

# BYLAWS

## WINONA COUNTY ALLIANCE FOR SUBSTANCE ABUSE PREVENTION

A Drug-Free Communities Coalition Operating in Winona, MN and Lewiston, MN School District Communities

**AMENDMENT DATE: 11/19/18**

### Article 1: NAME, MISSION

#### Section 1 – NAME

The name of this organization is the WINONA COUNTY ALLIANCE FOR SUBSTANCE ABUSE PREVENTION, hereafter referred to as the Coalition.

#### Section 2 – MISSION

~~To create a drug free youth culture within our schools and community through community wide collaboration.~~

~~We will work together to raise awareness and reduce substance use with a primary focus on our youth.~~

We work together to create a culture free from the misuse of alcohol, tobacco and other drugs for our youth through community-wide collaboration.

### Article 2: COALITION

#### Section 1 – MEMBERSHIP

The Coalition consists of members of the community who are committed to reducing the incidence of alcohol, drug and tobacco use by people under the age of 18 in the Winona and Lewiston school district communities. The Coalition will include a wide range of individuals and organizations from the Winona and Lewiston communities such that both school district communities and all areas of expertise/background will be represented.

#### Section 2 - DUTIES

The Coalition members are responsible for supporting the mission of the Coalition by attending Coalition meetings, participating in Committees, identifying opportunities for the Coalition, and serving as a liaison with the organization or geographical area they represent.

#### Section 3 - MEETINGS

- (a) The Coalition will meet quarterly on a schedule set by the Program Coordinator. Coalition members also are welcome to attend the **monthly** meetings of the Board of Directors.
- (b) Notice and the agenda for Coalition meetings shall be provided to members a minimum of **two one** week before the meeting, along with all other materials related to the meeting.
- (c) The Program Director ~~or the~~ **Chair of the Board of Directors, or Vice Chair** will preside at Coalition meetings. ~~The Program Coordinator shall act as Secretary at all meetings.~~

### Article 3: BOARD OF DIRECTORS

#### Section 1 – MEMBERSHIP

The Board of Directors consists of the 12 sector representatives listed below, as per the requirements of the Drug Free Communities Program managed by the Substance Abuse and Mental Health Services Administration (SAMHSA), plus the Chairperson of the Crime Prevention Committee of the Criminal Justice Coordinating Council for a total of 13 members. The Program Director and Program Coordinator shall be ex-officio nonvoting members of the Board.

- (a) Business owners/leaders
- (b) Parents
- (c) School administrators, teachers, counselors, nurses and youth group advisors
- (d) Law enforcement officials and officers, including school resource officers
- (e) Students/youth at middle and high school levels
- (f) Faith-based organizations
- (g) Substance abuse treatment, intervention and prevention professionals
- (h) Healthcare professionals, including hospital administrators or community relations employees
- (i) State or local governmental agency professionals with expertise in the field of substance abuse
- (j) Members of the media
- (k) Representatives from youth-serving organizations
- (l) Civic/volunteer groups

## **Section 2 – Meetings**

The Board of Directors shall meet monthly on a schedule approved by the Board. An agenda must be submitted to Board members at least one week prior to the meeting. Announcement of meetings and the agendas shall be transmitted to all members of the Coalition. All Board meetings are open to the public, and Coalition members are encouraged to attend. A Director who is unable to attend a meeting may send a proxy with full power to exercise the rights, privileges and prerogatives of the Director for that meeting.

## **Section 3 – DUTIES**

It shall be the duty of the Board of Directors to:

- (a) Function as the governing body for ASAP;
- (b) Perform any and all duties imposed on them, collectively or individually, by law, these Bylaws, a funding agency, or a fiscal agent;
- (c) Help develop resources, growth strategies, long-term planning, innovation and the assurance of quality in the conduct of all activities of the organization;
- (d) Provide financial oversight including, but not limited to, review and approval of the Coalition's annual budget, audit reports, grant applications and strategic plans;
- (e) Hire and evaluate the Program Director and the Program Coordinator.

It shall be the duty of each member of the Board of Directors to:

- (a) Attend all meetings of the Board. In case of illness or other commitments necessitating an absence, the Director shall communicate to the Chair in advance of the meeting, the name of a proxy who shall be authorized to vote on all Board matters. **No more than 3 unexcused absences are allowed.**
- (b) Participate on at least one (1) task force or committee;
- (c) Represent the Coalition among other community organizations.
- (d) Provide in-kind resources and attend Coalition sponsored events**
- (e) Evaluate performance of self and Board of Directors on an annual basis**

## **Section 4 – POWERS**

Every action taken or decision made by a majority of the Board of Directors members present at a meeting, unless these Bylaws specify otherwise, duly held at which a quorum is present represents the act of the Board of Directors. A quorum shall consist of a majority of the members representing the 13 sectors.

In all cases, except a change to the Coalition's Bylaws or any other issue declared by the Bylaws, a majority of Board of Directors voting members in attendance will constitute passage of any motion, resolution, or other vote. **Voting can also take place electronically with a quorum or majority vote.**

A Special Meeting of the Board shall be convened by the Chair at the request of the Program Coordinator, the Chair or a majority of sector representatives by letter or email to the Chair. Notice shall be provided to all Board members at least one week in advance of the meeting. Such notice shall include the date, time and place of the meeting and a list of items on the agenda. Only those items may be addressed at a Special Meeting.

## **Section 5 – MANNER OF SELECTION AND TERM**

Members of the Board of Directors must represent the twelve sectors defined in the Drug Free Communities Program or chair the Crime Prevention Committee of the Criminal Justice Coordinating Council. Director's terms are open-ended and remain in effect from the designated start date – as indicated on the Coalition Involvement Agreement (CIA) – until terminated by a mutual accord. The Program Coordinator will reevaluate this agreement with each Board of Director on a yearly basis. Board of Director nominations must be presented and discussed at a monthly Board meeting, and a majority vote of Directors is required for new election to the Board.

## **Section 6 – VACANCIES**

Except, as otherwise stated in these Bylaws, any vacancy occurring among the members of the Board of Directors, shall be filled by the same nomination process described in Section 5.

## **Section 7 – COMPENSATION**

No Board of Directors member shall receive, directly or indirectly, any compensation for his or her services as a member of the Board of Directors. The Board of Directors may authorize reimbursement of reasonable expenses incurred by a member in the conduct of the Coalition's business and, if possible, with prior approval of the Board of Directors. All members of the Board of Directors must execute on an annual basis a standard form declaring any actual or potential conflicts of interest.

## **Section 8 – RESIGNATIONS**

Any member of the Board of Directors may resign by submitting a letter to the Program Director.

## **Section 9 – USE OF ALCOHOL AND OTHER DRUGS**

Board of Directors members are expected to refrain from the use of illegal drugs and the illegal or abusive use of alcohol and/or other drugs. Noncompliance with this provision may result in removal of the member at a duly convened meeting, by a majority vote of the Board of Directors.

# **Article 4: OFFICERS**

## **Section 1 – CHAIRPERSON / VICE CHAIRPERSON**

The Board of Directors shall elect a Chair and a Vice Chair. The Chair presides at ~~monthly meeting of the Coalition, the~~ Board of Directors ~~meetings~~ and ~~the~~ Executive Committee ~~meetings~~, and performs such duties as assigned by the Board or by the Executive Committee. In the Chair's absence, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the power of, and be subject to all restrictions upon, the Chair.

## **Section 2 – FISCAL AGENT**

The Coalition's fiscal agent, Winona Health Services, is responsible for the oversight of accounting for all monies of the Coalition, including banking, cash flow, audit reports, contract acceptance, and budgetary items.

# **Article 5: EXECUTIVE COMMITTEE**

## **Section 1 – MEMBERSHIP**

The Executive Committee shall consist of the Board of Directors Chair and Vice Chair, the Program Director, the Program Coordinator, and 2 members of the Board of Directors ~~or proxy~~ elected by the Board. The Program Director and Program Coordinator shall be nonvoting ex-officio members of the Executive Committee.

## **Section 2 – DUTIES**

The Executive Committee is empowered to exercise the power of the Board of Directors between meetings of the Board. Decisions of the Executive Committee shall be presented to the Board at its next meeting. ~~They shall provide staff performance evaluation on an annual basis, and coordinate any hiring procedures when necessary. Proxies may not exercise the voting rights of a member of the Executive Committee.~~ The Executive Committee may hold a vote by electronic means.

# **Article 6: ORGANIZATION**

## **Section 1 – COMMITTEES**

The Program Director and Chairperson, after consultation with the Coalition and the Board, shall appoint voting and non-voting members to the following Standing Committees:

- a) Membership
- b) Development
- c) Media/Outreach
- d) Education & Training
- e) Programs & Strategies
- f) Data & Evaluation

The Board of Directors may establish other Standing Committees, Ad Hoc Committees and Workgroups. Members shall be appointed as in Section 1 of this Article.

## **Section 2 – MEMBERSHIP**

~~Maintain all membership information in a Coalition data base, ensure the Board of Directors is properly constituted according to the Bylaws and the requirements of the Drug Free Community program.~~

## **Section 3 – DEVELOPMENT**

Responsible for designing an action plan to ensure the Coalition's sustainability beyond current agency funding. A focus on fundraising and grant opportunities and applications is essential.

**Section 1 – MEDIA/OUTREACH**

Provide information to the public and appropriate stakeholders about the Coalition and its initiatives, programs, and achievements and the use of alcohol and illegal drugs by young persons in the Coalition's service area.

**Section 2 – EDUCATION & TRAINING**

Identify and organize training opportunities for Coalition and community members to further Coalition purposes.

**Section 3 – PROGRAMS & STRATEGIES**

Maintain the roster of available services in the community, and research and recommend evidence-based strategies to the Coalition.

**Section 4 – DATA & EVALUATION**

Work with the evaluation consultant to ensure accurate and complete tracking of activities and outputs, and monitoring of program results.

**Article 7: COALITION RECORDS, REPORTS**

**Section 1 – MAINTENANCE OF COALITION RECORDS**

The Program Coordinator shall keep at the Coalition's principal office:  
Minutes of all meetings of the Coalition, the Board of Directors, the Executive Committee, Standing Committees, Ad Hoc Committees and workgroups.

**Section 2 – ANNUAL REPORT**

The Program Director, in collaboration with the Program Coordinator and the Executive Committee, shall provide an annual report to Coalition members and its stakeholders. The report shall contain an overview and assessment of programs provided that year, as well as a financial review of revenues and expenses for the same period. The report shall also highlight environmental and community changes that occurred, and goals for the upcoming year.

**Article 8: BYLAW AMENDMENTS**

Proposed amendments to this Coalition's Bylaws must be included on the agenda for a meeting and may be considered at that meeting. A vote of the majority of Board of Directors members then in office shall be required to adopt an amendment to the Bylaws.

The Executive Committee shall review Coalition Bylaws every two years to determine that the Bylaws accurately reflect Coalition procedures and to assess whether amendments to the Bylaws are in order.