

Article I. Mission

Section 1.01 International Council for Helplines inspires, educates, and accredits community-based emotional support programs.

Article II. Membership

Section 2.01 International Council for Helplines (the Corporation) is to have members.

Section 2.02 Members of the Board of Directors (the Board) are ex-officio members of the Corporation. Authority of the Corporation is vested in the Board. The Board will have the control and management of the property and finances of the Corporation, establish, and review policies, and hire and supervise staff.

Section 2.03 Requirements for membership and membership levels will be determined by the Board of Directors.

Article III. Board of Directors

Section 3.01 In agreeing to serve, the members of the Board declare their commitment to maintain and strengthen International Council for Helplines.

Section 3.02 The Board is made up of a maximum of eleven members and a minimum of five.

Section 3.03 Board members are elected for a two-year term. A member may be re-elected.

Section 3.04 Elections take place at the annual meeting. A call for nominations will be sent to members. A slate will be prepared and sent to all members. There will be one vote per member. Members must be in good standing and may vote by e-mail, fax, or US mail. Board members terms begin on the first day of the fiscal year.

Section 3.05 After serving a term, any member of the Board wishing to continue on the Board may offer herself or himself for reelection. The Board may fill unexpired terms and vacancies. There will be no difference in authority between members elected by the membership and those elected by the Board.

Section 3.06 In order for the Board to conduct the business of International Council for Helplines effectively and efficiently, the following minimum performance standards apply to members of the Board:

- (a) Board members must regularly attend scheduled meetings of the Board
- (b) Board members are expected to carry out responsibilities they agree to undertake
- (c) Failure to conform to these standards may result in a member's removal from the Board. Such removal would be accomplished by the majority vote of the Board
- (a) Board members sign a board agreement annually.

Article IV. Officers

Section 4.01 The Board annually will elect officers from its membership as follows: a Chair, a Vice Chair, a Secretary, a Treasurer; and other officers and committee chairs as the Board may from time-to-time deem appropriate.

Section 4.02 The Chair of the Board will preside at all meetings of the Board.

Section 4.03 In the absence of the Chair, the Vice Chair will exercise the functions of the Chair and will perform other duties as stated in the job description.

Section 4.04 The Secretary will keep minutes, distribute minutes in a timely manner and perform other duties as stated in the job description.

Section 4.05 The Treasurer will have custody of the funds and all securities of the Corporation and will deposit same in the name of the Corporation in such banks or other financial institutions as the Board will select. The Treasurer will make investments other than deposits only with the approval of the Board. The Treasurer will sign such instruments as may require the Treasurer's signature. Such duties may be delegated at the discretion of the Board.

Article V. Executive Director and Staffing

Section 5.01 The Board may appoint an executive director to serve as the chief executive officer of the Corporation for such salary and benefits as are mutually agreed upon.

Section 5.02 The Executive Director serves at the pleasure of the Board and is answerable to the Board in all matters and may receive appointment as an ex-officio member of the Board without vote.

Section 5.03 The Executive Director will carry out responsibilities as delineated in the job description developed by the Board.

Section 5.04 The Board of International Council for Helplines may hire staff to carry out the business of International Council for Helplines.

Article VI. Committees

Section 6.01 An Executive Committee consisting of the Officers of the Board meets when called by the Chair.

Section 6.02 Between sessions of the Board, the Executive Committee may, to the extent not prohibited by law, exercise all the powers of the Board. Actions of the Executive Committee are offered for ratification by the Board at its next regularly scheduled meeting.

Section 6.03 There will be an Accreditation Committee and other such standing and ad hoc committees as may be deemed appropriate. Committee membership is not limited to Board members.

Article VII. Board Representatives

Section 7.01 The Board will elect liaison(s) to other organizations as needed. The liaison(s) serve at the pleasure of the Board.

Article VIII. Meetings

Section 8.01 The Board will meet at least quarterly to conduct the ongoing business of International Council for Helplines. Meetings may be in person, by telephone conference call, or other means the Board finds agreeable.

Section 8.02 A quorum of the Board is needed to conduct International Council for Helplines business, 51% of the board is required for a quorum.

Section 8.03 Specially called meetings of the Board may be called at any time by the Chair or upon written notice or e-mailed or telephoned request of any member of the Board, provided, in such case, that at least one week's notice is given.

Article IX. Accreditation

Section 9.01 The Board will design and maintain an accreditation process that ensures centers and programs meet the standards set by the Board.

Article X. Miscellaneous

Section 10.01 Proxy voting is prohibited.

Section 10.02 Except as provided in these Bylaws or in other adopted rules of order, *Roberts Rules of Order*, in its most recent edition, will govern parliamentary matters of the Corporation, its Board, and its committees.

Section 10.03 These Bylaws may be amended, altered or repealed by majority vote of the Board at any regular or specially called meeting of the Board provided that written notice of the proposed changes will have been sent (by e-mail, fax, or US Mail) to each member of the Board at least ten days prior to the meeting.

Section 10.04 In the event of the dissolution of International Council for Helplines, the Board of Directors will, after paying or making provision for payment of all the liabilities of the Corporation, dispose of residual assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as will at the time qualify as an exempt organization or organizations under section 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors will determine.

APPENDIX

Document History:

Revision Notes				
Date	Description	Version #	Updated by:	Date of Approval
6/22/1971	A form of these Bylaws was adopted at the organizational meeting of the Board of Directors of CONTACT Teleministry, Inc., the predecessor organization to CONTACT USA.	1	Board of Directors	6/22/1971
1/30/1999	The Bylaws have been amended by the Board of Directors from time to time, penultimately at a conference-call meeting of the Board.	2	Board of Directors	1/30/1999
5/13/2006	Amended at an in-person board meeting in Chicago, IL	3	Board of Directors	5/13/2006
2/3/2011	Amended at an in-person board meeting in Jackson, Mississippi	4	Board of Directors	2/3/2011
10/17/2017	Amended at an in-person board meeting in Buffalo, New York	5	Board of Directors	10/17/2017
4/8/2019	Reviewed at the in-person board meeting in Salt Lake City, UT. No changes made to the content of the bylaws; a version control box was added to the Appendix to track amendments and review dates.	5	Gail Selander, Executive Director	4/8/2019
6/22/2020	Changed "CONTACT USA" to "International Council for Helplines" to reflect the Board approved name change as of July 1 st , 2020	6	Gail Selander, Executive Director	7/13/20