

COMMONWEALTH PREVENTION ALLIANCE
Bylaws of the Corporation

ARTICLE I

NAME AND INCORPORATION

Section 1. Name.

The name of the organization shall be Commonwealth Prevention Alliance. It is hereinafter referred to as the "Corporation."

Section 2. Philosophy.

The Vision of the Corporation is to continue to be the foremost voice of prevention in PA. The Mission of the Corporation is to support prevention professionals in eliminating substance abuse and risk related behaviors.

The Corporation shall be a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania, and its purposes shall be to promote the establishment of a system of communication, support, professional development, advocacy and sharing of services/resources among prevention programs and people in the State. The Corporation intends to study, discuss, make recommendations, and where appropriate, take action on issues of concern to people involved in prevention activities.

Section 3. Location.

The current mailing address shall serve as the principal office.

Section 4. Fiscal Year.

The Corporation's fiscal year shall be January 1 through December 31 of each year.

ARTICLE II

MEMBERS

Section 1. Membership.

Members are individuals and organizations that shall be:

- required to pay annual dues,
- entitled to vote at the annual meeting,
- invited to participate actively in CPA Committee work.

Section 2. Dues.

The Directors shall determine the amount of dues annually. One person shall be limited to one membership per year. All membership terms are from January 1 to December 31 and must be renewed annually.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings.

The regular Annual Meeting of the members of the Corporation shall be held at a time and place to be designated by the President of the Corporation, such meeting to be held for the purpose of electing Directors and for the transaction of such other business as may come before the membership body.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by the President of the Corporation, by resolution adopted by the Directors, or by not less than one-tenth of the members, and should be held at the place designated in any such call.

Section 3. Notice of Meetings.

Electronic notice for meetings where votes will be taken, stating the place, day and hour of any meeting of members shall be delivered, to each member entitled to vote at such meetings, not less than ten (10) days nor more than thirty (30) days before the date of any special meeting and not less than thirty (30) days before the date of the annual meeting, by or at the direction of the President, or the Secretary, or the Directors. In case of a special meeting or when required by statute or by these bylaws, the purpose of which the meeting is called shall be state in the notice. If the notice is sent electronically, it shall be deemed delivered when a receipt of said notice is sent back to the person who originally sent the e-mail. Actual attendance is considered to be a waiver of written notice.

ARTICLE IV BOARD OF DIRECTORS

Section 1. DIRECTORS.

A. Directors. The regular membership of the board shall consist of no more than 20 members elected from the Commonwealth. Consideration will be given for regional representation to provide a balanced compliment of Directors. If an opening shall arise after the annual meeting, a majority vote from the Directors can fill this vacancy.

B. Honorary Directors. All past Presidents of the Corporation whose terms have expired may become honorary directors during such periods as they are not serving as regular directors. Honorary Directors must be actively involved in the field of prevention and adhere to the attendance of board membership.

C. Honorary Collegiate Directors. The regular membership of the board shall consist of up to 4 collegiate directors; if currently enrolled at a college or university and are interested in the field of prevention and adhere to the attendance of board membership.

Hereafter, the term "Director" refers to DIRECTORS described in Article IV, Section 1: A, B and C.

All Directors will have one vote.

Section 2. Election of Directors.

Directors are elected at the annual meeting. Directors and Honorary Directors shall serve as a regular director for a term of two (2) years. The exception to this will be during the transition of the fiscal year beginning July 1 and ending June 30 to a fiscal year that begins January 1 and ends December 31. Due to this change, Directors elected in June 2017 will serve terms beginning July 1 2017 and ending December 31, 2019 for a total of two and one half (2 ½) years. Directors whose terms expire June 30, 2018 would have the term extended until December 31, 2018 for a total of two and one half (2 ½) years. Honorary Collegiate Directors term will be for one (1) year. In the event of the death, resignation, or otherwise unfilled board position, the President shall nominate, and the Directors shall by majority vote approve a CPA member to serve out the vacant term.

Section 3. Powers and Responsibilities.

The Directors shall be members in good standing and manage the affairs of the Corporation. Responsibilities include: participation in 80% of board meetings, actively serving on at least one committee, and promoting the vision and mission of the Corporation.

Section 4. Removal of Directors.

Any Director may be removed for cause by a majority vote of the Directors, upon notice of charges against him/her given in writing by the President or Secretary; at least twenty (20) days before action on his/her removal is taken. The resignation of a director for any cause may be accepted by a majority vote of the Directors.

Section 5. Regular Meetings.

There shall be at least six meetings of the Directors, one of which shall occur at the time and place of the regular annual meeting of the members of the Corporation. The Directors may provide by resolution the time and place for holding of additional regular meetings of the Directors without other notice and such resolution.

Section 6. Special Meetings.

Special meetings of the Directors may be called by the President at his/her discretion, and must be called by the President on the written request of three (3) or more members of the Directors. Special meetings shall be called at any reasonable time and place determined by the President, but not later than two (2) weeks after such request for meeting has been received by him/her or within such time as is necessary for him/her to receive approval of the date of meeting from the Directors. Special meetings may be conducted by telephone.

Notice of any special meeting of the Directors shall be given by electronic communication to each director at his/her address as shown by records of the Corporation not later than three (3) days prior to the date of any such meeting. If the notice is sent electronically, it shall be deemed delivered when a receipt of said notice is sent back to the person who originally sent the e-mail. Any Director may waive notice of any meeting. Actual attendance is considered to be a waiver of written notice. Insofar as practicable the agenda items to be considered at any special meeting

shall be specified in the notice, but subjects not so specified may nevertheless be considered and acted upon at such meetings.

Section 7. Voting.

Each Director will have one vote. When a business matter needs an immediate decision, all information will be delivered electronically and voting conducted electronically.

Section 8. Quorum.

A Quorum will be defined as a majority of the Directors.

Section 9. Executive Committee.

The Executive Committee shall consist of four elected officers of the Directors and shall have and exercise all the powers of the Directors when the Directors are not meeting. Except that the Executive Committee, unless expressly authorized by the Directors, shall have no power to encumber except by lease, or to convey the real property of the Corporation. The Executive Committee shall decide the number of times each year that they will meet. Unless otherwise provided by resolution of the Directors, a majority of the whole Executive Committee shall constitute a quorum.

Action taken by the Executive Committee shall be made a matter of record. A written report of the action taken by the Executive Committee shall be made at the next meeting of the Directors. The members of the Executive Committee are designated as "Officers" and their responsibilities are defined in Article V.

**ARTICLE V
OFFICERS**

Section 1. Officers.

The "Officers" of the Corporation shall include a President, Vice-President, Secretary, and Treasurer. All of the Officers shall be elected by the Directors at the first meeting of the Directors, subsequent to the annual meeting. The President, Vice-President, Secretary, and Treasurer are elected from the Directors. The president and treasurer shall be elected in even number years, the vice president and secretary shall be elected in odd number years. Each officer shall serve a two-year term, unless serving a vacated term. The exception to this will be during the transition of the fiscal year beginning July 1 and ending June 30 to a fiscal year that begins January 1 and ends December 31. Due to this change, Officers elected in July 2017 will serve terms beginning July 1 2017 and ending December 31, 2019 for a total of two and one half (2 ½) years. Officers whose terms expire June 30, 2018 would have the term extended until December 31, 2018 for a total of two and one half (2 ½) years.

The Directors may create additional officer positions for the Corporation as it may deem advisable and such officers shall be given such titles and shall perform such duties as may be determined by the Directors. The elected officers shall assume office at the time of their election. Each officer shall serve a term not to exceed two (2) years. At the end of the term, should the

Directors determine the position should continue, the officer will be elected at an annual meeting in accordance with election guidelines.

Section 2. Responsibilities of Officers. See Attachment B: Officers' Responsibilities.

Section 3. Vacancies.

In the event of the death, disability, resignation, removal or disqualification of any Officer of the Corporation, the Directors shall by majority vote elect his/her successor to serve out the vacant term.

Section 4. Powers and Duties.

The President shall appoint such *ad hoc* committees as he/she deems necessary or desirable, and those appointed to such committees shall serve at the president's pleasure during the president's term of office.

All Contracts and Leases to which the Corporation is a party shall be executed by the President, and attested to by the Secretary.

Section 5. Removal.

Any Officer may be removed for cause by a majority vote of the Directors, provided that such Officer shall have been notified in writing by the President or Secretary not less than twenty (20) days before such action on his/her removal is taken. The resignation of an officer for any cause may be accepted by a majority vote of the Directors.

Section 6. Expenses of Officers or Committees.

A working fund may be advanced to the President out of which payment may be made by him/her for routine and emergency expenses of other Officers and Committee Chairpersons. This fund shall be reimbursed from time to time by a regular check of the Corporation on presentation in itemized or receipted bills for expenses paid from it. The Directors shall set the limits of the working fund.

Section 7. Regional Coordinators.

A regional coordinator shall be determined for each of the four regions. Candidates for these positions will be identified by each region respectively from among their current membership of the Corporation. The identified individual will be brought before the Directors for final approval to a 2-year term. If a vacancy occurs at any time, it will be the responsibility of the respective regional Directors members to identify and contact a prospective candidate to fill this position. This candidate will need to be approved by Directors.

Section 8. Responsibilities of Regional Coordinators.

See Attachment C: Regional Coordinators' Responsibilities.

ARTICLE VI COMMITTEES (STANDING)

Section 1.

The Directors shall appoint a chairperson for each standing committee as necessary.

Section 2.

The following committees are established and each shall report to the President.

- A) Conference
- B) Advocacy
- C) Finance
- D) Technology
- E) Membership
- F) Public Relations
- G) Resource Development
- H) Ad hoc Bylaw Committee
- I) Ad hoc Officer Nomination committee

Section 3. Committee Responsibilities

See Attachment D: Committee Responsibilities

Section 4.

As necessary, when requested by the constituency, the Directors shall form such additional committees as they deem necessary and appropriate:

1. To act as the business agent of the Directors of the Corporation in performing any other services for the Directors, not herein specifically mentioned – if said Directors so desire and so specifies.
2. To do such other acts and undertake such other enterprises as in the judgment of Directors shall tend to promote the interests and welfare of the Corporation.

ARTICLE VII

FINANCES

Section 1.

No member, or employee of, or person connected with the Corporation, or any other private individual shall receive at any time any funds of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in distribution of any of Corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Executive Committee shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Committee

may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2.

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Committee, without being restricted to the class of investments which an Executive member is or may hereafter be permitted by law to make or any similar restrictions; provided however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as then now exist or as they may hereafter be amended.

Section 3.

The Directors are authorized to provide for an audit of Corporation accounts, to be conducted at the close of each fiscal year.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer, whether or not then in office, and his/her heir, executors, administrators and assigns, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her or his/her estate in connection with or resulting from any action, suit or proceedings, civil or criminal, to which he/she or his/her estate shall or may be made party, or with which he/she or it shall or may be threatened by reasons, directly or indirectly, or his/her being or having been a Director or Officer of the Corporation, except in relation to matters as to which he/her shall be finally adjudged in such actions, suit or proceedings to be liable for dereliction or negligence in the performance of his/her duties as such Director or officer, and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon him/her or his/her estate in connection with or resulting from the settlement of any such action, suit or proceeding in which such Director or Officer was not derelict or negligent in the performance of his/her duty as a Director or Officer. The costs and expenses against which any such Director or Officer shall be so indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of negligence in the performance of his/her duty as a Director or Officer as to matter wherein he/her relied upon the opinion or such matter for the Corporation. Said rights of indemnification shall be in addition to any rights with respect to any such costs and expenses in which such Director or Officer may otherwise be entitled against the Corporation or any other persons. The Directors are authorized to purchase insurance deemed necessary and appropriate.

ARTICLE IX

AMENDMENTS AND BYLAWS

Section 1. Amendments.

The bylaws of the Corporation may be amended by a majority vote of the membership of the Corporation at any regular or special meeting of the Board provided notice of a written copy of the proposed bylaw changes/amendment shall be distributed to the membership at least twenty (20) days before such amendment is voted upon.

The Directors shall have the authority to change any of the attachments to the bylaws.

Section 2. Copy of Bylaws.

The Secretary of the Corporation shall at all times maintain a true and correct copy of the bylaws.

ARTICLE X SUBDIVISIONS – AMENDMENT

Section 1. Formation of Subdivisions.

The Directors shall have the power to grant a subdivision statute if so petitioned by a group of CPA members, of not less than 20% of the total CPA membership, in good standing, representing a specialized area of interest in human development.

Section 2. Organization of Subdivisions.

1. The purposes and policies of a subdivision shall be harmony with those of the Commonwealth Prevention Alliance.
2. The structure and bylaws of the subdivision must be presented, with the initial petition for subdivision statute, for consideration and approval by the Commonwealth Prevention Alliance Directors.
3. The Directors shall have the power to revoke the subdivision status when it is deemed in the best interest of the Commonwealth Prevention Alliance to do so.

Revised and membership approved on June 23, 2017