



# Coalition By Laws

## Allendale County Healing Partners Coalition By Laws

### **Article I      Name, Mission, and Vision**

#### Section 1.      Name

The name of the organization is Allendale County Healing Partners.

#### Section 2.      Mission

The mission of Allendale County Healing Partners is to provide our community with proven and sustainable approaches that lead to increased access to healthy choices for all people.

#### Section 3.      Vision

The vision of Allendale County Healing Partners is to have informed influencers and an empowered community working together to ensure an equitable Allendale County, where everyone has access to healthy choices.

### **Article II      Leadership Team**

#### Section 1.      Power of the Leadership Team

The leadership team is responsible for overall policy and direction of Allendale County Healing Partners.

#### Section 2.      Membership for the Leadership Team

The leadership team shall consist of the Chair or Co-Chairs, Vice Chair, Past Chair, Secretary/Treasurer, and Committee Chairs. The leadership team shall have up to 12 but not fewer than 3 members.

### Section 3. Term and Election of the Leadership Team

The term of leadership team shall be staggered. Initial leadership members shall serve staggered terms of one, two, and three years. Thereafter, leadership team members shall serve three-year terms with one-third of the team elected at the end of the calendar year. During the last quarter of the calendar year of the organization, the members shall elect leadership team members to replace those whose terms will expire at the end of the calendar year. This election shall take place during a regular meeting of the chapter, called in accordance with the provisions of these bylaws. New leaders shall be elected by a majority of members present at such a meeting, provided there is a quorum present. Leaders so elected shall serve a term beginning on the first day of the next calendar year. Leaders may serve two (2) consecutive terms if they have either served on the Leadership or as a chair of a standing committee. Leadership team members must go off the team for at least one year before serving again.

### Section 4. Qualifications of the Leadership Team

The leadership should be experienced or interested in the promotion of access to physical activity, healthy eating, and healthy lifestyles, and represent as responsibly as possible the various social, economic, geographic, and ethnic demographic segments of Allendale County.

### Section 5. Quorum of Leadership Team and Actions by the Team

A majority of the leadership team shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. The act of a majority of the leaders present at a meeting at which a quorum is present shall be an act of the team.

### Section 6. Meetings of the Leadership Team; Notice

(a) The leadership team shall meet at least quarterly, at an agreed upon time and place, but may meet more frequently if circumstances require. The leadership team shall meet the week before full membership meetings.

(b) Special meetings of the leadership shall be called at the request of the chairman, vice-chair, or one-third of the team. Notices of special meetings shall be sent out by the chairman, vice-chair, or the secretary to each team member at least three days in advance.

- (c) An official team meeting requires that each leadership team member have written notice at least seven days in advance.

### Section 7. Informal Action by Leadership Team

- (a) Any action required or permitted to be taken by the leadership team may be taken without a meeting if a majority of the team may consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents by the team shall be filed with the minutes of the next board meeting.
- (b) Any or all chapter members may participate in a meeting of the leadership team or a committee of the team by means of a conference telephone, video phone, or other electronic medium. The team may agree to meet by any means by which all persons participating in the meeting are able to communicate with one another. Such participation shall constitute presence in person at the meeting.

### Section 8. Voting by the Leadership Team

Each leader shall have one vote. All voting at meetings shall be done personally, and no proxy shall be allowed.

### Section 9. Compensation for the Leadership Team

Leaders shall not receive any compensation from Allendale County Healing Partners, except that leaders may be reimbursed for reasonable, pre-approved expenses incurred in the performance of their duties to the organization.

### Section 10. Absence from Leadership Meetings

In the event that a member needs to be absent, s/he must inform the chair. Any leader who is absent from three consecutive leadership meetings without communicating to the chair shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant.

### Section 11. Removal of Leaders

A leader may be removed without cause by a majority vote of the leadership at any regularly scheduled or special meeting of the leadership, or whenever in its best judgment the best interests of the organization would be served.

### Section 12. Resignation of Leader

A leader may resign at any time by giving notice in writing to the chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

### Section 13. Vacancies of Leadership Team

When a vacancy on the leadership team exists mid-term, the chair will create an ad hoc nominating committee that will receive nominations for new members from present team members. These nominations shall be distributed to team members and will be voted upon at a regularly scheduled meeting within three months of the announcement of the vacancy. These vacancies will be filled only for the remainder of the particular team member's term.

## **Article III      Officers and Duties**

### Section 1. Officers

The officers of the corporation shall be a Chair/co-Chairs, Vice-Chair, Secretary, and Treasurer. They will serve two-year terms.

### Section 2. Chair/co-Chairs

The chair/co-chairs shall be the chief volunteer of the organization. S/he shall call and preside at meetings of the members and leadership team, shall be an ex officio member of all committees, and shall nominate the members and chairman of such committees for approval by the leadership. S/he shall appoint all standing or ad-hoc committees and their chairpersons. S/he shall, to the fullest extent possible, share his/her duties and authorities with the vice-Chairman, but in matters of disagreement, the opinion of the chairman shall prevail.

### Section 3. Vice-Chair

The vice-chair shall exercise the powers and perform the duties of the chair in the absence or disability of the latter and shall have such powers and duties as may be prescribed for her/him by the chair or leadership team. S/he shall consult with the chairman to the fullest extent possible and work to carry out such duties and responsibilities as the chair requests.

### Section 4. Secretary (may also serve as Treasurer)

The secretary shall be responsible for keeping records of chapter actions, including overseeing the taking of the minutes at all leadership team and member meetings, sending out meeting announcements, distributing copies of the minutes and the agenda to each board member, and assuring that corporate records are maintained. S/he shall turn over to his/her successor all records and property belonging to the corporation as s/he may have in his/her possession.

### Section 5. Treasurer

The treasurer shall make a finance report at each leadership team meeting. Working with the chair, the treasurer shall have general supervision of the financial records and transactions of the corporation. He/She shall keep full and accurate records and accounts of receipts, disbursement and books belonging to Allendale County Healing Partners.

## Article IV Committees

### Section 1. Committees

There shall be standing committees: Advocacy Committee, Communications and Marketing Committee, Community Action Committees as needed. Training and Education Committee and Finance Committee are optional. Ad-Hoc Committees may be appointed by the Chair as required when necessary and appropriate. Committee members may be picked from Allendale County Healing Partners membership. Each committee will have at least one identified point of contact.

### Section 2. Advocacy Committee

The Advocacy Committee disseminates advocacy action from the Healing Partners strategic plan on the local level. The committee will also spearhead local advocacy to support Allendale County Healing Partners' mission and vision. There will be one identified advocacy point person.

### Section 3. Communications and Marketing Committee

The Communications Committee disseminates communication from Healing Partners' work with local media, and implement a communications plan to promote Allendale County Healing Partners' mission and vision. There will be identified at least one point of contact responsible for updates to social media and a website if one is created.

### Section 4. Training and Education Committee (optional)

The Training and Education Committee will provide training and conduct needs assessments of community partners to guide future activities.

### Section 5. Finance Committee (optional)

The finance committee will work with the chair and treasurer to determine fiscal procedures, fundraising, and budget priorities.

### Section 6. Community Action Committee

The Community Action Committees will form sub-groups determined by the established priorities of Allendale County Healing Partners. These may be organized around the Action Settings (Child Care, Community, Faith, Health Care, School, Worksite) and/or by strategy (ex. Active Community Environments, Improving Food Access, Healthy School Environments).

## **Article V. Miscellaneous**

### Section 1. Parliamentary Authority

The Parliamentary authority shall be Robert's Rules of Order, as amended. The rules contained in Robert's Rules of Order shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with Allendale County Healing Partners bylaws or state and federal law.



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### Section 2. Amendments to Bylaws

The bylaws may be amended by two-thirds vote of the of the registered members of Allendale County Healing Partners present at any of the general meetings provided that a copy of the proposed amendment(s) shall have been sent to each member seven days prior to the meeting at which the amendment will be presented and voted upon.

### Section 3. Fiscal Year

The fiscal year of the corporation shall begin the first day of January and end the last day of December of each year.

### Section 4. Conflict of Interest

Whenever an officer has a financial or personal interest in any matter coming before the leadership team, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested leaders determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### Section 5. No Political Activity

Allendale County Healing Partners shall not participate in, directly or indirectly, any political campaign on behalf of or in opposition to any candidate for public office. Allendale County Healing Partners is a bi-partisan corporation and shall not engage in any partisan activities.

### Section 6. Nondiscrimination

Allendale County Healing Partners is an equal opportunity group and shall make available its services without regard to race, creed, age, sex, ethnicity, or national origin.



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### Section 7. Dissolution

Dissolution will require a two-thirds (2/3) majority vote of the leadership team. In the event dissolution is contemplated, at least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all leadership team members. Upon the dissolution of the organization, the officers shall, after paying or making provisions for the payment of all liabilities of the association, dispose of all the assets of the association used exclusively for the purposes of the association, in such manner or to such organization organized and operated exclusively for charitable, educational, or scientific purposes as the officers shall determine, at the time, qualify the association as an exempt organization under the Internal Revenue Code of 1954.