

## CCA – By-Laws

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### Community Coalition Alliance, Inc. Bylaws

*Amended and Adopted on 26 May 2016 by the Board of Directors of the Community Coalition Alliance, Inc.*

#### Article I: Organization

The name of this organization shall be: **Community Coalition Alliance, Inc.**

#### Article II: Purpose

The Community Coalition Alliance will serve as the convener of substance abuse prevention member coalitions in Northeast and Southeast Florida while valuing the unique identity of each member of the Alliance.

#### **The purposes for which the corporation is organized are to:**

- Facilitate communication, coordination and cooperative efforts among Florida’s community coalitions;
- Link coalitions with each other in an effort to share best practices, experiences and knowledge related to coalition operations and effective prevention strategies;
- Promote the importance of coalition-based prevention work; and,
- 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

##### **Section 3.01 Voting Membership**

Membership in the Alliance shall be composed of the coalition member identified in the CCA Membership MOU. Each coalition shall have one vote. The coalition representative may send a designee to represent them at meetings should they not be able to attend. The designee may serve on a subcommittee.

##### **Section 3.02 Application for Membership**

Additional coalitions may join the Alliance if all of the following criteria are met:

1. They are a substance abuse prevention community coalition
2. They complete an application form
3. They agree with the shared values of the Alliance and sign a Memorandum of Understanding stating their agreement

4. They agree to actively participate in the Alliance
5. They are voted in by majority vote of the Board of Directors

### **Section 3.03 Electronic Voting**

Electronic votes should be made within an adequate timeframe to submit to the membership and the Board of Directors.

## Article IV: Board of Directors

### **Section 4.01 Authority and Responsibility**

The governing body of this Alliance shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Alliance; shall determine its policies 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.

### **Section 4.02 Composition and Terms**

Board membership shall be composed of persons over 18 years of age and shall consist of three or more individuals. The Board of Directors shall demonstrate a commitment to, or have expressed an interest in, the purposes and mission of the corporation and who are willing to devote time to the duties of the Board of Directors of Community Coalition Alliance, Inc. A Board of Director may serve for a two-year term. A Board of Director may be reappointed by a majority vote.

### **Section 4.03 Removal**

Board of Director Members may be removed from office by a majority vote of all the Board of Directors at any regular or special meeting called for that purpose. Members may be removed for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any members proposed to be removed shall be entitled to at least five days written notice of the meeting of the Board of Directors at which removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

### **Section 4.04 Compensation**

No Board of Director shall receive compensation for services rendered in their official capacity as a Board of Director.

### **Section 4.05 Conflict of Interest**

Members of the Board of Directors shall disclose any relationship that could be considered a conflict of interest with the organization. Directors shall excuse themselves on matters where their objectivity would be compromised. Please see the CCA's Policies and Procedures Subject: Conflicts of Interest document for more information.

#### **Section 4.07 Indemnification**

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

#### **Section 4.08 Confidentiality**

The Board of Directors 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 Board of Directors acknowledge that during the 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 the Community Coalition Alliance and/or used by the 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 this engagement with the CCA. All files, records, documents, blueprints, specifications, information, letters, notes, media lists, original artwork/creative, notebooks, and similar items relating to the business of the CCA, whether prepared by the Board or otherwise coming into the Board's possession, shall remain the exclusive property of the CCA. Board Members shall not retain any copies of the foregoing without the CCA's prior written permission. Upon expiration of any Agreement, or whenever requested by the 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 Member further agrees to preserve the confidential nature of their relationship to the CCA and of the services performed under this Agreement.

#### **Section 4.09 Duties**

The business and property of the Corporation shall be managed and monitored by the Board of Directors in accordance with these By-laws and the Articles of Incorporation of the Corporation.

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

- Carrying out the purposes of the Corporation
- Establishing Corporate policy
- Representing the organization in the community
- Securing adequate financial support for the organization and being responsible for the expenditure of corporate funds
- Adopting and amending By-laws
- Hiring and/or terminating any staff

## Article V: Executive Director

### **Section 5.01 Authority and Responsibility**

The Executive Committee and the Board of Directors employs the Executive Director to whom it delegates responsibility for day-to-day administration. She/he shall have the authority to sign all contracts and obligations authorized by the Board of Directors, acting in accordance with their delegated authority to bind the corporation to contractual obligations. Additionally, he/she shall have the authority to sign all expenditures authorized by the Board of Directors acting in accordance with his/her delegated authority to bind the corporation to contractual obligations.

### **Section 5.02 Duties**

The Executive Director shall manage CCA staff and contractors using policies approved by the Board of Directors. The employees and contractors of CCA are accountable only to the Executive Director.

The Executive Director shall serve as the quality assurance agent for the organization. This will include but not be limited to: peer review, review of activity reports, review of staff development policies and survey of consumer (Coalition) satisfaction.

## Article VI: Officers

### **Section 6.01 Composition**

The officers of the Board of Directors shall be the Chair; Vice-Chair; Secretary; Treasurer; and Parliamentarian.

### **Section 6.02 Elections**

Nominations for Board of Directors will be made at one of the quarterly membership meetings. A person nominated for the office must be a member of the CCA in good standing. Officers shall be elected for a term of two-years, and may serve in the same capacity for additional terms at the discretion of the membership. When an office is vacated before the end of the term, the Board of Directors shall elect a replacement within ninety days.

### **Section 6.03 Duties**

**Chairs:** The Chair shall preside at all meetings. She/he shall have the authority to sign all contracts and obligations authorized by the Board of Directors, acting in accordance with their delegated authority to bind the corporation to contractual obligations. She/he shall annually appoint all committees. She/he shall perform such other duties as may be assigned by Board of Directors.

**Vice-Chair:** The Vice-Chair shall attend meetings of the Board of Directors. The Vice-Chair shall preside over the meetings in the place of the Chair should he/she becomes incapacitated. The Vice-Chair shall oversee all committees. The Vice-Chair shall perform such other duties as may be assigned by the Chair.

**Secretary:** The Secretary shall attend meetings of the Board of Directors; ensure that minutes of the meetings are taken, approved and stored; give proper notice of all meetings to all Board of Directors members and members as herein provided and perform such duties as may be prescribed by the Chair of the Board of Directors.

**Treasurer:** The Treasurer shall attend meetings of the Board of Directors. The Treasurer shall be certain that all financial operations are maintained in accordance with approved practice and the fiscal policies of the organization. The Treasurer shall analyze and deliver to the Board of Directors periodic financial statements. The Treasurer shall have the authority to sign all expenditures authorized by the Board of Directors acting in accordance with his/her delegated authority to bind the corporation to contractual obligations. The Treasurer will work within the guidelines of the Fiscal Policies and Procedures.

**Parliamentarian:** The Parliamentarian shall attend meetings of the Board of Directors. The Parliamentarian will advise the Board of Directors and members on matters of public procedures. His/her role's during a meeting is to act as an advisory and consultant since parliamentarian law gives the Chair alone the power to rule on questions of order to answer parliamentarian organization inquires.

## Article VII: Meetings

### **Section 7.01 Regular Meetings**

Regular meetings shall be held by the Board of Directors at least four times a year on dates, times and locations approved by the Board.

### **Section 7.02 Special Meetings**

Special meetings of the Board of Directors may be called by the Co-Chairs or by the written request including email request of any two members of the Board of Directors. Special Meetings are to be called for special purposes or issues and agenda item(s) must be related to the special item(s) only.

### **Section 7.03 Notice of Meetings**

Notice of all meetings shall be sent via email at least ten business days before the meeting to the usual business address of the directors. Emergency meetings may be called by telephone at least one day before the meeting.

**Section 7.04 Quorum**

At all meetings of the Board of Directors, a majority (3 of 5) of the Board of Directors in office at that time shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by statute, by these By-laws, or by the Articles of Incorporation.

**Section 7.05 Proxies**

Each director in attendance at the meeting will have one vote. No proxy voting will be allowed.

**Section 7.06 Public Participation**

Meetings of the Board of Directors are closed to the public.

**Section 7.07 Minutes**

Minutes are to be taken at all meetings and approved at the next meeting. Written minutes, after approval, are to be maintained for the life of the organization.

**Article VIII: Fiscal  
Year**

The Fiscal year of the organization shall commence on July 1 and end on June 30 of each year.

**Article IX: Rules of Order**

The Rules of Order for this organization shall be the newest revision of Roberts' Rules of Order provided that they are not inconsistent with these By-laws. They shall be enforced by the Parliamentarian.

**Article X: Amendments**

These By-laws may be altered, amended, or repealed at any meeting of the Board of Directors by a vote of two-thirds of the members in attendance, provided that a written notice of the proposed changes were provided to the Board members 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.