

BYLAWS OF  
THE IOWA NETWORK AGAINST HUMAN TRAFFICKING AND SLAVERY

ARTICLE 1 - NAME AND PURPOSE

*Section 1 - Name:* The official name of the organization shall be "Network Against Human Trafficking," which may be abbreviated on second reference as "Iowa NAHT," as in these bylaws. The NAHT is also known as "The Iowa Network Against Human Trafficking and Slavery," however the official name and abbreviation remain the same.

*Section 2 - Structure, Purpose, Composition, v, and Methods:* Iowa NAHT is organized exclusively for charitable, scientific, and educational purposes. It is a nonprofit organization incorporated into the laws of the State of Iowa.

The purpose of the Iowa NAHT is to be a statewide platform for collaboration among non-profit organizations, regional coalitions, faith-based institutions, volunteers, and others working to end human trafficking. The Iowa NAHT will raise public awareness, volunteer involvement, and promote human trafficking prevention and education. The Iowa NAHT advocates for effective local, state, and federal legislation and public policy. The Iowa NAHT will advocate for support for survivors. The Iowa NAHT advocates for the training of law enforcement, the judicial system, hotel/motel employees, state employees, non-profit agencies, and the general public. The Network encourages the establishment and expansion of funding for both state agencies and nonprofits to fight trafficking. In addition, the organization supports the public and private response to end trafficking in all forms.

In view of its purpose, the Iowa NAHT board shall include representatives of the regional coalitions and non-profit anti-trafficking organizations in Iowa as well as faith-based institutions and volunteers committed to the fight against human trafficking.

In general, the methods of the Iowa NAHT include statewide coalition-building, raising awareness, providing education, public policy advocacy, training, and advocating for victim services. Other approaches may be pursued as needed in light of the Iowa NAHT's purpose.

ARTICLE II - MEMBERSHIP

*Section 1 - Membership:* Board membership shall consist of three types of memberships: active, honorary, and emeritus. There shall be certain privileges for each of the three types of membership.

The active directors are the voting members. The active board members should invite one representative from each regional human trafficking coalition within Iowa. The board should also consider members representing law enforcement, attorneys, major anti-human trafficking provider agencies, child welfare, victim services, the faith community, survivors of trafficking, educators, healthcare providers, and concerned citizens.

The honorary directors are strong allies of Iowa NAHT who have not served on the board of directors. Honorary members shall be elected to this position in a manner and number determined by the active voting board. Such honorary directors should be notified of all board meetings and shall have the privilege of voice in all proceedings of the board.

Emeritus board members are former directors and may be elected to that position in a manner and number determined by the active voting board. Such directors shall be notified of all board meetings and shall have the privilege of voice in all proceedings of the board.

#### ARTICLE III - TAX EXEMPTION

Section 1 - Internal Revenue Code classification: The Iowa NAHT shall be operated exclusively for those purposes allowed by an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or the corresponding provisions of any future applications the United States Internal Revenue Code provisions.

Section 2 - Lobbying: The Iowa NAHT shall select tax treatment status under Section 501(c)(3) and will abide by the lobbying rules of the Internal Revenue Code of 1986. The Iowa NAHT shall not support or oppose any candidate for public office.

Section 3 - Use and disposition of funds: No part of the net earnings of the Iowa NAHT shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Iowa NAHT shall be authorized and empowered to pay reasonable compensation to Iowa NAHT consultants, researchers and others for services rendered. Board members may be reimbursed for out-of-pocket expenses such as travel or printing but will not be paid for time with the exception of persons with lived experience of human trafficking who may receive compensation for their time to serve on the board. If at anytime the Iowa NAHT is dissolved or liquidated, wholly or partially, all of the assets of the Iowa NAHT remaining after payment of all liabilities or obligations shall be disposed of exclusively for the purposes of the Iowa NAHT in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue provisions), as the board of directors shall determine.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for the overall policy and direction of the NAHT, and delegates responsibility for the day-to-day operations to paid consultants, the chair, and the executive committee. The board will have up to 20 but not fewer than 11 directors. With the exception of persons with lived experience of human trafficking, the board receives no compensation other than reasonable expenses.

Section 2 - Terms: A term is composed of two years. There are no term limits.

Section 3 - Meeting Schedule: The board shall meet at least nine times per year.

Section 4 - Conduct of Meetings: The chair shall preside at meetings. The agenda will be developed by the chair in consultation with the Vice-Chair prior to the meeting. Meetings may be conducted in person, by video calls such as Zoom, by phone conference call, or via Skype. When necessary, voting may be conducted by email between meetings. Meetings shall be conducted according to the latest edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

Section 5 - Vacancy and board elections: When a vacancy on the board exists mid-term, the chair shall solicit nominations for new directors from present directors in advance of a board meeting. These nominations and qualifications shall be sent out to directors prior to the regular board meeting at which the voting is to take place. These vacancies will be filled only to the end of that particular mid-term departing director's term. Director who will complete their two-year term but do not wish to serve another two-year term shall be replaced at the end of the calendar year. Nominees so elected shall serve a term beginning on the first day of the next calendar year.

Section 6 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present.

Section 7 - Quorum: A quorum must be attended by at least a simple majority of directors for business transactions to take place and motions to pass. A proxy may substitute for a board member but the name of the proxy voter must be submitted to the chair prior to the meeting.

Section 8 - Resignation, termination, and absences: Resignation from the board must be in writing and/or email and received by the Board Chair. A director may be terminated from the board due to excessive absences defined by more than three unexcused absences from board meetings in a year. A director may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9 - Special meetings: Meetings of the board shall be called upon the request of the Chair or one-third of the board. Notice of the special meeting should be sent out by the secretary to each director at least two weeks in advance.

Section 10 - Conflicts of Interest: No director or staff member may have a direct or indirect financial interest in the assets or leases of the corporation. The organization shall not purchase goods or services from a director or from an organization with which the director is affiliated. The board must approve any transaction that financially benefits any director, director's family or another organization with which a director is affiliated.

Section 11 - Contributions: Directors are encouraged to contribute financially to the Iowa NAHT according to their means.

Section 12 - Calendar year: The Iowa NAHT shall operate on a calendar year running from January 1 to December 31.

Section 13 - Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Officers are elected annually for one-year terms at the first monthly meeting of each calendar year.

The major duties of the officers are:

**The Chair** shall prepare and distribute agendas and convene regularly scheduled board meetings. The chair shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer, and committee chairs. The meeting agenda will be developed by the chair in consultation with the Vice-Chair prior to the meeting. Meeting draft agendas are sent out one week prior to the board both as a reminder and to ask for corrections or additions. The Chair sends out the final agenda meeting documents the day prior or the day of the scheduled board meeting. The Board Chair is responsible for leading the board in practices of good governance. Not only does this individual set the tone for the rest of the board, they are usually a highly visible representative and spokesperson for the organization to the media at public events. The Board Chair must strive to form a strong and respectful working team relationship with all board members and act as a role model and motivator for board members. The Board Chair appoints the Chair of all board committees and task forces. The Chair is an ad-hoc member of all committees and should be copied on committee meeting announcements and minutes.

**The Vice-Chair** shall preside as chair in the absence of the chair. The Vice-Chair generally offers support to the Board Chair and substitutes leadership when needed. Often the Vice-Chair will take on some special project such as heading an ad hoc committee or task force.

**The secretary** shall be responsible for overseeing the following: taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes to each director, and assuring the corporate records are maintained. These responsibilities may be delegated to a technology consultant; however, the secretary shall remain responsible for overseeing said functions.

**The treasurer** shall make a report at each board meeting. The treasurer will process and sign expenditure checks and shall deposit donations and other income and assist with thank you letters. The treasurer will make monthly income and expense reports available to directors. At the end of each calendar fiscal year, the treasurer will file IRS form 1099 for each independent contractor and consultant (those who were paid at least \$600). The treasurer is also responsible for filing any necessary tax returns and other reports required by law and ensuring Iowa NAHT compliance with tax laws governing 501(c)(3) organizations including form 990-N Electronic Notice (e postcard) for tax-exempt organizations and the bi-annual report to the Iowa Secretary of State. Annual reports are required to be submitted to the board showing income, expenditures, and carryover. Any major change (\$500 or more) in the budget must be approved

by the Board of Directors. The financial records of the organization are public information and shall be made available to the directors and to the public. These responsibilities may be delegated to a technology consultant. However, the treasurer shall remain responsible for signing checks and overseeing functions delegated to a technology consultant.

## ARTICLE V - COMMITTEES

**Section 1 - Committee formation:** The board may create both standing and ad hoc committees. The board chair appoints all standing and ad hoc committee chairs. Committee Chairs select committee members. Although chairs must be appointed from within the board, committee members are not limited to board membership. Board members are asked to serve on at least one committee. Committee members might include, but are not limited to, other NAHT Board members, elected public officials, prosecutors, fundraisers, law enforcement officers, public relations representatives, survivors of trafficking, attorneys, healthcare organizations, state employees, academic institutions, and nonprofit entities focused on issues related to human trafficking.

**Section 2- Executive Committee:** The four officers, the immediate past chair, and the standing committee chairs shall serve as the members of the executive committee. Except for the power to amend the articles of incorporation and by-laws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board. Once annually, the executive committee will propose new strategic plan goals for board consideration and approval. At the end of each calendar year, the executive committee will compose an annual report of progress in the past year. The executive committee also serves as the nominating committee for board membership and the NAHT Awards Committee.

**Section 3- Legislative Advocacy Committee:** Legislative Advocacy Committee members should be chosen because of their expressed desire to advocate and contribute to improved public policy to end human trafficking. The Legislative Advocacy Committee should not be limited in number. Based on information from Network allies, survivor service providers, NAHT board members, and regional coalitions, this committee compiles an annual list of legislative priorities with regards to labor and sex trafficking legislative needs. These legislative priorities are subsequently approved by the full board. The Legislative Advocacy Committee meets with its legislative liaison to propose and advocate for annual legislative priorities.

**Section 4- Evaluation, Research, and New Projects Committee:** This committee will collaborate with Iowa government agencies, academic institutions, other states, national and international anti-trafficking organizations to plan and promote training opportunities and new anti-trafficking projects, evaluate outcomes, research information, and compile statistics. Studies will be carried out, e.g., what are the largest needs and roadblocks for service providers? Each January the committee organizes an expert panel called the Iowa Freedom Summit.

**Section 5- Fundraising Committee:** Plans and carries out NAHT fundraising campaigns such as Giving Tuesday, Facebook birthday gifting, etc. May secure the time to contract with a grant writing consultant. All funds raised are used for the NAHT general operating budget. Special project fundraising such as legislative liaison and hotel/motel training video is done by the assigned board committee. Maintains donor database and giving portal.

**Section 6- Nominating Committee and Awards Committee:** The Executive Committee will carry out the functions of both nominating and awards committees.

#### ARTICLE VI - CONSULTANTS AND STAFF

Section 1 - The Iowa NAHT does not employ paid staff but rather secures paid consultants approved by the board in carrying out the organization's goals and policies.

#### ARTICLE VII - AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on date: October 10, 2016, March 13, 2017, August 12, 2017, April 19, 2018, August 20, 2018, January 17, 2019, June 11, 2019, July 9, 2019, July 15, 2020, and October 11, 2022.

Chair \_\_\_\_\_  
Dr. George Belitsos

Date October 12th, 2022