may be waived for good cause by two-thirds (2/3) vote of a quorum of the Board. All officers shall be elected for a two-year term and may serve for 2 consecutive 2-year terms.
- 7.03** Any officer may be removed by a two-thirds (2/3) vote of the board of Directors whenever in the Board's judgment the best interest of the Corporation would be served. Notice of removal shall be given in writing to the officer by the Secretary not more than ten (10) days subsequent to such action.

## **Resignations**

- 7.04** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Vacancies**

- 7.05** A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired term. The Nominating Committee shall recommend a successor.

## **President**

- 7.06** The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of business and officers of the Corporation, shall have the general powers and duties of management usually vested in the office of President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be an ex officio member of all standing committees. The President shall preside at meetings of the Board of Directors and the Executive Committee.

## **First Vice President**

- 7.07** The First Vice President shall discharge the duties of the President in the event of the President's absence or disability, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **Other Vice Presidents**

- 7.08** Other Vice President(s) shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors.

## **Secretary**

- 7.09** The Secretary shall have charge of the records, the Corporate Seal, and correspondence of the Corporation, give all notices as provided in the Bylaws or as required by law, prepare minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records, affix the Corporate Seal to all documents as authorized, keep a register of mailing address for each Director, officer, and employee of the Corporation, perform duties as assigned by the President or by the Board of Directors, and perform all other duties incident to the office of Secretary.

### **Treasurer**

- 7.10** The Treasurer shall supervise and monitor the financial accounting system and controls of the Corporation, have charge and custody of and be responsible for all the Corporation's funds and securities, receive and give receipts for moneys due and payable to the Corporation from any source, deposit all moneys in the Corporation's name in banks or other depositories as these Bylaws or as the Board of Directors directs, write checks and disburse funds to discharge the Corporation's obligations, perform other duties as assigned by the President or by the Board of Directors, and perform all duties incident to the office of Treasurer.

### **Past President**

- 7.11** The Past President shall serve as an officer of the Board for one year following completion of her/his term as President. She/he shall have all such powers and/or perform such duties as are vested in all Directors by these Bylaws and such other duties as may be prescribed by the Board of Directors.

## **ARTICLES VIII COMMITTEES**

- 8.01** The Board may establish committees and/or task forces as needed to assist in carrying out the purposes of the Corporation. The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint additional standing and/or special committees, to the extent provided in said resolution, which shall exercise the authority of the Board of Directors in the management of the corporation. The Board President appoints all committee chairs. All committees, except for the issues committee, shall consist of at least three (3) members, the majority of who are Directors, and additional members of the community as needed to carry out the work of the committee.

### **Executive Committee**

- 8.02** The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

### **Nominating Committee**

- 8.03** The nominating committee shall consist of at least five (5) but not more than seven (7) Board members, whose terms of service are not expiring and who are not candidates for an open position. The President shall appoint Directors to serve on the nominating committee.

### **Standing Committees**

- 8.04** All standing committees shall be chaired by a member of the Board of Directors. The standing committees shall be the Human Resource, Finance, Executive and Nominating Committees. Additional members of the committee may be members of the community as needed to carry on the work of the committee. Standing committees may establish work groups for projects of limited duration in accordance with Board approved policy.

### **Issue Committees**

- 8.05** The Board of Directors may designate issues committees, which shall carry out the work of the Council in accordance with the Mission of the organization. Each issue committee shall be chaired by a Director as appointed by the President.

### **Term of Committee**

- 8.06** Each member of a committee shall continue as such until her/his successor is appointed, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

### **Compensation**

- 8.07** Members of any committee shall receive such compensation as the Board of Directors may from time to time provide.

### **Quorum**

- 8.08** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the members present at a meeting in which a quorum is present shall be the act of the committee.

### **Rules and Function**

- 8.09** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Each committee shall formulate a statement of its function and/or yearly goals, which shall annually be submitted to the Board of Directors for approval.

## **ARTICLE IX STAFF**

- 9.01** Professional, clerical and maintenance staff related to the corporation may be employed in accordance with the provisions of these Bylaws and in accordance with the personnel policies established by the Board of Directors.
- 9.02** No currently employed staff person is eligible for membership on the Board of Directors, or for election to any office, or for appointment to the voting membership of any committee provided for in these Bylaws.

## **ARTICLE X CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### **Contracts**

- 10.01** The Board of Directors may authorize any officers or agents of the corporation, 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 the corporation. Such authority may be general or confined to specific instances.

### **Checks and Drafts**

- 10.02** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or by another Vice President or by such officers or agents as the President designates.

### **Deposits**

- 10.03** All funds of the Corporation shall be timely deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select and in accordance with the investment policies of the corporation.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general or specific purposes of the Corporation.

## **ARTICLE X BOOKS AND RECORDS**

- 11.01** The Corporation shall keep correct books and records of accounts, records of attendance, and minutes of the proceedings of the Board of Directors and the Executive Committee meetings. The corporation shall keep an accurate record of the names and addresses of the Board of Directors.

## **Financial Records**

- 11.02** The Corporation shall maintain current, true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with general accepted accounting practices.

## **Fiscal Year**

- 11.03** The fiscal year of the Corporation shall be January 1 through December 31. The Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year.

## **ARTICLE X INDEMNIFICATION**

- 12.01** The Corporation shall indemnify all officers, Directors, employees and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

## **Insurance**

- 12.02** The Corporation may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted in the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

## **ARTICLE XIII WAIVER OF NOTICE**

- 13.01** Whenever any notice is required to be given under the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof, in writing, or by the members present at the meeting shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transactions of any business on the grounds that the meeting is not lawfully called or convened.

## **ARTICLE XIV AMENDMENT TO BYLAWS OF CORPORATION**

- 14.01** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any called meeting of the

Board of Directors, if at least ten (10) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting.

**ARTICLE XV**  
**PARLIAMENTARY AUTHORITY**

**15.01** The rules contained in Robert's Rules of Order, Newly Revised, shall govern the organization in all cases wherein they are not superseded by the bylaws or special rules of order.

Revised 7/8/04