



BY-LAWS

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INFLUENCE THE CHOICE.
Drug Prevention Alliance for Youth

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ARTICLE 1: MISSION

SECTION 1.1: MISSION STATEMENT

The mission of Influence the Choice is promotion of mental, physical and social wellness for middle school through high school-aged youth, with additional outreach to families and communities in support of this mission.

The mission of Issaquah Influence the Choice – Drug Prevention Alliance for Youth, a program of Influence the Choice, is the prevention and reduction of youth alcohol, marijuana and prescription drug use and abuse within the Issaquah School District service area.

ARTICLE 2: DEFINITIONS

SECTION 2.1: NAME

The name of this organization shall be “Issaquah Influence the Choice.” Under this umbrella name, the organization will sponsor programs, such as “Issaquah Influence the Choice – Drug Prevention Alliance for Youth.” The organization may be referred to as “Influence the Choice,” “the Alliance” or “ITC.”

SECTION 2.2: ORGANIZATIONAL STRUCTURE

The City of Issaquah is the recipient of a federal Drug Free Community grant and shall be the fiscal agent for the grant. ITC is considered the sub-recipient of the Drug Free Community grant. As required by the Drug Free Community grant, ITC shall establish a separate board of directors to oversee grant management.

SECTION 2.3: BOARD COMPOSITION

The ITC Board of Directors (also referred to as the “Board”) will be made up of the Executive Committee (Officers), the Sector Representatives (12), and Associate Members.

SECTION 2.4: BOUNDARIES

ITC is authorized to work within the boundaries of the Issaquah School District.

ARTICLE 3: OFFICERS

SECTION 3.1: EXECUTIVE COMMITTEE

Alliance Officers shall be Chair, Vice-Chair, Secretary, Treasurer and Past-Chair, and they comprise the Executive Committee. Officers are not required to be Sector Representatives.

SECTION 3.2: DUTIES OF THE EXECUTIVE COMMITTEE

In addition to their duties as Alliance Board members, the Executive Committee shall:

1. Be responsible for recruiting and appointing Sector Representatives with assistance from contracted staff;
2. Be responsible for personnel matters, including selection and evaluation of contracted staff and signing contracts;
3. Work with Alliance contracted staff in setting general Alliance Board meeting agendas;

4. Monitor and approve all financial documents (such as yearly budget submissions, monthly budget spreadsheets, invoices, fiscal agency fees, etc.);
5. Assist contracted staff with all grant compliance processes including yearly grant re-applications, site visits, local audit monitoring's, evaluations, and others as appropriate; and
6. Meet on a monthly basis, unless otherwise advised.

SECTION 3.3: ELECTION OF OFFICERS

Election of Executive Committee Officers will be conducted by:

1. A Nominating Committee shall be established each year and shall provide a slate of Executive Committee Officer candidates to the ITC Board at least ten (10) days prior to ITC's June meeting.
2. Officers will be elected by the ITC Board at its June meeting.
3. Outgoing officers shall complete all closing activities (i.e., financial reports, work plans) to facilitate transition to incoming officers by August 31 of each year.
4. Officers will assume their positions on September 1 of each year.
5. Officers will be elected for a one-year term. Officers may serve additional terms if nominated and elected.

SECTION 3.4: VACANCIES OR INCOMPLETE TERMS

The following requirements will apply to Executive Committee vacancies or incomplete terms:

1. An Officer vacancy due to a resignation or termination may be filled at any time by a vote of the ITC Board.
2. The newly elected Officer will complete the remaining term of office and can be nominated and elected to a subsequent term of office (per procedures outlined in Section 3.3).
3. For key personnel, such as Treasurer, the Executive Committee may make an emergency interim appointment until such time as the ITC Board meets.

SECTION 3.5: REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by a two-thirds majority vote of all members of the ITC Board, in accordance with the Washington State Non-Profit Handbook.

SECTION 3.6: ROLES & RESPONSIBILITIES OF OFFICERS

1. The Chair shall:
 - a) Preside at all meetings of the ITC Board of Directors and the Executive Committee;
 - b) In the absence of both the Chair and Vice-Chair, the Chair will be responsible to designate another Executive Committee member to run either Executive Committee or Alliance monthly meetings or direct designated contracted staff;
 - c) Serve as Executive Committee representative to paid contracted staff and members; and
 - d) Serve as public spokesperson for ITC.

2. The Vice-Chair shall:
 - a) Preside at meetings when the Chair cannot be present;
 - b) With the approval of the Executive Committee, serve as the “acting Chair” during an extended absence of the Chair (examples: maternity or paternity leave, illness, or personal emergencies); and c) May serve as Chair during the year following his or her election to the Vice-Chair’s position if nominated and elected by the ITC Board (per procedures outlined in Section 3.3).
3. The Secretary shall:
 - a) Take minutes at the regular monthly Alliance Board meetings and file such minutes with the Chair or designated contracted staff in a timely manner;
 - b) Take brief action notes of monthly Executive Committee meetings; and
 - c) assume additional clerical tasks through mutual agreement between the Secretary and Chair.
4. The Treasurer shall:
 - a) Act as “Lead” for the ITC Finance Committee and work with contracted staff to organize, at a minimum, quarterly meetings of the Finance Committee;
 - b) Review a monthly financial report with the assistance of the Chair and/or designated contracted staff;
 - c) Present a monthly budget report at Executive Committee meetings;
 - d) Ascertain that all reports are complete and accurate; and
 - e) At a minimum, provide quarterly financial progress reports to the ITC Board during the monthly meeting.
5. The Past Chair shall:
 - a) Provide guidance and mentoring to the new incoming Chair;
 - b) Attend Executive Committee meetings; and
 - c) Preside at meetings when the Chair or Vice-Chair cannot be present, if requested by Chair.
6. The Ex-Officio Member(s) shall attend Executive Committee meetings in an advisory, non-voting position [See Section 3.1].

ARTICLE 4: SECTOR REPRESENTATIVES

SECTION 4.1: SECTORS

Influence the Choice must have at least one member selected to represent each of twelve (12) “Community Sectors” as required by the federal Drug Free Community Grant. The twelve (12) sectors are: Youth; Parents; Business; Media; Schools; Youth-serving Organizations; Law Enforcement; Religious or Fraternal Organizations; Civic Organizations; Health Care Professionals; Government Agencies involved in substance abuse prevention; and other Agencies (non-governmental) involved in substance abuse prevention.

SECTION 4.2: APPOINTMENT OF SECTOR REPRESENTATIVES

Sector Representatives will be selected as follows:

1. Each Sector Representative will be appointed to his or her position by the Executive Committee;
2. Sector Representatives will serve a term of one (1) year;
3. By mutual agreement of the Sector Representative and the Executive Committee, an individual Sector Representative may be re-appointed to another term at the Annual Meeting held in September.

SECTION 4.3: DUTIES OF SECTOR REPRESENTATIVES

Sector Representatives are expected to:

1. Sign a “Coalition Involvement Agreement” (CIA) as required by the federal Drug Free Coalition Grant, outlining their roles and responsibilities within ITC;
2. Participate in all Alliance monthly meetings, serve on committees, and participate in Alliance sponsored events and activities;
3. Advocate on behalf of Alliance positions designed to change community norms related to youth substance abuse within the Issaquah School District boundaries;
4. Vote for Executive Committee Officers;
5. Communicate Alliance news to community contacts;
6. Support ITC’s mission of reducing youth alcohol, marijuana and prescription drug abuse within the Issaquah School District boundaries.

SECTION 4.4: VACANCIES OR INCOMPLETE TERMS

The following requirements will apply to sector representative vacancies or incomplete terms:

1. A Sector Representative vacancy due to a resignation or termination may be filled at any time by appointment of the Executive Committee.
2. The newly appointed Sector Representative will complete the remaining term of office and may have their term renewed via the process outlined in Section 4.2.
3. It shall be the responsibility of the Executive Committee working with contracted staff to recruit replacement Sector Representatives.
4. A Sector Representative who misses three consecutive meetings ***without excuse*** may be terminated. The Executive Committee or staff will recruit a replacement Sector Representative.

ARTICLE 5: ASSOCIATE MEMBERS

SECTION 5.1: ASSOCIATE MEMBERS

Associate members may apply to serve on the Influence the Choice Board as Individual Community Members or Organization/Agency Representatives.

SECTION 5.2: APPLICATION PROCESS

The Associate Member application process will include:

1. Attend a minimum of three (3) Alliance monthly meetings;
2. Complete Associate membership application;
3. Nomination to ITC by the Membership Committee;
4. Application approval by the ITC Board.

SECTION 5.3: MEMBERSHIP TERMS

1. Associate Members may serve three-year terms, which are renewable upon mutual consent of the ITC Board and the Associate Member.
2. Associate Members can be nominated and elected to serve on the Executive Committee (as per Section 3.3) or as a Sector Representative (as per Section 4.2).

SECTION 5.4: EXPECTATIONS OF ASSOCIATE MEMBERS

Associate Members will be expected to:

1. Participate in all Alliance monthly meetings, serve on at least one committee and/or ad hoc committee (see Section 7.8), and participate in Alliance sponsored events and activities;
2. Advocate on behalf of Alliance positions designed to change community norms related to youth substance abuse within the Issaquah School District boundaries;
3. Vote on all matters related to Alliance business, including officer elections;
4. Communicate Alliance news to community contacts;
5. Support ITC's mission of reducing youth alcohol, marijuana and prescription drug abuse within the Issaquah School District boundaries.

ARTICLE 6: CONFLICT OF INTEREST

Pursuant to the fiduciary duty called the duty to loyalty, a director of a nonprofit corporation is required to put the interests of the corporation before his or her personal interests.

Influence the Choice recognizes the value of Sector Representatives and Members with professional expertise and association. Such representatives and members shall declare potential conflicts of interest and recuse themselves from discussions related to contractual or professional considerations from which they or their organizations might benefit. Members selected to receive Alliance contracts, or representing organizations which receive contracts, must resign from ITC immediately upon award.

ARTICLE 7: GOVERNANCE

SECTION 7.1: ALLIANCE BOARD MEETINGS

The ITC Board will meet monthly, with the exception of July, and such meetings shall constitute Alliance Board meetings. Meetings will be held in locations accessible to the general public, such as schools, police and fire stations, or libraries. Members may participate in meetings through conference call, if the technology is available.

SECTION 7.2: ALLIANCE DUTIES

The ITC Board is responsible for setting policies, procedures and assisting with the overall work and direction of Influence the Choice to ensure that Influence the Choice is achieving its mission.

SECTION 7.3: ALLIANCE BUSINESS

The business of Influence the Choice will be managed by the ITC Board, composed of the Executive Committee, 12 Sector Representatives and Associate Members.

SECTION 7.4: VOTING

1. In every case, each Sector Representative and Associate Member has one vote.
2. A quorum of voting members must be present for a vote to be valid.
3. In every board meeting (Executive Committee, 12 Sectors Representatives and Associate Members), a quorum consists of half of the current members, plus one.
4. The Chair shall determine a quorum before a vote is taken.
5. A quorum is not required to conduct sub-committee business.

SECTION 7.5: FIDUCIARY MATTERS

For matters related to fiduciary responsibilities:

1. Voting members shall consist of the Executive Committee and 12 Sector Representatives;
2. Fiduciary matters will include adoption of the annual budget and subsequent budget revisions;
3. Discussions and votes involving personnel, contracts and legal matters will only be conducted by the Executive Committee in closed executive session(s);
4. The Executive Committee has exclusive authority to provide one-time stipends for activities performed by individuals, such as speaking engagement fees, special or emergency project assistance, language translation or other items deemed necessary to fulfill the ITC mission. Stipends shall not be given for on-going or continuous work.
5. A recommendation for an annual Budget will be presented to the ITC Board for its approval at the September meeting.

SECTION 7.6: PHONE AND EMAIL VOTING

Under special or emergency circumstances, the Executive Committee and 12 Sector Representatives may vote by phone or email under the following provisions:

1. Under such circumstances, an Executive Committee member must document that 100% of the Executive Committee and 12 Sector Representatives were contacted;
2. For the vote to be valid, 75% of the contacted Executive Committee and 12 Sector Representative must have responded and cast their vote. The result of the vote must be recorded and filed with Influence the Choice minutes.
3. Votes pertaining to Alliance positions on pending legislation, ordinances or policy (federal, state, municipal, school district, for example) are not eligible for voting by email or phone and therefore must be discussed and voted upon by the ITC Board at a regular or special meeting of Influence the Choice.

SECTION 7.7: FINANCIAL REPORTS AND MINUTES

Financial reports and meeting minutes will be made available to the ITC Board through email, through posting to an Alliance website, or at regular monthly meetings. Members of the public and government oversight agencies may request a copy of financial reports at any time and be provided such documents in a timely fashion.

SECTION 7.8: COMMITTEES

1. The Executive Committee or Alliance Board may delegate duties to committees, provided that at least two members of the Influence the Choice Board participate in each committee.
2. The designation or appointment of any committee and delegation to it of authority shall not operate to relieve the Executive Committee, Alliance Board or any individual member of any responsibility imposed by law.
3. In addition to the Executive Committee, standing subcommittees may include the Membership Committee, the Finance Committee, the Communications Committee and the Advocacy Committee. Other committees may be formed on an ad hoc basis.

SECTION 7.9: MEETINGS AND SPECIAL MEETINGS

1. Influence the Choice shall meet monthly with the exception of July (see Section 7.1).
2. Additional meeting, including Executive Committee, 12 Sector Representatives and sub-committee meetings, are allowed and scheduled as needed or outlined in these By-Laws.
3. At the discretion of the Executive Committee or Project Coordinator, special meetings may be called to address emergency issues, provided that every Alliance Board member is notified 24 hours in advance of the meeting.
4. The first meeting held in September shall serve as the Annual Meeting, and will include annual meeting business.

SECTION 7.10: MEETING NOTIFICATIONS AND MATERIAL

The Project Coordinator and/or designated contracted staff will provide meeting notification and meeting materials three (3) to five (5) days in advance of a monthly meeting.

SECTION 7.11: RULES OF PROCEDURE

The rules of procedure at meetings of ITC and its Committees shall be Robert's Rules of Order on Parliamentary Procedure, newly revised.

ARTICLE 8: ADMINISTRATIVE AND FINANCIAL PROVISIONS.

SECTION 8.1: PROJECT DIRECTOR

The Project Director shall be responsible for:

1. Advising the Project Coordinator; and
3. Providing liaison to the grant recipient for Alliance activities.
4. The Project Director will be an advisory and non-voting member of the Executive Committee. [See Section 3.1].

SECTION 8.2: PROJECT COORDINATOR

The Project Coordinator shall be a contractor to Influence the Choice who is supervised by the Executive Committee. The Project Coordinator shall be responsible for:

1. Implementing the annual Plan of Action as directed by the ITC Board;
2. Working with Alliance Board members to recruit and sustain membership;
3. Communicating ITC's vision, mission and activities to the media, community groups, elected officials, and the general community;

4. Filing all required reports, invoices and other financial forms as specified by the Substance Abuse and Mental Health Services Administration (SAMHSA) and the City of Issaquah (fiscal agent); and
5. Assessing ITC's progress toward stated goals.

The Project Coordinator's compensation shall be determined by the Executive Committee and Twelve (12) Sector Representatives as part of annual budget deliberations.

SECTION 8.3: OTHER CONTRACTED STAFF

The Executive Committee may hire additional contractors (Special Projects Coordinator, Administrative Accountant, Evaluators, for example) as deemed necessary to fulfill ITC's mission. Additional contractor positions will be included in the annual budget and approved by Influence the Choice during the annual budget adoption or subsequent revisions. Such contractors shall report to, be supervised and have their work evaluated by the Project Coordinator.

SECTION 8.4: ACTION PLAN AND ANNUAL BUDGET ADOPTION

1. The ITC Board shall adopt an Action Plan and Annual Budget by the beginning of each new fiscal year.

SECTION 8.5: CONTRACTS

1. The Executive Committee has exclusive authority to sign contracts, which shall be signed by two (2) authorized signatories (Chair and Project Coordinator).
2. Influence the Choice may authorize the Project Director or Project Coordinator to sign contracts on behalf of the Executive Committee through a vote of the Executive Committee and recorded in meeting minutes.
3. All contracts shall be subject to audit and available for review by the public.

SECTION 8.6: PAYMENT OF INVOICES AND REIMBURSEMENT OF EXPENSES

The following requirements shall pertain to payment of invoices and reimbursement of expenses:

1. Once the annual budget is adopted, the Project Coordinator or designated contracted staff (i.e., Administrative Accountant) is authorized to expend funds and file invoices with the fiscal agent.
2. Invoices are reviewed and approved separately by the ITC Treasurer and Project Coordinator.
3. Monthly financial reports are circulated to the entire membership. Any member may raise an issue regarding expenditures and have it addressed in an open meeting.
4. The fiscal agent (i.e., the city of Issaquah finance department) reviews all expenditures for appropriateness and legality.
5. Significant deviations from the approved Alliance budget must be reviewed and approved in advance by the ITC Board of Directors.
6. The Project Coordinator and other contracted staff may be reimbursed for expenses related to Alliance business when approved in advance by a vote representing a quorum of the Executive Committee, or approved through the annual budget adoption.
7. The Project Coordinator has discretion to spend up to \$500 without prior authorization of the Executive Committee on items including office supplies, printing, presentation materials, meeting equipment and so forth.

8. Members of Influence the Choice may be reimbursed for expenses ONLY after receiving authorization from the Project Coordinator. Expenses incurred without prior authorization shall be the responsibility of the ITC member.
9. All reimbursement procedures and amounts will be based on the federal government's and the city of Issaquah's financial reimbursement guidelines and procedures.

SECTION 8.7: BANKING AND CHECK AUTHORIZATION

Influence the Choice shall select a bank or credit union and open a checking account to accept cash donations. The Project Coordinator and Executive Committee members (officers) shall have check-writing authority, in compliance with the rules of the selected bank or credit union. Bank statements shall be reviewed monthly by Executive Committee members as part of their fiscal oversight responsibilities.

SECTION 8.8: FISCAL AGENT

ITC's fiscal agent shall be the City of Issaquah. The fiscal agent will accept all monies, issue all checks, make all deposits, and audit all records. Checks will be issued in response to invoices approved by the ITC Treasurer and Project Coordinator, and filed with the City by the Administrative Accountant and/or other designated contracted staff.

SECTION 8.9: FISCAL YEAR

The fiscal year shall be from July 1 through June 30.

SECTION 8.10: HOLD HARMLESS CLAUSE

As authorized by RCW 23.03.025 (c), Influence the Choice limits or eliminates personal liability of Alliance Board for monetary damages for conduct as a member: PROVIDED, That such provision shall not eliminate or limit liability for acts or omissions that involve intentional misconduct by a member or a knowing violation of law by a member or for any transaction from which the member will personally receive a benefit in money, property, or services to which the member is not legally entitled.

ARTICLE 9: AMENDMENTS

SECTION 9.1: AMENDMENTS

These By-laws may be altered, amended or repealed and new By-Laws adopted by the vote of at least two-thirds of ITC's Board.

SECTION 9.2: ANNUAL REVIEW

At the discretion of the Executive Committee, the By-Laws may be reviewed and amended at ITC's Annual General Meeting.

ARTICLE 10: ADOPTION

The foregoing By-laws were adopted and ratified by the Issaquah Influence the Choice – Drug Prevention Alliance for Youth Board of Directors on:

January 8, 2018

Amendments and Revisions: None