

HOPKINS HOUSE
- A Center for Children and Their Families -

BYLAWS



PROPOSED: 8 August 1939
ADOPTED: 8 August 1939
LAST AMENDED: 14 June 2000

ARTICLE I

1. *Name of the Organization*
2. *The full name of this organization shall be HOPKINS HOUSE - A CENTER FOR CHILDREN AND THEIR FAMILIES; and the short name shall be HOPKINS HOUSE.*

ARTICLE II

3. *Organization and Structure*
4. *An Association composed of individual members, each with one vote, shall govern Hopkins House. The activities and operations of the Association shall be executed through an Agency properly incorporated under IRS regulation 501(c) 3.*

ARTICLE III

5. *Mission of the Organization*
6. *The mission of this Association and its Agency shall be:*
7. *"Hopkins House is A Center For Children And Their Families, having as its mission to serve the educational, developmental, and health needs of economically disadvantaged children and their families by developing and implementing model community-based programs for national replication that help to strengthen families, reduce risky behaviors, improve health and enable children to become healthy, educated, motivated and to have hope for the future."*

ARTICLE IV

8. *The Hopkins House Association*
9. *An Association composed of individual members shall govern Hopkins House.*
10. Section 1. Membership



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11. *The Association membership shall be composed of those persons who by any method devised by the Trustees have demonstrated by public deed, their support of the Association and its mission.*
12. *There shall be no limit on the number of persons who may be members of the Association.*
13. *There shall be no rule, procedure, or act of the Association that limits membership, participation in the Association's governance or in its activities on the basis of race, religion, color, gender or sexual orientation, age, national origin, or disability.*
14. *Section 2. Responsibilities of Membership*
15. *The Association membership shall meet annually, in June unless otherwise determined by the Trustees, to:*
16. *Receive a report on the state of the Association and its Agency from the President or Chair of the Board of Trustees;*
17. *Receive a report on the state of the Association's fiscal affairs from the Secretary/Treasurer of the Association;*
18. *Elect members and officers to the Association's Board of Trustees;*
19. *Elect Honorary Members to the Board of Trustees; and,*
20. *Amend the bylaws of the Association as necessary.*
21. *At least seven days notice of the meeting shall be mailed to each member of the Association.*

ARTICLE V

22. *The Trustees*

23. *The Management of this Association shall be vested in Trustees. There shall be no more than thirty (30) Trustees. All Trustees must be members in good standing of the Association.*
24. *The Trustees shall execute faithfully and fully the wishes of the Association membership as prescribed in these bylaws or through rules or acts authorized in accordance with the established procedures of the Association.*
25. *The Trustees shall govern the Association's Agency through a President and Agency Administrator, both of whom shall serve at the pleasure of the Trustees and through the authority granted here to determine the Agency's budget and rules of operation.*



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26. Section 1. Qualifications of Trustees

27. *Individuals nominated to serve as Trustees shall be individuals who demonstrate by deed, an interest in the welfare of the community, a commitment to the mission of the Association, a vision of, and the determination to help realize the full potential of the Association in addressing the educational, social, cultural, and health needs of the community served by the Association; and, individuals willing to commit of themselves the time necessary to participate fully, regularly, and actively in the business of the Association.*

28. *Individuals must, at the time of their election, be Voting Members in good standing of the Association and agreed in writing to fulfill the requirements of service as a Trustee as described in the Trustee Job Description.*

29. Section 2. Election of Trustees

30. *The Association Membership shall elect trustees from a slate presented at the Annual Meeting of the Association.*

31. *Honorary Trustees may also be elected. Honorary Trustees shall have all the rights and privileges granted to Trustees, except the right to vote on business of the Board.*

32. Section 3. Filling Trustee Vacancies

33. *The Trustees from a slate presented by the Association's Human Resources Committee shall fill vacancies among the Trustees occurring through death, resignation or other cause.*

34. Section 4. Term of Office of Trustees

35. *The term of office of a Trustee shall be two years. Trustees shall be divided into two classes, each class elected for a term of two years on alternating cycles. There shall be no limit on the number of consecutive terms a Trustee may serve.*

36. Section 5. Meetings of the Trustees

37. *Regular Meetings of the Trustees shall be held at least quarterly during the fiscal year of the Association.*

38. *Special meetings of the Trustees may be convened at any other time by the Chair of the Association or by the written petition of at least five of the members Trustees.*



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39. *The Secretary/Treasurer shall send a notice of a meeting of the Trustees to each Trustee at least two days before such meetings.*
40. *Absences at meetings of the Trustees shall constitute formal resignation by any Trustees who fails to attend three consecutive meetings, without adequate notice sent to the Secretary of the Board, and who is not, in the meantime, rendering definite service to the Association. Request for an extended leave of absence may be sent to the Secretary who shall be empowered to make such grants.*
41. *A quorum for meetings of the Trustees shall be one-third of the total number of sitting Trustees plus one, and shall include the President and Agency Administrator or his designee. The quorum is sustained until adjournment provided there remains present and participating in the meeting at least a majority of those Trustees originally comprising the quorum.*
42. *Section 6. Association Officers*
43. *The officers of the Association shall be elected from among the Trustees. These officers shall be a Chair, Vice Chair, Secretary/Treasurer and Assistant Secretary/Treasurer. The duties of officers shall be as are usually performed by such officers, prescribed by the Trustees, and as follows:*
44. *The Chair shall preside at all meetings of the Association membership, the Trustees, and the Association's Executive Committee. The Chair shall present to the Association, an annual report on the state of the Association; appoint all chairs of committees (not otherwise provided for in these bylaws); serve ex officio on all committees; and perform such other duties as are customarily performed by the Chair.*
45. *The Vice Chair shall serve in the absence of the Chair when necessary, and at such times shall be vested with the full authority and responsibility of the Chair.*
46. *The Secretary/Treasurer shall record or cause to be recorded the minutes of all meetings of the Association membership, the Trustees and Executive Committee; shall keep the official records of the Association, including the bylaws, the corporate seal, the Association membership list and such other official records of the Association and its Agency; shall notify the Board and members of the Association of regularly held meetings; shall maintain records of attendance and participation of Board members which shall regularly be reported to the Human Resources Committee; shall maintain or cause to be maintained the financial records of the Association and its Agency and report regularly to the Trustees and the Association membership on the financial state of the Association's Agency; shall lead the preparation of the annual audit of the financial records; and, shall be signatory on Agency financial transactions as determined by the Trustees.*
47. *The Assistant Secretary/Treasurer shall serve in the absence of the Secretary/Treasurer when*



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necessary, and at such times shall be vested with the full authority and responsibility of the Secretary/Treasurer.

48. Section 7. Compensation

49. Except for the President, who shall be the chief executive officer of the Agency, no Trustee shall receive compensation for service to the Association or its Agency.

50. Section 8. Terms of Office

51. Officers of the Association shall serve for a term of twelve months, beginning on the first day of the fiscal year subsequent to the Annual Meeting at which the election was held. Officers may serve up to three consecutive terms, after which they must retire for at least one year before they may again be elected to serve as an officer of the Association.

52. Section 9. Limit on Liability and Indemnification

53. Limit on Liability: In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of trustees (i.e. "directors") or officers of a corporation to the corporation or its members, the trustees and officers of this Association shall not be liable to the Association or its members.

54. Mandatory Indemnification: The Association (the term "Association" as used in this Article shall mean this agency only and no predecessor entity or other legal entity) shall indemnify any individual who is, was or is threatened to be made party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Association or by or on behalf of its members) because such individual is or was a trustee or officer of the Association or of any legal entity controlled by the Association, or is a fiduciary of any employee benefit plan established at the direction of the Association, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided, however, that if a majority of the directors of the Association has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Trustees and such person. Unless a determination has been made that indemnification is not permissible, the Association shall make advances and reimbursements for expenses incurred by any of the persons named above upon



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receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Association is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to the provisions of this Article.

55. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Association and indemnification under policies of insurance purchased and maintained by the Association or others. However, no person shall be entitled to indemnification by the Association to the extent such person is indemnified by another, including insurer.

56. Section 10. Appointment of Committee Chairs and Members

57. The Chair shall appoint the chairs and members of all Association committees. Each committee shall report regularly to the Trustees. The Chair shall be an ex officio member of all committees of the Association, except the Executive Committee, which the Chair shall chair. The President, or his designate, shall serve on all committees of the Association and shall have full voting rights, except as otherwise prescribed herein.

58. Section 11. Standing Committees

59. There shall be Standing Committees of the Association with the duties and responsibilities herein described:

60. Executive Committee:

61. The Executive Committee shall consist of the Chair, Vice Chair, Secretary/Treasurer, and the President. The Executive Committee shall be vested with all the authority of the Trustees during times when the Trustees are not in session or unable to meet, except shall not have the authority to reverse any previous action of the Trustees. The Executive Committee shall report its deliberations and actions to the Trustees at their next regular meeting and shall seek ratification by the Trustees of actions taken, in the absence of which its decisions shall be null and void.

62. Budget & Finance Committee:

63. The Budget & Finance Committee shall be chaired by the Secretary/Treasurer and consist of the Assistant Secretary/Treasurer, the Agency Administrator or his designee and such other members as appointed by the Chair. The Committee shall be responsible for all fiscal matters including the annual audit and preparation of the annual budget of the Association's Agency.

64. Human Resources Committee:

65. *The Human Resources Committee shall consist only of Trustees appointed by the Chair and shall consider all matters that may come before the Trustees related to the nomination of officers, trustees, and staff of the Agency. The Committee shall interview candidates for election and receive their pledge to serve prior to nomination; shall regularly review the attendance and participation of Trustees and, with prior advisement to the Trustees, shall be empowered to remove Trustees for lack of attendance or participation. The Committee shall also be responsible for recommending, in consultation with the Agency Administrator, policies to the Trustees on matters of staffing and personnel. The Committee shall oversee the programs and services offered to the membership; and shall recommend membership dues rates, set membership criteria, and such other policies as apply to the Association membership.*

66. Section 12. Special Committees

67. *The Trustees may, from time to time, establish Special Committees, as necessary.*

ARTICLE VI

68. The Hopkins House Agency

69. *The activities and operations of the Association shall be executed through an Agency, properly incorporated under IRS regulation 501(c) 3.*

70. Section 1. Fiscal Year of the Agency

71. *The fiscal year of the Agency shall be from July 1 through June 30.*

72. Section 2. President and Agency Administrator

73. *The President shall be the chief executive officer of the Association's Agency, and shall have authority to hire a staff to assist him in the execution of his duties. The Agency Administrator shall be the chief operating officer of the Association's Agency, and shall have authority to hire a staff to assist him in the execution of his duties.*

74. *The President shall report regularly to the Trustees on matters of program and fund development, fundraising, and volunteers. The Agency Administrator shall report regularly to the Trustees on matters of Agency operations, programs, and services.*

75. *The President and Agency Administrator shall both be entitled to all the privileges of membership in the Association; shall attend the meetings of the Association and the Trustees. The President shall report annually to the Association Membership on the State of the Association. The Agency Administrator shall have voting representation on all Association committees.*

76. Section 3. Financial Audit

77. *The books of the Agency shall be annually audited by a certified public accountant and the report of such accountant shall be filed with the records of the Association. A summary of this report shall be published in the annual report.*



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78. Amendments to the Bylaws

79. *These bylaws may be amended by a two-thirds vote of those Association members present and voting at the annual meeting of the Association, provided the members have been notified in writing of the proposed amendment two weeks in advance of the meeting.*

ARTICLE VIII

80. Parliamentary Authority

81. *The rules contained in Roberts Rules of Order shall govern the conduct of Association meetings in all cases wherein they do not conflict with the rules and established traditions of the Association.*