

By-laws of Greater Falls Connections

Revisions Approved by Coalition member vote on 7/11/2023

Article I: Name and Purpose

Section 1. The name of the organization shall be Greater Falls Connections.

Section 2. Greater Falls Connections is a public health organization for the purpose of promoting and coordinating substance misuse prevention and other wellness efforts in the Windham Northeast area including Athens, Grafton, Rockingham (with the Villages of Bellows Falls and Saxtons River), and Westminster, Vermont.

Section 3. Mission Statement

It is the mission of Greater Falls Connections to connect to the community of Windham Northeast by inspiring and empowering people through education and collaboration to promote equity, wellness and prevent the misuse of alcohol, tobacco and other drugs, with an emphasis on youth substance use prevention.

Section 4: Vision Statement

The vision of Greater Falls Connections is to build a healthy, nurturing, equitable, and supportive community in and around Bellows Falls.

Article II. Membership

Membership in the coalition is broad and inclusive, allowing all members of the community who endorse its mission to join its efforts. Membership shall be defined as anyone in the last six (6) months who has:

- Attended a Coalition meeting
- Attended a Coalition sub-committee meeting, and/or
- Made a significant contribution to the work of the Coalition

There will be no membership dues. Members are valued resources adding strength to advocacy, diversity, and equity while broadening skill and expertise within the coalition.

Involvement in the Coalition may include, but is not be limited to performance of the following:

- Attend and participate in Coalition meetings or other initiatives
- Become familiar with the mission, goals and objectives of the Coalition
- Seek to be well informed on the issues of drug use and abuse
- Advocate for the reduction of drug use and abuse throughout the Greater Falls region
- Inform colleagues and associates about the work of the Coalition
- Listen to others, appreciate diverse opinions and vantage points, and share personal thinking as objectively as possible

Article III: Organizational Structure

Section 1: Staff

It is the responsibility of Greater Falls Connections paid staff to perform the duties necessary for the day-to-day operations of the coalition's activities as delineated in grants and other funding sources. The Director reports directly to the Advisory Board. All other staff report directly to the

Director. All staff will abide by personnel policies as established by the fiscal agent.

Contracted workers: All non-GFC employees hired to perform duties for the coalition should have a signed contract/MOU approved by the Advisory Board. Contracted workers will be supervised by the Director unless otherwise assigned by the Advisory Board.

Section 2: Advisory Board

The Advisory Board will be made up of a minimum of three (3) and no more than thirteen (13) coalition members. Officers of the Advisory Board include chair, vice-chair and secretary.

Chair - Manages the board and serves as primary liaison between the board and the Director and serves on Supervisory Committee

Vice-Chair - Provides additional leadership for the board, is substitute for the chair when not available, and may serve on the Finance Committee

Treasurer - Provides support to the fiscal agent and director on all things related to the budget

Secretary - Ensures that Board meeting minutes are accurate and prepared in a timely manner and disseminated to the Board through the Chair

Youth and Young Adult Members: The advisory board should have at least two members who are youth and young adult members with a focus on those who are most impacted. These members will have full voting rights and input on board discussions and decisions. Special attention should be made to meet the needs they may have to fully participate in the activities of the board.

Term: Term is one-year in length beginning July 1st and ending the following June 30th. Advisory Board members may be re-confirmed to serve up to four additional terms, for a total of five terms. No advisory board member will be eligible for re-election until 1-year after the expiration of the additional fourth term unless the Board decides to keep members on in the case of vacancies.

Election Process: Board members must be elected by the voting membership of GFC at the annual meeting in June. A nominating committee will be formed with representation from the advisory board and GFC membership to decide upon board candidates. There should be a focus on inviting community members who are able to bring skills to support the mission and vision of GFC, can assist with community building, and are most impacted.

Decision Making: Within all of the committees of the Advisory Board, members will strive towards consensus. If not possible, a simple vote can take place. This can happen at the meeting or by email.

The role of the Advisory Board is to monitor, oversee and provide direction toward Greater Falls Connections mission.

Additional Tasks:

- Provide support and accountability for the Director
- Assist with sustainability and long term planning for GFC
- Develops short and long term policy
- Maintain bylaws and organization structure
- Responsible for local and statewide networking
- Review work plans to be aware of the work the staff will be doing as needed
- Reviews and approves proposed budgets, adjustments and the recommendations by Supervisory and Finance Committees
- Provide input on hiring and/or firing of staff and consultants
- Reports to Coalition in an ongoing basis at Coalition meetings

A. Supervisory Committee

The supervisory committee will be made up of the board chair and one additional member from the advisory board. The committee will meet bi-monthly or as needed. The role of the supervisory committee is to provide guidance to the director as well as a resource to staff if they have concerns about the director or direction of the organization.

Additional Tasks:

- Report to the advisory board as needed about issues
- Conducts Director performance evaluation and 90 day review
- Holds regular supervisory meetings – monthly or quarterly as needed
- Ensures adherence to fiscal agent employment policies
- Maintains communication with fiscal agent around personnel issues
- Recommends pay changes to the finance committee
- Recommends hiring and firing decisions to the advisory board

B. Finance Committee

The Finance Committee will be made up of the board vice-chair and one additional member from the Advisory Board. The committee reviews budgets prepared by the staff, ensures that financial reports prepared by the staff are accurate and timely, makes policy recommendations to the board, and provides other board members with explanations and insights into the organization's financial situation.

Additional tasks:

- Make budget recommendations to the Board on any spending not included in the budget.
- Prepares the annual budget with fiscal agent and Director for recommendation to the Advisory Board
- Meets bi monthly or as needed with the fiscal agent and Director
- Communicate with the fiscal agent about financial issues and decisions
- Review impact of pay increases and makes recommendation to advisory board

C. Hiring Committee

The hiring committee will have two board members who shall work with the director to determine the staffing needs for the organization, develop job descriptions, and participate in the

first interview. The second interview can include hiring committee members and other staff members.

If a new director is needed for the organization, the hiring committee should also include staff and community members with up to five members. The committee should follow the procedure as described in the Policy and Procedure Handbook.

Section 3: Ad Hoc Committees

Ad hoc Coalition Committees may be established as needed to carry out specific tasks. All Coalition Committees report to the Director. Committees will operate in a manner consistent with Coalition bylaws.

Participation on a committee is voluntary. Membership is open to all coalition members. The commitment to serve on a committee is for 1 year, renewable annually. Committees shall meet on an as needed basis.

Section 4: Vacancies

Board vacancies occurring between annual meetings may be filled on an interim basis by a majority vote of the board at a regularly scheduled Advisory Board meeting.

Section 5: Resignations and Removal

All resignations from the Advisory Board or committees shall be in writing and addressed to the coalition via the Director.

Three or more absences annually by a board member (from Board meetings or sub-committee) will be reviewed by the Board who may vote to remove the implicated member from the Board or sub-committee.

If the conduct of an Advisory Board member is called into question, after due discussion including an opportunity for the member to provide a defense, said member may be removed by a two-thirds vote of the entire Advisory Board.

Article IV. Coalition Decision-Making

As the Coalition's primary goal is community building, it shall strive towards consensus decisions whenever possible. When a consensus cannot be reached, a simple majority vote may be called by any member of the coalition. Any item that shall be voted upon will be a warned agenda item and will require a majority vote of those present at the meeting for passage. For general membership meetings, a quorum is a simple majority of those members present. Members who are unable to attend the meeting may register their opinions in writing with the Chair or the Director so that their opinion may be expressed at the meeting.

Article V: Conflict of Interest

A conflict of interest is defined as a situation in which a person or organization is involved in multiple interests, financial or otherwise, of which could possibly corrupt the motivation or decision-making of an individual or organization.

Annually, board and staff members in decision-making roles shall make known their connections with groups doing business with the organization. Advisory board members who have an actual or potential conflict of interest shall recuse themselves by not participating in discussion or voting on matters affecting interests between the organization and groups they are connected to. Board agenda items with expected conflict will be scheduled for the latter portion of the meeting allowing members in conflict to leave.

Article VI. Communication

The Coalition staff will keep a current membership list. Coalition information will be distributed to members via email whenever possible and regular mail when appropriate. Minutes and meeting notices will be distributed in a timely manner.

Article VII: Amendments to the By-laws

Amendments to the By-laws may be made at a general membership meeting after first being presented at a previous meeting in writing and after distribution to all members by email. Passage of amendments is by a simple majority of members present.