

BY-LAWS
MARQUETTE COUNTY HEALTHY COMMUNITIES HEALTHY YOUTH
Marquette County, Wisconsin

ARTICLE 1 – Name of coalition

The name of the coalition shall be **Marquette County Healthy Communities Healthy Youth**, known as **HCHY** or the **coalition**.

ARTICLE 2 – Framework, Vision, and Mission of the Coalition

Framework: The coalition’s work is strengths-based, meaning that we seek to build upon the strengths of our communities and people. We subscribe to Search Institute’s [40 Developmental Assets™](#) as a framework for building success in children and youth, the [Risk and Protective Factors](#) for increasing health and reducing or preventing problems, and the philosophy that people are self-directed and resilient.

Vision: Marquette County is a place where the community members are increasingly involved, healthy and thriving.

Mission: To increase healthy lifestyle options and choices and to prevent substance use disorders and substance use by underage persons in Marquette County through positive cultural and environmental changes.

HCHY is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 – Membership of the Coalition

Membership is open to residents of Marquette County and people who serve residents of Marquette County through their employment or voluntary associations. The coalition actively seeks members from the following community sectors, but does not limit membership to those listed below:

- Youth
- Parents
- County and Municipal leaders
- Local Business leaders
- Public Health professionals
- Human Services professionals
- Alcohol, Tobacco, and Drug Prevention/Treatment Specialists
- Healthcare professionals
- Education leaders and personnel (preK-12 and higher education)
- Justice officials
- Law Enforcement officials
- Religious/Faith Communities
- Media personnel
- Community-based organizations
- Underrepresented populations
- Other

Voting or Active Members shall be those persons who contribute toward achieving the coalition’s mission by signing the Membership Agreement annually, and who hold themselves accountable to:

- Embrace coalition values (Appendix A: Value Statements).
- Attend coalition meetings as often as possible; no minimum number required
- Actively serve on one committee, team or task force (or more as desired)
- Use time between member or committee meetings to work on goals and activities
- Contribute to building coalition capacity by helping to raise funds, attract resources, and recruit/mentor new members and partners.
- Participate in health promotion and/or substance abuse prevention education or training each year (online or in-person)
- Support a data-driven approach that uses evidence-based strategies

The coalition invites all agencies, organizations and individuals who support the Vision, Mission and Values (Appendix A: Value Statements) to participate in all coalition activities as donors, sponsors or volunteers.

The views of the coalition represent a consensus. They do not necessarily represent the views of individual coalition members. Membership or participation in the coalition is not limited or prohibited by virtue of a person's race, ethnicity, color, national origin or ancestry, creed, gender, sexual orientation, marital status, ability or disability.

ARTICLE 4 – Meetings of the Coalition

Regular coalition meetings are held every two months, plus additional as needed, as decided by the members or board of directors. No quorum is required for regular member meetings.

An annual membership meeting will be held in May to elect the board of directors and officers, and to approve the annual budget. A simple majority of members is required to conduct business at the annual meeting, either through physical presence or electronic technology.

Meetings are conducted according to Cornell University's Robert's Rules of Order – Simplified (Appendix B). Decisions are made by consensus as often as possible and are guided by the Standard Decision-Making Guidelines (Appendix C).

ARTICLE 5 – Board of Directors (BOD)

The BOD shall be five (5) persons, elected by the members from among the members at the annual meeting, and shall include the Officers of the coalition and 1-2 Members-at-large, when required.

The BOD shall meet quarterly, plus additional meetings as needed. A simple majority is required to conduct business at BOD meetings.

Meetings are conducted according to Cornell University's Robert's Rules of Order – Simplified (Appendix B). Decisions are made by consensus as often as possible and are guided by the Standard Decision-Making Guidelines (Appendix C).

ARTICLE 6 – Officers of the Coalition

The officers of the coalition shall be: President (operating as Chair), Vice President (operating as Vice Chair), Secretary, and Treasurer. One person can fill the duties of both Secretary and Treasurer, if necessary. Duties are as follows:

Section A – CHAIR

The Chair shall:

- provide leadership and carry out the policies, actions and affairs of the BOD and coalition
- preside at meetings of the BOD and coalition (not committee meetings)
- call special meetings for a specific reason(s), when needed
- appoint ad hoc committees and teams as needed
- serve as an ex-officio member to all committees and teams

Section B - VICE CHAIR

The Vice Chair shall:

- assume the duties above in the absence of the Chair
- assist the Chair as needed
- serve on the BOD
- work with the committee/team chairs, or on special projects, as needed or desired
- serve as an ex-officio member to all committees/teams

Section C - SECRETARY

The Secretary shall:

- serve on the BOD
- take attendance and record minutes at BOD and coalition meetings

- ensure that minutes and notification of next meeting are sent in a timely manner to the BOD and coalition members
- maintain all coalition records, including official copies of coalition Bylaws in a safe and secure location
- work with the committee/team chairs, or on special projects, as needed or desired.

Section D - TREASURER

The Treasurer shall:

- serve on the BOD
- serve on the Finance Committee
- prepare annual budget
- prepare and deliver quarterly financial reports to the BOD and coalition
- work with the committee/team chairs, or on special projects, as needed or desired.

ARTICLE 7 – Coalition Action

Coalition action will be planned and implemented through the work of committees or teams, utilizing goals and direction provided by the overall coalition.

Standing Committees include (general duties outlined in Appendix D)

- Finance
- Fundraising and Resource Development
- Community Education
- Youth Involvement
- Alcohol Compliance Work Group

Additional or ad hoc committees or teams shall be appointed by the BOD or approved by the members as needed. Committee chairs are selected by each committee’s members.

Meetings are conducted according to Cornell University’s Robert’s Rules of Order – Simplified (Appendix B). Decisions are made by consensus as often as possible and are guided by the Standard Decision-Making Guidelines (Appendix C).

Committees or teams shall report their activities and results to the membership at coalition meetings.

ARTICLE 8 – Elections and Terms of Office

Elections for BOD and officers are held at the annual membership meeting, usually held in May. Nominations/elections shall be conducted by the ranking officer in the following order: President (Chair), Vice President (Vice Chair), Secretary, and Treasurer.

A term is July 1 through June 30.

- BOD members are elected to two-year terms, preferably staggered.
- From among the BOD members, the
 - Chair and Vice Chair are elected to one-year terms.
 - Secretary and Treasurer are elected to two-year terms.
 - Additional BOD member(s) are elected to two-year terms.

BOD members and officers may be elected for up to three consecutive terms.

ARTICLE 9 – Vacancies and Removal from Office

In the event of vacancies to the BOD or officers, the coalition will approve an interim person at the next coalition meeting to finish the BOD member or officer’s term.

BOD members and officers who do not fulfill their duties for more than three (3) months without reasonable cause can be discharged and replaced by a vote of the members at any regular or special coalition meeting.

ARTICLE 10 – Quorum for Meetings

Section A – Coalition Meetings

A quorum for regular coalition meetings shall be met with the members in attendance at each meeting through their physical presence or electronic technology. No set number is required. Members may proxy their votes to another member or to the majority opinion through their signed statement.

A quorum for the annual membership meeting requires a simple majority of members, attending through their physical presence or electronic technology. Members may proxy their votes to another member or to the majority opinion through their signed statement.

Section B – BOD Meetings

All officers should attend each BOD meeting through their physical presence or electronic technology. A simple majority is required to conduct business at BOD meetings.

Section C – Special Meetings

Special meetings may be called upon request of the Chair, two other BOD members, or a simple majority vote of the members. Notices of special meetings shall be sent out by the Secretary or other BOD member with at least seven (7) days advance notice. A quorum for special meetings shall include those present in person or through electronic technology, and shall constitute:

- a majority of the BOD;
- at least three (3) other individuals, representing the membership.

ARTICLE 11 – Fiscal Year

July 1 – June 30

ARTICLE 12 – Conflict of Interest Statement

The coalition shall retain, and coalition members shall abide by, an approved and signed Conflict of Interest Policy Statement (Appendix E).

ARTICLE 13 – Amendments to these Bylaws

Amendments may be proposed by any BOD or coalition member. Proposals for amendments may be made by coalition members and shall be acted upon only if written notice has been given to the Chair or other BOD members at least nine (9) days prior to any scheduled meeting of the coalition. Amendments will be proposed at one coalition meeting before being voted upon at a subsequent coalition meeting.

Approval of amendments requires that a simple majority of members are present for the vote, either through their physical presence or electronic technology, and that two-thirds (2/3) of these members vote for approval.

The Secretary shall document all approved amendments and re-print a NEW official Bylaws document indicating the date of revision.

ARTICLE 14 – Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Revisions approved: March 13, 2013; August 10, 2016.

APPENDIX A

HCHY Value Statements

Adopted 3/25/21 by consensus of HCHY coalition members

- HCHY advocates for alcohol, tobacco and other drug-free lifestyles for young people.
- HCHY promotes healthy environments that shape the positive development of youth, families and communities.
- HCHY values meaningful youth engagement in this coalition and other positive change efforts.
- HCHY builds upon the strengths and assets of our communities and people, believing that people can be self-empowered and resilient.
- HCHY seeks members with diverse perspectives who think strategically, build consensus and act collaboratively to achieve our vision and mission.
- HCHY strives to make decisions and evaluate efforts with scientific evidence and reliable data to the greatest extent possible.

Appendix B

Roberts Rules of Order – Simplified

Guiding Principles:

- ❖ Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- ❖ Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.
- ❖ Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

How to do things:

You want to bring up a new idea before the group.

After being recognized by the president of the board, present your motion
A second is required for the motion to go to the floor for discussion or consideration.

You want to change some of the wording in a motion under discussion.

After recognition by the president of the board, move to amend by

- adding words,
- striking words or
- striking and inserting words.

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

You want more study and/or investigation given to the idea being discussed.

Move to refer to a committee. Try to be specific as to the charge to the committee.

You want more time personally to study the proposal being discussed.

Move to postpone to a definite time or date.

You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a two-thirds (2/3) vote.

You have heard enough discussion.

Move to close the debate. Requires a two-thirds vote. Or move to previous question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a two-thirds (2/3) vote.

You want to postpone a motion until some later time.

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a two-thirds (2/3) vote. A majority is required to table a motion without killing it.

You believe the discussion has drifted away from the agenda and want to bring it back.

Call for order of the day.

You want to take a short break.

Move to recess for a set period of time.

You want to end the meeting.

Move to adjourn.

You are unsure that the president of the board has announced the results of a vote correctly.

Without being recognized, call for a "division of the house." A roll call vote will be taken.

You are confused about a procedure being used and want clarification.

Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.

Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a two-thirds (2/3) vote is required.

You may INTERRUPT a speaker for these reasons only

- to get information about business – **point of information**
- to get information about rules – **parliamentary inquiry**
- if you can't hear, safety reasons, comfort, etc. – **question of privilege**
- if you see a breach of the rules – **point of order**
- if you disagree with the president of the board's ruling – **appeal**

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main Motion	√	√	√	Majority	√
Amend Motion	√	√		Majority	√
Kill a Motion	√			Majority	√
Limit Debate	√		√	2/3 ^{rds}	√
Close Discussion	√			2/3 ^{rds}	√
Recess	√		√	Majority	
Adjourn (End meeting)	√			Majority	
Refer to Committee	√	√	√	Majority	√
Postpone to a later time	√	√	√	Majority	√
Table	√			Majority	
Postpone Indefinitely	√	√	√	Majority	√

Appendix C

HCHY Coalition Decision-Making Guidelines

Approved by coalition vote September 2015.

HCHY Standard decision-making process

1. Clearly define the problem.
2. Consider existing alternatives or related issues/problems.
3. Generate possible solutions.
4. Apply criteria* to possible solutions.
5. Select (by vote or consensus) the solution.
6. Make a plan to implement the solution.
7. Follow up to see how it is going; change as needed.

HCHY decision-making criteria

1. This solution contributes to our **mission** in this way.....
2. Data supports the **need** for this solution in this way.....
3. **Research and evidence** supports this solution in this way.....
4. This solution will create **community impact** in this way.....
5. If applicable, this solution meets **grant X requirements** in this way.....

6. **Other groups** are already working on this: No___ Yes___ (describe)
7. **Other groups** are better positioned to work on this: No___ Yes___ (describe)

8. The following **HCHY core competencies*** are required for this to be successful.....
9. The following **HCHY members/partners want HCHY** to do this.....
10. The following **HCHY members/partners will work** on this or will recruit others to work on it.....
11. HCHY has the following **existing resources** available for this.....
12. HCHY will need to find the following **new resources** in order for this to happen.....

*HCHY Core Competencies (strengths to build on)

- ❖ Community awareness & education
 - Target message to different audiences
 - Response to current needs in community
 - Showing what works – individual stories and population level change
- ❖ Respecting and incorporating variety of perspectives
- ❖ Data driven decision-making and actions (evidence-evidence based)
- ❖ Strategic relationships from a variety of sectors that help us work effectively & efficiently Passion for mission
- ❖ Enduring group connections
- ❖ Meaningful youth involvement

Appendix D

Standing Committees*

Finance

- Develop and recommend financial policies for HCHY coalition approval.
- Prepare annual budgets with treasurer.
- Review revenues, expenses and balance sheet with treasurer.
- Ensure an annual audit (internal and/or external) is completed.

Fundraising & Resource Development

- Develop and manage ways to engage all coalition members in produce revenues and resources for HCHY.
- Ensure that the annual budgeted revenues are achievable.
- Ensure that methods and sources are consistent with HCHY philosophy.
- Consider these sources:
 - Grants
 - Corporate foundations and corporate giving
 - Direct mail
 - Sponsorships & partnerships
 - In-kind contributions
 - Community and family-friendly fundraising events.

Youth Involvement

- Connect with school and youth groups (church, Scouts, snowmobilers, etc.) to engage youth in HCHY prevention and wellness education programs.
- Assist in recruiting youth buyers for alcohol compliance checks, Teen Court, and other HCHY efforts.
- Promote the benefits of youth involvement to youth (good experience for scholarships, life skills, etc.)

Alcohol Compliance Work Group

- Ensure the continuation of alcohol compliance checks and party patrol in Marquette County (this entails working with Fundraising & Resource Development on securing \$6K/year).
- Help find youth buyers.
- Support Sheriff's Department (Detective Heiser) by supplying accurate open times for all alcohol outlets in Marquette County, and to compile and report annual results.
- Identify areas of concern for alcohol compliance, including new festivals, and recommend action as needed.

Community Education

- Assess the education needs of Marquette County for alcohol and other drug abuse prevention and related topics.
- Based on needs, develop and implement educational programming (campaigns, printed information, radio spots, newspaper articles, posters, workshops, etc.).
- Manage Parents Who Host Lose the Most Campaign annually.

*Other committees (not Standing Committees) may include:

Substance Abuse Policy Committee
Healthy Eating Active Lifestyles (HEAL)
Membership

Or others as determined by board or vote of coalition.

Appendix E

Conflict of Interest Policy

Article I- Purpose

The purpose of the conflict of interest policy is to protect the Healthy Communities Healthy Youth – Marquette County (Coalition) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, staff, or committee member of the Coalition, or might result in a possible excess benefit transaction.

A conflict of interest may exist when the interests or activities of any officer, director, staff, or committee member may be seen as competing with the interests or activities of the Coalition. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II- Definitions

A. **Interested Person** - Any director, officer, staff, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

B. **Financial Interest** - A person has a financial interest if he/she has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Coalition has a transaction or arrangement,
2. A compensation arrangement with the Coalition or with any entity or individual with which the Coalition has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Coalition is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III- Procedures

A. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. **Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation and discussion necessarily involving the interested

- person, the interested person shall leave the meeting during final discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. After exercising due diligence, the governing board or committee shall determine whether the Coalition can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Coalition's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Coalition for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Coalition for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Coalition, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

- A. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- B. Has received a copy of the conflicts of interest policy,
- C. Has read and understands the policy,
- D. Has agreed to comply with the policy, and
- E. Understands the Coalition is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure that the Coalition operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements (if any) and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Coalition's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Coalition may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION

This Conflict of Interest statement was approved at a meeting of the Board of Directors on this date:

_____ .

Secretary

Chair

Vice Chair