



Bylaws

Coalition Partners

Who:

North Dakota Department of Health (NDDoH) Diabetes Prevention & Control Program (DPCP), Member Organizations, Individuals.

Roles:

Dependent on funding and programmatic priorities, NDDoH DPCP may provide funding for a liaison to help coordinate meetings and activities; member organizations support personnel attendance at coalition meetings, participation on teams and for activities developed to meet the coalition's mission and strategic plan.

Coalition Identity

How this coalition will be known: Dakota Diabetes Coalition (DDC).

Coalition Authority

What this coalition strives to do:

Develop plans to improve statewide diabetes measurement and outcomes.

Develop a five-year state diabetes plan.

Provide information relevant to diabetes prevention, management, treatment and control.

Promote promising practices to coalition members and statewide diabetes stakeholders.

Keep membership open and inclusive.

Solicit representation from all groups and regions in the state.

Solicit grants, oversee distribution of funds, and provide grant management, including monitoring the distribution and accounting of funds.

What this coalition cannot do:

Promote one program, registry, or organization over another. (Distribution of funds based on merit and measured against pre-determined standards shall not, in and of itself, constitute undue "promotion" of one organization over another.)

Require action based upon information it disseminates.

Violate HIPAA regulations.

Mandate member organizations' or individuals' names on any specific project; groups may opt out of specified decisions, projects or other activities.

Coalition Mission (Purpose)

To integrate and invigorate all efforts to prevent, manage and treat diabetes for all North Dakotans.

Coalition Vision (Direction)

A dynamic and sustainable diabetes coalition

Coalition Membership

Application Procedure:

Membership is open to any organization or individual whose mission supports or coincides with the Coalition's.

Membership Expectations:

1. Endorse and support the implementation of Coalition priorities.
2. Recommend and recruit new members.
3. Coordinate and collaborate within own organization to implement strategies that address one or more Coalition priorities.
4. Coordinate and collaborate with one or more organizations to implement strategies that address one or more Coalition priorities.
5. Update Coalition members on local progress and accomplishments in the field of diabetes treatment and prevention.
6. Attend regularly scheduled meetings (attendance may be in person or via teleconference or videoconference). If unable to attend, effort will be made to enlist a replacement to attend or share updates with the Coalition.
7. Share ideas and recommendations.
8. Participate in establishing statewide priorities for the prevention and control of diabetes toward which the collective energies of the Coalition will be directed.
9. Contribute and participate during meetings and volunteer for committee work.

Member Acceptance:

Acceptance of new memberships must be approved by a majority vote of the Executive Committee.

Member Resignation:

Any member may resign Coalition membership at any time by filing a written resignation with the Secretary/Treasurer.

Member Removal:

A Coalition member may be removed at any time, with or without cause, by a majority vote of all voting members present and voting at a regular or special meeting.

Coalition Participant:

Those individuals who are not currently able to regularly participate in coalition meetings and activities as full members may request to be listed as a Coalition Participant. This enables the individual to participate in the listserv and to access information on the Coalition website.

Participants are welcome to participate in meetings but may not vote. Participants may upgrade their status to full members at any time.

Coalition Member Roles and Responsibilities

Election:

Voting members shall elect all officers as provided in these bylaws for a period of one year or until their successors are elected or qualified, or until the earlier death, resignation, removal, or disqualification of the officer. The previous Chair is the Immediate Past Chair. The members must hold the election of officers annually. A majority vote of members voting is necessary for results to be binding.

Term of Office:

The terms of office begin immediately following the election. The Executive Committee shall fill any vacancy by appointing an active member to fill the unexpired term of the office. If a person no longer meets the criteria to serve as an officer, that person shall tender a resignation to the Executive Committee and the Committee has the option of either accepting the resignation or requesting the person to complete the term of office.

The North Dakota Department of Health Liaison shall:

1. Assist the Coalition Chair and Executive Committee.
2. Schedule and organize Coalition meetings
3. Assist in setting Coalition priorities.
4. Inform NDDoH DPCP Director of activities to ensure that federal requirements are met when using funding provided by the Centers for Disease Control and Prevention.
5. Energize Coalition members and encourage completion of assignments and committee work.
6. Promote collaboration, encourage shared responsibility, share ideas and recommendations, and be open to diverse points of view.
7. Appoint or reconvene any committee, as needed, to provide advice on priority diabetes issues, which may include persons who are not Coalition members.
8. Perform other duties prescribed by the Executive Committee.
9. See that all decisions and processes of the Executive Committee are followed.

The Chair shall:

1. Provide leadership for the Coalition, including assistance in setting priorities and meeting agendas designed to reach them.
2. When present, convene and preside at all meetings of the Executive Committee and members.
3. Sign and deliver in the name of the Coalition, any contracts or other instruments pertaining to the business of the Coalition, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Executive Committee to some officer or agent of the Coalition.

Vice Chair shall:

1. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair.
2. Make provision for keeping a record of all proceedings and ensure that a current listing of the members of the Coalition is kept.
3. Perform the duties and have the powers prescribed by the Executive Committee.

Secretary/Treasurer shall:

1. Attend and give notice of all meetings of the Executive Committee and members.
2. Ensure that accurate financial records for the Coalition are kept; ensure that all money, drafts, and checks in the name of and to the credit of the Coalition are deposited in the banks and depositories designated by the Executive Committee. Endorse for deposit all notes, checks, and drafts received by the Coalition as directed by the Executive Committee.
3. Disburse Coalition funds and issue checks and drafts in the name of the Coalition, as directed by the Executive Committee.
4. Give to the Chair and the Executive Committee, whenever requested, an account of all financial transactions by the Secretary/Treasurer and of the financial condition of the Coalition.
5. Perform other duties prescribed by the Executive Committee or by the Chair.
6. Disburse Coalition funds and issue checks and drafts in the name of the Coalition, as directed by the Executive Committee.
7. Give to the Chair and the Executive Committee, whenever requested, an account of all financial transactions by the Secretary/Treasurer and of the financial condition of the Coalition.
8. Perform other duties prescribed by the Executive Committee or by the Chair.

As needed, the Secretary/Treasurer position may be divided into two separate posts to allow two people to carry responsibilities, with duties being divided according to the Executive Committee.

Coalition Key Functions/Responsibilities

1. Market the Coalition statewide.
2. Develop and implement all coalition priorities and goals.

Coalition Meetings

Annual Meeting:

The annual business meeting of members is held in the fall of every year at the place, date, and time determined by the Executive Committee. At this meeting there must be:

1. An election of successors for officers whose terms have expired or will expire at the end of the fiscal year. However, if the nominations are not completed by the annual meeting, a special election will be held prior to the end of the fiscal year.
2. A report on the Coalition activities over the past year.
3. A financial report.
4. An updated Performance Improvement Plan for the Centers for Disease Control and Prevention.
5. Addressing of other matters raised, consistent with meeting notice requirements.

Upon the vote of the membership at the annual meeting, voting can be deferred to a time designated in the deferment.

Regular Meetings:

Entire coalition meetings will be held every other month via conference call, teleconference, or in-person as determined by the Executive Committee.

Vision Priority Team Meetings:

The Vision Priority Teams will meet on alternating months from the entire coalition meetings.

Special Meetings:

The Executive Committee may call a special meeting of the members at any time. A special meeting must be called by the Chair and held within thirty days if at least ten percent of the members indicate to the Chair or Secretary via a written request (e-mail is acceptable) that such meeting is necessary. The business to be transacted at any special meeting must be stated in the meeting notice and no other business may be considered at that time.

Meeting Notice:

Written notice of any meeting of members must be delivered, either by email, in-person, mail, or fax to the last known address of each member at least seven (7) days, preferably fourteen (14), before the meeting date.

Waiver of Notice:

A member may waive notice of a meeting by delivering the waiver before, at, or after the meeting. The waiver may be given in writing or by attendance at the meeting. Attendance by a member at a meeting is a waiver of the notice of that meeting. The exception is if the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection. The member may also object before a vote on an item of business because the item may not be lawfully considered at that meeting if the person making the objection does not participate in the consideration of that item at that meeting.

Action Without Meeting:

An action required or permitted at a meeting of the members may be taken by written action signed by 60% of all of the members entitled to vote on that action.

Action by Written Ballot:

An action that may be taken at a regular or special meeting of members may be taken without a meeting if the Coalition mails or delivers a written ballot to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if:

1. The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and
2. The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Evaluation of the Coalition

At the request of the Executive Committee, a special task force may be assembled to evaluate the work of the Coalition.

Coalition Time Frame

When (if) this coalition will be sunset:

When diabetes is no longer a threat to North Dakotans.

Coalition Executive Committee

Rules of Procedure:

The Executive Committee of Directors of the Coalition, known as the “Executive Committee,” may adopt rules for the conduct of its business, as it deems advisable.

Composition:

The Executive Committee is comprised of: Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair, an At-large member appointed by the Chair, and the Team Leaders. The NDDoH Liaison will see that all decisions and processes of the Executive Committee are followed. The NDDoH DPCP Director will see that all federal and state guidelines are followed. The NDDoH Liaison and DPCP Director are non-voting members of the Executive Committee.

Powers:

The Executive Committee is responsible for implementing decisions of the members and shall act for the members between member meetings.

Quorum and Executive Committee Action:

At any meeting of the Executive Committee, a majority of the voting members of the Executive Committee constitutes a quorum for the transaction of business, and any business transacted is valid if it is affirmatively passed by a majority of those voting. In the absence of a quorum, Executive Committee members may adjourn a meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Executive Committee members present may continue to transact business until adjournment even though the withdrawal of a number of members originally present leaves fewer than the number otherwise required for a quorum. Business conducted after a quorum is lost must be reviewed and ratified at the next meeting to have permanent effect. Executive Committee members may assign a proxy to vote in their absence.

Regular Meetings:

A regular meeting of the Executive Committee must be held at the place and time as the Executive Committee may prescribe. Notice of all regular meetings must be given to the Executive Committee members not less than five (5) days before the meeting is held.

Special Meetings:

A special meeting of the Executive Committee may be called by the Chair or at the request of two Executive Committee members, by notice mailed, delivered, or transmitted by facsimile to each member of the Executive Committee, not less than two (2) days before the meeting is held. The notice must state the purpose of the meeting.

Voting:

A regular or special meeting may be held by telephone conference call, or any other means of communication through which Executive Committee members may simultaneously hear each other, and votes may be cast during that conference. Executive Committee members may also submit their votes by facsimile transmission or e-mail pursuant to procedures adopted by the Executive Committee. The voting rights of an Executive Committee member may be delegated to another or exercised by proxy.

Resignation:

A member of the Executive Committee may resign at any time by giving written notice to the Chair.

Removal:

A member of the Executive Committee may be removed at any time, with or without cause, by a majority vote of all voting members voting at a regular or special meeting. If an Executive Committee member is appointed by the Executive Committee to fill a vacancy, that appointee may also be removed at any time, with or without cause, if a majority of the remaining Executive Committee members vote for removal at a regular or special meeting. That provision does not apply when Coalition members have duly elected Executive Committee members during the time between the appointment and the time of the removal.

Vacancies:

The remaining members of the Executive Committee, even if fewer people remain than are needed for a quorum, shall fill any vacancy occurring on the Executive Committee. If no Executive Committee members are remaining, the voting members shall fill the vacancies. An Executive Committee member who is elected to fill a vacancy shall serve the unexpired term of the predecessor Executive Committee member.

Action Without Meeting:

An action required or permitted to be taken at an Executive Committee meeting may be taken by written action signed by all of the Executive Committee members.

Compensation:

An Executive Committee member may not receive compensation for service on the Executive Committee, but by resolution the Executive Committee may allow for reimbursement of actual expenses incurred for service on the Executive Committee, which may not exceed two thousand dollars per year.

Coalition Membership

Voting:

Each member has one vote, and may vote by proxy. A regular or special meeting may be held by telephone conference call or any other means of communication through which members may simultaneously hear each other, and votes may be cast during that conference. Members may also submit their votes by facsimile transmission or e-mail pursuant to procedures adopted by the members. Members may take action at a meeting by voice or written ballot. At a regular or special meeting, a quorum consists of twenty-five percent of the voting members. Unless otherwise specifically provided by these bylaws, a majority vote of those present and voting is required. The Executive Committee shall implement all actions taken by the voting members.

Nominating Committee:

The Executive Committee shall appoint a Nominating Committee consisting of three voting members, one of whom is the Immediate Past Chair. The Nominating Committee shall nominate a candidate to the Executive Committee whenever a vacancy occurs in the Executive Committee, with that candidate to be elected by a majority vote of the remaining members of the Executive Committee. The Nominating Committee shall nominate a candidate for each elected office and shall notify, in writing, the membership of its choice not less than Thirty (30) days before the applicable annual meeting. During those 30 days other nominations from the membership are permitted. The ballot must indicate those nominees recommended by the Nominating Committee and those recommended by petition. The Nominating Committee shall conduct an election at the annual meeting in which each voting member has one vote to cast for each Executive Committee member position to be elected. The candidates receiving the highest number of votes for each office must be declared elected. The results of the election must be announced no later than the conclusion of the annual meeting.

Restrictions:

The Coalition may not carry on any activities or perform functions not permitted to be carried on or performed by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal Internal Revenue law). No part of the net earnings of the Coalition shall inure to the benefit of any member, director, or officer of the Coalition or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the corporation affecting one or more of its purposes) and no such member, director, or officer or any other private individual is entitled to share in any distribution of any of the Coalition's assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by the Coalition at any time, is and shall always be exclusively and irrevocably dedicated to the tax-exempt purposes of the Coalition. All dues and income received by the Coalition must be used for the purposes described in these bylaws. No part of the assets of the Coalition may be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual.

Coalition Fiscal Matters

Fiscal Year:

The fiscal year of the Coalition begins on the first day of April and ends on the last day of March of each year.

Contracts:

The Executive Committee may authorize any officer or agent, in addition to the officers authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Coalition. This authority may be general or confined to specific instances.

Checks:

All checks and drafts or orders for payment of money, and notes or other evidences of indebtedness, issued in the name of the Coalition must be signed by those officers or agents in the manner as determined by the Executive Committee. In the absence of this determination by the Executive Committee, those instruments must be signed by the Secretary/Treasurer and countersigned by the Chair or Vice Chair.

Deposits:

All funds of the Coalition must be deposited to the credit of this Coalition in such banks or other depositories as the Executive Committee may determine.

Coalition Bylaws Amendments

Any active member may propose a resolution for action by the members to adopt, amend, or repeal bylaws by submitting the resolution in writing to the Secretary/Treasurer. Any amendments may be approved by the affirmative vote of a majority vote of the voting members present at a regular or special meeting, if at least thirty (30) days' written notice is given to members of the date, time, and place of the meeting and a statement accurately describing the proposed amendments.

Date of approval: Oct. 12, 2007

Effective date of bylaws: Oct. 12, 2007