

# **COMMONWEALTH PREVENTION ALLIANCE**

## **Bylaws of the Corporation**

### **ARTICLE I**

#### **NAME AND INCORPORATION**

##### **Section 1. Name.**

The name of the organization shall be Commonwealth Prevention Alliance. It is hereinafter referred to as the "Corporation."

##### **Section 2. Philosophy.**

The vision of the Corporation is to continue to be the foremost voice of prevention in Pennsylvania. The mission of the Corporation is to support prevention professionals in eliminating substance abuse and risk related behaviors.

The Corporation shall be a non-profit corporation organized under the non-profit laws of the Commonwealth of Pennsylvania, and its purposes shall be to promote the establishment of a system of communication, support, professional development, advocacy, and sharing of services/resources among prevention programs and people in the state. The Corporation intends to study, discuss, make recommendations, and where appropriate, act on issues of concern to people involved in prevention activities.

##### **Section 3. Location.**

The Corporation serves CPA members; who, in turn, serve the citizens of Pennsylvania. The current mailing address of the treasurer shall serve as the mailing address of the Corporation.

##### **Section 4. Fiscal Year.**

The Corporation's fiscal year shall be January 1 through December 31 of each year.

### **ARTICLE II**

#### **MEMBERS**

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

Members are individuals, organizations, and coalitions that shall be:

- required to pay annual dues
- entitled to vote at the annual meeting, and
- encouraged to participate actively in CPA committee work and regional meetings.

##### **Section 2. Student Membership.**

The Corporation encourages the membership of any high school or college student who has an interest in the field of prevention. The Corporation encourages student membership participation at CPA board meetings, regional meetings, and active participation in committee work.

### **Section 3. Dues**

The directors shall determine the dollar amount of dues annually. All membership terms are from January 1 through December 31 and must be renewed annually. The directors will determine a discounted student rate.

## **ARTICLE III MEETING OF MEMBERS**

### **Section 1. Annual Meeting.**

The regular annual meeting of the members of the Corporation shall be held at a time and place to be designated by the president of the Corporation, such meeting to be held for the purpose of electing directors and for the transaction of such other business as may come before the membership body.

### **Section 2. Notice of Meetings.**

Electronic notice for meetings where votes will be taken, stating the place, day, and hour of any meeting of members shall be delivered, to each member entitled to vote at such meetings. Notice shall be given not less than ten (10) days or more than thirty (30) days before the date of any special meeting and not less than thirty (30) days before the date of the annual meeting, by or at the direction of the president, or the secretary, or the directors. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. DIRECTORS.**

**A. Directors.** The elected directors of the board shall consist of no more than 20 members elected from the Commonwealth. Consideration will be given for regional representation to provide a balanced compliment of directors. If an opening shall arise after the annual meeting, a majority vote from the directors can fill this vacancy. Directors must be actively involved in the field of prevention and adhere to the responsibilities of a board of director.

**B. Honorary Directors.**

All past presidents of the corporation whose terms have expired may become honorary directors during such periods as they are not serving as elected directors. Honorary directors must be actively involved in the field of prevention and adhere to the attendance of board membership. Honorary directors will have voting privileges.

Hereafter, the term "Director" refers to DIRECTORS described in Article IV, Section 1: A and B.

### **Section 2. Election of Directors.**

Directors are elected at the annual meeting.

**Section 3. Term.**

Directors shall serve as a director for a term of two (2) years. In the event of the death, resignation, or otherwise unfilled board position, the president shall nominate, and the directors shall, by majority vote, approve a CPA member to serve out the vacant term.

**Section 4. Director Responsibilities.**

The directors shall be members in good standing and manage the affairs of the Corporation. Responsibilities include: participation in at least 80 percent of the board meetings with at least 50 percent of those being in person, actively serving on at least one committee, and promoting the vision and mission of the Corporation.

**Section 5. Removal of Directors.**

Any director may be removed for cause by a majority vote of the directors, upon notice of charges against him/her given in writing by the president or secretary, at least twenty (20) days before action on his/her removal is taken. The resignation of a director for any cause may be accepted by a majority vote of the directors.

**Section 6. Regular Meetings.**

There shall be at least six meetings of the directors, one of which shall occur at the time and place of the annual meeting of the members of the Corporation.

**Section 7. Special Meetings.**

Special meetings of the directors will be called by the president on the written request of three (3) or more directors. Special meetings shall be called at any reasonable time and place determined by the president, but not later than two (2) weeks after such request. Special meetings may be conducted by telephone or video communication.

Notice of any special meeting of the directors shall be given by electronic communication to each director at his/her address as shown by records of the Corporation not later than three (3) days prior to the date of any such meeting. Insofar as practicable the agenda items to be considered at any special meeting shall be specified in the notice, but subjects not so specified may nevertheless be considered and acted upon at such meetings.

**Section 8. Quorum.**

A Quorum will be defined as a majority of the directors.

**Section 9. Voting.**

Each director will have one vote. When a business matter needs an immediate decision, all information will be delivered electronically, and voting conducted electronically. All votes, electronic, video, telephone, or in person will become part of the permanent record of the Corporation.

**Section 10. Conflict of Interest.**

If the director has a conflict of interest of any kind, he/she must abstain from voting and will not be counted in the quorum.

**Section 11. Executive Committee.**

The executive committee shall consist of four elected officers of the directors. The executive committee shall meet prior to each board meeting. The executive committee will have the authority to make decisions on time sensitive issues that will strengthen and enhance the work of the Corporation. In this circumstance, a majority of the whole executive committee shall constitute a quorum.

Action taken by the executive committee shall be made a matter of record. A report of the actions taken by the executive committee shall be made at the next meeting of the directors. The members of the executive committee are designated as "Officers" and their responsibilities are defined in Article V.

**ARTICLE V  
OFFICERS****Section 1. Officers.**

The "Officers" of the Corporation are elected from the directors and shall include a president, vice-president, secretary, and treasurer. The president and treasurer shall be elected on opposite years of the vice president and secretary. All officers are elected to a two-year term. The elected officers shall assume office at the beginning of the calendar year unless serving a vacated term. Each officer shall serve a two-year term, unless serving a vacated term.

**Section 2. Responsibilities of Officers.**

See Attachment B: Officers' Responsibilities.

**Section 3. Vacancies.**

In the event of the death, disability, resignation, removal or disqualification of any officer of the Corporation, the directors shall by majority vote elect his/her successor to serve out the vacant term.

**Section 4. Powers and Duties.**

The president shall appoint such *ad hoc* committees and workgroups as the president deems necessary or desirable, and those appointed to such committees shall serve at the president's discretion. All contracts and leases to which the Corporation is a party shall be reviewed and/or executed by the president and attested to by another officer of the corporation.

**Section 5. Removal.**

Any officer may be removed for cause by a majority vote of the directors, provided that such officer shall have been notified in writing by the president or secretary not less than twenty (20) days before such action on his/her removal is taken. The resignation of an officer for any cause may be accepted by a majority vote of the directors.

**Section 6. Regional Coordinators.**

A regional coordinator(s) shall be determined for each of the designated regions (Attachment A). Candidates for these positions will be identified by each region respectively from among the current membership of the Corporation. The identified individual will be brought before the

directors for final approval for a two-year term. If a vacancy occurs at any time, it will be the responsibility of the respective regional members to identify and contact a prospective candidate to fill this position. This candidate will need to be approved by the directors.

#### **Section 7. Responsibilities of Regional Coordinators.**

See Attachment C: Regional Coordinators' Responsibilities.

### **ARTICLE VI Executive Director**

#### **Section 1. Responsibilities.**

The Board of Directors shall hire an executive director who shall serve at the will of the board. The executive director shall have immediate and overall supervision of the operations of the Corporation and shall direct the day-to-day business of the Corporation. The officers of the Corporation will provide direction to and oversight of the executive director. The executive director will be responsible for hiring, supervising approved positions, and sub-contractors of the Corporation. The executive director is expected to attend all board meetings and provide a report at each of these meetings. In addition, the executive director is required to maintain a working knowledge of all committees. The executive director will apprise the president of his/her weekly schedule. The executive director is required to abide by the by-laws and policies and procedures set forth by the Corporation as outlined in Attachment E: job description.

#### **Section 2. Conflict of Interest.**

The executive director will refrain from engaging in activities and/or relationships deemed a conflict of interest by the directors. Should the executive director be unsure of whether a conflict of interest exists, the executive director must bring the questionable activity and/or relationship before the directors.

#### **Section 3. Termination of Employment.**

The Corporation and/or the executive director may terminate the employment at any time. Both parties must provide a 30-day written notice of termination. With just cause, the executive director may be removed immediately by a majority vote of the directors of the Corporation.

### **ARTICLE VII Employees of the Corporation**

#### **Section 1. Hiring.**

Any additional positions must be approved by the board of directors of the Corporation. Employees of the Corporation will be supervised by the executive director.

#### **Section 2. Conflict of Interest.**

All employees of the Corporation will refrain from engaging in activities and/or relationships deemed a conflict of interest by the directors. Should the employee be unsure of whether a conflict of interest exists, the employee must bring the questionable activity and/or relationship before the executive director.

**Section 3. Termination.**

The Corporation and/or the employee may terminate the employment at any time. Both parties must provide a two-week written notice of termination. With just cause, the employee may be removed immediately by the executive director with the approval of the officers.

**ARTICLE VIII****Section 1. Establishing Committees**

Approval and disbandment of a committee will be approved by a majority of directors. The directors shall appoint a chairperson for each standing committee as necessary.

**Section 2. Committees**

The following committees are established by the directors and each shall report to the executive director.

- A) Advocacy and Education
- B) Finance
- C) Prevention Coalition Advisory Committee
- D) Social Media/Marketing and Website Development
- E) Membership
- F) Conference
- G) Collegiate
- H) Development Planning Committee

**Section 3. Committee Responsibilities.**

See Attachment D: Committee Responsibilities

**Section 4. Ad Hoc.**

As necessary, when requested by the constituency, the president shall form such additional committees and workgroups as they deem necessary and appropriate.

**ARTICLE VIII  
FINANCES****Section 1. Receipt of Funds**

No director or member, or any other private individual shall receive at any time any funds of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation.

**Section 2. Funding.**

The Corporation can procure grants, sponsorships, and/or other funding opportunities when they align with the Corporation's mission and vision.

**Section 3. Investment of funds.**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the officers. No action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under

Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **Section 4. Audit.**

The directors are authorized to provide for a financial review or audit of Corporation accounts, to be conducted at the close of each fiscal year if deemed necessary.

#### **Section 5. Dissolution.**

No such person or persons shall be entitled to share in distribution of any of corporate assets upon the dissolution of assets. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the executive committee shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the executive committee may determine or as may be determined by a court of competent jurisdiction upon application of the officers, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE IX INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

#### **Section 1. Indemnification.**

Each director, officer, executive director, and employee, whether or not then in office, and his/her heir, executors, administrators and assigns, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her or his/her estate in connection with or resulting from any action, suit or proceedings, civil or criminal, to which he/she or his/her estate shall or may be made party, or with which he/she shall or may be threatened by reasons, directly or indirectly, or his/her being or having been a director, officer, executive director or employee of the Corporation, except in relation to matters as to which he/her shall be finally adjudged in such actions, suit or proceedings to be liable for dereliction or negligence in the performance of his/her duties as such director, officer, executive director, or employee and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon him/her or his/her estate in connection with or resulting from the settlement of any such action, suit or proceeding in which such director, officer, executive director, or employee was not derelict or negligent in the performance of his/her duty as a director, officer, executive director, or employee. The costs and expenses against which any such director, officer, executive director, and employee shall be so indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of negligence in the performance of his/her duty as a director, officer, executive director, and employee as to matter wherein he/her relied upon the opinion or such matter for the Corporation. Said rights of indemnification shall be in addition to any rights with respect to any such costs and expenses in which such director, officer, executive director, or employee may otherwise be entitled against the Corporation or any other persons. The directors are authorized to purchase insurance deemed necessary and appropriate.

## **ARTICLE X AMENDMENTS AND BYLAWS**

### **Section 1. Amendments.**

The bylaws of the Corporation may be amended by a majority vote of the membership of the Corporation at any regular or special meeting of the Board provided notice of a written copy of the proposed bylaw changes/amendment shall be distributed to the membership at least twenty (20) days before such amendment is voted upon.

The Directors shall have the authority to change any of the attachments to the bylaws by a majority vote of the directors.

### **Section 2. Copy of Bylaws.**

The secretary of the Corporation and the executive director shall always maintain a true and correct copy of the bylaws.

*Updated and approved by CPA membership on June 14, 2019*