

Community Action Network By-Laws

Article I. Name.

Section 1.01 The name of the organization is Community Action Network, herein referred to as “CAN.”

Article II. Vision, Mission and Purpose.

Section 2.01 Vision: Our richly diverse community will be healthy, safe, educated, just and compassionate where all people work together to achieve their full potential and celebrate their lives.

Section 2.02 Mission: To achieve sustainable social, health, educational and economic outcomes through engaging the community in a planning and implementation process that coordinates and optimizes public, private, and individual actions and resources.

Section 2.03 Purpose: CAN Partners represent the organizations, both public and private, that impact the social, health, educational and economic well-being of Central Texas. The purpose of CAN is to bring these partners together to:

- (a) Enhance awareness of issues;
- (b) Strengthen partnerships and connect efforts;
- (c) Facilitate development of collaborative strategies; and
- (d) Mobilize action by reporting on progress made to improve the community’s well-being.

Article III. CAN Partners

Section 3.01 CAN Partners and their responsibilities. The following organizations are CAN Partners: Austin Chamber of Commerce; Austin Community College; Austin Independent School District; Austin Travis County Integral Care; Capital Metro; **Central Health**; City of Austin; **Interfaith Action of Central Texas**; **One Voice Central Texas**; **Seton Healthcare Family**; **St. David’s Foundation**; St. Edward’s University; Travis County; Travis County Community Justice Council; United Way Capital Area; University of Texas at Austin; and Workforce Solutions-Capital Area. Each CAN Partner is an organization, either public or private, that provides resources that impact the social, health, educational and/or economic well-being of Central Texas. The responsibilities of CAN Partners are to:

- (a) appoint **one** qualified individual to participate on the CAN Board of Directors; **the City of Austin and Travis County are to appoint up to two qualified individuals to participate on the CAN Board of Directors**;
- (b) Financially support the work of CAN; and
- (c) Make a good faith effort to work in collaboration with other CAN Partners to improve the social, health, educational, and/or economic well-being of Central Texas.

Section 3.02 Addition of partners. Organizations seeking to become CAN Partners will forward a letter of interest to the CAN Executive Director. In the letter of interest, the organization will acknowledge and affirm intent to meet the responsibilities of being a CAN Partner. The Executive Committee will review letters of interest and make recommendations to the CAN Board of Directors. New Partners may be invited to the CAN Board of Directors upon application and a two-thirds vote of those present at any posted meeting of the CAN Board of Directors.

Section 3.03 Considerations for Accepting New Partners. The following criteria may guide the CAN Board of Directors in considering the addition of new CAN Partners.

- (a) The addition of this organization will strengthen CAN's ability to accomplish its mission, compliment the balance of public/private membership and maintain CAN's focus on systemic and collaborative approaches to addressing community issues.
- (b) The organization represents a major stakeholder organization with direct ties to substantial community resources.
- (c) The organization is willing and able to fulfill the role and responsibilities of CAN Partner organizations as outlined in Article III and IV.
- (d) The organization communicates with a broad segment of the community.
- (e) The organization demonstrates extensive community involvement and leadership and is willing to work with openness and trust to accomplish CAN's mission.

Section 3.04 Removal of Partners. Partner organizations that wish to discontinue their partnership with CAN may do so with written communication sent 30 days in advance of the discontinuation of the partnership to the Chair of the CAN Board of Directors. The CAN Board of Directors may remove any Partner with a two-thirds vote of the members present at any posted meeting of the CAN Board of Directors.

Article IV. Organization.

Section 4.01 CAN Councils and their Duties

- (a) **CAN Board of Directors:** The CAN Board of Directors will serve as the governing body of CAN. The duties of the CAN Board of Directors are to:
 - (i) Support the organization's vision, mission, and purpose.
 - (ii) Approve the strategic direction of the organization and ensure effective organizational planning to achieve the CAN mission.
 - (iii) Select the Executive Director and support the Executive Director in fulfilling the CAN mission and role.
 - (iv) Approve the CAN budget, provide financial oversight and ensure there are adequate resources to implement the CAN mission.
 - (v) Determine, monitor, and strengthen organizational programs and services.
 - (vi) Enhance the organization's public standing.
 - (vii) Ensure legal and ethical integrity and maintain accountability.
 - (viii) Assess the performance of the CAN Board of Directors.
- (b) **Community Council:** The Community Council provides a communication link between the community at large and the CAN Board of Directors. The duties of Community Council members are to:

- (i) Act as a liaison between the CAN Board of Directors and the community.
- (ii) Raise community awareness about issues by providing a non-partisan forum for the exchange of information on community conditions and efforts to address needs.
- (iii) Foster, encourage and enhance collaborative efforts whenever possible.
- (iv) Consider the impacts of recommended collaborative strategies on vulnerable populations and across issue areas.
- (v) Report and make recommendations to the CAN Board of Directors.
- (vi) Encourage community involvement in assessment, planning, and implementation processes.

Section 4.02 CAN Committees and their Duties

- (a) **Implementation Teams:** The CAN Board of Directors may appoint Implementation Teams to accomplish, study or implement specific collaborative strategies or actions. These teams will work at the direction of the CAN Board of Directors to:
 - (i) More closely examine issues and potential collaborative strategies at the direction of the CAN Board of Directors.
 - (ii) Further identify the common interests of partner organizations to address needs and take collaborative actions.
 - (iii) Recommend opportunities for collaboration that require policy-level approval to the CAN Board of Directors.

- (b) **Executive Committee:** The Executive Committee will make recommendations to the CAN Board of Directors regarding CAN policy and strategic direction and will ensure alignment and coordination between and among the CAN Board of Directors and Community Council. The duties of the Executive Committee are to:
 - (i) Approve the agenda for the CAN Board of Directors.
 - (ii) Provide administrative and operational oversight of CAN.
 - (iii) Recommend strategic organizational initiatives to the CAN Board of Directors to ensure effective organizational planning and achieve the CAN mission.
 - (iv) Recommend policies and procedures for CAN Board of Directors consideration.
 - (v) Provide oversight of CAN's finances and ensure that the resources are available to meet CAN operational goals.
 - (vi) Recommend CAN budget to the CAN Board of Directors.
 - (vii) Oversee, evaluate, and provide guidance to CAN Executive Director.
 - (viii) Make recommendations about salary adjustments for CAN Executive Director.

Article V. Voting Membership

Section 5.01 CAN Board of Directors

- (a) **Membership:** The CAN Board of Directors will be comprised of up to two members representing each of the CAN Partner organizations **as specified in Section 3.01**. CAN Board of Directors shall be a member of the elected board of the organization or an executive director of the organization. The Chair, Vice Chair and Past-Chair of the CAN Community Council, or Community Council members appointed by these officers, will also serve as members of the CAN Board of Directors.

- (b) **Term:** All terms shall begin on January 1 and shall end on December 31 of the calendar year. The length of term of membership shall be determined by the partner organization, but a term of at least two years is recommended. Each organization's board or governing body will appoint its representatives to the CAN Board of Directors and shall notify the CAN Executive Director of the name or names of these representatives for the coming calendar year by November 30th of the current year. A CAN Partner organization's board or governing body may change the person(s) who represent the Partner organization at any time during the year with notice to the CAN Executive Director.
- (c) **Governance:** A Nominating Committee comprised of the Chair, Vice Chair and Past Chair shall recommend a Vice Chair for the coming year who will serve as Chair and Past Chair in the years following the one-year term as Vice Chair. The Vice Chair will be elected with a simple majority vote of a quorum present at the November meeting of the CAN Board of Directors, with the term beginning on January 1 and ending on December 31. The officers for the CAN Board of Directors will be the Chair, Vice Chair, and Past Chair. All officers serve a one-year term from January 1 to December 31. If the Chair ends his/her service before the expiration of the term, the Vice Chair will become the Chair and a new Vice Chair will be elected as soon as possible to complete the unexpired term. When possible, the CAN Board of Directors will alternate leadership between a private CAN Partner representative and a public CAN Partner representative. The Chair of the CAN Board of Directors also serves as the Chair of the Executive Committee.
- (d) **Member Responsibilities:**
- (i) Help carryout the duties of the CAN Board of Directors as outlined in Section 4.01.
 - (ii) Attend monthly meetings and other key CAN events.
 - (iii) Promote an active relationship between their Partner organization and CAN by keeping their Partner organization informed of CAN activities and information.
 - (iv) Identify ways in which their Partner organization can implement agreed upon strategies and/or leverage resources to address community needs.
 - (v) Participate in other CAN committees as appropriate.
 - (vi) Ensure that their Partner organization contributes to CAN with financial and other resources.
 - (vii) The Board of Directors may establish and organize sub-committees to be appointed by the Chair.

Section 5.02 Community Council

- (a) **Membership:** The Community Council membership shall be comprised of up to 30 individuals reflecting the diversity of interests, concerns, organizations, issues and populations of the Central Texas community. If possible, the Community Council membership should reflect a balance of 10 Consumer of Services Representatives, 10 Professional/Expert Representatives and 10 General Community Representatives. A Membership Nominating Committee will be

comprised of the Vice Chair, Past Chair, and up to three additional Community Council members selected by the Community Council Chair and approved with a majority vote of a quorum of Community Council members present at a regularly scheduled meeting. The Membership Nominating Committee will work with CAN staff to make a public request for nominations for Community Council membership from the community at large. The Membership Nominating Committee will review all nominees and will recommend new members to the Community Council membership for a vote at a regularly scheduled meeting. New members will be elected with a majority vote of a quorum of Community Council members present.

- (b) **Term of membership:** Each member of the Community Council will be elected to serve a three-year term, which will begin on January 1 and will end on December 31. Community Council members who have completed their terms may be nominated and elected to subsequent terms on the Community Council. No more than one-third of the Community Council will be elected to new three-year terms each year. Community Council seats vacated before the expiration of a three-year term may be re-filled with a majority vote of a quorum of the Community Council at any regularly scheduled meeting. Members elected to fill unexpired terms will complete the term and may be nominated and elected to subsequent terms.
- (c) **Attendance requirement:** Membership can expire after three absences in a calendar year upon review by the Community Council Nominating Committee.
- (d) **Governance:** A Nominating Committee for Officers, comprised of the Chair, Vice Chair and Past Chair shall recommend to the membership a Vice Chair for the coming year. The Vice Chair will be elected with a simple majority vote at the November meeting of the Council, with the term beginning on January 1 and ending on December 31. The officers for the Community Council will be the Chair, Vice Chair, and Past Chair. Officers will rotate in the following manner: After completing a year as Vice Chair, the Vice Chair will serve as Chair. After serving a year as Chair the Chair will serve as Past Chair. If the Chair ends his/her service before the expiration of the term, the Vice Chair will become the Chair and a new Vice Chair will be elected as soon as possible to complete the unexpired term.
- (e) **Member responsibilities:**
 - (i) Help carryout the duties of the Community Council as the communication link between the community and the CAN Board of Directors as outlined in Section 4.01.
 - (ii) Keep affiliated organizations and constituencies informed of CAN activities and information.
 - (iii) Attend monthly Community Council meetings and other key CAN events.
 - (iv) Participate in other CAN committees as appropriate.

Section 5.03 Implementation Teams

- (a) **Membership:** Implementation Team members shall be appointed by the CAN Board of Directors Chair.
- (b) **Term:** Terms shall expire at the end of the calendar year unless extended by the CAN Board of Directors Chair.

Section 5.04 Executive Committee

- (a) **Membership:** The Executive Committee shall be comprised of the Chair, Vice Chair, and Past Chair of the CAN Board of Directors; the Chair, Vice Chair, and Past Chair of the Community Council; and up to 4 additional members to be appointed by the CAN Board of Directors Chair for a one-year annual term.
- (b) **Term:** Terms shall begin on January 1 and end on December 31.
- (c) **Governance:** The Chair of the CAN Board of Directors shall serve as Chair of the Executive Committee. The Vice Chair of the CAN Board of Directors shall serve as Vice Chair of the Executive Committee and shall Chair Executive Committee meetings if the Chair is not present or is unable to attend.
- (d) **Member responsibilities:**
 - (i) Help carryout the duties of the Executive Committee as outlined in Section 4.02.
 - (ii) Attend Executive Committee meetings and the CAN events.
 - (iii) Keep the CAN council or committee they represent informed of Executive Committee activities.

Article VI. Meetings

Section 6.01 Open Meetings. All meetings of the CAN Board of Directors and Community Council shall be open to the public. The CAN Board of Directors and Community Council shall meet about 10 times per year, or as deemed necessary by the Chair.

Section 6.02 Posting. A meeting agenda with the date, time and location for each Council meeting will be posted at City Hall, at least 72 hours prior to the meeting.

Section 6.03 Record Keeping. A permanent record will be kept of all CAN Board of Directors and Community Council meetings for up to two years. These records will be maintained by the CAN Executive Director and will be available for inspection during regular business hours.

Section 6.04 Provision for Emergency Meetings. The Chair or Vice Chair of the CAN Board of Directors or CAN Community Council may call an emergency meeting with 7 days advance notice to all members of the Board or Council. The posting guidelines in Section 6.02 will be followed.

Article VII. Procedures

The rules contained in *Robert's Rules of Order Revised* govern CAN in all cases in which they are applicable and in which they are consistent with these by-laws.

Article VIII. Voting & Quorum

Each member of the Board, Council or Committee, as described above in Article V, has one (1) vote and may designate a proxy when unable to attend a meeting. The designated proxy must be identified to the CAN Executive Director and Chair of the Council or Committee in advance of the meeting. A simple majority (**one more than half**) of the membership of the **Board, Council or Committee** (or their assigned proxy) shall constitute a quorum for the transaction of business. The Chair of the Board, Council or Committee may vote. A motion passes with a simple majority vote of the quorum present, unless otherwise specified in these by-laws.

Article IX. Standard of Conduct

Section 9.01 Conflict of Interest. If a CAN member, family, household member and/or business partner has the opportunity for personal gain or loss, direct or indirect, in any decision pending before CAN, the member shall not participate in the discussion or vote, but shall publicly disclose at a CAN Board of Directors meeting, the nature of such interest prior to any discussion of the matter. This disclosure will be reflected in the minutes of the CAN Board of Directors meeting. Failure to disclose registration as such or a potential conflict of interest voids CAN membership.

Section 9.02 Vendors. CAN will not invite vendors to make presentations to the CAN Board of Directors unless authorized by the CAN Executive Committee. Only vendors which 1) address a stated CAN work plan objective; and 2) have been identified by a CAN Issue Area Group, CAN Implementation Team, or the CAN Executive Director as the only source for the services the vendor provides would be considered by the CAN Executive Committee for possible presentations.

Article X. By-laws

Section 10.01 Amendments. Notice of intent to amend these by-laws and/or attachments must be placed on the CAN Board of Directors agenda at least 30 days prior to the meeting date for considering such action. These by-laws and attachments may be amended by an affirmative vote of a majority of voting representative members of the CAN Board of Directors.