



BYLAWS
of the
DRUG ENDANGERED
FAMILY TASK FORCE

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ARTICLE I. NAME AND LOCATION OF ORGANIZATION

Section 1. Name

This organization shall be known as the *Drug Endangered Family Task Force*, hereinafter referred to as “DEFT”.

Section 2. Location

DEFT shall be located in Richmond County, NC at a location agreed upon by the Board of Directors and may be changed by the Board of Directors.

ARTICLE II. PURPOSE

Section 1. Nonprofit Purpose

DEFT is organized for the charitable purpose of reducing substance abuse among youth and adults by addressing the factors in the community that increase the risk of substance abuse and promoting the factors that minimize the risk of substance abuse (i.e., Substances include tobacco, alcohol, and any other illegal mood-altering substances where their use is prohibited by Federal, State, or local law.)

DEFT shall be a government entity through the Department of Social Services corporation exclusively and wholly for charitable and educational purposes as a public organization with responsible public representation on its Board of Directors and relying principally on state/federal/county/grant funding and public contributions for financial support.

DEFT shall be organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. DEFT is prohibited from conducting political campaign activities to influence elections to public office and it shall not intervene in any political campaign on behalf of any candidate for public office, nor publish or distribute any statement related thereto.

Section 2. Specific Purpose

DEFT has the following goals:

Goal # 1: Reduce substance abuse among youth and adults by identifying and reducing the risk factors that contribute to substance abuse and strengthening the factors that protect youth from substance abuse. Substances to be addressed include, but not limited to, are alcohol, tobacco, opioids, narcotics, depressants, stimulants, hallucinogens, cannabis, and inhalants.

Goal #2: Serve as a forum that will promote collaboration among multiple sectors of local communities.

Goal #3: Develop and/or adopt multiple prevention strategies to address the problem of substance abuse in Richmond County.

Goal #4: Make recommendations to the Board of County Commissioners for the identification of services and resolutions for the utilization of the Opioid Settlement Funds.

ARTICLE III. FINANCE

Section 1. Funding

A major task of DEFT will be to seek out funding and in-kind support to implement identified prevention strategies and will include federal, state, and local sources.

- A. DEFT shall develop and distribute a Request for Proposals (RFP) to solicit applications for funding no later than June 30th for the Opioid Settlement Fund. This process will be completed separately for any other funding received.

The Request for Proposals shall include the following:

1. Prioritization of risk factors
2. Application format and location (where it can be obtained)
3. Application deadline and submission details
4. Location where additional information and technical assistance can be obtained regarding questions about the RFP.
5. Total amount of available funds and matching requirements

The DEFT Chairperson shall distribute the Request for Proposals to agencies and shall publish locally, allowing a minimum of 30 days from the first publication to the due date of application.

- B. Upon submission of the RFP by the deadline date, the DEFT Chairperson will forward all applications for funding to the Chairperson of the Funding Committee.
- C. The Funding Committee Chairperson will schedule Funding Committee meetings within 30 days of the RFP closure to evaluate the applications for funding.
- D. The Funding Committee Chairperson shall contact the agency(s) that submit completed applications for funding to attend a Funding Committee meeting to explain and discuss their proposal.
- E. Upon recommendations of the Funding Committee, the Funding Committee Chairperson shall submit the Funding Committee's recommendations to DEFT for a majority vote by the Board at the next scheduled meeting. The Funding Committee Chairperson shall notify in writing agencies that have been recommended for funding for the upcoming fiscal year to attend the monthly DEFT meeting to do an oral/written presentation before the Board. The Funding Committee Chairperson shall submit written notification to those agencies that submitted applications for funding but were not recommended for funding advising them of their not being recommended for funding.
- F. The DEFT Chairperson, after approval by the full Board shall submit a funding proposal for the upcoming fiscal year to the Board of County Commissioners for their approval at the next scheduled Board of County Commissioners' meeting.
- G. DEFT will offer recommendations for funding for the county fiscal year.

Section 2. Budget

Because DEFT exists as an unincorporated organization the Richmond County Department of Social Services will serve as the fiscal agent for DEFT. The coordinator and the fiscal agent, RC DSS, are responsible for the development of an annual operating budget. Duties will include the submission of grant applications to implement DEFT strategies, the management of funds and other resources, and ensuring that funding adheres to all rules and guidelines of all funding sources on behalf of DEFT. Representatives from RC DSS including the coordinator, clerk, and health educator will be permanent non-voting members of DEFT and serve the Board of Directors. The Director of RC DSS will appoint said, representatives.

Section 3. Gifts

The Board of Directors and general membership may not execute or deliver any instruments on behalf of DEFT or accept on behalf of the committee any contribution, gift, bequest, or devise.

All such contributions must be received through RC DSS, in accordance with existing policies and procedures.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, or employee providing services in Richmond County that supports the purpose statement in Article II, Section 2. All memberships shall be granted upon a majority vote of the board. There is no limit to the number of individuals or organizations representing each sector. In addition, DEFT will strive to reflect the demographic diversity of Richmond County.

To ensure a broad cross-section of community representations, the following sectors will be represented but not limited to:

1. Local school superintendent(s) or that person's designee
2. Local Law Enforcement or that person's designee
3. District Attorney or that person's designee
4. Chief Court Counselor or that person's designee
5. Managed Care Organization Representative or that person's designee
6. Director of the county Department of Social Services, or consolidated human services agency or that person's designee
7. County Manager or that person's designee
8. A Substance Abuse Professional
9. A Member of the Faith Community
10. A County Commissioner
11. A youth under the age of 21 and/or a family advocate
12. A member of the business community
13. The local Health Director or that person's designee
14. Member of the public appointed by County Commissioners
15. Member of the public appointed by County Commissioners
16. Five (5) at-large members representative of the 12 sectors. (Youth, Youth-Serving Organizations, Parents, Law Enforcement, Businesses, Religious/Fraternal Organizations, Media, Civil & Volunteer Groups, Schools, Healthcare Professionals, State/Local/Tribal Government Agencies with expertise in the field of substance abuse, Other Organizations involved in reducing substance abuse)

Section 2. Terms of Appointment

Each member of DEFT shall serve for terms of three years. A member may be reappointed. All appointments will be for the fiscal year(s). In order to provide for staggered terms, persons appointed for positions designated in the following subdivisions: Member of the public appointed by County Commissioners and at-large members shall be for an initial one-year term and three-year terms thereafter.

Section 3. Annual Dues

There will be no annual dues required.

Section 4. Membership

- A. Community Membership:** Volunteer, attend meetings and/or events weekly, monthly, or once a year. No amount of time is too small. Community members do not sign a Conflict-of-Interest form and will not have voting authority.

Responsibilities of Individuals Involved at the Community Membership Level

Community Members will:

- promote the DEFT's common interest in the prevention and reduction of substance abuse;
- participate in community prevention and education activities and events sponsored by DEFT and those of member organizations, as time permits;
- track and report usable in-kind resources donated (e.g., personal time, supplies);
- participate in discussions determining the direction of DEFT that are not put up for a vote;
- further fellowship and relationships among members of the coalition and community;
- promote, encourage, and support prevention services at the local level;
- foster knowledge and community involvement among members;
- direct any media requests to the DEFT Coordinator;
- support the provisions of these Bylaws.

- B. Active Membership:** Active Members are those who have signed a current Conflict of Interest form with DEFT, and follow the responsibilities outlined therein. Conflict of Interest forms will be renewed annually.

Responsibilities of Active Members

In addition to the above, Active Members will:

- attend at least 60% of general monthly meetings in the past twelve (12) months
- serve as the liaison to the member's organization, if applicable;
- participate in the voting process (in person or electronically) for matters submitted to a vote, if eligible;
- participate in determining the direction of DEFT;
- serve on at least one (1) working committee;
- participate in community prevention and education activities sponsored by DEFT and, as time permits, those of member organizations;
- track and report all DEFT funding awards and usable in-kind resources donated (personal time, supplies, etc.);
- promote, encourage, and support prevention services at the local, state, and national levels;
- foster education, training, knowledge, and community involvement among members;
- further fellowship and relationships among members of DEFT and community;
- recruit new organizations and/or individuals for DEFT membership;
- conduct themselves in a professional and courteous manner at all times;
- support the provisions of these Bylaws.

C. Program Representative Membership: Program Representatives are those who have signed a current formal DEFT Involvement Agreement (DIA) and follow the responsibilities outlined therein. DEFT Involvement Agreements will be renewed annually. Program Representatives represent and function on behalf of their respective constituents to contribute to carrying out strategies for the community.

Responsibilities of Program Members

Program Representatives will attend an orientation session and will be expected to attend DEFT meetings and community initiatives. In addition to the above, Program Representatives will:

- be a community leader in the represented program
- ensure clear communication between the Program represented and DEFT;
- be a positive role model for youth, families, and peers;
- attend at least 70% of general monthly meetings in the past twelve (12) months
- attend DEFT-sponsored training, seminars, and community-wide events;
- represent an agency that participates in assessing and analyzing root causes of substance abuse problems in the community and implementing multiple strategies to achieve population-level change;
- track and report usable in-kind resources donated (e.g., personal time, supplies);

- participate in sustaining DEFT’s vitality, involvement, and energy in the community, as well as the overarching principle of cultural competence;
- promote, encourage, and support prevention services at the local, state, and national levels;
- foster education, training, knowledge, and community involvement among members;
- further fellowship and relationships among members of DEFT and the community;
- recruit new organizations and/or individuals for DEFT membership;
- hear requests from active program members for meeting discussion and/or action items and within ten (10) days, draft and submit a proposal to the Executive Committee;
- support the provisions of these Bylaws.

Section 5. Resignation and Termination

Any member may resign by filing a written resignation with the coordinator. The Board of Directors, by the affirmative vote of two-thirds of all the members of the Board, may recommend suspension or expulsion of a County Commissioner or County Commissioner appointee, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any other member who becomes ineligible for membership.

Section 6. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly, with a minimum of 10 per year at the time and place designated by the Chairperson.

Section 2. Annual Meetings

An annual meeting of the members shall take place yearly, the specific date, time, and location of which will be designated by the Chairperson. At the annual meeting, the members shall elect committee officers, receive reports on the activities of DEFT, and determine the direction of DEFT for the coming year.

Section 3. Special Meetings

Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors.

Section 4. Notice of Meetings

A notice of each meeting shall be sent to each voting member, by email, not less than 10 days prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership in attendance.

Section 6. Voting

Each active DEFT member will receive one vote in the DEFT elections. When voting is necessary, a vote will generally be conducted by a show of hands. At the discretion of the Chairperson, a ballot vote or electronic vote may be conducted. As noted in Article IV, Section 1, Active Members in good standing are entitled to one vote on each matter that is submitted to a vote of the members.

DEFT will strive to achieve consensus on all issues; however, it is the responsibility of the DEFT professional staff to ensure that the organization is always in compliance with its grants and budget constraints.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of DEFT shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of DEFT.

Section 2. Number, Tenure, Requirements, and Qualifications

The Board of Directors shall consist of five (5) active members. The initial five (5) appointed directors shall serve for a one-year period. Annually thereafter, during the annual meeting of DEFT, elections shall be held for a new Board of Directors.

The Board of Directors (e.g., Chairperson, Vice-Chairperson, Secretary, Budget Officer, and Parliamentarian) shall serve one-year terms but are eligible for re-election during the period for which they are eligible to serve on the board.

At the first annual meeting, the Secretary, Budget Officer, and Parliamentarian shall be elected for a term of three years and are eligible to be re-elected for one additional three-year term. The Vice-Chairperson shall be elected for a term of two years and the Chairperson shall be elected for a term of one year, and they shall be eligible to serve two additional three-year terms. A Director who has had a one-year break in service is eligible for election to the board.

A regular term for Directors shall begin July 1 following the election and end three years later, with the exception noted above as pertaining to the initial first duly elected Directors.

Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chairperson shall choose the succeeding director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least seven (7) monthly meetings of the Board per year.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held annually and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meetings of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile, or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these Bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about DEFT or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of DEFT's purposes or can reasonably be expected to benefit DEFT. Directors shall use discretion and sound business judgment in discussing the affairs of DEFT with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of DEFT, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Parliamentarian by reference to *Robert's Rules of Order, revised*.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of DEFT would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. Any active member who has been removed from DEFT shall automatically be removed from any office held.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these Bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

Section 14. Dissolution

In the event that DEFT shall, for any reason, become inactive and fail to hold Annual Meetings for three consecutive years, or upon dissolution of DEFT either voluntarily or otherwise, the Board shall, after paying or making provisions for the payment of all liabilities of DEFT, dispose of all the assets of DEFT exclusively for the purposes of DEFT in such manner, or to such other organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code as the Board shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by Richmond County Government, North Carolina, exclusively for such purposes or to such organizations, such as the county shall determine, which are organized and operated for such purposes, or to such governments for such purposes. This Bylaw, once adopted, may not be amended or repealed unless by the Board of County Commissioners.

Section 15. Earnings/Assets Restricted

No part of the earnings or assets of DEFT shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that DEFT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes provided for in these Bylaws and in its Articles of Incorporation. All earnings or assets shall be utilized and invested as the Board deems advisable for the benefit of DEFT and for the advancement and accomplishment of its purposes.

ARTICLE VII. BOARD OF DIRECTOR DUTIES/RESPONSIBILITIES

The Board of Directors of DEFT will be Chairperson, Vice-Chairperson, Secretary, Budget Officer, and Parliamentarian. The duties of each position are as follows:

Section 1. Chairperson

The Chairperson shall preside at all meetings of the membership. The Chairperson shall have the following duties:

- a. He/She shall preside over all meetings of the Board of Directors.
- b. He/She shall have general superintendence and direction of all other Board of Directors of DEFT and see that their duties are properly performed.
- c. He/She shall submit a report of the operations of the program for the fiscal year to members at the annual meetings, and from time to time, shall report to the Board all matters that may affect the DEFT program.
- d. He/She shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chairperson.

Section 2. Vice-Chairperson

The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson during the absence of the latter. The Vice-Chairperson's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors.
- b. He/She shall have the duty of Chairperson at the end of the current Chairperson's term.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. He/She in concert with the Chairperson shall make the arrangements for all meetings, including the annual meeting of DEFT.
- c. Assisted by a staff member, he/she shall send notices of all meetings to the members and shall make reservations for the meetings.
- d. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Chairperson or Vice-Chairperson.
- e. He/She shall monitor and ensure that all committees and programs submit and report out to the board monthly.
- f. He/She shall assume the role of Vice-Chairperson at the end of the current Vice-Chairperson's term.

Section 4. Budget Officer

The Budget Officer's duties shall be:

- a. He/She shall submit to the Finance and Fund Development Committee approval of all expenditures of funds raised, and proposed capital expenditures (equipment and furniture), by DEFT.
- b. He/She shall present a complete and accurate report of the finances quarterly at the DEFT meeting of the members, or at any other time upon request of the Board of Directors.
- c. He/She shall have the right to inspection of the funds resting with the programs including budgets and subsequent audit reports.
- d. It shall be the duty of the Budget Officer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Board of Directors or the Chairperson under whose supervision he/she shall be.
- f. He/She shall be appointed annually by the Director of Department of Social Services or any other fiscal agent assigned by the Board of Commissioners.

Section 5. Parliamentarian

- a. He/She shall assume the role of Secretary at the end of the current Secretary’s term.

The Board of Directors shall review the DEFT Bylaws annually and address any needs for changes and ensure that Bylaws are in compliance with the governing agency.

Section 6. Election of Board of Directors

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Board of Directors.

Section 7. Removal of Officer

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which the motion shall be presented, setting forth the reasons of the Board for such expulsion. The Board of Directors may make a recommendation to the Director of Social Services or any other fiscal agent assigned by the Board of Commissioners to remove the Budget Officer.

Section 8. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies that occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board of Directors composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board of Directors may make such provisions for the appointment of the chairperson of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be

necessary or desirable for the efficient management of the property, affairs, business, and activities of DEFT.

Section 2. Finance Committee

The Budget Officer is the chairperson of the Finance Committee, which includes three active members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. Responsibilities also include reviewing programs that apply for funding through advertising the Request for Proposal for Funding which includes screening and evaluating program agreements and making recommendations to the Board for funding effective programs. The Finance Committee shall conduct meetings as needed and make recommendations to the Board. The Board must approve the budget and all expenditures must be within budget. The Committee Chairperson shall be responsible for arranging committee meetings and notifying agencies applying for DEFT funds.

Any major change in the budget must be approved by the Board. The fiscal year shall be from July 1 to June 30. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 3. Membership/Nominating Committee

Vice-Chairperson is the Chairperson of the Membership/Nominating Committee along with two other active members. The Membership/Nominating Committee shall seek candidates to fill vacancies. Other responsibilities will include the evaluation of the effectiveness of DEFT member composition, developing strategies to ensure DEFT membership is representative of persons able to ensure DEFT's mission and intent, and monitoring attendance of membership.

Section 4. Monitoring Committee

The Monitoring Committee shall consist of at least three active members appointed by the DEFT Chairperson. The Chairperson of the Monitoring Committee and the Monitoring Committee shall schedule and conduct the first monitoring of DEFT-funded programs within six months of funding. The Chair of the Monitoring Committee shall submit a written report to the Board of its first monitoring findings of the DEFT Funded Programs and present recommendations to the Board for a majority vote of approval. The Chair of the Monitoring Committee and Monitoring Committee will schedule and conduct a second monitoring of DEFT-funded programs within the next six months. The Chair of the Monitoring Committee shall submit a written report to the Board of its second monitoring findings of the DEFT Funded Programs and present recommendations to the Board for a majority vote of approval.

ARTICLE IX. CORPORATE STAFF

Section 1. Hiring of Coordinator

The Coordinator will be recruited and selected through the coordinated effort of the Richmond County Government, Richmond County Department of Social Services, and DEFT, utilizing DEFT's policies on staff hiring, and in accordance with an approved budget.

Section 2. Duties of Coordinator and Specialist

The Coordinator will assist with the facilitation of priorities set by the Board of Directors, and Active Members, drive the initiatives, and monitor outcomes and processes, in accordance with established policies and procedures and grant requirements.

Section 3. Reporting Requirements

The Coordinator will report to the Director of Richmond County Department of Social Services.

Section 4. Performance Appraisal

Employee performance appraisal will follow the Richmond County Human Resources policies and procedures of DEFT.

Section 5. Termination of Coordinator

The Coordinator can be removed from his or her position following the Employee Termination Procedures of Richmond County Government. The Board of Directors has the right to consult with the Director of the Department of Social Services when concerns regarding job performance arise.

Section 6. Hours of Operation

The Coordinator is expected to work 10 hours per week.

Section 7. Hiring/Termination of Other Personnel

The hiring and firing of other personnel for the coalition will be completed utilizing the Human Resources policies and procedures of Richmond County Government. Staff hired will be under the direct supervision of the Director of Social Services.

ARTICLE X. CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (DEFT) interest when it is contemplating entering into a transaction or arrangement that might benefit the

private interest of an officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which DEFT has a transaction or arrangement,
2. A compensation arrangement with DEFT or with any entity or individual with which DEFT has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DEFT is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article X, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest.
2. The Board of Directors Chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors shall determine whether DEFT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in DEFT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The Board and Committee meeting minutes shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from DEFT for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DEFT for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from DEFT, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy and
- d. Understands DEFT is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure DEFT operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to DEFT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, DEFT may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI. INDEMNIFICATION

Section 1. Dues

No membership dues shall be required for membership. However, contributions may be solicited as approved by the Board of Directors.

Section 2. Indemnification

Every member of the Board of Directors, officer, or employee of DEFT may be indemnified by the DEFT against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board of Directors, officer, or employee of the corporation, or any settlement thereof unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of DEFT. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board, officer, or employee is entitled.

ARTICLE XII. BOOKS AND RECORDS

DEFT shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

Section 1: Records

Names, email addresses, and phone numbers of each member will be maintained at the Coalition Coordinator's office. Financial records will be kept and maintained at the office of the Coordinator and its fiscal agent.

Section 2: Board of Directors Inspection Rights

Every Board of Director shall have the right to inspect, at a reasonable time, the physical properties of DEFT and shall have such other rights to inspect the books, records, and properties of DEFT and may be permitted under the provision of DEFT's policies and procedures.

Section 3. Coalition Logo

The DEFT logo shall identify DEFT as “Drug Endangered Family Task Force.” The logo may not be adopted, used, or altered without DEFT’s permission. All printed material from DEFT must include the logo and contain any funding identification that may be contractually required.

ARTICLE XIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meetings of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least 30 days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or by mail. As required by the Articles, any amendment to Article III or Article VI shall require the affirmative vote of all directors then in office. All other amendments to the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member 30 days prior to the regular or special meetings for review and discussion. Amendment of Bylaws shall require the affirmative vote of all directors then in office.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 22 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

xxxx xxxxxx, Chairperson - DEFT

ATTEST: xxxx xxxxx, Secretary - DEFT