Stoughton Wellness Coalition Bylaws

I. Name: The name of the organization is Stoughton Wellness Coalition. The fiscal year shall be January 1 through December 31.

II. Purpose: The Stoughton Wellness Coalition strives to promote healthy lifestyle choices and reduce youth substance use.

III. Membership: Is available in two categories, open to all residents and organizations within the geographic area encompassed by the Stoughton Area School District. Members shall serve voluntarily and without compensation for their services.

A. Stoughton Wellness Coalition Board Members

- **i.** Attend at least 6 monthly meetings of the Coalition a year.
- **ii.** Be active in at least one committee.
- **iii.** May request the Board to take actions.

B. Stoughton Wellness Coalition Member

- **i.** Support the coalition.
- **ii.** May attend coalition meetings.
- **iii.** May participate in meeting discussions but cannot vote.
- **iv.** May request the Board of Directors to take actions.
- **v.** May serve on committees.

Governance

A. Governing structure: The Executive Committee will oversee the work of the Project Coordinator. The Project Coordinator will oversee the day-to-day operations and any other staff person. The Executive Committee will represent the coalition between meetings and set the agenda for monthly meetings. The Board President will chair meetings.

B. Decisions: A quorum shall be a simple majority of the current Board Members. A quorum is needed for official business to take place.

C. The coalition will be guided by the rules contained in the latest edition of Robert's Rules of Order as long as they are not inconsistent with the bylaws or any other special rules adopted by the coalition.

D. If a consensus cannot be reached, the President will table the discussion and a working group will be assigned to resolve issues outside of coalition meeting time and bring a proposal for resolution to the following meeting.

E. Fiscal Agent: A representative of the Fiscal Agent is required to be a member of the coalition.

IV. Board Structure:

A. The Stoughton Wellness Coalition Board shall consist of 12 members. Of those, 11 are Members-at-Large and 1 is a Youth Representative.

B. Members of the Board shall serve no more than two consecutive three-year terms. After one year off the Board, they may come back to the Board of Directors. During their time off the Board, they may act as coalition members if they wish. All terms end at the annual meeting, to be held in the 1st quarter of the new fiscal year.

C. The Board of Directors will serve staggered three-year terms.

D. If a Board Member resigns their position prior to the end of their term, the Executive Committee shall appoint a replacement to serve the balance of the term.

E. The Executive Committee shall monitor the activities of Stoughton Wellness Coalition staff.

F. Any Board Member elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board within any meeting of the coalition achieving quorum, whenever in its judgment, the best interest of the Coalition is served.

G. Board Members are expected to attend meetings and to be active on the coalition. In the event that a Member is unable to attend a meeting, they are to notify the Project Coordinator or the Board President for an excused absence. Any Member, who has two unexcused absences in a calendar year, can be asked to step down by the Executive Committee. Notice in writing that such action will be applied shall be served upon such Member either personally or by mail.

H. The Executive Committee may establish committees as necessary, including special committees addressing issues or executing projects:

- **i.** Ad-hoc committees report to the Executive Committee;
- **ii.** Committee chairs and scribes will be decided within the committee; they will conduct meetings, take notes, oversee committee responsibilities and report to the Executive Committee.
  Action taken by committee not requiring a majority vote will be reported at the following coalition meeting.

V. Meetings:

A. Stoughton Wellness Coalition meetings will be held monthly and will be attended by the Board of Directors and are open for all coalition members to attend.

B. Special Meetings of the Executive Committee can be called by any member of the Committee or the Project Coordinator, and will be held whenever a Member requests it in writing. Special Meetings should be held within 14 days of the request.

C. Meetings of the Committees shall be set as determined by the Committee Chairs, but shall take place no less frequently than quarterly.

D. Notice of meetings: Notice of the time, place of the coalition meetings or special meetings will be sent to all members no less than 5 days prior to the meeting date.

E. An annual meeting of the Stoughton Wellness Coalition shall be held in the first quarter of every new fiscal year.

F. The Executive Committee may designate any place as the place of meeting for an annual meeting or for any other meeting with proper notice to the board or members.

VI. Officers: The officers hold office for a one-year term.

A. The officers shall be President, Vice President, Secretary and Treasurer. Stoughton Wellness Coalition Board of Directors shall elect the officers for a one-year term.

B. Officers will be elected by the Board of Directors at the annual meeting. Vacancies of officers shall be filled by election of the Executive Committee for the remainder of the vacant term.

VII. Duties of Officers:

A. The President shall:

i. Preside at all meetings other than Committee Meetings.
ii. Give direction and leadership to the Project Coordinator.
iii. Serve as spokesperson for the Stoughton Wellness Coalition.

B. The Vice President shall:

i. In the absence of the President, preside at all meetings of the Board.
ii. Perform other duties of the President in his/her absence.
iii. Chair the Nominating Committee.

C. The Treasurer shall:

i. Oversee the recording of all contributions.
ii. Oversee the implementation and updating of the Fiscal Policy.
iii. Assure financial statements are provided to the Board of Directors.
iv. Serve on the Finance Committee.

D. The Project Coordinator shall:

ii. Shall oversee the general operations of the Stoughton Wellness Coalition and supervise its staff.
iii. Shall report directly to the Executive Committee.
iv. Shall be a non-voting member of the Board of Directors, the Executive Committee and the Finance Committee and may serve as a non-voting member on other committees.
v. Shall interview, hire, promote and reassign staff as appropriate, subject to review by the Executive Committee.

E. The Secretary shall:

i. Prepare minutes of all meetings of the Board of Directors.
ii. Maintain Board meeting minutes and records and ensure Board meeting notices are sent in advance.
iii. Have such other powers and perform such other duties as may be prescribed by the Board of Directors.

F. The **Executive Committee** is comprised of the Board President, Vice President, Secretary, and Treasurer. The Executive Committee meets monthly, prior to the regular Board meeting. Except for the power to amend the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between coalition meetings, the annual meeting or other special meetings. Actions of the Executive Committee will be reported to the full Board of Directors at the next regular meeting. The Executive Committee is responsible for daily operations of the organization when the Executive Director position is unfilled.

VIII. Committees:

A. Finance/Sustainability Committee:

- **i.** Will be composed of the Treasurer and two Stoughton Wellness Coalition members, one of which must be on the Board of Directors.
- **ii.** Serves as checks and balances for the Fiscal Agent.

B. Communications Committee:

- **i.** Composed of at least 3 Stoughton Wellness Coalition members.
- **ii.** The purpose of the Communications Committee is to ensure the implementation and currency of the Communication Plan.

C. Evaluation Committee:

- **i.** Will be composed of Stoughton Wellness Coalition members, 2 of which must be on the Board of Directors.
- **ii.** The Evaluation Committee shall meet monthly.
- **iii.** The purpose of the Evaluation Committee is to collect, record, analyze and share data that is relevant to Stoughton Wellness Coalition's stated purpose.

D. The Board of Directors may establish any committees as necessary. Including special committees addressing issues or executing projects:

- **i.** Ad-hoc committees report to the Board of Directors
- **ii.** Committee chairs and scribes will be decided within the committee; they will conduct meetings, take notes, oversee committee responsibilities and report to the Board of Directors.
- **iii.** Action taken by committee not requiring a majority vote of the Board of Directors will be reported at the following Board Meeting.

VIII. Fiscal Policy:

A. Stoughton Wellness Coalition Fiscal Policy shall follow the Policies and Procedures document.

B. The Fiscal Agent's representative cannot serve as President, or Treasurer of the Stoughton Wellness Coalition.

C. The Executive Committee may, but is not compelled, to accept on behalf of the coalition, any contribution, gift, bequest or device for the general purposes of the coalition.

IX. Amendments:

A. Proposed changes to the bylaws shall be introduced in writing to the Board at least 10 days in advance of a regular or special meeting of the Board of Directors.

B. A two-thirds vote of the Board of Directors shall be required to change the bylaws.

X: Dissolution: Upon the dissolution of this coalition for any cause, the properties then in the possession of the corporation shall be turned over to such successor organizations as the Board of Directors shall determine with a quorum vote. In the absence of any successor organization, the properties shall be distributed to local not-for-profit agencies as voted on by the Board of Directors. For those assets acquired with DFC fund, any dissolution must follow the Drug Free Communities (DFC) grant rules and requirements.