

# AIDS Services Center Coalition, Inc.



## BYLAWS OF THE AIDS SERVICES CENTER COALITION, INC.

REVISED 02/2009

### ARTICLE I

#### NAME, OFFICE, STRUCTURE

The name of the corporation shall be AIDS Services Center Coalition, Inc. (hereinafter referred to as the "Corporation"), and its registered office shall be at 810 Barret Avenue, Ste. 306, Louisville, Kentucky 40204. The Corporation shall function as an Umbrella Agency, or Coalition, of its member organizations.

### ARTICLE II

#### MEMBER ORGANIZATIONS

(A) **Eligibility.** Any community-based organization, governmental entity, or religious entity which:

- 1) allocates a portion of its annual operating budget to direct client services and/or education to persons affected by HIV/AIDS; and
- 2) holds an organizational mission which is congruent with and supportive of the AIDS Services Center Coalition mission; and,
- 3) provides ongoing services or education in Bullitt, Henry, Jefferson, Oldham, Shelby, Spencer, Trimble counties in Kentucky or Clark, Floyd, Scott and Harrison counties in Indiana;

is eligible for membership.

(B) **Process.** The eligible community-based organization, governmental entity, or religious entity must petition the Corporation's board for membership. A simple majority vote of the Corporation's board is required for acceptance or removal as a Member Organization of the Corporation.

(C) **Continued Eligibility.** A Member Organization's membership shall continue year to year without need for renewal or reapplication until such time that the Member Organization:

- 1) fails to meet the eligibility requirements; or
- 2) voluntarily withdraws its membership

(D) **Modifying Eligibility Requirements.** If at any time, two-thirds (2/3's) of the total number of voting members of the Board of Directors deem it necessary to specify additional standards for eligibility for initial or ongoing membership in the Corporation, the President shall appoint a committee of three (3) or more Directors to recommend such criteria to the full Board. In conjunction with such action, the appointed committee shall develop notification, removal, review and grievance procedures for Member Organizations that do not meet the eligibility criteria, as well as recommended remedial actions and time frames.

# BYLAWS OF THE AIDS SERVICES CENTER COALITION, INC.

REVISED 02/2009

(E) **Current Member Organizations.** Appendix A, as it currently exists or as it may be updated from time to time, lists the Corporation's Member Organizations.

## ARTICLE III

### PURPOSE, MISSION

**The purpose of the Corporation shall be:**

to provide a forum and formal structure by which it may initiate and collaborate and support ongoing and future HIV/AIDS programs and services in order to prevent duplication of efforts and gaps in HIV/AIDS programs and services, and to develop, implement, and monitor the progress of unified, strategic plan for HIV/AIDS programs and services.

## ARTICLE IV

### NON-PROFIT STATUS, CAPITAL STOCK, RESTRICTIONS

The Corporation shall be a voluntary, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes. The Corporation shall have no capital stock and no stockholders.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by:

- (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code: or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Membership, hiring, and provision of services shall be open to all without discrimination as to sex, age, race, religion, sexual orientation, disability (including HIV disease), country of origin, or any other basis not relevant to the Corporation's purpose, mission, or policy guidelines.

## ARTICLE V

### DURATION AND FISCAL YEAR

The period of duration of the Corporation shall be perpetual.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE VI

BOARD OF DIRECTORS

**(A.) Selection. The Board of Directors shall consist of:**

- 1) A Member Organization's designated representative to the Board; and,**
- 2) At-Large representatives.**

Large Member Organizations (those with multiple divisions and who employ at least fifty (50) employees) may apply for a maximum of only two (2) designated representatives, each from separate divisions, to the board at any time. Member Organizations who employ less than fifty (50) employees may have only one (1) designated representative to the board at any time. Designated representatives to the Board must serve terms of one year or longer, unless the Member Organization's unusual circumstances require appointment of a successor representative to complete the year term. The Member Organization shall notify the Corporation, in writing, at the time of initial membership and, thereafter, at or before the Annual Meeting, of the name of designated representative to the Board. The Member Organization's designated representative(s) shall be voting member(s) of the Board. On no more than two occasions during a rolling twelve (12) months, when Member Organization's designated representative(s) are unable to attend or participate, the Member Organization may give written notice to the Board of one designated alternate representative. This alternate representative will have the same voting privileges as the designated representative(s) during this time when the alternate serves as the Member Organization's representative(s). The alternate representative or the successor representative does not succeed to any office which the designated representative may have held without a Board vote as specified in Article VIII.

At-Large representatives are individuals selected at the meeting immediately prior to the Annual Meeting and if any vacancies shall occur, additional representatives may be selected every three months thereafter (June, September, and December) serving until the regularly scheduled election of At-Large members. At-Large members are selected by a majority vote of the Board of Directors as constituted by the Member Organizations' designated representatives. At-Large representatives may be any individual who believes in the ASCC Board Mission but cannot be a member of the board or staff of a Member Organization. At-Large representatives must serve a term of one year and are eligible for re-election. Any individual who desires to serve as an At-Large representative must file a written request no later than two meetings before the Board's Annual Meeting. At-Large representatives shall be voting members of the Board and are eligible to serve as officers. The Board shall strive to be diverse and inclusive in its membership. At-Large representatives selected by the Board shall number no more than the total number of Member Organizations. Notwithstanding the foregoing sentence, the number of At-Large Representatives shall not increase or decrease between Annual Meetings strictly due to changes in the number of Member Organizations.

**B. Compensation.** Directors of the Board shall serve without compensation.

**C. Meetings.** Meetings of the Board of Directors shall be on a regular basis as established by the Board and shall be open to the public.

**D. Duties.** The property and affairs of the corporation shall be managed and controlled by the Board of Directors.

It shall be the duty of the Board of Directors to procure and maintain adequate liability and hazard insurance on property owned by, or for activities conducted under the direction of the Corporation, to the extent that such insurance shall be deemed necessary and shall be readily available at a reasonable premium, as determined by the Board of Directors. All insurance coverage shall be written in the name of, and the proceeds shall be payable to the Corporation, and insurance proceeds payable as a result of property damage shall be used by the Corporation for the repair or replacement of the property for which the insurance was carried.

ARTICLE VII

OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among its members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) of the offices of Vice President, Secretary, and Treasurer may be held by the same person.

The Officers of the Corporation shall be elected by the Board of Directors from among its members at the Annual Meeting each year or as soon thereafter as is practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until such Officer's successor shall be duly elected or until such Officer's death, resignation, or removal from office or the board. An Officer who is serving on the Board as a Member Organization's designated representative shall be considered to have resigned in the event the Member Organization designates a successor representative, to serve on the Board. Election or appointment of an Officer or agent shall not of itself create contract rights. A Member Organization's designation of an alternate representative does not affect the designated representative's continued service in office.

Any Officer may be eligible for re-election, without limit as to the number of annual terms.

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The Board of Directors may confer like powers on any other person or persons.

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President, or an individual Board Member designated by the Vice President, shall be the contact person for all personnel issues. The Vice President shall perform such other duties as the President or the Board of Directors may assign.

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of these Bylaws, and (c) in general, perform all the duties incident to the office of Treasurer and such other duties as the President of the Board of Directors may assign. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Secretary shall (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose, ***(b) keep policies and procedures approved by the Board of Directors in a separate book provided for that purpose***, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of the seal, if any, of the corporation, (d) keep a register of the mailing address of each Director, and (e) in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may assign.

The Officers of the Corporation shall serve without compensation.

ARTICLE VIII

RESIGNATION, REMOVAL

**A. Officers.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors by a corporate resolution adopted by two-thirds (2/3's) of the Board Members whenever the best interests of the corporation will be served thereby.

The Officer proposed to be removed shall have been notified of the proposed action not less than fourteen (14) days prior to the date of the meeting at which such action is to occur. Any Officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**(B). Member Organization's Representative.** In the event that a Member Organization's designated representative or alternate is absent for more than two (2) Board meetings during a rolling twelve (12) months, and the member organization has failed to designate an alternate or successor representative, the Board of Directors of the Corporation may take action as specified in Article II to determine whether the Member Organization's eligibility continues.

In the event a Member Organization is no longer eligible, as provided in Article II, the organization's representatives shall be considered to have resigned from the Board of Directors of the Corporation.

**(C.) At-Large Representatives.** In the event that an At-Large representative is absent for more than four (4) Board meetings during a rolling twelve (12) months, the Board may act to revoke the At-Large representative's membership by a simple majority vote. This board action does not create any vacancy in the At-Large membership.

ARTICLE IX

COMMITTEES

Committees shall be established and charged as deemed necessary by the Board of Directors. Committees shall make reports to the Board as the board may require. No committee chair or member may act on behalf of or as a representative of the Board or the Corporation in any matter without such action having first been approved or ratified by the Board.

Appendix B, as it currently exists or as it may be updated from time to time, lists the Corporation's committees.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances but shall, in all events, be conferred by a resolution of the Board of Directors.

# BYLAWS OF THE AIDS SERVICES CENTER COALITION, INC.

REVISED 02/2009

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board of directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its Officers or Directors.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, and other depositories as the Board of Directors may select.

## ARTICLE XI

### MEETINGS

The Board of Directors shall hold regular monthly meetings at the time and place specified at the Annual Meeting. Exceptions or changes in the time and/or place of meeting shall require notice to the Board Members prior to such meeting.

The Board of Directors shall hold its Annual Meeting in April of each year, for the purpose of electing Officers for the coming year. Immediately following the vote, the newly elected Officers shall assume the duties of their respective positions. The term of office shall be for twelve (12) months and shall end when a new slate is elected the following April.

Special meetings of the Board of Directors may be called by the President, Vice President, or a majority of the Board of Directors, provided that all Directors have been given written notice at least five (5) working days prior to such meeting. Such written notice shall include the date, time, place, and purpose of such special meeting, and who is calling it. Only such business as stated in the notice may be transacted at the special meeting.

No less than one-third of the Board's voting members or designated representatives must be present in order to constitute a quorum for the transaction of any business at any meeting of the Board of Directors, provided, however, that if less than a quorum of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

Voting by proxy or absentee ballot is prohibited at any meeting; however, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all of the Directors shall sign a written consent setting forth the action so taken. Such consent shall have the same force and effect as a unanimous vote at a meeting.

## ARTICLE XII

### STAFFING

The Board may employ a paid staff of one or more employees who are directly responsible to, and who serve at the discretion of the board. The staff shall have responsibilities as assigned by the board, which may include but shall not necessarily be limited to the day-to-day operations of the physical plant of the corporation and the training and management of the volunteer work force.

# BYLAWS OF THE AIDS SERVICES CENTER COALITION, INC.

REVISED 02/2009

A staff member designated by the Board shall attend such Board meetings and committee meetings as the board shall deem appropriate.

No staff employee may be an At-Large representative Board Member or otherwise serve on the Corporation's Board or on the board of any Member Organization.

## ARTICLE XIII

### INDEMNIFICATION

Each person who is or was a member, director, trustee, officer, or employee of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, officer, or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such persons is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the Corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

## ARTICLE XIV

### BUSINESS MATTERS

No Officer or employee shall obligate the Corporation beyond the limit of items in the approved budget without specific authority in writing from the Board

The Board shall consider and adopt an annual budget.

**BYLAWS OF THE AIDS SERVICES CENTER COALITION, INC.**

REVISED 02/2009

**ARTICLE XV**

**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of Jefferson County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XVI**

**BYLAWS**

A copy of the Bylaws shall be made available to each Board Member at the Annual Meeting or as soon thereafter as is reasonably practicable.

The Bylaws shall be reviewed every two years by a committee appointed by the Board, which shall report its findings and recommendations to the Board.

These Bylaws may be amended or revoked by the affirmative vote of a majority of the Board Members at any regular or special meeting of the Board of Directors; provided, however, that no vote shall be taken on a bylaw amendment unless all Board Members shall have been given notice, in writing and at least five (5) working days prior to the meeting at which such change is to be considered, of the substance of the text of such proposed change.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President, Board of Directors

Attest: \_\_\_\_\_  
Secretary

**Appendix A**

AIDS Interfaith Ministries of Kentuckiana

Centerstone

Clark County Health Department / Hoosier Hills AIDS Coalition

HIV/AIDS Legal Project of The Legal Aid Society

House of Ruth

Louisville Metro Department of Public Health and Wellness

Louisville Metro Housing and Community Development

University of Louisville Ryan White Community Based Dental Partnership Program

University of Louisville WINGS Clinic

Volunteers of America

**Appendix B**

**Executive Committee**

Mission:

To meet and address any issues arising between regularly scheduled Board meetings that may require emergency action, including the convening of any special meeting of the board or expenditures up to the amount of \$1000.00. Any such expenditure shall be reported at the next regularly scheduled ASCC meeting.

Membership Criteria:

This committee consists of officers from the ASCC Board.

**AIDS Walk Steering Committee**

Mission:

To plan and operate an annual massive collaborative HIV/AIDS fund-raising event.

Membership Criteria:

Members of the ASCC Board, staff and volunteers from beneficiary organizations, and other interested individuals from the community at large shall be appointed at the November ASCC meeting.

**AIDS Walk Funding Criteria Committee**

Mission:

To annually define the eligibility criteria and application process for AIDS Walk funding for approval by the ASCC Board. This includes a blackout period for any HIV/AIDS services fundraising during the months of August and September.

Membership Criteria:

Anyone interested.

# BYLAWS OF THE AIDS SERVICES CENTER COALITION, INC.

REVISED 02/2009

## **AIDS Walk Allocation Committee**

### **Mission:**

To determine on an annual basis, subject to the approval of the Board, funding, award procedures, and amounts for eligible organizations.

### **Membership Criteria:**

Three (3) designated representatives from the ASCC Board who are not currently applying for AIDS Walk funding and two (2) individuals recommended by AIDS Walk Steering Committee who are not seeking AIDS Walk funding.

## **New Member Committee**

### **Mission:**

To actively recruit at-large members from the general community and offer new member training. It identifies gaps in membership in terms of diversity, numbers and services and recruits new members with special emphasis on HIV+ individuals, when necessary. This committee will offer a short orientation upon the selection of any new At-Large or Member Organization's representatives. Training will include Bylaws orientation, membership responsibilities, and the general culture of the ASCC Board.

### **Membership Criteria:**

This committee will be composed of two-three active ASCC Board members selected by the president of the ASCC Board.

## **World AIDS Day Committee**

### **Mission:**

To plan and implement an annual collaborative program commemorating persons affected by HIV and educating the general public.

The day before and the day of World AIDS Day will be honored as an ASCC-sanctioned event. All member organizations will collaborate in World AIDS Day Activities. No member organization shall have a separate program on these days.

### **Membership Criteria:**

This Committee shall consist of members of the ASCC Board, staff and volunteers from beneficiary organizations, and other interested individuals from the community at large.