

# **EMPOWERING DARKE COUNTY YOUTH BYLAWS**

## **ARTICLE I – NAME**

The name of this nonprofit organization shall be Empowering Darke County Youth. The business of the organization may be conducted as Empowering Darke County Youth or Empowering Youth, and shall be hereinafter referred to as “EDCY” or “organization”.

## **ARTICLE II – PURPOSE**

### **2.01 Defined**

- (a) EDCY is a non-profit organization and shall be operated exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.
- (b) EDCY’s purpose is to provide free educational, tutoring, mentoring and other support services to at-risk-youth in Darke County, Ohio.
- (c) To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and/or charitable purposes. In addition, while maintaining autonomy and status, EDCY may enter working relationships with corporate for-profits possessing the human and/or financial resources to support EDCY’s purposes.
- (d) The powers of the organization will include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind.
- (e) As part of our educational goal, we may provide contract, internship or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater positive impact on our youth.

### **2.02 Nonprofit Status and Exempt Activities Limitation.**

- (a) Nonprofit Legal Status. EDCY is an Ohio non-profit public benefit organization, operating as a tax exempt organization under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, Officer, member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

## **ARTICLE III – MEMBERSHIP / AFFILIATES**

### **3.01 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the organization. The Board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the organization website. Affiliates have no voting rights, and are not members of the organization.

### **3.02 Dues**

Any dues for affiliates shall be determined by the Board of Directors.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **4.01 Number of Directors**

EDCY shall have a Board of Directors consisting of at least 6 and no more than 21 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

- (a) The Board has the right to exercise the hiring and firing of all employees and independent contractors .
- (b) The Board shall set all salaries, remunerations and/or benefits.

### **4.02 Powers**

All powers shall be exercised by or under the authority of the Board and the affairs of EDCY shall be managed under the direction of the Board, except as otherwise provided by law.

### **4.03 Terms**

- (a) All Directors shall be elected to serve a three-year term. Directors may serve terms in succession.
- (b) Director terms shall be staggered so that approximately one-third the number of Directors will end their terms in any given year.
- (c) The term of office shall begin April 1 and end March 31 of the third year in office or until such time as a successor has been elected.

### **4.04 Election of Directors**

The election of Directors to replace those who have fulfilled their term of office shall take place at the March annual meeting.

### **4.05 Vacancies**

Election of Directors to fill vacancies in unexpired terms or Board seats previously unfilled may be elected at any Board meeting by a majority vote of those in attendance at any official Board meeting.

### **4.06 Removal of Directors**

- (a) A director may be removed by two-thirds vote of the Board of Directors at any called meeting, if:

- (i) The director is absent and unexcused from two or more meetings of the Board of Directors in any consecutive twelve month period. The Board president is empowered to excuse Directors from attendance for a reason deemed adequate by the Board president. Only the Board vice president shall excuse the president.

OR:

- (ii) When removal is to be considered, all Board members must be notified electronically, or in writing, of the Board's intention to take removal action against a Board member. Such notification shall be sent 10 days prior to the date of the meeting at which the removal action is to be considered. The notification shall include the purpose for the meeting and identify the date, time and location of the meeting. The Board member in question shall be notified 10 days prior regarding the opportunity to be heard at the meeting where removal is to be considered.

#### 4.07 Board of Directors Meetings.

- (a) Regular Meetings. The Board of Directors shall hold a minimum of one (1) physical meeting each calendar year at a time and place fixed by the Board. This will be held during the month of March and considered to be the Annual Meeting. Notice for this meeting shall be provided to each Board member seven (7) days prior to the meeting. Notice may be given by first-class mail, facsimile transmission, personal telephone call or by electronic mail. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. The notice of the annual meeting shall specify the hour, date and location of the meeting.
- (b) Email meetings. The Board of Directors shall have a minimum of six (6) meetings by email each calendar year. Board members shall have the same responsibilities as for a physical meeting. Email meetings shall include, as a minimum, a Report to the Board, Bank Activity and Balance since the previous meeting, Minutes of the previous meeting, all Board member responses, all Board members questions and/or comments from the previous meeting. Email meetings have the same attendance/response requirements as physical meetings. Upon receipt by recording officer, Board responses and votes shall be considered binding.
- (c) Special Meetings. Special meetings of the Board may be called at the request of any three (3) members of the Board of Directors. Special meetings shall require the same notification as a regular meeting.
- (d) Emergency Meetings. Emergency meetings may be held at the call of the President to address a specific emergency situation only. Emergency meetings shall have notification provided as possible dependent upon the nature of the emergency. Ratification of any action taken at any emergency meeting shall be made at the next regular meeting of the Board of Directors.
- (e) Work Sessions. Directors may be asked, but not required, by the President to participate in work sessions for the planning and/or execution of EDCY

programs or events. Work sessions may be requested by any Director, and should be scheduled with at least seven (7) days prior electronic notice. Plans or decisions in a work session are not considered an act of the Board. Work session minutes or notes will be taken for presentation to the Board for informational purposes or action to be taken in a regular and/or special meeting.

4.08 Manner of Acting.

- (a) Quorum A quorum for any meeting of the Board of Directors shall be 25% of the current members of record. No business may be transacted unless a quorum is present.
- (b) Majority Vote. The vote of the majority of the Directors present at any meeting or voting via email response to an Email meeting within seven (7) days shall be considered the act of the Board.
- (c) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the president shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, or these Bylaws, Directors shall participate in any meeting called for a specific time, date and location only in person.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the organization. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved by the Board of Directors. No Director should profit personally from service on the Board. Such payment shall be in accordance with any applicable government laws and not jeopardize the standing of the organization's non-profit status.

**ARTICLE V – COMMITTEES**

5.01 Committees

The Board of Directors may, by resolution, designate one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board.

5.02 Meetings of Committees

The time for regular meetings of committees may be determined by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the organization records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 The President shall be an ex-officio member of all Committees.

**ARTICLE VI – OFFICERS**

6.01 Board Officers

The Officers of the Board of Directors shall be a president, vice-president, secretary, and treasurer. Each Officer shall be a full member of the Board prior to election. Officers shall be elected at the annual meeting and serve at the pleasure of the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board.

#### 6.02 Term of Office

Each Officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office, unless unanimously elected by the Board at the end of his/her three terms. Each Officer's term will begin on April 1 immediately following election and end on March 31 of the following calendar year, or until such time as a successor is elected. Any service in an unexpired and/or partial term will not be considered as a term. All Officers shall turn over to their successors all records (including copies of digital files) and any other information or items pertaining to the office within ten (10) days of the election in which the successor was elected.

#### 6.03 Removal and Resignation

The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the president without prejudice to the rights, if any, of the organization under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### 6.04 Filling a mid-term office vacancy

A vacancy in any office, for whatever reason, shall be filled by the Board of Directors at its convenience. The President shall call a meeting for such purpose as soon as possible following the occurrence of a vacancy.

#### 6.05 Board President

The Board president shall be the chief elected executive Officer of the organization. The Board president shall lead the Board of Directors in performing its duties and responsibilities. The President shall call and conduct all meetings. The President shall perform all other duties incident to the office or properly required by the Board of Directors.

#### 6.06 Vice President

In the absence or disability of the Board president, the vice-president shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president.

#### 6.07 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether

the meeting was held in accordance with the law and these Bylaws. The Secretary shall keep a physical or digital book holding the minutes of the proceedings of all meetings of the Board, its Board of Directors or by committees. In addition, the secretary shall keep a copy of the organization's original bylaws and a record of the date and content of all amendments. The secretary's minutes shall contain a copy of any written reports presented during the meeting and a list of all present at each meeting. The secretary shall cause notice to be given of all meetings of Directors and committees as required by these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president.

#### 6.08 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the organization. The treasurer will act as comptroller of the organization. The treasurer shall make all deposits and issue all checks for approved expenditures. The treasurer will maintain an up to date accounting of all financials of the organization. The treasurer shall oversee and keep the Board informed of the financial condition of the organization and of audit or financial review results. An updated treasurer's report shall be presented at each Board meeting. In conjunction with other Directors or Officers, the treasurer shall oversee annual budget preparation prior to December 15 of each fiscal year. The Treasurer, with the approval of the other Board Officers, shall obtain the services of a tax professional to prepare and submit annual tax filings on behalf of the organization. The treasurer shall perform all duties properly required by the Board of Directors or the Board president.

### **ARTICLE VII – CODE OF ETHICS**

#### 7.01 Guidelines

EDCY requires and encourages Directors, Officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of EDCY to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all staff is necessary to achieving compliance with various laws and regulations.

### **ARTICLE VIII – DISSOLUTION**

#### 8.01 Dissolution of Organization

In the event of the dissolution of this organization, following payment in full of any payables, all assets, including monetary, will be given to another non-profit organization which falls under the 501(c) (3) section of the internal revenue code and is operated exclusively for educational and/or charitable purposes.

**ARTICLE IX – MISCELLANEOUS**

9.01 Fiscal Year

The fiscal year of the organization shall be from January 1 to December 31 of each year.

9.02 Nondiscrimination Policy

The Officers, Directors, committee members, employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of EDCY not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion, or national origin.

**ARTICLE X – AMENDMENT OF BYLAWS**

10.01 These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors at a meeting of the Board, when,

- (a) the proposed amendments shall be provided to each member of the Board of Directors at least 10 days prior to the date of the meeting at which the adoption of the amendment(s) will be introduced;
- (b) no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code;
- (c) the amendment does not affect the voting rights of Directors;
- (d) the amendment does not conflict with any law of the land; and
- (e) the amendment is approved by 2/3 of the Directors attending the meeting scheduled for amendment consideration.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall apply on all questions of procedure not specified in these By-laws.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of EDCY were approved by the EDCY’s Board of Directors on DATE and constitute a complete copy of the Bylaws of the organization.

President: Eric Fee

Date: September 2018

Secretary: Rhonda Williams

Date: September 2018

Amended: March 25, 2019