

**BYLAWS
OF
NATIONAL ORGANIZATION FOR VICTIM ASSISTANCE, INC.**

**ARTICLE I
ORGANIZATION TITLE**

Section 1.1 Name.

This organization shall be known as the National Organization for Victim Assistance, Inc.
— NOVA.

**ARTICLE II
ORGANIZATION PURPOSES**

Section 2.1 Purposes.

The purposes of the Organization shall be:

2.1 To express forcefully the victim's claims, too long ignored, for decency, compassion, and justice; to press those claims for the victims of crime and also for the victims of other stark misfortunes; and to insure that victim rights are honored by government officials and all others who can aid in the victim's relief and recovery.

2.2 To provide service to victim assistance programs; to offer these providers of such assistance technical counsel and public support; and to extend the same help to organizations which have other important purposes but which nonetheless work routinely with victims.

2.3 To provide service to its members; to keep them informed of developments in the Organization and in the victim assistance field; to speak for the members on matters of shared conviction; and to facilitate learning and fellowship within the Organization's community.

2.4 To provide direct services to victims of crime appropriate at the national level.

Section 2.2 Prohibited Activities

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Qualifications for Membership.

3.1.1 Membership in the organization shall be open to all persons who subscribe to NOVA's purposes and to such classes of agencies and organizations as the Board of Directors may authorize.

3.1.2 No qualified applicant shall be refused membership in the organization on the basis of ethnic origin, sex, creed or religion.

Section 3.2 Members.

There shall be individual members, each of whom shall have one vote and other basic privileges of membership, but who may be divided into classes for other purposes, including the desirability of having a sliding scale dues structure, as determined by the Board of Directors. Organizational or agency members will have a single vote and other basic privileges of membership. The organization or agency's chief executive officer or his or her designee shall exercise these membership privileges.

Section 3.3 Membership Meetings.

The Annual Meeting of the members of the Corporation shall be held at such time and place as may be determined by Board of Directors on thirty (30) days notice to the members. Special meetings of the members may be called in the same manner as special meetings of the Board of Directors.

Section 3.4 Elections of Directors.

Members of the Board of Directors shall be elected from and by the general membership at the annual meeting of the members.

Section 3.5 Liabilities of Members.

No member of the Corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.1 Powers of Directors.

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, or with policy declarations adopted by the members at the meeting duly called for that purpose as they may deem best.

(c) To change the principal office for the transaction of the business of the Corporation from one location to another within the same State; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of Florida; to designate any place within or without the State of Florida for the holding of any Directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

(e) To elect an Executive Committee pursuant to Article VI, Honorary Advisory Boards pursuant to Article VII and other committees pursuant to Article VIII.

Section 4.2 Number, Tenure and Qualifications.

4.2.1 The number of Directors shall be not less than 3 or more than 15 Directors until changed by amendment of these Bylaws as hereinafter provided.

4.2.2 Each Director shall hold office until the expiration of his or her term unless removed pursuant to these Bylaws.

4.2.3 In addition to the number of Directors specified in section 4.2.1., the immediate past President shall serve as an ex-officio, voting member of the Board of Directors for the duration of his or her successor's terms of office, including any unexpired portion of a term filled due to a vacancy.

4.2.4 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, or the Florida Code, specifically requires a greater number. Abstentions shall not be included when determining a majority vote. All NOVA position statements on public policy shall be adopted and/or repealed by 2/3 votes of those present. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

4.2.5 Members of the Board of Directors may not serve for more than two consecutive four-year terms.

Section 4.3 General Provisions

Unless expressly provided otherwise by these Bylaws or the Articles of Incorporation, the following general provisions shall apply to all proceedings of the Corporation:

4.3.1 Board and Committee Roster.

Each Director and every member of a committee who is not also a Director shall be responsible for filing with the Secretary current and accurate contact information, including one or more 1) postal address, 2) telephone number, 3) email address and, if available, fax number. If more than one address, number or email address is provided, the Director or committee member shall designate the preferred contact number for receipt of notices and other Board communications. The Secretary shall maintain the roster of Directors and committee members with their current contact information. Transmission of a notice or other communication to the Director's or committee member's preferred contact address or number, as appropriate, shall be deemed actual notice.

4.3.2 Definition of meetings.

A "regular" meeting is one scheduled on a fixed basis for at least the ensuing 12 month period. A "special" meeting is a meeting scheduled on other than a fixed basis for the ensuing 12 month period.

4.3.3 Notices.

Unless otherwise expressly provided in these Bylaws, notices to members, Directors and committee members may be communicated in person, in writing, and/or by telephone or electronic transmission in a manner reasonably intended to provide actual notice. Transmission of a notice to a Director's designated preferred contact address or number as maintained by the Secretary shall be deemed actual notice.

4.3.4 "Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers.

4.3.5 Waiver of Notice.

Notice of a meeting of the Board of Directors or of any committee need not be given to any director or committee member who signs and/or electronically transmits a waiver of notice either before or after the meeting. Attendance of a Director or committee member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director or committee member states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

4.3.6 Board and Committee Meetings and Actions.

The Board of Directors may permit any or all Directors or committee members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors or committee members participating may simultaneously hear each other during the meeting. A Director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

4.3.7 Action without Meeting.

Any action required or permitted to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if notice describing the action to be taken is given to all Directors or committee members and upon an affirmative vote of a majority of directors or committee members. A Director or committee member shall cast his or her vote by written or electronic transmission sent to and recorded by the Secretary. The notice to Directors or committee members may include a time and date certain by which Directors or committee members must cast his or her vote and received by the Secretary. Action taken under this section is effective when a majority (or different number if required by these Bylaws or the Articles of Incorporations) of Directors or committee members cast affirmative votes, unless a different effective date is indicated in the description of the action as adopted. A vote cast under this section has the effect of a meeting vote and may be described as such in any document.

4.3.8 Quorum and Voting.

A quorum of the Board of Directors shall consist of one-third of the Directors. In the case of a committee meeting, a quorum shall consist of one-half of the members of the committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors or committee members present is the act of the Board of Directors or the committee unless the Articles of Incorporation or the Bylaws require the vote of a greater number of Directors or committee members. A Director or committee member who is present at a meeting of the Board of Directors or a committee when action is taken is deemed to have assented to the action taken unless the Director or committee member objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or the Director or committee member votes against or abstains from the action taken. If less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time upon further notice.

Section 4.4 Annual Board Meeting.

4.4.1 As soon as practical following the annual meeting of the members, an organizational meeting of the Board of Directors will be held and this meeting should constitute the first of the regular meetings to be held each year and shall begin a board year. The last regular meeting shall be held during the week of, and prior to, the annual meeting of the members and this meeting constitutes the end of the board year.

4.4.2 Meetings shall be held at a place designated by the Board of Directors at the annual meeting. Notice of any regular meeting of the Board of Directors shall be reaffirmed at least ten (10) days previous thereto.

Section 4.5 Special Meetings.

4.5.1 Special meetings of the Board of Directors may be called by, or at the request of, the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, as the place for holding any special meeting of the Board called by them.

4.5.2 Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previous thereto. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 4.6 Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.7 Compensation.

Directors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 4.8 Indemnification of Directors and Officers.

4.8.1 Each present or future Director and Officer of the corporation, whether or not then in office, shall be held harmless and indemnified by the corporation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him/her in connection with or resulting from any action, suit, or proceeding, or any settlement or compromise thereof, approved by the Board of Directors, to which he/she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him/her while acting as such Officer or Director in good faith, except in relation to matters as to which recovery shall be had against him/her by reasons of his/her being finally adjudged in such action, suit, or proceeding as being guilty of willful misconduct in the performance of his/her duties as such Director or Officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled as a matter of law. Each such Director or Officer shall be likewise indemnified against any such judgment, decree, or fine which may be imposed upon him or her in any such proceeding, suit, action, or prosecution.

4.8.2 The Board of Directors may also procure and maintain insurance for Directors and Officers of NOVA concerning the foregoing indemnity.

Section 4.9 Resignation of Director for Failure to Attend Meetings.

A Director, who fails to attend any regular meeting of the Board of Directors during the year, shall be deemed to have resigned without further action by the Director or the Board of Directors unless excused by the Executive Committee. Such resignation shall be reflected in the minutes of the Executive Committee.

Section 4.10 Corporate Name.

The Board of Directors is authorized to consent to other not for profit corporations using names similar to the corporation upon such terms as it deems proper.

Section 4.11 Rules for Meeting.

At all meetings of the Board of Directors or any committee of NOVA, the meeting will be conducted in accordance with Robert's Rules of Order unless, by Board resolution, an alternative code of rules is adopted.

Section 4.12 Board Committees

4.12.1 The Board may create standing and ad hoc committees to assist it in carrying out its responsibilities under the Articles of Incorporation and these Bylaws.

4.12.2 The President shall appoint members of Board committees and designate a member thereof to serve as chair of the committee.

**ARTICLE V
OFFICERS**

Section 5.1 Officers.

5.1.1 The officers of NOVA shall be a President, an Executive Vice-President, a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this article.

5.1.2 The Board of Directors may elect such other officers, including one or more Vice-Presidents, assistant secretaries and assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors.

5.1.3 Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.2 Elections and Term of Office.

5.2.1 The officers of NOVA shall be members of the Board of Directors.

5.2.2 Officers shall be elected to serve a term of one-year by the Board of Directors at the first regular meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting of the Board called for that purpose as soon thereafter as may be conveniently scheduled.

5.2.3 Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

5.2.4 Officers may not serve more than two consecutive full terms in the same office. Following one full year of absence from such office, the Board member may seek such office again. In the year that this is adopted, any elected officer is eligible to run for one additional term.

5.2.5 Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 5.3 Removals.

Any officer or agent elected or appointed by the Board of Directors and any employee of NOVA may be removed by the Board whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President

The President shall be the principal executive officer of NOVA. The President shall preside at all meetings of the members and of the Board of Directors. The President must have served a minimum of three consecutive years on the Board of Directors prior to taking office. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of NOVA; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be elected from, and by, the membership of the Board.

Section 5.6 Executive Vice-President.

5.6.1 The Executive Vice-President shall perform such duties as may be assigned from time to time by the President or by the Board of Directors.

5.6.2 The Executive Vice-President shall fill the unexpired term of the President in the event of a vacancy in that office.

Section 5.7 Treasurer.

The Treasurer shall be responsible for the supervision of all funds and securities of NOVA, and the recording thereof. The Treasurer shall also perform all other duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned by the President or by the Board of Directors. The President, Treasurer and all persons authorized to sign checks shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.8 Secretary.

The Secretary shall keep the minutes of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of NOVA records and of its seal, and see that the corporate seal is affixed to all documents, the execution of which on behalf of NOVA under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Section 5.9 Assistant Treasurers and Assistant Secretaries.

Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board. If required by the Board of Directors, Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and such sureties as the Board shall determine.

Section 5.10 Prohibition of Loans to Officers and Directors.

No loans shall be made by NOVA to any of its officers, directors or employees; provided, however, that reasonable advances of expense monies for business purposes shall not be considered loans.

ARTICLE VI EXECUTIVE COMMITTEE

Section 6.1 Composition.

All members of the Executive Committee shall be members of the Board of Directors and shall consist of the President, the Executive Vice-President, the Secretary, the Treasurer, the immediate past President and one (1) of the Board of Directors elected by the Board to the Executive Committee.

Section 6.2 Powers.

The Executive Committee shall have only the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation provided by these Bylaws, except the power to adopt, amend or repeal Bylaws, or as specifically delegated to it by resolution] of the Board of Directors and in the manner prescribed by the Board of Directors.

Section 6.3 Special meetings.

Special meetings of the Executive Committee may be called by the President or any three (3) members thereof upon notice to the members of the Executive Committee and, to the extent practicable, to all other members of the Board of Directors.

Section 6.4 Vacancies.

Vacancies in the membership of the Executive Committee shall, in the case of ex-officio members, be filled through appointment to fill the vacant office and, in the case of other members, through election by the Board of Directors.

ARTICLE VII HONORARY ADVISORY BOARDS

Section 7.1 Description of Boards.

An Honorary Advisory Board with no set term is created with appointments and removal to be performed by the President with advice of the Board of Directors. Additional Advisory Boards may be created as necessary by the Board of Directors.

Section 7.2 Qualifications and Number.

Any Advisory Board shall consist of not more than fifteen (15) outstanding persons whose function it shall be to give to the Board of Directors and Executive Committee advice and assistance in pursuit of the aims and objectives of NOVA.

Section 7.3 Chairs

The President, with the advice of the Board of Directors, shall designate one member of each Advisory Board to serve as its chairperson.

ARTICLE VIII COMMITTEES

Section 8.1 Other Committees.

8.1.1 Other standing and ad hoc committees not having and exercising the authority of the Board of Directors in the management of the corporation may be created by the Board of Directors.

8.1.2 Except as otherwise provided by the Board of Directors, the President shall appoint the members thereof who may be members of the Board of Director and others who may or may not be members of NOVA.

8.1.3 Any member of a committee created under this section may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of NOVA shall be served by such removal.

Section 8.2 Terms of Office.

Each member of a committee shall continue until the committee is terminated, or unless such member is removed from such committee, or unless such member ceases to qualify as a member thereof.

Section 8.3 Chairs.

One member of each committee shall be appointed chairperson by the President of NOVA.

Section 8.44 Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointer.

**ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 9.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of NOVA, in addition to the officers so authorized by these Bylaws, to enter into any contract execute and deliver any instrument in the name of and on behalf of NOVA and such authority may be general or confined.

Section 9.2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NOVA, shall be signed by such officer or officers, agent or agents of NOVA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President.

Section 9.3 Deposits.

All funds of NOVA shall be deposited from time to time to its credit in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 9.4 Gifts.

The Board of Directors may accept on behalf of NOVA and, the Executive Director on behalf of the Board of Directors, any contribution, gift, bequest, or devise for the purposes of NOVA.

**ARTICLE X
FISCAL MATTERS**

Section 10.1 Fiscal Year.

The fiscal year of NOVA shall begin on the first day of October and end on the last day of September in each year. The corporation shall have an audit of its finances conducted by a certified public accountant. The accountant's report shall be available to anyone upon payment of the cost of reproduction.

**ARTICLE XI
CORPORATE SEAL**

Section 11.1 Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Florida."

**ARTICLE XII
AMENDMENT PROCEDURES**

Section 12.1 Amendments to Articles of Incorporation and Bylaws.

The Articles of Incorporation of this organization and any part thereof may be altered, amended or repealed and new Bylaws may be adopted or Bylaws may be altered, amended or repealed by two-thirds of The Directors present at any annual meeting or any regular or special meetings. However, no such amendment may be adopted unless members of the Board have been given at least ten (10) days' notice as to the subject matter of the proposed changes. Any proposed amendment properly before the Board may be altered prior to adoption so long as the subject matter of that altered amendment is the same as was specified in the notice to the Board.

**ARTICLE XIII
DISSOLUTION CONDITIONS**

Section 13.1 Dissolution.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations whose purposes are in accord with those of NOVA; provided, however, that those organizations are themselves exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law shall be eligible to receive such residual assets. The foregoing constitutes the Bylaws of the National Organization of Victim Assistance as adopted on December 10, 1978, amended on October 27, 1979, amended on January 20, 1980, amended on April 26, 1980, amended on January 18, 1981, amended on January 15, 1983, amended on January 27, 1985, amended on June 8, 1985, amended on January 10, 1987 and amended on August 29, 1999 and said Bylaws have not been amended subsequent to that date.

Approved on
July 22,2007