

Arizona South Asians For Safe Families

Bylaws

APPROVED March 26, 2005

ARTICLE I

Name

The name of the organization shall be Arizona South Asians For Safe Families, hereafter referred to as ASAFSF.

ARTICLE II

Mission Statement

The mission of ASAFSF is to increase awareness, provide support services to victims of domestic violence and emphasize the importance of maintaining a safe family environment in the South Asian community in Arizona.

ARTICLE III

Location

The principal office of ASAFSF, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the state of Arizona, as may be fixed from time to time by consensus of the Board members.

ARTICLE IV

Membership

Section 1: Membership

The membership of ASAFSF will be on an annual basis, according to the corporation's fiscal year and will consist of all members of the Board of Directors, and all in good standing.

Recruitment, termination and reinstatement of ASAFSF members will be made without discrimination based on race, color, creed, religion, sex, age, national origin, physical handicap or disability, sexual orientation or preference, geographic location within the state or political affiliation.

Section 2: Responsibilities

Members must demonstrate a commitment to the mission statement of ASAFSF and its vision.

Section 3: Meeting of Core Members

Core membership of ASAFSF will meet each month. Generally, these meetings are open to all members and regular attendance will be considered an important indicator of commitment to the cause and vision of ASAFSF. Special meetings may be called by a consensus of the Core membership.

An annual meeting will be held at the end of each fiscal year, to present reports of the Core members, the outreach coordinator and the volunteer coordinator. The annual meeting is open to all but only Core members have the voting rights.

Section 4: Notice of meetings

Notice of meetings of the membership must be sent to each member in writing and must be mailed, faxed, e-mailed or delivered, at least, ten (10) days prior to the day of the meeting.

Section 5: Founding Membership

This is the group working to start the organization from Summer 2004 and continuing with its mission through June 30, 2005.

Section 6: Core Membership

There shall be ten (10) to fifteen (15) Core members. Core membership is available to individual members that are deeply committed to the cause of ASAFSF, its mission statement and vision. The core membership shall be responsible for overall activities of the organization including setting up its policies and goals. A core member must participate in, at least, eight (8) monthly meetings and get involved with two (2) or more ASAFSF projects during the previous fiscal year. To be eligible for Core membership for the fiscal year 2005-2006, an individual must be a founding member and must attend at least, five (5) monthly meetings held between November 19, 2004 and June 30, 2005. They must attend appropriate training sessions to deal with issues related to domestic violence and sign the confidentiality policy of ASAFSF. The core membership must adhere to non-discrimination, conflict of interest and other established policies of ASAFSF. The annual membership fee (\$25) must be paid.

Section 7: Full Membership

Full membership is available to those organizations that operate as a domestic violence program, center or shelter within the state of Arizona. The applicant organization must demonstrate a commitment to the mission statement of ASAFSF and it's vision. The application for full membership will be reviewed by the core membership. Any applicable dues must be paid by the organization and a representative must participate in, at least, four (4) monthly meetings of the core membership of ASAFSF during each fiscal year.

Section 8: Individual Membership

Individual membership is available to persons interested in the activities of ASAFSF. The applicant must demonstrate commitment to the mission statement of ASAFSF and it's vision. Applications for individual membership will be reviewed by the core membership. Any applicable dues must be paid by the individual member and must participate in, at least, one (1) of the projects of ASAFSF, as determined by the core membership.

Section 9: Affiliate Membership

Affiliate membership is available to organizations interested in the activities of ASAFSF. The applicant organization must demonstrate a commitment to the mission statement of ASAFSF and it's vision. The application for affiliate membership will be reviewed by the core membership. Any applicable dues must be paid by the organization and a representative must participate in, at least, two (2) monthly meetings of the core membership during each fiscal year. Also, the organization must participate in, at least, one (1) of the projects of ASAFSF, as determined by the core membership.

Section 10: Student and Senior Citizen Membership

Student and senior citizen membership is available to bona fide students and seniors (60 years and above) interested in the activities of ASAFSF. The application for student and senior citizen membership will be reviewed by the core membership and applicable dues are reduced. Student and senior members are encouraged to participate in ASAFSF activities under the guidance of the core membership.

Section 11: Survivor Membership

Survivor membership is available to individuals interested in the activities of ASAFSF. Survivor members are encouraged to participate in ASAFSF activities and serve in one of the projects. The application for survivor membership will be reviewed by the core membership. Any applicable dues must be paid.

Section 12: Reduction or Waiver of Membership Dues

The Core membership will review any requests for reduction or waiver of annual dues.

Section 13: Termination of Membership

The Board members may suspend or terminate the membership of any member after hearing a report from core members. The Board may suspend or terminate the membership of a core member for cause after hearing one of the following:

- (i) A report from core membership, in writing.
- (ii) A petition from, at least, ten (10) core members, in writing.
- (iii) A petition from, at least, twenty (20) members, in writing.

Membership may be suspended or terminated as a result of failure to adhere to the ASAFSF mission statement and its vision or for other cause(s). Any member considered for removal will be given an opportunity to be present and to be heard at the core membership meeting at which her or his removal is considered. The affected member must be notified, in writing, of the proposed action, at least, fifteen (15) days in advance of such a meeting and shall have the opportunity to be heard on the proposed termination of membership, at least, five (5) days before termination.

Any member may resign by filing a written resignation with the core members.

Applications for reinstatement will be reviewed by the core members and considered by consensus of the Board after hearing the core membership report. Applicants will be notified, in writing, of the Board's decision and of any terms of such reinstatement that the Board may deem appropriate.

ARTICLE V

The Members of the Board

Section 1: Composition

There shall be five (5) to seven (7) members of the Board. The members of the Board shall be Core members (founding members for the fiscal year 2004-2005) of ASAFSF, in good standing, and will consist of President, Secretary, Treasurer, Outreach Coordinator and Volunteer Coordinator.

In order to ensure fair representation, ASAFSF will actively recruit Board members who represent the voices of victims and survivors.

Signature authority rests with the President, the Secretary and the Treasurer.

Section 2: Appointment

The members of the Board shall serve for two-year (48 months) terms beginning at the start of each fiscal year. A Board member may not serve more than two (2) consecutive terms. A member who has served two (2) consecutive terms may be reconsidered for Board appointment after taking, at least, one year off from serving on the Board.

Persons seeking to be a Board member must submit an application to the Board and will be reviewed by the core membership.

Section 3: Quorum

The quorum of a Board meeting will be three or four (50% + 1) current members of the Board.

Section 4: Consensus Decision Making

At all meetings of the Board, decisions shall be made by consensus.

Section 5: Responsibilities

Policies and goals of ASAFSF will be determined by the core membership. The Board shall have full power and authority to carry out affairs of the organization and to exercise leadership in matters of policy.

The Board shall approve, for each project a written outline of duties and responsibilities for participating members.

The Board shall consider and adopt the agency's annual budget after hearing the report of the Treasurer.

The Board shall approve the selection of legal counsel.

The Board shall require periodic reports on assigned operations from the project participants (or leaders), organizations and the coordinating team.

The Board may create ad hoc committees as needed.

If a member is unable to serve, the Board may fill the un-expired term of such member according to the affirmative action guidelines.

The Board members must adhere to ASAFSF mission, its vision, non-discrimination, conflict of interest and other established policies of the organization.

Section 6: Removal of Board Members

The Board will have the power to remove any member, including a member of the Board, for cause after hearing one of the following:

- (i) A report of the core membership, in writing.
- (ii) A petition from ten (10) or more Core members, in writing.
- (iii) A petition from twenty (20) or more members, in writing.

All of the above require specific reason for termination and delineated proof. The Board member affected must be notified, in writing, of proposed action, at least, fifteen (15) days in advance of such a meeting and have an opportunity to be heard, at least, five (5) days before removal. The board member being considered for removal will be given an opportunity to be present and to be heard at the meeting at which her or his removal is considered.

A Board member shall give 24 hours notice of her/his inability to attend a Board event to the President or the Secretary by phone. By consensus of the other members of the Board and on a case-by-case basis, a Board members absence will be deemed either excused or unexcused. An

excused absence may include absence due to illness or an emergency on the day of the event and with prior notice. An unexcused absence is defined as a failure to notify as outlined above or by lack of participation at a Board event for less than two-thirds of the scheduled time of the event. A Board member with two (2) unexcused absences from Board events during a fiscal year will cause her/his position to be declared vacant.

Upon consensus of the other members of Board, it shall be the duty of the Core members to notify the Board member of her/his vacated position, in writing, within thirty (30) days of the most recent unexcused absence.

Upon consensus of the other members of the Board, a Board member may be removed from the Board for cause at any Board meeting.

Section 7: Meeting of the Members of the Board

Special meetings of the Board may be called at any time by consensus of the Board or by a petition of ten (10) core members or twenty (20) individual members of ASAFSF, in writing.

Notice of special meetings of the Board may be given by phone, e-mail or fax, at least, five (5) days prior to the date of the meeting.

ARTICLE VI Titular Officers

Section 1: Composition and Selection

The titular officers of ASAFSF shall be the president, secretary and treasurer, as determined by the core membership.

If an officer is unable to serve, the core members may fill the un-expired term of such officer.

Section 2: Terms

Officers take office at the first regular meeting of the Core membership following the selection and hold office two (2) years. No officer may hold the same office for four (4) years in a row.

Section 3: Removal of Officers

Same as in these Bylaws, Article V, Section 6.

Section 4: Duties and Responsibilities of Officers

The President will:

- (i) Sign all contracts and obligations authorized by the Board or, when appropriate delegate such authority, in whole or part, to the project leaders or volunteer and/or outreach coordinators.
- (ii) Ensure that all notices of meetings of the Core membership and special meetings of the Board and any other notices, as required by law or by these bylaws are sent.

The Secretary will:

- (i) Ensure that full records of membership and of attendance at meetings are kept.
- (ii) Ensure that minutes of meetings of the Core members and meetings of the members or special meetings of the Board are kept.
- (iii) Authenticate corporation records.

The Treasurer will:

- (i) Ensure that an account of all receipts and disbursements is kept, that all debts and obligations of ASAFSF are paid and review financial reports.
- (ii) Furnish the Core membership with monthly financial statements and an annual statement of all receipts and disbursements.

ARTICLE VII

Standing Teams

There will be three (3) standing team projects: Volunteer project team, Outreach and Strategic planning and fundraising. The project teams will be responsible for reporting to the Board.

The Board in partnership with Core members will establish a written outline of its duties and responsibilities and establish for a team project and establish a minimum membership standard and quorum requirements.

Members of standing team projects may include ASAFSF members or other non-members from the community.

ARTICLE VIII

Fiscal Year

Section 1: Fiscal Year

The fiscal year of ASAFSF will be July 1 through June 30.

Section 2: Financial Review

The financial records of ASAFSF will be reviewed annually by a certified public accountant nominated by the Core members and approved by the Board. The Treasurer will review the accountant's report and present the final report to the Board for approval.

ARTICLE IX

Amendment of the Bylaws

These bylaws may be amended at any meeting of the Core members. There must be a quorum present (50%+1 of the founding or core membership). Any Core membership meeting with an agenda to vote on an amendment of the bylaws, must be notified in writing and made at least thirty (30) days in advance.

ARTICLE X

Dissolution

Upon dissolution of the corporation and after the payment or the provision for payment of all liabilities of ASAFSF, the members of the Board will dispose of the assets of the corporation exclusively for the purposes of the corporation or to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by the county court of jurisdiction.

ARTICLE XI

Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its Board members, Core members, volunteers including persons formerly occupying any such positions, and their heirs,

executors, and administrators, against all expenses (including attorney's fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit or proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a member or a volunteer of this corporation.

The corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its members and volunteers, against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, or to give other indemnification to the extent permitted by law.

A person may not be indemnified if the person is found to have received any personal benefit, thereby becoming liable to the corporation, or if the person is found liable for an intentional tort.

ARTICLE XII

Conflicting Interest Transactions

A conflicting interest transaction is one to which the corporation is a party and in which one or more of the Core members has a financial interest or a transaction between this corporation and any person (other than a 501(c)(3) organization) in which one or more of the members is a director or between this corporation and any person in which one or more of the Core members has a beneficial financial interest. A Core member will not be deemed to have a "beneficial financial interest" in a contract or transaction that implements a charitable program of this corporation solely because the contract or transaction that results in a benefit to a Core member or her/his family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by the corporation in good faith and without unjustified favoritism. The Core members shall have an obligation to disclose any potential beneficial interest.

The Board may approve a conflicting interest transaction if the Board determines that the transaction is in the best interest of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. When deciding this issue, the member who has a beneficial interest shall take no part.

ARTICLE XIII

Confidentiality

Each Core member shall be required to sign the confidentiality policy of ASAFSF.