

# **Cancer Outreach And Community Hope BYLAWS**

## **COACH Bylaws**

### **ARTICLE I—NAME**

The name of the organization shall be the Cancer Outreach And Community Hope hereinafter called COACH.

COACH is a consortium of public and private partners working to prevent cancer decrease the burden of cancer and improve the quality of life of Coosa County residents through financial support, cancer prevention, early detection, treatment, survivorship, palliation/hospice, and access to care. It is an open organization that seeks a broad membership and representation on its committees and subcommittees.

### **ARTICLE II--PURPOSES**

The primary purposes of the COACH shall be to:

1. To provide financial assistance and loving support to Coosa County families who are burdened by the staggering cost of cancer treatment, and to increase integration and coordination of quality services in cancer prevention, detection, treatment, survivorship, palliative, and hospice services in Alabama.
2. Expand access to high quality information and use of services in cancer prevention, detection, treatment, survivorship, palliative, and hospice for all Coosa County Alabama residents regardless of geographic, financial and other demographic factors.
3. Improve the quality and coordination of cancer surveillance and other data systems and their use for comprehensive cancer control programming and management.
4. Expand support from private sources, public policy makers and grant makers for comprehensive cancer control in Coosa County and the State of Alabama.

### **ARTICLE III—COACH MEMBERSHIP**

#### **Section 1--Eligibility for Membership**

Membership is voluntary and open to all organizations and/or individuals who support the purposes of COACH.

## **Section 2--Types of Members**

### **A. Organizational**

Any organization, public or private, existing in the State of Alabama interested in any phase of cancer prevention and control may be eligible. Each organization member accepted shall designate a representative member who shall be the principal contact between the member organization and the COACH and who shall be empowered to represent the member organization at membership meetings of COACH. If this appointed person materially changes jobs within the organization or leaves it, the organization shall appoint a new representative member. If the organization has several programmatic departments involved in cancer control, it may request additional memberships.

### **B. Individual**

Any individual interested in working toward the mission of COACH, or interested in cancer prevention and control may be eligible for membership. An individual member shall register with the Secretary of the Board of Directors or the Secretary's designee.

### **C. Conflict of Interest**

On any matter brought to a vote at a Board meeting, a Member with a conflict between the interests of COACH and the Member's organization will be responsible to declare such a conflict and absent his or herself from the room during discussion and vote on the item.

### **D. Removal of Members**

At the discretion of the Board of Directors, an individual or organizational member shall be removed from membership status in COACH should there be a substantial breach of ethical or moral conduct or if the member no longer qualifies for membership.

### **E. Speaking for the COACH**

Members can only speak on behalf of COACH with the approval of the position on the specific topic by the Board of Directors.

## **ARTICLE IV--BOARD OF DIRECTORS**

### **Section 1--Composition**

The Board of Directors shall be composed of a minimum of four (4) and a maximum of fifteen (15) elected members. Committee chairs shall be invited to participate in Board meetings but shall not automatically be Board members and shall not have voting rights, unless they are on the Board of Directors. Staff may attend and provide staffing of the board but shall have no voting rights.

### **Section 2--Responsibilities**

The Board of Directors shall be the governing body of the COACH and shall be responsible for the overall policy of COACH. The Board shall manage the work of the COACH in pursuit of its mission, to include (but not limited to) the development, implementation, administration, and evaluation of COACH. The power to dissolve COACH, convey or distribute any assets, merge with another entity or change the mission of the COACH is reserved to simple majority vote of the Board of Directors.

All funds received by COACH , the Board will have responsibility for the oversight and administration of those funds. COACH is a 501(c)(3) organization the Board will have fiduciary responsibility to maintain that status.

### **Section 3--Election**

The Board of Directors shall appoint a Governance Committee consisting of 5 members at least 40 days prior to the annual meeting. The Governance Committee shall submit annually a slate of proposed Directors to be voted on by the general membership of COACH at the annual meeting. Election of the Directors shall be by simple majority vote of the attendees.

### **Section 4--Term**

Directors shall be elected for two-year terms, provided that one-half of the initial directors shall serve a term of one year. Director's terms of membership shall be unlimited. Directors appointed by founding members shall be appointed for two-year terms and the terms of their membership shall be unlimited.

## **Section 5--Staff**

The Board of Directors may employ staff whose duties and compensation shall be specified by the Board of Directors by contract.

## **Section 6--Vacancies**

Should the position of any elected Director or Officer become vacant, the remaining Directors shall appoint a successor who shall hold office for the remainder of the term.

## **ARTICLE V—OFFICERS**

### **Section 1--Officers**

The elected officers of the Board of Directors shall be as follows:

Chair, Vice Chair, Secretary, Treasurer and Past Chair. No person shall hold more than one office concurrently. Only recognized members of the Board Directors are eligible to become officers.

### **Section 2--Responsibilities**

Officers of the Board of Directors shall provide leadership and administrative oversight to COACH. They shall serve as officers and members of COACH.

### **Section 3--Election**

The Governance Committee shall submit to the Board, at the first Board of Directors' meeting after the Annual Meeting, or by proper notice at other meetings as approved by the Board, a slate of proposed Officers for the Board of Directors. Officers shall be elected by simple majority vote of the Directors from the slate provided.

### **Section 4--Term**

Officers shall serve for a term of two years. They may be elected to the same or different office to serve additional terms.

## **Section 5--Duties**

### **A. Chair**

The Chair shall preside at all meetings of members and the Directors and shall have the right to vote. The Chair shall appoint Chairs and members for Board and ad hoc committees. The Chair shall also perform such other duties as the Bylaws or the Directors shall specify and act as the official representative of COACH.

### **B. Vice Chair**

The Vice Chair shall assume the duties of the Chair in the absence of the Chair, and shall serve as assistant to the Chair in his/her efforts for the good of COACH. The Vice Chair shall assume the office of Chair in the event of resignation, disability, or death of the Chair until the next meeting of the Board where election of a new Chair is held.

### **C. Secretary**

The Secretary shall keep an accurate record of the proceedings of all meetings of the Board of Directors. The Secretary may request staff to maintain COACH membership registration records. The Secretary may ask staff to notify Directors and COACH Members of Board meetings and shall perform other duties as assigned by the Board of Directors.

### **D. Treasurer**

The Treasurer shall monitor the receipt, deposit and disbursement of all funds of COACH as directed by the Board of Directors, shall submit an account of the financial condition of COACH as the Board of Directors may require, at each Board meeting, and shall perform other duties as assigned by the Board of Directors.

### **E. Past Chair**

The Past Chair shall be appointed to provide continuity to the Board of Directors and can perform duties as requested by the Chair or until there is another Past Chair. The Past Chair enjoys all the rights and privileges of all other Board members.

## **ARTICLE VI--MEETINGS**

### **Section 1 – Annual Meeting**

A meeting of the full COACH membership shall be held annually, in December. Business to be taken up at this meeting shall include elections and such other business

as shall be specified in the agenda of the meeting. Notice of the annual meeting accompanied by a detailed agenda shall be sent to members at least twenty-one (21) days prior to the date of the meeting.

## **Section 2--Special Meetings**

A special meeting of COACH shall be held if deemed necessary by the Board of Directors or if at least one-fourth of the membership petition the Secretary in writing, stating the time, place, and purpose of the meeting.

## **Section 3--Meeting Notices**

Notice of all meetings of the members stating the time, place, and purpose shall be sent to all COACH members at least twenty-one (21) days prior to the date of the meeting.

## **Section 4--Quorum**

### **A. Membership**

At any meeting of membership, a simple majority vote of the members present shall decide all business unless otherwise stated in these Bylaws.

### **B. Board of Directors**

One-third of the Directors shall constitute a quorum for the transaction of business. The vote of a simple majority of Directors present shall be the act of the Board. No proxy votes shall be allowed. Electronic attendance of a Director shall be permitted so long as it is in accordance with Alabama General Statutes. Allowances must be made to ensure that all parties can hear. Non-board members shall have the privilege of the floor, but may not vote.

## **Section 5--Voting**

At a meeting of COACH, each member present shall be entitled to one vote.

## **Section 6--Board of Directors Meetings**

### **A. Frequency**

The Board of Directors shall meet at least four times per year. Special meetings of the Board of Directors may be called by COACH Chair or by five (5) members of the Board.

## B. Notice

Board meetings shall be open to any member of COACH. Notification of Board meetings (other than regular meetings on dates set at the annual meeting) shall be given to each Director at least fourteen (14) days prior to the meeting. If a special meeting has been called, only seven (7) days prior notice need be given to the Board of Directors.

## C. Executive Sessions

The Board may decide to go into Executive Session if deemed appropriate.

# **ARTICLE VII--COMMITTEES**

## **Section 1--Board Committees**

The Board may establish Committees as needed to carry out its business and to assist it in the conduct of COACH's affairs. Committees may be composed of persons from the Board, the general membership, partnering organizations, and outside advisors. Unless specifically delegated authority to bind COACH, Committees may only make recommendations to the Board of Directors. Minutes of all committee meetings shall be submitted to the Chair. The COACH may receive annual reports of the actions of the Committees.

## **Section 2--Standing Committees**

There shall be two standing committees: a Governance Committee and an Executive Committee.

The **Governance Committee** shall have five members and a chair appointed by the Chair of the Board, with approval of the Board. The Governance Committee shall be responsible for nominations and by-laws.

The **Executive Committee** shall be composed of Chair, Vice Chair, Secretary, Treasurer and Past Chair.

## **Section 3--Ad Hoc Committees**

The Chair may create ad hoc committees as necessary.

#### **Section 4--Appointments**

Except as provided elsewhere in these Bylaws, the Chair of the Board shall, with the approval of the Board, appoint chairs and members of board and ad hoc committees.

#### **Section 5---Terms**

Committee Chairs' shall serve at the pleasure of the Board and may be renewed. Terms of membership on Board and Ad Hoc Committees shall be unlimited.

### **ARTICLE VIII -- AMENDMENTS**

#### **Section 1--Amendments**

These Bylaws may be amended, repealed, or replaced by an affirmative vote of two-thirds of those COACH members present at a duly called general membership meeting. Proposed amendments shall be distributed to members along with due prior notice of the meeting. The amendments may be distributed to all members of COACH after approval.

#### **Section 2--Effective Date of Amendments**

Amendments to these Bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

#### **Section 3--Bylaws Review**

The Governance Committee shall review these Bylaws every two years and present changes to COACH for adoption as needed.

*As approved and adopted by the membership on.*