

**BY-LAWS OF FAMILY SERVICE ASSOCIATION
OF Northeastern Pennsylvania**

Article I

NAME

Section 1. The name of this corporation shall be The Family Service Association of Northeastern Pennsylvania.

Article II

MISSION

Section 1. Family Service Association of Northeastern Pennsylvania, a non-profit, non-sectarian organization is committed to building stronger and healthier communities by working with families, children and individuals to reach their potentials.

Section 2. The program of the Agency shall be carried out with no discrimination because of race, ethnicity, religion, sex, sexual orientation, age, handicap, or national origin.

Article III

MEMBERSHIP OF BOARD

Section 1. Any individual who expresses interest in the work of the Agency and who lives within its service area is eligible to be nominated to the Board of Directors.

Article IV

BOARD OF DIRECTORS

Section 1. The management of this agency shall be vested in the Board of Directors that shall take final action on all major questions of policy and general plans and shall be ultimately responsible for the administration of the Agency.

Section 2. The Board shall consist of a minimum of 18 members and shall not exceed 22 members, one third of whom shall be elected each year for a term of three by a majority of the membership present and voting at the annual meeting.

Section 3. An individual shall be elected a member of the Board of Directors for no more than nine consecutive years, but any individual having served nine consecutive years shall be eligible for re-election after an interval of one year.

The Chair may serve an additional one year term beyond the nine consecutive years, in order to accommodate the Chair position of the organization. Members who are elected to fill an unexpired term of a Board member shall be eligible for three full terms following the completion of the unexpired term.

Section 4. Any member of the Board of Directors who shall have been absent from four consecutive meetings of the Board without reason satisfactory to the Board shall be deemed to have resigned from the Board.

Section 5. The Board of Directors shall have the power to fill vacancies for unexpired terms.

Section 6. Any director may be removed by an affirmative vote of two thirds of the Board after being given an opportunity to be heard, except as provided in Article IV, Section 4.

Section 7. The directors shall receive no compensation for their service but may be reimbursed for reasonable and ordinary expenses incurred in performance of their duties and at the discretion of the Executive Committee.

Section 8. Any member of the governing body who individually, or as part of a business or professional firm, is involved in the business transactions or current professional services of the Agency shall disclose this relationship and shall not participate in any vote taken in respect of such transactions or services. Board members may not have direct or indirect interest in the assets or leases of the Agency.

Section 9. By vote of the majority of the Board of Directors, a current or past member of the FSA of NEPA Board of Directors who has demonstrated significant commitment to the mission of the organization may be honored with the designation of "Life member." A "Life member" will retain their voting rights through their period of regular membership as outlined above in Article IV, Section 3. Beyond their regular membership, the Life Member will retain the honors and privileges of FSA of NEPA Board membership, attending and participating in the activities of the Board of Directors and the organization, as a non-voting member, and will be exempt from the meeting attendance requirements detailed in Article IV, Section 4. Life members shall not count toward the quorum requirements outlined below in Article VII, Section 4.

Article V

OFFICERS

Section 1. The officers of the organization shall be a Chairperson, one or more

Vice-Chairs, a Secretary, a Treasurer and such other officers as the Board shall deem necessary.

Section 2. The officers of the Board of Directors shall be elected by the Board at a meeting directly following the Annual Meeting of the organization.

Section 3. Terms for all officers shall be for one year. However, any officer may hold office for two consecutive one year terms.

Section 4. Any officer may be removed by an affirmative vote of two-thirds of the Board of Directors after being given an opportunity to be heard.

Section 5. Vacancies may be filled by the Board of Directors at any of its meetings.

The duties of officers shall be:

a. The Chairperson, subject to the control and direction of the Board of Directors, shall have general direction of the affairs of the Agency, shall preside at all meetings of the Board and shall appoint all committees, and shall be an ex-officio member of all Agency committees.

b. In the absence or disability of the Chairperson, duties shall be fulfilled by other officers of the Agency in the following order: First Vice Chairperson, Second Vice-Chairperson, Treasurer, and Secretary..

c. The Treasurer shall be a member of the Finance Committee and shall perform all acts incident to the position of treasurer, subject to the control of the Board.

d. The Secretary shall keep the minutes of the meetings of the Board and perform the usual duties of that office.

Chief Executive Officer

Section 6. The Board of Directors shall appoint the Chief Executive Officer who shall be the responsible Executive and administrative head of the Agency and have general supervision and charge of its work.

Section 7. The Chief Executive Officer shall administer the activities of the Agency under the general direction and control of the Board of Directors. He/she shall appoint and dismiss staff in conformity with the policies and procedures and the appropriations authorized by the directors, shall keep the directors informed concerning the affairs and activities of the Agency and any special issues or problems encountered in the administration thereof, shall attend all meetings of

the Board and shall be an ex-officio member of all committees.

Article VI

STANDING COMMITTEES

Section 1. There shall be the following standing committees along with such other committees as the Board shall deem necessary from time to time:

- a. The Executive Committee shall consist of the officers of the board, the immediate past president, and other members of the board appointed by the Chairperson. The Chairperson of the Board shall chair the committee. This committee shall have power to conduct only such affairs as are of an urgent or confidential nature and require attention between meetings of the Board of Directors and shall report any action taken at the next meeting of the Board of Directors.
- b. The Program/Family Advocacy Committee shall be composed of not less than five members of the Board. Other persons from the staff and community at large, including representatives of consumers, Help Line tie in agencies, and other agencies may be appointed. It shall monitor all agency programming (FSA and Help Line) and keep informed of community conditions affecting families to recommend advocacy positions to the Board and/or changes in agency service. Every five years the Committee will develop the Long Range Strategic Plan for the Agency.
- c. The Finance Committee shall be composed of not less than three members of the Board. It shall prepare the annual budget in consultation with the Chief Executive Officer on financial statements to the Board; and under the direction of the Board manage or supervise any other financial affairs of the Agency.
- d. Governance/Nominating Committee. The Committee shall consist of the Chair, the First Vice Chair, and up to five (5) other members of the Board of Directors, as designated by the Executive Committee and approved by the Board of Directors. This Committee shall have responsibility for the recruitment, orientation and training, performance and evaluation of Board Members, including officers.

The Committee shall review and make recommended changes to the Bylaws and other governing documents of the organization for Board of Directors' approval.

The Committee shall present its report of nominees at the Annual meeting of the Members or as soon thereafter as may be practicable.

At the Annual Meeting of the members, the Committee, having provided the Board with background and qualifications data on each nominee at least one week prior to the meeting and having received Board approval, shall nominate such persons as approved by the Board as may be required to fill all expiring or otherwise vacant terms on the Board of Directors. The Committee shall meet regularly as required and maintain a current profile of the Board's membership composition to guide the selection process to promote diversity.

e. The Personnel Committee shall be composed of not less than five members of the Board of Directors and may include representatives from the general community. It shall study and recommend to the Board action on matters relating to personnel policy. It will consult with the Chief Executive Officer on the administration of such policy.

f., Friends of Family Service/Community Education Committee shall be composed of not less than five members of the Board. Other members from the community may be appointed. It is a supporting organization of Family Service Association whose primary purpose is to keep the community knowledgeable about Family Service Association. It shall develop ways and means of interpreting the work of the Agency to the community and the community to the Agency. It will be responsible for Fund Development Planning for the Agency.

G. The Audit Committee members shall be appointed annually by the Chairperson. Neither the Board Chairperson, the Treasurer, nor any employee of the Corporation shall be members of the Audit Committee. The Audit Committee shall consist of no less than 5 members and will be independent from all other committees and shall be authorized to engage independent auditors. The Audit Committee shall also have such other powers as the Board of Directors may, from time to time, enumerate. The Audit Committee shall present to the board, no less than annually, a report of the financial status of the Corporation. The Audit Committee shall present, no less than annually, the audited financial statements of the Corporation to the Board for approval.

H. Childrens Center Committee shall be composed of no more than 15 members with representation of the professional disciplines of the Multi-Disciplinary Investigative Teams of Wyoming and Susquehanna Counties (District Attorney's Offices, law enforcement, victim's services, medical, and mental health). The Committee shall have responsibility for establishing procedural, staffing, program guidance, fund-raising, community awareness/marketing, training, and facility growth needs. The Committee shall meet no less than quarterly. A quorum for the Committee is 5 members present (physically, telephonically, or skyping/facetime).

Section 2. All committees and their chairs shall be appointed annually by the Chairperson, except for special committees not provided by the constitution or by-laws, which committees may be appointed as needed.

Section 3. Only Board members may be Standing Committee Chairs, and non-Board members of any committee may, at the discretion of the Executive Committee represent a majority participation in any committee. The powers and duties of all committees of the organizations shall be fixed by the Board of Directors through its by-laws or other appropriate action.

Article VII

MEETINGS

Section 1. The Annual Meeting of the community membership shall be held in September at the time and place the Board designates. Notice shall be given not less than one week prior to the meetings.

Section 2. At any meeting of the community membership, those members present shall constitute a quorum.

Section 3. Regular meetings of the Board of Directors shall be held at least six times a year.

Section 4. At any meeting of the Board, a simple majority of the Board membership shall constitute a quorum.

Section 5. Notices of time and place of any regular meetings shall be given in writing not less than one week prior to such meetings.

Section 6. Other meetings of the corporation or the Board of Directors shall be convened at the discretion of the Board and must be called upon the written request of 18 members of the corporation. In the absence or disability of the Chairperson, a vice-Chairperson or any other officer may call a special meeting. Notice of such meeting shall be given by written notice to each member not less than one week before the meeting.

Article VIII

The fiscal year shall be determined by the Board of Directors

Article IX

These by-laws may be amended by a 2/3 vote of the full board membership provided that a written notice of the meeting, which shall include notice of the proposed amendment, shall be sent to each member of the Board not less than one week before the meeting. *Voting can occur via email, provided each board member, regardless of presence at a properly noticed meeting, shall provide a written signature to their vote.*

BY-LAW AMENDMENT

Except as expressly prohibited by applicable law, the Organization shall indemnify every Director and officer of the Organization who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Organization, by reason of the fact that such person is or was a Director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, officer, fiduciary or trustee of another Organization, partnership, joint venture, trust, employee benefit plan or other entity or enterprise, against expenses (including attorneys' fees), judgments, fines, damages, punitive damages, penalties, excise taxes assessed with respect to employee benefit plans and amounts paid in settlement in connection with such action, suit, appeal or other proceedings. Persons who are not Directors or officers of the Organization may, at the discretion of the Board of Directors and in circumstances in which any such person is a party to a proceeding referred to in this Section 2., be indemnified by the Organization to the same extent the Organization would be required by this Section 2. to indemnify such persons if they were or had been Directors or officers of the Organization.

The right of indemnification provided in this Article XII shall constitute a contract between this Corporation and each of its directors, officers, or other indemnitee and shall not be deemed exclusive of other rights to which any director or officer may be entitled as a matter of law or under the Articles of Incorporation of this Corporation, or any by-law, agreement, vote of the Board of Directors, or otherwise. Said right of indemnification shall continue as to persons who have ceased to be directors or officers of this Corporation and shall inure to the benefit of their personal representatives, heirs and assignees.

A director shall not be personally liable as a director for monetary damages, for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedures) of the Pennsylvania Consolidate Statures, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to responsibility or

liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, State or Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the By-laws, nor to any breach or performance of duty or any failure of performance of duty by a director prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

AMENDMENT

The Assets of Family Service Association of Wyoming Valley are to be distributed to a like non-profit organization if dissolution of Family Service Association were to occur.

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