

# United Way of Broward County Commission on Substance Abuse



## By-Laws

2010-2011

## **Article I: Name**

This Organization shall be known as the United Way of Broward County Commission on Substance Abuse.

## **Article II: Structure and Purpose**

The United Way of Broward County Commission on Substance Abuse (hereinafter referred to as "Commission") was created by, and derives its authority from, United Way of Broward County, Inc. Its specific purposes are:

- Identifying, collecting, analyzing, documenting and publishing information related to substance abuse in our community;
- Raising public and political awareness of the seriousness and dangers of substance abuse;
- Designing, initiating, encouraging, coordinating and evaluating efforts and campaigns that address both the use of illicit drugs, and the abuse of alcohol and other legal substances;
- Enhancing prevention, intervention, and treatment services through available funding resources;
- Exercising a leadership role in advocating federal, state, county and local community efforts to decrease, and where possible eliminate, substance abuse in our society.
- The Board of Governors shall act in an advisory capacity to the Commission.

## **Article III: Membership and Management.**

### **Section 1. Membership.**

The Commission shall be composed of not less than 25 members from the community at large, as defined by the Board of Governors, from time to time. Initial members of the Commission shall be appointed by the Board of Directors of the United Way of Broward County, Inc. Thereafter, they shall be elected as provided herein.

### **Section 2. Nomination, Election, and Term.**

Members shall be elected to the Commission by its Board of Governors at its Annual Meeting. Prospective members will be recommended to the Board of Governors by a Nominating Committee, hereinafter defined. Membership on the Commission shall be for a period of three years and members may be elected to successive terms.

### **Section 3. Annual Meeting.**

The date, time and place of the annual meeting of the Commission shall be as determined by the Board of Governors, from time to time.

**Section 4. Quorum.** One third (1/3) of the membership of the Commission shall constitute a quorum.

**Section 5. Management.** The general policies, management and administration of the affairs of the Broward County Commission on Substance Abuse shall be vested in a Board of Governors, hereinafter referred to as the "Board".

#### **Article IV: Board of Governors**

**Section 1. Membership.** The membership of the Board of Governors of the Broward County Commission on Substance Abuse shall be comprised of all the members of the Commission.

**Section 2. Duties.** As the **advisory** Board for the Commission, the Board shall be responsible for advising on the general policies, management and administration of the affairs of the Commission, nominating and electing officers, and helping to plan, initiate, and coordinate a comprehensive strategy for addressing substance abuse and its related consequences within the community.

#### **Section 3. Meetings.**

- a. The Board shall meet at least eight (8) times each year. Special meetings may be called by the Chairman or by a majority vote of the Board. At any special meeting, only that business for which the meeting was called, may be acted upon.
- b. The date, time and place of the annual meeting of the Board shall be as determined by the Board.

#### **Section 4. Voting.**

Every member of the Board shall have the right and be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the Board.

#### **Section 5. Attendance.**

The Board of Governors are permitted 3 excused absences from monthly meetings. The Board Chairperson shall contact any member who has been absent for 3 or more consecutive meetings to determine if extenuating circumstances exist. The Chairperson shall then report the findings of that contact to the Executive Committee, hereinafter defined. The Executive Committee shall make a determination to: continue the individual's membership on the Board; to continue membership until the close of the member's term, or; to remove the member before the close of the term.

#### **Section 6. Removal.**

Any member of the Board may be removed by a two-thirds (2/3) vote of the Board at a special meeting called for that purpose. The Board members must be given at least fifteen (15) calendar days written notice, including the Board member whose removal is the subject of the meeting. *Due process standards require that the Board member who is being considered for removal from the Board be provided the opportunity to present their position and preference to the Board in person or in written form.*

#### **Section 7. Vacancies.**

If a Board position shall become vacant for any reason, the Board may elect a successor who shall hold office for the remainder of that term.

## **Section 8. Indemnification.**

The Commission shall indemnify each of its Board members against any and all costs and expenses which may arise out of any actual or threatened action, claim, suit or proceeding, civil or criminal, in which he or she may be made a party or may become involved by reason of his or her being or having acted as a Board member of the Commission. Such indemnification shall be the full extent permitted by applicable Florida law.

## **Article V: Officers**

### **Section 1. Composition.**

The officers of the Board shall consist of a Chair, First Chair, Second Chair, Immediate Past Chair and such other officers as the board may from time to time deem necessary.

### **Section 2. Eligibility, Election and Term.**

- a. Only members of the Board of Governors of the Commission are eligible to hold office.
- b. The officers of the Board shall be elected by ballot, at the annual meeting of the Commission. However, if there is but one nominee for any office, action for that office may be by voice vote.
- c. Officers shall hold office for two (2) years or until their successors are elected and installed.
- d. Only those persons who have consented to serve if elected shall be nominated for or elected to such office

### **Section 3. Nominating Committee.**

- a. There shall be a nominating committee composed of at least three (3) members and always an uneven number, who shall be appointed by the Chair of the Board, at least one month prior to the election of officers. The Chair shall appoint a chair pro term who shall call the first meeting. The committee shall elect its own chair.
- b. The nominating committee shall nominate one person for each office to be filled and report its nominees at the election meeting at which time additional nominations may be made from the floor.
- c. The nominating committee shall recommend to the Board, those individuals who are qualified candidates for membership on the Broward County Commission on Substance Abuse.

### **Section 4. Duties.**

- a. Chair: The Chair shall preside at all meetings of the Board of Governors and the Executive Committee. The Chair shall have all the general powers and duties generally vested in the office of Chair.
- b. Vice Chair: The First Vice Chair shall accept the duties and exercise the power of the Chair in his/her absence.
- c. Second Vice Chair: The Second Vice Chair shall assume the duties and exercise the power of the Chair in the absence of the Chair and the First Vice Chair.

d. Immediate Past Chair shall be a member of the Executive Committee.

#### **Section 5. Resignation.**

Any officer may resign at any time by giving written notice to the Board, and such resignation shall take effect at the time specified therein or, if no such time is specified, upon acceptance by the Board.

#### **Section 6. Vacancies.**

A vacancy occurring in any office shall be filled for the remaining term by a person elected by a majority vote of the Board, notice of such election having been given.

#### **Section 7. Removal from Office.**

Any officer, either elected or appointed by the Board or its Executive Committee, may be removed from office, whenever in the judgment of the Board, the best interests of the Commission shall be served. *Before the final vote to remove any officer of the Board is cast, the officer in question shall be provided with an opportunity to address the Board in person or in writing to present their explanation, position and preference. The Board shall consider this information when reaching their final decision.*

### **Article VI. Executive Committee**

#### **Section 1. Composition.**

The Executive Committee (hereinafter sometimes referred to as the "Committee") shall consist of the elected officers of the Board and the chairs of other standing or special committees.

#### **Section 2. Duties.**

The Executive Committee shall possess and exercise the power of the Board between Board meetings. It shall report its actions at the next Board meeting for approval.

#### **Section 3. Meetings.**

- a. The Executive Committee shall establish the frequency of its meetings.
- b. Special Meetings of the Executive Committee may be held at the call of the Chair, Vice President (staff) of the Commission or by a majority vote of the members of the Executive Committee.
- c. In an emergency, as declared by the Chair, either a telephone or e-mail vote would be acceptable.

#### **Section 4. Quorum.**

A simple majority of the membership of the Executive Committee shall constitute a quorum of the Committee.

#### **Section 5. Attendance Requirement.**

Absence from three (3) consecutive meetings of the Executive Committee, without prior notification, is cause for a member's removal from the Committee.

## **Section 6. Resignation.**

Any member of the Executive Committee may resign at any time by giving written notice to the Committee or the Chair. Any such resignation shall take effect at the time specified therein, or, if no time is specified, upon its acceptance by the Executive Committee.

## **Section 7. Voting.**

Every member of the Executive Committee shall have the right and be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the Executive Committee.

## **Section 8. Compensation.**

Members of the Executive Committee shall not receive any compensation for their services, but may be eligible for reimbursement of expenses incurred in connection with Commission business.

## **Article VII. Standing and Special Committees**

**Section 1.** The Board may establish standing and special committees as it deems necessary to promote the purposes of, and carry on the work of the Commission.

**Section 2.** The Chair of each committee shall be a Board of Governor in good standing, appointed by the Chair of the Board of Governors and shall serve a term or one year, or until the completion of the work of the committee.

**Section 3.** The Chair of the Board shall be a member ex-officio of all committees except the nominating committee.

**Section 4.** The following standing committees are specifically provided for in the By Laws of the Broward County Commission on Substance Abuse:

a. **Nominating Committee:**

Shall be responsible for the nomination of one eligible person for each office of the Commission to be filled at the annual meeting. Election to the Nominating Committee and its process for nominating officers shall be as set forth in Article V Section 3.

The committee shall also be responsible for the nomination of prospective members to the Commission. One month prior to the annual meeting, the Nominating Committee shall present to the Board of Governors, a list of individuals whom they recommended for membership to the Commission.

b. **Executive/Management:**

Shall receive and review proposals for amendments.

## **Article VIII. Associate Board of Governors**

**Section 1. Membership-** Any person interested in the betterment of the United Way of Broward County Commission on Substance Abuse may apply for the position of Associate Board of Governor member subject to the following:

**Section 2.** Although Associate Board of Governors members are encouraged to participate in the United Way of Broward County Commission on Substance Abuse to the fullest extent of their time and abilities, Associate Board of Governor members will not be required to attend the monthly meetings of the Board unless otherwise requested to do so by the Board.

**Section 3.** Associate Board of Governors shall serve only in an advisory/resource capacity to the Board of Governors, will not be considered a part of the Board of Governors, and will have no voting privileges. Associate Board of Governors may, however, participate in Board committees. Associate Board of Governors members may also participate (save for voting) in Board meetings and Board events.

**Section 4.** Any Board of Governor member who desires to step down from the Board may apply for a position as an Associate Board of Governor member.

## **Article VIII. Financial Affairs**

### **Section 1. Audit and Bookkeeping.**

All books and records of the Commission, and all funds thereof, shall be managed by the United Way of Broward County.

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

The fiscal year of the Commission shall begin on July 1 of each year.

## **Article IX. Rules of Order**

“Robert’s Rule of Order”, as revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

## **Article X. Amendments**

These by-laws may be amended, revised, repealed, or rescinded by two thirds (2/3) vote at any meeting of the Board where there is a quorum present.

(Revised 9/10)