

UTAH DOMESTIC VIOLENCE COALITION BYLAWS

Adopted 5/21/2013. Amended 9/10/2013, 6/10/2014, 1/12/2016, 9/20/2016, and 7/19/2019.

Utah Domestic Violence Coalition

Advocate • Collaborate • Educate

CURRENT BYLAWS

*Approved by the UDVC Board of Directors &
Executive Director Jennifer Oxborrow*

July 19, 2019



J. Oxborrow

*Creating a state where
domestic and sexual violence are intolerable*



Utah Domestic Violence Coalition

Advocate • Collaborate • Educate

BYLAWS

Table of Contents

ARTICLE I	NAME
ARTICLE II	PLACE OF BUSINESS
ARTICLE III	ROLE OF STATEWIDE DOMESTIC VIOLENCE COALITION
ARTICLE IV	MISSION OF UTAH DOMESTIC VIOLENCE COALITION
ARTICLE V	MEMBERSHIP UDVC Membership Program Member Responsibilities Application process Terms of Membership Dues & Benefits General Coalition Meetings Voting at General Coalition Meetings Termination of Membership Termination of Membership Process Membership Records
ARTICLE VI	BOARD OF DIRECTORS Powers of Directors Responsibilities of Directors Number of Directors Eligibility to Stand as Director Conflict of Interests for Directors Application & Election Process Terms Grounds for Removal and Process Role of Executive Committee Duties of Executive Committee

ARTICLE VII

OFFICERS

Titles
Elections
Terms
Resignations and Vacancies

ARTICLE VIII

DUTIES OF OFFICERS

Duties of Chair
Duties of Chair Elect
Duties of Immediate Past Chair
Duties of Secretary
Duties of Treasurer

ARTICLE IX

MEETINGS

Frequency of Board Meetings
Sending Notice & Minutes
Quorum Composition
Voting Rights Board Members

ARTICLE X

COMMITTEES

Standing Committees of the Board

Ad hoc Committees
Chair/Co-Chair
Duties of Committee Chairs

ARTICLE XI

AMENDMENTS

ARTICLE XII

DISSOLUTION

ARTICLE XIII

MEMBER'S LIABILITY

ARTICLE XIV

STANDARDS

Preparation of Minutes
Outside Participation and Attendance
Protocols
Conflicts of Interest

1. Article I: Name

1.1 The name of this organization shall be the Utah Domestic Violence Coalition (UDVC), hereinafter referred to in these bylaws as the Coalition.

2. Article II: Place of Business

2.1 The place of business will be determined by the Board; however it will be within the state of Utah.

3. Article III: Role of a Statewide Domestic Violence Coalition

- 3.1 The purpose of the Coalition is to provide education, support, and technical assistance to primary purpose domestic service providers in the State in order to establish and maintain shelter and supportive services for victims of domestic violence and their dependents.
- 3.2 The Coalition serves as an information clearinghouse, primary point of contact, and resource center on domestic violence for the State and supports the development of policies, protocols, and procedures to enhance domestic violence intervention and prevention in the State.
- 3.3 A primary purpose domestic violence service provider is one that operates a project of demonstrated effectiveness, carried out by a nonprofit, nongovernmental, private entity or a tribe or tribal organization, that has as its project's primary-purpose the operation of shelters for victims of domestic violence and their dependents; or provides legal aid, advocacy, or self-help services to victims of domestic and sexual violence. These services are based on a community-based survivor empowerment model.
- 3.4 For the purposes of these bylaws, it is to be understood that:
 - 3.4.1 Domestic Violence is also referred to as Family Violence, Interpersonal Violence, and Intimate Partner Violence.
 - 3.4.2 Sexual violence and sexual intimidation frequently occur together with interpersonal violence.
 - 3.4.3 Sexual violence between cohabitants is legally considered domestic violence as well, per Utah law.
 - 3.4.4 The majority of programs serving domestic violence victims in Utah are therefore dual programs also meeting the needs of victims of sexual violence and sexual intimidation.

4. Article IV: Mission of the Utah Domestic Violence Coalition

- 4.1 The articulated mission of the UDVC is to create a State where domestic and sexual violence are intolerable; and, in addition to its purposes as a Statewide Coalition as per Article III above, the following have been identified as pertinent to Utah:
 - 4.1.1 Educate: The Coalition will provide education to effectively address domestic and sexual violence as a critical social issue; suggest and support initiatives, including training, which are focused but not limited to providing effective empowerment-based domestic violence intervention/prevention services for victims and families; and programs and interventions for perpetrators that promote accountability for perpetrators and safety for victims/survivors. Domestic Violence, also known as family violence, interpersonal violence, and intimate partner violence, includes other forms of controlling and abusive behaviors, including sexual violence.
 - 4.1.2 Advocate: The Coalition will advocate for state and federal appropriations to ensure the prompt availability and accessibility of services to residents of the State who are victims of domestic and sexual violence. The Coalition will strive to ensure that such services are delivered appropriately, in line with best practices on trauma-informed care, and in a manner that preserves human dignity and overcomes cultural, linguistic, and economic barriers to the

receipt of such services. The Coalition will recommend and support regulatory and statutory change that strengthens protection for victims/survivors and the accountability of perpetrators.

- 4.1.3 Collaborate: The Coalition will lead a collaborative, statewide effort to eliminate domestic and sexual violence by addressing cultural oppression and marginalization in order to effect social change.

5. Article V: Membership

5.1 UDVC Membership Program

- 5.1.1 The UDVC seeks to collaborate with a variety of groups, including community based, culturally specific, faith-based service providers, housing services providers, federal, state, tribal, and local public officials/agencies, and to engage in dialogue with these groups to provide more responsive and effective services to victims of domestic and sexual violence and their dependents.
- 5.1.2 The UDVC also seeks to forge links with those organizations and individuals who support its mission, and in particular (but not limited to) those who serve/represent underserved communities, to increase awareness of the issues of domestic and sexual violence and to maintain communication with local communities and people in the State.
- 5.1.3 The UDVC has a membership program which includes primary purpose domestic violence victim service providers and community partners (an agency, organization or individual) who believe in and support the vision, mission and assurances of UDVC. The process of becoming a member of UDVC is described in Article V, Section 5.3 of these bylaws.
- 5.1.4 Consistent with federal mandates and regional/state domestic violence coalition practices throughout the United States, voting in UDVC is restricted to primary purpose domestic violence service provider organizations. These organizations operate a project of demonstrated effectiveness, carried out by a nonprofit, nongovernmental, private entity or tribe or tribal organization, that has as its project's primary purpose the operation of shelters for victims of domestic and sexual violence and their dependents; or provides legal aid, advocacy or self-help services to victims of domestic and/or sexual violence. The voting protocol is described in Article V, Section 5.7 of these bylaws. These primary purpose domestic violence service provider members are expected to exercise their voting rights to:
 - 5.1.5 Elect Board Members
 - 5.1.6 Approve specific bylaw amendments related to voting rights of member, election of Board members, and dissolution and distribution of assets
 - 5.1.7 Approve any changes to the role or mission of the Statewide Domestic Violence Coalition
 - 5.1.8 Those desiring to become members of UDVC must follow the application procedure described in Article V, Section 5.3 of these bylaws.
 - 5.1.9 All members are required to pay annual dues, to ascribe to the mission, vision, philosophy, code of ethics and other policies of the UDVC and to agree to support and follow them in order to further the work of UDVC.

5.2 Member Responsibilities - Members are expected to:

- 5.2.1 Attend and actively participate in quarterly and annual meetings of the Coalition
- 5.2.2 Actively participate on Coalition committees, or when assigned on task forces, advisory groups and workgroups
- 5.2.3 Understand and ascribe to the mission and vision of UDVC

5.3 Application Process - Applications for membership can be made at any time of year.

- 5.3.1 A membership year runs from October 1st - September 30th.
- 5.3.2 Applications for membership shall include a signed statement from the applicant that s/he has read and understands the mission, vision, philosophy, code of ethics and other policies of the

UDVC and agrees to support and follow them. Said applications will be reviewed for completeness by staff and approval of membership will be confirmed by the Board.

- 5.3.3 The UDVC reserves the right to reject any application for any reason, except that no person shall be turned away from membership on the basis of race, creed, color, gender, sexual orientation, political affiliation, religion, financial status, age or disability. If an individual or organization is believed to have views that are counter to the mission and values of the UDVC then this will constitute a reason to reject an application.
 - 5.3.4 Membership and its contingent benefits will not commence until approval of the application has been confirmed to the applicant and until the member has paid the required dues in cleared funds.
 - 5.3.5 If an application is submitted mid-year the applicant may be required to pay the complete year's dues.
- 5.4 Terms of Membership - Membership must be renewed on an annual basis.
- 5.4.1 Members will receive notification of the annual renewal process one month before their membership expires. Upon payment of that year's dues and renewal of their support of the UDVC mission, as demonstrated by the return of the signed statement as detailed at Article V4.2, their membership shall be renewed subject to the member continuing to meet the eligibility criteria.
- 5.5 Membership Dues and Benefits - Dues and benefits associated with membership shall be determined by the Board.
- 5.5.1 Dues will be payable no later than 30 days from the date of invoice.
- 5.6 General Coalition Member Meetings:
- 5.6.1 There will be four (4) meetings per annum inclusive of an Annual General Meeting and it is intended that one meeting take place each quarter.
 - 5.6.2 Meetings of the Coalition are open to all members as well as to Friends of UDVC and the community at large, with the exception of the Annual General Meeting, which is for members only.
 - 5.6.3 The purpose of these meetings is to:
 - 5.6.4 Update members on the work of UDVC
 - 5.6.5 Report on progress relating to grant objectives
 - 5.6.6 Provide an opportunity for the ongoing education of members and the Coalition about topics relating to Domestic and Sexual Violence
 - 5.6.7 Cascade information relating to the National Movement and best practices
 - 5.6.8 Provide a forum for discussion on how to best serve victims of interpersonal and sexual violence
 - 5.6.9 The Chair of the Board will act as chair of these meetings.
 - 5.6.10 The provisions relating to the administration of these meetings shall be as at Article IX 2 and 3.
- 5.7 Voting at General Coalition Member Meetings:
- 5.7.1 Voting is restricted to primary purpose domestic violence service provider organization members who shall be entitled to one vote each for the transactions of electing Board Members; approving bylaw amendments related to voting rights of members, to election of the Board of Directors, and to the dissolution and distribution of assets; approving any changes to the role or mission of the Statewide Domestic Violence Coalition.
 - 5.7.2 Votes shall be decided based on a simple majority, except as otherwise specified in these bylaws.

- 5.7.3 At the start of each membership year primary purpose domestic violence service provider organizations who are members of UDVC will be required to nominate a primary vote holder to represent their organization
- 5.7.4 Primary purpose domestic violence service provider organization members may also nominate an alternate vote holder at the start of each membership year.
- 5.7.5 This alternate vote holder will have the same powers and voting rights vested in them as the primary vote holder at those meetings at which they represent the primary purpose domestic violence service provider organization.
- 5.7.6 The primary vote holder and alternate vote holder of a primary purpose domestic violence provider organization may attend the same Coalition meeting; however, these organizations may have only one vote on any matters before the Coalition.

- 5.8 Termination of Membership - Membership of UDVC may be terminated upon any of the following:
 - 5.8.1 The member's death (if an individual) or dissolution (if an organization)
 - 5.8.2 The member's resignation by written notice to the Coalition
 - 5.8.3 If any sum due from the member to the Coalition is not paid in full 2 months after its becoming due
 - 5.8.4 A resolution of the Board that it is in the best interests of the Coalition that membership is terminated upon determination of any of the following:
 - a. Gain - The member has used the fact of Coalition membership for personal, professional, or political gain which is deemed contrary to the interests of the Coalition
 - b. Misrepresentation - The member has, without authorization from either the Chair or the Coalition, made representations that the member was acting on behalf of the Coalition or issued public statements represented to have been on behalf of and/or authorized by the Coalition
 - c. Bad acts - The member has been convicted of domestic violence, dating violence, stalking, sexual assault or child abuse and such conviction has been independently verified; or
 - d. Other good cause - For any other good cause which interferes with, impedes or reflects poorly on the Coalition

- 5.9 Termination of Membership Process - A resolution to remove a member from membership may only be passed if:
 - 5.9.1 The member has been given at least 21 days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is proposed.
 - 5.9.2 The member, or at the option of the member, the member's representative, has either been given the opportunity to respond to the notice prior to the resolution, either in person, or in writing, at the meeting of the Board.

- 5.10 Membership Records - At all times the UDVC office will maintain accurate member records detailing the following:
 - 5.10.1 Membership distribution in accordance with the bylaws
 - 5.10.2 Currency of each member in dues
 - 5.10.3 Attendance at Coalition meetings
 - 5.10.4 The UDVC office will ensure that only those members current in their dues and regularly attending meetings vote at Coalition meetings

6. Article VI: The Board of Directors

- 6.1 Powers of the Board of Directors - The Board shall act as the governing body in respect of all corporate powers, authority, and affairs of the UDVC, unless restricted by law, these articles, or any special resolution.
- 6.2 Responsibilities of the Board - The Board will be the primary governing body of the Coalition. Its duties will include all those ordinarily found in best practices of 501(c)(3) nonprofit governing boards, including, but not limited to:
- 6.2.1 Approval of an annual budget;
 - 6.2.2 Receipt and review of regular financial statements from the Executive Director and/or the Treasurer, review annual audit with external auditor, and, in general, ensure that all fiduciary duties of the Board are fulfilled;
 - 6.2.3 Adoption of personnel, finance, and other agency policies to guide Coalition work;
 - 6.2.4 Hiring and evaluation of the Executive Director and receipt of reports from the Executive Director concerning his or her duties and activities;
 - 6.2.5 Development of strategic plans that derive from and further the mission and objectives of the UDVC;
 - 6.2.6 Organization of an annual membership meeting of the Coalition at which the general work, accomplishments and plans of the Coalition, and other business as deemed appropriate, may be discussed.
- 6.3 Number of Directors - The Board shall consist of no less than 7 and no more than 12 Directors at any one time.
- 6.3.1 At least a quarter (25%) of directors must have extensive experience of working for a primary purpose, nonprofit, nongovernmental domestic violence service provider.
- 6.4 Eligibility to stand as a Director - Qualification of Directors – the UDVC requires a competent Board of Directors who meet the following criteria:
- 6.4.1 Are over the age of 18 years;
 - 6.4.2 Are prepared to ascribe to, and actively advocate for, the mission, vision, philosophy, code of ethics, and other policies of the UDVC and agree to support and follow them in order to further the work of UDVC;
 - 6.4.3 Are not prevented from acting due to a conflict of interest, see further Article VI 6.5 below;
 - 6.4.4 Are duly elected by the Coalition in accordance with the election process.
- 6.5 Conflict of Interests for Directors - The following are examples of potential conflicts of interest that may prevent a person standing as/being elected as a Director. This list is not intended to be exhaustive.
- 6.5.1 Simultaneously holding a professional/voluntary role in which they are required to act as a spokesperson/representative for messages that are contrary to the goals of the UDVC;
 - 6.5.2 Holding a governmental position in which they have any level of influence upon funding streams that impact UDVC;
 - 6.5.3 Holding a position in which they are precluded from advocating publicly on behalf of UDVC;
 - 6.5.4 Being recognized or associated with a political/organizational message that is contrary to the mission and goals of the UDVC.
- 6.6 Application & Election Process - The Governance Committee will announce board vacancies by 1st July of each year. Any person interested in standing for election must complete and submit an application form prior to the deadline, which will be established by the Governance Committee.

- 6.6.1 Such application form to include a signed declaration that they:
 - a. Are prepared to ascribe to, and actively advocate for, the mission, vision, philosophy, code of ethics, and other policies of the UDVC, and agree to support and follow them in order to further the work of UDVC.
 - b. Have disclosed any conflicts of interest that might impede their ability to further the work of the UDVC.
- 6.6.2 The Governance Committee of the Board of Directors will prepare a slate of candidates eligible for election and shortlisted in accordance with the Governance Committee's responsibilities. This slate will be forwarded to the Board for consideration and approval prior to circulation to the membership.
- 6.6.3 The slate, with names and bios, will be circulated to the voting membership no less than 14 days before the Annual General Meeting at which the election for new Board members will take place.
- 6.7 Terms of Board Members - Board members will serve for a term of three years, renewable once.
 - 6.7.1 A Board member is eligible to stand for re-election at the end of their first three year term provided s/he remains a member in good standing.
- 6.8 Grounds for Removal & Process - A Director will cease to hold office if he or she:
 - 6.8.1 Ceases to be a dues-paying member of the Coalition;
 - 6.8.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her affairs;
 - 6.8.3 Resigns as a Director by notice to the Coalition;
 - 6.8.4 Is absent without permission of the Directors from three consecutive meetings and the Directors resolve that their office be vacated; or
 - 6.8.5 For other good cause as determined by the Board of Directors.
- 6.9 Role of the Executive Committee - The Board has the authority to delegate certain functions to an Executive Committee comprised of the officers of the Coalition.
 - 6.9.1 The Executive Committee facilitates decision making in between Board and Coalition meetings or in the case of a crisis or other urgent circumstances.
- 6.10 Duties of the Executive Committee - During the intervals between meetings of the Board, the Executive Committee shall have and may exercise all powers of the Coalition in the management of the business and other affairs of the Coalition except as follows:
The Executive Committee may not:
 - 6.10.1 Amend bylaws;
 - 6.10.2 Elect or remove Coalition members;
 - 6.10.3 Hire or terminate the Executive Director;
 - 6.10.4 Approve a change to the budget or make major structural decisions (such as adding or eliminating programs);
 - 6.10.5 Perform such acts which by law may not be delegated by the Coalition to an Executive Committee; nor
 - 6.10.6 Any other duty reserved to the entire Coalition under these bylaws;
 - 6.10.7 The Chair has the authority to call meetings of the Executive Committee as necessary.

7. Article VII: Officers

- 7.1 Titles - The officers of the Coalition shall be:
 - 7.1.1 Chair
 - 7.1.2 Chair Elect
 - 7.1.3 Immediate Past Chair
 - 7.1.4 Secretary; and
 - 7.1.5 Treasurer

- 7.2 Elections - Officers will be drawn from Board members and nominated to the Board by the Governing Committee at least 2 weeks prior to the date of election.
 - 7.2.1 The election of officers will take place annually at the Board meeting closest to the start of the fiscal year of the UDVC. The Board may hold a special election in circumstances where an officer vacates a position.
 - 7.2.2 Three out of five officers or 51%, whichever is the greater, must be drawn from nongovernmental, nonprofit domestic violence service providers.

- 7.3 Terms - The positions of Secretary and Treasurer will be for a one-year term which will be renewable.
 - 7.3.1 The Chair Elect shall automatically assume the position of Chair after a one-year term and then serve as the immediate past Chair, making the Chair Elect position a three (3) year commitment.

- 7.4 Resignations/Vacancies - In the event any office, other than that of Immediate Past Chair, is vacated or notice is received of a pending resignation, the Governance Committee will identify and recommend a suitable replacement candidate to the Board as soon as possible. The Board will vote on its recommendation at a regular or special meeting, depending upon the circumstances.
 - 7.4.1 In the event that the Immediate Past Chair is unavailable to serve, then the Executive Committee can solicit the involvement of previous past chairs to fulfill those duties.

8. Article VIII: Duties of Officers

- 8.1 Duties of Chair - The Chair liaises with the Executive Director to set the agenda for all general Coalition meetings and Board meetings then presides over and conducts those meetings in order that the purposes and goals of the UDVC may be promoted.
 - 8.1.1 The Chair shall chair regular meetings of the Executive Committee of the Board.
 - 8.1.2 The Chair shall perform such other duties as needed and those which are usually considered the duties of the Chair, including those provided by the bylaws and as per any appendices to the bylaws.

- 8.2 Duties of Chair Elect - The Chair Elect shall assist the Chair and perform such duties as may be assigned to him or her by the Chair and shall possess all the powers and perform all the duties of the Chair in the absence, disability or resignation of the Chair.

- 8.3 Duties of Immediate Past Chair - In order to ensure a smooth and effective leadership transition, the Immediate Past Chair shall act as advisor to the Chair, shall perform such duties as may be assigned to him or her by the Chair, and shall possess all the powers and perform all the duties of the Chair in the absence, disability or resignation of both the Chair and the Chair Elect.

- 8.4 Duties of Secretary - The Secretary is responsible for overseeing that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Coalition's business was conducted.
 - 8.4.1 The Secretary shall perform such other duties as needed and those which are usually considered the duties of the Secretary, including those provided by the bylaws and as per any appendices to the bylaws.
- 8.5 Duties of Treasurer - The Treasurer shall help the Board fulfill its fiduciary responsibilities by assisting them to oversee the financial management of the corporation, reviewing the proposed annual budget, reviewing monthly financial statements, ensuring an annual external audit, and helping to formulate finance policies for Board approval.
 - 8.5.1 The Treasurer shall chair regular meetings of the Finance Committee of the Board of Directors.
 - 8.5.2 The Treasurer will perform such other duties as needed and those which are usually considered the duties of the Treasurer, including those provided by the bylaws and as per any appendices to the bylaws.
 - 8.5.3 The Board may provide for countersignature on any accounts of the corporation by any officer or any other person(s) designated by the Board.

9. Article IX: Meetings

- 9.1 Frequency of Board Meetings - Board meetings shall be held four (4) times per year and at such additional times as voted on by the Board
 - 9.1.1 Special meetings may be called by the Chair of the Board or by a majority of its members.
- 9.2 Sending notice and minutes - Written notice of the time and place of the next meeting of the Board / Coalition shall be given to each Board/Coalition member at least ten (10) days in advance of said meeting, together with copies of the minutes of its prior meeting, as well as the most recently approved minutes from the Board meeting/Coalition meeting as appropriate.
- 9.3 Quorum composition - A majority of the relevant body will constitute a quorum for conducting business at any Board meeting or Coalition meeting.
- 9.4 Voting rights of Board members - Board Members shall be entitled to one vote each for the transaction of all Board business. Votes shall be decided based on a simple majority, except as otherwise specified in these bylaws.
 - 9.4.1 In the event that action is required between regularly scheduled Board meetings, the Executive Committee is empowered to take such decisions as are necessary to enable the Coalition to continue its work. Any such decisions taken by the Executive Committee must be ratified at the next Board meeting.

10. Article X: Committees

- 10.1 Standing committees of the Board - The following are standing committees of the Board:
 - 10.1.1 Executive Committee: shall be made up of the officers of the Coalition as voting members and the Executive Director as a non-voting member. This Committee will be chaired by the Chair of the Board.
 - 10.1.2 Finance Committee: shall comprise the Chair of the Board, the Treasurer and the Executive Director and be chaired by the Treasurer. The committee may also include two Coalition members who are experts in nonprofit accounting and financial management.
 - 10.1.3 Governance Committee: shall comprise at least 3 members of the Board and be chaired by the Secretary or Immediate Past Chair.
 - 10.1.4 Such other committees as the Board may from time to time determine as necessary.

10.1.5 The Chair of the Board and the UDVC Executive Director may attend ex officio any and all meetings of the Board and Coalition, their respective committees, task forces, and work groups, except for those meetings of the Board or Executive Committee that may be related to the review of the performance of the UDVC Executive Director. At those times, the Executive Director would be excused from attending.

10.2 Chair/Co-chair - A chair of each standing committee of the Board and Coalition shall be appointed annually by the Chair Elect of the Board.

10.2.1 A committee chair serves at the will of the Board Chair. Each committee chair shall, with the approval of the committee members, name a committee vice-chair. The vice-chair shall, at the direction of the chair or in the chair's absence, assume the duties of committee chair.

10.3 Ad hoc committees, Task forces, and workgroups - The Board can create ad hoc committees, task forces and workgroups for specific purposes and appoint chairs of such ad hoc committees, task forces, and workgroups.

10.3.1 The Board must clearly set the charter for such an ad hoc committee, taskforce, or workgroup, and review the same at least every 6 months.

10.3.2 The chair of an ad hoc committee, task force, or workgroup need not be a member of the Board but s/he must be a member of the Coalition.

10.3.3 The existence of an ad hoc committee, task force, or workgroup shall, unless earlier terminated, cease at the end of its appointed charge or the term of office of the Board Chair under whose tenure the same was created, whichever comes first, unless re-affirmed by the new Board Chair following a vote by the whole Board.

10.3.4 This Article should not be interpreted in any way that may interfere with the leadership, management and operational duties of the Executive Director and staff of UDVC

10.4 Duties of committee chairs - The duties of committee chairs shall be as follows:

10.4.1 Facilitate effective mission-based work in accordance with UDVC goals and strategies.

10.4.2 Meet with the Board - The chairs of each standing and ad hoc committee shall meet at least annually with the Board at a meeting called for that purpose and shall attend other Board or Coalition meetings as requested by the Chair of the Coalition.

10.4.3 Submit written reports as requested.

10.4.4 Mission complete. If a standing or ad hoc committee determines that its mission or reason for existence has been fulfilled or no longer exists, it shall report such determination in writing to the Chair of the Board. Included in that report shall be a recommendation as to whether the mission or purpose of the committee should be changed or if the committee should be disbanded.

11. Article XI: Amendments

11.1 Amendment by Board of Directors - The Board of Directors may amend these Bylaws at any time to add, change, or delete a provision, unless the amendment concerns the:

11.1.1 Voting rights

11.1.2 Election of the Board of Directors

11.1.3 Dissolution and distribution of assets

11.1.4 Role of the UDVC or its mission

11.1.5 Notice of the meeting stating that the proposed amendment will be considered and voted upon shall be given to the Board at least one month prior to the meeting.

11.1.6 Copies of the proposed amendment shall be made available to the Board of Directors at the time of notice.

11.1.7 Amendments must be approved by two-thirds of the Board members present, and at least one-half of the total Board members must be present.

- 11.2 Amendment by Members - Members may amend these Bylaws at any regular or special meeting by a two-thirds affirmative vote of those present, provided that the following requirements have been met:
- 11.2.1 The amendment was approved by the Board of Directors
 - 11.2.2 Notice of the general or special meeting stating that the proposed amendment will be considered and voted upon has been given to the membership at least one month prior to the meeting.
 - 11.2.3 Copies of the proposed amendment are made available to the membership at the time of notice.

12. Article XII: Dissolution

- 12.1 Upon dissolution of the Coalition, Board members will, utilizing all remaining funds, pay all outstanding liabilities of the corporation, and then transfer and convey all of the assets of the Coalition to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes similar to the Coalition or its goals or objectives and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

13. Article XIII: Member's Liability

- 13.1 No individual member of the Coalition, including members of the UDVC Board of Directors, will be liable for the debts or obligations of the UDVC. UDVC liabilities accrue to the corporation solely.
- 13.1.1 The above notwithstanding, UDVC shall at all times carry current and sufficient liability insurance, including Director's and Officer's Liability Insurance.

14. Article XIV: Standards

- 14.1 Preparation of minutes - Reasonably detailed minutes of the proceedings and decisions of each meeting of the UDVC Board/Coalition shall be kept.
- 14.1.1 At each meeting, the minutes of the previous Board/Coalition meeting shall be reviewed and approved by the Board/Coalition.
 - 14.1.2 Minutes of the meetings of the Board are permanent records. Destruction of records shall be guided by UDVC's records retention policy, which shall be regularly reviewed and approved by the Board of Directors
- 14.2 Outside participation/attendance - UDVC Board meetings are not public meetings. The Board Chair and Executive Director shall have discretion to invite other UDVC staff, Coalition members, and guests to the meetings.
- 14.3 Protocols - All meetings of the Coalition shall be conducted in accordance with "Robert's Rules of Order" as revised.
- 14.3.1 Nevertheless, the Chair shall not close discussion on any issues where any member present at such meeting has not had at least a brief opportunity to be heard. All voting shall be open and the minutes shall reflect the votes of each member if any member shall so request.
- 14.4 Conflicts of Interest - Each member of the Board of Directors shall avoid real or apparent conflicts of interest, whether present or contingent, in connection with all matters coming before the Board of Directors.
- 14.4.1 Each member of the Board will be asked to sign annually a Conflict of Interest statement, disclosing any actual or potential conflicts of interest.