

By-laws of Prevention Works! *A Community Coalition of Clallam County*

A. MEMBERSHIP

1. Any person who signs on to the general distribution list is considered a member of Prevention Works! *A Community Coalition of Clallam County*.
2. All members shall be entitled to vote in general elections.

B. MEMBERSHIP MEETING RULES

1. Robert's Rules of Order shall be used.
2. The Chairperson, or the appointed designee, will facilitate the meeting.
3. Quorum will be the members present, provided there are a minimum of eight (8) members.
4. Meeting notices will be sent a minimum of ten (10) days prior to meetings.

C. BOARD OF DIRECTORS

1. DUTIES OF THE BOARD:
 - a. The duties of the Board of Directors shall be to establish the general policies of the Coalition and to manage its business and affairs. Directors are volunteers and will not be compensated for their services as members of the Board.
 - b. Promote the goals, Prevention Plan and mission of Prevention Works!
 - c. Plan the general meetings and annual meeting.
 - d. Develop and/or review the strategic plan and long-term goals.
 - e. Establish ad-hoc committees as necessary.
 - f. Provide oversight of all Prevention Works! financial matters, funds and accounts.
 - g. Attend and participate in board meetings. If in attendance by telephonic or electronic access, Board members shall be considered present and participating.
 - h. Prevention Works! Board shall consist of ten (10) to twenty (20) members.
 - i. Board members' terms are two (2) years and may be renewed.
 - j. Elect the Governance Committee Chairperson.
 - h. Participate, in some way, in PW! fundraising efforts.
2. EXECUTIVE COMMITTEE
 - a. Executive Committee shall operate as the leadership team serving the Board of Directors and the membership.
 - b. The Executive Committee shall consist of Prevention Works! Chairperson, Chairperson Elect, Secretary, Treasurer, Governance Committee Chairperson, an At-Large Member with a particular focus (Marketing/Communications focus, Membership, etc.), and the Immediate Past Chair (for one year after being the Chairperson).
 - c. Elections of officers to two (2) year staggered terms shall be by written ballot at the annual meeting and shall include Chairperson, Chairperson Elect, Secretary, Treasurer and the At-Large Member.
 - d. The Governance Committee shall submit a slate of officers to the membership for consideration at the annual meeting when Executive Committee terms expire.
 - e. If a member of the executive committee resigns prior to the end of their term in office, the Governance committee will seek a replacement from the board members and offer one or more names to be voted on by board members.

3. DUTIES RESERVED FOR THE EXECUTIVE COMMITTEE
 - a. Executive Committee is entrusted with the planning of Board Meetings, design of the organization's infrastructure and oversight of contracted services personnel.
 - b. When appropriate and necessary, Executive Committee may expedite review and consideration of an endorsement request.
 - c. When appropriate and necessary, Executive Committee may expedite designation of representative(s) at specific meetings, events or speaking engagements.
 - d. Executive Committee makes recommendations to the Board of Directors for deliberation and decision.
4. TASK FORCE CHAIRPERSONS ON BOARD OF DIRECTORS
 - a. Task Force Chairpersons, duly elected by the respective Task Force, shall be appointed to the Board of Directors.
 - b. Task Force Chairpersons may serve more than one term.
5. STANDING COMMITTEES
 - a. Prevention Works! has two Standing Committees, Finance and Governance.
 - b. Chairperson of Governance Committee shall be elected by the Board of Directors.
 - c. The Finance Committee shall be chaired by the Treasurer.
6. RECRUITMENT AND SELECTION OF OTHER APPOINTED MEMBERS TO THE BOARD OF DIRECTORS
 - a. The Governance Committee shall, with input from the Board, identify the needs of the Board.
 - b. The Governance Committee will bring suggested names to the Board for review before inviting potential board applications.
 - c. Any member of the Board may suggest new Board members to the Governance Committee.
7. TERMINATION OF BOARD MEMBERSHIP
 - a. Any board member may resign by giving written notice to the Board.
 - b. Any Board Member who has six unexcused absences from Board meetings within a year may be removed from the Board.
 - c. Any Board member may be removed for a just reason by vote of a majority of the Board members at any regular or special meeting during the Board Member's term.
8. BOARD MEETING RULES
 - a. Robert's Rules of Order will be used.
 - b. The Chairperson, or appointed designee, will facilitate the meeting.
 - c. Quorum will be the Board members present, provided there are a minimum of six (6).
 - d. Minutes shall be kept of all meetings.
9. FINANCIAL RECORDS
 - a. Shall be maintained by the Treasurer.
 - b. A financial report shall be presented at all regular Board of Directors and Membership meetings.
 - c. An external review of the financial records will be done annually.

D. AMENDING THE BY-LAWS

1. Proposed amendments to the by-laws are prepared by the Governance Committee.

2. The Board must be notified of the proposed change at least two weeks before voting on the amendment.
3. Approval will be a two thirds affirmative vote of the members present at the meeting in which there is a quorum.

Adopted by PW! Board of Directors: March 24, 2015

Presented to General Membership for approval May 11, 2015

Updated March 28, 2017