

BY-LAWS OF THE

North Coastal Prevention Coalition

ARTICLE 1- NAME AND OFFICES

SECTION 1. NAME

The name of the organization shall be North Coastal Prevention Coalition.

SECTION 2. OFFICES

The principal office of the Coalition for the transaction of its business shall be located in the City of Vista or as determined by the Board of Directors.

SECTION 3. OTHER OFFICES

The Coalition may also have other offices as may be required.

ARTICLE 2 - PURPOSE

SECTION 1. PURPOSE

The primary purpose of this Coalition shall be to promote an alcohol safe and drug free environment within Carlsbad, Oceanside, and Vista. To accomplish this purpose the Coalition will endeavor to:

1. Promote the development of a coordinated system of alcohol, tobacco, marijuana and other drug abuse prevention.
2. Identify and address priority needs and problems in Carlsbad, Oceanside, and Vista related to alcohol, tobacco, marijuana and other drug abuse, through a collaborative community-wide approach.
3. Implement actions necessary to carry out goals assigned to the Coalition in grants and programs related to alcohol, tobacco, marijuana and other drug abuse.
4. Coordinate community-wide programs, special events, and activities intended to promote public support for the purposes enumerated in this section and community awareness about alcohol, tobacco, marijuana and other drug abuse.

ARTICLE 3 - GENERAL MEMBERSHIP OF THE COALITION

SECTION 1. ADMISSION

The ideal membership for the Coalition is that it be diverse and representative of Carlsbad, Oceanside, and Vista's multi-ethnic population. Representation from MCB Camp Pendleton, as designated by the Commanding General, should be encouraged. The Board of Directors of the Coalition shall approve admission to the Coalition by majority vote of the board members then in office. The general membership of the Coalition will consist of formal organizations, programs, agencies located in or serving the residents of Carlsbad, Oceanside, and Vista and residents concerned about alcohol, tobacco, marijuana, and other drug abuse. Each member organization of the Coalition will designate one voting representative.

Each member of the Coalition will subscribe to the highest ethical standards. Members will not tolerate dishonest or unethical business practices. Unethical practices are such that tend to deceive or mislead the public or clients or those that tend to breach fiduciary responsibilities.

Each member of the Coalition will be required to enter into a formal Partnership Agreement and be subject to all the provisions of these By-laws.

SECTION 2. REMOVAL

Any member may be removed from the Coalition by a majority vote of the general Coalition membership for cause.

ARTICLE 4 - DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall be composed of nine (9) voting members and up to four alternates who collectively shall be known as the Board of Directors. Eight (8) Directors will be elected as described in Section 6. The immediate past President of the Coalition, if available and approved by majority vote, shall be an ex-officio member of the Board of Directors with voice and vote.

SECTION 2. POWERS

The Board of Directors shall be the governing body of this Coalition. Subject to the provisions and any limitations in these By-laws, the activities and affairs of the Coalition shall be conducted, and all Coalition powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, or by these By-laws.
2. Meet at such times and places as required by these By-laws and other special meetings.
3. Register their addresses and telephone numbers with the secretary of the Coalition and notify the secretary of any change.

SECTION 4. TERMS of OFFICE

Each Board member shall serve a term of two years. Any Board member who is elected by the Board to fill a space vacated during a regular term will serve the unexpired portion of the term. There is no designated term limit. Any member of the Board of Directors may be removed for cause or for failure to attend three consecutive meetings without a valid excuse by a majority vote of the General Coalition membership upon the recommendation of the Board of Directors.

SECTION 5. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. In the event the office of the President is vacant, the Vice President will succeed that position for the duration of the term.

The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or convicted of a felony.

All officers residing may resign effective upon giving 30-days written notice to the Board of Directors; such notice will include the effective date of resignation.

Vacancies on the board shall be filled by one of the alternates or by the following:

1. A majority approval of the Board.
2. The unanimous written vote of the Directors then in office.
3. A sole remaining director.

SECTION 6. ANNUAL ELECTIONS AND VOTING

All vacancies caused by the expiration of a director's term on the Board shall be elected by the General Membership in accordance with this section. Any valid member of the Coalition is eligible to be nominated for any vacant position on the Board of Directors, except that no more than two individuals from any member agency or organization shall serve on the Board at any given time.

Self-nominations shall be accepted. A nominations committee shall be formed and nominations shall be accepted no later than one month prior to the annual meeting of the Coalition. Board members shall be elected by a majority vote of the general membership in attendance at the annual meeting. Each member shall cast one vote, with voting being by secret ballot.

SECTION 7. COMPENSATION

Directors shall serve without compensation except that they shall be allowed pre-approved reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article, upon approval of the Board of Directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors and the general membership shall be held at least once every two months. The Board of Directors shall establish agendas for Board and general membership meetings. Requests for agenda items, or notices, shall be submitted to the President of the Board of Directors.

The annual meeting of the Coalition and of the Board of Directors shall be held in January of each year.

SECTION 9. TIME AND PLACE OF MEETINGS

General membership meetings of the Coalition shall be held at least once every two months at a time and place designated by the Board of Directors and announced to all members of the Coalition.

Meetings of the Board of Directors meetings shall be held at least once each quarter at a time and place designated by the members of the Board and announced to members of the Coalition.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors by giving three (3) days written or oral notice, provided a quorum, as hereinafter defined is present.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall be constituted by a majority of directors. If unable to physically attend a meeting, directors may designate a proxy vote in writing. In the absence of any Director, one of the alternates may serve in place for that meeting.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President of the Coalition or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Coalition shall act as secretary of all meetings of the board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order or other such rules as adopted by the Board of Directors by resolution, as such rules may be revised time to time, insofar as such rules are not inconsistent with or in conflict with these By-laws.

SECTION 13. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the majority vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state what action was taken by written consent of the Board of Directors without a meeting and that the By-laws of this Coalition authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liability, or other obligations of the Coalition or projects and programs funded by or through the Coalition.

SECTION 15. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Coalition (including a director, officer, employee or other agent of the Coalition) against any liability other than for violating provisions of state law relating to self-dealing.

ARTICLE 5 - OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Coalition shall be a President, a Vice President, a Secretary and a Treasurer. The Coalition may also have other officers as may be determined by the Board of Directors.

SECTION 2. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Any member of the Board of Directors may serve as officer of the Coalition. Officers shall be elected by the Board of Directors at the Board meeting following the Annual Meeting of the Coalition. Each officer shall hold office for a one-year term, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, with cause, by a majority of the Board of Directors then in office, at any time. Any officer may resign at any time by giving a 30-day written notice to the Board of Directors.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a majority vote of the Board of Directors then in office.

SECTION 5. DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Board of Directors, and shall serve as Chairperson of the Coalition and as a non-voting member of all committees. He or she shall perform all duties incident to his or her office and such other duties as may be required by these By-laws, or which may be prescribed from time to time by the Board of Directors.

SECTION 6. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by these By-laws or as may be prescribed by the Board of Directors.

SECTION 7. DUTIES OF THE SECRETARY

The Secretary shall:

- A. Certify and keep at the principal office of the Coalition the original, or a copy, of these By-laws, as amended or otherwise altered to date.
- B. Keep at the principal office of the Coalition or at such other as the Board may determine (i.e. NCPC official website), a book of minutes of all meetings of the Directors and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- C. See that all notices are duly given in accordance with the provisions of these By-laws.
- D. Keep at the principal office of the Coalition a membership book containing the name and address of each director, committee member or other members and in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- E. Exhibit at all reasonable times to any Director of the Coalition, or to his or her agent or attorney, on request thereof, the By-laws and the minutes of the proceedings of the Directors of the Coalition and all Coalition meetings.
- F. Provide to all Board members upon election a copy of the By-laws of the Coalition and any other documents necessary for the satisfactory fulfillment of duties.

SECTION 8. DUTIES OF THE TREASURER

The Treasurer shall:

- A. Receive all moneys of the organization and have custody thereof.

- B. Deposit the funds of the organization in one or more banks selected by the Board of Directors, to be disbursed in accordance with the directions of, and upon the signatures of both the President and the Treasurer or other designated/approved signatures; two approved signatures shall be required. In the event that either the President or the Treasurer is unavailable, the signature of the alternate approved signatures shall be used as appropriate.
- C. Keep a full account of all moneys received and paid out and shall make such reports thereof to the President and Board of Directors at least quarterly or as they may require.
- D. Receive and have custody of all deeds, securities, notes, contracts, and other financial papers of the organization and shall place them for safe keeping in the designated principal office or other location as designated by the Board of Directors and under such rules as to access as such Board of Directors shall determine.
- E. Keep full account of all deeds, securities, notes, and financial papers of the corporation and shall make such reports thereof to the President and Board of Directors quarterly or as they may require.
- F. Cause the books of account of the corporation to be audited at least once annually, or as they may require, by a person or firm approved by the Board of Directors, and shall cause to be prepared and shall present at the annual meeting of the Coalition a comprehensive financial statement including the report of the auditor.
- G. Sign such papers as may be required by the office.
- H. Perform such other duties as may be appropriate to the office.
- I. The Treasurer may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his duties.

ARTICLE 6 - COMMITTEES

SECTION 1. COMMITTEE STRUCTURE

The Board of Directors shall establish such program committees and task force groups as are necessary to fulfill the purpose of the Coalition (Article I, Section 2), including issues of prevention, education, intervention, treatment, law and justice, community awareness and program development. The Board shall make a report of the work of all program committees to the annual meeting of the Coalition.

SECTION 2. COMMITTEE MEMBERSHIP

Nominations to the various committees and Coalition representation to community collaboratives or organizations relating to substance abuse shall be approved by the Board of Directors. Participation on any committee is open to all members of the Coalition and to interested members of the community, subject to approval of the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these By-laws concerning meetings of the Board of Directors, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

ARTICLE 7 - RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF RECORDS

The Coalition shall keep at its principal office in Vista, California the following:

- A. Minutes of all meetings of Directors, committees of the Board and other committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- C. A copy of the Coalition's By-laws as amended to date, which shall be open to inspection by the Board of Directors or members of the Coalition at all reasonable times during office hours.

SECTION 2. DIRECTORS INSPECTION RIGHTS

With the exception of confidential documents and/or documents in progress, each director shall have reasonable access to all books, records and documents of every kind and shall have the right to inspect the physical properties of the Coalition.

SECTION 3. ANNUAL REPORT

The Board shall provide an annual report to the general membership of the Coalition at the annual meeting.

ARTICLE 8 - AMENDMENT OF BY-LAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of By-laws, these By-laws, or any of them may be altered, amended, or repealed and new By-laws adopted by a majority vote of the Board of Directors then in office, provided that each Director has had a reasonable amount of time for prior review and comment.

Amended 11/05/2020

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the Coalition named in the title thereto, and that such By-laws were duly amended and adopted by the Board of Directors of said Coalition on the date set forth below.

Signature 

Print Name/Title AARON BYZAK, PRESIDENT

Date NOVEMBER 18, 2020