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**By-laws of Greater Falls Connections**

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Revisions Approved by Coalition member vote on 6/22/2018

**Article I: Name and Purpose**

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

**Section 2.** Greater Falls Connections is organized for the purpose of promoting and coordinating substance abuse 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 the Greater Falls Connections to connect the community of Windham Northeast by inspiring and empowering people through education and collaboration to promote wellness and prevent the abuse of alcohol, tobacco and other drugs, with an emphasis on youth substance abuse prevention.

**Section 4: Vision Statement**

It is the vision of Greater Falls Connections to build a healthy, nurturing and supportive community.

**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 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 and diversity 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 3 and no more than 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 serves on the Finance Committee

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

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 early in the year with representation from the advisory board and GFC membership to decide upon board candidates. The committee will work with the board and membership to assess needs, recruit, and propose candidates. The GFC membership will be notified of the vote for board members one month prior to the Annual Meeting in June.

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 e-mail.

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
- Responsible for sustainability and long term planning
- Develops short and long term policy
- Maintain bylaws and organization structure
- Responsible for local and statewide networking
- Defines work plan as needed
- Reviews and approves proposed budgets, adjustments and the recommendations by Supervisory and Finance Committees
- Provides final approval for hiring and/or firing of staff and consultants
- Reports to Coalition in an ongoing basis at Coalition meetings

#### B. 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 bimonthly or as needed. The role of the Supervisory Committee is to provide guidance to the Director.

#### Additional Tasks:

- Chair the Advisory Board
- Reports to the Advisory Board
- Conducts Director performance evaluation and 90 day review
- Holds regular supervisory meetings – monthly or quarterly as needed
- Insures adherence to fiscal agent employment policies
- Maintains communication with fiscal agent around personnel issues
- Approves Director leave requests, including sick-time, vacation and unpaid leaves
- Recommends pay changes to the finance committee
- Recommends hiring and firing decisions to the advisory board
- Develops orientation materials for newly hired director

#### C. 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
- Is in communication with fiscal agent about financial issues and decisions
- Review impact of pay increases and makes recommendation to advisory board

**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. 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 e-mail. Passage of amendments is by a simple majority of members present.