



## **MISSION STATEMENT**

### Long Form:

Founded in 1971, Long Island Crisis Center is a multi-service, community-based organization whose mission is to provide youth, families, adults, and seniors with free, high quality, confidential services to address a wide range of concerns.

We believe that everyone, no matter who they are or what their needs may be, has the right to free and anonymous help at any time. This belief underlies our mission, which is carried out through the following activities, including:

- Crisis intervention, counseling, information, referral, and other supportive services, primarily through a 24-hour a day, seven-day-a-week telephone crisis hotline, walk-in, and live on-line counseling; and
- Advocacy for appropriate services and programming on behalf of underserved and disenfranchised populations.

In fulfilling our mission, we use a non-judgmental approach to help clients break through isolation, stabilize their situations, and obtain the services they need. Supporting healthier living and greater personal empowerment guide our work at the Long Island Crisis Center.

### Short Form:

The mission of Long Island Crisis Center is to provide free, high quality, accessible and confidential services to Long Islanders in crisis.

**BY-LAWS**  
of  
**Long Island Crisis Center, Inc.**  
(hereinafter referred to as the "company")

**ARTICLE I**

**NO MEMBERS**

The Corporation shall have no members.

**ARTICLE II**

**DIRECTORS**

Section 1.Duties and Powers. The Board of Directors of the Corporation shall have the authority, power and responsibility for the general management, control and supervision of the affairs, business, activities, property and assets of the Corporation, and may make such rules, regulations and guidelines for the promotion and advancement of the Corporation and its purposes as the Board of Directors may deem advisable.

The Board of Directors, in addition to the powers and authority expressly conferred upon it by these By-Laws, by statute, by the Certificate of Incorporation of the Corporation and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation, except as expressly provided otherwise by the statutes of the State of New York, by the Certificate of Incorporation of the Corporation and by these By-Laws.

Section 2. Classification of Directors. The Board of Directors shall be divided into two classes: Active Board Members and Resource Council Members. Active Board Members shall be divided into two classes: Board Members and Youth Representatives.

Section 3. Number of Directors. The Board of Directors shall consist of fifteen (15) to twenty-eight (28) Active Board Members, the exact number of which shall be fixed from time to time by the Board of Directors. There may be an unlimited number of Resource Council Members. Active Board Members and Resource Council Members shall meet the criteria set forth in the guidelines for Directors, attached hereto, as that document may be amended or modified from time to time by the Board of Directors (the "Directors Guidelines").

Section 4. Qualification for Directors. The Board of Directors shall meet the criteria set forth in the Directors Guidelines. Each Active Board Member, other than Youth Representatives, must be at least 18 years old.

Section 5. Election of Directors. The Board Members shall be elected by a majority of votes cast at the annual meeting of the Board of Directors of the Corporation. Each Active Board Member so voting shall be entitled to cast one (1) vote for each Board Member spot open for election and voting shall not be cumulative voting. Elections to fill interim vacancies on the Board of Directors shall be in accordance with Section 6(b) of this Article II.

Section 6. Term.

(a) The term of office of for each Youth Representative shall be one (1) year and two (2) years for all other Active Board Members, and may be extended for unlimited consecutive terms until resignation or removal in accordance with Section 7 of this Article II. A Resource Council Member may serve on the Board of Directors until the earlier of: (i) his/her

voluntary resignation and (ii) his/her removal, in accordance with this Article II, Section 7. An Active Board Member shall hold office until the annual meeting for the year in which his/her term expires and until his/her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(b) Any vacancy on the Board of Directors that results from an increase in the number of Active Board Members or for any other reason shall be filled by persons elected by a majority of the Existing Board of Directors (as defined below). Any Board Member elected to fill a vacancy not resulting from an increase in the number of Active Board Members shall have the same remaining term as that of his/her predecessor.

Section 7. Removal of Directors.

(a) Board Members. A Board Member may be removed by the Board of Directors only for Cause, in accordance with the procedures set forth in the Directors Guidelines. Any Board Member may resign at any time upon reasonable notice to the President of the Corporation. "Cause" means the failure of any Board Member to meet his/her responsibilities, as set forth in the Directors Guidelines.

(b) Youth Representatives; Resource Council Members. Removal of Youth Representatives and Resource Council Members are as set forth in the Directors Guidelines. Any Youth Representative or Resource Council Member may resign at any time upon notice to the President of the Corporation.

Section 8. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of New York. The annual

meeting of the Board of Directors shall be held in June at such time and at such place as the Board of Directors shall determine. In addition to the annual meeting of the Board of Directors, the Board of Directors shall hold at least eight (8) other regular meetings at such times and at such places as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, if there be one, or the President, or, by the Secretary on the request of any four (4) Directors. Notice of all regular and special meetings stating the place, date and hour of the meeting shall be given to each Active Board Member either by mail or e-mail received not less than forty-eight (48) hours before the date of the meeting, or by telephone on at least twenty-four (24) hours notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate under the existing circumstances. Notice of meetings may be, but are not required to be, given to Resource Council Members.

Section 9.Quorum. Except as may be otherwise specifically provided by law, the Certificate of Incorporation of the Corporation or these By-Laws, at all meetings of the Board of Directors, a majority of the Entire Board of Directors (as defined below), or, in the event that there are vacancies on the Board of Directors, a majority of the Existing Board of Directors (as defined below), but in no event fewer than two (2) Board Members, shall constitute a quorum for the transaction of business. The act of a majority of the Active Board Members present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Active Board Members present thereat may adjourn the meeting to another time and place until a quorum shall be present.

Section 10. Actions of Board Without a Meeting. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Meetings by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation of the Corporation or these By-Laws, members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this Section 11 shall constitute presence in person at such meeting.

Section 12. Entire Board of Directors. As used in these By-Laws generally, the term "Entire Board of Directors" means the total number of Active Board Members that the Corporation would have if there were no vacancies.

Section 13. Existing Board of Directors. As used in these By-Laws generally, the term "Existing Board of Directors" means the total number of existing Active Board Members that the Corporation has, not including vacancies.

### **ARTICLE III**

#### **COMMITTEES OF BOARD OF DIRECTORS**

Section 1. The Board of Directors may, by resolution passed by a majority of the Existing Board of Directors, designate from among its members an Executive Committee and other standing committees, each consisting of at least one (1) Board Member of the Corporation, and each of which, to the extent provided in the resolution or in the Certificate of Incorporation or By-Laws, shall have all the authority of the Board of Directors, except that no such committee shall have authority as to the following matters: the filling of vacancies in the Board of Directors or in any committee; the fixing of compensation of the Active Board Members for serving on the Board of Directors or on any committee; the amendment or repeal of the By-Laws or the adoption of new By-Laws; the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

Special committees and/or advisory boards may be appointed by the Chairperson of the Board of Directors with the consent of the Board of Directors and shall have only the powers specifically delegated to them by the Board of Directors.

The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member.

Unless the Board of Directors or these By-Laws shall specify otherwise, and except with respect to ex-officio members whose terms may be longer, all members of all committees shall be appointed for terms of two (2) years, unless reappointed.

Section 2.Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held and taken in accordance with, the provisions of Article II of these By-Laws, concerning meetings of Active Board Members, with such changes in the context of those By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees shall be designated by resolution of the Board of Directors or, if none, by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of any committee shall also be given to any and all alternate members of such committee, who shall have the right to attend all meetings of the respective committee.

Each committee shall report to the Board of Directors when required and keep regular minutes of its meetings, which shall be filed with the corporate records of the Corporation.

The Board of Directors may adopt rules for the governance of any committee not inconsistent with any provision of law or these By-Laws.

## **ARTICLE IV**

### **OFFICERS**

Section 1.General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors, in its discretion, may also choose a Chairman of the Board (who must be a Board Member) and one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers. The Board of Directors may elect Honorary Chairmen and/or Honorary Presidents who shall have such powers and responsibilities and serve such functions as the Board of Directors may from time to time delegate to them.

Except for the offices of President and Secretary, which must be occupied by different persons, any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation of the Corporation or these By-Laws provided, however, that no instrument required to be signed by more than one (1) officer may be signed by one (1) person in more than one (1) capacity.

Section 2.Election. Two (2) months before the annual meeting, the Governance Committee shall present a slate of officers and Board Members for the following fiscal year. The Board of Directors at its annual meeting or such other time as may be designated by the Board of Directors shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the Entire Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. No member of the Board

of Directors of the Corporation shall receive a salary or other compensation for serving on the Board of Directors.

Section 3.Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the Chairman of the Board, if there be one, and the President or any Vice-President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4.Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and the Executive Committee. During the absence or disability of the President, if there be no Vice-President or if there be one (1) or more Vice-Presidents who are all absent or disabled, the Chairperson of the Board of Directors shall exercise all the powers and discharge all the duties of the President, including (except where by law the signature of the President is required) the same power as the President to sign all contracts, certificates and other instruments of the Corporation which may be authorized by the Board of Directors. The Chairperson of the Board of Directors shall also perform such other duties and may exercise such other powers as from time to time may be as-

signed to him or her by these By-Laws or by the Board of Directors. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 5. Chairperson/President of the Board of Directors. The Chairperson/President of the Board of Directors shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and the Executive Committee and shall prepare the agenda for each Board of Directors meeting. Subject to the control of the Board of Directors, the Chairperson/President shall have general supervision of the business and affairs of the Corporation, shall keep the Board of Directors fully informed about the activities of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman/President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors, unless the Board of Directors shall specifically require an additional signature. The Chairperson/President shall appoint all committee chairpersons, unless otherwise provided and shall perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these By-Laws or by the Board of Directors. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 6. Vice-Presidents. The Vice President shall have such powers and duties as may be assigned to him/her by these By-Laws or by the Board of Directors. In the absence or disability of the Chairperson/President, the Vice-President shall perform the duties of the Chairperson/President. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings at such meetings in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and all other notices required to be given by law or by these By-Laws, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors or the President shall choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 8. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of

Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or whenever the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors or by law, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation. The Treasurer shall coordinate with the Secretary and see that all reports, returns, information returns, or other documents that are or may be required to be filed with the Internal Revenue Service are properly and timely filed. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 9. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice-President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of his/her disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 10. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice-President, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of his/her disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. If required by the Board of Directors or by law, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation. In addition to the foregoing, this Officer must meet the criteria, if any, set forth in the Directors Guidelines.

Section 11. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. Such other Officers must meet the criteria, if any, set forth in the Directors Guidelines. The Board of Directors may delegate to any officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

## **ARTICLE V**

### **NOTICES**

Section 1. Notices. Whenever written notice is required by law, the Certificate of Incorporation of the Corporation or these By-Laws to be given to any officer, Director or

member of a committee, such notice may be given by mail, addressed to such officer, member of the Board of Directors or member of a committee, at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by facsimile, or e-mail.

Section 2.Waivers of Notice. Whenever any notice is required by law, the Certificate of Incorporation of the Corporation or these By-Laws, to be given to any officer, member of the Board of Directors or member of a committee, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

Section 1.Disbursements. All checks or demands for money and notes of the Corporation for amounts less than such threshold amount designated by resolution of the Board of Directors shall be signed by either the Chairman of the Board, if there be one, the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate. All checks or demands for money and notes of the Corporation for amounts greater than such threshold amount designated by resolution of the Board of Directors shall be signed by any two (2) of the following persons: the Chairman of the Board, if there be one, the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate.

Section 2.Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 3.Corporate Seal. Any required corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 4.Registered Office. The registered office of the Corporation shall be in the County of Nassau, State of New York.

Section 5.Other Offices. The Corporation may also have offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine.

## ARTICLE VII

### **DUTIES OF DIRECTORS AND OFFICERS: INDEMNIFICATION**

Section 1.Duties of Directors. An Active Board Member shall perform his/her duties as a member of the Board of Directors, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, an Active Board Member shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(i) o

ne (1) or more officers or employees of the Corporation whom the Active Board Member believes to be reliable and competent in the matters presented, and/or

(ii) c

ounsel, public accountants or other persons as to matters which the Active Board Member believes to be within such person's professional or expert competence, and/or

(iii) a

committee of the Board of Directors upon which he/she does not serve, duly designated in accordance with a provision of the Certificate of Incorporation of the Corporation or these By-Laws, as to matters within its designated authority, which committee the Active Board Member believes to merit confidence,

so long as in so relying he/she shall be acting in good faith and with such degree of diligence, care and skill, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, Active Board Members, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who

so performs his/her duties shall have no liability by reason of being or having been an Active Board Member of the Corporation.

Section 2.Duties of Officers. An officer shall perform his/her duties as an officer in good faith and with that degree of diligence, care and skill that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, an officer shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(i) o  
one (1) or more other officers or employees of the Corporation whom the officer believes to be reliable and competent in the matters presented, and/or

(ii) c  
ounsel, public accountants or other persons as to matters which the officer believes to be within such person's professional or expert competence,

so long as in so relying he/she shall be acting in good faith and with such degree of care, but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Notwithstanding the foregoing, officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the

financial condition of the Corporation. A person who so performs his/her duties shall have no liability by reason of being or having been an officer of the Corporation.

Section 3. Indemnification of Directors and Officers. The Corporation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was an Active Board Member or officer of the Corporation, or, at the request of the Corporation, served any other organization in any capacity, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. Nothing contained in this Section 3 of this Article VII shall affect any rights to indemnification to which corporate personnel other than Active Board Members and officers may be entitled by contract or otherwise by law. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation, the Active Board Members and officers of the Corporation, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the New York State Not-for-Profit Corporation Law or such other applicable statute. No indemnification shall be made under this Article VII if such indemnification would be inconsistent with Sections 4941 through 4945 of the Internal Revenue Code of 1986, as amended, a provision of the Corporation's Certificate of Incorporation or these By-Laws, a resolution of the Board of Directors or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification.

Section 4. Meaning of "Corporation" for Purposes of Article VII. For purposes of this Article VII, references to the "Corporation" shall include, in addition to the resulting

corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its Active Board Members or officers so that any person who is or was an Active Board Member or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as an Active Board Member or officer of another corporation of any type or kind, domestic or foreign, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VII with respect to the resulting or surviving corporation as he/she would have with respect to such constituent corporation if its separate existence had continued.

## **ARTICLE VIII**

### **AMENDMENT**

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted, by the Board of Directors. All such amendments must be approved by the vote of at least two-thirds (2/3) of the Entire Board of Directors upon notice given at least three (3) weeks prior to the meeting at which such action is proposed to be taken and which notice specifically states that one of the purposes of such meeting is to amend the By-Laws.

The Directors Guidelines may be altered, amended or repealed, in whole or in part, or new Directors Guidelines may be adopted at any time by the Executive Committee, and must be approved at the next regularly scheduled meeting of the Board of Directors by a majority of the Directors present at that meeting.

# DIRECTORS GUIDELINES

Capitalized terms not defined in these Directors Guidelines shall have the meaning ascribed to such terms in the By-Laws of the Long Island Crisis Center, as amended.

## **I – The Board**

1. **Qualification of Board Members.** The Board of Directors of the Long Island Crisis Center shall be comprised of persons of diverse ethnic and cultural backgrounds. Each Director shall demonstrate: (i) responsibility; (ii) compatibility with the philosophy of the Long Island Crisis Center ("LICC"); (iii) motivation to serve youth; (iv) possess a sensitivity to the diverse communities LICC serves; (v) who do not have a conflict of interest with LICC or its contractors. No individual selling material or services to LICC may serve on the Board of Directors.

2. **Classifications and Selection of Board Members.**

A. **Board Members.**

1. A candidate (or candidates) shall be proposed at a regular Board of Directors meeting

2. If no objection is raised by any current Active Board Member, the Governance Committee will interview the candidate to determine whether the candidate is suitable.

3. If the Governance Committee determines that a candidate is suitable, it will invite the candidate to the next Board of Directors meeting and inform the President of the Board regarding its decision.

4. Subsequent to the Board of Directors meeting, the candidate shall inform the Board of Directors whether he/she will accept the position on the Board of Directors.

B. **Youth Representatives.**

1. **Selection.**

a. Two (2) to five (5) representatives from the Youth Advisory Committee shall be chosen from the Crisis Center youth volunteers and Pride for Youth Project participants to serve as Youth Representatives on the Board of Directors. Screening tantamount to the volunteer interview must take place by the Crisis Center staff and Pride for Youth program staff.

b. Final decision to be determined by a committee comprised of the Executive Director and the Executive Committee

2. Responsibilities. Youth Representatives who are at least eighteen years old may vote and participate in all matters coming before the Board of Directors except (i) the terms and conditions of employment of paid staff or (ii) matters of compensation involving paid staff.

3. Removal. Youth Representatives may be removed at any time for any reason by the Executive Committee. Removed Youth Representatives shall be replaced in accordance with the selection procedure set forth above.

C. Resource Council Members.

1. A “Resource Council Member” is a person who, in the Board of Directors’ opinion, in addition to meeting the qualifications set forth above, possesses special qualities and/or talents that would further the mission of the Long Island Crisis Center.

2. Resource Council Members are not Active Board Members and may not vote on any matter coming before the Board of Directors. However, Resource Council Members may, but are not required to, attend Board of Directors meetings and offer opinions on all Board of Directors matters.

3. Selection. A candidate (or candidates) shall be proposed and discussed at a regular Board of Directors meeting, and shall be elected by a majority of the Existing Board of Directors.

4. Removal. A decision to remove Resource Council Members may be adopted at any time for any reason by the Executive Committee, and must be approved by a majority of Active Board Members present at the next regularly scheduled meeting of the Board of Directors, or at a special meeting held prior to the next regularly scheduled meeting.

3. Composition of the Board. The Board of Directors shall be composed of the following types of members:

- Fifteen (15) to twenty-eight (28) Active Board Members, consisting of:
  - Two (2) to five (5) Youth Representatives, and
  - Thirteen (13) to twenty-three (23) Board Members
- Unlimited Resource Council Members

4. Responsibilities of the Board:

- A. Except for excused absences, Board Members must attend at least seven (7) out of nine (9) Board of Directors meetings per year.
- B. Each Board Member shall serve on at least one (1) committee.
- C. Board Members shall support LICC-sponsored events to the extent practicable.
- D. At the commencement of each year of service as a Board Member, each Board Member shall sign a Director's Commitment Letter that identifies Directors' duties and responsibilities in connection with LICC.

5. Procedure for Removal from the Board.

- A. A written removal request ("Removal Request"), signed by at least two (2) Active Board Members, shall be submitted to the Executive Committee.
- B. Within ten (10) days after receiving the Removal Request, the Executive Committee shall acknowledge such receipt, in writing, to at least one (1) of the requesting Active Board Members.
- C. Within ten (10) days of receipt of the Removal Request, the Executive Committee shall advise the person(s) identified for removal in the Removal Request, in person (phone or personal contact) and in writing by registered mail.
- D. Within ten (10) days of notification prior to the next Board of Directors meeting, the person to be removed shall have the right to meet with the Executive Committee to discuss the Removal Request.
- E. Upon completion of the notification procedure described above, the following shall occur:
  - the findings and recommendations of the Executive Committee shall be presented to the Board of Directors at which time discussions will be held
  - the person(s) identified for removal shall have the opportunity to respond to the Executive Committee's findings and recommendations at that time
  - upon completion of discussion, the Board of Directors shall vote upon the Removal Request

- an individual will be removed from the Board of Directors and/or standing committee if a majority of the quorum present at said meeting vote in favor of removal.

## **II – The Officers and the Executive Director**

1. Officers. The Board of Directors shall elect the following officer:

- President
- Vice-President
- Treasurer
- Secretary
- and other such officers as shall be prescribed by the Board of Directors.

2. Duties of Officers:

A. The President/Chairperson shall:

1. Be a Board Member.
2. Be the Chief Executive Officer of LICC.
3. Call Board of Directors meetings
4. Preside at all meetings of the Board of Directors.
5. Prepare agenda for meetings.
6. Appoint all committee chairpersons unless otherwise provided.
7. Perform such other duties as may be assigned to him/her by the Board of Directors.

B. The Vice-President shall:

1. Perform the duties of the President/Chairperson in the event the President/Chairperson is absent or temporarily disabled.
2. Perform such other duties as may be assigned to him/her by the Board of Directors.

C. The Treasurer shall:

1. Have the care and custody of all funds and securities of the Corporation.
2. Deposit said funds in the name of the Corporation in such bank trust company the Board of Directors may elect.
3. Submit an annual report of the finances of the Corporation to the Board of Directors by the October meeting.
4. Make a quarterly statement of accounts to the Board of Directors.
5. Oversee the work of the bookkeeper and the accountant.
6. Bring to the Board of Directors for approval expenses over \$1,000.00, except for routine operational expenses.
7. Ensure that an annual audit is conducted.

8. Ensure that all relevant paperwork is properly and timely filed with the Internal Revenue Service.
9. Perform such other duties as may be assigned to him/her by the Board of Directors.

D. The Secretary shall:

1. Keep the minutes of all meetings of the Board of Directors.
2. Conduct all correspondence pertaining to the operation of the Board of Directors.
3. Keep a complete and accurate list of the Board Members, Youth Representatives and Resource Council Members.
4. Keep the seal of the Corporation, and shall affix such seal and attest the signature of the President or Vice-President wherever required by law and authorized by the Board of Directors.
5. Have care of such books and papers as the Board of Directors may direct.
6. Perform all the duties incidental to the office of Secretary.
7. Perform such other duties as may be assigned to him/her by the Board of Directors.

3. Elections of Officers:

- A. A slate of officers shall be proposed by the Governance Committee.
- B. The slate of Officers and a plan for the election of Officers and Board Members shall be submitted to the Board of Directors at the April meeting.
- C. Officers will be elected at the annual meeting in June.

4. The Executive Director – Duties:

- A. Present an annual report by the second meeting of the Board of Directors.
- B. Sign checks, drafts, notes and orders of payment as stated in check policy.
- C. Overseeing the entire operation of the LICC; clinical as well as administrative.
- D. Hiring and supervising staff, and supervising volunteers.
- E. Attending each Board of Directors meeting and presenting a report on the developments relevant to the Corporation.
- F. Provide supervision for the Youth Advisory Committee to the Board of Directors.

### **III – Committees**

1. Committee Appointments.

- A. The Chairperson of each committee shall be appointed by the President subject to the approval of the Board of Directors.
- B. Each standing Committee shall consist of at least one (1) Active Board Member.
- C. Volunteer and paid staff members of the Agency may participate in all committees subject to the approval of the Committee Chairperson.

2. Standing Committees:

**Governance Committee**

Duties include recruitment of new members, assessing board composition, developing job descriptions for board members, orienting and educating new board members, evaluating Resource Council Members, board education and self-assessment.

1. Be responsible for recruitment and orientation of new Board Members and shall be responsible for maintaining the required minimum number of Board Members.
2. Monitor attendance of all Board Members.
3. Nominate a slate of candidates for officers of the Board of Directors.
4. Maintain a complete and accurate list of Board Members, indicating terms of office, classifications and committee memberships.
5. Recommend to the Board of Directors removal of any Board Member who does not fulfill his/her responsibilities.
3. Report and make recommendations to the Board of Directors on all matters involving legal issues
4. Assist all Committees on relevant legal issues.
5. Make recommendations to the Board of Directors on retaining formal legal counsel when and if necessary
6. Insure By-laws are current
7. Assist in the preparation of proposed By-law amendments
8. Review the By-laws bi-annually, or sooner if needed, and revise as needed

9. Recommend to the full Board of Directors a Board Member who shall act in the capacity of Parliamentarian at all meetings.
10. Interpret, with Board of Directors supervision, the goals, purpose and function of the Corporation to the community at large.
11. Review and evaluate Resource Council Members at least every two years, and, if necessary, recommend to the Executive Committee removal of Resource Council Member(s).

#### **Development Committee**

1. Develop an annual plan for the upcoming funding year, to be submitted by the second meeting of the Board of Directors.
2. Shall work in conjunction with administrative staff to implement all fundraising activities.
3. Work in conjunction with the financial coordinator of the Corporation or such other persons as are necessary to develop an annual plan for public relations.

#### **Finance/Fiscal Committee**

1. Manage investments
2. Be chaired by the Treasurer
3. Consult and confer with Executive Director regarding annual budget
4. Insure that copies of proposed annual budget are distributed to all Board Members ten (10) days prior to voting by the Board of Directors
5. Oversee the Corporation's expenditures to ensure that they are within budgetary guidelines
6. Provide assistance and/or financial information to other committees
- 7.. Review and/or recommend (advise) to the full Board of Directors all purchases in excess of \$1,000.00.
8. Seek prior approval of the Board of Directors for any proposed construction or equipment expense in excess of \$3,000.00.
9. Upon receiving Board of Directors approval, oversee and authorize construction work performed for the Corporation

**Ad Hoc Committees:**

1. The President of the Board may appoint such other committees as deemed necessary and advisable to complete special assignment.
2. These committees shall function only so long as may be necessary.

**IV - ACTION OF THE BOARD**

1. The Board of Directors will operate under the Rules of Parliamentary Procedure in accordance with the By-Laws and Robert's Rules of Order.
2. The Parliamentarian shall:
  - be familiar with the contents of the By-laws
  - have a current copy of the By-laws available for use and inspection at all Board of Directors meetings

**V - AMENDMENTS TO THE DIRECTORS GUIDELINES**

1. The Directors Guidelines may be altered, amended or repealed, in whole or in part, or new Directors Guidelines may be adopted at any time by the Executive Committee.
2. Proposed amendments to the Directors Guidelines must be approved at the next regularly scheduled meeting of the Board of Directors by a majority of the Directors present at that meeting.

**VI - CHECK POLICY**

1. Who is authorized to sign checks?
  - A. Treasurer of the Board of Directors
  - B. President of the Board of Directors
  - C. Executive Director
  - D. Assistant Director
  - E. Secretary