

Bylaws of the Animal Welfare Coalition of Hampton Roads

ARTICLE I – NAME

The name of the organization shall be the Animal Welfare Coalition of Hampton Roads.

ARTICLE II – PURPOSE

The purpose of the organization is to improve the welfare of animals in Hampton Roads.

ARTICLE III – MEMBERSHIP AND VOTING

Section 1. The General Membership of the Coalition is open to those organizations and individuals interested in addressing animal welfare issues in the Hampton Roads community.

Section 2. A member agency may have one voting member and an alternate. These members shall be identified to the Secretary in writing by the agency and any change in representation should be identified as it may occur. Each organization shall have one vote.

Section 3. The role of the General Membership is to provide oversight and guidance to the Executive Board of the Coalition, act on recommendations for annual funding, review and act on bylaw changes, set policy for the Coalition, and plan for the delivery of services to animals.

Section 4. Any member desiring to resign from the General Membership of the Coalition shall submit a letter of resignation to the Chairperson, who then shall present it to the Executive Board for action.

Section 5. One may not be an individual member of record and the designated representative of an agency.

Section 6. Individual members do not have individual votes, but shall designate one individual member and an alternate to vote on their behalf to be elected at the annual meeting.

Section 7. In order to be a voting member in good standing, organizational representatives and the individual member voting representatives shall attend no less than 4 meetings per year; however, new members are considered to be in good standing once their paperwork identifying the voting delegates has been processed by the Secretary.

ARTICLE IV – OFFICERS

Section 1. The officers of the Coalition shall be an elected chairperson, an elected vice chairperson, an elected recording secretary, and three elected members at large. These officers shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by the coalition.

Section 2. The chairperson, vice chairperson, recording secretary, three members at large shall be elected by ballot to serve for one year or until a successor is elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 3. Officers of the coalition are limited to a two-year tenure in any one office.

Section 4. The chairperson, vice chairperson, recording secretary, and three members at large shall not be on the board, staff, or volunteer of any agency that may be a contractor of the coalition.

ARTICLE V – EXECUTIVE BOARD

Section 1. The officers of the Coalition (the vice chairperson, the recording secretary, the elected members at large) and the chairpersons of the standing committees shall constitute the Executive Board.

Section 2. The Executive Board shall have general supervision of the affairs of the Coalition providing financial oversight. The Board shall be subject to the orders of the General Membership of the Coalition, and none of its acts shall conflict with actions taken by the Coalition.

Section 3. Unless otherwise ordered by the Board, regular meetings of the Executive Board shall be held prior to each monthly general membership meeting. Special meetings of the Board may be called by the Chairperson and shall be called upon the written request of three members of the committee.

Section 4. Any member of the Executive Board who has more than three absences during the year will forfeit the Board position.

Section 5. At any meeting of the Executive Board, a majority of the members of the Board who are in attendance shall constitute a quorum for the transaction of business. If less than a majority is present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice.

Section 6. Any vacancy of the Executive Board will be filled on an interim basis by a majority vote of the remaining board members. Within 2 general membership meetings, the nominating committee will present candidates to the general membership for a vote to fill that vacancy for the remainder of that term.

ARTICLE VI – MEETINGS

Section 1. The regular meetings of the Coalition shall be held on the first Sunday of each month.

Section 2. The regular meeting of the first Sunday of January shall be known as the Annual Meeting and shall be for the purpose of electing a chairperson, a vice chairperson, a recording secretary, three members at large, and chairpersons of the committees cited in Article VII, receiving reports of officers and committees and for any other business that may arise.

Section 3. Special meetings may be called by the chairperson of the Executive Board and shall be upon the written request of ten members of the Coalition. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days notice shall be given.

Section 4. At any meeting of the General Membership of the Coalition, representation from at least thirty percent of the voting membership shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the those members present may adjourn the meeting from time to time without further notice.

Section 5. Actions taken by the General Membership and Executive Board shall be by a simple majority vote.

ARTICLE VII – COMMITTEES

Section 1. Nominating Committee

A. Composition

There shall be a Nominating Committee all of whose members are elected. The Committee shall consist of three members, none of whom shall be the sitting chair of the Coalition. One member shall be the Immediate Past Chair of the Coalition who shall chair the committee. The other two members shall be elected from the floor at the annual meeting. In the event the Immediate Past Chair is not available to serve, all three members shall be elected from the floor at the election meeting and the committee shall choose its own chair.

B. Term

The term shall be one year, with no member serving more than two consecutive terms.

C. Duties

It shall be the duty of this committee to prepare slate(s) of candidates for election to the various positions as set forth in the Bylaws and other governing documents. Nominations may also be made from the floor.

D. Vacancies

A vacancy in the Nominating Committee shall be filled by the Board of Directors from candidates presented by the remaining members of the Nominating Committee. Any member so elected shall serve until the expiration of the original term of office.

Section 2. Other committees may be created as the Board of Directors deems necessary.

ARTICLE VIII – GRANTS AND CONTRACTS

Section 1. The Coalition may designate a lead agency or organization as the lead agency for seeking and managing grants.

Section 2. The Coalition will direct the action of the designated lead agency by vote of the general membership concerning regulations governing provisions of grants and contracts as they pertain to the Coalition.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. Conflict of interest occurs when an appointed or voting member of the Coalition has a direct or fiduciary interest in an organization with which the Coalition has a direct, financial and/or recognized relationship including any such interest that existed at any time during the prior twelve months. Direct or fiduciary relationships include ownership, employment, contractual, creditor, consultant, board member, staff membership, or volunteer.

Section 2. In the event of a conflict of interest, and/or during the period of review of said conflict of interest, members with a conflict of interest shall state the conflict, may participate in the discussion of the matter in conflict/question but shall recuse themselves from voting on the matter. Such members shall be counted in order to determine if a quorum is present.

Section 3. All statements and concerns regarding conflict of interest shall be recorded in the Coalition's meeting minutes and referred to the chairperson, or the chairs appointed representative, for review. The full Coalition shall take, based on the recommendations of the chairperson, whatever actions it deems appropriate.

Section 4. A member shall be terminated from membership on the Coalition and any of its committees for refusing to cooperate in a conflict of interest review, or when it is determined that the person has knowingly taken action to influence the conduct of the Coalition in an unethical manner as determined by the chairperson.

ARTICLE X – PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Coalition may adopt.

ARTICLE XI – AMENDMENT OF THE BYLAWS

Section 1. These bylaws may be amended at any regular meeting of the Coalition by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

Section 2. These bylaws may also be amended at any regular meeting of the Executive Board by two-thirds vote, to bring these by-laws into compliance with federal or state regulations and guidelines.

Approved as amended by General Membership vote, (December 7, 2003)

Debra Griggs, Chairperson
Animal Welfare Coalition of Hampton Roads

(Date)