

Greater New Bedford Allies for Health and Wellness, Inc.

BYLAWS

Revised March 16, 2018

ARTICLE 1. NAME

The legal name of the coalition is Greater New Bedford Allies for Health and Wellness, Inc, hereafter referred to as “GNB Allies” or the “Coalition”. The Coalition originally established as part of the Massachusetts Department of Public Health’s Community Health Network Area (CHNA) system is also known as CHNA #26.

ARTICLE 2. MISSION

Greater New Bedford Allies for Health and Wellness Inc. (GNB Allies) is a coalition of individuals and organizations representing Acushnet, Dartmouth, Fairhaven, Freetown, Marion, Mattapoisett, New Bedford, Rochester, and Wareham, organized for the purpose of promoting health equity and community wellness. The Coalition is dedicated to broadening the definition of health and wellness by engaging community residents, government officials, health and human service providers, business leaders, the clergy and academia. GNB Allies provides information on area resources and services, initiates opportunities for networking, advocates for community needs, builds on community assets, and acknowledges and celebrates accomplishments.

ARTICLE 3. FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE 4. MEMBERSHIP

Section 4.01 *Eligibility and Number*

Membership in the Coalition shall be open to all persons who embrace the Mission of GNB Allies and its Bylaws. Said members in the Coalition shall not be limited to any fixed number of persons or length of tenure.

Section 4.02 *Powers and Rules*

Members who have attended at least four (4) Coalition meetings within the past twelve (12) months shall be eligible to vote. A simple majority of eligible Members shall determine whether a motion passes or fails.

ARTICLE 5. MEETINGS OF THE COALITION

Section 5.01 *Annual Meeting*

The Annual Meeting of the members of the Coalition shall be held prior to December 31 of each year at a time and place to be determined by the Steering Committee. Business to be transacted at the Annual Meeting shall include the biennial election of Steering Committee members and Coalition officers.

Section 5.02 *General Meetings*

Members of the Coalition shall meet at least nine (9) times a year. General Meetings of the members may be held at any time and any place within the GNB Allies service area and at such times as the members determine.

Section 5.03 *Steering Committee Meetings*

Members of the Steering Committee shall meet at least nine (9) times a year at any time and any place within the GNB Allies service area as the Steering Committee members determine.

Section 5.04 *Special Meetings*

Special meetings of the members may be held at any time and any place within the GNB Allies' service area. Special meetings of the members may be called by the Chairperson(s) in concurrence with the Steering Committee.

Section 5.05 *Notice*

Notice of meetings of the members of the Coalition shall be given stating the purpose of the meeting as well as the time and place thereof. The notice shall be addressed to each member of the Coalition at the last known e-mail address and posted on the GNB Allies website (www.gnballies.org) at least seven (7) days prior to such meeting.

Section 5.06 *Quorum*

At any General Meeting of the Coalition, the members deemed eligible to vote and who are present shall constitute a quorum.

ARTICLE 6. OFFICERS OF THE COALITION

Section 6.01 *Election*

The Chairperson, Vice-chairperson, Treasurer and Clerk are the officers of the Coalition and shall be elected biennially by the members at the Annual Meeting. Other officers, if any, may be elected by the members at a General Meeting at any time during the fiscal year. The Officers shall serve for a term of two years. No officer may serve in the same office for more than three (3) consecutive terms.

Section 6.02 *Duties*

Chairperson(s)

The Chairperson(s) shall be Chief Officer(s) of the Coalition. The Chairperson(s) shall preside at all meetings of the Coalition and the Steering Committee. Along with the Treasurer, the Chairperson has signatory authority to approve financial disbursements on behalf of the Coalition. The Chairperson(s) shall have the authority to serve as promotional and social spokesperson for the Coalition both in oral and written communications. Matters relating to issue advocacy, however, shall be brought before the Steering Committee for discussion and vote prior to any action being taken.

Vice Chairperson

The Vice Chairperson shall conduct General Membership and Steering Committee meetings at the request of the Chairperson or in the Chairperson's absence. The Vice Chairperson shall assume the duties of the Chairperson during an extended absence or until a new Chairperson is elected.

Treasurer

The Treasurer shall have the fiduciary responsibility to oversee the keeping of full and accurate accounts of receipts and disbursements made on account of the Coalition.

The Treasurer shall prepare and present an Annual Report to the Members of the Coalition. This report shall include all income and expenditures for the fiscal year and shall be presented to the members within 60 days of the close of that fiscal year.

The Treasurer, along with the Chairperson, shall have signatory authority to approve financial disbursements made on behalf of the Coalition. All requests for expenditures of \$500.00 or more must be approved by a majority vote of the Steering Committee. This vote shall be initiated by the Chairperson and can be taken either in person or submitted electronically.

The Treasurer shall present a Finance Report to the Members at each General and Steering Committee Meeting and shall oversee and review on behalf of the Coalition all contracts for payment and financial obligations authorized by the Steering Committee.

Clerk

The Clerk shall fulfill the annual filing duties to be in compliance with state, federal and Internal Revenue Service regulations.

Section 6.03 Officer Vacancy

In the event an officer position becomes vacant, the Steering Committee shall be responsible for selecting and appointing a pro-tem replacement at their next regularly scheduled meeting. The Chair, or Vice Chair in the case of a Chair vacancy, shall appoint an Ad Hoc Nominating Committee charged with selecting a replacement officer and presenting that name to the Steering Committee for ratification, then to the General Membership for a vote. Once confirmed, the newly elected officer will serve the remainder of the term vacated by his/her predecessor.

ARTICLE 7. COMMITTEES

Section 7.01 Steering Committee

A. Numbers, Election and Term

The Steering Committee shall be comprised of the elected officers of the Coalition, Standing Committee Chairpersons and members-at-large, and shall serve as the Coalition's Board of Directors. An Ad Hoc Nominating Committee shall prepare and present a slate of candidates for a vote at the Annual Meeting. The total number of Steering Committee members shall be no less than seven (7), nor more than fifteen (15). Term of office shall be two years. At any time during the fiscal year, if the membership of the Steering Committee has not reached the maximum of fifteen, the Steering Committee may nominate a general member of the coalition to serve as a Steering Committee member. The nomination shall be voted on at the next General Meeting.

B. Duties

The Steering Committee shall be responsible to the Coalition with full power to act in the affairs and management of the Coalition between meetings of the General Membership. It shall report its actions to the General Membership for information, approval or ratification. Changes in policy recommended by the actions of the Steering Committee shall be considered by the General Membership at its next regularly scheduled meeting.

C. Suspension or Removal

A member of the Steering Committee, following a fair hearing, shall be issued in writing a notice of suspension or removal with cause by a two-thirds (2/3) vote of the members present at a Steering Committee Meeting provided a quorum exists. Cause shall be defined as behavior that is not in keeping with the Mission of GNB Allies and/or failure to fulfill Steering Committee obligations. If a member chooses to appeal the suspension or removal, a second vote of the Steering Committee will take place following the appeal to either confirm or rescind the original decision. Should no appeal be filed, the suspension or removal shall be considered in effect.

D. Resignation

A Steering Committee member may resign by notifying the Chairperson in writing. Such resignation shall be effective upon receipt (unless specified to be effective at some future time).

E. Voting

1. Eligibility

Steering Committee members who have attended at least one (1) Steering Committee Meeting, or a meeting of a standing or ad hoc committee, per quarter within the past twelve (12) months shall be eligible to vote. Newly elected Steering Committee members shall be eligible to vote after attending two (2) consecutive Steering Committee Meetings.

2. Quorum

At any meeting of the Steering Committee, a majority of the eligible Steering Committee members (50% plus one) shall constitute a quorum. A simple majority of those eligible voters is required to pass or reject a motion.

F. Action by Writing

Action may be taken by the Steering Committee without a meeting if a majority of the eligible Steering Committee members consent via electronic communication. Those not responding via e-mail within two (2) business days shall be notified by telephone in person or via voice mail message. Responses not received within one (1) business day following that notification will be recorded as abstentions.

Section 7.02 Standing Committees

The Steering Committee may establish one or more Standing Committees. Each Standing Committee shall be comprised of five (5) or more members and shall meet a minimum of eight (8) times in a calendar year. Each Standing Committee shall elect its own Chairperson(s) biennially at a meeting during the month following the election of Coalition officers.

In the event of a Standing Committee Chairperson vacancy, the Coalition Chairperson shall fill the vacancy subject to recommendations from current members of the Standing Committee and the approval of the Steering Committee. The newly-appointed Standing Committee Chairperson shall then become a member of the Steering Committee. Standing Committees shall conduct their affairs in the same manner as is provided in these Bylaws.

Each Standing Committee Chair shall submit a written Quarterly Report to the Steering Committee through the Coalition Coordinator which shall include a record of attendance, action taken for each meeting that fell within that time frame as well as any outcomes for those actions. In addition, each Standing Committee Chair shall prepare and present an oral Progress Report at monthly General Membership meetings of the Coalition.

Section 7.03 Ad Hoc Committees

The Chairperson shall establish Ad Hoc Committees when and as recommended by the Steering Committee or General Membership.

ARTICLE 8. CONSULTANTS

The Chairperson, with approval from the Steering Committee, shall appoint Consultants as are necessary to conduct the business of the Coalition. Consultants may include, but not be limited to a Coordinator, Fiscal Agent and/or Interns.

For all Consultants, the following conditions must be met:

- A written job description for the Consultant is provided, detailing role and responsibilities, as well as a plan for supervision.
- A budget (if position is paid) is provided, detailing anticipated costs and how such items will be paid.
- A contract agreement is provided and signed by the Consultant as well as the Chairperson and Treasurer.

ARTICLE 9. CONTRACTS AND GRANTS

Contracts and proposals for services to be rendered by the Coalition shall be reviewed and approved by the Steering Committee, then endorsed by the Chairperson and Treasurer.

ARTICLE 10. RESTRICTIONS

Irrespective of the powers, duties and authorizations otherwise herein contained, no Officer, Member or Consultant shall have the power or the authority to obligate the Coalition beyond the limits of approved budgets without specific authority from the Steering Committee and the General Membership.

ARTICLE 11. PARLIAMENTARY PROCEDURE

As long as they are not inconsistent with these Bylaws or state statutes, the latest edition of Robert's Rules of Order, Revised shall constitute the ruling authority in all cases.

ARTICLE 12. AMENDMENT OF BYLAWS

Bylaws shall be reviewed biennially by an Ad Hoc Committee, then presented to the Steering Committee for approval. Once approved by the Steering Committee, Bylaws shall be presented to the General Membership for ratification. The Bylaws may be amended or repealed at any regular or special meeting of the Membership by the affirmative vote of at least two-thirds (2/3) of the eligible voting Members provided notice of such meeting, along with a copy of the proposed amendments, is given at least ten (10) days prior to the meeting.

ARTICLE 13. CONFLICT OF INTEREST STATEMENT

As a policy, Members will avoid any semblance of self-dealing or enrichment; discourage any business transactions between Members and the Coalition, unless conducted entirely openly and with stringent safeguards. Specifically, Members are to refrain from entering into a business transaction between the Coalition with themselves or with any corporations, partnership or association in which he/she then had a substantial interest

or held a position as a trustee, director, general manager or principal officer without having previously informed the persons charged with approving the transaction of his/her interest or position and of any significant reasons, unknown to or not fully appreciated by such persons.

ARTICLE 14. DISSOLUTION OF COALITION

On the dissolution of the Coalition, the Steering Committee, after paying or making provision for payment of all the liabilities of the Coalition, shall dispose of all of its assets in accordance with requirements set forth by the source of its funds