

**HEADQUARTERS COUNSELING CENTER
BY-LAWS**

ARTICLE I: NAME AND LOCATION

Name:

The name of the corporation is Headquarters, Inc., hereinafter referred to as HQCC. Headquarters, Inc. is also known as Headquarters Counseling Center.

Location:

HQCC is located at 211 E. 8th Street, Suite C, Lawrence, KS

ARTICLE II: DESCRIPTION

Mission:

Our trained volunteers and staff provide personal assistance through counseling, education, and information services that are readily available to people in need.

Philosophy:

HQCC is non-directive and non-judgmental. We believe that while people may not be able to control events in their lives completely, they do have choices to make in their actions and behaviors. We believe that each individual has responsibility for her/his decisions. We offer support and assistance in helping people understand their options more clearly, and believe that people must make their own decisions regarding their lives. We value fair treatment and open communication and are committed to working with courtesy, respect, trust and caring in all that we do.

Composition:

HQCC is comprised of the volunteer staff, the paid staff, and the Board of Directors. The members of the Board of Directors and the paid staff support the volunteer staff in their provision of HQCC's services to the community, and are responsible for helping to provide continuity for the agency to ensure its growth in positive directions.

The volunteer staff comes from all parts of the community. No previous experience is necessary. Volunteer counselors must undergo an extensive selection and training process.

ARTICLE III: BOARD OF DIRECTORS

Membership:

The Board of Directors, hereinafter referred to as the Board, shall consist of at least eight and no more than fifteen members and shall comprise community representatives that may include at least one volunteer counselor.

The Board shall select community Board Members to serve three year renewable terms. Efforts will be made to recruit Board members from all parts of Douglas County and greater northeast Kansas communities.

Volunteer counselor board members shall be elected by the staff, to serve for three year renewable terms, or preferably at least one year. However, these terms last only as long as the member remains active as a volunteer counselor.

Ex officio members appointed by community organizations may be accepted by the Board to fill special terms.

Termination of Membership:

Any Board member may terminate his/her Board status by submitting a letter of resignation to the President.

A Board member may be requested to resign if s/he is absent for three consecutive regular Board meetings without justifiable excuse.

Any volunteer counselor member of the Board must leave his/her position if s/he is unable to serve as a volunteer counselor for an extended period, generally six weeks.

Duties:

The Board shall approve the annual budget and determine the salaries and benefits of the paid staff.

The Board members shall advise the staff on matters regarding the operation of HQCC and shall transact other business that may be referred to it by the staff or members of the Board. Board Members shall work together with volunteer staff members and paid staff members to create recommendations and to finalize decisions about major issues, such as hiring paid staff. Board members shall also support and/or participate in non-board meeting related HQCC activities.

Decision-making:

A quorum to conduct business shall consist of a majority of the Board. All questions before the Board shall be determined by a vote or by consensus. All Board members shall be eligible to vote or have a role in decision-making.

Ex officio members may participate in decision-making discussions, but may not vote.

Meetings:

Regular meetings of the Board shall be held at a time and place determined by the Board. These meetings are open to all staff members. At least one week before the Board meeting, the paid staff shall prepare and distribute to the Board; meeting notices and reports, and post this information to the staff. Paid staff shall also accept notices of members who are unable to attend meetings; and maintain files at HQCC of minutes of past Board meetings, minutes of committee meetings, financial reports, statistical reports, and recommendations and decisions of the Board.

The Board and staff members shall meet together at least once each year in special joint meetings. This will include a planning meeting at the beginning of each calendar year.

Special board meetings may be called by the President of the Board or at the request of any Board member. At least one week's notice shall be given to all Board and staff members of the time, place and purpose of the special meeting.

In the event of a crisis at HQCC, the paid staff may call an emergency meeting of the staff and Board with at least two days notice given to all Board and staff members.

ARTICLE IV: OFFICERS

Election of Officers:

The officers of the board shall consist of a President, Vice-President, Secretary and Treasurer. Officers shall be elected at the November meeting and shall assume their duties at the next board meeting. The terms of the officers shall be one year, which may be renewed.

Duties of Officers:

President:

The President shall work closely with the staff in the management of HQCC and to organize and plan board meetings; and shall facilitate Board meetings to insure all ideas, pertinent information, and agenda items are discussed until a recommendation or decision has been made for each.

The President shall appoint temporary officers if any officers are unable to perform their duties. The temporary officer shall perform all appropriate duties until the elected officer can resume his/her duties or the Board elects a permanent replacement.

The President may appoint Board members to committees as necessary.

The President may chair any ad hoc committees as needed during his/her term.

Vice-President:

The Vice-President shall perform the duties of the President when the President is unable to perform his/her duties, shall chair the Personnel Committee, and provide committee meeting information to paid staff.

Treasurer:

The Treasurer shall assist in the preparation of the annual budget, monitor the budget, report budget problems to the Board, shall chair the Finance Committee, and provide committee meeting information to paid staff.

Secretary:

The Secretary shall record minutes of all Board meetings and provide them to paid staff, and shall chair the Nominating Committee and provide committee meeting information to the paid staff.

Resignation of Officers:

Any officer may resign from his/her duties for the remainder of his/her term upon that officer's written request.

Committees:

There shall be two standing committees of the Board: Personnel and Finance. Other committees shall be formed as needed, including: Nominating Committee, Facilities Committee, Membership Committee, and Annual Planning Meeting Committee.

ARTICLE V: AMENDMENT OF THE BY-LAWS

Proposed changes to the By-Laws must be submitted to the President in writing with the rationale for the change. Any Board or staff member may propose changes. The proposed changes shall be placed on the agenda for discussion at the next regular Board meeting. The final draft of any By-Laws changes shall be given to all Board members and posted for staff, at least 30 days before any vote on such changes.

Any proposed changes shall require a vote by the full Board of Directors, and must pass by at least two-thirds of the full Board. This vote may be taken by telephone. Upon passage of the final vote, the changes shall become effective at the next regular Board meeting.