



The Haven Policy and Procedure	
Policy #	LD-002
Policy Title	Board of Directors By-Laws
Issue Date	11/29/2016
Revision Date/s	3/9/2021

THE HAVEN BOARD OF
DIRECTORS BY-LAWS
(Revised: March 9, 2021)

Article I - Name and Organization

- Section 1. This organization will be known as The Haven.
- Section 2. The Haven's governing body is its Board of Directors.

Article II - Status

- Section 1. The Haven shall maintain tax-exempt status as a non-profit corporation in compliance with the laws of the State of Arizona and the Internal Revenue Code of the United States. The Haven shall publicize this status in connection with all its fundraising activities.

Article III - Mission

- Section 1. The Haven, a residential and outpatient treatment center for women recovering from substance use disorders, uses time tested best practices that support women's spiritual, emotional, physical and intellectual growth as they move into clean and sober lives of health and wholeness.

Article IV - Membership on the Board of Directors

- Section 1. Membership on the Board of Directors will be open to anyone who is concerned with the treatment and prevention of substance abuse and will act in accord with The Haven Board of Directors Letter of Commitment (Attachment "A") and The Haven's Guiding Principles (Attachment "B").

Article V - Annual Meeting of Board of Directors

- Section 1. The Board of Directors must hold its annual meeting on the fourth Tuesday of January, or the next working day if the fourth Tuesday is a holiday, to elect members of the Board of Directors (hereinafter "Member"). The Executive Director, who is the chief operating officer of The Haven, will present



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a formal evaluation of The Haven's past fiscal year. The Board may transact other business as necessary.

Article V – Annual Meeting of Board of Directors

- Section 2. The Board of Directors must designate the time and place within Pima County for the annual meeting. The Secretary of the Board of Directors of The Haven shall notify each member of the Board of Directors as to the place, day and hour of the annual meeting by signed acknowledgement at least ten (10) calendar days before the annual meeting is to take place.
- Section 3. A majority of all members of the Board of Directors shall constitute a quorum at the annual meeting.
- Section 4. Any business or motion at the annual meeting must have a majority of the members of the Board present at the meeting to pass, unless these By-Laws or the laws of the state of Arizona require a greater number.

Article VI – Board of Directors

- Section 1. The Board of Directors must conduct the business of The Haven in accord with the powers granted in the Articles of Incorporation. (Attachment "C")
- Section 2. The Board of Directors must have at least seven (7) and no more than twenty-five (25) members.
- Section 3. The Board of Directors shall adopt a calendar of regular monthly meetings for the year at its annual meeting in January, which calendar shall contain at least nine meetings for the year. The President or any three members of the Board may call a special meeting of the Board by written notice of the date, time, place and agenda for the meeting delivered to each member at least ten (10) calendar days before the meeting is to take place.
- Section 4. Board members must serve without pay.



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- Section 5. A majority of all members of the Board of Directors shall constitute a quorum for any regular meeting or special meeting of the Board of Directors.

- Section 6. Any business or motion at a regular or special Board meeting must have a majority of the members of the Board present at the meeting to pass, unless these By-Laws or the laws of the State of Arizona require a greater number.

- Section 7. Board members must not use their positions with The Haven for purposes that are, or appear to be, motivated by a desire for private gain for themselves or for those with whom they have family, business, or other ties. The basic tests of conflict of interest will be the IRS conflict of interest standards for non-profit organizations and the Board's adopted policy on conflict of interest. Questions related to conflict of interest must be referred to the Governance Committee. If the Governance Committee finds that a member is in an apparent or actual conflict of interest, the Committee must refer this finding to the full Board for action. Each Board member shall sign a notice of conflict of interest annually. (Attachment "D")

- Section 8. The Governance Committee shall submit a slate of nominees for members at the annual meeting. Nominations may be made from the floor. All nominations shall indicate the term to which each member is being nominated. The vote shall be by confidential ballot.

- Section 9. In addition, a member may be elected at any regular or special Board meeting. If a member is elected at a regular or special Board Meeting, the next annual meeting shall be considered such a member's anniversary and the partial year served shall be counted as the first full year of the member's term under this Article, §10. Election under this section shall be by confidential ballot.

- Section 10. The terms for a member shall be as follows: When a member is elected to the Board for the first time, the member's term shall be three years. At the end of the member's three-year term, the member will be eligible for



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election to the Board for a two-year term. At the end of a member's two-year term, the member will be eligible for election to the Board for a one-year term. Subsequently, the member is eligible for election to the Board and each subsequent consecutive term shall be for one year. Former Board members may be elected to the Board after any period of absence. Such a Board member shall serve for one year and is eligible for re-election to subsequent one-year terms.

- Section 11. The term of a member is not ended until after the election of Board members at the annual meeting that corresponds to the end of the member's term.

- Section 12. Any member may be removed from membership on the Board of Directors for breach of the Guiding Principles or the Letter of Commitment of the Haven or for violation of the Conflict of Interest policy. Normally, the removal of a member during the member's term shall occur after the President, with advice and consent of the Governance Committee, has given such member a chance to remedy the breach of the Guiding Principles, Letter of Commitment or violation of the Conflict of Interest Policy, and/or has had an opportunity to resign.

- Section 13. The vote to remove a member shall carry only if the number of votes to remove is a two-third's majority of all members of the Board whether all Board members are present for the vote or not. The vote may be taken only if the Secretary of the Board has provided written notice of the proposed action by mailing the notice to the subject Board member and all other members at each member's last known address at least ten (10) calendar days before the meeting at which the action will be considered.

Article VII - Duties of the Board of Directors

- Section 1. The Board of Directors will annually approve a plan to ensure The Haven's positive impact on the community and supply the means to effectually execute the plan.



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- Section 2. The Board must appoint an Executive Director using the Qualifications specified in a job description developed by the Board.
- Section 3. The Board shall ensure that personnel policies governing the Executive Director and the staff are in place and are reviewed annually to comply with Federal and State law and standard personnel practices.
- Section 4. The Board shall ensure that new members of the Board receive an orientation to The Haven and that continuing members receive appropriate education and workshops that will assist them in advancing the mission, objectives, purposes and goals of The Haven.
- Section 5. The Board shall monitor the quality of care and the program at The Haven and pursue opportunities to improve.
- Section 6. The Board shall conduct an annual written self-assessment as well as a semi-annual oral self- assessment. The self-assessments shall include individual as well as collective analysis of the Board and its members on subjects including, but not limited to, understanding The Haven's vision, mission, core values and goals, the Board's legal requirements and constraints, attendance, preparedness, time spent on governance topics and the working relationships amongst Board members and the Executive Director. The Governance Committee shall develop this assessment instrument.

Article VIII – Committees

- Section 1. The Governance Committee will consist of the President, Vice President, Secretary, Treasurer, and the immediate Past President.
- Section 2. The President will annually determine Board committees and appoint committee chairs.



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Section 3. The President will be an ex-officio member of all committees.

Article IX – Officers

Section 1. Officers of the Board of Directors of The Haven will be the President, Vice President, Secretary and the Treasurer.

Section 2. Any Board Member may nominate a candidate to be an officer by submitting a name to the Governance Committee before the time of the Governance meeting immediately preceding the annual meeting. The sitting Vice President shall submit nominations at the annual meeting.

Section 3. The Board of Directors shall elect the President, Vice President, Secretary and Treasurer at the first meeting of the Board of Directors immediately following the annual meeting. The Board may elect an officer to fill a vacancy at any regular or special Board meeting.

Section 4. Each officer will serve for one year. Each officer's term ends immediately upon the election of officers described in this Article, §3. Officers may be re- elected.

Section 5. The Secretary or Treasurer may also serve simultaneously as Vice President.

Section 6. Officers shall serve without pay.

Section 7. Officers may be removed from office by a two-thirds vote of the members of the Board of Directors. The vote to remove an officer shall carry only if the number of votes to remove is a two-thirds majority of all of the members of the Board whether all Board members are present for the vote or not. Removal must be based on neglect of, or inability to perform duties, violation of The Haven's By-Laws, or breach of the Guiding Principles or Letter of Commitment of The Haven or violation of the Conflict of Interest policy.

Section 8. If action against an officer as specified in §7 of this Article is proposed for any meeting, the Secretary of the Board of Directors must give the officer written notice of the action



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mailed to the officer with a copy to all Board members at each member's last known address at least ten (10) calendar days before the meeting at which the action is to be considered.

- Section 9. An officer removed from office under this Article, §§7 and 8, may also be removed from membership on the Board of Directors only if the requirements for removal of a member contained in Article VI, §§12 and 13 have been met.

Article X – Duties of the Officers

- Section 1. The President shall preside at all meetings or in the absence of the President, the Vice President. If both the President and Vice President are absent, the Secretary shall preside and if all three of these are absent, the Treasurer shall preside. The President shall appoint the chair for all Board committees and shall establish any other committees needed to accomplish the work of The Haven. The President will be an ex-officio member of all committees. The President shall ensure that all committees report to the Board of Directors at each regularly scheduled Board meeting.
- Section 2. The Vice President shall perform the duties of the President in the President's absence.
- Section 3. The Secretary shall create an agenda for each meeting, shall send a notice to each Board Member regarding each meeting and shall maintain a record of all proceedings of all meetings of the Board of Directors and of the Governance Committee.
- Section 4. The Treasurer shall ensure that complete and accurate financial accounts are kept and shall make regular reports to the Board of Directors. The Treasurer shall submit to the Board an annual audit of all accounts prepared by an independent Certified Public Accountant. The Treasurer shall ensure that generally accepted accounting procedures are used in these matters.
- Section 5. Upon leaving office, any officer or member of the Board must give his or her successor any property belonging to



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The Haven or to the Board of Directors, including, but not limited to: money, keys, papers, records or books.

Section 6. The Governance Committee shall adopt a calendar of its meetings to give each member ample opportunity to attend. Special meetings of the Governance Committee may be called in the same manner as a special Board meeting described in Article VI, §3.

Section 7. The Governance Committee will assist the President in ensuring the Board is acting with maximum accountability by keeping the Board consciously accountable for the organization's Mission, Vision and Guiding Principles, its values and its capacity to provide benefit to the community. The Governance Committee bears the responsibility for Board recruitment and initial Board orientation and for ongoing Board training related to the Board's role, job performance and information related to the specifics of the organization.

The Governance Committee shall assist the President in ensuring the Board remains actively accountable in maintaining an annual board calendar, denoting regular activities that must occur during the year and creating the agenda for the annual, regular and special Board meetings.

The Executive Director will not sit on the Governance Committee, unless invited for a specific purpose.

The Governance Committee may create sub- committees to accomplish specific tasks, the composition of which Committees may include persons from the community or Board members who are neither officers nor committee chairs. The Board may adopt, from time to time, principles, precepts, canons and codes to further define the role of the Governance Committee only insofar as such further adoptions do not conflict with the By-Laws of The Haven's Board of Directors.

Article XI – Conduct of Meetings

Section 1. The President shall ensure that all meetings are conducted according to standard parliamentary procedures. These



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procedures shall include adherence to the agenda, properly taken minutes and confidentiality of executive session.

- Section 2. The Secretary shall keep minutes of all meetings of the Board of Directors and a record of the official reports of the Board Committees, as well as any Board resolutions, regulations and policies.

Article XII – Fiscal Accountability

- Section 1. The Board has, as one of its primary duties, fiscal oversight of the finances of The Haven. The Board, in consultation with its Treasurer and Executive Director, shall approve The Haven's annual budget at its September meeting and provide for continuing review of the budget at each regular Board meeting. The Board shall make provision for an annual external audit and budget review that includes scrutiny of its budget policies and controls.
- Section 2. The fiscal year is October 1 - September 30.

Article XIII – Indemnification by Corporation of Directors and Officers

- Section 1. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article XIV – Amendment to Bylaws

- Section 1. The Board of Directors will review the By-Laws, Rules and Regulations of The Haven at least once every two years, revise as necessary, then date and sign to indicate the review or revision.
- Section 2. These By-Laws may be amended or repealed at any regular or special meeting of the Board by a majority vote



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of the Board of Directors. The vote to amend or repeal shall carry only if the number of votes to amend or repeal is a majority of all Board members whether all Board members are present for the vote or not.

Section 3. The Secretary must give each member of the Board of Directors written notice of all proposed changes to the By-Laws delivered to each member at least ten (10) calendar days before the meeting at which the proposed changes will be considered.

Article XV - Advisory Council

Section 1. The Haven shall have an Advisory Council comprised of at least three persons chosen by the Board in recognition of their past service in supporting The Haven's mission.

Section 2. Members may be invited to join the Advisory Council upon nomination by any member of the Board of Directors at any regularly scheduled meeting and approved at the following meeting.

Section 3. The responsibilities of the Advisory Council are to provide advice to the Board of Directors; help The Haven become more well-known in the community, raise donations and any other project approved by the Board.

Section 4. The Advisory Council will meet as needed but at least once a year.

Section 5. Members may be appointed for a term of 3 years and may be reappointed.

Section 6. Membership on the Advisory Council is voluntary.

Jacqueline Wohl

Date



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Secretary