

# INDIANA YOUTH SERVICES ASSOCIATION, INC. BY-LAWS

## ARTICLE I - NAME AND PURPOSE

### Section 1 - Name:

The name of the corporation shall be the Indiana Youth Services Association, Inc. This use of "the Association" is authorized as the abbreviated name of this corporation, wherein the same is used in these by-laws.

### Section 2 - Purpose:

The purpose of this association shall be to:

- a. provide support, mutual assistance, *and advocate on behalf* of association members;
- b. maintain and disperse centralized information on the needs of youth and families;
- c. promote community awareness of the needs of youth and families within the state of Indiana;
- d. advocate on issues pertaining to youth and families;
- e. encourage alternatives to the juvenile justice system;
- f. act as resources for youth and provide links to other youth service programs; and
- g. advocate for the rights of youth.

## ARTICLE II - STATUS AND CORPORATE SEAL

### Section 1 - Status:

The corporation shall be not-for-profit in accordance with the laws of the state of Indiana and the internal revenue code of the United States of America and shall publicize this status in connection with all activities.

### Section 2 - Corporate Seal:

The seal of the corporation shall bear the words *The Indiana Youth Services Association, Inc.*

## ARTICLE III - MEMBERSHIP

### Section 1 - Eligibility:

Membership in the association shall be open to community based agencies under three separate categories as detailed in the IYSA Policies and Procedures manual:

1. Accredited Membership
2. Associate Membership
3. Affiliate Membership

A community based agency is defined as an organization that has input on policy, program, and personnel decisions at the community level and is responsive to the needs of the local community/county which it serves.

It shall be the responsibility of the Board of Directors as herein established, to implement the By-laws and set eligibility guidelines under this section. The new member agency process is

as follows:

1. Agencies submit application to the IYSA office
2. Membership application is reviewed by the Membership Committee. Criteria considered includes program type, service area, funding available.
3. New agencies would enter at the Associate Member level for a period of at least 9 months.  
*This process could be expedited in the event of YSB expansion, replacement, or an increase in funding.*  
During this time they would have to meet the following requirements:
  - a. Complete the Agency Development Assessment (Self);
  - b. Complete the Membership Standards Assessment (IYSA Staff);
  - c. Attend the training portion of the Quarterly Meetings;
  - d. Report on a minimum of 20% of all participants or 20 participants (whichever is less) in the IYSA Outcomes Reporting database;
  - f. membership committee recommends agency to board of directors; and
  - e. Board recommends to full membership for approval as an IYSA Accredited Member.

#### Section 2 - Rights and Responsibilities:

Each accredited member agency is entitled to one vote at membership meetings of the association.

Associate and Affiliate members may speak, but are not entitled to vote at the membership meetings.

#### Section 3 - Revocation of Accredited Membership Status:

Accredited membership status of a youth service bureau may be revoked by the accredited membership for just cause at the recommendation of the board of directors. Revocation shall require approval by a simple majority of the accredited membership.

### **ARTICLE IV - MEMBERSHIP MEETINGS**

#### Section 1 - Regular Meetings:

The accredited membership shall meet at least four (4) times each year, with date, time, and location to be determined by the association. One of these meetings shall be considered the annual meeting. A simple majority of the accredited membership shall constitute a quorum.

### **ARTICLE V - GOVERNING BODY**

Section 1 - Governing Body:

Membership on the Board of Directors shall be representative of the population of the state of Indiana. Nominations shall be made by the Membership Committee of the Accredited Member Agencies or the Board of Directors of the Association. The governing body of the Association shall be the Board of Directors consisting of a minimum of eleven (11) members but not more seventeen (17) members.

The Board of Directors shall be made up of a minimum of 40% but not more than 50% of representatives of the accredited membership. The membership committee shall be responsible for nominations of accredited membership representatives to the full board.

Section 2 - Election:

Individuals eligible or standing for elections or appointment, according to Article V - Governing Body, Section 1, shall be elected by the Board of Directors to serve a term of three years at any regular board meeting.

Section 3 - Terms of Office:

The term of office on the Board of Directors shall be for three (3) years and no member of the Board of Directors shall serve more than two (2) consecutive three-year terms.

Section 4 - Classes:

The Board of Directors shall be divided into three (3) classes based on the year of election.

Section 5 - Regular Meetings:

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the association and at least three (3) other times as designated by the executive committee. Notice of regular meetings of the Board of Directors shall be provided ten (10) days prior to the meeting by the corporate secretary or by his/her designee.

Section 6 - Special Meetings:

Special meetings of the Board of Directors may be called by the president or any two directors. The persons calling the meeting may set the date, time, and location.

Notice of special meetings of the Board of Directors shall be provided ten (10) days prior to the special meeting and the notice shall convey the purpose of the meeting.

Only that business for which the special meeting was called may be discussed.

Section 7 - Quorum:

Fifty (50) percent plus one of the total numbers of Board members shall constitute a quorum. For the transaction of business, provided that if less than a quorum is present at any meeting, a majority of directors present may adjourn the meeting to another time without the ten-day notice.

Section 8 - Manner of Acting:

All business will be decided by a simple majority of members present unless specified in these by-laws or by resolution or by statute.

Section 9 - Conflict of Interest:

Any possible conflict of interest on the part of a director shall be disclosed to the Board of Directors. When any such interest becomes a matter of Board action, said director shall not vote nor use personal influence on the matter, and shall not be counted in the quorum for a meeting. The director may, however, speak to the question and answer any pertinent questions. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 10 - Removal:

Directors may be removed by a simple majority vote of the Board of Directors for just cause.

Section 11 - Vacancies:

In case of any vacancy on the Board of Directors due to death, resignation or removal, the remaining members may elect a successor to fill the vacancy.

Section 12 - Compensation:

Directors shall not receive any salaries compensation for their services as a member of the Board.

**ARTICLE VI - OFFICERS**

Section 1 - Officers:

The officers shall consist of a president, vice-president, secretary, and treasurer. Other officers may be elected by the Board of Directors. Any two or more offices may be held by the same person, except the office of president and secretary.

Section 2 - Election and Term of Office:

The officers of the Board of Directors will be elected at the first meeting of the Board after the annual meeting of the association. No officer shall serve a term of more than three (3) consecutive years in the same office.

**ARTICLE VII - DUTIES OF THE OFFICERS**

Section 1 - President:

The president shall be the principal executive officer of the corporation/association. The president shall preside at all meetings of the Board of Directors and at the annual meeting of the association, appoint with the advice of the Board all chairpersons and committee members, and shall discharge all duties incident to the office of president as prescribed by the Board of Directors. The president shall have no vote except in the case of a tie vote. The president shall be an ex-officio member of all committees.

Section 2 - Vice-President:

The vice-president shall assist the president in the discharge of the president's duties as the president may direct and shall perform such other duties as may be assigned by the president or the Board of Directors.

In the event of absence, inability or refusal of the president to act, the vice-president shall perform the duties of the president with all the power of and subject to all the restrictions upon the president.

Section 3 - Secretary:

The secretary shall record and preserve in the books of the corporation true minutes of the proceedings of all meetings of the Board of Directors and the annual meeting of the association, distribute copies of the minutes with given notice of meetings, keep register of names and addresses of the membership, and perform all duties of the secretary and such other duties as may be assigned by the president or the Board of Directors. Further, the secretary shall be the keeper of the seal of the corporation and fix same to all instruments where its use is required.

With approval of the Board of Directors, a paid staff person of the association may be directed to record minutes of all meetings.

Section 4 - Treasurer:

The treasurer shall be the principal accounting and financial officer of the corporation and shall be responsible for maintenance of all the corporate books of account; have charge and custody of all association and corporate funds and securities; and be responsible for the receipt and disbursement thereof. The treasurer shall serve as chair of the budget and finance committee. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum as the Board of Directors shall determine.

**ARTICLE VIII - DUTIES OF THE BOARD OF DIRECTORS**

Section 1 - Empowerment:

The affairs of the corporation shall be managed by its Board of Directors. All actions by the Board of Directors shall be reported through the president to the membership of the association at the annual meeting.

Section 2 - Management of Affairs:

The Board of Directors shall manage all the affairs of the association on any and all questions relating to any matters whatsoever, and to make all contracts necessary for the proper transaction of business. They shall have jurisdiction over all matters pertaining to the care, conduct, and supervision of the association and its finances.

Section 3 - Power to Appoint:

The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary for the transaction of business of the corporation.

Section 4 - Contracts, Conveyances, Etc.:

When in the execution of any conveyance or other instruments has been authorized by a majority vote of the Board of Directors or by the unanimous approval of the Executive Committee, the secretary may execute the same in the name and behalf of this corporation and may affix the corporate seal. The Board of Directors shall have power to designate the

officers and agents who shall have authority to execute any instrument on behalf of this corporation.

Section 5 - Power of Board to Borrow Money:

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this corporation, and in such case, the Board of Directors may authorize the proper officers of this corporation to make, execute, and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of such note, bond, evidence or indebtedness of mortgage.

**ARTICLE IX - EMPLOYED STAFF**

Section 1 - Executive Director:

The Board of Directors shall employ a chief executive officer of the association. Subject to the Board of Directors, the chief executive officer shall have general direction over the operation of the association; shall implement all policies of the board; shall submit to the board or its committees such reports as may be required; shall assist in the preparation of the annual budget; shall assist in the preparation of personnel policy; and perform such other functions as the Board of Directors may direct.

The executive director shall be responsible directly to the Board of Directors and shall attend all meetings of the board and its committees without vote.

The chief executive officer shall be the direct liaison between the Board of Directors and the association membership. The responsibility of the Executive Director to the membership shall be defined by the personnel committee in the Executive Director's job description.

Section 2 - Other Staff:

Such staff as may be necessary to support the association shall be hired and terminated by the executive director. The employed staff shall report directly to and are accountable to the executive director.

**ARTICLE X - COMMITTEES**

Section 1 - Standing Committees:

The standing committees of the Board of Directors shall be an executive committee, a finance committee, a program committee, a membership committee, an advocacy committee,

The duties of the standing committees shall be determined by the Board.

Section 2 - Appointment:

Members of the standing committees shall be appointed by the President, with the advice of the Board of Directors. At least one member of each committee shall be an agency director or his/her designee who is not an elected member of the Board of Directors.

Section 3 - Ad Hoc Committee:

Special *Ad Hoc* committees or task forces may be appointed by the president with the approval of the Board of Directors as the need arises.

Section 4 - Committee Chairpersons and Terms of Office:

All committee chairpersons, except those designated by these by-laws, shall be appointed by the president at the first meeting following the annual meeting of the association. Each committee member shall serve until a successor is appointed.

Section 5 - Vacancies:

Vacancies on committees may be filled by the president.

Section 6 - Quorum:

Unless otherwise stated in the designated committee's resolution, a quorum will consist of the committee members present.

Section 7 - Rules of Procedure:

Each committee may adopt its own rules of procedure consistent with these by-laws or rules adopted by the Board of Directors.

**ARTICLE XI - MISCELLANEOUS**

Section 1 - Checks and Drafts:

All orders for the payment of money shall be signed by such corporate officer or agent as the Board of Directors shall determine. In the absence of such a board determination, all checks and drafts shall be signed by the treasurer and the president.

Section 2 - Association and Corporate Funds:

All association and corporate funds shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 3 - Annual Audit:

There shall be an annual audit of all books and financial records.

Section 4 - Fiscal Year:

The fiscal year of the corporation shall end on December 31 of each year.

**ARTICLE XII - DISSOLUTION OF ORGANIZATION**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by one court of common pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII - AUTHORITY TO INCUR EXPENDITURES OR LIABILITIES**

No director, officer, or other representative of the Indiana Youth Services Association shall authorize or make any expenditure or commit the association to any liability whatsoever, unless such expenditure or liability shall have been previously approved by the Board of Directors or set up in a budget approved by the corporation.

**ARTICLE XIV - AMENDMENTS**

The by-laws, or any part thereof, may be altered, amended, or repealed by a two-thirds majority of the accredited membership present at a membership meeting as described herein.

**ARTICLE XV - PARLIAMENTARY AUTHORITY**

The rules contained in Roberts Rules of Order shall govern the Indiana Youth Services Association.