

WESTERN NORTH CAROLINA FALLS PREVENTION COALITION BYLAWS

ARTICLE I. NAME

The name of the organization is the Western North Carolina Falls Prevention Coalition (WNCFPC).

ARTICLE II. PURPOSE/ VISION/ MISSION

Purpose: The WNCFPC shall be to provide a means through which western NC counties and their local community leaders, hereinafter referred to as members, having a common interest in falls prevention in all setting(s), meet, confer, and promote the interests of its membership.

Vision: The WNCFPC is committed to reducing the number of falls, fall-related injuries and deaths, and emergency room visits in Western North Carolina.

Mission: To reduce falls, fall related injuries/deaths, and emergency room visits by building awareness and advocacy based on current research data, providing quality education, promoting evidenced based fall prevention programs, and broadening communication between coalition members and partners to maximize independence and quality of life for WNC older adults.

ARTICLE III. FUNCTIONS

1. To promote and educate on falls prevention in the western NC counties that make up the WNCFPC hereafter referred to as the Constituent Geography.
2. To identify and respond to areas of concern related to Falls Prevention based on data and research in the WNCFPC.
3. To promote membership participation and communication of all disciplines from different settings in the WNC communities regarding falls prevention.
4. To promote the opportunity for professional, paraprofessional, and community members, to be educated and mentored by established WNCFPC Falls Prevention leaders.
5. To assist the North Carolina Fall Prevention Coalition (NCFPC) in the promotion of its objectives and functions.
6. To identify and respond to areas of concern related to the members of the coalition.

ARTICLE IV. CONSTITUENT GEOGRAPHY

1. Constituent Geography is inclusive of Buncombe, Cherokee, Clay, Cleveland, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell Polk, Rutherford and Swain counties.
2. Additional counties may be added or removed from the Constituent Geography by a ballot vote of two-thirds (2/3) of a quorum consisting of at least 10 WNCFPC voting members at a regularly scheduled quarterly meeting.

ARTICLE V. NON-PROFIT

The WNCFPC shall not be conducted or operated for profit. No part of any profits or remainder or residue from dues or donation to WNCFPC shall incur to the benefit of any member, club, or individual. All such monies accruing to WNCFPC shall be devoted to

the above-stated objectives or made as specific requests to such charitable or civic organizations as shall be approved by majority of the membership voting at a meeting.

ARTICLE VI. MEMBERSHIP

Section 1. Individual Membership

- A. Membership is voluntary and open to all residents, professionals, and paraprofessionals in the Constituent Geography served by the coalition who have the same interest to help reduce the number of falls in our communities and counties.
- B. Rights of Individual Members
All members of the WNCFPC shall have the following rights: to attend all quarterly coalition meetings, serve on committees, participate in coalition projects, speak, propose ideas and projects, debate, make motions, second motions, vote, run for office, and hold office.
- C. Individual Members must complete and sign a Membership Agreement and Information Form.

Section 2: Community Partner Membership

- A. Community Partner Membership is voluntary and is open to for-profit organizations, non-profit organizations, and government agencies and programs in the Constituent Geography served by the coalition who have the same interest to help reduce the number of falls in our communities and counties.
- B. Community Partners support and align with the Vision, Mission, targeted goals, and the strategic plan of the WNCFPC.
- C. Community Partnership membership requires approval by the Executive and Advisory Council committees.
- D. Community Partner Membership Levels
 - 1. For-profit
 - 2. Non-profit
 - 3. Government agencies and programs
- E. Community Partners must agree to, complete, and sign the WNCFPC Conflict of Interest Agreement.
- F. Rights of Community Partner Members
Community Partner Members of the WNCFPC shall have the following rights: to attend all quarterly coalition meetings, serve on committees, participate in coalition projects, speak, propose ideas and projects, debate, make motions, second motions, vote, run for office, and hold office.
- D. Community Partners must complete and sign a Membership Agreement and Information Form.

Section 3: Non-Solicitation Clause

All Individual Members and Community Partners with the WNCFPC will not directly or indirectly solicit, induce, recruit, or encourage the sharing of potential clients with the intent of financial gain for themselves or that of their organization.

ARTICLE VII. CONFLICT OF INTEREST

Purpose:

The purpose of this conflict-of-interest policy is to protect WNCFPC's interests when it is contemplating entering a transaction or arrangement that may benefit the private interests of any

member of WNCFPC or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. This policy is also intended to identify individual members, community partner members, executive committee members, and advisory council members.

1. Definitions

A: Interested Person

Any executive committee member (with governing board-delegated powers), advisory council member, individual member, or community partner member, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

B: Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which WNCFPC has a transaction or arrangement; or
2. A compensation arrangement with the WNCFPC or with any entity or individual with which the WNCFPC has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WNCFPC is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
5. A Financial Interest is not necessarily a conflict of interest.

The Executive Committee may deem a person who has a Financial Interest to have a conflict of interest per the procedures described in these bylaws.

2. Procedures

A: Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Executive Committee.

B: Recusal of Self

Any member may recuse himself or herself at any time from involvement in any decision or discussion in which the member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

C: Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Committee members shall decide if a conflict of interest exists.

D: Procedures for Addressing the Conflict of Interest

1. An Interested Person may make a presentation at the Executive Committee, but after the presentation, he/she shall leave the meeting during the discussion of, and

the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The Co-chairpersons of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Executive Committee shall determine whether the WNCFPC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested advisory council members whether the transaction or arrangement is in the WNCFPC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- E: Violations of the Conflicts of Interest Policy
1. If the Executive Committee has reasonable cause to believe an Interested Person or organization has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member or organization an opportunity to explain the alleged failure to disclose.
 2. The Executive Committee may then terminate membership of an Interested Person or organization if the Executive Committee perceives a conflict of interest or otherwise believes the Interested Person or organization is promoting actions that are inconsistent with the purpose and functions of the WNCFPC.

ARTICLE VIII. WNCFPC EXECUTIVE COMMITTEE

Section 1. Constituency

The Executive Committee shall include the following five members elected by the voting assembly of the membership: one Chair with one Vice Chair or two Co-Chairs; Secretary; Treasurer; and NCFPC Liaison.

Section 2. Qualifications

Members shall be eligible to hold office if the following statements hold true:

- A. They are members in good standing in the WNCFPC.
- B. They have no more than 2 absences for combined quarterly executive, advisory and collation meetings in a calendar year.
- C. They agree to fulfill the roles and responsibilities of the office for which they have been nominated.

Section 3. Executive Committee Member Roles and Responsibilities

- A. The Executive Committee members shall be responsible for the following:
 1. Attend all Executive Committee, Advisory Council, and Quarterly Coalition meetings.
 2. Promote active membership in the WNCFPC.
 3. Oversee the election procedures for the following term (officers running for the same or another elected position are exempt from this duty).
 4. Appoint committees as needed

5. Update and maintain a current copy of the WNCFPC bylaws, manual, and annual goals.
 6. Abide by the WNCFPC Executive Committee Roles and Responsibilities as defined in the WNCFPC Manual.
- B. The Chair, Vice Chair or Co-Chairs shall be responsible for the following:
1. The Chair may delegate any of the following responsibilities to the Vice-Chair.
 2. Prepare the agenda for all meetings of the WNCFPC Executive Committee, Advisory Council, and Quarterly Coalition meetings.
 3. Preside over all meetings.
 4. Serve as the official spokespersons of the WNCFPC.
 5. The Vice Chair or the Co-Chair will assume the duties if either Chair or Co-Chair is absent or incapacitated.
 6. Serve in at least one of the standing committees.
- C. The Secretary shall be responsible for the following:
1. Keep and record the minutes of all Executive Committee, Advisory Council, and WNCFPC meetings.
 2. Distribute all meeting notices to the WNCFPC membership.
 3. Maintain records of all official actions of the Executive Committee, Advisory Council, and WNCFPC.
- D. The Treasurer shall be responsible for the following:
1. Serve as a member of the WNCFPC Executive Committee
 2. Plan for resource management appropriations annually which includes developing and presenting an annual budget to the Executive Committee
 3. Maintain the WNCFPC fund balance.
 4. Receive and disburse responsibly any WNCFPC funds raised through fund-raising or other means.
 5. Oversee and manage expenditures.
 6. Explore funding and grant opportunities and completing approved grant applications.
 7. Report on the financial status of the WNCFPC to the membership quarterly, the Executive Committee bi-monthly, and the co-chairs as requested.
- E. WNCFPC Liaison to the NCFPC shall be responsible for the following:
1. Serve as a member of the WNCFPC Executive Committee
 2. Serve as the WNCFPC representative on the NCFPC Quarterly Coalition meetings.
 3. Serve as the primary contact person for the NCFPC Regional Leads Committee that convenes twice a year to discuss regional coalition efforts and National Fall Prevention Awareness Week (FPAW) planning.

ARTICLE IX. WNCFPC ADVISORY COUNCIL

Section 1. Constituency

The Advisory Council members are volunteer representatives of the WNCFPC Constituent Geography.

Section 2. Qualifications

- A. There may be one representative from each area agency on aging managing the community based falls prevention programming.
- B. There may be one representative from each county with 35,000 or more residents.

- C. There may be two representatives in counties with greater than 100,000 residents.
- D. Where a county has less than 35,000 residents, that county may be represented by a representative from another regional county.
- E. The Advisory Council representatives shall be responsible for the following:
 - 1. Serve the Coalition by representing the county they live or work in and/or an adjacent county in the WNCFPC.
 - 2. Attend all Advisory Council and Quarterly Coalition meetings. Provide a designated representative if unable to attend.
 - 3. Participate in planning and decision-making regarding policies and activities.
 - 4. Provide ongoing collection and review of specific demographic data for represented county or counties.
 - 5. Provide quarterly updates and report county-specific needs and concerns to the Executive Committee to garner support, training, and technical assistance according to the Communication Guidelines/Policies.
 - 6. Serve on one of the WNCFPC Committees.
 - 7. Assist with recruitment, training, and transition of the new Advisory Council Member(s) for your county or counties during the last quarter of your term.

Section 3. Terms

All Advisory council members shall be appointed by the Executive Committee for a two-year term of office, except for the Area Agency on Aging Advisory council member, who will not be bound by the term limit. No member shall serve more than two consecutive terms in the same office.

ARTICLE X. ELECTIONS FOR CO-CHAIRS, SECRETARY, TREASURER AND NCFPC LIAISON

Section 1. Election Process and Terms

Election of the Executive Committee five officers shall be conducted during the 4th quarterly meeting. Elected officers shall serve for two terms. The officers shall be elected by a majority vote.

ARTICLE XI. RESIGNATION AND IMPEACHMENT

- A. If a Chair resigns or is unable to serve, the Vice-Chair shall assume the position of Chair until the following elections.
- B. If one Co- Chair resigns or is unable to serve, the other Co- Chair shall assume the position of Chair and an interim Co-Chair will be appointed by the Executive Committee to serve until the following elections.
- C. In the event of a vacancy in another office, the Executive Committee will appoint an interim officer until the following elections.
- D. Impeachment of elected Executive Committee members will be determined by a ballot vote of two-thirds (2/3) of a quorum consisting of at least 10 WNCFPC voting members.

ARTICLE XII. COMMITTEES

- A. The Executive Committee shall establish committees as needed. The Committee will nominate a committee chair who will preside over their committee and report back to

the WNCFPC executive committee one month prior to the quarterly Advisory Council meetings.

- B. Standing Committees include Education; Communication & Membership; and Research & Data.

ARTICLE XIII. MEETINGS

Section 1. Executive Committee Meetings

The Executive Committee will hold monthly meetings during the calendar year. Place and time of additional meetings will be decided by the Executive Committee.

Section 2. Advisory Committee Meetings

The Advisory Committee will hold 4 quarterly meetings each year. Any additional meeting times and places will be decided by the Executive Committee.

Section 3. WNCFPC Quarterly Meetings

- A. Meetings will occur according to the established dates and times determined by the Executive and Advisory Committees.
- B. The purpose of the quarterly coalition meetings is to provide; a falls prevention educational program, updates on goals and projects by the executive and standing committees and advisory council; and an open forum/discussion for members regarding issues, needs, events and opportunities related to fall prevention.
- C. An annual business meeting and elections will be conducted during the fourth quarterly meeting.
- D. The purpose of the annual business meeting is to vote and confirm the selection of the Executive Committee and to conduct all business necessary to support the mission, vision, and purpose of the WNCFPC in the upcoming year.
- E. Any additional meeting times and places will be decided by the Executive Committee.

Section 4. Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall be the authority for all meetings and any procedure in the WNCFPC unless specifically stated otherwise in these bylaws or rules of the WNCFPC.

ARTICLE XIV. FINANCE

Section 1. Annual Budget

The annual budget shall be prepared and reported by the Treasurer, approved by the Executive Committee, and made available to the membership.

Section 2. Fiscal Year

The fiscal year of the WNCFPC is the calendar year January through December.

Section 3. Limitation of Expenditures

No officer or committee member shall expend any money not provided for in the budget as adopted or spend any money in excess of the budget allotment except by order of the WNCFPC Executive Committee. The Executive Committee shall not commit the WNCFPC to any financial obligations in excess of its current fiscal resources.

Section 4. Membership Dues

To implement WNCFPC membership dues would require a ballot vote of two-thirds (2/3) of a quorum consisting of at least 10 WNCFPC voting members.

ARTICLE XV. BYLAW AMENDMENTS

Section 1.

The WNCFPC executive committee and advisory council will review the bylaws annually making any necessary amendments to ensure sound leadership and reflect any modifications and updates to the coalition’s mission, vision and goals. Revised or amended bylaws shall be consistent with Coalition Bylaws.

Section 2.

When amendment to a bylaw(s) has been determined necessary, the bylaw committee shall prepare the necessary amendment(s) and submit to the Executive Committee and Advisory Council for review and approval. The membership shall be made aware of the changes before voting by the Executive Committee and Advisory Council occurs.

Section 3.

These bylaws may be amended in whole or in part by two-thirds vote of the quorum of WNCFPC Executive Committee members and Advisory Council members. The amendment(s) will not require an adoption vote of the membership of the WNCFPC but will automatically be adopted upon the approval from the Executive Committee and Advisory Council. Copies of the amendment(s) shall be distributed to each member of the WNCFPC by the secretary.

ARTICLE XVI. DISSOLUTION PROCEDURES

1. The WNCFPC may be dissolved and cease to exist by a ballot vote of two-thirds (2/3) of a quorum consisting of at least 10 WNCFPC voting members.
2. In the event of dissolution of the WNCFPC, any record(s) shall be disposed of at the discretion of the Executive Committee of the WNCFPC.