

Washington County: One Community
BYLAWS

Article I – Name and Purpose

Section 1. Name

Name- the name this organization is “WASHINGTON COUNTY: ONE COMMUNITY”

Section 2. Purpose

The organization is established as a comprehensive community-based coalition serving Washington County. The purpose of this coalition is to improve quality of life for the citizens of Washington County - from infants to elders – through positive communication, promoting success, and ensuring residents receive the public health and other support they need to achieve healthy, substance-free, productive and financially viable lives while respecting cultural and community differences.

Section 3. Operating Principles

All of the work of The Washington County; One Community Coalition shall be guided by the principles of cooperation, collaboration, mutual respect and shared decision-making.

Article II – Membership

The membership of the Coalition will be open to any individuals, businesses, non-profit agency/organization, and civic organization residing in Washington County having interest in the mission of the coalition. There will be no limit to coalition membership.

Article III – Organizational Structure

Section 1. Coalition

General Stakeholders (Coalition members) are identified as individuals, businesses, non-profit associations, municipalities, and civic organizations that are concerned about the quality of life of Washington County residents. Some will be interested parties that attend occasional meetings and others will individuals or organizational representatives that can commit time and resources to the Coalition. They may participate on an established committee(s) that identify and recommend to the Board of Directors the resources, needs, goals, and strategies of the said committee.

Section 2. Board of Directors

The Board of Directors is the decision making body of the Coalition. The Board may include representatives from any organization interested in the welfare of Washington County citizens as well as individuals willing to commit time and energy to the coalition. No organization may have more than one voting member. Nominees must be individuals who have demonstrated a concern and commitment to improve the quality of life for Washington County citizens. Appointments to the Board of Directors are made at the approval of the County Commissioners.

Article IV – Board of Directors

Section 1. Board of Directors

There shall be a Board of Directors consisting of a minimum of twelve and a maximum of twenty-four members. Directors are expected to attend and participate in scheduled meetings, review, evaluate, and set priorities for the coalition at large.

Section 2. Powers

The Board of Directors shall have complete control and management of the affairs of the coalition, including the right to solicit money and all powers granted by law.

Section 3. Nomination and Appointment

The Nominating Committee will present recommendations for new Board members prior to the Annual Meeting. The Board will review the Nominating Committees recommendations and vote on a final slate of nominees at the Annual Meeting. The Board's slate of nominees will be forwarded to the County Commissioners for approval and appointment.

Section 4. Terms

Terms for appointments to the initial Board of Directors will be staggered as specified by the Nominating Committee so that no more than one-third of the Directors' terms expire in any one year. All future appointments to the Board of Directors shall be for a term of three years.

Section 5. Resignation

A Director may resign at any time by giving written notice to the Chair or Secretary. A resignation takes effect on the date specified in the written notice, without further action by the Board.

Section 6. Vacancies

The Board may fill any vacancy at an Annual or Special Meeting by recommending a successor to the unexpired remainder of the term to be appointed by the County Commissioners.

Section 7. Votes

Each Director shall have one vote.

Section 8. Communication

The Board of Directors and Committee Members may transact business by means of a telephone conference, video conference, or other means of telecommunication which provides that at a quorum of at least 51% of the Board or Committee membership.

Section 9. Discipline and Removal

The Board of Directors may discipline or remove a board member for just cause.

Section 10. Officers of the Board

The Officers of the Board will be elected at the first board meeting following the Annual Meeting. The officers will be:

A. Chair: The chair shall have such powers and duties as are usually incident to the office of Chair of a corporation, including, but not limited to presiding over meetings, representing the coalition and such other powers as the Board of Directors may from time to time delegate.

B. Vice-Chair: The Vice-Chair shall perform such duties as may be prescribed by the Chair or Board of Directors and in the absence of the Chair exercise all powers and duties of the Chair.

C. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and shall serve all notices for the corporation authorized by the Board of Directors, The Chair, or any other authorized officer. These duties may be delegated to other board members or staff at the discretion of the Chair or the Board of Directors.

D. Treasurer: The Treasurer shall direct the keeping of accounts of the Coalition and direct and attend to the depositing of funds and securities of the coalition in such depositories or with custodians as the Board of Directors shall designate. Unless the Board of Directors by vote directs otherwise, the Treasurer may endorse for deposit or collection of all notes, checks, and other instruments payable to the coalition or its order, and may accept drafts on behalf of the Coalition, unless some other person is specifically authorized by vote of the Board of Directors to do so.

Article V – Executive Team

Section 1. Members

The Executive Team is comprised of the Officers of the Board. The County Commissioners may appoint the County Manager or any other designee to serve *ex-officio* on their behalf as a fifth member of the Executive Team. The Board of Directors may elect officers to fill vacancies on the Executive Team for unexpired terms in the interim.

Section 2. Powers

The Executive Team shall implement the policies established by the Board of Directors and is authorized to act on behalf of the Board of Directors when action is required and it is not convenient to call a meeting of the Board. Three members shall constitute a quorum.

Section 3. Board Approval

Minutes of the meeting of the Executive Team shall be kept and copies thereof shall be mailed or emailed to the members of the Board of Directors no later than ten days before the next meeting of the Board, which shall approve such interim actions of the Executive Team or take such other action as may be appropriate.

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Section 4. Communication

The Executive Team may transact business by means of a telephone conference, video conference, or other means of telecommunication which provides that at least three members of the Team shall be in simultaneous voice contact.

Article VI– Staff

Section 1. The Board may employ a Chief Executive Officer and/or support staff, who shall act under the Board of Directors and the Executive Committee to carry out the policies established by the Board and the Executive Committee and shall have such authority and responsibilities as may be delegated to the Executive Director from time to time by the Board of Directors and the Executive Committee. The Board of Directors shall be responsible for the hiring, dismissal, annual review, and evaluation of the Chief Executive Officer.

Article VII – Committees

Section 1. Nominating Committee

Prior to the annual meeting, the chair shall appoint a nominating committee. The nominating committee will be made up of two current Board members and three Coalition members at-large. As many differing disciplines as possible should be represented on the committee.

Section 2. Other Committees

The Chair may appoint such other committees as may appear reasonably necessary to accomplish the purpose of the Coalition. Members of committees, other than the Executive Team, may include persons who are not Directors. The committee is not vested with any power or duty usually considered a primary duty of the Board of Directors.

Article VIII – Finances

Section 1. The finances of the organization shall be managed in accord with customary good accounting practices and will meet the standard(s) of any organization(s) providing funds for projects.

Section 2. Fiscal Agents

The Washington County Treasurer will serve as the primary fiscal agent for the Coalition. However, the Board of Directors may, at its discretion, and as may be required by or expedient for specific projects undertaken by the Coalition, appoint other qualified governmental or tax-exempt nonprofit entities to serve as the Fiscal Agent for said projects.

Section 3. Execution of Instruments

The Board of Directors, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the Coalition to enter into any contract or execute and deliver any instrument in the name of and on behalf of the coalition, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have

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any power or authority to bind the Coalition by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or for any amount.

Section 4. Checks

All checks shall be signed by the applicable Fiscal Agent upon receipt of orders for payment of money signed by an authorized officer of the Coalition.

Section 5. Deposits

All funds of the Coalition shall be deposited from time to time to the credit of the Coalition in such banks, trust companies or other depositories as the applicable Fiscal Agent may select.

Section 6. Gifts

The Board of Directors may accept on behalf of the Coalition any contribution, gift, bequest or device for the nonprofit purposes of this coalition.

Section 7. Fundraising

All Fundraising plans shall be approved by the Board of Directors and funds shall be administered in compliance with these by-laws and customary good fundraising practices.

Section 8. Expenses

Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, expenses incurred by officers or directors of the Coalition must be approved by the Treasurer and Chair before reimbursement. Expenses incurred by the Chair must be approved by the Treasurer and at least one additional officer. Expenses incurred by the Treasurer must be approved by the Chair and a least one additional officer.

Article IX - Meetings

Section 1. Annual Meeting

The annual meeting of the Coalition shall be held in January of each year at such time and place as may be determined by the Board of Directors.

Section 2. Other Meetings

Meetings of the Board shall be held at on a schedule decided by the Board at such time and place as the Board shall determine. Special meetings of the Board of Directors may be called by the Chairperson or by any three Directors. Committee meetings shall be held at such time and place as the members of the committee determine. These meetings may be called by the Chair of the committee.

Section 3. Notice

Notice of all meetings shall be provided by mail, telephone, or other convenient means to each Director or committee members not less than ten days before the date of the meeting. The notice shall state the time, and place, and may, but need not state the purposes of the meeting. Notice may in all cases be waived by members entitled to notice. Attendance of a Director or Committee Chair at any meeting constitutes a waiver of notice of such meeting, except when a

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Director or Committee Chair attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum

At all meetings of the Board of Directors or committees, 51% of the members shall constitute a quorum for the transaction of business. Any majority of those present constituting a quorum shall be decisive of all questions before the meeting.

Section 5. Compensation

Members of the Board of Directors and the Executive Team shall not receive a salary for their services but may receive reimbursement for their service-related expenses as approved by the Board of Directors.

Article X- Amendments

Section 1. These Bylaws may be amended by a two-thirds majority vote of the Board of Directors present at a meeting at which a quorum is present, provided that at least seven days written notice is given of the intention to amend, alter, re-state or adopt new bylaws at such meeting.

Article XI- Equal Rights

Section 1. In complying with the spirit and letter of applicable laws and in pursuing its own goals of pluralism, Washington County: One Community shall not discriminate on the basis of race, color, religion, sex, sexual orientation, national origin or citizen status, age, disability or veterans' status in employment, education and all other areas.

EFFECTIVE DATE - These Bylaws take effect immediately upon approval by the Board of Directors and concurrence of the County Commissioners.

Chair, County Commissioner

Date

Secretary, WC:OC

Date