

HOPKINS HOUSE
- A Center for Children and Their Families -

BYLAWS



PROPOSED: 8 August 1939

ADOPTED: 8 August 1939

LAST AMENDED: June 10, 2016

ARTICLE I

1. Section 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. Section 1. Organization and Structure
4. An Association composed of individual members, known as "Community Stakeholders, each with one vote, shall govern Hopkins House. The activities and operations of the Association shall be executed through a nonprofit organization properly incorporated under IRS regulation 501(c) 3.

ARTICLE III

5. Section 1. Mission of the Organization
6. The mission of this Association and its nonprofit organization shall be 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

7. Section 1. Community Stakeholders
8. The Association shall be composed of persons, who shall be known as Community Stakeholders, and who shall have, by any method devised by the Trustees, demonstrated by public deed, their support of the Association and its mission.
9. There shall be no limit on the number of persons who may be Community Stakeholders.
10. There shall be no rule, procedure, or act of the Community Stakeholders that limits membership, participation in the Association's governance or in its activities on the basis of race, religion, color, gender, sexual orientation, age, national origin, or disability.



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11. The Community Stakeholders shall meet annually, in June unless otherwise determined by the Trustees, to:
 12. Receive a report on the state of the Association and its nonprofit organization from the President;
 13. Receive a report on the state of the Association's fiscal affairs from the Treasurer;
 14. Elect members and officers to the Association's Board of Trustees;
 15. Elect Honorary Members to the Board of Trustees; and,
 16. Amend the bylaws of the Association as necessary.
17. At least seven days notice of the meeting shall be communicated to each Community Stakeholder of record at the time of the mailing.

ARTICLE V

18. Section 1. Trustees
19. Management of this Association shall be vested in the Trustees. There shall be no fewer than fifteen (15) and no more than twenty-four (24) Trustees. All Trustees must be Community Stakeholders of the Association in good standing at the time of their election as Trustees and during their term as Trustees.
20. The Trustees shall execute faithfully and fully the wishes of the Community Stakeholders as prescribed in these bylaws or through rules or acts authorized in accordance with the established procedures of the Association.
21. The Trustees shall govern the Association's nonprofit organization through a President, who shall serve at the pleasure of the Trustees.
22. 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's nonprofit organization; and, individuals willing to commit of themselves the time necessary to participate fully, regularly, and actively in the business of the Association.



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23. Individuals must, at the time of their election, be Voting Community Stakeholders 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.
24. The Association Community Stakeholders shall elect Trustees from a slate presented at the Annual Meeting of the Association.
25. The Board of Directors of The Hopkins House Fund for Children, Youth, and Families shall elect from among its members, one person to serve as a Trustee, who shall have all the rights and privileges of a voting member of the board.
26. 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.
27. The Trustees, from a slate presented by the Executive Committee, shall fill vacancies among the Trustees between meetings of the Community Stakeholders.
28. 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 in alternating cycles. There shall be no limit on the number of consecutive terms a Trustee may serve.
29. Regular Meetings of the Trustees shall be held at least quarterly during the fiscal year of the Association.
30. Special meetings of the Trustees may be convened at any other time by the Chair or by the written petition of at least five Trustees.
31. The Secretary shall send a notice of a meeting of the Trustees to each Trustee at least two days before such meetings.
32. Unexcused absence from three consecutive meetings of the Trustees shall constitute formal resignation by a Trustee. Excused absence shall be granted upon formal notice sent to the Secretary prior to a meeting. Request for an extended leave of absence may be sent to the Secretary who shall be empowered to make such grants at his or her discretion in consultation with the Executive Committee.



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33. 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. 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.
34. Section 2. *Officers*
35. All officers of the Association, except the President, shall be elected by the Community Stakeholders from among the Trustees.
36. The officers of the Association are Chair, Vice Chair, President, Secretary, Treasurer, Assistant Treasurer, and Chair-Emeritus. The duties of officers shall be as are usually performed by such officers, prescribed by the Trustees, and as follows:
37. The Chair shall preside at all meetings of the Community Stakeholders, the Trustees, and the Association's Executive Committee. The Chair shall appoint all chairs of committees, except as otherwise provided for in these bylaws; serve ex officio on all committees; and, perform such other duties as are customarily performed by the Chair.
38. 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.
39. The Chair Emeritus shall automatically assume this office upon expiration of his or her term as Chair, and retain this position until the election of a new Chair.
40. The President shall serve in the absence of the Chair or Vice Chair, when necessary, and at such times shall be vested with the full authority and responsibility of the Chair. The President, who also serves as the Chief Executive Officer of the organization, and vested with all authority as is customary for the chief administrative officer, shall be a permanent member of the Board and officer of the Association.
41. The Secretary shall record or cause to be recorded the minutes of all meetings of the Community Stakeholders, the Trustees and Executive Committee; shall keep the official records of the Association, including the bylaws, the corporate seal, the list of Community Stakeholders and such other official records of the Association and its nonprofit organization; shall notify the Trustees and Community Stakeholders of regularly held meetings; and, shall maintain records of attendance and participation of Trustees.



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42. The Treasurer shall maintain or cause to be maintained the financial records of the Association and its nonprofit organization and report regularly to the Trustees and Community Stakeholders on the financial state of the Association's nonprofit organization; shall lead the preparation of the annual audit of the financial records; and, shall be signatory on the nonprofit organization's financial transactions as determined by the Trustees.
43. The Assistant Treasurer shall serve in the absence of the Treasurer when necessary, and at such times shall be vested with the full authority and responsibility of the Treasurer.
44. Section 3. Compensation
45. Except for the President, who shall be the chief executive officer of the nonprofit organization, no Trustee shall receive compensation for service to the Association or its nonprofit organization.
46. Section 4. Terms of Office
47. Officers of the Association shall serve for a term of twenty-four (24) months, beginning on the first day of the fiscal year subsequent to the Annual Meeting at which the election was held. Officers may be re-elected for a second twenty-four (24) month term, for a total of forty-eight (48) months, after which time they must retire from the position for at least one year before they may again be elected as an officer of the board.
48. Section 5. Limit on Liability and Indemnification
49. 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.
50. Mandatory Indemnification: The Association (the term "Association" as used in this Article shall mean this nonprofit organization 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



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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 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.

51. 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.

52. Section 6. *Standing Committees*

53. There shall be Standing Committees of the Association established at the pleasure of the Trustees. The Chair and members of Standing Committees shall be appointed by the Chair, with the consent of the Executive Committee.

54. The Executive Committee shall consist of the Chair, Vice Chair, President, Secretary, Treasurer, Assistant Treasurer, and Chair Emeritus. 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.

55. Section 7. *Special Committees*

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



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57. Section 8. *Appointment of Committee Chairs and Members*

58. 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 designee, shall serve on all committees of the Association and shall have full voting rights, except as otherwise prescribed herein.

ARTICLE VI

59. Section 1. *The Nonprofit Organization*

60. The activities and operations of the Association shall be executed through a nonprofit organization, properly incorporated under IRS regulation 501(c) 3.

61. The fiscal year of the nonprofit organization shall be from July 1 through June 30.

62. The President shall be the chief executive officer of the nonprofit organization, and shall have authority to hire a staff to assist him or her in the execution of his duties.

63. The books of the nonprofit organization 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.

ARTICLE VIII

64. Section 1. *Parliamentary Authority and Amendments*

65. 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.

66. Section 2. *Amendments to these Bylaws*

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

ARTICLE IX

68. Section 1. *Council of Advisors*

69. The Council of Advisors shall provide guidance and historic perspective to the Trustees. With



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advice and consent of the Executive Committee, members of the Council shall be appointed by the current Chair of the Board of Trustees from among former trustees to serve a term of twenty-four (24) months, which may be renewed at the pleasure of the current Chair of the Board of Trustees. The Council shall be convened as needed and presided over by a member appointed by the current Chair of the Board of Trustees to serve as Convener for a term consistent with that of the term of the appointing Chair.