

III. MEMBERSHIP

1. *Member Allies* are organizations and individuals that have completed and signed a Membership form with the Steps Coalition and that exercise voting privileges
2. Each organization is entitled to one vote through their Delegate. Three individual Ally votes will hold the equivalent of one organization Ally vote.
3. A roster of Member Allies will be kept current and made available to all Delegates.
4. Any Ally representative may inspect any corporate records upon written request to the President.
5. Membership and all rights of Allies, Delegates, and Board members shall be automatically terminated upon voluntary resignation, the death of a Delegate, or by decision of the Board of Directors for good cause shown.

IV. GENERAL MEETINGS

An annual meeting to elect members of the Steps Coalition Board of Directors will be held prior to the end of the fiscal year at a place and time designated by the Board.

1. The Board of Directors or five percent of the Delegates may call other special meetings of the general membership.
2. Delegates and, in the case of the annual meeting, nominees to the Board of Directors, will be notified of a voting meeting by mail, email, or phone fifteen (15) days before the date of the meeting.
3. The notice of any meeting at which Directors are to be elected will include the names of those nominated.
4. A quorum will be one-third of the Delegates whether they are present to vote in person or by proxy. All proxy votes must be submitted in writing and be signed by both parties.
5. Voting may be conducted in person, by phone, by email, or by proxy. All proxy votes must be submitted in writing and be signed by both parties.
6. Delegates elect the Board of Directors.

V. BOARD OF DIRECTORS

1. There will be at least seven and no more than fifteen members of the Board of Directors as determined by the Board.

- 1 2. Directors will be residents of Mississippi and/or Member Allies of the Coalition who
2 have completed membership forms. Other qualifications may be set by the Board to
3 encourage ethnic, geographic, gender, and issue diversity and to provide for needed
4 expertise.
5
- 6 3. Directors will serve for three years with maximum service of two consecutive terms.
7 Directors are elected to serve in staggered terms. If a person is elected to serve out
8 the term of a Director who has resigned or been removed, this term of service shall
9 not count toward the maximum term of service for which a Director is eligible.
10
- 11 4. The role of the Board of Directors *as a collective* is:
12 a) To define and uphold the Coalition's mission,
13 b) To choose, evaluate, oversee, and release the Executive Director,
14 c) To do strategic and other planning as related to the Steps Coalition mission,
15 d) To provide resources through such activities as fundraising and grant-writing and
16 to manage those resources as related to the Steps Coalition mission,
17 e) To choose and enhance services as related to the Steps coalition mission,
18 f) To assess performance of the Steps Coalition Board of Directors,
19 g) To recruit and orient new Allies
20 h) To provide legal, financial, and ethical accountability.
21 i) To form committees to investigate and prepare recommendations to the Board of
22 Directors for action on matters.
23
- 24 5. The role of each individual Director is:
25 a) To uphold the mission of the organization.
26 b) To attend meetings of the Steps Coalition,
27 c) To contribute at Steps Coalition meetings.
28 d) To stay informed of Steps Coalition business,
29 e) To review Steps Coalition agendas,
30 f) To serve on Steps Coalition Board of Directors' committees
31 g) To contribute to Steps Coalition fundraising efforts,
32 h) To observe the bylaws and policies regarding communications by the Coalition to
33 others, including the public
34 i) To follow policies set by the Steps Coalition Board of Directors,
35 j) To refrain from using staff for personal requests,
36
- 37 7. Directors will serve without compensation, except for reimbursement of expenses
38 as provided for by Board policies.
39
- 40 8. Directors will sign a Conflict on Interest Form at the beginning of each year and all
41 new Board members will sign a Conflict of Interest Form prior to serving on the
42 Board.
43
- 44 9. Each Director will have one vote on matters related to the business of the Board and
45 of the Steps Coalition at large.
46

- 1 10. Each year at the annual meeting the Directors will select primary areas of
2 responsibility and solicit the participation of Allies to accomplish those tasks. To be
3 in governance Handbook
4
- 5 11. Regular Board meetings will normally be held every month on the 2nd Wednesday of
6 each month at a time and place determined by the Board. The Board will meet not
7 fewer than 4 times a year.
8
- 9 12. Special Board meetings may be called in times of emergency or if one-third of the
10 Directors are in agreement and the entire Board is given forty-eight hours' notice with
11 notices delivered in person, by mail, phone, or electronically.
12
- 13 13. A simple majority of Board members constitutes a quorum whether they are present
14 or voting by mail, phone or electronically.
15
- 16 14. Board meeting will be held at the Coalition's main office unless decided otherwise by
17 the Board Handbook or Board Policy
18
- 19 15. Board meetings can also be conducted by conference telephone call or other
20 electronic communication that may become available.
21
- 22 16. When necessary, Board members may vote on an issue without a meeting by giving
23 written consent including, fax, or email provided the issue is clearly defined in
24 writing.
25
- 26 18. Board meetings held on location will be open meetings unless an officer of the Board
27 calls it into executive session. The Board shall adopt a resolution establishing the
28 procedure for an executive session, which shall include the following subjects:
29 undermining behavior of a Board member, litigation and personnel matters.
30
- 31 19. The Board shall appoint a person(s) to form a nominating committee for elections
32 who will develop a slate of Directors and conduct the elections. Further reasonable
33 delineations of the electoral process, not inconsistent with these bylaws, may be set
34 by Board policy.
35
- 36 20. Board members shall be removed if declared of unsound mind by a Court, if
37 convicted of a felony, or if they fail to attend three consecutive regular meetings of
38 the Board or four regular meetings within a given year. Participation via conference
39 call is considered to be in attendance. Board Members can be removed for cause as
40 determined by a majority of the Board.
41
- 42 21. If any Director vacates his or her term or is removed from the Board, the remaining
43 Directors [though they may constitute less than a quorum] may elect a person to fill
44 the vacancy, or may, by unanimous agreement, decide to leave the position vacant
45 until the next annual meeting of the Coalition.
46

47 VI. OFFICERS/LEADERSHIP ROLES

- 1
- 2 1. There will be a President, Vice-President, Secretary, and Treasurer of the Coalition.
- 3 The Board of Directors elects Board officers from among themselves at the next
- 4 regular Board meeting following the annual meeting of the Coalition.
- 5
- 6 2. The role of the President is:
- 7 a. To prepare for and set the agendas for Board meetings in cooperation with the
- 8 Executive Director
- 9 b. To preside over meetings,
- 10 c. To represent the Coalition in concert with the Executive Director.
- 11 d. To foster leadership development for future Board members.
- 12 e. To build and foster relationships among the members of the Board.
- 13
- 14 3. The role of the Vice-President is:
- 15 a. To carry out the President's duties in the absence of the President,
- 16 b. To act as chairperson for membership drives and campaigns.
- 17 c. To build and foster membership relationships.
- 18 d. To keep or oversee the keeping of a current listing of Coalition committees, task
- 19 forces and their members.
- 20
- 21 4. The role of the Secretary is:
- 22 a. To oversee the keeping of all corporate records.
- 23 b. To oversee the keeping of current rosters of Member Allies and Delegates,
- 24 c. To take minutes of meetings and oversee their keeping,
- 25 d. To ensure adherence to Bylaws and Coalition Governance Policy and Procedure
- 26 Handbook.
- 27
- 28 5. The role of the Treasurer is:
- 29 a. To prepare or oversee the preparation of a monthly or quarterly financial report,
- 30 b. To maintain or supervise the maintenance of the Coalition's financial records and
- 31 accounts.
- 32 c. To ensure the annual audit of the Corporation.
- 33 d. To ensure the filing of financial reports to the IRS and Secretary of State.
- 34
- 35 6. Officers may serve for a maximum of four years in the same position.
- 36
- 37 7. The President, Vice-President, Secretary, and Treasurer compose the Executive
- 38 Committee of the Board. The Board may appoint other Director to the Executive
- 39 Committee, according to need.
- 40
- 41 8. The role of the Executive Committee is:
- 42 a. To make emergency decisions when having a Board meeting is impossible, not
- 43 simply inconvenient,
- 44 b. To make decisions on legal and financial matters after consultation with the
- 45 Board,
- 46 c. To implement decisions made by the Board,

- d. To inform the board of the time and agenda of its meeting and any decisions made.
- e. To support and give guidance to the ED.
- f. To work closely with the ED on personnel matters.
- g. To perform a yearly evaluation of the ED.
- h. When there is no Executive Director, the Executive Committee ensures that the normal duties of an Executive Director are carried out.

9. The role of the Executive Director is:

- a. To carry out the mission and strategic plan of the Steps Coalition,
- b. To lead the staff, manage the organization, and communicate on behalf of the organization on a day-to-day basis,
- c. To exercise responsible financial stewardship,
- d. To develop and implement a fund-raising strategy.
- e. To ensure accountability,
- f. To comply with law and regulations.
- g. To act as the public representative of the STEPS Coalition.
- h. To work in concert with the Board President to develop agendas for Board meetings

VII. PROCEDURES FOR DISCUSSION AND DECISIONS

The Board of Directors will adopt or write special rules to provide a method to reach substantial agreement. All decisions shall be recorded in the minutes of the meetings of the Board of Directors or the Minutes of the Annual Meeting.

VIII. COALITION GOVERNANCE

Policies and procedures for Coalition decision-making are contained in the Coalition Governance Handbook. Such policies and procedures as therein are established and amended by the Member Allies. The Policies and procedures of the Coalition Governance Handbook may not supercede the Bylaws of the Corporation.

IX. AMENDMENTS

A majority of Delegates may amend these bylaws or the articles of incorporation, providing that 30 days' advance notice is given which includes the proposed amendment to the Bylaws, and providing that there is a quorum in attendance in which three-fourths (3/4) of all Member Allies are represented in the vote, mail or electronic (email) ballots can also be used to vote.

X. DISSOLUTION

In the event of a dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations as the Board shall determine as long as

1 each such corporation is recognized as (1) an organization exempt from federal income
2 tax under Code Section 501(c)(3) and (ii) an organization described in Code Section
3 509(a)(1), 501(a)(1), 501(a)(2), or 509(a)(3).

4
5 **XI. SECRETARY'S CERTIFICATE**

6
7 The undersigned, Secretary of the Coalition, DOES HEREBY CERTIFY that the
8 foregoing Bylaws of the Coalition are the current Bylaws of the Coalition, adopted as of
9 the 1st day of November, 2006 and reflects subsequent amendments thereto, if any.

10
11 _____
12 Secretary of the Steps Coalition
13
14