

# OPEN DOOR YOUTH SERVICES

## BYLAWS – Revised February 2022

### ARTICLE I

Name, Jurisdiction, Statements of Mission and Vision, Tax Exempt Status, Philosophy & Goals, Fiscal Year, Notices & Mailing and Conflict of Interest

Section 1:1: **Name:** The name of this organization shall be Open Door Youth Services. The Advisory Board may assign other designations of the programs or facility as deemed necessary.

Section 1:2: **Jurisdiction:** Open Door's primary jurisdiction shall be, but not limited to, Floyd County, Indiana. It will collaborate with other human services organizations to help meet the needs of youth and families in Southern Indiana.

Section 1:3: **Mission:** Open Door Youth Services exists to respond to the needs and promote the healthy development of vulnerable children and youth.

Section 1:4: **Vision:** Open Door Youth Services will help to create a community in which all young people can thrive and develop.

Section 1:5: **Tax-Exempt Status:** Open Door Youth Services, officially established in 1982, operates a residential facility licensed for emergency shelter and long term residential care for youth, and community-based prevention and intervention programs and is administered for public purposes under the jurisdiction of the Floyd County Circuit Court and the Indiana Code 31-31 governing juvenile justice and shelter programs. As a program of Floyd County, Open Door Youth Services qualifies as an organization described in section **170 (c) (1)** of the Internal Revenue Service code. All contributions to Open Door Youth Services are used exclusively for a public purpose and thereby tax-exempt.

Section 1:6: **Philosophy and Goals:** Open Door Youth Services is committed to the concept that families are the vital sources of healthy development of any society and that youth are resources for the community who need opportunities to develop their full potential. Open Door programs are specifically tailored to the needs of Floyd County. Open Door seeks to fulfill the four core roles common to Youth Services Bureaus in the State of Indiana: Advocacy, Delinquency Prevention, Community Education, Information and Referral. Open Door Youth Services is committed to working with the Indiana Youth Services Association in promoting these four core roles within our local community and with our local city and county officials, judges, legislators, educators, juvenile probation officers and child protection workers.

Section 1:7: **Fiscal Year:** The fiscal year of Open Door Youth Services shall coincide with the calendar year.

Section 1:8: **Notices and Mailing:** All notices required by any provision of these bylaws shall state the authority pursuant to which they are issued as either “by order of the President”, via electronic mail, or by stamped, typewritten or printed signature of the Secretary or his/her designate. Every notice shall be deemed duly served when the same has been sent via electronic mail, or deposited in the United States mail, with postage fully pre-paid, plainly addressed to the addressee at his/her last address appearing upon the membership record of this agency.

Section 1:9: **Conflict of Interest:** No member of Open Door Youth Services Advisory Board shall receive any income from the agency. A member may be reimbursed for any approved expenses incurred on behalf of the agency. Any perceived conflict of interest shall be reported to and investigated by the Advisory Board President. The findings of such an investigation shall be reported to the Advisory Board.

## ARTICLE II

### Purpose, Offices and Members

Section 2:1: **Purpose:** Open Door is an independent agency established specifically to carry out the four core roles as required by legislation pertaining to youth service bureaus. The four core roles are:

- Advocacy- To support, represent and protect the well-being of children and youth. This includes, but is not limited, to providing 24 hour shelter care for children in crisis.
- Delinquency Prevention- To prevent delinquency and divert young people from the justice system
- Community Education- To inform and educate citizens about services available; to link the needs of youth to community action
- Information and Referral- To share information and maintain a referral system among all service agencies for youth

Section 2:2: **Offices:** The following subsections apply to this section:

Section 2:2:a: **Primary Office:** The primary office of Open Door Youth Services shall be declared by the Advisory Board at the first meeting of the new calendar year.

Section 2:2:b: **Other Offices:** The agency may have offices at such other places within Floyd County, Indiana, as the Advisory Board may, from time to time, determine, or as the affairs of the agency may require.

### Section 2:3: **Members:**

Section 2:3:a: **Membership:** Advisory Board members shall consist of persons of diverse talents and backgrounds, who work or live in the Indiana Department of Child Services Region 18, and shall include two members of the Floyd County Council, one member from the Floyd County Commissioners or their designee, the New Albany mayor or his or her designee, at least one member from the education community, and at least one member from the private business community. Geographic criteria can be waived for one Advisory Board opening to align with the agency's cultural diversity efforts, with three personal and/or professional references.

Section 2:3:b: **Meetings:** There shall be one (1) Advisory Board meeting bi-monthly, held on the second Thursday, or, if there is a conflict, the third Thursday.

Section 2:3:c: **Special Meetings:** A special meeting of the Advisory Board may be called at any time by the President, by written request of a majority of the members of the Advisory Board, or by the written request of the Judge of the Floyd Circuit Court.

Section 2:3:d: **Place of Meetings:** Meetings of the Advisory Board shall be held at the primary office location indicated in Section 2:2:a of this article, unless the President determines that an emergency or other special circumstances dictate a meeting at a different location.

Section 2:3:e: **Notice of Special Advisory Board Meetings:** Notice shall be given in accordance with Floyd County requirements. Notice will be given 48 hours in advance of a special meeting, with the exception of holidays and weekends. No business other than that specified in the notice shall be conducted.

## **ARTICLE III**

### Advisory Board

Section 3:1: **General Powers and Authority:** The Advisory Board shall advise the Executive Director of Open Door Youth Services, as well as the Floyd County Circuit Court Judge, on all matters related to Open Door. The Advisory Board shall have the power to amend any of these bylaws, through the vote of a two-thirds (2/3) majority of the members present at any meeting before which the proposed amendments are offered.

**Section 3:2: Number, Term and Qualifications:**

Section 3:2:a: **Number:** The Advisory Board shall consist of at least 10, but no more 16 voting members.

Section 3:2:b: **Appointment of Advisory Board Members:** With the exception of those members appointed by the Floyd County Council, the Board of Commissioners of Floyd County, and the Mayor, the Advisory Board shall recommend qualified individuals for appointment by the Floyd Circuit Court Judge to the Advisory Board, who can then choose to appoint them.

Section 3:2:c: **Term:** The term of Advisory Board members shall be three (3) years. At the end of each term, a member may be reappointed for additional terms after a meeting between the member, Executive Director, and Board President to determine if another term is in order and acceptable to all. Vacancies in membership shall be filled as they arise. The term of Advisory Board members appointed by the Floyd County Council and the Board of Commissioners of Floyd County shall be subject to the policy and procedure of the Council and Commissioners. The Advisory Board will recommend appointment by the Floyd Circuit Court Judge.

Section 3:2:d: **Qualifications:** Members must reside or work in the Indiana Department of Child Services Region 18 and must indicate commitment to carry out the responsibilities of the Advisory Board. Members are expected to attend bi-monthly meetings and to serve on committees, as assigned by the President.

Section 3:3: **Resignation of Advisory Board Members:** An Advisory Board member may resign by delivering written notice via letter or electronic mail to the entire Board, or the Board President. A resignation is effective when it is received, unless the notice specifies a later date.

Section 3:4: **Removal:** An Advisory Board member may be removed by a majority vote of the Board and consent of the Circuit Judge.

Section 3:5: **Conflict of Interest:** No paid employee of the agency shall be eligible to serve on the Advisory Board. The agency shall not contract with a member of the Board.

Section 3:6: **Selection of an Executive Director:** A search committee appointed by the Advisory Board and approved by the Circuit Court Judge, shall seek a professionally qualified person to serve as Executive Director. The Circuit Court Judge may elect to serve as chair or as an *ex officio* member of the search committee. Any recommendation by the search committee is subject to ratification by the Circuit Court Judge.

## ARTICLE IV

### Officers

The following officers shall serve for no more than three (3) consecutive terms in the same office:

Section 4:1: **President:** The President serves as presiding officer of the Advisory Board, serves as an *ex officio* member of all special and standing committees, and performs all other duties usual and appertaining to this office.

Section 4:2: **Vice-President:** The Vice-President shall discharge the duties of the President in the event of the President's absence or disability, and shall perform such additional duties as may be prescribed from time to time by the President, Advisory Board, or these bylaws.

## ARTICLE V

### Election of Board Officers

Section 5:1: **Nominations:** The Executive Officers of the Advisory Board will act as the Nominating Committee. Every two years, the Nominating Committee shall choose a minimum of one (1) candidate for each of the offices to be filled and a minimum of one (1) candidate for each vacant position on the Advisory Board, as vacancies become available. The Nominating Committee shall report the slate of candidates for officers at the time of elections, and the options for persons to fill Board openings as those positions have vacancies. It shall be the duty of the Board President to contact each nominee, outline the duties and responsibilities of the office, and secure the consent of the nominee to allow his or her name to appear on the slate of candidates presented. Nominations from the floor are permitted, but shall not be made without the consent of the nominee.

Section 5:2: **Frequency of Elections:** The Nominating Committee shall present the slate of prospective officers no later than the regular July Board meeting every year.

## ARTICLE VI

### Executive Director

Section 6:1: **Responsibilities to the Advisory Board:** The Executive Director shall be the executive and administrative head of Open Door. He or she shall be responsible for informing the Advisory Board fully about Open Door functions and for seeking advice from the Board about all substantive issues that affect Open Door. The Executive Director, acting in good faith, will administer Open Door's programs in accordance with policies recommended by the Advisory Board, or will seek further consultation with the

Board when he or she deems that it is not prudent to implement a recommendation from the Board. The Executive Director shall prepare agendas and reports for Board meetings in consultation with the President, shall attend Board meetings, and shall provide the Board with a standing report concerning the programs and finances of Open Door.

Section 6:2: **County Employees:** The Executive Director and employees of Open Door Youth Services are employees of Floyd County, Indiana, and are subject to the policies and procedures of employment established by the Floyd County Board of Commissioners as amended or supplemented from time to time.

Section 6:3: **Responsibilities to the Agency:** The Executive Director is responsible for all aspects of the operation of Open Door and its programs. This responsibility includes the authority to accept, employ and terminate all full-time and part-time staff members.

Section 6:4: **Responsibility to Floyd County:** The Executive Director is responsible for usual and customary communication with the Judge of the Floyd Circuit Court, the Floyd County Council, the Board of Commissioners of Floyd County, and the Floyd County Auditor as may be necessary to conduct the business of Open Door.

Section 6:5: The Executive Director is the Chief Administrative Officer of Open Door and shall have general supervision over the activities, operations and employees of Open Door, subject to the authority of the officers and directors of Open Door and the Judge of the Floyd Circuit Court and subject to supervision by the President of Open Door and the Judge of the Floyd Circuit Court; shall sign all written contracts and grants entered into by the Bureau unless another person has been designated or authorized to do so by the Advisory Board and/or the Judge of the Floyd Circuit Court; and perform such other duties as may be required by him or her by order of the Advisory Board or the Judge of the Floyd Circuit Court.

## ARTICLE VII

### Standing Committees

Section 7:1: **Executive Committee:** The Executive Committee shall consist of the President and Vice President of the Advisory Board, and the Judge of the Floyd Circuit Court and shall be a standing committee. The Executive Director of Open Door shall be an *ex officio*, non-voting, member of the Committee. The Executive Committee oversees the internal management and operation of the Open Door and its programs and has authority to enter into contracts, grants and authorize all transactions in the ordinary course of business of Open Door, which does not affect or conflict with the established policy, procedures and bylaws of Open Door.

Section 7:2: **Other Committees:** Subject to approval by the Advisory Board, the President may establish standing or *ad hoc* committees, which he or she deems necessary or advisable with specific and prescribed duties and authority. The President shall appoint the members of the committee and name a chairperson. The President and/or the Executive Director and the Judge of the Floyd Circuit Court shall be *ex officio* members of each established committee.

## ARTICLE VIII

### Meetings

Section 8:1: **A Quorum:** A quorum shall consist of at least five members of the Advisory Board, and shall require the presence of at least one officer. No vote can be taken without a quorum. A simple majority vote of those attending, when a quorum is present, is necessary to approve a motion. Votes may be conducted via electronic mail.

Section 8:2: The then current edition of Roberts Rules of Order shall apply to meetings of the Advisory Board to the extent that such rules are consistent with these bylaws and with the rules and policies of the Advisory Board.

## Article IX

### Non-discrimination

Section 9:1: **Non-discrimination Policy:** Respect for cultural diversity is imperative in all operations at Open Door Youth Services. Open Door Youth Services maintains practices of nondiscrimination that applies to all clients, community members, applicants for employment, and employees, without regard to race, color, religion, gender, sexual orientation, gender identity, national origin, language, pregnancy, socioeconomic status, age, disability, genetic information, marital status, amnesty or status as a covered veteran.

## ARTICLE 8 – Volunteer Board

- 8.1 **General Powers.** The Volunteer Board, hereafter referred to as the “Volunteers,” shall exercise power under authority from the Advisory Board as that Board deems necessary for the operations of Open Door. The scope of operation includes all the daily business, programs and events of the Corporation.
- 8.2 **Management of Activities.** The Volunteers will be managed by the Executive Director or their designee. That person will be responsible for the execution of all activities by the Volunteer Board and their committees.
- 8.3 **Role.** The Volunteer Board’s role is to help plan, coordinate, and volunteer

to support the daily activities of Open Door. The Volunteer Board should include at least one member of the Advisory Board. The Volunteers will also be responsible for recruiting, motivating and retaining members and managing all other Open Door resources.

- 8.4 **Selection.** This group shall be selected by staff, Advisory Board members, or other interested parties. They serve at the pleasure of the Advisory Board.

## **ARTICLE 9 – Friends of Open Door Youth Services, Inc.**

### Mission Statement

Friends of Open Door Youth Services is a supporting organization dedicated to raising awareness of and resources for the programs of Open Door Youth Services.

### Structure

- The Open Door Youth Services Advisory Board will act as the Board of Directors for this supporting organization.
- This supporting organization will abide by all provisions of the Advisory Board bylaws, with the exception of its fiscal year.

### Financial Arrangements:

- The Open Door Executive Director or Assistant Director are the only persons able to sign checks.
- The Executive Director, Assistant Director, or Open Door staff member responsible for development will be responsible for entry and/or classification of financial transactions within QuickBooks.
- The Board of Directors will review financial statements at each of its meetings.
- The Executive Director and Board of Directors will identify needs and potential resources for meeting these needs annually. From this assessment, a proposed annual budget will be developed.
- No Board member or member of their immediate family shall be employed in any capacity by this supporting organization.
- This supporting organization shall have no paid employees and shall use contract labor unless the entire board approves the creation of a paid position. Contract labor will be hired at "fair market" value.
- The purchase of goods/services/leases will not be from any Board member or their immediate family unless the price is discounted below "fair market" value.
- The fiscal year of Friends of Open Door Youth Services, Inc. shall be July 1 to June 30, and the Open Door Youth Services Executive Director shall be responsible for the timely submission of tax returns.