

THE PRESTON COUNTY SHELTERED WORKSHOP, INC.
DBA - Preston County Workshop
BY-LAWS

ARTICLE I - Purpose

The purposes for which the Corporation is formed, and the powers it may exercise are set forth in the agreement of incorporation.

ARTICLE II - Board of Directors

Section 1. Management. The business of the Corporation shall be controlled by a Board of Directors consisting of not less than nine or more than sixteen Directors, as may be fixed from time to time at any regular meeting of the Board.

The Board shall be responsible for conducting all business necessary for the purpose set forth in the Articles of Incorporation.

Section 2. Election of Board. The initial Board of Directors shall consist of the incorporators of this Corporation. Thereafter, the President of the Board of Directors shall appoint a nominating committee, as hereinafter provided, which shall present candidates for expired terms at annual meetings when so directed. The remaining Directors shall elect persons to fill expired terms. Provided, however, that the initial Board shall have three one year terms, four two year terms, and four three year terms. Successive Boards shall have as nearly as possible one-third of the terms expiring annually. Terms shall expire on June 30 of each year.

Section 3. Vacancies. Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining Directors shall select a person at its next regular meeting to fill said vacancy for the remaining part of the term.

ARTICLE III - Corporation Business

Section 1. Board of Directors Meetings. The Board of Directors shall meet at least quarterly, July, October, January and April, unless otherwise provided for by the Board. Regular meetings of the Board may be held at other times as agreed upon by members of the Board at any regular meeting OR Special Meeting. The time and place of meetings shall be determined by the Board.

Section 2. Annual Meeting. The Annual Meeting of the Corporation shall be held on the third Thursday of July at 1:30 pm.

The fiscal year of the corporation shall begin on July 1st and end on June 30.

Section 3. Special Meeting of Board of Directors. A special meeting of the Board may be called by the President of the Board, or by the written request of any four (4) Directors.

Section 4. The Secretary shall serve, or cause to be served, written notice upon each Director of all regular or special meetings.

Section 5. (Rescinded 5/89)

Section 5. (Amended 5/89) Quorum. A quorum at any regular or special meeting shall consist of five (5) members of the Board. A majority vote of the quorum shall be necessary to bind the corporation in a given action.

ARTICLE IV - Officers

Section 1. Officers. The officers of this corporation shall consist of President, Vice-President, Secretary, Treasurer. The Executive Director, although not a Board Member, shall meet with the Board.

Section 2. Election and Terms. Officers shall be elected annually by the Board at the regular meeting in July. Initial officers shall serve until successors are elected.

Section 3. Duties

- a. President. It shall be the duty of the President to preside at meetings of the Board and to perform such other duties as ordinarily pertain to his office.
- b. Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Board in the absence of the President and to perform such other duties as ordinarily pertain to his office.
- c. Secretary. It shall be the duty of the Secretary to keep the records of membership, record the attendance of meetings, send out notices of meetings of the Board and Committees, record and preserve the minutes of such meetings, make required reports, and perform such other duties as usually pertain to this office.
- d. Treasurer. It shall be the duty of the Treasurer to have custody of all funds, account for same to the corporation annually and at any other time upon demand by the Board, and to perform such other duties as pertain to his office.

ARTICLE V - Executive Director

The Executive Director shall be the chief administrative officer of the corporation. He shall be responsible for the day to day conduct of its business. The Board of Directors shall employ or arrange for his employment.

The Executive Director shall attend all meetings of the Board except during such time as the Board is considering matters relating to his/her employment, or continued employment.

The Executive Director shall provide information for the Board in its policy-making and managerial functions.

ARTICLE VI - Committees

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and two additional Directors selected by the President and approved by the Board. A majority of the Executive Committee shall constitute a quorum.

The Executive Committee shall be fully empowered to exercise all powers of the Board of Directors between meetings of the Board, subject, however, to the approval of the Board of Directors, provided that its action in administrative matters shall not be subject to approval. Any action taken by the Executive Committee shall be conveyed in writing to the whole Board within five (5) days by the Secretary.

Section 2. Standing Committees. Standing Committee chairpersons must be members of the Board of Directors. Other members may come from the general membership of the corporation or from the public in general. Also, the Executive Director shall serve ex officio on all standing committees.

- a. Public Relations Committees. Selected by the President with advice and consent of the Board, this committee shall plan and carry out appropriate publicity programs designed to contribute to the accomplishment of the program of this corporation.
- b. Industrial Relations Committee. Selected by the President with advice and consent of the Board, this committee shall assist the Executive Director in securing information respecting industrial needs relevant to the clients, and shall implement the placement activities of the agency.
- c. Finance Committee. Selected by the President with advice and consent of the Board, this committee shall

be responsible for promoting and coordination the efforts of the Board to secure funds for the corporation and to generally advise the Board with respect to fiscal operations of the corporation.

- d. Nominating Committee. This committee shall consist of three Directors appointed by the President and approved by the Board. It shall be appointed at the January meeting, and shall report at the April meeting the names of persons proposed to fill the offices of President, Vice-President, Secretary, and Treasurer for the next year. Also, its list of nominees shall be filed with the Secretary not less than ten (10) days before the April meeting. The Secretary shall then mail forthwith notice of the same to all Directors.
- e. Personnel and Screening Committee. Selected by the President with the advice and consent of the Board, this Committee shall be responsible for making recommendations to the Board pertaining to the employment or termination of employment of any person(s) paid by or through the Board. It shall also be responsible for making decisions to accept, reject, or discontinue the service of any applicant or trainee.

Section 3. Special Committees. Special Committees may be formed for definite purposes and may be limited in duration. Chairpersons and members may come from the Board or from the general public. Also, the Executive Director shall, if requested, serve on all Special Committees.

The President with the consent of the Executive Committee shall from time to time establish any such special committee as may be required. These committees may include, but are not limited to Volunteer Services, Professional Services, Housing and Planning.

ARTICLE VII - General Membership

The general membership shall consist of any persons who express an interest in the work of the Corporation by attending any of its Board meetings, the Annual Meeting, or by serving on any of its committees.

ARTICLE VIII - Amendments

The By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment or amendments shall have been provided for each member of the Board of Directors, together with the date of the meeting, at least thirty (30) days before such meeting.

ARTICLE IX - Parliamentary Authority

The general parliamentary authority authorized by this board will be Roberts Rule of Order to be modified to accomodate the size of the Board of Directors.

Adopted September 8, 1978

Article III, Section 5, Amended May 10, 1989

Article I, Section 1, Amended September 13, 1989

Article IX Added September 13, 1989