

BYLAWS
OF

Van Buren County SAFE Coalition.

ARTICLE I

NAMES AND OFFICES

Section 1. Name. The name of the coalition is Van Buren County SAFE Coalition.

Section 2. Principal Office. The principal office of the Corporation shall be located at 503 Henry St, in the city of Keosauqua, County of Van Buren, State of Iowa.

Section 3. Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall initially be as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing of a statement of said change as required by the Iowa Nonprofit Corporation Act.

ARTICLE II

PURPOSES, MISSION, VISION

Section 1. Purposes. The Corporation is a non-stock non profit coalition. The purpose or purposes for which the coalition is organized are:

- (a) To promote the Van Buren County area as a caring drug, alcohol and tobacco abuse free community.

Section 2. Mission. The Van Buren County SAFE Coalition seeks to stimulate community involvement to promote responsible behaviors, among youth and adults leading to SAFE, healthy communities

Section 3. Vision. Committed to making Van Buren County a SAFE place to live.

ARTICLE III

MEMBERS

Section 1. Members. The Coalition shall have one class of members. Every person interested in promoting Van Buren County as a caring drug, alcohol, and tobacco abuse free community is eligible to be a member.

Section 2. Annual Meetings. The annual meeting of Members shall be held during the month of October of each year at such time as is determined by the Board of Directors of the Coalition or at such other date and time as shall be designated from time to time by the Board of Directors. The annual meeting shall be for the purpose of electing officers from a slate of Members nominated by the Board of Directors and transacting such other business as may properly come before it.

Section 3. Special Meeting. Special meetings of the Board of the Coalition may be called by the President of the coalition or upon written request of at least ten members. Such request shall state the purpose or purposes of the requested meeting.

Section 4. Place of Meetings. Except as otherwise may be provided by express requirement of law, notice of the date, time, place and purpose of all meetings, monthly, annual and special, shall be given by the Secretary or other officer designated to give notice by the Board of Directors, the President or the Secretary may fix a place for the meeting. Most meetings will be held at the Roberts Memorial Building unless otherwise noted.

Section 5. Notice of Meeting. Except as otherwise may be provided by express requirement of law, notice of the date, time, place and purpose of all meetings, monthly, annual and special, shall be given by the Secretary or other officer designated to give notice by the Board of Directors not less than ten nor more than thirty days before the date of the meeting to Members entitled to vote at such meeting. The notice may be given either

- (a) by mail, addressed to the last known post office address of such Member as the same appears on the records of the Corporation, or
- (b) delivered to a Member in person, or
- (c) via email to members who have access to email.

If given by mail, the date of depositing the notice in a mail receptacle maintained by the United States Postal Service shall be deemed as the date of giving the notice.

Section 6. Quorum. A majority of Members entitled to vote on a matter must be present at a meeting of the Members to constitute a quorum at such meeting.

Section 7. Valid Member Action. When any action is to be taken by the Members, it shall be authorized by affirmative vote of a majority of the Members present, unless a greater percentage of affirmative votes is required by another Section of the Bylaws.

Section 8. Monthly Meetings of Members. Monthly informational and/or educational meetings will be held every month. If a Special Meeting is called, as provided in Section 3, above, to occur at the same time as a Monthly Meeting, notice as provided in Section 5, above, will be sufficient. The President or Secretary of the Coalition will give notice of other Monthly Meetings not less than ten nor more than thirty days before the date of the meeting to Members entitled to vote at such meeting. The notice may be given either

- (a) by mail, addressed to the last known post office address of such Member as the same appears on the records of the Corporation, or
- (b) delivered to a member in person, or
- (c) via email to those who have access to email.

If given by mail, the date of depositing the notice in a mail receptacle maintained by the United States Postal Service shall be deemed as the date of giving of the notice.

ARTICLE IV

DIRECTORS

Section 1. Powers. The business affairs of the coalition shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the coalition and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation of these Bylaws directed or required to be exercised or done by Members of the Coalition, the powers of the Board shall specifically include the power:

- (a) To elect the President, Vice President, Secretary, and Treasurer of the corporation, and to create such other offices, and to elect persons thereto, as the interests of the Coalition may require.
- (b) To appoint standing and special committees as it may deem expedient to carry out the objectives of the corporation.
- (c) To receive grants, gifts, bequests and devises of money and real and personal property for the benefit of the Coalition and to sell, exchange, lease, and encumber property, and invest and reinvest the proceeds thereof.
- (d) To control the financial affairs of the Coalition and the disbursement of its funds.

Section 2. Number and Election of Directors. The Board of Directors shall consist of seven persons. This includes the President, Vice President, Secretary, 2 grant coordinators, and 2 at large members. At the first annual meeting of Members and at each annual meeting thereafter, the Members shall elect directors to hold office for the term for which elected and until a successor shall have elected and qualified. Board members shall serve for a term of two years with one third of the board being elected annually.

Section 3. Duties of the Directors. The duties of the Board of Directors is described below.

- (a). President- The President will supervise and control the affairs of the coalition, oversee the board of directors, committees, and officers. Perform all duties outlined in the bylaws of the coalition or duties which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors and meetings of the members
- (b). 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. Perform

duties outlined in the by-laws of the coalition or duties which may be prescribed from time to time by the board of directors.

(c). Secretary- The secretary shall keep a copy of these bylaws as amended or otherwise altered to date. Keep a book of minutes of all of the meetings of the officers, directors, committees or members. The secretary will record the time and place of the meeting, whether regular or special, how called, the names of those present and represented at the meeting, and the proceedings thereof. The secretary will distribute the minutes of the meetings to all applicable parties. Perform duties outlined in the by-laws of the coalition or duties which may be prescribed from time to time by the board of directors.

(d). At Large Members- The at large board members will make up the remaining voting members of the SAFE Board of directors. Their job will be to make sure that all items are voted on properly and that decisions are made in the best interest of the coalition, not any one individual.

(e). Grant Funded Positions- Grant Funded Project Directors/Coalition Coordinators will become members of the board to ensure that goals and objectives of their grants are included in the goals of the coalition. This will ensure that all projects and activities are within the parameters of the grant.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 5. Annual, Regular and Special Meetings. Annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of Members. Regular meeting of the Board of Directors shall be held at such other time or times as may be determined from time to time by the Board of Directors. Special meetings of the Board may be called by the President or any three members of the Board of Directors.

Section 6. Place of Meetings. All meetings of the Board of Directors shall be held within the County of Van Buren, State of Iowa at such places as determined by the Board of Directors. Most meetings will be held at the Roberts Memorial Center.

Section 7. Notice of Meetings. No notice need be given of the annual meeting of the Board of Directors. Notice of the date, time, and place of all regular and special meetings shall be given to each Director by the Secretary or other officer designated to give notice by the Board of Directors not less than ten nor more than thirty days before the date of the meeting. The notice need not specify the purpose or purposes of the meeting. The notice may be given either

- (a) by mail, addressed to the last known post office address of the Director as the same appears on the records of the Corporation, or
- (b) delivered to a Director in person, or
- (c) via email to those with access to email.

If given by mail, the date of depositing the notice in a mail receptacle maintained by the United States Postal Service shall be deemed as the date of giving of the notice.

Section 8. Quorum. A majority of the Directors then in office must be present at a meeting of the Board to constitute a quorum at such meeting.

Section 9. Valid Director Action. The act of a majority of the Directors present and voting at any meeting when a quorum is present shall be the act of the Board of Directors unless a greater percentage of affirmative votes is required by another Section of the Bylaws.

Section 10. Adjournment. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present.

Section 11. Resignation. A Director may resign by written notice to the Coalition. The resignation is effective upon its receipt by the Coalition.

Section 12. Compensation. No Director of the Coalition shall receive any compensation for service to the Coalition as Director, other than reimbursement for reasonable out-of-pocket expenses incurred in performing such services; provided.

ARTICLE V

COMMITTEES

Section 1. Strategic Planning Committee. The strategic Planning committee will consist of members who will maintain and update the action plan and logic model, they will also work to plan coalition events. The strategic planning committee shall report to the Board of Directors on its actions at the next meeting of the Board of Directors or next regular coalition meeting.

Section 2. Youth Advisory Committee. The youth advisory committee will consist of the youth coordinator and other coalition members who want to work to promote youth involvement in the coalition. They will make connections with the youth as well as plan youth events and activities.

Section 3. Assessment/Evaluation Committee. The assessment/evaluation committee will consist of the Coalition Evaluator and other coalition members willing to work on assessment and evaluation of the coalition and the community. This committee will organize and perform needs assessments, gather data and statistics, and evaluate coalition activities. The group will also evaluate the effectiveness of the coalition based on changes in the community.

Section 4. Communications Committee. The communications committee will be responsible for recruiting members, maintaining a current database of members and contacting and connecting with members about coalition events. This includes recruiting volunteers to work at coalition activities.

Section 5. Media Marketing Committee. The media/marketing committee will be responsible for organizing articles for the newspaper and newsletter, running ads for coalition events, organizing the SAFE Booth, developing promotional or marketing materials, and updating the SAFE coalition website.

Section 6. Additional Committees. The Board of Directors may from time to time by resolution establish one or more committees, and the resolution establishing such committee shall designate such authority of the Board which is delegated to the committee.

ARTICLE VI

INDEMNIFICATION

Section 1. Indemnification. The Coalition shall indemnify any present or former Director, Officer, employee, Member or volunteer of this Coalition, and each such person who is serving or who has served, at the request of this Coalition, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorney fees, judgements, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a Director, Officer, employee, Member or volunteer of this Coalition or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (I) to a breach of the duty of loyalty to the Coalition, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such person derived an improper personal benefit.

ARTICLE VII

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed running from October 1 to September 30.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present, by a two-thirds vote of the Directors present at the meeting.

ARTICLE X

APPROVAL

Section 1. Approval. These Bylaws, as amended, were approved by the Board of Directors of the SAFE Coalition on 11/20/07.