

MINNESOTA COALITION AGAINST SEXUAL ASSAULT BYLAWS

ARTICLE I: NAME, PURPOSE

Section 1: The name of the organization shall be the Minnesota Coalition Against Sexual Assault, and MNCASA.

Section 2: The Minnesota Coalition Against Sexual Assault (MNCASA) is a voice for victims/survivors, sexual assault programs, and allies committed to ending sexual violence.

ARTICLE II: MEMBERSHIP

Section 1: Membership Classes.

A. Partner Program: Partner program_membership shall be open to entities throughout the State of Minnesota that, as one of their primary functions, provide services to sexual violence victims, in accordance with statute 595.02 subd. 1 (k). The Coalition will only accept as partners those entities whose philosophy is consistent with the mission and philosophy of the Coalition. A signed mission and philosophy commitment form will be required by all entities applying for membership to the Coalition.

Privileges of Partner Program Membership:

- Partners will have full voting privileges at the Coalition annual meetings and special meetings as provided for in Article VI.
- Partners will have access to resource materials available through the Coalition, and have the opportunity to attend Coalition sponsored events at a reduced attendance fee.
- Partners will receive all newsletters, training materials, and other products produced by MNCASA.
- Partners will receive ongoing training opportunities throughout a membership year as determined by Board policy.
- Partners receive the benefit of united public policy initiatives, trainings on public policy education, and materials to promote policy change.
- Partners receive ongoing updates on legislation and other public policy initiatives at the state and national level.
- Partners receive a standardized advocate training manual, with training components.

B. Individual Membership: Individual Memberships shall ~~also~~ be open to any individual who is not affiliated with a sexual assault program, but works towards the end of sexual

violence. A signed mission and philosophy commitment form will be required from all persons applying for individual memberships. Individual Memberships are not available to entities which qualify for Partner Program Membership as defined in Article II, Section 1, A.

The Board of Directors may determine from time to time voting privileges and membership dues for Individual Partner Members.

Privileges of Individual Membership:

- Individual members will have access to resource materials and Coalition sponsored events at a reduced rate.
- Individual members will receive all newsletters produced by MNCASA.
- Individual partners receive the benefit of united public policy initiatives, trainings on public policy education, and materials to promote policy change.
- Individual partners receive ongoing updates on legislation and other public policy initiatives at the state and national level.

C. Allied Organization Membership:

Allied Organization Membership shall be open to entities in Minnesota which are engaged in services and activities that support directly or indirectly the end of sexual violence and the mission and vision of MNCASA. A signed mission and philosophy commitment form will be required from all entities applying for Allied Organization membership. Allied Organization Memberships are not available to entities which qualify for Partner Program Membership as defined in Article II, Section 1, A.

The Board of Directors may determine from time to time voting privileges and membership dues for the Allies level participation.

Privileges of Allies level Membership:

- Allied Organization members will have access to resource materials and Coalition sponsored events at a reduced rate.
- Allied Organization members will receive all newsletters produced by MNCASA.
- Allied Organization members receive the benefit of united public policy initiatives, trainings on public policy education, and materials to promote policy change.
- Allied Organization members receive ongoing updates on legislation and other public policy initiatives at the state and national level.

Section 2: Membership Status.

A member shall be considered in good standing if their annual dues are paid as required under the terms of these bylaws. The Board shall have the right to grant membership to organizations and individuals who do not fit the definition of membership.

Section 3: Membership Dues.

Annual membership dues for the classes of membership shall be determined by the Board of Directors from time to time.

Section 4: Denial and Removal of Membership

- A. Denial of New Application: Partner programs or MNCASA staff may propose the declination of a membership application of an organization or individual whose philosophy and mission are not consistent with those of the Coalition.

- B. Appeal of Membership Denial: In the event an application for membership is denied, the individual or entity may appeal the decision to the Executive Committee within thirty days of the denial. The Executive Committee will issue a recommendation to the Board within thirty days of the request for appeal. The Board of Directors at its next regularly scheduled meeting shall vote on the Executive Committee's recommendation. A two-thirds (2/3) vote of a quorum of the Board shall be needed to reverse the previous decision. The decision will be reported to the membership at the annual meeting.

- C. Removal of a Member: Any partner program in good standing or MNCASA staff may propose the removal of a member from the Coalition. Such a proposal must show just cause. "Just cause" shall be defined to include, but not be limited to, the following reasons:
 - Failure to act in conformance with the philosophy, mission statement and policies of the Coalition.
 - Engaging in activity that is detrimental to the Coalition's welfare.
 - Failure to comply with guidelines of the Affirmative Action Statement of the Coalition.

- D. Appeal: A member removed for just cause shall have thirty days to appeal the decision by obtaining twenty percent (20%) of the member's signatures on a petition requesting review of the decision at the next regularly scheduled Board meeting. A two-thirds (2/3) vote of a quorum of the Board shall be needed to reverse the previous decision. The motion will be reported to the membership at the annual meeting.

Section 5: Convening of Members.

- A. Full membership or regional coalition meetings may be held throughout the year. One annual meeting shall be held each year. Coalition meetings will be held separately from the Board meetings for purposes such as networking and training. The location, time and date of such meetings shall be announced to the

membership, accompanied by the proposed agenda, at least two weeks before the meeting. All meetings are open to all members.

- B. Voting members will vote at the annual meeting and at any special meetings. Voting members in good standing will have only one vote, which is decided upon by the members of that organization. A quorum shall exist of one-third (1/3) of the regular membership. Voting members must display a Coalition-issued voting card for their vote to be recognized.
- C. Coalition meetings shall be run in accordance with Roberts Rules of Order as amended.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition.

The Board is responsible for overall policy and direction of the Coalition, and delegates responsibility for day-to-day operations of the Coalition's Executive Director and Committees. The Board shall have up to fifteen (15), and no fewer than seven (7) members. The Board receives no compensation other than reasonable expenses. Nominations for open Board positions will be accepted by the Board Development Committee up to 30 days prior to the annual meeting. Board members will be elected by the membership at the Annual Meeting.

Section 2: Meetings.

The Board shall meet quarterly, at an agreed upon time and place.

Section 3: Board Elections.

Board members shall be elected by voting representatives of member organizations.

Section 4: Board Development Committee.

A Board Development Committee shall be appointed by the Board to represent diverse aspects of the Coalition membership. The Board Development Committee will have three Board members, with the Executive Director as an ex-officio committee member.

Committee members shall serve one year terms. The Board Development Committee shall be responsible for developing nominees for the Board elections, Board committees, and planning for Board training and leadership development.

Section 5: Election Procedures.

The Board Development Committee shall be responsible for nominating a slate of Board candidates that shall represent at least two-thirds Partner Program member representatives and one-third at large members each year. The Board Development Committee will seek to reserve the diversity and balance necessary to enable the MNCASA to provide guidance on the broad spectrum of victims/survivors, professionals and citizens concerned about sexual violence. There is a commitment of Board of Directors to have a Board that is inclusive of marginalized voices in the state of Minnesota.

Section 6: At Large Board Members.

The Board Development Committee may recruit up to one-third of the nominees from candidates who are not affiliated with a MNCASA member program. At large members should represent the diverse interests of the community and needs of the Coalition. A majority of the Board must represent organizations that serve or advocate for victims of sexual violence. At the first Board meeting after the election, the Board will identify areas of needed representation, with the goal of maintaining a Board broadly representative of Minnesota.

Section 7: Terms.

Board members shall serve a two-year term with up to four consecutive terms.

Section 8: Quorum.

A quorum is at least fifty percent of the Board members before business can be transacted or motions made or passed. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum can be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 9: Notice.

An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 10: Officers and Duties.

There shall be four officers of the Board consisting of a Chair, a Vice Chair, Secretary and Treasurer. The Chair of the Personnel Committee shall serve on the Executive Committee when necessary. The officers shall be elected by the Board at the first meeting after the annual meeting and Board elections. Officers shall serve one year terms. Their duties are as follows:

- A. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer, Personnel Committee Chair.
- B. The Vice-Chair will chair committees on special subjects as designated by the Board.
- C. The Secretary shall be responsible for keeping records of the Board actions, including overseeing the taking of minutes at all Board meetings, distributing copies of minutes and assuring that corporate records are maintained.
- D. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, assist in the

development of financial policies and procedures, and make financial information available to Board members and the public.

- E. Directors' interaction with the public, press, funders or other entities as an official spokesperson will be limited to the Chairpersons of the Board, her/his designee from the Executive Committee or any other Board authorized person. No action will be taken without involving the Executive Director of the Coalition.

Section 11: Vacancies.

In the event that an officer/Board member is unable to fulfill her/his term, the Board of Directors may elect a new officer/Board member from the same metro or greater Minnesota constituency to complete the term. A Board member elected through this process shall stand for reelection at the annual meeting.

Section 12: Resignation, Termination, Absences.

Resignation from a Board member must be in writing and received by the Secretary. Any member in good standing may propose the removal of a Board member. Such a proposal must show just cause as defined:

- Three or more unexcused absences from regular meetings.
- Improper representation of the Coalition.
- Inappropriate or non-approved use of Coalition funds.
- Failure to adhere to Coalition policies and Code of Ethics.

A motion to remove a Board member shall be made at regular Board meetings and shall be voted upon at the next regular Board meeting, of which all members have been duly notified. A majority vote of a quorum of the Board members present at the meeting shall determine the decision.

Appeal: A Board member removed for just cause shall have thirty days to appeal that decision by obtaining twenty percent (20%) of the members' signatures on a petition requesting review of the decision at the next regularly scheduled Board meeting. A one-half (1/2) vote by those Board members present at the meeting shall be needed to reverse the previous decision.

Section 13: The members of the Coalition Board of Directors shall not be personally responsible for any debts or obligations of the Coalition.

ARTICLE IV: COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be four standing committees – Executive, Board Development, Personnel, and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2: The four officers plus the chair of the Personnel Committee serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which may include three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff, accountant and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 to June 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Coalition are public information and shall be made available to the membership, Board members and the public.

Section 4: Personnel Committee: The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

ARTICLE V: DIRECTOR AND STAFF

Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the Coalition, including carrying out the Coalitions goals and Board policy. The Executive Director will attend all Board meetings whenever possible. When the Executive Director cannot attend the Board meetings, the Associate Director will attend. The Executive Director will report on the progress of the Coalition, answer questions of Board member and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VI: ANNUAL MEETING, SPECIAL MEETINGS AND MEETING NOTICE

Section 1: There will be at least one annual meeting each calendar year that may be held in conjunction with a training symposium with proper notice at least thirty days prior to the meeting.

Section_2: At each annual meeting, in addition to whatever other business activities are scheduled, election of Board members shall be held.

Section 3: At least thirty days notice of each annual meeting shall be given to all members of the Coalition, and shall include the agenda, any proposed bylaw amendments, date, time, and place of the meeting.

Section_4: Special Meetings: A special meeting of the membership shall be called by the Secretary upon the written request made by a majority of the Board members, or upon receipt of a written petition signed by at least one-third of the registered members of the Coalition. Such special meeting shall be held within forty-five days from the date of the request. No business shall be transacted at a special meeting except those matters which have been included in the notice of the special meeting. The Secretary shall issue the notice of the meeting within fifteen days of the date of the request. Such notice shall be made by mail or email and shall state the time, date, place and purpose of the meeting.

ARTICLE VII: AMENDMENTS TO THE BYLAWS

The Board may propose an amendment to the bylaws in writing setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the voting members; or any five voting members of the Coalition may set forth proposed amended bylaws in writing which, shall be filed with the Secretary to the Coalition. Under both circumstances, notice of the meeting of the voting members, stating the purpose and including the proposed amendment, shall be given to each member entitled to vote on the proposed amendment at least thirty days before the next annual meeting. If such notice has been given, the proposed amendment may be adopted by a majority of votes by voting members present at said annual meeting.

As amended by the Coalition membership at the annual meetings:

September 30, 2005

September 22, 2006

September 27, 2007

August 9, 2010