

# **BYLAWS**

## **MSTEPP**

Mohave Substance Treatment, Education & Prevention Partnership

### **Article I** **Name**

The name of this non-profit County Coalition shall be the Mohave Substance Treatment, Education and Prevention Partnership, dba MSTEPP (hereinafter "Coalition").

### **Article II** **Purpose, Goal and Mission**

#### **Section 1**

General Purpose: To work with organizations and individuals throughout Mohave County who endeavor to decrease substance abuse in our communities and improve treatment options and outcomes for our citizens.

Goal #1: To facilitate and promote the development of adequate and appropriate substance abuse treatment and after-care options for Mohave County.

Goal #2: Identify and secure sustainable funding for substance abuse treatment and after-care programs and/or facilities in Mohave County.

Mission: To decrease substance abuse and ensure adequate and accessible substance abuse treatment services in Mohave County.

#### **Section 2**

Limitations: This Coalition is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law.

### **Article III** **Location**

#### **Section 1**

Principal Office: The registered mailing address of the Coalition shall be 1660 Lakeside Drive #388, Bullhead City, Arizona 86442, County of Mohave, State of Arizona. The

Coalition may have other addresses or offices, as the Board of Directors may designate, or as the business of the Coalition may require from time to time.

## **Article IV** **Board of Directors**

### **Section 1**

General Powers: The business and affairs of the Coalition shall be managed by its Board of Directors (also known as the “Board”).

### **Section 2**

Constituents: The Board of Directors shall consist of up to twenty members in total: up to sixteen (16) Directors and four (4) Officers. The Board shall be composed of residents of Mohave County and shall allow for fair and equal representation of all geographic areas within the county; including Bullhead City, Kingman, Lake Havasu City, Hualapai Tribe, Fort Mojave Tribe, Kaibab-Paiute Tribe and the unincorporated rural areas.

### **Section 3**

Term: Term of service shall be two (2) years from the date of election. Upon expiration of each Director’s term or as positions are vacated, new Director positions will be filled through elections based upon Board seat openings.

### **Section 4**

Voting: Each Director must be present, in person or telephonically, during a meeting in order to cast his or her vote. Voting may also be done via e-mail on urgent matters. Each Director will be entitled to cast one (1) vote on any motion coming before the Board. Those voting shall be in good standing. A Director in good standing is defined as one who has been active in the coalition efforts throughout his or her term and does not have more than three (3) unexcused absences within a twelve (12) month period.

### **Section 5**

Elections: Elections to the Board of Directors may occur at any regular meeting having a quorum. Board applicants must have: an application for General Membership on file with the Secretary, an application for the Board on file with the Secretary, a nomination by a Director in good standing.

### **Section 6**

Compensation: Directors shall not receive any compensation of services for sitting on the Board.

## **Section 7**

### Vacancies:

When a vacancy occurs, the Board shall be notified no later than the next regular meeting and elections may be held at the next regular meeting or at a later time as determined by the Board.

A Director elected to fill a vacancy shall hold office until the end of his or her term, until his or her successor is elected or appointed, or until he or she resigns or is removed from the Board. A Director may succeed himself or herself on the board an unlimited number of times, if elected or appointed.

## **Section 8**

### Removal:

Any Director who has three (3) unexcused absences within a twelve (12) month period shall be removed from the Board unless the Board decides otherwise by a majority vote. Except as otherwise provided by law, a Director may be removed with cause by a majority vote of the Board at any regular or duly held special meeting at which a quorum is present.

## **Section 9**

### Absences:

A Director shall be given an excused absence by notifying a member of the Executive Board of their absence prior to the regular Board meeting. Notification may be via e-mail, telephone or letter.

A Director shall be given an unexcused absence if no notification of the pending absence is received by any member of the Executive Board prior to the meeting.

A Leave of Absence for up to six months may be granted to a Director upon a quorum vote by the Board. A Director may request a Leave of Absence by giving a written letter to the Executive Board. The Leave of Absence will be brought to the Board for action at the next regular meeting.

## **Section 10**

### Resignation:

A Director may resign at any time by giving written notice to the Executive Board. Any such resignation shall take effect on the date of receipt of such notice or at any permissible later time specified therein. The resignation will be brought to the Board for action at the next regular meeting.

## **Section 11**

### Regular Meetings:

Regular meetings of the Board shall be held without other notice than this bylaw on the 3<sup>rd</sup> Tuesday of every month, or at such time as the Chairperson may set by giving notice thereof.

## **Section 12**

Special Meetings: Special meetings of the Board of Directors may be called at any time by the Chairperson or the Vice Chairperson.

## **Section 13**

Quorum: A majority of the members of the Board of Directors represented shall constitute a quorum for the transaction of business at any meeting of the members.

# **Article V** **Executive Board**

## **Section 1**

Constituents: The Executive Board shall be its Officers, of which there are four: a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. Officers shall also be considered Directors.

## **Section 2**

Duties: The Executive Board shall perform the duties of their office as specified in these bylaws, as well as the duties of Director.

## **Section 3**

Election and Term: The Executive Board shall be elected by the Board of Directors and general members at the last regular meeting in each calendar year, provided there is a quorum of the Board present. Prior to election, each candidate must be nominated for an office by a Director or general member. The candidate for each position receiving the highest number of votes is elected. The Chairperson shall run the elections for all officers with the exception of the Chairperson position which shall be run by the Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson and Secretary shall run the election.

Only Directors may hold an office. If an Officer is elected who is not already a serving Director, his or her election as an Officer shall assume he or she is also elected as a Director at that time.

Each Officer shall hold office until resignation, or removal or term of service expires. The term of office for each officer shall be one (1) year. Term limits for each Officer shall be two (2) consecutive years. The new term for the Executive Board begins January 1<sup>st</sup> following their election.

## **Section 4**

Chairperson: The Chairperson shall prepare the agenda and will preside at all regular meetings of the Board. The Chairperson shall have general supervision, direction and control of the affairs of the Coalition. It is the responsibility of the Chairperson to insure that all Officer vacancies are filled promptly. The Chairperson and/or other person(s) designated by the Board will be the designated public spokesperson in accepting donations, meeting with the media, and releasing public service announcements. The Chairperson and/or his or her designee shall also be responsible for drafting, submitting and administering any grant applications. The Chairperson shall have such other powers and duties as may be prescribed by the Board.

## **Section 5**

Vice Chairperson: In absence of the Chairperson, or in the event of death, inability to act, or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform such other duties as may be assigned to him or her by the Chairperson or by the Board.

## **Section 6**

Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Coalition and shall receive, deposit or disburse the same under the direction of the Board. Checks issued by the Coalition will be signed by no less than two designated officers of the Board, or such other persons as the Board may specify by resolution. The Treasurer shall keep and maintain current books and records of account(s) of the Coalition, as required by State and Federal Law. At every regular meeting of the Board, the Treasurer shall render to the Board a written account of all transactions and the financial condition of the Coalition. The Treasurer shall ensure an internal audit is performed within ninety (90) days after the end of the fiscal year. Each year two Directors shall be selected to conduct the audit. The completed audit report shall be presented to the Board of Directors for review and approval. The Treasurer shall have such other powers and perform such other duties as may be prescribed by these bylaws and through resolution by the Board of Directors.

## **Section 7**

Secretary: The Secretary shall keep the minutes at all regular meetings of the Board of Directors. All minutes will be kept in books which shall be housed at the Coalition office (if no such office is available then the books shall remain in the Secretary's possession). The Secretary shall provide a draft agenda to the Chairperson in adequate time to ensure proper posting. The Secretary shall mail or email a written agenda and a copy of the previous meeting minutes not less than five (5) business days before the date of the

next regular meeting to each Director.

The Secretary shall conduct roll call at each Board meeting, and maintain a record of each Director's absences. The Secretary shall draft warning letters for the Chairperson's signature to those Directors who cease to be members in good standing and thereby subject to removal from the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law. The Secretary shall maintain all applications and a current record of the general membership, Directors, and term expiration dates for all Directors. The Secretary shall, in general, perform all duties incident to the Office of Secretary and such other duties as may be assigned by the Board of Directors.

## **Article VI** **General Members**

### **Section 1**

General Membership: The Coalition will have no maximum number of general members. General members shall be accepted upon filing a completed membership application with the Secretary and receiving a majority vote of the Board of Directors.

### **Section 2**

General Powers: General members have the power to nominate people to the Executive Board, vote in the election of the Executive Board, and chair sub-committees. Additional powers to a general member may be granted at the discretion of the Board of Directors.

### **Section 3**

Term & Removal: There is no expiration of general membership, but members having no communication with the Coalition for twelve consecutive months may be rendered inactive or dropped from the membership. Membership may continue or be re-established upon request by the member. Membership may be terminated by the member for any reason or by a majority vote of the Board of Directors.

## **Article VII** **Sub-Committees**

All sub-committees, including standing committees and special committees, shall be formed as determined by the Board of Directors. Sub-committees may be chaired by Directors or general members.

## **Article VIII**

## **Fiscal Year**

The Coalition's fiscal year shall begin the first day of July and end the last day of June the following year.

## **Article X Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Coalition under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Arizona Nonprofit Corporation Act, a waiver in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XI Governance**

All meetings of the Coalition shall be conducted under the guidelines or Roberts "Rules of Order, *Newly Revised*," and shall be enforced and administered by the Chairperson.

## **Article XII Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above Bylaws are certified to have been adopted by the Board of Directors of the Coalition on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Secretary  
Annie Meredith

Date: \_\_\_\_\_