

Bylaws
of the
Northwest Infant Survival & SIDS Alliance

DRAFT

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ARTICLE 1. NAME

The name of the organization shall be the Northwest Infant Survival & SIDS Alliance (NISSA)

ARTICLE 2. MISSION STATEMENT

The Alliance is dedicated to reducing the risk of sudden unexpected infant deaths through education, research and informational and emotional support of bereaved families.

ARTICLE 3. BOARD OF TRUSTEES

3.1 General Powers

The Board is responsible for overall policy and direction of the Alliance, and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board receives no compensation. Reasonable necessary expenses of trustees may be paid by the Alliance.

3.2 Officers of Board

The officers of the Board shall consist of a President, President-elect, Past President, Regional Representative, Secretary, and Treasurer nominated by the Board. The term of all Board officers shall be one (1) year. Officers may be re-elected to their current position or may be elected to a different Board position without a hiatus between terms of office. Trustees must have served on the Board for at least one year to be eligible for office except for the secretary and treasurer, who may serve immediately.

3.2.1 President

The President shall convene regularly scheduled Board meetings, shall preside or arrange for another board officer to preside at each meeting in the following order: President elect, Past President, Secretary and Treasurer.

3.2.2 Regional representative

Eastern Washington representation will include a trustee serving as President or regional representative. The responsibility of this individual is to represent the interests and accomplishments of their specific region.

3.2.3 President-elect

The president elect shall assume the duties of the President in case of the President's absence. The president elect will chair committees on special subjects as designated by the Board.

3.2.4 Past President

The Past President is responsible for advising and assisting the President and President Elect on matters of importance regarding NISSA.

3.2.5 Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings.

3.2.6 Treasurer

The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget and make financial information available to trustees.

3.3 Number of trustees

The Board shall consist of not less than nine (9) trustees and no more than 20 trustees.

3.4 Geographic offices

Geographic offices should have at least one (1) trustee to ensure representation.

3.5 Election of trustees

Election of new trustees for a first term or election of current trustees to a second term will occur as the first item of business at the last meeting of the FY of the Alliance. Trustees will be elected by a majority vote of the current trustees.

3.5.1 Eligibility

Trustees must be at least 21 years of age. Current employees and contractors of NISSA and their immediate family members are not eligible to serve as trustees.

3.5.2 Terms

All trustees shall serve 2-year terms and are eligible for re-election.

3.5.3 Filling unexpected vacancies.

When a vacancy on the Board exists, the Secretary may receive nominations for new members from present trustees two weeks in advance of a Board meeting. These nominations shall be sent out to trustees with the regular Board meeting announcement so they can be voted upon at the next Board meeting. The vote will determine who will fill

only the uncompleted portion of the replaced trustee's term.

3.5.4 Resignation, termination and absences

Resignation from the Board must be in writing and received by the Secretary. A trustee may be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A trustee may be removed for other reasons by a three-fourths vote of the remaining trustees.

3.5.5 Conflict of interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

3.6 Board Meetings

3.6.1 Frequency of regular business meetings

The Board shall meet at an agreed upon time and place at a minimum of nine times a year at least two (2) of which shall be in-person meetings.

3.6.2 Voting

- (a) A majority of trustees constitutes a quorum.
- (b) In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- (c) Passage of a motion requires a simple majority (one more than half the members present).

A member may vote by proxy executed in writing by the member and delivered to the president or to a trustee who will be attending the meeting.

3.6.3 Notice of meetings

A regular business meeting requires that each trustee have written or email notice **seven** (7) days in advance.

3.6.4 Who can attend

Trustees attendance at meetings is mandatory. Employees will submit reports to the Executive Director, who compiles them as part of the monthly report. Employees may attend the Board meetings but are not members of the Board and do not vote. Employees

that attend the meetings will be dismissed for discussions of personnel and other issues as the Board deems fit. Committee members who are not members of the Board and may attend but do not vote and likewise, will be dismissed for discussions of personnel and other issues as the Board deems fit.

Board meetings are open to members of the community who are free to address the board under Robert's rules of order. Non-trustees are unable to vote. For purposes of discussing confidential matters, such as personnel issues, the board may convene executive session, which is open to trustees only.

3.6.5 Location

All Board meetings will be held at a location mutually agreed upon by the Board.

3.6.6 Special meetings

Special meetings of the Board shall be called upon the request of the Board President or one-third of the Board. The Secretary shall send out written or email notices and telephonic notice of special meetings to each Board trustee at least 48 hours in advance.

3.6.7 Attending meeting by conference call or other media

Trustees are encouraged to attend all Board meetings. Trustees may attend a meeting by conference call or through another electronic medium.

3.7 Committees

The Board may appoint standing and ad hoc committees as needed. All standing and temporary committees will:

- 1) Include the Executive Director; and
- 2) Prepare a monthly report for the Board to be delivered to the Executive Director one week prior to the Board meeting.

ARTICLE 4. FISCAL POLICIES

4.1 Fiscal year

The fiscal year of the Alliance shall be **January 1 to December 31**

4.2 Budget

The Board must approve the budget and all expenditures must be within the budget. The Board **or the Executive Committee (*this should be deleted*)** must approve any change in the budget in

excess of \$2000. Monthly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, trustees and the public.

ARTICLE 5. NONDISCRIMINATION

No person shall be excluded from service and no segregation of persons served shall occur by reason of race, color, religion, sex, sexual orientation, national origin or by reason of being physically or mentally challenged. There shall be no discrimination on the basis of race, color, religion, sex, sexual orientation, national origin, or mental or physical challenge as to persons nominated for or serving on the Alliance's Board or as to the hiring, assignment, promotion or other employment conditions of persons employed by the Alliance. The Alliance shall take positive action to achieve equal employment opportunity for all persons in the filling of its staff positions, including elements such as: contacts with various organizations in the community including minority recruitment advertisements in minority group news media when advertising in the general media is used to fill jobs; self-identification as an equal employment opportunity employer in recruitment advertisements; and the use of employment agencies that do not discriminate on the basis of race, color, religion, sex, sexual orientation, national origin, or mental or physical challenge.

ARTICLE 6. INDEMNIFICATION

Every member of the Board of Trustees, officer or employee of the Alliance may be indemnified by the Alliance against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Alliance or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Alliance,. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the Board, officer or employee is entitled. The Alliance may utilize commercial insurance to meet its obligations under this article.

ARTICLE 7. AMENDMENT

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Trustees. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.