

# **One Voice for Volusia, Inc.**

## **By-laws**

### **Article I: Organization**

The name of the Corporation shall be: **One Voice for Volusia, Inc.**, hereinafter referred to as the “Corporation.”

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

### **Article II: Purpose**

Through collaboration the Corporation mobilizes all sectors of the community by strengthening our organized capacity to meet human needs.

As a neutral convener, we engage community leaders and individuals to develop and implement strategies to improve the community. Our work includes the coordination of a community coalition and spearheading community initiatives.

### **Article III: Board of Directors**

#### **Section 3.01 Qualifications**

The membership of the Corporation’s Board of Directors shall involve persons who demonstrate a commitment to the purposes of the Corporation and support its mission.

#### **Section 3.02 Composition and Terms**

The Board of Directors shall be composed of not less than thirteen (13) and no more than twenty-five (25) members. The members of the Board of Directors shall be:

- Composed of persons over 18 years of age and representative of the demographics of Volusia County.
- Elected at a Board of Directors meeting and serve a three (3) year term. The terms of the Board of Directors will be staggered so the terms of approximately one-third of the directors expire each year.

The members of the Board of Directors shall be reflective of the community and may represent the following:

- *Consumers*
- *Law Enforcement Agency*
- *Education Systems*
- *Not-for-Profit organizations*
- *Businesses*
- *Faith-based organizations*
- *Civic, Philanthropic and Volunteer organizations*
- *Community-based organizations*
- *Health and Wellness organizations*
- *Local government*

### **Section 3.03 Nominations and Elections**

The Nominating Committee shall screen candidates with regard to their qualifications and submit recommendations to the Board of Directors. The Board of Directors shall elect new members by majority vote.

### **Section 3.04 Vacancies**

Vacancies on the Board of Directors must be filled within sixty (60) days if the vacancy reduces Board of Directors membership to a number less than thirteen (13). Vacancies on the Board of Directors shall be filled as required in Section 3.03.

### **Section 3.05 Removal**

Directors may be removed for missing 3 consecutive meetings. Members may be removed for conduct contrary to the interests of the Corporation. Board members may be removed by a majority vote at any meeting.

### **Section 3.06 Compensation**

Directors shall not receive compensation for services rendered in their official capacity. Directors can be reimbursed for reasonable expenses. Such reimbursement must conform to the Corporation's established policies.

### **Section 3.07 Conflicts of Interest**

Directors shall disclose any relationship that could be considered a conflict of interest with the Corporation. Directors shall abstain from voting on matters where their objectivity could be compromised. Directors shall not use their affiliation with the Corporation for personal gain.

### **Section 3.08 Indemnification**

The Board of Directors shall purchase directors and officers liability insurance in an amount commensurate with other non-profit corporations with similar revenues. The Corporation shall indemnify its directors and officers from liability when performing their duties in good faith and in a manner reasonably believed to be in the best interest of the Corporation.

### **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 of Directors, its responsibilities shall include:

- Carrying out the purposes of the Corporation
- Establishing corporate policy
- Representing the Corporation in the community
- Securing adequate financial support for the Corporation and being responsible for the expenditure of corporate funds
- Considering all nominations to the Board of Directors
- Adopting and amending by-laws
- Hiring and/or terminating the Executive Director

## **Article IV: Organization**

### **Section 4.01 Composition**

The officers of the Board of Directors shall be the President; President-Elect; Immediate Past President; Secretary; Treasurer; and two (2) Officer At-Large positions.

### **Section 4.02 Elections**

Nominations for officers will be made at the annual Board of Directors meeting. A person nominated as an officer must be a member of the Board of Directors.

Officers shall be elected for a term of one (1) year and may serve up to two (2) consecutive terms, or until a successor is elected and qualified.

When an officer position is vacated before the end of the term, the Board of Directors shall elect a replacement within ninety (90) days.

### **Section 4.03 Duties**

**President:** The President shall preside at all meetings. The President shall have the authority to sign all contracts and obligations authorized by the Board of Directors or the Executive Committee. The President shall annually appoint all committees. The President shall perform such other duties as assigned by the Board of Directors or the Executive Committee.

**President-Elect:** The President-Elect acts in the absence of the President or when the President is unable to act. The President-Elect shall perform such other duties as assigned by the Board of Directors or the Executive Committee.

**Secretary:** The Secretary shall attend meetings of the Board of Directors and Executive Committee and maintain meeting minutes.

**Treasurer:** The Treasurer shall assure all financial operations are maintained in accordance with approved practices as set forth through general accounting practices, by a Certified Public Accountant and by the fiscal policies of the corporation. The Treasurer shall analyze and deliver to the Board of Directors and the Executive Committee periodic financial statements and shall assure an audit is completed by an external Certified Public Accountant as scheduled by the Board of Directors. The Treasurer shall have the authority to sign all expenditures authorized by the Board of Directors or Executive Committee.

**Officers At Large (2 positions):** The Officers At Large shall be a member of the Executive Committee and may serve on other committees as appointed by the President. In the event the President-Elect resigns, an Officer At Large shall succeed to that office. The Officers At Large shall perform such other duties as may be assigned by the Board of Directors or the Executive Committee.

### **Section 4.04 Executive Director**

The Executive Director is the chief administrative officer of the Corporation and is responsible to the Board of Directors for the overall management and operation of the Corporation.

The Executive Director shall be responsible for the hiring and termination of all employees of the Corporation pursuant to personnel policies. The Executive Director shall have the authority to sign all contracts, expenditures and obligations authorized by the Board of Directors or the Executive Committee.

## **Article V: Meetings**

### **Section 5.01 Regular Meetings**

Quarterly meetings shall be held by the Board of Directors on dates, times and locations approved by the Board of Directors.

### **Section 5.02 Special Meetings**

Special meetings of the Board of Directors or Executive Committee may be called by the President or by the written request of any three (3) members of the Board of Directors. Special meetings are conducted to address exceptional issues only.

### **Section 5.03 Notice of Meetings**

Notice of Board of Directors meetings shall be provided by email at least five (5) business days prior to the meeting. Emergency meetings may be scheduled at least one (1) day before the meeting.

### **Section 5.04 Quorum**

To transact official business, the attendance of the majority of Board of Directors in office at the time of the meeting will constitute a quorum. The will of the majority of Board 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, these By-laws, or the Articles of Incorporation.

### **Section 5.05 Proxies**

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

### **Section 5.07 Minutes**

Minutes are taken at all Board of Directors and Executive Committee meetings and approved at the next Board of Directors or Executive Committee meeting.

## **Article VI: Committee**

### **Section 6.01 Formation**

The President may create ad-hoc committees. The President shall also define duties, functions, and scope of said committee.

### **Section 6.02 Nomination**

The President shall appoint the Nomination Committee. The President shall also have the option of appointing the committee chair. If not appointed by the President, one member shall be elected committee chair by a majority vote of the committee members.

### **Section 6.03 Quorum**

Unless otherwise provided for by the Board of Directors or the President, a majority of the whole committee shall constitute a quorum, and the act of a simple majority of the members present at a meeting shall be the act of the committee.

### **Section 6.04 Rules**

All committees shall be considered ad hoc and rules governing these committees shall be consistent with By-laws and rules adopted by the Board of Directors.

### **Section 6.05 Protocol**

Committee findings, recommendations and reports shall be submitted to the Board of Directors for official action. No committee findings or recommendations shall be published without the approval of the Board of Directors and/or Executive Committee acting on behalf of the Board of Directors.

### **Section 606. Expenses**

No committee shall incur any debt payable by the Corporation without prior approval of the Board of Directors.

### **Section 6.07 Executive Committee**

The Executive Committee of the Board of Directors shall be composed of the President, President Elect, Immediate Past President, Secretary, Treasurer, and two (2) Officers At Large. The President will preside. The Executive Committee shall exercise, in the intervals between meetings of the Board of Directors, all of the powers that may be legally be delegated in the management of the affairs of the Corporation. The Executive Committee shall report any and all actions taken to the full Board of Directors at the next regularly scheduled meeting.

### **Section 6.08 Finance Committee**

The Finance Committee shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for all monies due and payable to the Corporation, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as selected by the Board of Directors. The Finance Committee shall perform other duties as may be assigned by the President or Board of Directors. The Treasurer of the Corporation shall serve as Chair of the Finance Committee.

## **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.

### **Section 7.02 Membership**

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

- Completing an official Subscription Form and submitting the annual subscription fee
- Attending at least 1 coalition meetings per fiscal year

### **Section 7.03 Co-Chairs**

The One Voice for Volusia Coalition shall elect two co-chairs to preside over Coalition meetings. Nominations for co-chairs shall be submitted by an ad-hoc Nominating Committee of the Coalition at the last regularly scheduled Coalition meeting prior to a Board of Directors meeting.

When a co-chair vacancy occurs before the end of a term, the Coalition shall elect a replacement within ninety (90) days.

### **Article IX: Fiscal Year**

The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year.

### **Article X: Rules of Order**

The Rules of Order for this Corporation shall be the most current version of Roberts' Rules of Order provided they are consistent with these By-laws.

### **Article XI: Amendments**

By-laws may be altered, amended, or repealed at any meeting of the Board of Directors by a two-thirds vote of members in attendance, provided that written notice of the proposed changes were provided to the Board of Directors fourteen (14) days prior to the meeting and proposed changes were clearly outlined 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 (2) years.

**Amended and Adopted by the Board of Directors, June 27, 2016**

**Amended and Adopted by the Board of Directors, April 28, 2014**

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

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