

## BYLAWS

### It Takes a Community Drug and Alcohol Prevention Coalition

#### Article I: Name and Background

- I. **Name:** The name of the organization is ITAC - It Takes a Community of New York, Inc.
- II. **Background:** ITAC - It Takes a Community of New York, Inc. "ITAC" exists to address underage substance abuse in Elma, Marilla, Wales, and surrounding areas. ITAC shall focus upon both underage individuals and their families. Factors that impact youth and the degree of their substance use/abuse include, but are not limited to:
  - a. Social norms and trends;
  - b. School expectations and policies;
  - c. Governmental laws and law enforcement;
  - d. Church and other community groups that promote healthy attitudes and behaviors;
  - e. Social service agencies that assist in education and intervention.
- III. **Mission and Vision of the Coalition**
  - a. **Purpose:** ITAC's purpose is to engage and educate parents, youth, educators, and community partners in reducing the use of alcohol, marijuana/cannabis, tobacco, and other substances among youth in our community.
  - b. **Mission Statement:** ITAC's mission is to increase awareness of and reduce youth substance use within the community & enhance communication between parents, youth, educators, & residents, while utilizing data to drive prevention efforts, promote education, & provide access to resources.
  - c. **Vision Statement:** Provide a community that (a) helps our youth; (b) educates the general public on resources and interventions to address substance abuse; (c) listens to concerns; and (d) prevents substance misuse.
  - d. **Goals:** ITAC's goals, through the use of evidence-based and effective environmental practices are to:
    - i. Strengthen and diversify community collaboration among local government, schools, parents, youth, media, business, youth serving organizations, law enforcement, religious and fraternal groups, health care and substance misuse treatment agencies, civic and volunteer groups, parenting education services, and institutions of higher education;
    - ii. Reduce substance misuse among youth;
    - iii. Address factors that increase risk of substance misuse and other high-risk behavior;
    - iv. Promote the protective factors that minimize the risk and tendency of substance misuse.
  - e. **Approved Methods:**
    - i. Conduct primary and secondary assessments (Gathering Data)
    - ii. Engage in the analysis of findings
    - iii. Educate
    - iv. Engage and advocate action by community sectors
    - v. Enter into contractual agreements

#### Article II: Organizational Structure

ITAC is comprised of a Board of Directors, Key Personnel, a Fiscal Agent, General Coalition, Board/Ad Hoc Committees along with individuals that retain their own identity and agree to work together toward the common goals of ITAC. ITAC will strive to ensure a demographic and culturally

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diverse membership representative of the Community. Individuals representing the following sectors are eligible to serve on ITAC: local government, schools, parents, youth, media, business, youth serving organizations, law enforcement, religious and fraternal groups, health care and substance misuse treatment agencies, civic and volunteer groups, parenting education services, institutions of higher education, along with other interested community members. Any member or sector of the community is welcome to attend meetings and become a member of ITAC unless the Board of Directors may deem them unfit or a negative influence on the community.

- i. Board of Directors:** ITAC shall be governed by a Board of Directors consisting of at least 5 members, elected for terms of 2 years.
  - a. Roles and Responsibilities:** Provide strategic direction, monitoring, and assistance to ensure ITAC's success. This includes:
    - i. Continuing to advance the mission and vision of ITAC as outlined in these by-laws;
    - ii. Becoming knowledgeable about ITAC and the issues surrounding underage alcohol, tobacco, and other drug use;
    - iii. Overseeing the operations of ITAC, including the selection and oversight of a fiscal agent, AOR, Program Director and other key personnel to support ITAC's goals and action plan (based upon need and available grant opportunity);
    - iv. Exercising fiduciary responsibility for the use of public and private funds: allocating resources, providing budget oversight and amending the budget as needed with appropriate fiscal or similar counsel;
    - v. Developing and approving a Memorandum of Understanding between ITAC and any administrative agent that describes the roles and responsibilities of each party;
    - vi. Ensuring compliance with all relevant laws and regulations;
    - vii. Adopting and regularly review policies and rules regarding governance and defend them when challenged;
    - viii. Preventing unauthorized activities and maintaining organizational integrity;
    - ix. Promoting ITAC in the community, recruiting new members, building capacity and creating sustainability;
    - x. Reviewing membership and initiating recruitment efforts as needed;
    - xi. Reviewing information about prospective members;
    - xii. Assuring that all new members are fully oriented and aware of their role and responsibility;
    - xiii. Participating actively in regular meetings, events and projects of ITAC;
    - xiv. Serving on committees of the Board;
    - xv. Co-chairing at least one ad hoc committee with a non-board member.
  - b. Election and Terms:**
    - i. Except as otherwise provided by law or these by-laws, Board members of ITAC can be elected at any meeting of the Board by vote and serve a term of 2 years.
    - ii. Nominations for new Board members may come from current Board members, General Coalition members or by self-nomination.
    - iii. Each appointed Board Member shall have one vote, irrespective of office held.
    - iv. Board Members must be present at a meeting to have his/her/their vote counted.
    - v. The Board of Directors may increase or decrease the number of members by a vote of the majority of the entire Board, but the number of directors constituting the entire Board shall at no time be less than three. No decrease in the number of directors shall shorten the term of any incumbent member.

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- vi.** All of the directors shall be at least eighteen (18) years of age.
- c. Attendance:** To remain in good standing, a member of the Board of Directors will attend at least **X of X** scheduled meetings per year.
  - i. Presence at the Meeting by Telephone/Zoom:** One or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board Meeting or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting by such means shall constitute presence in person at the meeting, as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board or committee.
- d. (BOD) Officer Positions:** ITAC shall designate one Board of Directors member to serve as President, one member to serve as Vice-President, one member to serve as Secretary, and one member to serve as Treasurer.
  - i. Positions:** Officers are appointed by the Board of Directors. Officers shall actively participate in strategic planning and ongoing planning and implementation of prevention initiatives aimed at ensuring that every youth in our community grows up in a drug-free environment, intentionally designed to promote their well-being.
    - 1. President:** The President shall serve as principal officer for the organization and is responsible for leading and managing the Board of Directors. This includes presiding over board meetings, collaboration on creating a meeting agenda, facilitating discussions, ensuring decisions are made in the best interest of the organization, representing the board to external stakeholders, and overseeing the performance of the board members. They also work closely with Key Personnel to provide direction and support for the organization's overall strategy and goals. The President shall act as spokesperson for ITAC or may, under special circumstances, delegate another ITAC Board member or Key Personnel to serve as spokesperson.
    - 2. Vice-President:** The Vice-President shall assume the responsibility and authority of the President in his/her/their absence. The Vice-President shall act as the spokesperson for ITAC as required.
    - 3. Secretary:** The Secretary's responsibilities will be supported by the Board of Directors and Key Personnel. The secretary is responsible for documentation pertaining to ITAC. The following duties and responsibilities are required but not limited to:
      - a.** Recording Board meeting minutes.
      - b.** Distributing the agenda/prior meeting minutes at least one week before each Board meeting.
      - c.** Maintaining records, including a current membership roster.
      - d.** Supporting the President with scheduling meetings, preparing agendas, emailing members and shaping the specific work of the ITAC in relation to the mission.
      - e.** Act as the spokesperson for ITAC as required.
    - 4. Treasurer:** The Treasurer is responsible for managing funds, keeping financial records pertaining to ITAC and act as a second signature on

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required purchases. The following duties and responsibilities are required but not limited to:

- a. Preparing a monthly report on specific bank account status for each Board meeting.
- b. Pay bills and process reimbursements for ITAC from specific accounts.
- c. Act as the spokesperson for ITAC as required.

#### ii. Election and Terms

1. Nominations for Board of Directors officer positions can be made by **Board of Directors members, General Coalition members or by self-nomination.**
2. Board of Directors Officer positions are elected by (**Board members/Coalition members**).
3. Except as otherwise provided by law or these by-laws, Board Officers of ITAC shall be elected at each annual meeting in **insert month** and shall serve a term of one year.
4. Each appointed **Board of Directors member/General Coalition member** shall have one vote, irrespective of office held.
5. Board Members must be present at a meeting to have his/her vote counted.

#### e. Vacancies

- i. Newly created positions resulting from an increase in the number of directors or vacancies may be filled by:
  1. A majority vote of the current Board of Directors, even if fewer than all directors are present and/or a quorum is not met.
  2. If these vacancies are not filled before the next annual meeting, they will be filled by a vote of the Board of Directors at that meeting.
- ii. A Director elected to fill a Board of Directors officer position vacancy will serve until:
  1. The next annual meeting, where the nomination and election of officers takes place.
  2. Their successor has been elected and has begun their term.

#### f. Resignation and Removal

- i. **Resignation:** Any member of the Board of Directors may resign at any time by giving his/her/their resignation to Key Personnel, the President, the Vice President, or the Secretary in writing. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
  - ii. **Removal:** Any member may be removed with or without cause by the affirmative vote of the majority of the Board of Directors at any meeting, notice of which shall have referred to the proposed action. Unexcused absence from **X** regular meetings in any 12-month period shall, without limitation, be cause for removal.
- g. **Compensation:** No member of the Board of Directors shall receive, directly or indirectly, salary, compensation, or emolument from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.
- h. **Special Advisors:** From time to time, the Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested

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in the objectives of ITAC to assist in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of neither the corporation, nor any liability with respect thereto.

#### i. Meetings

##### i. Types of Meetings

1. **Regular Meetings:** Regular meetings of the Board of Directors shall be held at **X**, except as otherwise noted.
2. **Special Meetings:** Special meetings of the Board of Directors may be called at any time by any officer or member and shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify. Such request shall state the purpose or purposes for which the meeting is to be called.
3. **Annual Meeting:** The annual meeting of the Board of Directors shall be held during the month of **X** to bring together board members, coalition members and community to discuss important matters, make strategic decisions for the organization and appoint new officers.

ii. **Notice of Meetings:** Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given to each member of the Board at least one week prior to meeting date.

iii. **Procedure:** The order of business at regular meetings shall include but not be limited items on a prepared agenda, which will be covered in sequence unless circumstances make an altered order more efficient.

iv. **Quorum and Action:** At all Board of Directors meetings, except as required by law or the certificate of incorporation or these by-laws, a quorum is necessary for conducting business. A quorum consists of at least one-third of the entire Board. If a quorum is present, the majority vote of the directors present at the time of the vote will decide any question that comes before the meeting. For the purpose of this paragraph, directors who are present at the meeting but absent at the time of the vote due to a conflict of interest or related party transaction will be considered present at the time of the vote. A majority of directors present, whether or not a quorum is present, may adjourn the meeting to another time or place without prior notice, except for an announcement at the meeting stating the new time and place.

v. **Action without a Meeting:** Any action required or permitted to be taken by the Board of Directors thereof may be taken without a meeting if all members consent in writing to the adoption of a resolution authorizing the action. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

II. **Key Personnel:** Complete job duties and responsibilities are outlined in individual Key Personnel Job Descriptions (separate from by-laws).

- a. **Authorized Organizational Representative (AOR):** The Authorized Organizational Representative (AOR) is the representative of ITAC with authority to act on the organization's behalf in matters related to the award and administration of grants under the CDC. These responsibilities include overseeing the financial aspects of the grant and the performance of the grant-supported project or activities as specified in the approved application. The AOR is responsible for the day-to-day running of the coalition, administration, program planning,

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implementation and evaluation, financial management and reporting and oversight of personnel and project management.

- b. **Program Director:** The Program Director (PD) is the person who provides programmatic oversight of the grant and is accountable to the Authorized Organizational Representatives (AOR) and Board of Directors (BOD) of ITAC. The AOR and Program Director are responsible for the day-to-day running of the coalition, administration, program planning, implementation and evaluation, financial management and reporting and oversight of personnel and project management.
- c. **Program Coordinator:** The Project Coordinator (PC) works to build the capacity and leverage the resources of the coalition through its members and the organizations they represent. In collaboration with the Authorized Organizational Representative (AOR), Program Director (PD), and the Board of Directors (BOD), the PC facilitates communication, provides resources, and helps with planning and coordination of substance use prevention activities, in keeping with grant funding. The Project Director and the Project Coordinator can be the same person, at no more than 100% FTE.
- d. **Other Staff Positions and Support:** The Board of Directors will, as grant funding enables, post, screen, select and hire staff members to direct and augment the work of ITAC within the purpose and goals set forth within these bylaws, and as elaborated with the position job description. Needs addressed shall likely include, but not be limited to the following: Administrative, Personnel Management, Program Oversight and Financial.
  - i. **Youth Coach:** Youth Coaches work with ITAC Youth Ambassadors on a variety of initiatives focused on preventing underage substance use. They are instrumental in educating, motivating, and supporting ITAC youth in implementing the strategies, activities, and events that support the Action Plan and Coalition mission. Coaches create opportunities for youth to lead which in turn allows them to engage, feel valued and believe they are an integral part of the process to achieve ITAC goals and objectives. Youth Coaches also assist the AOR and Project Director in implementation of strategies and activities including focus groups, surveys, and events.

### III. **Fiscal Agent**

- IV. **General Coalition:** General Coalition Membership shall be comprised of a comprehensive representation of individuals, groups, and institutions that are interested in and committed to the work of ITAC. Members shall participate in the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug free. Members shall include one or more representatives from each of the following sectors:

- Youth/Student
- Parent
- Business
- Media
- School
- Youth-serving organization
- Law enforcement

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- Religious/Fraternal organization
- Civic/Volunteer groups
- Healthcare
- State, local, or tribal governmental agency with expertise in the field of substance use prevention, treatment, and/or recovery
- Other organizations involved in reducing substance use

**a. Roles, Duties, and Responsibilities:**

- i. Become knowledgeable about ITAC and the issues surrounding underage alcohol, tobacco, and other drug use;
- ii. Follow ITAC bylaws;
- iii. Provide input and feedback into the formulation of ITAC goals, objectives, and strategic plans;
- iv. Serve on one of ITAC 's Committees;
- v. Come to ITAC meetings well-prepared and well-informed about issues on the agenda;
- vi. Consider others' point of view, make constructive suggestions, and help ITAC make decisions that benefit those ITAC serves;
- vii. Represent ITAC to individuals, the public and other organizations;
- viii. Support the on-going process of recruitment of new ITAC members and community partners;
- ix. Provide training and information in order to orient new members.

**b. In Addition, Sector Representatives shall:**

- i. Be willing to serve as a community liaison to the sector they represent;
- ii. Appoint a representative to participate on ITAC if they themselves cannot be present;
- iii. Contribute to the strategic planning process;
- iv. Clearly communicate between their sector and ITAC;
- v. Participate in sustaining ITAC's capacity, involvement, and energy;
- vi. Demonstrate cultural competence.

**V. Committees:** Committees and Ad Hoc committees shall be appointed by the Board of Directors or Key Personnel as necessary to carry out the work of the Coalition.

- a. **Committees of the Board:** consist of board members only with the authority to "bind" the organization.
  - i. **Executive Committee**
  - ii. **Finance/Audit Committee**
  - iii. **Nominating Committee**
- b. **Committees of the Organization:** chaired by a board member, consists of board members, coalition members and community/sector representation.
  - i. **Fundraising & Sustainability**
  - ii. **Building Capacity**
  - iii. **Environmental Scans**
  - iv. **Strategic Planning**

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- c. **Ad Hoc Committees:** Co-chaired by at least one board member with a non-board member and consists of coalition members and community/sector representation.
  - i. **Grant Writing**
  - ii. **S3 Campaign**
  - iii. **Billboard**

#### **Article III: Representation**

- I. No member may speak for, or in the name of ITAC unless said comments have been approved by a majority of those members of the Board of Directors present during a regular or special meeting.
- II. When members of ITAC are speaking publicly, information offered needs to be qualified as to whether it is personal opinion, specific organizational interests, or a position agreed upon by ITAC. This includes interviews with a media representative.
- III. When a hired or appointed staff member of ITAC is speaking. There shall be no discrimination on the basis of race, color, national origin, sex, religion, age, marital status, sexual orientation, gender identity, military status, source of income or disability.

#### **Article IV: Bylaws**

- I. Any member may propose an amendment to the bylaws by proposing the change in writing or verbally at a meeting of the Board of Directors.
- II. The bylaws go into effect immediately after they are approved by majority vote of the Board of Directors.
- III. Organizational bylaws will be reviewed every two years and updated as necessary.

#### **Addendum I: Review & Revision**

*Adopted: October 12<sup>th</sup>, 2022*

*Amended & Adopted: November 14<sup>th</sup>, 2022*