

Our House, Inc.

BY LAWS & ARTICLES OF INCORPORATION

ARTICLE I: NAME

- 1.0** The name of this corporation shall be **Our House, Inc.: New Birth To Violence Free Living**, referred to herein by the abbreviation of "Our House" or as "New Birth". The corporation is perpetual.
- 1.2** The fiscal year of Our House is October 1 to September 30.
- 1.3** The principal office of Our House in the State of Mississippi shall be in Greenville, Mississippi. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.
- 1.4** Founding Members: These individuals are those committed persons who founded Our House, Inc. in 1996. They are: Dr. Patricia Ann Davenport, Ms. Doris S. Lee, Judge Margaret Carey-McCray, Dr. Roderick Mitchell, Ms. Denise Strub, Ms. Josephine Thompson, Dr. Thomas Paul Williams and Ms. Teena Worbington.
- 1.5** As of October 1, 2012, our current service area is Attala, Bolivar, Carroll, Coahoma, Grenada, Holmes, Humphreys, Lafayette, Leflore, Montgomery, Panola, Quitman, Sharkey, Sunflower, Tallahatchie, Tunica, Washington, and Yalobusha counties in the Mississippi Delta. Primary focus area: Bolivar, Carroll, Grenada, Holmes, Humphreys, Leflore, Sharkey, Sunflower, Washington

ARTICLE II: VISION & MISSION STATEMENT

- 2.0** **Vision:** A world free of interpersonal violence
- 2.1** **Mission:** To eliminate domestic violence and sexual violence through intervention, prevention, prosecution, victim protection and sustainable restoration.
- 2.3** **Objectives:** The objectives for which this corporation is formed are exclusively charitable, education and scientific.
- 2.4** **The purpose of Our House shall be,** but not limited to the following:
- a) to establish and maintain emergency temporary housing in the form of shelters, volunteer homes, safe houses, second stage shelters, agency locations, private hotels and motels, and other appropriate housing; and, to otherwise offer assistance in the help and care of victims of domestic violence;
 - b) to provide and care for all persons maintained in temporary shelters, to provide peer support and other counseling services, to provide advocacy services, to

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coordinate court ordered treatment programs for abusers, to launch a program to aid victims of domestic violence & rape, and to provide a 24 hour crisis intervention telephone line; {however, it is not the purpose of Our House to operate any of its shelters as an acute general hospital or long term care facility}

- c) to provide direct and advocacy services to victims of sexual assault and survivors of homicide acts.
- d) to acquire, hold, manage, convey, lease, sell, dispose of, exchange, mortgage, pledge and receive by gift, devise, bequeath, or otherwise, all kinds of property, real or personal, to enter into contracts, to borrow money and incur indebtedness in order to accomplish its purpose, and to give security when necessary to achieve its purposes, and to do any and all things of any character and kind that may from time to time be necessary in the proper management and administration of the affairs of the corporation;
- e) to develop and maintain programs that target strengthening the "Family" structure. Examples of programs: STD/HIV/AIDS prevention programs, Alcohol /Tobacco & Other Drugs (ATOD) prevention, Abstinence Program, Teen Pregnancy Prevention program, Afterschool tutorial programs, and, other programs as deem appropriate by the board;
- f) to initiate primary prevention through increased public awareness via special presentations, literature, and creative activities for youth and adults;
- g) to develop a faith - based *ministry of helps* that will provide services to both secular and religious leaders; and,
- h) to remain non-profit. It is expressly declared that this corporation is not organized for profit, and consequently, no dividends or profit shall be made to any of its members. (*a-g, Amended as of July 20, 2002*)

ARTICLE III: BOARD MEMBERSHIP

3.0 Membership is to consist of individuals primarily from the Mississippi Delta area.

3.1 Membership Types: There shall be three types of members: Active Members, Advisory Members and At-Large Members.

A. Active Members: These individuals are those committed persons who have an interest in supporting the purposes and mission of Our House. Every effort should be made to encourage minority members. These individuals shall have full voting rights & privileges. Maximum allowable active members: Ten. Term of office shall be unlimited.

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B. Advisory Members: These members may consist of current employees of Our House, Inc. and non-profit organizational or governmental agencies who share the interest of Our House. Every effort should be made to encourage minority members. These members shall not have voting rights and privileges. Maximum allowable Advisory members: Five. Term of office shall be four years. Renewal upon current Active Board members' votes.

C. At-Large Members: These members are those who reside outside of our primary service area but share our interests and mission. Every effort should be made to encourage minority members. These individuals shall have full voting rights and privileges. Maximum allowable At-Large Members: Two. Term of office shall be four years. Renewal upon current Active Board members' votes.

3.2 GOVERNANCE. The affairs of the corporation shall be managed by its Active Board of Directors. Active Directors shall be residents of the State of Mississippi. Active Board may delegate such authority as it desire from time to time proposes to delegate, and may form committees composed of voting Board members, non-voting Board members and non-Board members, and may delegate its authority or part thereof to said committees.

3.3 NUMBER. The number of elected voting Directors of the Corporation shall not be less than 5, but may be as many as 10 without the necessity of amendment to the by-laws. The elected voting Directors of the Corporation shall come from the Active and At-Large Membership. The total number of elected voting Directors shall be set by the Active and At-Large memberships and shall be set in multiples of two. No decrease in the number of voting Directors shall have the effect of shortening the term of any incumbent voting Director.

3.4 ELECTION AND TERM OF OFFICE. Active Directors shall serve four (4) year terms. After having served for two successive four years terms as an officer, a director shall not be eligible for re-election until after a lapse of 1 term, or on special request of both the Active and At-Large members.

3.5 REMOVAL. Any Board Director may be removed from his/her position as Board Director for cause or by two-thirds vote of the Board Directors. Any Board Director may be removed from office following his/her unexcused absence from three consecutive Board Director's meetings {exception for members at-large}. Requests for excused absences must be made at the meeting from which the Board Director is absence or a the next meeting following the absence, and Board of Directors' approval of the absence must be reflected in the minutes of the appropriate meeting of the Board of Directors. A Board Director removed under the provisions of this Section shall be given written notice of the Board of Director's action within one week following the meeting of the Board of Director at which the action was taken. The Board Director may have a hearing on the removal before the board of Directors provided that a request for a hearing is made within thirty days of the notice of removal.

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- 3.6 VACANCY.** A particular Directorship shall be considered to be vacant upon the happening of any one of the following events:
- a) Death of the person holding such directorship;
 - b) Resignation of the person holding such directorship;
 - c) Refusal of a person elected to a directorship to manifest her/his assent to serve;
 - d) Removal of a director by the Board of Directors as provided in Section 3.5 of this Article of these bylaws.
- 3.7 FILLING OF VACANCY.** Any vacancy occurring in the Board of Directors may be filled at the next regular meeting of the Board following the occurrence of such vacancy. Such vacancy may be filled by the affirmative vote of a majority of the Directors. Such director to fill the unexpired term of the vacancy.
- 3.8 QUORUM.** The majority of members 50% plus one (*i.e. if current membership is 5 members therefore 3 members will constitute a majority*) present at board meetings shall constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of Our House and the Board of Directors unless otherwise specifically required by law or by these by-laws. A Board Member may give his/her proxy for voting purposes in his/her absence. However, there must be a 2/3 voting board approval by active memberships and current participating founding members on any and all loans or major property purchases. (*amended June 30, 2007*)
- 3.9 REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held at such time and place as may be from time to time fixed by resolution of the Board of Directors, but at least four meetings shall be held each calendar year. Conference call meeting is considered a regular meeting when a majority of the board are present on the conference call. The Executive Director of Our House, Inc. must be present at regular meeting to submit reporting data. (*This person has no voting privileges.*)
- 3.10 SPECIAL MEETINGS.** Special meetings shall be held by the Board of Directors at the call or request of the president or any three members of board. The person (s) authorized to call meetings of the Board may fix any place for holding such meetings, and shall state the time thereof. Notice of the call of a special meeting and purposes thereof shall be in writing and shall be delivered not less than five business days before such special meeting.
- 3.11 ANNUAL MEETING.** The annual meeting of the Board of Director shall be during the month of October on a date fixed by the Board of Directors.
- 3.12 COMPENSATION.** No Director shall receive any compensation for services which he/she may render as Director or officer of the corporation. Except:
- A. the Board may authorize the reimbursement of a Director for any expenses incurred by such Director in attendance of meetings in connection with the furtherance of the work of the corporation; and,

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- B. the Board may authorize the reimbursement of a Director who has received Board approved training in connection with the furtherance of the works of the corporation.

ARTICLE IV: OFFICERS

- 4.0 NUMBER.** The officers of the corporation shall consist of a President, Vice President, Secretary & Treasurer, each of whom shall be elected by the Board from the Active membership. One person may be selected to hold more than one such office except that one person may not hold offices of president and secretary simultaneously. No officer shall execute, verify or acknowledge any instrument or document in more than one capacity. The board shall have power to appoint such other officers or agents of the Board may deem necessary for transaction of the business of the corporation.
- 4.1 ELECTION AND TERM OF OFFICE.** The officers shall be elected from the Board membership by the directors of the Board at their annual meeting for a term of four years and shall serve until their respective successors are elected. Elections shall be held prior to the annual fall meeting and new officers take office after said annual meeting. Vacancies or new offices may be filled at any meeting of the Board.
- 4.2 PRESIDENT.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the Board. He/she may sign, with the Secretary, certificates, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the where the signing and execution thereof shall be expressly delegated by the Board or by the bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general the president shall perform all the duties incident to the office of president and such other duties as may be prescribed by the Board from time to time. **{The Executive Director with the Board's approval may sign grant application, contracts and monthly reporting forms.}**
- 4.3 VICE PRESIDENT.** The vice president shall, in the absence or incapacity of the president, perform the duties of that office.
- 4.4 SECRETARY.** The secretary shall attend all meetings of the Board and of the executive committee, and shall record true minutes of the proceedings of all such meetings. The secretary shall also give written notice of meetings to the directors, and shall assure that the seal of the corporation is maintain at the administrative office of Our House and shall have authority to affix same to all instruments where its use is required.

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- 4.5 TREASURER.** If required by the Board, the treasurer shall give bond for the faithful discharge of his/her duties in such sum and with surety as the Board shall determine. He/she shall;
- a) monitor all funds and sureties of the corporation; assure that the corporation receives and gives receipts for money due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trusts or other depositories as shall be selected by the Board;
 - b) render to the president and the directors an account of the financial condition of the corporation with the assistance of the financial officer and executive director; and
 - c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her/him by the president of the Board.

ARTICLE V: COMMITTEES

- 5.0 Authority:** The designation of committees and/or the delegation thereto of any authority shall not operate or be construed to diminish the authority or responsibility of the Board of Directors for the management of the corporation. Committees will be limited to the purposes and powers as provided by the Board of Directors.
- 5.1 Committee Size:** Each committee shall be comprised of minimum of two (2) committee members and a chairperson, appointed by the President.

ARTICLE VI: CONFLICT OF INTEREST

- 6.0 Conflict Statement:** No members of the Board of Directors, Executive committee, or any committee or subcommittee of the organization may, in the exercise of any function of the organization, vote on any matter before the Board or Executive committee or any such entity respecting any individual or entity with which such member (or within the twelve (12) months preceding the vote) had any substantial ownership, employment, fiduciary, contractual, creditor or consultative relationship. Each member of the Board of Directors (Active, Advisory, and/or At-Large) shall have a disclosure of such relationship before any action is taken by the Board of Directors with respect to such matters in the exercise of any function of the organization, and shall make any such relationship public in any meeting in which such actions are to be taken.
- 6.1** No board member that is an official or employee of a State or unit of local government or a non-governmental recipient/sub recipient shall participate personally through decisions approval, disapproval, recommendation, the rendering of advice, investigation, or otherwise in any proceeding, application, request for a ruling or other determination, contract, award, cooperative agreement, claim, controversy, or other particular matter in which award funds (including program income or other funds generated by Federally funded activities) are used, where to his/her knowledge,

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he/she or his/her immediate family, partners, organization other than a public agency in which he/she is serving as an officer, director, trustee, partner, or employee, or any person or organization with whom he/she is negotiating or has any arrangement concerning prospective employment, has a financial interest, or has less than an arm's-length transaction.

6.2 Board members should respect the following rolls of appearance for themselves: In the use of agency project funds, officials or employees of State or local units of government and non-governmental recipient/sub recipients shall avoid any action which might result in, or create the appearance of:

- Using his or her official position for private gain;
- Giving preferential treatment to any person;
- Losing complete independence or impartiality;
- Making an official decision outside official channels; or
- Affecting adversely the confidence of the public in the integrity of the government or the program.

For example, where a recipient of federal funds makes sub-awards under any competitive process and an actual conflict or an appearance of a conflict of interest exists, the person for whom the actual or apparent conflict of interest exists would recuse him – or herself not only from reviewing the application for which the conflict exists, but also from the evaluation of all competing applications.

ARTICLE VII: GRIEVANCE PROCESS

7.0 **Grievance:** Any member with a grievance has the right to address the Board of Directors at any regularly scheduled or special Board meeting. The grievance should be in writing and made available to each Board member two weeks prior to the meeting which it will be heard. The member bringing the grievance will have fifteen minutes to present her/his concerns, then open the floor for discussion of no more than fifteen additional minutes. In regard to personnel issues, the board have the right to close the meeting for Board discussion and decision, this includes all employees and advisory members.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

8.0 **CONTRACTS.** The Board may not authorize any officer or officers, agent or agents to enter into any contract, execute and deliver any instrument in the name of and on behalf of the corporation.

8.1 **LOANS.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name without a majority approval (2/3) of the active board members and current participating founding members.

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- 8.2 CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for payment of any notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time may be determined by resolution of the Board.
- 8.3 DEPOSITS.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as the Board may select.
- 8.4 FINANCIAL RECORDING.** All funds receives are guided by Federal Financial Policy and Procedures. *(amended as of June 30, 2007)*

ARTICLE IX: AMENDMENT OF BY LAWS

- 9.0 AMENDMENT:** These bylaws may be amended, altered, changed, added to, or replaced by the affirmative vote of a majority of the current Active Board of Directors entitled to vote at any regular meeting of the Board if notice of the proposed amendment, alterations, change, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the voting Directors entitled to vote if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting.

ARTICLE X: PARLIAMENTARY PROCEDURE

- 10.0 Parliamentary Procedure:** The rules contained in the Robert's Rules of Order shall govern all cases where applicable and when they do not conflict with other rules of this corporation.

ARTICLE XI: CODE OF ETHICS

- 11.0** Our House, Inc. has adopted a code of ethics to guide its board members, volunteers and staff in their conduct when acting on behalf of the Our House, Inc.

The Code contains broad principles reflecting the types of behavior the Our House, Inc. expects towards clients, donors, employees, peers and the public.

This policy is not intended as a stand-alone policy. It does not embody the totality of the Our House, Inc. ethical standards, nor does it answer every ethical question or issue that might arise. Rather, it is one element of a broader effort to create and maintain a quality organization that gives ethical conduct the highest priority. This Code will be reviewed periodically.

- 11.1 BOARD MEMBERS, VOLUNTEERS AND STAFF SHOULD:**

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- Listen to clients and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission, and to strive for excellence and innovation and demonstrate professional respect and responsiveness to constituents, donors and others.
- Make an effort to understand, respect and support our clients from other cultures, exemplified by the contributions of our staff and executive leadership, and to contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership.
- Comply with applicable federal, state and local laws, regulations and fiduciary responsibilities in an effort to create transparency in all of our operations.
- For the board of directors, provide credible and effective oversight to the organization's work without personal bias.
- Not accept commissions, gifts, payments, loans, promises of future benefits or other items of value from anyone who has or may seek some benefit from the Our House, Inc. in return, other than occasional gifts of nominal value that are in keeping with good business ethics.
- Abide by the governing documents and policies of the Our House, Inc.
- Be accountable for adhering to this Code of Ethics.
- Follow Our House, Inc.'s Conflict of Interest Policy.
- Implement and follow a Whistleblower Policy.
- Act at all times in accordance with the highest ethical standards and in the best interest of the Our House, Inc.'s clients, donors and reputation.
- Openly and honestly tell the truth.
- Honor our commitments and promises to the best of our abilities.
- Provide individualize services without respect for monetary gain.
- Appropriately acknowledge contributions from other individuals and organizations who help facilitate our goals.
- Not be deceptive in our fundraising activities or in prospecting for new members to join the Our House, Inc.'s board.
- Advocate for all nonprofit organizations, but not for any specific initiative - being respectful to the sector as a whole.
- Not lobby with the intent to influence individual candidates.

11.2 Compliance, Monitoring and Reporting: Our House, Inc. management is responsible for communicating this Code of Ethics to all members of the board of directors, volunteer, as well as staff, staff interns and staff volunteers and for

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ensuring its adherence at all times. Should anyone violate the code of ethics it should be reported immediately to the current CEO.

ARTICLE XII: PRIVACY

12.0 Privacy issues to consider around the safety for victims

- Respect the confidentiality of sensitive information about the Our House, Inc.'s clients, family members and associates, donors, board and employees.
- Assure that the information that a client provides will not be revealed to his/her batterer.
- Do not discuss client's files with his/her batterers.
- Clients should be interviewed privately and alone or with a professional interpreter (do not use family or friends).
- Consider alias for safety of client.
- Do not question the client in front of children, if possible.
- Assist clients with safety planning.
- Ensure client's rights to privacy.

ARTICLE XIII: ADDITIONAL SPECIFIC PROVISIONS

- 13.0.** Our House is a non-profit corporation and is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 13.1** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.
- 13.2.** No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this organization participate in, or intervene in (including the publishing or distribution of statements) any political campaign, or on behalf of any candidate for public office.
- 13.3** Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue

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Code, or corresponding section of any future federal tax code; or, (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- 13.4** Upon the 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 to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal 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 XIV: DISSOLUTION

- 14.0** In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall go to any charitable, religious, scientific, or educational organization designated by a majority vote of the Board of Directors, which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and/or state law. Any of such assets not distributed shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.