

# BYLAWS

## ARTICLE I NAME

**SECTION 1.** The name of the organization shall be TRANSITION HOUSE, INC.

## ARTICLE II FORM AND ORGANIZATION AND LIMITATIONS

**SECTION 1.** This organization is incorporated under the laws of the State of Oklahoma. It shall be voluntary and non-profit. It shall be in all aspects non-partisan and shall make no discrimination on the basis of age, gender, race, religion, color, creed, sexual orientation, place of national origin, or inability to pay. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The organization shall carry out all activities in accordance with the applicable Federal, State, and Local statutes pertaining to all aspects of its operation. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE III PURPOSE

### **SECTION 1. Purpose**

- A. The purpose of this organization is improving our community by providing tools for sustaining mental wellness with skills development, supportive care, and advocacy.

## ARTICLE IV ANNUAL MEETING

**SECTION 1.** The annual meeting of members of the Corporation shall be held in July of each year for the purpose of election of officers, electing new members, and approving a financial statement. No fewer than two (2) weeks notice in advance of the meeting shall be given by mail, or in person, to each member in good standing. This may be accomplished by way of minutes of the previous meeting reflecting the time and day of the annual meeting. These minutes shall be mailed or emailed to all board members in the week following the previous meeting. A majority of those present and voting shall decide all questions, except amendments of these bylaws, which shall require a two-thirds (2/3) vote of those present.

## ARTICLE V BOARD OF DIRECTORS

### **SECTION 1. Number, Election and Term of Office**

- A. The Board of Directors shall consist of not more than twenty one (21) or less than ten (10) members, including officers. New board members may be nominated and elected at times other than the annual meeting.
- B. The usual term of membership shall be three (3) years. Shorter terms may be held at the discretion of the Nominating Committee.
- C. Any member, having served two full three-year consecutive terms shall be ineligible for re-election for at least one (1) year, except as candidate for office, whose term shall be extended only to cover the term of such office.

### **SECTION 2. Duties and Powers of the Board of Directors**

- A. Management shall be vested in the Board of Directors with full power and authority to establish policy, to hire and

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fire the Executive Director, to recommend programs, and to carry out the affairs of the organization.

- B. The Board shall consider the annual budget presented by the Executive Director, and, after such revision as it may determine to be advisable, it shall adopt the same. It may make such subsequent revision in the budget as it may deem advisable after consultation with the Executive Director.
- C. The Board shall provide financial and managerial oversight to the Executive Director as the Board sees fit and in conformity with these bylaws.
- D. The Board may require periodic reports on operations from various officers and committees.

### **SECTION 3. Meetings of the Board of Directors**

- A. The Board of Directors shall meet on such regular meeting dates as the Board may prescribe.
- B. Special meetings of the Board may be called at any time by the President or on the written petition of five (5) members of the Board.
- C. A quorum shall consist of a majority of Board members and a majority vote of all those present shall decide all questions, except amendment of these Bylaws.
- D. Any member of the Board who within one fiscal year shall fail to attend three (3) scheduled meetings of the Board without requesting in advance an excused absence will automatically be reassigned to the Transition House Advisory Board. The Board shall reserve the right through majority vote to reassign those Board members who shall fail to attend three (3) scheduled meetings even if the member has requested an excused absence for each of those meetings. A member must be advised of this rule of attendance at the time of acceptance of Board membership.
- E. All voting at Board meetings shall be by a roll call vote.

## ARTICLE VI **OFFICERS**

### **SECTION 1. Selection and Qualification**

- A. The officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer, whose duties shall be those usually performed by such officers, those specified in these Bylaws in addition to such other duties as the Corporation may prescribe.
- B. The elected officers and the immediate Past President shall comprise the Executive Committee.
- C. The officers shall be elected to serve for a term of one (1) year or until a successor is elected. They shall assume their duties upon their election.
- D. No officer shall hold the same office for more than two (2) consecutive terms.

### **SECTION 2. Duties of Officers**

- A. The President shall be the chief officer of the Corporation and shall preside at all meetings. The President shall appoint chairpersons of all committees, and shall be a member, ex-officio, with a vote in case of a tie. The President shall sign all contracts and obligations authorized by the Board of Directors, and shall, with the approval of the Executive Committee, appoint legal counsel. The President, Vice-President, Secretary, Treasurer, and one other Board member as chosen by the Board, shall be the five (5) persons empowered to sign checks on behalf of the Corporation, the signature of any two of these being required on each check. The President shall require professional and general liability and directors and officers liability insurance coverage for the Board of Directors and staff of TRANSITION HOUSE, INC., the cost of which shall be paid by the Corporation.
- B. The Vice-President shall perform all of the duties of the President in the event of absence or temporary inability of

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the President to act. Upon request of the President, the Vice-President may represent the President at any and all meetings.

- C. The Secretary shall keep and preserve, or cause to be kept and preserved, all records of all business meetings of the Corporation. Unless otherwise agreed by the Board, all Board minutes and supporting documents shall be retained by TH at the Board's disposal and review for at least FIVE years.
- D. The Treasurer shall be responsible for the funds of the Corporation, being one of the five persons empowered to sign checks, drafts, and other papers requiring the payment of money. The Treasurer shall keep, or cause to be kept, an account of all receipts and disbursements and shall report routinely to the Board of Directors. The Treasurer shall review with the accountant the annual financial statement to date prior to the annual meeting.
- E. The immediate Past President shall serve as advisor to the other officers, particularly the President, and shall be a member of the Executive Committee.

### **ARTICLE VII** **COMMITTEES**

#### **SECTION 1. Permanent Committees**

- A. **The Executive Committee** shall perform the functions of the Board of Directors in the management of the affairs of the organization during the intervals between meetings of the Board. All action taken by the Executive Committee shall be presented at the next meeting of the Board of Directors.
- B. **The Nominating Committee** shall be composed of three (3) members and shall present nominees for the succeeding Nominating Committee for election at the annual meeting. This committee shall be responsible for the preparing of a slate of one (1) or more persons for each office and for Board of Director membership to be presented to the Board of Directors two weeks prior to the annual meeting. Nominations will be accepted from the floor at the annual meeting provided that the person nominated has consented to serve. This committee shall stagger the terms of office in order to insure a certain number with prior experience to be on each successive Board. This committee shall conduct all elections of the Board.

#### **SECTION 2. Appointment of Chairpersons**

- A. The President, with the approval of the Executive Committee, shall appoint the Chair of all committees, who shall come from the Board of Directors.

#### **SECTION 3. Membership of Committees**

- A. The Chair of each committee, in consultation with the President, shall select the committee members, with the exception of the Executive Committee and the Nominating Committee. Committee members, other than the Chair, may, but need not, be members of the Board of Directors.
- B. No committee shall have the power to commit the Board of Directors on matters of general policy.

### **ARTICLE VIII** **LEGAL COUNSEL**

- SECTION 1.** Legal counsel may be appointed by the President with the approval of the Executive Committee. Such counsel shall not be a member of the Board of Directors. All matters involving interpretation of State law, local ordinances, and tax questions shall be promptly referred to such counsel for opinion and advice. Bylaws and subsequent amendments and revisions may be submitted to legal counsel for suggestions before adoption should the President deem necessary.

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## Article IX FISCAL YEAR

**SECTION 1.** The fiscal year of the organization shall be July 1 to June 30 of each year, with the provision that the board, at regular meetings, may change the fiscal year.

## Article X PARLIAMENTARY AUTHORITY

**SECTION 1.** ROBERTS RULES OF ORDER REVISED shall constitute the ruling authority in all cases in which they are not inconsistent with these Bylaws, such amendment requiring the presence of two-thirds (2/3) of the membership of the Board of Directors.

## Article XI AMENDMENTS

**SECTION 1.** These bylaws may be amended by a two-thirds (2/3) vote at the annual meeting, or at a special meeting of the Corporation, with the provision that notice of the proposed amendment(s) has been sent to all members not less than two weeks before the meeting at which the amendment(s) shall accompany the notice. The term "members" refers to those persons who are duly constituted members of the Board of Directors.

## Article XII IN THE EVENT OF DISSOLUTION

**SECTION 1.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Corporation 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.

In witness whereof, we have hereunto subscribed our hands this 21 day of July, 2016.

Approved by Board Members:

*Melie Alderman*  
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*A. Nicole Hunkle*  
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