



## **Transitions of PA By-Laws**

### **Article I. Name:**

The Name of this Corporation, as specified in the Articles of Incorporation of December 1976, as amended, is Transitions of PA, Inc. The address of this Corporation is P.O. Box 170, Lewisburg, PA 17837.

### **Article II. Purposes:**

Transitions of PA is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purposes:

1. To provide advocacy, empowerment and education to victims, survivors, significant others of domestic violence, sexual assault, and other serious crimes in Northumberland, Snyder and Union Counties, Pennsylvania.
2. To provide 24-hour access to support services via hotline and on-call counselor/advocates.
3. To provide emergency shelter and supportive housing.
4. To provide safety planning and empowerment-based individual and group counseling.
5. To provide legal and medical advocacy services.
6. To provide a referral system to other community agencies.
7. To provide prevention education and awareness programs to schools, businesses and other community organizations.

The Corporation shall have the power to engage in and to do any lawful act concerning any and all lawful functions for which nonprofit corporations may be incorporated under the Pennsylvania Nonprofit Corporation Law of 1933, as amended. The Corporation is organized exclusively for charitable, educational and scientific purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

The Corporation is committed to helping and empowering all people, to preventing abuse and exploitation, and to building communities free of violence.



These purposes are summarized in the Corporation's Mission Statement, which shall be reviewed by the Board of Directors annually as part of strategic planning development.

### **Article III. Fiscal Year:**

The fiscal year of the Corporation shall run from July 01 to June 30. The Board of Directors of Transitions of PA, Inc. directs that an Annual Audit of the Financial Accounting of the organization be conducted at the end of each Fiscal Year by a qualified firm. The contract shall be awarded as a competitive bid. The Board reserves the right to determine the bid as a multi-year contract price. This audit shall be completed before October 31 of the next Fiscal Year.

### **Article IV. Board of Directors:**

**Section 1. Board Membership:** Board membership is open to anyone regardless of race, creed, color, sex, national origin, age, sexual orientation, marital status, economic status, education, physical ability, political affiliation or belief. All adult citizens of the United States, residing or employed within the Commonwealth of Pennsylvania, preferably those in the Susquehanna Valley Region, shall be eligible for election to the Board of Directors. Board member applicants must subscribe to the mission and purposes of the Corporation.

**Section 2. Responsibility:** The Board of Directors shall be the governing body of the Corporation and shall be responsible for all matters of operation of the Corporation.

**Section 3. Board size:** The Board of Directors shall be comprised of a maximum of twenty-one (21) voting members.

**Section 4. Term of Office:** The term of office of each Board member shall be three (3) full fiscal years.

**Section 5. Nominations of Directors:** The Board of Directors shall nominate Directors to fill vacancies as needed. New Directors shall be elected by the majority vote of the current Board of Directors.

**Section 6. Emeritus Directors:** The Board of Directors may select persons to serve as Directors Emeriti who have demonstrated extraordinary dedication and loyalty to the organization.

**Section 7. Voting:** Each Board member shall have one vote. The Chief Executive Officer shall be a non-voting member of the Board. College Students and Directors Emeriti, if any, shall be non-voting members.

- A. Absentee Voting: Members may cast an absentee vote on a specific motion in writing to the Secretary at least three days prior to the meeting. In that communication, the members must clearly state their position on the motion.
- B. Electronic Voting: Any member of the Executive Committee may call for a vote on a specific motion by electronic means.

**Section 8. Quorum:** One-half (1/2) of the current membership of the Board plus one (1) shall constitute a quorum. Members on a leave of absence shall not be included in membership for purposes of determining a quorum. Board members may participate in Board and committee meetings via conference call. Members participating via conference call shall be included for purposes of determining a quorum.

**Section 9. Meetings:** Meetings of the Board of Directors shall be held at least eight (8) times per year, preferably once a month. With reasonable notice, special meetings of the Board may be called at the discretion of the Board President or, in the President's absence, the Vice-President. Reasonable notice of the special meeting shall be given to each Board member. The annual meeting shall be held in June. Minutes shall be taken at every meeting and they shall be available to all staff.

**Section 10. Attendance:** Board members are expected to attend meetings regularly and to notify the Board President or the Chief Executive Officer if they are unable to attend the meeting. Three (3) consecutive absences or five (5) absences within a twelve (12) month period will be cause for membership review. Leaves of absence may be taken with approval of the President of the Board.

**Section 11. Removal of Board Members:** Removal of any board member shall occur if the board member breaches confidentiality or the Code of Conduct; has a conflict of interest as stated in the Conflict of Interest policy; or a decision is made to remove the board member in accordance with Article IV, Section 10.

**Section 12. Liability:** Members of the Board shall not be individually or collectively liable for monetary damages for any action taken or any failure to take action unless:

- (A) Board Members have breached or failed to perform their duties under 15 Pa.C.S. § 5713 (relating to standard of care and justifiable reliance), and
- (B) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

## **Article V. Officers of the Board:**

**Section 1.** Annual nomination of officers shall take place at the May meeting. At the Annual Meeting, the Board of Directors shall elect a President, Vice-President, Secretary and Treasurer for terms beginning on July 1. All such officers shall be elected for a term of one (1) year. If an officer vacancy occurs mid-term, an election shall be held to fill the vacancy for the remainder of the term. Officers shall be elected by majority vote and may succeed themselves.

**Section 2. Executive Committee:** The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer. The Executive Committee initiates and reviews matters for Board action and makes recommendations to the Board. The Board is not bound by the Executive Committee's recommendations. The Executive Committee may take action between Board meetings as provided by resolution of the Board. If such action is taken, minutes of such meeting shall be sent to the Board members within seven (7) days. The action shall be reported at the next scheduled meeting of the Board.

The Executive Committee does not have the authority to amend or repeal any resolution of the Board, or take action on any matters assigned to another committee of the Board.

**Section 3.** The President of the Board shall preside at all meetings of the Board. The President has the power to form a committee, coordinate activities of the Board and assign members to these committees if there are no volunteers. The President shall maintain necessary communication with these committees.

**Section 4.** The Vice-President of the Board shall preside at Board meetings in the absence of the President and shall be responsible for assisting the President of the Board with the President's duties as necessary. The Vice-President shall assume the responsibilities of the President if the President resigns or vacates the office.

**Section 5.** The Treasurer shall preside over the Finance Committee and ensure that reports of financial status are given at Board meetings. The responsibility for co-signing checks may be assigned to any Board officer.

**Section 6.** The Secretary, with the administrative staff of the Corporation, as needed, shall be responsible for the minutes of each Board meeting and shall be responsible for preparation and distribution of said minutes. The Corporation office shall maintain a permanent record of the Board meeting minutes.

**Section 7. Removal of Officers:** Removal of any officer shall occur if the officer breaches confidentiality or the Code of Conduct; has a conflict of interest as stated in the Conflict of Interest policy; or a decision is made to remove the officers in accordance with Article IV, Section 10.

**Section 8. Chief Executive Officer:** The Board of Directors shall hire the Chief Executive Officer to be the Administrator of the Corporation. The Chief Executive Officer reports directly to the President of the Board. The Board or its designated committee shall annually evaluate the Chief Executive Officer's job performance.

## **Article VI. Standing Committees of the Board:**

The Board may form standing and ad hoc committees. Each committee shall be required to report to the Board for final approval of committee activities and actions.

**Section 1. Committee Chairperson:** The President of the Board shall annually appoint a chairperson for each committee from among the Board membership. The tenure of committee chairpersons shall be one (1) year.

**Section 2. Meetings:** The Finance Committee shall meet at least eight times per year. All other committees shall meet as needed as determined by the Chairperson of the Committee. The Finance Committee shall meet and/or review the Corporation's finances on a monthly basis.

**Section 3. Governance Committee:** The Governance Committee shall make recommendations to the Board for carrying out policies and procedures to enhance Board governance. This committee shall, *inter alia*, review the Corporate By-Laws annually and make recommendations to the Board for amendments; recruit prospective Board members for nomination to the Board; nominate and recommend Board officers annually; and ensure compliance with required codes of conduct and conflict of interest standards.

**Section 4. Personnel Committee:** The Personnel Committee shall make recommendations regarding personnel policy and procedures, and shall participate in the Grievance procedure as described in the Transitions of PA Handbook.

**Section 5. Finance Committee:** The Finance Committee shall oversee all financial and budgetary matters. It shall monitor the variance report and budget details of all grants, and facilities maintenance.

**Section 6. Development and Public Relations Committee:** The Development and Public Relations Committee shall annually plan and implement financial goals and strategies to support the organization in carrying out its mission to assure sustainability and fiscal health. Because a positive public image is essential to meeting Transitions' fundraising and development goals, the Committee shall support branding, marketing and communication efforts of the organization.

**Section 7. Education Committee:** The Education Committee shall review existing educational programs and services and make recommendations regarding new efforts. This Committee also shall establish goals to assess effectiveness and resources.

## **Article VII. Property Rights and Distribution on Dissolution:**

### **Section 1. Property Rights for members:**

The Corporation is not authorized to engage in any activity or business, carried out for private profit or gain. No member of the Corporation shall be entitled to receive any private or personal gain or profit from any activity of the Corporation, except that the Corporation shall be authorized to pay reasonable compensation for services rendered.

### **Section 2. Distribution on Dissolution or Liquidation:**

The Corporation is not organized for profit and no part of the net earnings of the Corporation shall ever inure to the benefit of any private members. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property, assets or the proceeds of the same. In the event of liquidation or dissolution, the Board of Directors shall, after paying or making due provision for the payment of all liabilities of the Corporation, distribute all remaining properties solely to organizations or entities which are incorporated exclusively to provide services to victims of domestic violence and sexual assault. If no such organization exists, then distribution shall be made to organizations for charitable, educational or scientific purposes which are fully and duly qualified as exempt organizations as defined by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

## **Article VIII. Adoption and Amendments to the By-Laws:**

**Section 1.** These By-Laws shall be adopted by the majority of the members of the Board of Directors and shall be in full force immediately.

**Section 2.** These By-Laws may be amended by a two-thirds (2/3) vote of the current membership of the Board of Directors. Notice of any proposed amendment shall be provided to the current Board membership at least ten (10) days prior to the vote.

## **Article IX. Parliamentary Authority:**

The current edition of Roberts Rules of Order shall be the parliamentary authority for all matters not specifically covered in these By-Laws.

Adopted: 12/08/76  
Revised: 01/03/83  
Revised: 12/10/84  
Revised: 01/13/87  
Revised: 05/15/89  
Revised: 07/17/89  
Revised: 01/22/90  
Revised: 04/30/92  
Revised: 11/01/92  
Revised: 02/15/93  
Revised: 03/28/93  
Revised: 05/10/93  
Revised: 07/19/93  
Revised: 10/03/98  
Revised: 05/20/02  
Revised: 11/18/02  
Revised: 03/15/04  
Revised: 05/16/05  
Revised: 05/30/06  
Revised: 03/12/08  
Revised: 01/02/09 Approved by board January 19, 2009.  
Reviewed January 17, 2011 no changes  
Revised: 09/15/2011  
Revised: 10/20/2014  
Revised: 03/24/2020