

By-Laws of 5C
(Approved Nov 2019)

Article I: Official Name

Section 1. This organization shall be known as Clayton County Community Collaboration Council (5C Coalition).

Article II: Objectives/Mission/Vision

Section 1. Mission

The mission of the Coalition is to make a difference in our community through initiatives and education.

Section 2. Vision

The Vision of the Coalition is a community where positive decisions lead to healthy lifestyles.

Article III: 5C Executive Board

Section 1. Composition and Authority

The 5C Executive Board will consist of at least 5 members, not to exceed 7. Concerted effort will be made to represent all school districts, or geographical areas of the county. 5C Executive Board meetings will be open to any community member interested in fulfilling the 5C Coalition (5C) mission.

Section 2. Voting and Quorum

A quorum of 5C Executive Board members shall be required to conduct official business. A quorum shall consist of one over half of all appointed 5C Executive Board members. Approval or disapproval of an action shall be made by consensus whenever possible, or barring consensus, a vote requiring simple majority. Hiring of 5C staff or financial expenses exceeding \$500 will require a simple majority vote. 5C Executive Board members having attended a minimum of three meetings, in person or electronically, in the past 12 months shall be eligible to cast a vote or participate in a consensus decision. Any action required by the Iowa Non-Profit Corporation Act may be taken without a meeting if consent in writing or electronic communication setting forth the action was taken. Request for action will be initiated by the President and will be communicated to all 5C Executive Board members prior to the action. This action must be included in the minutes sent to all 5C Executive Board members within 10 days of the action being approved.

Section 3. Term of Office, Selection Process, and Removal

5C Executive Board will serve their term (3 years per term, unlimited terms) at will and bring a recommendation to the 5C Executive Board for their own replacement. Any 5C Executive Board member may recommend a new member. Invitations to join the 5C Executive Board shall be offered following the 5C Executive Board approval. The 5C Executive Board will select a President, Vice President, Treasurer, and Secretary from the 5C Executive Board. The 5C Executive Board may remove a 5C Executive Board member by a simple majority whenever it is determined to be in the best interest of the coalition.

Section 4. Officers and Duties

The 5C Executive Board is comprised of: President, Vice President, Secretary, and Treasurer and At-Large members. Employees of organizations receiving Coalition grant funding for specific programs and/or events are eligible for 5C Executive Board positions but cannot vote on Coalition funding or budgetary matters regarding their employer organization. Each 5C Executive Board member shall: accept responsibility to communicate with the community regarding 5C Coalition needs; identify, recruit and energize 5C Coalition volunteers; volunteer, support, and engage in 5C Coalition activities; and attend a minimum of three coalition meetings in any 12 month period.

The President shall preside over all regular Coalition and 5C Executive Board meetings; assist in development of meeting agendas; maintain communication with each 5C Executive Board member regarding agenda and attendance; maintain frequent communication with the Treasurer regarding available funds and the general health and well-being of the coalition's finances; appoint special committees as necessary; oversee any grants applied for through 5C; perform those duties usually required of a presiding officer.

The Vice President shall perform the duties of the President whenever the President is absent or unable to perform the duties of President; assist with subcommittee projects as needed; responsible for ensuring thank yous are complete.

The Secretary shall keep minutes of all Coalition meetings; be custodian of Coalition records; develop meeting materials/reports for 5C Coalition meetings; send meeting notices, packet, and minutes to 5C community (by 5C email).

The Treasurer shall oversee the financial operations of the Coalition; provide timely reports on the financial status to the Executive Board and Coalition; manage financial information for grants/other projects as needed; maintain annual budget; payment of monthly bills for all 5C Coalition accounts as well as maintenance and oversight of all 5C Coalition accounts; make all local, state, and federal tax reports and other documentation necessary for maintaining non-profit status; answer financial questions at Executive and Coalition meetings; responsible for accepting/recording/thanking for donations or fundraising.

Article IV: Coalition Structure

Section 1. 5C Coalition

Comprised of community volunteers (Partners) who will direct the action items (goals) of the coalition and carryout the duties to meet those goals. Concerted effort will be made to have representatives from various sectors (education, business, civic, law enforcement, faith, parent, youth, substance abuse prevention/treatment, youth serving organization, healthcare, military, and media). Partners will decide the direction of coalition activities and use of 5C funds through consensus of those present at coalition meetings. The ongoing management of Coalition affairs, funding, and financial purchases will be conducted through the 5C Executive Board as suggestions on action items are made at coalition meetings by Coalition partners.

Section 2. Ad Hoc Committees: Task Oriented

Coalition will establish Ad Hoc committees to manage specific tasks as needed. Committee chairperson will be responsible for scheduling meetings and providing a written report to the 5C Executive Board after each meeting. Ad Hoc committees have the authority to complete non-financial actions without seeking full coalition approval.

Article V: Coalition Action

Section 1. Coalition Business

All official Coalition business will be approved by a majority of Coalition members present (physically or virtually) at meetings. Such business includes spending approval or coalition budget revisions exceeding \$500 and approval of activities to be conducted on behalf of the Coalition.

Section 2. Electronic Voting

There will be no electronic voting except if deemed appropriate by the 5C Executive Board.

Section 3. Action or Discussion Items

Any action or discussion item that a Coalition partner would like to bring to the Coalition for consideration must be identified to the Secretary no less than ten (10) days prior to the scheduled Coalition meeting.

Article VI: Meeting

Section 1. Meeting Schedule

Regular meetings of Coalition will occur on a monthly basis at a time, place, and date determined by the 5C Coalition. 5C Executive Board will meet quarterly, or as needed.

Information will be made public. A 7-day notice of scheduled meetings will be provided to all Coalition partners and public. Notice will be via email (or mail if requested by individuals) by the Coalition Secretary for all Coalition meetings. An exception may occur if meeting dates change due to holidays or unforeseen circumstances. The Coalition President or a minimum of five 5C Executive Board members can call a special meeting for either the Executive Board or 5C Coalition. Any call for a special meeting shall specify the purpose of the special meeting and the business to be conducted.

Section 2. Meeting Leadership

The Coalition President will facilitate the meeting. If the President is absent, he/she will appoint a facilitator ahead of the meeting time.

Article VII: Annual Audit and Fiscal Year

Section 1. Audit

An annual audit will be conducted at the end of the fiscal year (December 30th), by two 5C Executive Board members that are not involved in daily 5C Coalition business.

Section 2. Fiscal Year

The fiscal year of the 5C Coalition shall commence on January 1st of any year and conclude on December 30th of the same year.

Article VIII. Conflict of Interest

Section 1. Declaration of Conflict

Coalition partners who are employees of organizations that may do business with, or enter into financial arrangements with, the Coalition need to declare a conflict of interest in writing or verbally whenever issues that affect such financial relationships which may occur and abstain from voting on such matters. Disclosure of any conflicts of interest must occur at the point where the potential for agency/organization gain is recognized.

Section 2. Identification of Conflict

Prior to any Coalition expenditure of funds vote, partners are responsible for identifying any conflicts of interest.

Article IX: Communications and Use of Coalition Materials

Section 1: Logo Use

Any individual Coalition partner or group who wishes to use the Coalition logo and/or Coalition materials (brochures, ads, commercials, videos, survey results/reports, etc.) developed by Coalition staff and/or Coalition' committees must submit a written notice to the 5C Executive Board no less than ten (10) days prior to the next 5C Executive Board meeting. Permission to use logo must be secured prior to use, unless deemed appropriate by the 5C Board.

Section 2. Logo Use Decisions

The 5C Executive Board reserves the right to refuse the use of the Coalition logo and/or materials.

Section 3. Request Denial

Any individual or group denied the right to use the Coalition logo and/or materials may appeal to the Coalition general meeting by making a written request to the Coalition President no less than 15 days prior to the next regularly scheduled Coalition meeting.

Article X: Implied Powers

Section 1. It is understood that authority to act on any matter not expressly addressed in this document resides with the 5C Executive Board duly assembled to conduct business of the Coalition.

Article XI: Amendments

Section 1. Any Amendment to these by-laws may be made at any regular scheduled Coalition meeting by a majority of partners present. Before the Coalition may vote on an amendment to the by-laws, verbal notice must be given to the Coalition at a prior meeting and no less than 15 days before the amendment is to be considered. The by-laws shall become effective upon approval by the Coalition.

Article XII: Dissolution

Section 1. Upon dissolution of the Coalition all net assets of the Coalition will be distributed based on a general vote of Coalition partners present at a publicly announced meeting.