



Bylaws

Approved November 15, 2015

Article I: Name and Mission Statement

Section 1.1: Name

The name of the organization shall be Women Have Options Inc., sometimes known as Women Have Options or WHO/O.

Section 1.2: Mission Statement

Our mission is to support the right of every woman to make her own reproductive decisions.

Article II: Governance and Dissolution

Section 2.1: Governance

Women Have Options shall be governed in accordance with the bylaws by a board of directors in whom the policy-making functions shall be vested. The board will establish policies that are consistent with the mission of the organization.

Section 2.2: Parliamentary Authority

Robert's Rules of Order, in its latest edition, shall be the authority for the organization where applicable. Any implementation of such authority must be consistent with these bylaws.

Section 2.3: Amendments to the Bylaws

These bylaws may be amended or revised at any regularly scheduled meeting of the board of directors. Amendments and revisions will be adopted upon approval by a majority of the entire board of directors.

Section 2.4: Duration

The existence of the organization shall be perpetual, except that it may be dissolved by a decision of its board of directors.

Section 2.5: Dissolution

Dissolution requires 75 percent of the entire board of directors to approve. In the event of dissolution, the board shall take every action to ensure that dissolution is conducted in an exhaustive and responsible way. Funds or property remaining in the holdings of the organization shall be distributed in compliance with WHO/O's mission and decided by a majority vote.

Article III: Board Membership

Section 3.1: Membership Range

The board shall be composed of a minimum of three members and a maximum of 25 members. Special emphasis shall be made to diversify the board to the fullest extent possible.

Section 3.2: Membership Term

Board members shall pledge a commitment of two years to the organization. Membership beyond the initial two-year term is perpetual until resignation or removal.

Section 3.3: Member Responsibilities

Board members shall sign and adhere to a Board Responsibilities Agreement, Confidentiality Agreement, and Conflict of Interest Policy.

Section 3.4: New Members

Nominations for board membership shall be accepted from sitting board members. Potential board members must submit a Board Application and a signed Board Responsibilities Agreement to be considered. New board members are elected by a majority vote at a regularly scheduled meeting. The board reserves the right to deny any individual board membership if it decides that her or his nomination would be in conflict with WHO/O's policies or priorities.

Section 3.5: Personal Liability

Board members shall not be held personally liable for any debt, liability, or obligation of the organization. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the organization may look only to the funds and property of the organization for payment of any such contract or claim, or for payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the organization.

Section 3.6: Non-Discrimination

It shall be the policy of Women Have Options that there shall be no discrimination regarding board membership, nor on any terms or conditions of board membership, based on but not limited to the following: race, ethnicity, national origin, age, religion, marital status, sexual orientation, sex identity, gender identity, socio-economic status, and geography.

Section 3.7: Leave of Absence

If a board member knows that she or he is having or will have a difficult time fulfilling board responsibilities because of health or other extreme reasons, the member may take a leave of absence by resigning for a period of time not to exceed six months. If the issues have been resolved within the six-month leave period, the member may return to the board of directors in good standing. A leave of more than six months will require a new application and board approval to re-join the board of directors.

Section 3.8: Resignation

A board member may resign by submitting a letter in writing to the Board Chair and Executive Director. Resignations may be effective immediately. Failure to attend board meetings or adhere to the Board Responsibilities Agreement may be considered a de facto resignation. A board vote will be required to confirm a de facto resignation.

Section 3.9: Removal

A board member may be removed from the board if a majority of the entire board agrees that the member acted in a fashion counterproductive to WHO/O. Actions deemed damaging to the organization include, but are not limited to, the following: unauthorized engagement with media, elected officials, or community leaders; violating confidentiality agreements or conflict of interest policies; and not fulfilling any of the obligations listed in the Board Responsibilities Agreement.

Section 3.10: Emeritus Board

At the discretion of the board of directors, former board members or others may be nominated to the Emeritus Board, a non-voting, non-governing body which offers support to the organization and recognizes long-serving supporters of WHO/O.

Section 3.11: Compensation

No board members shall receive compensation from the organization for performing the duties of board membership.

Article IV: Meetings

Section 4.1: Minimum Number of Meetings

The board shall meet at least two times per year in person.

Section 4.2: Meeting Announcements

Meeting dates and times are determined by consensus at board meetings. Non-attending members will be notified via email or telephone.

Section 4.3: Additional or Emergency Meetings

Additional or emergency meetings can be called at the request of the Board Chair or a majority of board members. In such a case, all board members will be contacted by the Board Chair or a designee as soon as possible before the meeting. Any decisions reached at an emergency meeting will be communicated in writing to the full board within five business days.

Section 4.4: Meeting Cancellation or Rescheduling

Any board meeting may be canceled or rescheduled by the Board Chair or a majority of board members.

Section 4.5: Visitors at Meetings

Non-board members may attend board meetings as visitors upon invitation by a member of the board with consent of the Board Chair.

Article V: Voting

Section 5.1: Number of Votes

Each board member shall have one vote. No alternates or voting by proxy will be allowed.

Section 5.2: Quorum

A quorum is the minimum number of board members present at a board meeting necessary for approval of any official action or official vote. A quorum consists of a simple majority, fifty percent plus one, of the sitting board membership. In the absence of a quorum, discussion at a board meeting may occur for informational purposes only.

Section 5.3: Decisions by Majority Vote

Having met quorum, all decisions of the organization must be made by at least a majority vote of board members in attendance, unless otherwise stated in the bylaws. Any board member may bring a decision to a vote.

Section 5.4: Electronic Voting

Email is intended to be used as a consensus tool, not a voting tool. Decisions that require a vote will be voted upon in-person at a board meeting. Email voting may be authorized by agreement of the officers under special circumstances.

Section 5.5: Policies

The standing policies of the organization must be approved by a majority vote. Policies may be reviewed and voted upon at any time upon request by any sitting board member.

Section VI: Officers

Section 6.1: Title and Term of Officers

The board shall have a Chair, Development Chair, Secretary, and Treasurer. Each office shall hold a term of two years, beginning on the first of the calendar year. There is no limit on the number of terms a member may hold an office.

Section 6.2: Officer Elections

Any board member in good standing may serve as an officer. Board members shall be nominated by themselves or fellow board members to serve as officers. Officers are elected by majority vote at the last board meeting of the calendar year before the beginning of a new term. If an officer position is vacated before the end of the term, a new officer will be elected as soon as possible to complete the term.

Section 6.3: Officer Resignation and Removal

Officers may be removed from officer positions by a majority of the entire board of directors. Officers may resign from their positions while remaining on the board.

Section 6.4: Officer Responsibilities

Each officer will sign and adhere to an agreement describing the position responsibilities.

Article VII: Committees

Section 7.1: Ad Hoc Committees

The board shall reserve the right to create and dissolve ad hoc committees as needed.

Section 7.2: Committee Reports

Committee chairs may be asked to report on committee activities at board meetings.

Section 7.3: Visitors on Committees

Non-board members may attend committee meetings upon invitation by a member of the committee with consent of the committee chair.

Article VIII: Budget and Fiscal Affairs

Section 8.1: Fiscal Year

The fiscal year of Women Have Options shall be concurrent with the calendar year.

Section 8.2: Annual Budget

The Treasurer shall present the annual budget for a board vote of approval at the first meeting of the fiscal year or the last meeting of the previous fiscal year. Financial reports shall be presented by the Treasurer and reviewed by the board on a regular basis.

Section 8.3: Withdrawals and Deposits

All funds of the organization are to be deposited with such banks or trust companies as the board may select. All officers shall serve as signatories on all accounts and investments. Signatories to accounts and investments should also have access to account activity and balances.

Section 8.4: Expenditures

Expenses that are not approved by committee or the board of directors may not be reimbursed. Non-clinic allocations in amounts over \$100 may need Treasurer approval.

Section 8.5: Compliance

Women Have Options will be in compliance with all appropriate state and federal regulations governing all non-profit organizations.

Article IX: Executive Director

The Board of Directors shall charge the Executive Director with the administration and executive management of the affairs of WHO/O and such other powers and duties as the Board may delegate. The Executive Director is the spokesperson for WHO/O and may delegate the spokesperson task to other persons as appropriate.

11/18/12	Originally approved
7/28/13	Sections 6.1 and 8.3 modified
11/15/15	Sections 3.8 and 6.1 modified, Article IX added