

Dakota Diabetes Coalition Bylaws

Article I. Name

The name of the organization is the Dakota Diabetes Coalition (DDC).

Article II. Who We Are

North Dakota Department of Health (NDDoH) Diabetes Prevention & Control Program (DPCP),
Member Organizations, Individuals

Article III. Mission

To integrate and invigorate all efforts to prevent, manage and treat diabetes for all North Dakotans.

Article IV. Vision

A dynamic and sustainable diabetes coalition.

Article V. Purposes

The DDC has the following purposes:

1. Explore ways to improve statewide diabetes measurement and outcomes.
2. Assist in the development of the state diabetes plan.
3. Provide information relevant to diabetes prevention, management, treatment and control.
4. Promote promising practices to coalition members and statewide diabetes stakeholders.
5. Keep membership open and inclusive.
6. Solicit representation from all groups and regions in the state.
7. Solicit grants, oversee distribution of funds, and provide grant management, including monitoring the distribution and accounting of funds.

Article VI. Membership Administration

1. **Application Procedure.** Membership is open to any organization or individual whose mission supports or coincides with the DDC's. There are two classes of members: active and associate.

2. Active Member Expectations:

- a. Endorse and support the implementation of DDC priorities.
- b. Recommend and recruit new members.
- c. Coordinate and collaborate within own organization to implement strategies that address one or more DDC priorities.

- d. Coordinate and collaborate with one or more organizations to implement strategies that address one or more DDC priorities.
- e. Update DDC members on local progress and accomplishments in the field of diabetes treatment and prevention.
- f. Attend meetings (attendance can be in person or via teleconference or videoconference).
- g. Share ideas and recommendations.
- h. Participate in establishing statewide priorities for the prevention and control of diabetes toward which the collective energies of the DDC will be directed.
- i. Contribute and participate during meetings and volunteer for committee work.
- j. Market the DDC statewide.
- k. Assist in the implementation of coalition priorities.

3. Associate Member

- a. Individuals not currently able to regularly participate in coalition meetings and activities as a full member may request to be listed as an Associate Member. Associate Members are welcome to participate in meetings but may not vote. They may upgrade their status to full members at any time.

4. Member Resignation. Any member may resign their membership at any time by filing a written resignation with the Secretary/Treasurer.

5. Member Removal. A DDC member may be removed at any time, with or without cause, by a majority vote of all voting members present and voting at a regular or special meeting.

Article VII. Meetings of Members and Voting

1. Annual Meeting. A business meeting of members is held every year at the place, date, and time determined by the Board of Directors. At this meeting there must be:

- a. A report on the election of successors for officers whose terms have expired or will expire at the end of the fiscal year.
- b. A report on the DDC's activities over the past year.
- c. A financial report.
- d. Addressing of other matters raised, consistent with meeting notice requirements. Upon the vote of the membership at the annual meeting, voting can be deferred to a time designated in the deferment.

2. Regular Meetings. DDC meetings will be held via conference call, teleconference, or in person as determined by the Board of Directors.

3. Special Meetings.

A special meeting of the coalition members may be called by the Board of Directors at any time. Notice must state the purpose of the meeting.

4. **Meeting Notice.** Written notice of any meeting of members must be delivered, either by email, in-person, mail or fax to the last known address of each member at least seven (7) days before the date of the meeting.

5. **Waiver of Notice.** Any person entitled to notice of a meeting may waive such notice in writing either before or after such meeting. If that person attends the meeting, their attendance will constitute a waiver of notice of the meeting, unless that person is participating only to object to the transaction of any business because the meeting has not been legally called or convened.

6. **Voting.(regular, special, and annual meeting)**

- a. Each member has one vote.
- b. Votes may be cast as determined by the Board.
- c. A vote shall pass by a simple majority of voting membership present or by the simple majority of members who respond by electronic mail within an adequate time frame designated by the board.

7. **Action Without Meeting.** An action required or permitted at a meeting of the members may be taken by written action signed by 60% of all of the members entitled to vote on that action that participate.

8. **Action by Written or Electronic Ballot.** An action that may be taken at a regular or special meeting of members may be taken without a meeting if the DDC delivers a written or electronic ballot to every member entitled to vote on the matter. A written or electronic ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Action will be taken by the board based on the majority of the votes cast. The board will give members adequate time to respond to each proposed action.

Article VIII. Officers

1. **Election.** Voting members shall elect all officers as provided in these bylaws for a total of two consecutive years in a position or until their successors are elected or qualified, or until the earlier death, resignation, removal, or disqualification of the officer. The previous president is the past president. The members must hold the election of officers prior to the end of officers' terms. A majority vote of members voting is necessary for results to be binding.

2. **Term of Office.** The terms of office begin immediately following the election. The board shall fill any vacancy by appointing an active member to fill the unexpired term of the office. If a person no longer meets the criteria to serve as an officer, that person shall tender a resignation to

the board and the board has the option of either accepting the resignation or requesting the person to complete the term of office.

3. The North Dakota Department of Health Liaison shall:

- a. Assist the DDC President and board.
- b. Schedule and organize Coalition meetings
- c. Assist in setting DDC priorities.
- d. Ensure that federal requirements are met when using funding provided by the Centers for Disease Control and Prevention.
- e. Energize DDC members and encourage completion of assignments and committee work.
- f. Promote collaboration, encourage shared responsibility, share ideas and recommendations, and be open to diverse points of view.
- g. Appoint or reconvene any committee, as needed, to provide advice on priority diabetes issues, which may include persons who are not DDC members.
- h. Perform other duties prescribed by the board.
- i. See that all decisions and processes of the board are followed.

4. President shall:

- a. Provide leadership for the DDC, including assistance in setting priorities and meeting agendas designed to reach them.
- b. When present, convene and preside at all meetings of the board and members.
- c. Sign and deliver in the name of the DDC, any contracts or other instruments pertaining to the business of the DDC, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the board to some officer or agent of the DDC.

5. Vice President shall:

- a. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.
- b. Make provision for keeping a record of all proceedings and ensure that a current listing of the members of the DDC is kept.
- c. Perform the duties and have the powers prescribed by the board.

6. Secretary/Treasurer shall:

- a. Attend and give notice of all meetings of the board and members.
- b. Ensure that accurate financial records for the DDC are kept; ensure that all money, drafts, and checks in the name of and to the credit of the DDC are deposited in the banks and depositories designated by the board.
- c. Endorse for deposit all notes, checks, and drafts received by the DDC as directed by the board.

- d. Disburse DDC funds and issue checks and drafts in the name of the DDC, as directed by the board.
- e. Give to the President and the board, whenever requested, an account of all financial transactions by the Secretary/Treasurer and of the financial condition of the DDC.
- f. Perform other duties prescribed by the board or by the President. As needed, the Secretary/Treasurer position may be divided into two separate posts to allow two people to carry out responsibilities, with duties being divided according to the board.

Article IX. The Executive Administration

1. **Rules of Procedure.** The Board of Directors of the DDC, known as the “executive board” or “board” may adopt rules for the conduct of its business, as it deems advisable.

2. **Composition.** The executive board is comprised of the president, vice president, secretary/treasurer, immediate past president, and at-large member/s appointed by the executive board. The NDDoH Liaison will see that all decisions and processes of the executive board are followed. The NDDoH liaison will also see that all federal and state guidelines are followed. The NDDoH liaison is a non-voting member of the executive board.

3. **Powers.** The executive board is responsible for implementing decisions of the members and shall act for the members between member meetings.

4. **Regular Meetings of the Executive Board.** A regular meeting of the executive board must be held at the place and time as designated by the executive board. Notice of all regular meetings must be given to the board members not less than five (5) days before the meeting is held.

5. **Special Meetings of the Executive Board.** Any member of the executive board may call a special meeting of the board at any time. Notice must state the purpose of the meeting.

6. **Voting.** (regular, special, or annual meeting)

- a. Each board member has one vote.
- b. Votes may be cast as determined by the board.
- c. A vote shall pass by a simple majority of voting board members present or by the simple majority of board members responding by electronic mail within an adequate time frame designated by the board.

7. **Resignation of a Board Member.** A member of the board may resign at any time by giving written notice to the president.

8. **Removal of a Board Member.** A member of the executive board may be removed at any time, with or without cause, by a majority vote of all voting members voting at a regular or special meeting. If an executive board member is appointed by the executive board to fill a vacancy, that appointee may also be removed at any time, with or without cause, if a majority of the remaining executive board members vote for removal at a regular or special meeting. That

provision does not apply when Coalition members have duly elected board members during the time between the appointment and the time of the removal.

9. **Vacancies.** The remaining members of the board shall fill any vacancy occurring on the board. If no board members are remaining, the voting members shall fill the vacancies. A board member who is filling a vacancy shall serve the unexpired term of the predecessor board member.

10. **Action Without Meeting.** An action required or permitted to be taken at a board meeting may be taken by written action signed by the majority of the executive board members.

11. **Compensation.** A board member may not receive compensation for service on the board, but by resolution the board may allow for reimbursement of actual expenses incurred for service on the board which may not exceed two thousand dollars per year.

Article X. Nominating Committee

The executive board is the nominating committee. The executive board shall nominate a candidate to the executive board whenever a vacancy occurs in the executive board, with that candidate to be elected by a majority vote of the executive board. The executive board shall nominate a candidate for each elected office and shall notify, in writing, the membership of its choice not less than thirty (30) days before the applicable annual meeting. During those thirty (30) days other nominations from the membership are permitted. The ballot must indicate those nominees recommended by the executive board and those recommended by petition.

The executive board shall arrange for an annual election in which each voting member has one vote to cast for each executive board member position to be elected. The candidates receiving the highest number of votes for each office must be declared elected. The results of the election must be announced as soon as possible.

Article XI. Restrictions

1. The DDC may not promote one program, registry, or organization over another.
 - a. Distribution of funds based on merit and measured against pre-determined standards shall not, in and of itself, constitute undue “promotion” of one organization over another.
2. Require action based upon information it disseminates.
3. Violate HIPAA regulations.
4. Mandate member organizations’ or individuals’ names on any specific project; groups may opt out of specified decisions, projects or other activities.
5. The DDC may not carry on any activities or perform functions not permitted to be carried on or performed by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code (or the corresponding provision of any future federal Internal Revenue law).

6. No part of the net earnings of the DDC shall inure to the benefit of any member, liaison, or officer of the DDC or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the corporation affecting one or more of its purposes) and no such member, liaison, or officer or any other private individual is entitled to share in any distribution of any of the DDC's assets on dissolution of the corporation or otherwise.
7. Any and all property, both real and personal, which may be owned by the DDC at any time, is and shall always be exclusively and irrevocably dedicated to the tax-exempt purposes of the DDC.
8. All dues and income received by the DDC must be used for the purposes for which they are intended.
9. No part of the assets of the DDC may be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual.

Article XII. Fiscal Year

The fiscal year of the DDC begins on the first day of April and ends on the last day of March of each year.

Article XIII. Contracts, Checks, and Funds

1. **Contracts.** The board may authorize any officer or agent, in addition to the officers authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the DDC. This authority may be general or confined to specific instances.
2. **Checks.** All checks and drafts or orders for payment of money, and notes or other evidences of indebtedness, issued in the name of the DDC must be signed by those officers or agents in the manner as determined by the board.
3. **Deposits.** All funds of the DDC must be deposited to the credit of this DDC in such banks or other depositories as the board may determine.

Article XIV. Bylaws Amendments

Any active member may propose a resolution for action by the members to adopt, amend, or repeal bylaws by submitting the resolution in writing to the Secretary/Treasurer.

Any amendments to the bylaws may be approved by the affirmative vote of a majority vote of the voting members present at a regular or special meeting, if at least thirty (30) days' written notice is given to members of the date, time, and place of the meeting and a statement accurately describing the proposed amendments.

The Executive Board may call for an expedited vote on proposed bylaw changes, as long as voting members receive a written report at least five (5) days prior to the vote that specifies the proposed changes and explains why consideration of changes must be expedited.

Article XV. Evaluation

At the request of the executive board, a special task force may be assembled to evaluate the work of the DDC.