



## BYLAWS of Girls Educational & Mentoring Services Board of Directors

### ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Girls Educational and Mentoring Services (GEMS).

Section 2: GEMS is organized exclusively for charitable purposes, more specifically designed to serve girls and young women who have experienced commercial sexual exploitation and domestic trafficking.

### ARTICLE II – DIRECTORSHIP

Section 1: Board of Directors Role. The Board of Directors is responsible for overall policy and direction of GEMS, and delegate's responsibility for day-to-day operations to the GEMS Executive Director.

Section 2: Size. The Board shall consist of up to 15 and not fewer than 5 Directors.

Section 3: Compensation. Directors receive no compensation other than reasonable expenses.

Section 4: Election. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 5. Terms. All Directors shall serve three-year terms, but are eligible for re-election.

Section 6. Executive Director. The Executive Director is a non-voting member of the Board.

Section 7: Vacancies. When a vacancy on the Board exists, nominations for new Directors may be received from present Directors by the Chair. The Chair will designate a Board representative to meet the nominated Board candidate and will request the Executive Director to meet the nominated Board candidate. Board member and Executive Director feedback on candidates will be shared with the whole Board and prior to the Board voting on the candidates' Directorship. These vacancies will be filled only to the end of the particular Board member's term.

Section 8: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

### ARTICLE III – MEETINGS

Section 1: Frequency, Type. The Board shall have one Annual meeting and at least two other meetings each year. The date of the regular annual meeting and two additional meetings shall be set by the Chair of the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by email, not less than ten days before the meeting.

### ARTICLE IV – OFFICERS

Section 1: Officers. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other Directors of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board and will support the Chair in his/her duties.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Directors and the public.

### ARTICLE V – Voting

Section 1: Quorum. A quorum – which is at least 2/3 of the Directors - must be achieved before business can be transacted or motions made or passed.

Section 2: Voting. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. When a quorum is achieved, passage of a motion requires a simple majority (i.e., one more than half the Directors present).

Section 3: Conflict of Interest. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

#### ARTICLE VI – COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising and programming. The Board Chair appoints all committee chairs.

Section 2: The four officers serve as the Directors of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Standing Finance Committee. The Board will have a standing finance committee. The Treasurer is chair of the Finance Committee, which includes two other Board Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, annual budget, and the organization's audit and 990 submission. Based on the recommendations of the Finance Committee, the Board must approve the budget (and all expenditures must be within the budget) and the annual audit. Any major change in the budget must be approved by the Board or the Executive Committee.

#### ARTICLE VII – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of GEMS on \_\_\_\_\_, 2011.