

## CLARITY, INC. BY-LAWS

### ARTICLE 1 - NAME, MISSION AND PURPOSE

- Section 1. The name of this organization shall be Clarity, Inc (hereinafter referred to as “Clarity”).
- Section 2. The mission of Clarity is to partner with our community to empower people to overcome speech, hearing, learning, and social-emotional-behavioral challenges. The organization is a non-profit organization organized under the laws of the State of South Carolina. Its articles of organization comprise its articles of inorganization and these bylaws from time to time amended.
- Section 3. The organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3). The Organization may not engage, other than as an insubstantial part of its activities, in activities which are not in furtherance of such purpose. The purpose of Clarity shall be:

To provide identification, diagnosis, remediation and consultation for hearing, learning, speech and language, and social-emotional-behavioral challenges and to provide prevention and reduction of those problems through public education and consultation. The organization shall coordinate its aims and objectives with other local health and social services and with aims and objectives of state and national organizations having similar purposes.

The objectives of Clarity shall be:

- a. To diagnose and treat persons having communication, neurodevelopmental, and/or social-emotional-behavioral disorders in order that they may achieve appropriate and acceptable social, educational and/or vocational life status.
- b. To facilitate, within the community, programs for the prevention of speech, hearing, language, learning, and social-emotional-behavioral challenges.
- c. To educate and inform the public about: (i) the comprehensive services provided by the Clarity; (ii) The areas of speech, language, hearing, learning and social-emotional-behavioral challenges; and (iii) Human rights to seek and receive professional services.
- d. To identify persons with speech, hearing, language, learning, and social-emotional-behavioral challenges through professional screening, consultation and referral programs.

## **ARTICLE II – BOARD OF DIRECTORS**

Section 1. Clarity shall be governed by a Board of Directors consisting of no more than 15 members for 3-year terms. Expired terms and vacancies shall be filled by the Board as needed. No more than two consecutive terms (partial or full) may be served by any Board member. Exception: If the Board President is in their last year of their 2<sup>nd</sup> term of board membership, he or she may be asked and allowed to serve one additional year on the board as past president.

Section 2. Board Membership and Service:

- a. Members of the Board of Directors are invited to serve based upon interest in the work and purpose of the organization and upon their capacity to assist the organization in meeting its objectives. Members of the Board are adult citizens of the Upstate of South Carolina who reflect a wide range of community interests. Qualified Board members and committee members are recruited without regard to race or creed.
- b. Unless otherwise noted herein, where an item at a meeting of the board of directors requires the approval of the board, approval shall be given by a majority of the members present at a board meeting. For all actions taken outside of a regular meeting, approval shall be given by a majority of the board of directors. Actions taken without a meeting shall be memorialized in the minutes at the next regular board meeting.
- c. Board terms will be from January 1 through December 31. Where the board has less than 15 members then serving, new board members may be added at any time in accordance with these Bylaws. Board members beginning prior to August of a given year will be deemed to have served their first term during their first year of service. In the event a board member begins service in or after August of a given year, the following year shall be deemed the members' first term.
- d. Provided that the member has not exceeded the maximum number of terms under these Bylaws, at the conclusion of a board member's term, said member shall be considered for another term by the remainder of the board. The board member may continue to serve upon an approval of the remaining members.
- e. Vacancies in the membership of the Board shall be filled by the Board of Directors upon approval by a majority of its members.
- f. A board member may be considered for termination at any time upon a vote of 75% of the board members then serving when a board member has failed to comply with any requirement of these bylaws, or is otherwise not fulfilling the purpose, mission and vision of Clarity.
- g. In the event that a board member is no longer able to serve for any reason, said member may tender his or her resignation during the middle of a term; however, a board member should make every effort to complete his or her term.

Section 3. Board Powers and Duties:

- a. Board members shall serve as fiduciaries of the organization and shall at all times execute their duties in the best interests of the organization.
- b. In general, the Board shall be responsible for the management and oversight of the organization in accordance with these Bylaws. The board of directors may exercise all powers of the organization and do all such lawful acts and things as are not inconsistent with the law, with the Certificate of Incorporation or these Bylaws.
- c. A board member shall not receive compensation for his or her services as a board member; however, where a board member personally incurs expenses in pursuit of service to the organization, the board member may be reimbursed upon an approval of the board

Section 4. Board Meetings

- a. The Board of Directors shall meet at least quarterly. Other meetings of the Board may be called by the President, or at the request of more than 50% of the board members. Members are encouraged to attend all board meetings in person, but may also participate virtually when attending in person is not feasible. Committee meetings may be regularly scheduled or can be called by committee chairs on an as-needed basis.
- b. Board meetings will be held at regularly scheduled intervals. Board members are expected to attend at least 75% of the regularly scheduled meetings each year. Attendance requirements may be waived for good cause by a majority of the board.
- c. Attendance at meetings is a key part of a board member's service. In the event that a member has failed to attend three (3) consecutive meetings, said member shall automatically be considered for termination. The board member may continue serving provided that at least 50% of the remaining board members vote to permit the board member to continue to serve.
- d. The board may take action without a formal board meeting when in the best interests of the organization. Any such action shall require the approval of a majority of the board members then serving. Actions taken without a meeting shall be memorialized at the next regular meeting.
- e. All Board members shall be notified by the Executive Director of all Board meetings at least seven (7) days in advance.
- f. At any regular or special meeting of the Board of Directors, a quorum shall be a minimum of one-third of the active Board members.

### **ARTICLE III – OFFICERS**

Section 1. The officers of the board of directors shall be a President, a President-Elect, a Secretary, and a Treasurer, who shall be elected from among its Board of Directors by a majority vote of the Board members. The officers shall hold office for two (2) years, or until their successors are elected and shall be eligible for re-election no more than one term in the same capacity. The President-Elect will automatically become President following the expiration of the current President's term.

Section 2. The duties of the officers shall be:

- a. President - To preside at all meetings of the Board of Directors and the Executive Committee; to serve as the point of contact between the Executive Director and the board of directors to call special meetings when necessary; and to carry on such other duties as usually pertain to this office.
- b. President-Elect - To perform the duties of President in the event of his/her absence, resignation, or inability to perform duties; and other duties assigned.
- c. Secretary - To keep minutes of all Board meetings of the organization. In the absence of the President and President-Elect, the Secretary shall call the meeting to order and shall preside.
- d. Treasurer - To regularly consult with the Executive Director and/or the Director of Operations regarding the financial status of the organization and to have access to information concerning all funds of the organization. The Treasurer shall keep the Board of Directors informed at regular meetings of the Board regarding the financial condition of the organization.

Section 3. The Board of Directors shall employ an Executive Director who is professionally qualified to direct activities of the organization within the policies and budget approved by the Board of Directors. The Executive Director is an Ex-Officio Member of the Board of Directors. The Executive Director shall give notice of all meetings, maintain proper records of the organization and its official committees, employ, discharge personnel and supervise said employees; coordinate and supervise functional operations of the organization and perform such other duties consistent with Executive Director Policy enacted by the organization.

## **ARTICLE IV – COMMITTEES OF THE BOARD OF DIRECTORS**

Section 1. Executive Committee. The Executive Committee shall be comprised of the four (4) elected officers of the Board of Directors of Clarity, as well as any additional members as shall be appointed by the Board of Directors from time to time. The committee will include the President, President-Elect, Secretary, and the Treasurer. The Executive Director shall serve as an ex-officio member of the committee. The President of the Board of Directors shall serve as the Chairman of the Executive Committee. The committee will meet on an as needed basis. Its primary responsibilities shall be as follows:

- a. to assist and advise the Executive Director in the event of emergency and/or sensitive situations;
- b. to review the activities of the board;
- c. to determine compliance with policies and procedures;
- d. to assist the Executive Director with program development, human resources, budgeting, and financial issues; and
- e. to conduct a written annual performance review of the Executive Director.

When it is in the best interest of the Board, the Executive Committee shall also be empowered to advise the Executive Director and make decisions on behalf of the Board when there is not a full Board meeting scheduled within a reasonable time frame.

Section 2. Finance Committee. The Finance Committee will consist of at least two members of the Board of Directors. The Treasurer will be chair of the Finance Committee. Its primary responsibilities shall be as follows:

- a. to review the organization's monthly financial reports;
- b. assist the Executive Director and/or the Director of Operations with the annual budgeting process;
- c. to engage and oversee the work of all third-parties retained to assist in financial matters (e.g. outsourced accountants/bookkeepers, auditors, consultants);
- d. to report pertinent financial information to the remainder of the Board; and
- e. to recommend employee salary/benefit adjustments to the full board for ratification.

Section 3. Board Development and Governance Committee. The Board Development and Governance Committee shall consist of at least two (2) members of the Board of Directors. The President shall appoint a chairperson to preside over said committee. The responsibilities of the Board Development and Governance Committee shall be as follows:

- a. to oversee the identification, recruitment, orientation, training, and retention of board members;
- b. to evaluate opportunities to strengthen and evolve the board's effectiveness, capacity, composition, and ability to lead the organization;
- c. to oversee the Board's annual self-assessment of the board's performance and to identify priorities for board activities going forward;
- d. to oversee the policies and procedures of the Board of Directors and monitors compliance with the same;
- e. to oversee the policies and procedures of the organization; and
- f. to promote actions that will serve the strategic plan and the goals of the organization.

Section 4. Fundraising and Financial Resource Development Committee. The Fundraising and Financial Resource Development Committee will consist of at least two (2) members of the Board of Directors. The President shall appoint a chairperson to preside over the committee. The Fundraising and Financial Resource Development Committee works closely with staff to create and implement a financial resource plan that will guide the staff and board 's activities in seeking out and securing funding from diverse sources. Special event committees (which may include non-board members and staff) may be formed by this committee and their activities are overseen by this committee.

Section 5. Marketing and Communications Committee. The Marketing and Communications Committee will consist of at least two (2) members of the Board of Directors. The President will appoint a chairperson to preside over this committee and the Director of Operations will serve as a staff liaison to this committee. The Marketing/Communications Committee works closely with staff and other committees to develop and implement a marketing and communications plan that articulates the primary audiences for the organization, how best to reach them, and what they most care about. The committee monitors the presentation of the organization's brand, and ensures that the products, services, and programs of the organization remain relevant to the audience.

Section 6. Diversity, Equity & Inclusion Committee. The Diversity, Equity & Inclusion Committee will consist of at least two (2) members of the Board of Directors. The President will appoint a chairperson to preside over this committee. The Diversity, Equity & Inclusion Committee shall promote the diversity and inclusion of Clarity's Board of Director and the organization.

- Section 7. It is acknowledged that special events require aspects of both fundraising and marketing, and both the Fundraising and Financial Resource Development Committee and the Marketing/Communication Committee shall work together toward the success of the event.
- Section 8. The President of the Board shall be an ex-officio member of all committees and the Executive Director shall be the advisor to all committees.
- Section 9. Ad hoc committees will be created by the Executive Committee with the approval of the full Board of Directors on an as needed basis.
- Section 10. Individuals who are not on the board of directors may serve on board committees with board approval.

## **ARTICLE V - GENERAL PROVISIONS:**

- Section 1. The fiscal year of this organization shall be the calendar year, January 1 to December 31.
- Section 2. The organization may affiliate with any national or state organization to advance the purpose and mission of this organization with the majority approval of the Board of Directors.
- Section 3. Robert's Rules of Order, revised, shall govern the Parliamentary Procedure.
- Section 4. The organization may make public stances regarding issues that affect its ability to fulfill the purpose and mission of this organization with the majority approval of the Board of Directors.
- Section 5. The Board of Directors will engage an independent auditor to conduct annual audits. The organization shall not use the same auditor for more than five (5) consecutive years.

## **ARTICLE VI - AMENDMENTS**

Section 1. These By-Laws and the organization charter shall be reviewed annually and amended, if deemed necessary, by a simple majority vote by the membership of the Board of Directors at a regular or special meeting of the Board, provided notice of the submission of such an amendment is given to all members in writing at least seven (7) days in advance.

## **ARTICLE VII - REPEAL**

Section 1. Any Constitution or By-Law in conflict with this instrument is hereby repealed.

## **ARTICLE VIII - DISSOLUTION OF THE ORGANIZATION**

Section 1. In the event that Clarity is dissolved, all financial assets or property of the organization are to be conveyed either to United Way or to an organization having similar purposes as Clarity upon majority approval of the Board of Directors.



## Appendix A: Clarity, Inc. Operating Reserve Policy

### I. Philosophy

The establishment and maintenance of a funded Board-designated operating reserve is a high priority. This will enable Clarity to support strategic business practices and to:

- Manage cash flow interruptions
- Minimize the need for working capital borrowing
- Meet commitments, obligations and other contingencies
- Generate investment income

### II. Policy

The purpose of this policy is to establish and maintain a funded board-designated operating reserve, unencumbered and uncommitted, at a level relative to the annual program funding and the costs of operating and maintaining the organization.

The operating reserve is intended to serve a dynamic role and is available to be utilized as needed rather than being static, devoted only to generating interest income.

### III. Definitions

**Board-designated operating reserves** – Amounts reported in the unrestricted net assets section of the balance sheet and identified as board-designated operating reserves.

**Program funding** – Undesignated allocations to speech, hearing, learning and occupational therapy (program services). It does not include expenses funded by grants.

**Costs of operating and maintaining the organization** – Clarity net expenses for program services, fundraising & administration.

**Funded board-designated operating reserve** – A fund consisting of liquid assets and investments accounted for separately from **undesignated operating funds** in the asset section of a balance sheet. Liquid assets are those that may be converted to cash quickly and easily. It is not required that board-designated operating reserves be physically segregated in a separate bank account although Clarity may decide to do so.

Approved by the Executive Committee: 10/24/2013

**Appendix B: Emergency Succession Plan**  
**Clarity, Inc.**

**Procedures for the appointment of an acting Executive Director in the event of an unplanned absence of the Executive Director:**

1. Rationale

- a. In order to ensure the continuous coverage of the executive duties critical to the ongoing operations of Clarity, Inc. and its services to clients, the Board of Directors is adopting policies and procedures for the temporary appointment of an Acting Executive Director in the event of an unplanned or extended absence of the Executive Director.
- b. While the Board acknowledges that such an absence is generally undesirable and improbable, it also believes that due diligence in exercising its governance functions requires that it have an emergency executive succession plan in place. It is expected that this plan will ensure continuity in external relationships and in staff functioning.

2. Priority functions of the Executive Director position at Clarity, Inc.

- a. The full Executive Director position description is included on the last page of this document.
- b. Among the duties listed in the position description, the following are the key functions of the Executive Director to be covered by an acting director:
  - i. Serve as the organization's principal leader, representative and spokesperson to the greater community
  - ii. Support the Board of Directors
    1. Ensure integrity and strength of Board leadership and address issues around clarity of Board role, governance, bylaws/policies, corporate structure and membership
    2. Assist with recruitment and orientation of new Board members
    3. Prepare executive reports to Board of Directors and Executive Committee and attend various Committee meetings
  - iii. Convene and lead the management team
  - iv. Participate in recruitment, interview, selection and evaluation process for directly supervised staff and other key executive level positions

- v. Strategize organizations’ short-range and long-range program and project goals, particularly in organizing and planning:
  - 1. Identify overall resource development goals and fundraising plan
  - 2. Establish, maintain and cultivate relations with donors, foundations and other resources to support organizational programs and activities
  - 3. Maintain accountability for current year operating budget and for financial performance of portfolio
- 3. Succession plan in event of a temporary, unplanned absence – **Short-Term**
  - a. Definitions
    - i. A temporary absence is one in which it is expected that the Executive Director will return to his position once the events precipitating the absence are resolved
    - ii. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical
    - iii. A short-term absence is 3 months or less
    - iv. The “Deputy Director” is a staff member designated by the Executive Committee to fulfill the below requirements in the event of an unplanned Executive Director absence
    - v. The “Acting Executive Director” is the new title of the “Deputy Director” upon presumed appointment by the Executive Committee
- 4. Who may appoint the Acting Executive Director
  - a. The Board of Directors authorizes the Executive Committee to implement the terms of this emergency plan in the event of the unplanned absence of the Executive Director
  - b. In the event of an unplanned absence of the Executive Director, the Deputy Director (described above) shall immediately inform the Chair of the Executive Committee (Board President at Clarity, Inc.) of the absence
  - c. As soon as is feasible, the Chair of the Executive Committee shall convene a meeting of the Executive Committee to affirm the procedures prescribed in this plan or make modifications the Executive Committee deems appropriate.
- 5. Standing appointee to the position of Acting Executive Director

- a. The position description of the Deputy Director specifies that he or she shall serve as Acting Executive Director in the absence of the Executive Director
  - b. Back-up for the position of Acting Executive Director
  - c. Should the Deputy Director be unable to serve as Acting Executive Director, the Executive Committee may appoint a back-up to serve as Acting Executive Director or may consider the option of splitting executive duties among the designated appointees
6. Authority and restrictions of the appointee
- a. The person appointed as Acting Executive Director shall have the full authority of decision making and independent action as the regular Executive Director.
7. Compensation
- a. The Acting Executive Director shall receive a temporary salary increase to the entry level salary of the executive director position or to 5% above his/her current salary, at the discretion of the Executive Committee.
8. Board committee responsible for oversight and support to the Acting Executive Director
- a. As with an Executive Director, the Executive Committee of the Board will have responsibility for monitoring the work of the Acting Executive Director. The Executive Committee will also be alert to the special support needs that of the executive in the temporary leadership role
9. Communications plan
- a. As soon as possible after the Acting Executive Director has begun covering an unplanned absence, Board members and the Acting Executive Director shall communicate the temporary leadership structure to the following key supporters external to Clarity, Inc.:
  - b. The Executive Director of CDS and the Executive Directors of the other partner agencies, as deemed necessary
10. Succession plan in event of a temporary, unplanned absence – **Long-term**
- a. Definition – A long-term absence is one that is expected to last more than 3 months
  - b. Procedures – The procedures and conditions to be followed shall be the same as for a short-term absence with one addition:

- i. The Executive Committee will give immediate consideration in consultation with the Acting Executive Director to temporarily backfilling the management position left vacant by the Acting Executive Director. This is in recognition of the fact that, for a term of more than 3 months, it may not be reasonable to expect the Acting Executive Director to carry the duties of both positions. The position description of a temporary manager would focus on covering the priority areas in which the Acting Executive Director needs assistance.

11. Succession plan in event of a **Permanent** unplanned absence

- a. Definition – A permanent absence is one in which it is firmly determined that the Executive Director will not be returning to the position
- b. Procedures – The procedures and conditions shall be the same as for a long-term temporary absence with one addition:

12. The Board of Directors shall appoint a Transition and Search Committee to plan and carry out a transition to a new permanent Executive Director.

13. Approvals and maintenance of record

- a. Succession Plan approval: This succession plan will be approved by the Executive Committee and forwarded to the full Board of Directors for its vote and approval
- b. Signatories: This plan shall be signed by the Board President, the Board President Elect, the Executive Director and the Deputy Director at the time of adoption
- c. Maintenance of record: Copies of this plan shall be maintained by the Board President, the Executive Director, the Deputy Director and the Clarity, Inc. corporate attorney

*Revised by the Clarity, Inc. Executive Committee, Adopted 10/24/2013*

## POSITION DESCRIPTION

**TITLE:** Executive Director

**QUALIFICATIONS:** The person in this position holds Certification or S. C. License in one or a combination of the fields of Speech Pathology, Audiology, Psychology or Counseling. Possess administrative/management skills either from formal or informal training and/or experience.

**BASIC FUNCTION:** Assumes the responsibility for the planning, implementation, administration and effectiveness of all services and programs of Clarity. This person is responsible for facilitating and implementation of policy as set by the Board of Directors and is directly responsible to the Board of Directors.

### **RESPONSIBILITIES:**

#### Organization Wide: Organizational Mission, Program Development and Delivery

1. Ensures that organization has a Strategic Plan that makes timely progress toward achieving its organizational mission.
14. Provides leadership in developing program and annual operational plans with the Clarity Staff / Board of Directors to align with the Strategic Plan.
15. Meets or exceeds annual program goals in both quantity and quality.
16. Directs Director of Operations and Department Heads in fulfillment of the long-term Strategic Plan and annual (short-term) Operational plan of the organization.
17. Demonstrates quality of analysis and judgment in program planning, implementation and evaluation.
18. Continually studies and suggests policy which improves the organization. When the policy is established, is responsible for its implementation.
19. Maintains and utilizes a working knowledge of significant developments and trends in the fields of speech pathology, audiology, psychology, and counseling (such as local, regional and statewide trends, policies and funding patterns). Keeps the Board and Staff informed.
20. Develops and implements collaborative relationships with other organization to minimize program duplication and redundancy.

#### Administration and Human Resource Management

1. Ensures that the organization recruits and retains a diverse and highly functional staff.
21. Works collaboratively with human resources provider and organization leads in recruitment of new team member, serving as the voice of the organization when making offers of employment, and termination of employees when appropriate.

22. Examines and oversees staffing.
23. Divides and assigns work effectively, delegating appropriate levels of freedom and authority.
24. Maintains appropriate balance between administration (operations support) and mission implementation (programs).
25. Ensures that job descriptions are developed, and that regular performance evaluations are carried out and documented.
26. Evaluates individual goals and objectives of each staff member.
27. Collaborates with the human resources provider to ensure compliance with federal regulations on workplaces and employment as well as state regulations for professional practice, including ensuring that employees are licensed and credentialed as required, and that appropriate background checks are conducted.
28. Develops and monitors implementation of personnel policies and has an Employee Handbook that keeps staff apprised of these policies.
29. Encourages and supports staff development, education and training to increase organizational capacity.
30. Maintains a healthy climate which attracts, keeps, and motivates a diverse staff of top-quality people.

#### Community Relations

1. Supports the Director of Operations in the development of an annual marketing plan (that includes measurable goals and objectives) in collaboration with the Board of Directors.
31. Serves as an effective spokesperson for the organization; represents the programs and point of view of the organization to agencies, organizations, and the general public.
32. Establishes sound working and cooperative relationships with community groups and organizations to advance the organizations' Mission.

#### Financial Management and Legal Compliance

1. Assures adequate control and accounting of all funds, including working with the Director of Operations to ensure the development and implementation of sound financial policies and practices.
33. Works with Director of Operations, Finance Committee, and the Board in preparing a realistic and functional budget plan along with guidelines for implementation.
34. Makes recommendations for wage increases to the Board of Directors and authorizes wage increases within organization budget and fiscal constraints.

35. Upon budget approval directs the organization within the budgetary limitations, assuming authority for expenditure and reporting of funds.
36. Provides to the Board accurate reports containing appropriate information concerning finances, programs and services.
37. Ensures that Clarity complies with HIPAA Privacy and Security Plans as required by law. Serves as the agencies HIPAA Privacy Officer.
38. Executes legal documents appropriately, seeks legal guidance when appropriate.
39. Studies the effectiveness and feasibility of services and programs maintaining an objective attitude in order that the community may have access to a viable organization.
40. Ensures compliance with applicable federal, state and local laws.

#### Resource Development and Fundraising

1. Develops a realistic Resource Development Plan with quantifiable and measurable fundraising targets.
41. Meets or exceeds revenue goals, promoting the development of adequate funds to permit the organization to carry out its programs and services.
42. Successfully involves community leaders in fundraising efforts.
43. Establishes positive relationships with government, foundations, corporate funders and individual donors to achieve resource development goals.

#### Board of Directors

1. Provides appropriate, adequate, and timely information to the Board.
44. Provides support to Board committees.
45. Sees that the Board is kept informed on the status of the organization and all of the important factors influencing it.
46. Works effectively with the Board of Directors as a whole.