

One Voice for Volusia, Inc. Bylaws

Article I: Organization

The name of this organization shall be: **One Voice for Volusia, Inc.**

The organization shall have a corporate seal that shall read: "One Voice for Volusia, Inc. – Connecting Our Community."

Article II: Purpose

One Voice for Volusia is a coalition that connects non-profit, governmental and community-based organizations along with local businesses to promote system and community improvements for the benefit of youth and families in Volusia County. Through research, consensus building and the coordination of resources, One Voice for Volusia takes a leadership role in improving the quality of life for youth and families.

The purposes for which the corporation is organized are to:

- **Convene** for the purpose of educating and providing networking opportunities among health and human services
- **Facilitate** impartial and progressive methodologies to positively affect systemic change
- **Monitor** community trends affecting quality of life issues
- **Encourage** open dialogue about key community issues
- **Advocate** for the efficient and effective use of community resources
- **Foster** diverse partnerships among all sectors of the community
- **Mobilize** the community to support measurable outcomes and an effective evaluation of all health and human services programming
- **Engage** leaders and citizens by developing and implementing community improvement strategies through priority-setting and consensus building
- **Collect, analyze, interpret, and share** indicator data with the community
- **Support** other coalitions locally and throughout the state to further the field of work

Article III: Board of Directors

Section 3.01 Qualifications

The membership of the One Voice for Volusia Board of Directors shall involve persons who have demonstrated 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 One Voice for Volusia, Inc.

Section 3.02 Composition and Terms

Board membership shall be composed of persons over 18 years of age and representative of:

- The various geographic areas of the county.
- The various ethnic, racial and cultural groups represented in the county.
- The various businesses, professions and trades represented in the county.
- The key governmental, non-profit, faith and advocacy groups/agencies in the county.
- The Board of Directors shall be composed of not less than fifteen (15) members.
- The Executive Director shall serve as a non-voting member of the Board of Directors and is not counted when setting the minimum member on the Board of Directors.

Board membership shall be comprised of Permanent Members and Term-Limited Members.

- The Permanent members of the Board of Directors shall be elected at a bi-annual Board of Directors meeting and shall be:
 - Volusia County Sheriff's Office, Sheriff or designee
 - United Way of Volusia and Flagler Counties, President or designee
 - Department of Juvenile Justice, Chief Probation Officer, or designee
 - County of Volusia, official County Council designee
 - Workforce Development Board, President or designee
 - Department of Children and Families, District Administrator or designee
 - Community Based Care of Volusia and Flagler Counties, CEO or designee
 - Volusia County Schools, Superintendent or designee
 - Volusia County Health Department, Director or designee
- The Term-Limited members of the Board of Directors shall serve a two-year term beginning with their election at a semi-annual meeting. At the end of the two-year term, and, if re-elected by the Board, they may serve up to two additional two-year terms.
- Term-Limited Board members cannot serve over six consecutive years (three two- year terms). Board members must remain off the Board or serve as an ex-officio member for 12 months before being re-appointed to the Board.
- The Executive Committee may nominate term-limited Board members to an ex-officio member status at the end of their six years in office, with approval from the Board of Directors.

Section 3.03 Nominations and Elections

Candidates for positions on the Board of Directors shall be submitted to the Board of Directors by the Executive Committee. The Executive committee shall screen candidates with regard to their qualifications, interest and abilities to serve the organization and submit a name or names to fill vacancies to the Board for final disposition. The Board shall elect the directors by majority vote.

Section 3.04 Vacancies

Vacancies on the Board of Directors must be filled within 60 days if the vacancy reduces Board of Directors membership to a number less than nine. Vacancies on the Board shall be filled as required in Section 3.03. Board of Directors members appointed to fill an un-expired portion of a two-year term will be eligible for appointment to two additional two-year terms.

Section 3.05 Removal

Board members may be removed from office by a majority vote of all the directors at any regular or special meeting called for that purpose. Board members may be removed for missing 2 consecutive meetings (unexcused), including committee meetings. 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 3.06 Compensation

No director shall receive compensation for services rendered in their official capacity as a director. Directors can be reimbursed for reasonable expenses incurred while serving as a member. The Board of Directors must approve expenses over \$50.00 prior to the expenditure.

Section 3.07 Conflicts 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. No board member will use their relationship with One Voice for Volusia for personal gain.

Section 3.08 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 officers and directors from liability as a result of their actions as officers and 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 3.09 Duties

The business and property of the Corporation shall be managed by the Executive Director 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
- Considering for approval or rejection all nominations
- Adopting and amending By-laws
- Hiring and/or terminating the Executive Director

Section 3.10 Orientation

Each new Board member shall receive a mandatory orientation within the first two months of service on the Board of Directors. The orientation shall be coordinated by the Executive Director. The orientation will include a history of One Voice for Volusia; its By-laws; table of organization and personnel; funding and financial reporting; and, the short and long-term plans for the organization.

Section 3.11 Ex-Officio

The Executive Committee may nominate individuals to serve as ex-officio members of the Board of Directors, with approval from the Board of Directors. Ex-officio members shall actively participate on the Board of Directors, but will be non-voting members.

Article IV: Officers

Section 4.01 Composition

The officers of the Board of Directors shall be the President; Vice President; Secretary; Treasurer; and Officer At Large.

Section 4.02 Elections

Nominations for officers will be made at one of the bi-annual Board meetings. A person nominated for the office must be a member of the Board.

Officers shall be elected for a term of one year, and may serve in the same capacity for additional terms at the discretion of the Executive Committee.

When an officer is vacated before the end of the term, the Board of Directors shall elect a replacement within ninety days.

Section 4.03 Duties

President: The President shall preside at all meetings. He/she shall have the authority to sign all contracts and obligations authorized by the Board of Directors or the Executive Committee, acting in accordance with his/her delegated authority to bind the corporation to contractual obligations. He/she shall annually appoint all committees. He/she shall perform such other duties as may be assigned by the Executive Committee or Board of Directors.

Vice-President: The Vice-President shall have like duties and authority with the President in case of vacancy in the office of President, in the absence of the President, or in case of his/her inability to act. He/she shall perform such other duties as may be assigned by the Executive Committee or by the Board of Directors.

Secretary: The Secretary shall attend meetings of the Board of Directors and the Executive Committee, cause minutes of the meetings to be taken, approved and stored; give proper notice of all meetings to all Board of Directors members and Executive Committee members as herein provided and perform such duties as may be prescribed by the President of the Board of Directors.

Treasurer: The Treasurer shall be certain that all financial operations are maintained in accordance with approved practice as set forth by a Certified Public Accountant and the fiscal policies of the organization. The Treasurer shall analyze and deliver to the Executive Committee and the Board of Directors periodic financial statements and shall see that all financial records are audited yearly by an external Certified Public Accountant retained by the Board. The Treasurer shall have the authority to sign all expenditures authorized by the Board of Directors or the Executive Committee, acting in accordance with his/her delegated authority to bind the corporation to contractual obligations.

Officer At large: The Officer At Large shall be a member of the Executive Committee and may serve on other committees as appointed by the Chair. In the event of resignation of the Vice President, the Officer At Large shall succeed to that office. He/she shall perform such other duties as may be assigned by the Executive Committee or the Board of Directors.

Article V: Meetings

Section 5.01 Regular Meetings

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

Section 5.02 Special Meetings

Special meetings of the Board of Directors or the Executive Committee may be called by the President or by the written request of any three 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 5.03 Notice of Meetings

Notice of all Directors meetings shall be given by mail at least five business days before the meeting to the usual business or residence address of the directors. Emergency meetings may be called by telephone at least one day before the meeting.

Section 5.04 Quorum

At all meetings of the Board of Directors, a majority of the 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 5.05 Proxies

Each director will have one vote. No proxy voting will be allowed.

Section 5.06 Public Participation

Meetings of the Board of Directors are open to the public, except in cases which matters involving litigation or personnel issues may be discussed. Public participation may be allowed by the President at the point designated on the agenda, provided that persons wishing to speak shall have completed a form stating their purpose for addressing the Board, and the President has granted their request. Public participation is generally limited to a 3-minute statement.

Section 5.07 Minutes

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

Article VI: Executive Committee

Section 6.01 Composition

The Executive Committee of the Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Officer At Large and the Co-Chairs of the Coalition. The Executive Director shall be a non-voting member of the Executive Committee.

Section 6.02 Duties

The Executive Committee shall meet as needed at a time and a place agreed by the committee. A quorum of the Executive Committee shall be more than 55% of its members in attendance. During the period between regularly scheduled meetings of the Board of Directors, the Executive Committee may act on the behalf of the Board. Any actions taken by the Executive Committee shall be reported to the Board at the next regularly scheduled meeting.

The Executive Committee shall also act as the Audit Committee of the Board of Directors and be responsible for initiating and overseeing an annual financial audit of the corporation.

Article VII: The Coalition

Section 7.01 Purpose

The One Voice for Volusia Coalition will be the primary advisory body to the Board of Directors. The Coalition will supervise the planning and activities necessary to successfully accomplish the strategic objectives of One Voice for Volusia.

Section 7.02 Membership

Any interested citizen of Volusia County may be a member of the Coalition by:

- Filling out an official Membership Form
- Attending more than one Coalition Meeting

All members will be entitled to one vote.

Section 7.03 Co-Chairs

The One Voice for Volusia Coalition shall elect two co-chairs to preside over Coalition meetings and serve on the Executive Committee. Nominations for officers shall be submitted by an Ad-Hoc Nominating Committee of the Coalition at the last regularly scheduled Coalition meeting prior to a bi-annual Board Meeting.

Officers shall be elected for a term of one year, or until their successors are elected, and no officer may serve in the same capacity for more than two consecutive terms or until his/her successor is elected.

When an officer is vacated before the end of the term, the Coalition shall elect a replacement within ninety days.

Section 7.04 Meetings

The Coalition will meet not less than every other month, according to a schedule approved by the Coalition.

Section 7.05 Committees/Workgroups

Committees/Workgroups can be formed by the Coalition at any time to oversee the implementation of various elements of the One Voice for Volusia Strategic Plan.

Article VIII: Administration

The Board of Directors shall provide for the proper day-to-day management of the organization by appointment of a qualified Executive Director.

Section 8.01 Employment

The Board of Directors shall employ an Executive Director who shall serve at the pleasure of the Board of Directors pursuant to a contract approved by the Board and signed by the Board Chair and the Executive Director. The contract shall include provisions for an annual Board evaluation of the Executive Director.

Section 8.02 Duties

The Executive Director is the chief administrative officer of the organization, responsible to the Board of Directors for the overall management and operation of the organization. The Executive Director shall convey to the Board of Directors the concerns and recommendations of the staff and is responsible for implementation of Board policies.

The Executive Director is responsible for the hiring and termination of all employees of the organization pursuant to the Board approved personnel policies. He/she shall have the authority to sign all contracts, expenditures and obligations authorized by the Board of Directors or the Executive Committee, acting in accordance with his delegated authority to bind the corporation to contractual obligations.

The Executive Director is a non-voting member of the Board of Directors and the Executive Committee. The Executive Director is also responsible for providing support to all Board of Directors standing and Ad Hoc Committees or appointing an appropriate staff member to provide the Committee support.

Article IV: Fiscal Year

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

Article X: 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.

Article XI: 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 or referred to the Executive Committee for review every two years.

Amended and Adopted, January 17, 2007 by the Board of Directors.

Amended and Adopted, July 11, 2006 by the Board of Directors.