

**BY-LAWS OF CARLSBAD COMMUNITY ANTI-DRUG/GANG
COALITION, INC., A NOT-FOR-PROFIT CORPORATION**

ARTICLE I ORGANIZATION

1. The name of the organization shall be Carlsbad Community Anti-Drug/Gang Coalition, INC. The organization can be known by the Carlsbad Coalition for short.
2. The organization may at its pleasure by a vote of the membership body change its name.
3. When gender specific pronouns are used herein, it is intended that it applies to the individual named regardless of gender.

ARTICLE II PURPOSES

Mission: To improve the whole community's safety and quality of life.

ARTICLE III MEMBERSHIP

The organization is made up of Board of Directors members, as well as community members making up the organization's Coalition and subcommittees. Members of the Board of Directors may attend any Coalition and/or subcommittee meetings and functions.

ARTICLE IV ANNUAL MEETING OF COALITION MEMBERSHIP

The annual membership meeting of this organization shall be held in January. The Board of Directors shall fix the day. The annual meeting will generally take the form of a dinner. Attempts shall be made to notify all active members.

The Secretary shall cause to be mailed to every active member in good standing at his address or email address as it appears in the membership roll book/Coalition Process document of this organization, a notice telling the time and place of such annual meeting. Active members are those members attending at least two Coalition and/or subcommittee meetings in the past 12 months as evidenced by signing the roster.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all active members at their addresses or email addresses as they appear in the membership roll book/Coalition Process document at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of one third of the members of the Board of Directors, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, all votes shall be by voice.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call/Signing of Attendance Roster.
2. Approval of Agenda
3. Approval of last meeting's minutes.
4. Treasurer's Report
5. Report of Coalition Executive Director
6. Old and Unfinished Business.
7. New Business.
8. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of up to ten members, which includes the Executive Director of this organization.

The directors to be chosen for the ensuing year shall be chosen prior to the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two years. For continuity, Board of Directors members, agreeing to continue as Board of Directors members, will be continued beyond the initial term of two years. Initial terms of replacement Board of Directors members will be staggered to allow for greater continuity of the board for members discontinuing their Board of Directors membership.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

One-half (50%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at a minimum, on a every other month basis. Meeting may take the form of group email communication at these appointed times.

Each Board of Directors shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A Board of Directors member may hold more than one office.

A Board of Directors member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Board of Directors member. A Board of Directors member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. A member may be removed from the Board of Directors for missing three consecutive meetings. Board of Directors will vote by majority through the quorum vote of those in attendance.

BOARD EMERITUS MEMBERS - retiring board members, at their request, will be designated Board Emeritus Members. They will be included on all Board of Directors communications and can attend any Coalition meetings. They are non-voting members.

ARTICLE VIII OFFICERS

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall see all books, reports and certificates required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of other legal communications e.g. invoices, grant applications or formal reports, of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

He may designate individuals to carry out any or all of the functions named above, as well as other Coalition functions.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall take and keep the minutes at the Board of Directors and Coalition meetings and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records of this organization.

He may be one of the officers required to sign the checks and drafts of the organization.

He shall present to the Coalition at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

He may be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a Board of Directors member or officer.

ARTICLE IX SALARIES

The Board of Directors, under the recommendation of the Executive Director, shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X SUBCOMMITTEES

All subcommittees of this organization shall be approved at the Coalition level. Their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors or Coalition.

ARTICLE XI DUES

There shall be no dues of this organization.

ARTICLE XII CONFLICT OF INTEREST

No Coalition personnel, officer or member shall participate in the selection, award, or administration of a contract supported by Coalition funds if a real or apparent conflict of interest would be involved. Such a conflict of interest would arise when the personnel, officer or member or any member of their immediate family, a partner, or an organization which employs or is about to employ any of the parties indicated here has a financial or other interest in the entity selected for an award.

The personnel, officers, members of the Coalition shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or parties to subagreements. However, the Board of Directors may set standards for situations in which the financial interest is not substantial or the gift is an unsolicited item of nominal value. The standards of conduct shall provide for disciplinary action to be applied for violation of such standards by personnel, officers or members of the organization.

ARTICLE XIII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by a resolution of the Board of Directors.