

## **BYLAWS ACME COALITION**

### **ARTICLE I-NAME**

The name of the organization shall be Acme Coalition (hereinafter referred to as "AC").

### **ARTICLE II-PURPOSE**

To strengthen and develop systems in Acme County to prevent and intervene with substance abuse and its antecedents through the creation of a multifaceted Coalition consisting of representatives of the community, service providers, policy makers, and funders.

### **ARTICLE III-MEMBERSHIP**

Any person who is recommended by a Coalition member in good standing (any member who has not missed more than three meetings over the course of a year), who has been approved by a majority of Coalition members present at any meeting and signed the statement of commitment to the organization (see attached) shall be considered as part of the Coalition and have limited voting privileges in deciding AC business as described in these Bylaws.

### **ARTICLE IV-AC ORGANIZATIONAL COMMITTEE STRUCTURE**

#### **Section 1- Coalition Structure:**

The organizational structure of AC is divided into the Coalition(governing coalition), Board of Trustees and Committees. These committees will consist of groupings of volunteers who share common goals. The Committees will include but are not limited to the following: a) Education Committee, b) Law Enforcement Committee, and e) any committee created and voted on by the Coalition and conferred by the Board of Trustees for permanent status.

#### **Section 2- ) Coalition Leadership Structure**

The Coalition will have a chairperson, vice-chair person and a secretary. **These positions are filled by the three principal officers of the Board of Trustees.** The chairperson of each Committee will sit on the Board of Trustees. The members of the Coalition and Committees elect these positions. The positions of Vice-chair and Secretary shall be used at the discretion of each committee.

#### **Section 3-Duties of Coalition Officers:**

- A. Chairperson  
Chair all meetings in a timely, orderly manner, represent the Coalition or Committee on the Coalition Board of Trustees, coordinate committee or Coalition events, goals, and objectives, drive the implementation of the goals, review the meeting agenda with the staff of the Coalition prior to all meetings, provide a year end report to the Coalition Board for inclusion in Coalition annual report, act as the official spokesperson for the Committee or Coalition, act as the information conduit between the Committee or Coalition and the Coalition and Board of Trustees, responsible for all official Committee or Coalition, correspondence, responsible for ensuring that Committee elections take place in a timely fashion, attend to Committee or Coalition “needs” as identified by the Committee or Coalition. **The President of the Board of Trustees is the Chairperson of the Coalition**
- B. Vice-Chairperson:  
Act as the Chair in the absence of the Chairperson, identify and contact perspective Coalition members, assist the Chair on an as needed basis, make recommendations to the Coalition and Board of Trustees concerning Coalition structure. The vice-president of the Board of Trustees is the Vice-Chairperson
- C. Secretary:  
Maintain records, i.e. attendance, minutes, meeting announcements etc., provide a copy of the minutes to the staff person from the Coalition for copying and distribution, maintain a record of monthly agendas, minutes, and attendance, produce and distribute an attendance record at each meeting, keep an updated list of Coalition members, addressees, phone and fax numbers and email addresses.
- Keep Coalition office apprised of current Coalition membership.
  - Generate materials needed to complete Coalition goals and objectives.
  - Assist Chair in any needed correspondence.
  - Count election ballots at June Meeting.
- The Secretary of the Board of Trustees is the Secretary of the Coalition

Section 4-Election time and procedure:

Nomination and voting is done at the annual meeting in accordance with the Policy and Procedure set forth in Article VIII, Section 2.

**ARTICLE V X-FUNCTION OF THE COALITION AND COMMITTEES**

Section 1-Coalition:

The Coalition shall:

- a) Provide programmatic and strategic direction to the organization and staff of the Coalition
- b) Carry out any actions necessary to educate legal and governmental entities to function to benefit and promote alcohol and other drug prevention.
- c) Identify and recruit new members for the Coalition and other AC Committees.

- d) Act as the advisory or implementing or governing committee for other activities as decided and approved by the Board of Trustees.

The Coalition shall attempt to be representative of the Acme County community. The following groups or populations will have permanent positions on the Coalition at their discretion: The Point, Acme County Alcohol and Drug Addiction Services Board, Acme County Juvenile Court, Acme County Board of Commissioners, all committees of AC and other entities outside of Acme County may be invited to join.

Section 2-Education Committee:

The Education Committee Shall:

- a) Educate themselves and other AC committees on issues affecting the educational system in Acme County and surrounding areas regarding substance abuse and its antecedents.
- b) Form a subcommittee to review and approve all mini-grant applications funded by AC.
- c) Develop and implement trainings and educational sessions for school personnel to enhance their competence in addressing substance abuse and its antecedents.
- d) Act as an advisory group to the ADAS Board on educational systems needs and in the development and implementation of the ADAS school survey.
- e) Act as the advisory or implementing or governing committee for other activities as decided by the Coalition and approved by the Board of Trustees.

Section 3-Law Enforcement Committee:

The Law Enforcement Committee shall:

- a) Educate themselves and other AC Committee members regarding any legal or governmental events affecting the field of prevention in Acme County.
- b) Act as the implementing committee for the Information Sharing Network
- c) Coordinate and cooperate with other enforcement organizations to effectively address prevention/intervention within the enforcement arena.
- d) Act as the coordinating body for information sharing between enforcement personnel and other social service agencies.
- e) Act as the advisory or implementing or governing committee for other activities as decided by the Coalition and approved by the Board of Trustees

Section 4-Other Committees:

Other Committees may be formed and become permanent by:

- a) Advice from the Coalition that a new committee is necessary to the health and future of AC.
- b) Approval of the advisement by the Board of Trustees.

All actions to be considered final must be approved by the Board of Trustees.

## **ARTICLE VI-MEETINGS**

### **Section 1-Annual Meeting of Membership**

The Annual Meeting of AC shall be held than June of each year, at such time and place as may be determined by the Board of Trustees, and all voting members shall be notified, in writing, of such Annual Meeting at least ten (10) days prior to the meeting.

### **Section 2-Special Meeting of the Members:**

Special Meetings of the members may be called by the President of the Board of Trustees with the concurrence of the Chairperson of the Coalition, or upon written request of ten (10) members of the Coalition and all voting members shall be notified, in writing, of such a special meeting of the members at least ten calendar (10) days prior to the meeting.

### **Section 3-Quorum/Membership Meetings:**

At any meeting of the members, a quorum will consist of one-third of the members in good standing entitled to vote.

## **ARTICLE VII-BOARD OF TRUSTEES**

### **Section 1-General:**

The property and affairs of AC shall be managed and controlled by the Board of Trustees which shall consist of not less than five people and not more than 15 persons who are members in good standing,  $\frac{3}{4}$  elected from the Coalition with due respect for geographic distribution, variety of professions, and areas of interest and skill;  $\frac{1}{4}$  may come from outside the Coalition with the recommendation of a Coalition member, the Executive Director and approval of a majority of members present at the annual meeting. Seats will be designated for The Coalition and **committee** chairpersons as described in Article IV. All groups associated with AC will be afforded the opportunity to be adequately and equally represented on the Board of Trustees.

### **Section 2-Eligibility for Election:**

Individuals and individuals representing organizations nominated and sitting on the Coalition shall be eligible to be elected to Coalition Board of Trustees.

### **Section 3-Election and Term of Office:**

At each Annual Meeting or Special Meeting duly called for this purpose, successors to Trustees whose terms expire shall be elected by a simple majority (half plus one) of members present and entitled to vote. Trustees shall hold office for three (3) years and have the option of serving additional terms. It is planned that one-third ( $\frac{1}{3}$ ) of the

Trustees terms will expire each year. 1/3 of the original Trustees shall serve for one year and 1/3 shall serve for a period of two years, the final 1/3 shall serve for a period of three years. At the end of the first year all Trustees shall be elected to serve three-year terms.

Section 4-Vacancies:

Any vacancy among the trustees shall be filled for the unexpired portion of the term by recommendation from the member stepping down and when applicable from the organization they represent and the Nominating Committee and approval of the Board of Trustees at any meeting of the Board.

Section 5-Conflict of Interest:

No member shall vote on any issue that will directly benefit them personally or the organization they represent.

Members shall make every effort to notify the President of the Board of Trustees, prior to any vote, of all potential conflicts of interest at such time as they may arise.

**ARTICLE VIII-OFFICERS**

Section 1-General:

The officers of AC shall be President, Vice President, Secretary and Treasurer. The President, Vice President and Secretary shall operate in the Capacity of Chair, Vice Chair and Secretary of the Coalition.

Section 2-Election and Term of Office:

The Board of Trustees shall elect officers at a meeting of the Board of Trustees prior to the Annual Meeting. At the Annual Meeting, the officers shall be affirmed by the membership.

The officers shall take office at the close of the Annual Meeting at which they are affirmed and shall serve for a term of one-(1) years.

Section 3-Duties of Officers:

A. President

The President shall preside at the annual meeting of AC membership and all of the Board of Trustees. He/She shall appoint all Board-formed committee chairpersons and shall be an ex-officio of all committees. The President acts in the capacity of Chair of the Coalition. He/She may exercise supervision over committees and that of the officers in order to ascertain that the objectives and purposes of AC are carried out in the best possible manner.

The President acts as a secondary fiduciary signatory, in the absence of the Treasurer, with the Executive Director or other officer on all financial transactions requiring the disbursement of payment. The President ensures the direction and supervision of the Executive Director of AC.

B. Vice President

The Vice President shall preside at meetings of the Board of Trustees in the absence of the President and otherwise assist the President in the performance of his/her duties as requested by him/her. The Vice President acts as the Vice Chair of the Coalition.

The Vice President shall assist the President by acting as coordinator and liaison with assigned committee. He/She shall service as an ex-officio member of all committee. The Vice President acts as a secondary fiduciary signatory, in the absence of the Treasurer, with the Executive Director or other officer on all financial transactions requiring the disbursement of payment.

C. Secretary

The Secretary shall take attendance and record accurate minutes of proceedings of all AC Executive Committee Meetings, AC Board of Trustees Meetings, Special Meetings, or any other meetings requested by the President. These minutes and records shall be distributed as directed by the Board of Trustees. The Secretary acts as the Secretary of the Coalition. The Secretary shall notify Board Members of all future Board Meetings.

The Secretary acts as a secondary fiduciary signatory, in the absence of the Treasurer, with the Executive Director or other officer on all financial transactions requiring the disbursement of payment.

D. Treasurer

The Treasurer shall review for accuracy and reasonableness all receipts and disbursements for the AC organization. The Treasurer shall review for accuracy a general ledger using the ADAS Board reports, reports from the organization's financial officer, and personal knowledge for source of entries and matching revenue and expenses as accurately as possible. The Treasurer shall render a written monthly financial statement to the Board of Trustees and at all membership meetings. A Balance Sheet and Income Statement shall be made available to Board Members by the Treasurer upon their request.

The Treasurer acts as a secondary fiduciary signatory, with the Executive Director or other officer on all financial transactions requiring the disbursement of payment.

The Treasurer with input from the Executive Director shall develop the AC annual budget and present it to the Coalition and the Board of Trustees for approval. Not less than twice per year, one of those prior to the accounting period ending, the Treasurer shall present to the Board of Trustees a Budget Variance Report.

## **ARTICLE IX-COMMITTEES**

### **Section 1-Executive Committee:**

The Executive Committee, elected by the Board of Trustees prior to the annual meeting and affirmed by the membership at the annual meeting, shall consist of the Officers: President, Vice President, Secretary, and Treasurer.

The Executive Committee shall meet upon call by the President or a majority of the members of the Executive Committee.

The Executive Committee may meet between meetings of the Board of Trustees. The Executive Committee shall have and may exercise decision-making authority (in the management of the business and affairs of AC) in the absence of specific direction by the Board of Trustees. The Executive Committee shall submit all official actions to the Board of Trustees for approval. The Executive Committee shall not modify actions taken by the Board of Trustees.

#### Section 2-Nominating Committee:

The President with the approval of the Executive Committee and the Board of Trustees shall appoint a Nominating Committee consisting of at least five (5) members in good standing, who shall serve for a period of one (1) year.

The Nominating Committee shall prepare a slate of officers consisting of President, Vice President, Secretary, Treasurer, and a slate of candidates to serve as members of the Board of Trustees to be presented for approval at the annual meeting of the Executive Committee and Board of Trustees.

Nominations will be accepted from the floor of the Executive Committee and Board of Trustees, or may be forwarded in writing, to the Nominating Committee Chairman prior to the next meeting of the Executive Committee and Board of Trustees.

All nominations for officers and Trustee positions must be presented to the Board of Trustee one-month prior to the annual meeting.

At the annual meeting of the Board of Trustees, the slate of officers and candidates to serve as members of the Board of Trustees shall be voted upon by a simple majority of the members present and voting at said meeting.

The newly elected President shall present said officers and Board of Trustee members to the membership at the Annual Meeting for affirmation.

The Nominating Committee shall also be responsible for nominating candidates to fill vacancies as these occur, as specified in Article IV, Section 4.

#### Section 3-Finance Committee:

A finance committee may be established at the discretion of the Treasurer of the Board of Trustees with the approval of the Board of Trustees. This committees responsibilities include but are not limited to:

- Advising the Treasurer and fiscal staff on the financial oversight of the organization.

- Reviewing the monthly financial statements of the organization.

Overseeing the annual audit process.

Section 4-Personnel:

A personnel committee may be established at the discretion of the Executive Director with approval of the Board of Trustees. These committees' responsibilities include but are not limited to:

- Reviewing all hiring and dismissals of employees.
- Conducting annual performance review of the Executive Director.
- Conducting annual review of staffing patterns and recommendations to the Board of Trustees on future staffing adjustments.
- Screening of all potential employees.
- Conducting annual review of employee benefits and salaries.
- Conducting annual review of all employee policy and procedures.

Section 5-Ad Hoc Committees:

The President, with the approval of the Board of Trustees, shall appoint such other Ad Hoc Committees or sub-committees, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of AC.

**ARTICLE X-BOARD OF TRUSTEES MEETINGS**

Section 1-number of Meetings:

There shall be minimum of (6) meetings of the Board of Trustees each year.

Section 2-Special Meetings:

Special Meeting of the Board of Trustees may be called by the President, Vice President, or upon written request of a majority of members of the Board of Trustees.

Section 3-Notice of Meetings:

Notice of all regular meetings shall be included in the previous month's minutes and mailed to all members of the Board of Trustees. Notice of Special Meetings shall state the purpose of the meeting and shall be mailed at least ten calendar (10) days prior to the meeting.

Section 4-Quorum/Board of Trustees Meetings:

One-half (1/2) of the sitting members of the Board of Trustees.

Section 5-Attendance:

If a Trustee misses three (3) within a twelve month period without notice or explanation to the President or Secretary, the Secretary of the corporation shall send such Trustee and when applicable, the organization the Trustee represents, a letter referring to the Trustee's non-attendance and notifying the Trustee that removal from office may result from non-attendance at the next meeting following receipt of the letter.

**ARTICLE XI-FINANCE**



The fiscal year of the AC shall end June 30 of each year.

The Board of Trustees with the advice of the Coalition and consultation of the Incumbent Treasurer of AC shall determine the fiscal policies of AC.

The accounts of AC shall be audited annually after the close of each fiscal year.

## **ARTICLE XII-AMENDMENTS**

These Bylaws may be amended by the majority of voting members present at any annual meeting, special meeting, or mailing called for that purpose.

## **ARTICLE XIII-AUTHORITY**

### **Section 1-Rules of Order:**

Robert's Rules of Order (Latest Revision) shall govern the meetings of the members, Board of Trustees, and the Committees of AC.

### **Section 2-Validity of the Bylaws:**

These Bylaws shall be recognized as the only valid Bylaws of the Acme Coalition

### **Section 3-Use of Name:**

No one shall use the Acme Coalition name or the emblem without special authorization of the Board of Trustees.

### **Section 4-Non-Direct Service**

The staff of the agency known as the Acme Coalition may not engage in direct service, service where the recipient is the end user. However, the agency may contract/purchase direct services other agencies, using membership agencies where applicable.

ADOPTED ON 8/11/97

Amended 12/97

Amended 11/0

Amended 5/03