

# Bylaws of Broome County Community Organizations Active in Disaster, Inc.

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## ARTICLE I – NAME AND TERRITORY

### Section 1. Name

The name of the organization shall be Broome County Community Organizations Active in Disaster, Inc. (BCCOAD).

### Section 2. Territory

Broome County Community Organizations Active in Disaster shall conduct activities in Broome County, NY.

## ARTICLE II - PURPOSE

The purpose of BCCOAD is to promote a collaborative structure to coordinate the work of community agencies and associated organizations in an ongoing effort to prepare for, and respond to, disaster related needs in Broome County. This includes fostering an efficient streamlined service delivery to those effected by disaster, while eliminating unnecessary duplication of effort, through cooperation in the four phases of disaster: mitigation, preparation, response, and recovery.

## ARTICLE III – MEMBERSHIP

### Section 1. Types of membership

BCCOAD is a membership organization. There are two types of membership:

1. Full Membership (voting – dues required)
  - a. Full members have the power to elect the Board of Directors, and to amend the organization’s bylaws.
2. Affiliate Membership (non-voting – dues not required)
  - a. Affiliate members may attend regular business meetings, provide input, and share resources following a disaster, but may not vote.

### Section 2. Eligibility for membership

Full membership: Application for full membership shall be open to **any organization located in or serving Broome County, with either a stated or implied policy of committing resources, without discrimination, to meet the needs of people affected by disaster.** Resources may be people, money, equipment, goods and services, facilities or any other commodity which may be needed during the often challenging conditions associated with disaster. Full membership is granted after (1) receipt of a membership application, (2) a majority vote of the Board of Directors, and (3) payment of annual dues. Candidate organizations are encouraged to attend BCCOAD meetings during the pendency of their application.

Affiliate membership: Application for non-voting membership is open to any organization or individual in Broome County. Non-voting membership is granted after completion of a membership application and a majority vote of the Board of Directors.

### Section 3. Annual dues

To help cover operating costs, annual non-refundable dues will be required from all full member organizations. The amount required for annual dues shall be \$50 each year, unless changed by a majority vote of the members at an annual meeting of the membership. Continued full membership is contingent upon being up-to-date on dues. Non-voting members are not required to pay dues.

#### Section 4. Rights of voting members

Full members must appoint a representative to cast votes at meetings and elections. No member organization or individual shall, in any manner, represent or speak for BCCOAD without written authorization from the Board of Directors.

#### Section 5. Resignation and termination

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership for reasonable cause.

### ARTICLE IV – MEETINGS OF MEMBERS

#### Section 1. Regular meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the Board of Directors.

#### Section 2. Annual meetings

An annual meeting of the members shall take place in the month of December, or another time as designated by the Board of Directors, the specific date, time, and location of which will be designated by the Board President. At the annual meeting the members shall receive reports on the activities of the organization, and determine the direction of the organization for the coming year.

#### Section 3. Special meetings

Special meetings may be called by the Board President or a simple majority of the Board of Directors.

#### Section 4. Emergency meetings

Emergency Meetings to meet the needs of disaster events can be called at any time by the Board President with minimum notice. These meetings are open to members, and those agencies, with specific response and recovery responsibilities that concern BCCOAD members. Teleconferencing is an option for emergency meetings to expedite and facilitate the work of the organization.

#### Section 5. Notice of meetings

All members shall be given a published or written notice at least ten (10) days and not more than fifty (50) days in advance of regular, annual, and special meetings. Notice of emergency meetings will be given as soon as possible in the event of a disaster.

### Section 6. Quorum for membership meetings

For regular, special, and annual meetings, a quorum shall be a minimum of one third plus 1 of voting members. If a quorum is reached, decisions put to a vote will be determined by simple majority (fifty percent of eligible votes cast, plus one).

### Section 7. Voting at membership meetings

Issues shall be voted upon by full members with a single vote per organization. Each full member organizational entity shall identify a single representative to cast its votes.

## ARTICLE V – BOARD OF DIRECTORS

### Section 1. Eligibility

Directors of the Board must first be elected either full or affiliate members of BCCOAD, and be in good standing to be nominated to the Board. To be in good standing, full members should have paid their annual dues, and all members should have attended a majority of meetings during the past 12 months of their membership. See Article V section 8 for eligibility and role of Officers.

### Section 2. Board role, size, and compensation

The Board of Directors is responsible for overall policy and direction of BCCOAD, and delegates responsibility of day-to-day operations to staff and committees. The Board shall have a minimum of 7 and maximum of 13 members. The Board receives no compensation.

### Section 3. Terms

All Board members, including Officers, shall serve two-year terms, and are eligible for re-election for up to three consecutive terms (6 years total).

### Section 4. Meetings and notice

The Board of Directors shall meet at minimum 4 times per year, held quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance. Special meetings of the Board shall be called upon the request of the president, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary or the Executive Director to each Board member at least two weeks in advance.

### Section 5. Electing Board members

New and current Board members shall be elected or re-elected by the voting membership at any regularly scheduled business meeting. Board members will be elected by a simple majority of members present at the meeting. Each Board member should be given a copy of the articles of incorporation, IRS and state determination letters, and the bylaws.

### Section 6. Election procedures

The Nominating Committee shall be responsible for nominating and presenting prospective Board members to the general membership. In the absence of a Nominating Committee, the Board of Directors will serve this role. In addition, any full or affiliate member can nominate a candidate to the slate of Board member nominees. All full members will be eligible to send a representative to vote.

### Section 7. Quorum

A quorum of Board of Directors shall consist of a majority of Directors. In the absence of a quorum, a majority of Directors present at any meeting may adjourn the meeting to another place, date or time without further notice. A Board of Directors quorum is required for business transactions to take place and motions to pass.

### Section 8. Officers and Officer duties

There shall be four Officers of the Board, consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

**President:** Shall preside at meetings of the Board of Directors, general business meetings, Executive Committee meetings, and special meetings; shall appoint adhoc committees as necessary to conduct the organization's business; and shall assume overall responsibility for the functioning of the organization.

**Vice-President:** Shall aid and assist the President in the overall operation of the organization, shall, in the absence of the President, assume the responsibilities of the President, including the full power of the President.

**Secretary:** Shall keep an accurate record of proceedings at Board of Directors meetings, General Business meetings, Executive Committee meetings, and special meetings, be responsible for meeting notifications, correspondence and maintaining an up-to-date membership list. Upon expiration of term of office, all records and documents belonging to the organization shall be delivered promptly to the successor.

**Treasurer:** Shall receive, deposit, and disburse all BCCOAD monies, maintain accurate financial records, be responsible for billing and receipt of dues, provide a financial summary at general membership meetings, and provide detailed financial reports to the Board of Directors and Executive Committee as requested. Upon expiration of term of office, all checks, records and documents belonging to the organization shall be delivered promptly to the successor.

### Section 9. Vacancies

When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members in advance of the next Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term and are not subject to voting by the general membership.

### Section 10. Resignation, termination, and absences

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excess absences (more than two unexcused absences from Board meetings in a year). A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

### Section 11. Indemnification

The organization shall indemnify any officer or former officer or any representative of their estate to the fullest extent permitted by law, each such person involved in, or threatened to be made a party to, any action, suit, claim or proceeding, whether civil or criminal, and including any action by or in the right of the organization, by reason of the fact that each person is or was a Director or officer of the organization or their representative against any and all judgments, fines, penalties, or amounts paid in settlement, including attorneys' fees, as a result of or in connection with any proceeding, or any appeal therein, unless there has been a judgment or other final adjudication adverse to such person establishing that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty.

## ARTICLE VI – COMMITTEES

### Section 1. Committee formation

The Board may create and dissolve committees as needed, such as membership, bylaws, etc. The Board President appoints all committee chairs.

### Section 2. Executive Committee

The four Officers of the Board of Directors serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, EXCEPT the power to amend the Articles of Incorporation and Bylaws. Meetings of the Executive Committee shall be held whenever called by the President or a majority of Executive Committee members. At least 3 Executive Committee members must be present to convene.

### Section 3. Nominating Committee

The Nominating Committee exists to nominate a slate of Board members and Officers. The Nominating Committee shall consist of at least one Board Officer and one Board member, and may include additional individuals from inside or outside the organization if deemed appropriate by the Board.

## ARTICLE VII – DIRECTOR

### Section 1. Executive Director

The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Executive Director shall have charge of the fiscal and administrative affairs of the organization and shall not engage in any activities that are in conflict with the purposes and objectives of the organization. The Executive Director shall be empowered to sign contracts, agreements, and documents as authorized by the Board of Directors.

## **ARTICLE VIII – FINANCIAL GUIDELINES**

### **Section 1. Ownership**

The funds and property of this organization will remain the funds and property of this organization as long as five (5) members, in good standing, so decide.

### **Section 2. Fiscal Year**

The fiscal year of this organization shall begin on January 1 and proceed through December 31.

### **Section 3. Checks and Balances**

The Treasurer must be included on all committees where money is received or paid out.

### **Section 4. Spending Guidelines/Limits**

The Treasurer shall pay no money, nor will any order for payment of money be drawn upon BCCOAD funds without authorization from the President or Vice President in the President's absence.

The President is specifically authorized to make expenditures of not more than one hundred (\$100.00) dollars. All expenditures exceeding one hundred (\$100.00) dollars must be presented to the membership for approval by a majority vote of the membership present at a general business meeting.

In the event of a disaster, funds dispersed to clients will be determined by a roundtable committee comprised of no less than five (3) voting members.

### **Section 5. Financial Institution Guidelines**

The Treasurer will deposit all monies received by BCCOAD in a reliable financial institution, which is a member of the Federal Reserve System. In the event any of the elected Officers change due to election, resignation or removal from office the financial institution signature authorization shall be updated immediately.

### **Section 6. Check Signature Guidelines**

The President, Vice President, or Treasurer shall sign all checks of BCCOAD. All BCCOAD checks exceeding \$500 must be signed by any two of the aforementioned Officers.

## **ARTICLE IX– VOLUNTEER RESOURCES**

Where and when appropriate, as determined by the Board of Directors, volunteer resources may be solicited and deployed to support the organization; for example, a required skill set which does not reside within the organization membership, such as a Web Master. Volunteer resources will not hold membership status; therefore will be exempt from any membership privileges such as voting, holding office, etc.

## **ARTICLE X – MEMORANDUMS OF UNDERSTANDING**

Memorandums of Understanding (MOUs), where appropriate, describing bilateral/multilateral agreements between member organizations will be negotiated, documented, and maintained. It is the responsibility of full members to insure that an MOU is documented within six (6)

months of becoming a BCCOAD member. All MOUs must be reviewed and updated (as necessary) every odd numbered year.

## ARTICLE XI – POLICIES

### Section 1. Policy and Protocol Manual

BCCOAD will maintain an updated Policy and Protocol Manual containing the following policies:

1. Conflict of Interest Policy
2. Whistleblower Policy
3. CEO Compensation Policy
4. Anti-nepotism Policy
5. Continuity of Operations Plan
6. Diversity Policy
7. Emergency Preparedness Policy
8. Security Policy
9. Succession/Transition Plan
10. Fiscal/Internal Controls Policy
11. Personnel Recruitment/Screening/Hiring Policy
12. Personnel Retention and Retention Plan
13. Minority/Women Business Enterprise policy

## ARTICLE XII – DISSOLUTION

Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of this organization, the Board of Directors shall distribute the remaining assets to an organization in the State of New York, chosen by and voted on by a majority of the membership before dissolution, that is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XIII – AMENDMENTS & REVISIONS TO BYLAWS

### Section 1. Procedure

The procedure for amendments and revisions to the Bylaws are as follows. Proposed amendments and/or revisions must first be submitted to the Secretary in writing. The Secretary will forward to the Board of Directors for initial review. Amendments and/or revisions of these bylaws may be made by a two-thirds vote of the membership present at any quarterly meeting or special meeting called for that purpose. Membership must be notified in advance in keeping with the requirements as specified in Article IV, Sections 5 of these Bylaws. The Bylaws, as amended or revised and adopted, shall serve as a set of rules that govern the internal administration and regulation of the affairs of BCCOAD.

## Section 2. History of Amendments/Revisions

September 24, 2014

Amendments were made to Article IV, section 6 and Article V, section 2 via a unanimous email vote.

May 14, 2014

This document is a comprehensive revision of the Broome County Community Organizations Active in Disaster (BCCOAD) Bylaws. A committee was formed at the direction of the BCCOAD Director to accomplish these revisions. Upon completion, this document was disseminated to the membership on April 30, 2014 for review. A discussion and vote took place at the May 14, 2014 general business meeting; the revised Bylaws were accepted and implemented. This revision replaces/supersedes all previous versions.