

## AMENDED AND RESTATED BYLAWS

### Community Coalition Alliance, Inc.

#### **Article I.** **Introduction**

The Community Coalition Alliance, Inc. (hereinafter the “CCA”) has been formed to serve as the convener of member coalitions engaged in prevention in Florida. These Bylaws shall constitute the code of rules adopted by CCA for the regulation and management of its affairs.

#### **Article II.** **Purposes**

CCA is a not-for-profit corporation formed under the laws of the State of Florida, has the authority to exercise all the powers conferred upon corporations to accomplish its charitable and educational purposes; provided that only such powers be exercised as are permitted to be exercised by a non-profit corporation which qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code as amended. Without limiting the foregoing, the express purposes of CCA are as follows:

- (a) Facilitate communication, coordination, and cooperative efforts among Florida’s community coalitions;
- (b) Link coalitions with each other in an effort to share best practices, experiences, and knowledge related to coalition operations and effective prevention strategies;
- (c) Promote the importance of coalition-based prevention work; and
- (d) Create and support a network of coalition professionals throughout Florida designed to strengthen and support each other’s important work in local communities.

#### **Article III.** **Membership**

**3.01 Members.** CCA has one classification of Members. The Members shall be community coalitions that agree with the values and missions of CCA and meet the additional requirements set forth in these Bylaws and by CCA from time to time in their policies established by the Board of Directors. Members are required to abide by the policies of CCA and the terms of any contract entered into between CCA and the Member. Each Member shall identify the individual who will serve as their representative and an alternate representative for contact and voting purposes (the “Representative” or “Alternate Representative”).

**3.02 Membership Application.** In order to become a Member, an applicant must complete a membership application and be approved by the majority vote of the Board of Directors, once the Board of Directors determines that the requirements for membership have been established. Such approval shall be recorded in the minutes of the Board meeting. Upon approval of becoming a Member, the applicant must complete a signed Memorandum of Understanding (MOU).

**3.03 Membership Renewal.** Each Member shall renew its membership annually. Any Member who fails to renew its membership by failing to submit the annual dues and other required membership information (including an updated MOU) shall cease to be a Member, and in such event, CCA will provide written notice to such Member that it is no longer a Member of CCA. Such former Member will be removed from CCA’s membership roll and its communication list.

**3.04 Resignation.** Any Member may resign by giving written notice to CCA's Executive Director. The resigned Member shall be removed from the membership roll and CCA's communications list.

**3.05 Suspension, sanction, and/or expulsion, of a Member.**

**A.** Any Member may be suspended, sanctioned, and/or expelled, as approved by CCA Board of Directors for "good cause", as defined below. Such action and the reasons therefore shall be documented in CCA Board of Directors meeting minutes. Good cause shall include but not be limited to:

- (i)** conduct by the Member which is damaging to the reputation of CCA or conduct otherwise in conflict with or disruptive to the intent, purpose, and/or mission of CCA;
- (ii)** Documented failure to meet all of the requirements of the signed MOU and/or contract.

Ineligibility. If a Member is expelled, that Member will not be eligible to apply for membership for one year after expulsion-

**3.06 Procedure for Expulsion or Suspension.** If grounds appear to exist for "good cause" expulsion, suspension and/or sanction of a Member, the procedure set forth in the policies and procedures shall be followed.

3.07 **Non-Appealable.** The Board's decision with respect to the suspension, expulsion, and/or sanction of a Member shall be conclusive and a Member shall have no right to contest such Board decision.

**IV**  
**Meetings of Members**

**4.1 Place and Time of Meetings of the Members.** Meetings of the general membership shall be held at least four (4) times each year on dates, and at a time and location as approved and set by the Board. Written notice of the meeting shall be provided from CCA to the Members in the manner set forth below. According to the needs of CCA and/or its Committees, special meetings of the membership may be called by the Executive Director of CCA at any time by giving notice as required in these Bylaws.

**4.02 Notice of Meetings.** Written notice of each meeting of the general membership or any regular meeting shall be provided by CCA not less than fifteen (15) days prior to the scheduled meeting. Written notice of each special meeting shall be provided by CCA not less than five (5) days prior to the special meeting. Notice shall be provided by email or other writing to the Members.

**4.03 Attendance at Meetings.** A Member is deemed to have attended a meeting where such a Member is present for at least seventy-five percent (75%) of the duration of the meeting. The meeting shall commence at the call to order and end at adjournment. The time of commencement and the time of adjournment will be recorded in all meeting minutes.

**4.04 Telephonic Attendance.** In cases where attendance at a general membership meeting may create undue hardship of a Member, the Board may grant a Member permission to appear at specific meetings by telephone provided that telephonic access is available at such meeting location. This permission may not be granted for more than two (2) meetings of the general membership in any twelve (12) month period.

**4.05 Decorum.** The Members shall maintain professionalism during all meetings and conduct all meetings in a positive, professional and polite manner.

## V. Voting

**5.01 Notice.** When the general membership will be called for voting at a regularly scheduled or specially called, duly noticed meeting, notification of the meeting shall be given by the Executive Director to the Members of record as provided in Article IV of these Bylaws. Notice shall be provided by email or other writing. The notice shall contain the specific nature of the issues to be discussed and voted upon.

**5.02 Proxy voting is prohibited.** No Member shall be permitted to delegate voting rights to another Member. In the absence of a Member's Representative at a meeting, the Alternate Representative, as designated in Section 3.01, will vote on the Member's behalf.

**5.03 Written Ballots Required.** The election of CCA's Board and votes on financial matters shall be made by written confidential ballot. In addition, the Executive Director at their discretion, may require the general membership to vote on any other issue by written confidential ballot. All other votes may be by a hand signal or verbal and shall be considered an official vote of CCA Members. Absentee votes via written ballot or electronically submitted are not allowed.

**5.04 One Vote Per Member.** Each Member shall have one (1) vote for any matter submitted for a vote.

**5.05 Counting Votes.** Immediately after the membership's vote is cast, the vote shall be counted by the Executive Director and the Secretary. The results shall be announced to the general membership prior to adjournment of that meeting. The Secretary shall record the results of the vote in the minutes of the meeting.

## VI. Board of Directors

**6.01 Authority and Responsibility.** The governing body of CCA shall be its Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of CCA, shall determine its policies and by-laws or changes therein, shall actively execute its objectives, and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed appropriate and/or necessary.

Without limiting the authority of the Board, its responsibilities shall include:

- Carrying out the purposes of the CCA;
  - Establishing policy for CCA;
- Representing the organization in the community;
- Securing adequate financial support for CCA and being responsible for the expenditure of corporate funds;
  - Adopting and amending Bylaws; and
  - Hiring and/or terminating any staff.

**6.02 Election of Board.** The Board shall be elected by a majority of the Members at a regularly called meeting or at a special meeting, as may be applicable. Nominations for Board members shall be made by the Nominating Committee at least thirty (30) days before the election and sent to the Executive Director for consideration and placement on the ballot.

**6.03 Composition and Term.** The Board shall be comprised of persons over eighteen (18) years of age, and shall consist of at least three (3) individuals and no more than 7 individuals. The 7 members may include outside Board Members and/or Members at large. The Board shall consist of Members of CCA and may include one non-Member at the discretion of the Board. The Board members shall demonstrate a commitment to, or have expressed an interest in, the purposes and mission of CCA, and shall be willing to devote the necessary time required to carry out the duties of the Board of Directors of CCA. A Board

member for positions of Board Chair, Vice-Chair, Secretary, Treasurer, Parliamentarian, and two (2) Members At Large may serve for a three (3) year term with the option for a three (3) year renewal. At the end of a Board member's term, a Board member may be reappointed by a majority vote of the membership upon the recommendation by the Nominating Committee.

**6.04 Removal.** A Board member may be removed from office by a majority vote of all the other members of the Board at any regular or special meeting called for that purpose. Board members may be removed for any one or more of the following reasons:

- (i) conduct detrimental or disruptive to the interests of CCA;
- (ii) lack of support for its objectives or purposes;
- (iii) failure or refusal to render reasonable assistance in carrying out CCA's purposes or objectives; or
- (iv) other reasons as determined by the Board in its reasonable, good faith judgment to be in the best interest of CCA.

Any Board member proposed to be removed shall be entitled to at least five (5) days' written notice of the meeting of the Board at which removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting.

**6.05 Compensation.** No Board member shall receive compensation for services rendered in their official capacity as a member of the Board.

**6.06 Conflict of Interest.** Members of the Board shall disclose any relationship that could be considered a conflict of interest with CCA. Directors shall excuse themselves on matters where their objectivity would be compromised. Each Board member will execute and be bound by the CCA's Conflicts of Interest policy.

**6.07 Indemnification.** The CCA (or the Corporation) shall purchase directors' and officers' liability insurance in an amount to be considered in line with other non-profit corporations with similar revenues. CCA shall indemnify its Directors from liability as a result of their actions as Directors as long as they were acting in good faith, in a manner reasonably believed to be in the best interest of CCA, and their conduct was not unlawful.

**6.08 Confidentiality.** The Board understands that "confidential information" is information that derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by other persons who can obtain economic value from its disclosure or use, and is the subject of efforts that are reasonable under the circumstances to maintain its secrecy. The members of the Board acknowledge that during their engagement, the Board may have access to and become acquainted with various trade secrets, inventions, innovations, processes, information, records, and specifications owned or licensed by CCA and/or used by one of their Members in connection with the operation of its business including, without limitation, business and product processes, methods, accounts, and procedures. Each Board member agrees to not disclose any of the aforesaid, directly or indirectly, or use any of them in any manner, either during the term of this Agreement, or at any time thereafter, except as required in the course of their engagement with CCA. All files, records, documents, blueprints, specifications, information, letters, notes, medial lists, original artwork/creative, notebooks, and similar items relating to the business of CCA, whether prepared by the Board or otherwise coming into the Board's possession, shall remain the exclusive property of CCA. Board Members shall not retain any copies of the foregoing without CCA's prior written permission.

Upon expiration of any agreement, or whenever requested by CCA, the Board Members shall immediately deliver to the CCA all such files, records, documents, specifications, information, and other items in their possession or under their control. The Board members further agree to preserve the confidential nature of their relationship to CCA and of the services performed under these Bylaws.

## **VII. Officers**

**7.01 Officers.** The officers of the CCA Board of Directors shall consist of a Chairman, Vice-Chair, Secretary, Treasurer, and Parliamentarian.

**7.02 Term of Service:** The term of service for an officer shall commence after their election.

- A.** The Chair shall be elected in odd numbered years and serve a three (3) year term; with the option to renew for an additional three (3) years.
- B.** The Vice Chair shall be elected in even numbered years and serve a three (3) year term; with the option to renew for an additional three (3) years.
- C.** The Secretary shall be elected for a term of three (3) year. with the option to renew for an additional three (3) years.
- D.** The Treasurer shall be elected for a term of three (3) years; with the option to renew for an additional three (3) years.
- E.** The Parliamentarian shall be elected for a term of three (3) years; with the option to renew for an additional three (3) years.
- F.** Officers may be elected for an additional consecutive term. An officer may serve for more than one (1) term.

**7.03 Election of Officers.** Election of officers shall take place at a regularly scheduled or special meetings of the members, as necessary. Nominations for officers shall be made by the Nominating Committee at least thirty (30) days before the election. Election of officers shall be by majority vote of the CCA members at such meeting.

### **7.04 Duties of Officers.**

- A.** The Chair shall preside at all meetings of CCA membership and the Board. The Chair shall, in general, perform all duties incident to the office of Chair and such other duties as assigned by the Board.
- B.** The Vice-Chair shall perform all duties of the Chair in the absence of the Chair. The Vice-Chair may perform such other duties as assigned by the Board.
- C.** The Secretary shall ensure all notices are duly given in accordance with the provisions of these Bylaws and policies of CCA, and keep a register of the mailing addresses of all of CCA's membership. In addition, the Secretary shall keep minutes of the meetings of both the CCA membership and the Board and submit them to the Executive Director within seven (7) days of approval of such minutes by the Board. The Secretary may perform such other duties as assigned by the Board.
- D.** The Treasurer shall attend meetings of the Board. The Treasurer shall be certain that all financial operations are maintained in accordance with approved practice and the fiscal policies of CCA. The Treasurer shall also deliver to the Board periodic financial statements. The Treasurer shall have the authority to sign all expenditures authorized by the Board, acting in accordance with his/her delegated authority to bind CCA to contractual obligations. The Treasurer will work within the guidelines of CCA's fiscal policies and procedures.
- E.** The Parliamentarian shall attend meetings of the Board. The Parliamentarian will advise the Board and Members on matters of public procedures. His/her role during a meeting is to act as an

advisor and consultant since parliamentary law gives the Chairman alone the power to rule on questions of order to answer parliamentary organization inquiries.

**7.05 Removal of Officers.** Any officer may be removed for good cause by the majority vote of the Board at either a regularly scheduled or special meeting of the Board. Good cause shall include those items listed in Section 6.04 herein, as well as the items listed below. However, these enumerated items are not exhaustive.

- A.** Misconduct in office;
- B.** Inability to perform the required duties; or
- C.** Excessive absence from meetings, meaning attendance at less than 75% of regularly scheduled meetings.

**7.06 Resignation.** Any officer may resign at any time by giving written notice to the Board. Resignations shall take effect as indicated in the officer's notice.

**7.07 Electing a Successor.** Upon resignation or removal of an officer, the Board of Directors shall elect a replacement within ninety days.

**7.08 Executive Director.** The Executive Director shall be an appointed officer of CCA and shall be employed by CCA under terms and conditions established by the Board and set forth in an Employment Agreement, if applicable as determined by the Board. The Executive Director shall serve as CEO of CCA and shall perform the following duties, along with other such duties as the Board may determine:

- A.** Serve as the primary spokesperson of CCA;
- B.** Oversee the finances of CCA;
- C.** Manage the operation of CCA;
- D.** Serve as an ex-officio, non-voting Member of the Board; and
- E.** Serve as an ex-officio, voting member of any committees.

#### **Article VIII CCA Committees**

**8.01 Committees.** Committees may be created as deemed necessary by the Board to accomplish a specific purpose. For each designated committee the Board may appoint committee members and chairs and assign the duties to the Committees. The Executive Director shall be a voting Member of all CCA Committees.

Notwithstanding anything contained herein to the contrary, the following Committees shall be established and maintained in addition to other committees as deemed necessary from time to time by the Board

- a) **Nominating Committee.** The nominating committee, consisting of 3 – 5 members, appointed by the Board Chair, shall forward a slate for the open positions on the board to the Executive Director. Members from the nominating committee may be chosen to serve on the board. The Executive Director shall schedule a vote for the Board vacancies from the nominees chosen by the committee.
- b) The Board chair may create ad-hoc committees. The Board Chair shall also define duties, functions, and scope of said committee.

a) **Meeting Notice and Minutes** All Committee minutes shall be generated and submitted to the Executive Director within seven (7) days of the meeting. Committee leaders are responsible for ensuring their Committee members and CCA's Executive Director are notified of meetings.

**Amendments**

These Bylaws may be altered, amended, or repealed at any meeting of the **Board of Directors** by a vote of two-thirds (2/3) of the members in attendance, provided that a written notice of the proposed changes are provided to the Board members fourteen (14) days prior to the meeting, and also provided that the proposed changes were clearly described in the Order of Business (agenda) for the meeting.

"These By-laws shall be reviewed by the Board of Directors every two years or as needed."

AMENDED: May 26, 2016  
AMENDED: December 5th, 2018



Kathleen Roberts, Executive Director



Katrina VanAernam, Chair