

DRUG-FREE ASHLEY COUNTY COALITION

BY-LAWS

ARTICLE I Name

The name of this organization shall be **Drug-Free Ashley County Coalition (D-FAC Coalition)**. Within this document, further references will be to the “Coalition.”

ARTICLE II Vision and Mission

Section 1. Vision

The Drug-Free Ashley County Coalition is a non-profit organization dedicated to creating a safe and healthy community, free of substance abuse.

Section 2. Mission

The mission of the Coalition is to work side by side within our community in order to increase and provide resources and prevention education, substance abuse reduction programs, and recovery support services for adults and adolescents desiring to seek or maintain a life free from substance abuse.

ARTICLE III Membership

Section 1. There will be two levels of Coalition participation membership as described below:

Active Members: Active members must be a resident of or employed in Ashley County, Arkansas. Active members must attend a minimum six (6) monthly meetings (face-to-face or Zoom) and be actively involved in the work of the Coalition. Active members have voting rights that can be revoked if attendance falls below the required threshold.

Supporting Members: Supporting members may not be able to attend meetings regularly but are familiar with the work of the Coalition, support prevention efforts, and have a vested personal or professional interest in the community. Supporting members are willing to financially support the efforts of the Coalition. Supporting members have no voting rights; however, if meeting attendance through face-to-face or Zoom reaches a total of three (3), a supporting member has one vote.

The membership of the Coalition will consist of key representatives from the twelve (12) sectors of the population as defined by Community Anti-Drug Coalitions of America (CADCA). In order to preserve the strengths of the Coalition, the membership will be broad-based but not

overpowered by a particular interest group. The Executive Committee will continuously evaluate the membership to create a balance among all sectors of the community.

Section 2. Active Member responsibilities include the following:

1. Know the Coalition's vision, mission, programs and services and continually work to develop and implement strategies, goals, policies, and procedures that promote the vision/mission.
2. Work to attract new members who can make significant contributions to the work of the Coalition and reflect the diversity of the community
3. Fulfill commitments made and willingly undertake special assignments.
4. Consider serving in leadership positions.
5. Stay informed and follow the trends that could impact the vision/mission of the Coalition.
6. Serve the community as a whole rather than any special interest group.
7. Avoid the appearance of a conflict of interest that might negatively affect the Coalition and disclose any possible conflicts to the Coalition in a timely manner.
8. Prepare for and participate in meetings.
9. Serve on at least one committee.
10. Assist with Coalition projects and fundraising activities.
11. Professionally reflect Coalition membership by actions within the community.
12. Refrain from entering into any contract or incurring any debt on behalf of D-FAC.

Section 3. Voting Privileges

Members who are eligible to vote shall have one vote. The decision-making or voting method shall be specified in advance of any decision. Voting may be by show of hands or ballot or any other method as determined by the Coalition.

ARTICLE IV Officers

Section 1. The officers of D-FAC shall be: Chairperson and Vice Chairperson. These are voluntary positions. The position of Secretary/Treasurer will be appointed by the Executive Committee. Officers and paid staff members are expected to regularly attend Coalition and Executive Committee meetings.

Section 2. Officer Responsibilities

Chairperson is an elected position whose term will be for two years and may serve only two back-to-back terms (four consecutive years); however, the individual will remain eligible for nomination after two years in an ex-officio status as Immediate Past Chairperson.

Chairperson's Responsibilities are as follows:

1. Preside over all Coalition and Executive Committee meetings.
 - a. Keep meetings on track while assuring fair discussion.
 - b. Model and enforce ground rules during meetings.
 - c. Notify the Vice Chairperson to preside over the meeting if unable to attend a Coalition and/or Executive meeting.
2. Schedule and confirm meeting locations for Executive Committee meetings.
3. Solicit input for and prepare agendas for the Executive and Coalition meetings.
4. Provide leadership to members in achieving the Coalition's goals.
5. In the absence of the Secretary/Treasurer, appoint a member to record Executive and/or committee meeting minutes.
6. Serve as the official spokesperson of the Coalition and keep the media informed.

Vice Chairperson is an elected position whose term will be for two years and may serve only two back-to-back terms (four consecutive years). The Vice Chairperson will assume the position of Chairperson at the end of the Chairperson's term or upon vacancy of the position.

The **Vice Chairperson's Responsibilities** are as follows:

1. Preside at all Coalition and Executive Committee meetings in the absence of the Chairperson. Refer to Chairperson's responsibilities.
2. Provide leadership to members in achieving the Coalition's goals.
3. Be available to assist the Chairperson in any capacity as requested.

Secretary/Treasurer is an appointed position approved by the Executive Committee whose term will be for two years and may serve only two back-to-back terms (four consecutive years); however, the individual will remain eligible for re-appointment after two years.

The **Secretary/Treasurer's Responsibilities** are as follows:

1. Keep minutes and records of all Executive, Coalition, and special-called meetings.
2. Maintain a record of attendance at each meeting.
3. Send correspondence on behalf of the D-FAC Coalition.
4. Assist the Chairperson in any capacity as requested.

5. Prepare meeting minutes within one week of meeting and send to Executive Committee members [who will authorize the Secretary/Treasurer to send to the appropriate group(s)].
6. Keep a ledger of all committee funds.
7. Request approval for expenditures from the Executive Committee.
8. If/When the D-FAC becomes a 501-3(s) nonprofit organization: Dispense funds approved by the Executive Committee. All checks require two signatures. Those authorized to sign checks include the D-FAC Chairperson and the D-FAC Secretary/Treasurer.
9. Assist with fundraising activities.
10. Provide financial report at Executive Committee meetings and monthly Coalition meetings.
11. Assist with audits as necessary.
12. Assist with financial forms in compliance with the IRS requirements.
13. Act as a liaison between the Coalition and the fiscal agent, if needed, for D-FAC.
14. Keep records of all donations of money and “in-kind” contributions.

Section 3. Nomination and Election

A three-member nominating committee shall be appointed by the Chairperson and presented to the Coalition membership at a regularly scheduled monthly meeting or by electronic notification.

Following the report of the nominating committee, additional nominations may be made from the floor provided that consent has been secured from the nominee.

Officers will be elected at the Annual Meeting by the general membership.

Section 4. Terms of Office (See Article IV, Section 2)

Newly elected officers shall begin their terms January 1st, following elections.

Vacancies among officers, with the exception of Vice Chairperson shall be filled by the Executive Committee if the remaining term is less than six months. Officers whose remaining term is more than six months shall be filled by a vote of the general membership.

If the office of Vice Chairperson becomes vacant, it shall be filled from a nominating committee recommendation by a vote of the general membership.

ARTICLE V Meetings

Section 1. Regular Coalition Meetings

The Coalition will meet on the second Tuesday of each month. Additional meetings will be considered and planned by the Executive Committee if/when Active Members (i.e., youth and parents) have difficulty meeting at the time that accommodates the majority of members.

Section 2. Executive Committee Meeting

The Executive Committee shall meet prior to the monthly Coalition meeting at a time and place designated by the Chairperson.

Section 3. Special Called Meetings

A special meeting can be called by the Coalition Chairperson with the approval of the Executive Committee on an as-needed basis.

Section 4. Quorum

The quorum at any regular or properly called meeting consists of at least five (5) eligible voting members.

Section 5. Decision Making

Decision-making on all matters of business shall be by majority vote of those members present. In case of a tie, the Chairperson will break the tie.

ARTICLE VI Executive Committee

Section 1. The Executive Committee shall consist of the Coalition Chairperson, Vice Chairperson, Secretary/Treasurer, D-FAC Employees, and two volunteer Members-at-Large (to include the Immediate Past Chairperson when feasible).

Section 2. The Executive Committee responsibilities include:

1. A leadership role in the community on behalf of D-FAC.
2. Foster cooperation among members of the Coalition.
3. Coordinate and facilitate the activities of the Coalition.
4. Review the Coalition's membership to ensure appropriate representation from various sectors of the community.
5. Evaluate the Coalition's progress.
6. Facilitate the planning process of the Coalition as it works to meet the mission, vision, and goals decided upon by the Coalition membership.
7. Decision-making, if conflict or disputes arise within the Coalition.
8. Take a leadership role in fundraising activities.
9. Approve and manage grant operations and activities.
10. Analyze actual and budgeted D-FAC expenditures monthly.
11. Approve hiring and dismissal of D-FAC employees.

Section 3. Members of the Executive Committee (except for paid staff members) shall have one vote.

Section 4. Members-at-Large are volunteers whose term will be two years and may serve only two back-to-back terms (four consecutive years); however, the individual will remain eligible for re-appointment after two years. Members-at-Large will be recommended and approved by the Executive Committee.

ARTICLE VII Committees

Section 1. Working Committees are formed based on the needs identified by the Coalition. Committees must serve the community as a whole rather than any special interest group. Working Committees work together to implement projects and strategies that promote the Coalition's mission and vision. Committees are not limited in number but are encouraged to follow the goals and objectives identified by the community assessment process.

Section 2. In December of each year, each working committee shall appoint a Chairperson from the committee who will be responsible for facilitating meetings and providing reports to the Executive Committee and Coalition. The appointed Committee Chairperson shall attend regularly scheduled Coalition meetings.

Section 3. Standing committees are permanent committees that have a continuing existence and are intended to deal with all matters relating to a designated subject. They include:

1. Executive Committee – See Article VI.
2. Nominating Committee – See Article IV, Section 3.
3. Audit Committee – The Audit Committee will conduct a financial audit as needed, in accordance with the sponsoring fiscal agent and D-FAC Coalition Policies and Procedures.

Section 4. Ad-hoc Committees are established for a special project or event and based on community needs identified by the Coalition. The Ad-hoc Committee is appointed by the Chairperson and is not limited in number. Responsibilities are as follows:

1. Work together to promote the Coalition's vision and mission.
2. Remain intact until the project is completed and a final report has been submitted to the Coalition.
3. Appoint a chairperson who will be responsible for facilitating meetings and providing reports to the Executive Committee and Coalition.

ARTICLE VIII Parliamentary Authority

The rules contained in Robert's Rules of Order, Newly Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with bylaws.

ARTICLE IX Amending Bylaws

These bylaws may be amended at any regular Coalition meeting by an affirmative vote of the majority of eligible voting members, provided notice of the proposed amendments has been sent to all members two weeks prior to the meeting.

ARTICLE X Conflict of Interest Policy

Section 1. Definition

A conflict of interest is defined as an actual or perceived interest by a member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the Coalition. This obligation requires that any officer or member, in the performance of Coalition duties, seek only the furtherance of the organization's vision and mission. At all times, officers and members are prohibited from using their title or the Coalition's name or property for private profit or benefit.

Section 2. Contracts with Vendors:

- A. The officers and members of the Coalition should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organizational fund-raising activities.
- B. No officer or member of the Coalition shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his/her knowledge, any of the following has a financial interest in that purchase or contract:
 - a. Any member of their immediate family;
 - b. A business partner;
 - c. Another organization in which any of the above is an officer, director, or employee;
 - d. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
- C. **Disclosure:** Any possible conflict of interest shall be disclosed by the person or persons concerned.
- D. **Executive Committee Action:** When a conflict of interest is relevant to a matter requiring action by the Executive Committee, the interested person(s) shall call it to

the attention of the Executive Committee and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Executive Committee, excluding the person (s) concerning whose situation the doubt has arisen.

- E. **Record of Conflict:** The official minutes of the Executive Committee shall reflect that the conflict of interest was disclosed, and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

ARTICLE XI Dismissal/Removal

Section 1. Removal or dismissal of a member from D-FAC may occur for two reasons: either inactivity or conduct which is in conflict with Article II of these bylaws. Inactivity is defined as any D-FAC member that is absent without reasonable cause from twelve consecutive D-FAC meetings. Dismissed individuals will be dropped from the membership roster and the mailing list.

Dismissal/Removal of an officer or a committee chairperson may occur for excessive absences and/or inability to perform duties or responsibilities. This does not necessarily mean dismissal or removal from the membership roster unless there has also been conduct which is in conflict with Article II of these bylaws.

The person or group being considered for dismissal or removal must be contacted at least two weeks before the vote for removal. Dismissal/Removal requires affirmative majority vote from the Executive Committee.

ARTICLE XI Dissolution Clause

Section 1. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.