

Performing Our Future

Governance

DELEGATIONS:

Arch Social Community Network- Baltimore Delegation

Black Belt Citizens Fighting for Health and Justice- Alabama Delegation

Letcher County Culture Hub- Kentucky Delegation

Rural Urban Flow- Wisconsin Delegation

Future delegations will be added as updated.

STEERING COMMITTEE OF STEWARDS:

Role/Duties/Requirements: The governance of the Coalition shall be vested in a Steering Committee of **Stewards** (hereinafter, “Steering Committee”). The Steering Committee shall have general charge of the affairs, property, and assets of the Coalition. It shall be the duty of the Steering Committee to carry out the mission and purposes of the Coalition. Each Steward shall regularly attend Steering Committee meetings and major functions of the Coalition.

1. Classes: There shall be only one class of Stewards.

2. Number/Composition: The Steering Committee shall be composed of no more than twelve persons and no fewer than four persons. The presence of one Steward from each Coalition Delegation shall constitute a Quorum.

3. Election/Vacancies: At each **Annual Meeting**, the Stewards to serve for the ensuing year shall be elected by the Delegations. In addition to filling vacancies that arise due to resignations from the Steering committee between Annual Meetings, new Stewards may be elected by a vote of the Delegations at times other than at the Annual Meeting, as long as such action does not cause the total number of Stewards to exceed the maximum set. Stewards must be participants in good standing of a Coalition Delegation.

4. Term: Each Steward shall hold office for a term of one year, and until a successor is duly elected, unless they resign or are removed. At this time, there are no term limits on the Steering Committee of

Stewards. Stewards elected outside of the Annual Meeting will serve until the next Annual Meeting of the Coalition, at which time they can be nominated and elected.

5. Voting: Each Delegation shall have one vote, as decided jointly among Stewards representing that Delegation. In the event that a Delegation's Stewards cannot agree on a vote on a given matter, that Delegation's vote on that matter shall be counted as an abstention.

6. Removal: A Steward may be removed with cause (including non-attendance) or as determined by the Delegation they represent, or by a two-thirds vote of the Steering Committee present at any meeting at which there is a quorum.

7. Resignation: A Steward may resign only by submitting a written resignation to the Steering Committee Chair or to the other Stewards, if the resigning Steward is the Chair. All resignations shall be noted in the minutes of the Steering Committee meeting next occurring after the resignation.

8. Officers/Vacancies: The Officers shall consist of **Chair, Vice-Chair, Secretary, Treasurer**, and any other Officer position duly created by the Steering committee. The Officers shall be elected annually by the Stewards at the Steering committee Meeting immediately following the Annual Meeting. The Steering Committee shall fill any vacancy occurring in any office from the current Stewards and any Officer so elected shall fulfill the term of his/her predecessor.

10. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Steering committee and as follows:

A. The Chair shall preside at and conduct all meetings of the Coalition and Steering Committee of Stewards. The Chair may sign all contracts and agreements in the name of the Coalition after the Steering Committee has approved them, serve as the representative of the Coalition in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Steering Committee.

B. The Vice-Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Steering committee and, at the request of the Chair, assist in the performance of the duties of the Chair. In the event that the office of the Chair becomes vacant, the Vice-Chair shall automatically become Chair.

C. The Secretary shall keep accurate records and minutes of all meetings of the Coalition; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; maintain a current listing, with phone numbers and addresses (including mail and email), of the Stewards and other participants in the Coalition; maintain a current roster and make such roster available at all meetings where votes may be taken; and maintain the minutes book of the Coalition.

D. The Treasurer shall oversee (the day to day actions and operations will be handled by a staff position and reported to the Treasurer) the deposit of funds of the Coalition into the proper accounts of the Coalition; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Coalition; the preparation of financial reports of the accounts for each Steering committee meeting; and the preparation and filing of all end of year financial reports and federal and state tax reports (as applicable).

E. Other Officers holding positions created by the Steering Committee shall perform such duties as may be specified by the Steering Committee or by Officers given authority over them.

MEETINGS:

1. Annual Meeting: An Annual Meeting of the Coalition shall be held each year; at such time as determined by the Steering Committee.

2. Coalition Meetings: Meetings of the Coalition shall be held at least quarterly and may be scheduled more often.

3. Steering Committee: Meetings of the Steering Committee shall be held at least quarterly and may be scheduled more often.

4. Special Meetings: Special Meetings of the Steering Committee or Coalition shall be held at any time when called by the Steering Committee, a majority of the Stewards, the Chairperson of a committee, or active participants in a Coalition Delegation. Business transacted at Special Meetings shall be confined to the purpose(s) of the meeting stated in the notice of the meeting.

5. Notice of Meetings: Notice of meetings shall be in writing (including electronic forms of communication) and delivered at least ten days and not more than thirty days before the date of the meeting to all persons entitled to vote. Notice of a Special Meeting shall state its purpose(s) and note that it is a Special Meeting and may be given orally or in writing; notice of a Special Meeting must be given at least forty-eight hours prior to the meeting time.

6. Voting/Quorum: Except as otherwise provided in this governance document, decisions shall be made by consensus of those present and eligible to vote at any meeting at which there is a quorum. Representation from each Coalition Delegation shall constitute a quorum at Steering Committee Meetings. Each Delegation shall have one vote.

7. Remote Participation: Stewards may participate in Steering Committee Meetings and vote on matters discussed therein by means of a conferencing telephone, video conference, or similar communications

equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Steering Committee Steward at the meeting.

8. ACTION WITHOUT MEETING: Any action which may be properly taken by the Steering Committee assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Stewards entitled to vote with respect to the action. Such unanimous consent shall have the same force and effect as a vote of the Stewards assembled and shall be filed with the minutes.

COMMITTEES:

The Steering Committee may create such committees with such powers as it deems wise to have, but the Steering Committee may not transfer any fiduciary duties to said committees. The Chair shall appoint a Steward to chair each committee. Each committee shall be comprised of at least three participants in the Coalition entitled to vote at Coalition meetings. The committees shall perform work specifically tasked by the Steering Committee and overseen by the Chairperson and provide reports or recommendations to the Steering committee following each committee meeting. Committees have authority only with regard to the specific tasks designated by the Steering Committee; therefore, regardless of Steering Committee resolution, committees may not:

1. Take any final action on matters that require Steering Committee or full Coalition approval;
2. Fill vacancies on the Steering Committee or in any committee which has the authority of the Steering Committee;
3. Amend or repeal Coalition-wide policies or decisions;
4. Amend or repeal any resolution of the Steering Committee;
5. Appoint any other committees of the Steering Committee or the members of these committees;
6. Expend corporate funds except for an expressly Steering Committee-authorized purpose;
or
7. Approve any transaction to which the Coalition is a party.

CONFLICT OF INTEREST: A conflict of interest policy shall be adopted by the Coalition.

GRIEVANCES AND CONFLICT RESOLUTION: A grievances and conflict resolution policy shall be adopted by the Coalition.

WHISTLEBLOWER: A whistleblower policy shall be adopted by the Coalition.

INDEMNIFICATION: The Coalition may indemnify participants, staff, and agents of the Coalition to the fullest extent required or permitted by general laws.

COMPENSATION: The participants in the Coalition and their Delegation Representatives shall serve without compensation for their services as Steering Committee Stewards. Stewards and chairpersons may be sponsored or reimbursed for expenses reasonably incurred on behalf of the Coalition.

FISCAL YEAR: The fiscal year of the Coalition shall be from October 1st to September 30th.

AMENDMENTS: These policies shall be reviewed and amended by the Coalition on an annual basis or as necessary. The proposed amendment(s) must be submitted to the full Coalition in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

NONDISCRIMINATION: Participants, staff, agents of the Coalition, volunteers, and persons served shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin or ancestry, sexual orientation, gender identity or expression, disability, socioeconomic status, and political or religious opinion or affiliation.

Adopted by, We the undersigned, being participants of the Coalition, Steering Committee Stewards, or Delegation Representatives hereby certify that the above is a true, complete and accurate copy of the Governance Structure adopted by the Coalition.