

RESTATED BY-LAWS
OF
HEALTHY START COALITION OF PINELLAS, INC.

(A Not-For-Profit Corporation)

Throughout these Bylaws, except where the context otherwise requires, the masculine gender shall be deemed to include the feminine and the singular shall be deemed to include the plural and vice versa.

ARTICLE I: MISSION

1. **PURPOSE:** The Healthy Start Coalition of Pinellas, Inc. is authorized under the authority of the Department of Health to implement the provisions of Florida's Healthy Start legislation within Pinellas County.

It is the intent of the Healthy Start legislation to establish a system that guarantees that all women have access to prenatal care and that all infants have access to services that promote optimal growth and development. In furtherance of these objectives the Corporation shall engage in and transact any lawful activity authorized by the Florida Not-For-Profit-Corporation Act (Chapter 617 of the Florida Statutes), any successor or amendment to said Act. The Corporation is also authorized to do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes and Goals of the Corporation.

2. **GOALS:** The Healthy Start Coalition of Pinellas, Inc. shall endeavor to meet the following goals:

- A. To assure that the existing economic, social, and geographic barriers to maternal and child health, including prenatal and infant health care, in Pinellas County are minimized, and that an adequate number of health care providers are available to assist pregnant women and their children.
- B. To ensure accessible, appropriate information and services for women, infants and families.
- C. To establish public/private partnerships between the private and public sector, state and local government, community alliances and maternal and child health care providers to provide coordinated community-based care for pregnant women and infants.

3. **RESPONSIBILITIES:** In carrying out the intent of the Healthy Start legislation, the Healthy Start Coalition of Pinellas, Inc. shall be responsible for developing a Service Delivery Plan in accordance with Statutes, Chapter 64F-3; Chapter 64F-2 and Chapter 64C-7 for Pinellas County which shall include at a minimum provisions to:

- A. Perform community assessments, to identify the need in Pinellas County for comprehensive, preventive, and primary health care for pregnant women and infants. These assessments shall be used to:
 - 1. Determine the target priority groups for receipt of care;
 - 2. Determine outcome performance objectives jointly with the Department of Health; and
 - 3. Identify local potential providers of services.

- B. Design a prenatal and infant health care service delivery plan which shall be consistent with local community objectives. Such plan shall include, at a minimum, the following enhanced services for high-risk clients:
 - 1. Prenatal care and delivery;
 - 2. Infant health care including immunizations;
 - 3. Case finding and outreach;
 - 4. Assessment of health, social, environmental, and behavioral risk factors;
 - 5. Case management utilizing a service delivery plan;
 - 6. Home visiting to support the delivery of, and participation in, prenatal and infant primary care services; and
 - 7. Childbirth and parenting education.
 - 8. Interconceptional care

- C. Solicit and select local service providers based on reliability and availability, and define the role of each in the service delivery plan.

- D. Determine the allocation of available federal, state, and local resources to particular providers.

- E. Review, monitor, and advise the Department of Health concerning the performance of the service delivery system and make annual adjustments, if necessary, in the design of the delivery system, the provider composition, targeting of services, and other factors necessary for achieving projected outcomes.

- F. Build broad-based community support.

ARTICLE II: MEMBERSHIP

1. **SELECTION**: The membership of the Coalition shall be open to all citizens, organizations and agencies (including state, federal and local agencies) interested in achieving the goals and objectives of the Coalition. The Board of Directors shall develop application forms and shall seek to achieve the broadest membership base possible.

2. **MEMBERSHIP**:

A. The membership of the Coalition shall represent health care providers, the recipient community and the community at large and shall be representative of the racial, ethnic and gender composition of the community and shall include at least the following:

1. Consumers of family planning, primary care, or prenatal care services.
2. The County Health Department.
3. Migrant and community health centers if their service area contains any part of the coalition's service area represented by the Coalition.
4. Hospitals, birthing centers and other providers of maternity and/or infant services to the population included in the Coalition's service area.
5. Local medical societies.
6. Local health planning organizations.
7. Local maternal and infant health advocacy interest groups and community organizations.
8. County and municipal governments.
9. Social service organizations.
10. Local education communities.
11. Community organizations who represent or serve the target population.

B. At least two of the Members must be consumers who are low-income or Medicaid eligible. Each agency and/or organization that is a Member shall be limited to representation by one Voting Member. No natural person that is selected by an organization or agency as a Designated Representative or Alternate Designated Representative shall be permitted to serve as a Voting Member as an individual Citizen. The Coalition membership must represent the racial, ethnic and gender composition of the community. Nothing in this section shall prevent the official representative of an organization or group included in the Coalition from simultaneously being affiliated with another organization or group which may also be represented on the Coalition by some other person. A provider that serves more than one Coalition area may serve on each Coalition. Members are encouraged to attend Coalition meetings.

3. MEMBERSHIP MEETINGS

A. (i) Annual Members' Meetings: The first annual meeting of Members will be held at such time and place as the first Board of Directors, as designated in the Articles of Incorporation, shall direct, but in no event shall they direct it to be held later than eight (8) months after the date of incorporation of the Corporation. Thereafter, the annual meeting of the Members will be held within thirteen (13) months of the preceding annual meeting of the Members, such time and place to be determined by the Board of Directors. The annual meeting of the Members shall have as one of its purposes the report of activities of the Coalition during the previous year, approval or disapproval of the Annual Budget and the election of Directors.

B. Special Meetings of the Members: Special meetings of the Members may be called by any one of the following: (i) the Board of Directors; (ii) the Chairperson of the Board; (iii) the Executive Director; (iv) the Voting Members if more than thirty percent (30%) of their number sign a Petition requesting such a special meeting. No business other than that specified as the purpose in the notice of the special meeting shall be discussed or transacted at any such special meeting.

C. General Membership Meeting: The General Membership of the Coalition may meet periodically to inform the general membership of the activities of the Board of Directors or committee, for educational or advocacy activities. The General Membership will convene at least one meeting per year, in addition to the Annual Meeting.

Notice of Members' Meetings: Written notice, stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than fourteen (14) days nor more than thirty (30) days before the date of the Members' meeting. Delivery may be either personally, by mail, by fax or e-mail at the direction of the Board of Directors, Chairperson of the Board, or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid.

D. Waiver of Notice of Members' Meeting: Notice of the time, place and purposes of any meeting of the Members may be waived in writing, either before or after such meeting by any Member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Member of lack of notice of such meeting.

4. A. Voting and Non-Voting Members: When the application of an individual requesting membership is approved by the Board of Directors, it shall determine if such Member will be a Voting or Non-Voting Member. Generally, all memberships will be Voting Memberships. Non-Voting Memberships shall generally be granted in the discretion of the Board of Directors for the purpose of allowing additional individuals employed by the same organization or entity to show their support for the Coalition.

B. Rights of Voting Members/Designated Representative: Each Voting Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Each Organization or Agency that is a Voting Member shall designate in writing a Designated Representative of such Voting Member and such Designated Representative shall be empowered to cast votes on behalf of such Member. All Voting Members that are Organizations or Agencies may revoke any previously submitted Designation and execute a new Designation at any time, but a new Designation shall not be effective until it is filed with the Secretary of the Coalition. An Alternate Designated Representative may be named in any Designation submitted by an Organization or Agency Voting Member. The Designated Representative shall have absolute authority to represent and vote for the Organizations and Agencies as are Voting Members on any and all matters including, but not limited to, attending and voting at annual and special meetings of Members. The voting rights of Board members are non-transferable.

5. QUORUM OF MEMBERS: A majority of the Members, represented in person shall constitute a quorum at a meeting of Members. A majority of the Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of the By-Laws.

6. NON-TRANSFERABILITY OF MEMBERSHIP: Membership in this Corporation is non-transferable and non-assignable.

7. TERMINATION OF MEMBERSHIP: A Member of the Coalition may be removed only by an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the Members and only for cause, acts inconsistent with membership, conviction of a felony, bankruptcy, death, dissolution, or for such other reasons as may be provided in these By-Laws, and only after notice and an opportunity to be heard.

8. NEWS MEDIA AND OTHERS: No Member shall speak for the Corporation to the news media or anyone else without specific express authority from the Board of Directors. However, this provision is not in any way meant to prevent any Member from complying with any state or federal law which might require such Member to disclose any or all information relating to such Member's participation in or affiliation with the Coalition.

9. CONFLICT OF INTEREST: In carrying out its provider selection and allocation functions, any Member shall declare any conflict of interest where he/she has an, indirect or direct, financial or other interest which benefits or will benefit such Member personally, the organization the Member represents, or the organization with which the Member is affiliated. Any such Member shall not vote on an issue, which constitutes such a conflict of interest. Directors.

10. ROBERT'S RULES OF ORDER: The conduct of the Coalition, Board and Committee meetings and affairs shall be governed by the latest edition of Robert's Rules of Order. All disputes in the conduct of any such meeting shall be resolved by resort thereto.

ARTICLE III: BOARD OF DIRECTORS

1. DIRECTORS/COMPOSITION: The Board of Directors shall consist of a targeted number between 12 and 20 Members elected by the Members of the Coalition, all of whom shall be eighteen years of age or older. Board representation shall reflect the community through targeted classifications of consumers, providers, and community representatives as described below.

<u>Directors Position</u>	<u>Directors Classification</u>	<u>Representation Requirements of Director's Classification</u>
A,B,E,H,N	Consumers	Representing consumers of family planning, primary care or prenatal care services of which at least one is low-income or Medicaid eligible.
C,F,G	Providers	Representing County Public Health (Organizations) Dept.; migrant and community health centers; and

hospitals, birthing centers and other providers of maternity and/or infant services to the population included in the Coalition's service area.

I,J	Providers	Representing local medical societies, (Individuals) physicians, certified nurse midwives, and other individual health care professionals who provide direct care to the maternal and infant population included in the Coalition's service area.
K,L,M,O,P,D	Community	Representing local health planning organizations; local maternal and infant health advocacy interest groups, community organizations and social service organizations; county and municipal governments; local education communities who represent or serve the target population., business, faith-based organizations or private citizens interested in the maternal and health care delivery system and other community organizations.

2. TERM: Except as otherwise provided herein, a Director shall hold office from the time of their election until the expiration date of their terms or until their successors have been duly elected. The term of office shall be three (3) years and 2 terms may be served.

3. ROTATION: Any Director who shall have served as such for two (2) consecutive full terms of three (3) years each, shall be ineligible for re-election for a period of one (1) year immediately following expiration of such second full term.

4. VACANCIES: The Board of Directors shall have the power and authority to fill vacancies on the Board caused by reasons of death, resignation or otherwise. The replacement for the vacating Director must satisfy the same representation requirements as set forth in Paragraph 1 above. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office. Candidates to fill vacancies shall be selected by a nominating committee appointed by the Chairperson from among the sitting Directors. The Chairperson shall appoint any Director who shall express a willingness to serve on said committee. The committee shall meet within 15 days of its appointment by the Chairperson and develop a list of candidates. The committee shall solicit nominations for any vacancies from all of the Directors. Prior to any person being nominated as a candidate for Director, said person shall be contacted by the committee, shall be made aware of the duties and responsibilities expected of Directors, and shall affirmatively express their willingness to serve as a Director. One or more candidates for any vacancy shall be presented to the Board of Directors at its next scheduled meeting, if possible, or as soon thereafter as the committee may complete its work. No nominations for any vacancy on the Board of Directors shall be accepted from the floor. Should all candidates presented by the committee to fill any vacancy be rejected by the Board, the committee shall meet within 15 days of the Board meeting at which said rejection occurred and shall repeat the above process for presentation of candidates to the Board at its next scheduled meeting, if possible, or as soon thereafter as the committee may complete its work.

5. ANNUAL MEETING: At the Annual Meeting of the Board of Directors, the Board shall elect from amongst themselves a Chairperson, Vice-Chairperson, Treasurer, and Secretary.

6. REGULAR AND SPECIAL MEETINGS: Regular meetings of the Board of Directors may be established by the Board of Directors. Special meetings of the Board of Directors may be held from time to time upon call issued by the Chairperson or a majority of the Board. The Board of Directors shall meet no less than quarterly.
7. NOTICES OF MEETINGS: Notices of regular and special meetings of the Board of Directors shall be sent by mail to the usual address of each Director at least ten (10) days prior to the date set for the meeting.
8. QUORUM: A majority of the Board of Directors shall constitute a quorum at any meeting.
9. MINUTES: Minutes of all Board of Director's meetings will be taken, approved and distributed at a subsequent meeting of the Board of Directors.
10. EX-OFFICIO DIRECTORS: There shall be a class of Directors known as Ex-Officio Directors. Such Directors shall be appointed by the Members annually. Ex-Officio Directors shall have no vote and shall not be included in the count to establish a quorum. There shall be a representative from the Lead Agency appointed by the members.
11. HONORARY DIRECTORS: There shall be a class of Directors known as Honorary Directors, who shall be nominated by the Board of Directors and elected by the Members for a term of three (3) years. Such Honorary Directors shall be persons who are particularly well-known, respected and who have achieved extra-ordinary personal and/or public success. Those Honorary Directors may attend Board and Member meetings but shall have no vote or assigned duties. The principal purpose of serving as an Honorary Director is to associate those elected to such post with the programs carried out by the Coalition.
12. ATTENDANCE OF DIRECTORS: Attendance at Board of Director meetings is encouraged. Any voting Director who fails to attend three (3) successive meetings of the Board shall be removed from the Board. If an unexpected situation occurs which results in the absence of a Director, then the Director may request in writing a leave of absence for up to three (3) months. The Director shall direct his/her request to the Chairperson and such request must be approved by the Board of Directors. Alternates attending meetings for a board member will not be given the opportunity to vote on discussed items.
13. EXECUTIVE DIRECTOR: The Board of Directors shall hire an Executive Director. The Executive Director shall be responsible for the day to day operations of the Coalition and as such shall be authorized to contract for planning and/or research grants, hire, fire and evaluate staff/employees and to make such recommendations to the Board of Directors regarding the operation of the Coalition as s/he deems beneficial for the accomplishment of the Coalition's goals and objectives. Unless otherwise specified in writing in the policies adopted by the Board, the Executive Director's authority shall be limited as follows:
 - A. All fiscal transactions shall conform to applicable Federal regulations and laws of the State of Florida governing the operation of non-profit corporations with respect to all grants, contracts and contributions.

- B. All required financial, tax, and other reports shall be filed timely and reported promptly.
- C. All expenditures shall be governed by the Coalition's current budget (which must be approved by the Members).
- D. All expenditures, with the exception of payroll, shall require an invoice/receipt.
- E. The Executive Director shall be responsible for approving all expenditures, in accordance with the approved budget and Coalition financial policies and shall maintain complete records and reports. .

14. SUSPENSION AND REMOVAL OF DIRECTORS:

- A. If, at any time, a Director is charged with a felony under the laws of the United States or any State, such director shall be immediately and automatically, with no further action of the Board being necessary, placed on a leave of absence until said charges are resolved. In such an event, the Director shall immediately cease to act in any and all capacities as a Director and/or Officer of the Board and shall take no action and make no statements on behalf of the Board and/or Coalition. In the event a Director shall be acquitted of such charges, the Director shall be automatically reinstated to full membership in the Board, with no further action of the Board being necessary to reinstate the Director. In the event a Director shall be convicted of such charges, the Director shall be immediately and automatically removed from the Board, no further action of the Board being necessary, and the Chair shall declare the Director's position to be vacant.
- B. In any event, and notwithstanding any provisions of the above section (a) to the contrary, any director may be removed at any time by an affirmative vote of seventy five percent (75%) of all other Directors, whenever in their judgment the best interest of the Coalition will be served.
- C. The Director to be removed shall have a full and fair opportunity to address the board prior to a vote on the removal of said director.

ARTICLE IV: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 1. **IN GENERAL:** All corporate powers shall be exercised by or under the authority of the Board of Directors, which shall be hereinafter referred to as Directors.
- 2. **FUNCTIONS:** The Directors' general functions shall be:
 - A. To assure the Coalition serves its purposes and attains its objectives;
 - B. To serve as ultimate stewards of the resources of the Coalition; and
 - C. To exercise and fulfill the specific powers and responsibilities of Directors, as specified in the Articles of Incorporation and these By-Laws.

- D. A primary duty of the Directors shall be to insure that the broadest base of Members shall participate in the Coalition. The Board of Director shall endeavor to insure that the Coalition at all times has members from the various groups listed in subparagraph 2.A of Article II herein.
 - E. A responsibility of the members of the Board of Directors is to work on behalf of the organization to sustain and develop the fiscal viability of the Healthy Start Coalition and servicesach individual or organization.
3. SPECIFIC POWERS: Without limiting the generality of the functions specified in Paragraph 2 above, the specific powers and responsibilities of the Directors shall be:
- A. To approve general rules and regulations for the administration of the Coalition and its personnel;
 - B. To approve any substantial change in the personnel policies or employee benefits of the Coalition;
 - C. To elect and remove the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Coalition;
 - D. To select and remove the Executive Director of the Coalition;
 - E. To delegate authority to the Executive Director;
 - F. To recommend proposed budgets;
 - G. To designate the person or persons authorized to make and sign bills, notes, checks, contracts or other documents, which shall be binding on the Coalition;
 - H. To develop from time to time whatever committee structure is deemed necessary to fulfill the responsibilities of the Board of Directors and to insure the success of its programs;
 - I. To develop strategic plans and insure such plans are designed to meet objectives and those of the community it serves;
 - J. To approve any affiliation by the Coalition with one or more entities in any joint enterprise;
 - K. To approve any merger or consolidation of the Coalition with any other organization; and
 - L. To conduct any other business as may be properly brought before the Board of Directors.
4. MEMBERSHIP APPEALS: The Board of Directors shall be charged with handling any and all appeals by and/or between Members related to Coalition Membership and substantive decisions.

5. DIRECTORS' RELIANCE:

A. In performing their duties, Directors shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers, employees of the Coalition, (or Coalitions subsidiary) or others affiliated with the Coalition, whom they reasonably believe to be reliable and competent in the matters presented;

2. Counsel, public accountants or other persons as to matters which they reasonably believe to be within such person's professional or expert competence; or

3. A committee duly designated in accordance with a provision of the Articles of Incorporation or these By-Laws, as to matters within its designated authority, which committee they reasonably believe to merit confidence.

B. Directors shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

C. Directors who perform their duties in compliance with this section shall have no liability by reason of being or having been Directors.

ARTICLE V: OFFICERS

1. OFFICERS: The officers of the Coalition shall consist of a Chairperson, Vice-Chairperson, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors. The Chairperson shall be the previously elected Vice-Chairperson.

2. TERM OF OFFICE: All officers shall serve a two (2) year term. All officers shall hold office from the date of their election until the next election of officers, or until their respective successors are duly elected and qualified. No individual can serve more than two (2) consecutive terms in the same office. The Vice Chairperson shall serve for two years, as do the remaining officers, and the terms of all officers shall be and run concurrently.

3. ELECTION: The election shall take place at the Annual Meeting of the Members. Voting shall be by secret ballot. Officers shall be elected by the majority vote of the Board of Directors voting and entitled to vote. The Vice-Chairperson shall agree to serve as the Chairperson. In the event that the Vice-Chairperson fails to fulfill his duties or is unwilling or unable to serve as Chairperson, then a new Vice-Chairperson shall be elected by the majority vote of the Board of Directors voting and entitled to vote.

4. NOMINATIONS: Officers shall be elected from the ranks of the presently serving Directors. At least 60 days prior to the meeting of the Board of Directors at which elections for Officers shall be held, the Chairperson of the Board of Directors shall appoint a Nominating Committee Chairperson. The Nominating Committee Chairperson shall appoint to the

nominating committee any Director who shall express an interest in serving on the committee. The committee shall meet and develop a list of candidates. The committee shall solicit nominations for Officer Positions from all of the Directors. Prior to any person being nominated as a candidate, said person shall be contacted by the committee, shall be made aware of the duties and responsibilities expected of the particular position, and shall affirmatively express their willingness to serve as an Officer in that position. Said list of candidates shall be reported to the Board of Directors by the committee at least 30 days prior to the meeting of the Board at which elections for Officers shall be held. The Board shall have the opportunity to review the list and make comments on the candidates. The committee shall give full consideration to any comments expressed by the Board about any candidate and shall take such action as the committee deems appropriate. The committee shall present a final list of candidates to the Board for approval or disapproval at the Board meeting at which elections for Officers shall be held. The committee may present more than one candidate for any position. No nominations for any position as an Officer shall be accepted from the floor. Should all of the candidates for any position be rejected by the Board, the nominating committee shall meet within 15 days following the meeting at which said rejection occurred and shall repeat the above process for presentation of candidates to the board at its next scheduled meeting, if possible, or as soon thereafter as the committee may complete its work.

5. VACANCIES: Resignation of an Officer will become effective immediately on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring, whether by resignation, removal, death or otherwise shall be filled by the Board of Directors. The new Officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office. Candidates to fill vacancies shall be selected by a nominating committee appointed by the Chairperson from among the sitting Directors. The Chairperson shall express a willingness to serve on said committee. The committee shall meet within 15 days of its appointment by the Chairperson and develop a list of candidates. The committee shall solicit nominations for any vacancies from all of the Directors. Prior to any person being nominated as a candidate for any position as an Officer, said person shall be contacted by the committee, shall be made aware of the duties and responsibilities expected of the particular position, and shall affirmatively express their willingness to serve in that position as an Officer. One or more candidates for any vacancy shall be presented to the Board of Directors at its next meeting, if possible, or as soon thereafter as the committee may complete its work. No nominations for any vacancy of an Officer position shall be accepted from the floor. Should all candidates presented by the committee for any vacancy be rejected by the Board, the committee shall meet within 15 days of the Board meeting at which said rejection occurred and shall repeat the above process for presentation of candidates to the Board at its next scheduled meeting, if possible, or as soon thereafter as the committee may complete its work.

6. REMOVAL OF OFFICERS: Any Officer may be removed by an affirmative vote of seventy five percent (75%) of all Directors, whenever in their judgment the best interest of the Coalition will be served.

7. BONDS: An Officer shall give such bond for the faithful discharge of the duties of the office held by such Officers and in such sum and with such security as the Board of Directors may from time to time require.

ARTICLE VI: POWERS AND DUTIES OF OFFICERS

1. **CHAIRPERSON:** The Chairperson shall preside at all Board of Directors' meetings and Membership meetings; appoint Members of committees and fill any vacancies thereof; the Chairperson of the Board shall provide guidance to the Executive Director during such times when the Board of Directors are not meeting. The Chairperson shall make such recommendations to the Board of Directors regarding the operation of the Coalition as s/he deems beneficial for the accomplishment of the Coalition's goals and objectives. The Chairperson shall report any conflicts of interest regarding himself or any other Director to the Board of Directors immediately upon becoming aware that such conflict exists. The Chairperson shall perform such other duties as prescribed by the Board of Directors. The Chairperson is authorized to sign for and on behalf of the Coalition all instruments necessary to be executed for the benefit of the Coalition.

2. **VICE-CHAIRPERSON:** The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is absent, ill or otherwise incapacitated, including the execution of instruments, shall serve as Chairperson of the Nominating and Membership Committees, and has such other responsibilities as may be designated by the Chairperson. The Vice-Chairperson is authorized to sign for and on behalf of the Coalition all instruments necessary to be executed for the benefit of the Coalition.

3. **TREASURER:** The Treasurer shall provide oversight, guidance and reports for all funds and securities of the Coalition and shall perform such duties as may be prescribed by the Board of Directors. The Treasurer shall also serve as Chairperson of the Finance Committee. In the absence of the Chairperson and the Vice-Chairperson, the Treasurer is authorized to sign for and on behalf of the Coalition all instruments necessary to be executed for the benefit of the Coalition. The Treasurer reviews monthly expenditures and balance sheets.

4. **SECRETARY:** It shall be the duty of the Secretary to keep or have kept, a record of the meetings of the Board of Directors and of the meetings of the Members. The Secretary shall issue notices of all of the Board of Directors and Members meetings and such other notices of meetings as may be directed by the Chairperson. The Secretary shall also discharge such other duties as pertained to the Office of Secretary or such as may from time to time be prescribed by the Board of Directors. The Secretary shall ensure an accurate record of attendance at all meetings.

VII: EXECUTIVE COMMITTEE

1. **EXISTENCE:** There is an Executive Committee of this Corporation.

2. **MEMBERS OF EXECUTIVE COMMITTEE:** The Executive Committee shall consist of a Chairperson, who shall be the Chairperson of the Board, and three members who shall be the Vice-Chairperson, Treasurer and Secretary. The immediate past Chairperson shall also serve as a full member of the Executive Committee for the first year after having completed their term as

Chairperson, in order to aid the Chairperson in the transition of roles and the operation of Coalition and Board affairs. Further, the staff support shall consist of the Executive Director.

3. POWERS OF EXECUTIVE COMMITTEE: The Executive Committee may recommend actions for approval of the full board and exercise all powers of the Board of Directors between the meetings of said Board, except the power to fill vacancies in their own membership. The Executive Committee shall review and coordinate operational, programmatic, personnel and financial matters. The Executive Committee may meet at stated times or on notice to all by any of their own number. It may fix its own rules or procedure. Action may be taken by a majority of the members present. The Executive Committee shall keep regular minutes of its proceedings and report the same to the next meeting of the Board of Directors for concurrence.

ARTICLE VIII: COMMITTEES

1. STANDING COMMITTEES:

A. Standing committees operate to make recommendations on financial operating, staffing, personnel and governance of the Coalition. The Corporation shall have the following standing committees.

(i) Executive Committee - Recommends actions for approval of the full board and acts for the board between board meetings.

(ii) Nominating and Membership-responsible for recruiting, maintaining, and liaising with Members of the Coalition and nominating the Board of Directors.

(iii) Finance - responsible for preparing preliminary budgets for allocation of Corporation and Coalition resources.

B. The Standing Committees shall perform the duties set forth above, in accordance with these By-laws. Said duties may be added to, subtracted from, or reformulated by resolution of the Board of Directors from time to time.

C. The Corporation may have one or more additional Standing Committees as may be adopted by resolution of the Board of Directors from time to time.

D. Committee chairmen shall be appointed by the Chairperson of the Board of the Coalition with the approval of the Board of Directors. Members of each committee shall be elected by the Chairperson or committee chairperson.

2. OTHER COMMITTEES: The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. Members and chairmen of said Committee shall be selected in the same manner as members and chairmen are selected for the Standing Committees.

3. AUTHORITY: No such Committee will have the authority of the Board of Directors in reference to affecting any of the following:

- A. Submission to Members of any action for which the approval of Members is required by law.
- B. Filling of vacancies in the Board of Directors or Executive Committee or other committees.
- C. Adoption, amendment or repeal of the By-Laws.
- D. Adoption, amendment or repeal of any resolution of the Board of Directors or Executive Committee.
- E. Action on matter committed by the By-Laws or resolution of the Board of Directors to another Committee.

ARTICLE IX: AMENDMENTS

1. **BY-LAWS**: The Coalition's By-laws may be amended, modified, altered or rescinded by the Voting Members at any duly called meeting of the Voting Members at which a majority is present and voting, provided that the notice of the meeting contains a full statement of the proposed change.

ARTICLE X: MISCELLANEOUS PROVISIONS

1. **BOOKS AND RECORDS**: The Coalition will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and standing Committees. The Coalition will keep at its registered office a Membership Register of the names, addresses, classes and other details of the membership of the Coalition, the Articles of Incorporation and By-Laws (including amendments) as well as letters of authority from any federal, state or local governments. All items mentioned herein shall be available to the Members or public for inspection upon reasonable request during reasonable business hours.

2. **NON-STOCK CORPORATION**: This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of the Coalition will be distributed to its Members, Directors, or Officers.

3. **INDEMNIFICATION**: The Coalition shall indemnify any person made a party, or threatened to be made a party, to any threaten, pending or completed action suit or proceeding to the extent that a Director, Officer, Employee or Agent of the Coalition has been successful in the merits or otherwise in defense of any action, suit, or proceeding referred to above, or any defense of any claim, issue or matter therein, he shall be indemnified against the reasonable expenses, including attorney's fees through appeal, actually and necessarily incurred by them in connection therewith. Such indemnification shall not apply in the case of gross negligence or wanton disregard in the performance of his or her duties.

4. **FISCAL YEAR**: The fiscal year of the Coalition shall run from July 1 to June 30, each year.

5. ANNUAL BUDGET: The Board of Directors shall prepare a proposed budget for the Coalition. This proposed budget shall be submitted to the Voting Members at the same time the Voting Members are notified of the Annual Meeting. The Members shall have the rights to approve or disapprove said proposed budget.

6. CONTRIBUTIONS: Unless the terms expressly provide otherwise, all gifts, grants, bequests and devises shall be deemed irrevocable. The Board of Directors may accept or reject contributions whether inter vivos or testamentary in the form of money, furnishings, stocks, bonds, real estate (but only after proper evaluation) or of any other nature for special or general purposes, or as directed by the Donor.

Amended, restated, and dated this 15th day of March 2006.

Lisa Hughes, Chairperson
Date:

Elena Gustin, Vice-Chairperson
Date:

Mary Cross, Secretary
Date:

John Sabatier, Treasurer
Date: