

Bylaws of the Larimer County VOAD

ARTICLE I: NAME

The name of the organization is Larimer County Voluntary Organizations Active in Disaster, hereafter referred to as Larimer VOAD.

ARTICLE II: MISSION AND PURPOSE

The mission of Larimer VOAD is to build community strength, collaboration, and resilience throughout the disaster cycle; promote implementation of lessons learned from past experience; and facilitate agile and effective response to human needs arising from disasters throughout Larimer County and neighboring communities. This will be achieved through cooperation, coordination, communication and collaboration of Participants.

The purpose of the Larimer VOAD is to unite the efforts of community, government, faith based organizations, businesses and not-for-profit organizations to provide collaborative support, holistic response, and effective relief to people affected by disaster in Larimer County and surrounding communities. The Larimer VOAD strives to connect community and business leaders, government representatives, and voluntary organizations in planning and preparedness before disaster events occur. Larimer VOAD is not a service delivery organization, but rather strategically networks its autonomous Member organizations' efforts to maximize the capabilities of Member organizations and to help disaster survivors and their communities.

Larimer VOAD will affiliate with the Colorado VOAD and be an advocate for disaster relief, preparedness, response, and recovery operations that are consistent with the values of the National VOAD, which are cooperation, communication, collaboration, and coordination.

ARTICLE III: TERMS AND DEFINITIONS

Points of Consensus: The National VOAD promulgates documents called "Points of Consensus," ratified by the membership of National VOAD, on topics such as cleanup, safety, consent, long term recovery, spiritual and emotional care, volunteer management, respect for local cultural and beliefs, and several other topics. The Points of Consensus are located at <http://www.nvoad.org>.

Quorum: For Larimer VOAD meetings, a Quorum shall consist of not fewer than five (5) Members in Good Standing or, in the event that the total number Members in Good Standing falls below five (5), Quorum shall consist of 25% the total number of Members in

Good Standing, rounded up to the nearest integer. For Executive Committee meetings, a Quorum shall consist of 51% or greater of the total Members of the Executive Committee.

Majority: Majority means approval by 51% or greater of the applicable voting body of Members in Good Standing, who are present.

Super-Majority: Super-Majority shall mean approval by 67% or greater of the applicable voting body of Members in Good Standing, who are present.

Consensus: Consensus means that all Participants shall have the opportunity to express dissent or concerns, that the body acknowledge and discuss the dissent or concerns, and approval by unanimity minus two of the applicable voting body of Members in Good Standing, who are present.

Participant: Any Member or Partner organization of Larimer VOAD

Member: Shall have the meaning set forth in Article IV, Section A.1.

Partner: Shall have the meaning set forth in Article IV, Section A.2.

External Coordinator: Shall have the role set forth in Article VI, Section A.11.

ARTICLE IV: PARTICIPATION AND MEMBERSHIP

All Members in Good Standing of Larimer VOAD have equal voice in, and access to, all programs and activities of Larimer VOAD; Larimer VOAD will strive to operate by consensus and ensure no single Participant has greater control or influence than another.

Larimer VOAD is a collaborative and inclusive network consisting of, but not limited to, independent voluntary and faith-based organizations and community-based organizations that may be active in any or all phases of disaster, to include prevention, preparedness, response, recovery, and mitigation. Each Larimer VOAD Participant will maintain its own identity and independence, while collaborating closely with other Larimer VOAD Participants, interfaith organizations, community leaders, and local, state, or federal authorities. Larimer VOAD and its Participants shall have no authority to act on behalf of or bind one another in any matter as a result of their participation in Larimer VOAD. Participants shall not be liable for the debts, liabilities, or other obligations of Larimer VOAD or any of its bodies.

A. Classes of Participants

1. **Member:** Organizations that meet any of the following criteria, and do not qualify as a Partner nor have opted to be a Partner, and meet the Conditions of Good Standing below, and whose membership has not been revoked, are eligible for voting membership in Larimer VOAD. Organizations wishing to become a member may submit an application for membership to the Membership Committee.

- Organizations with voluntary membership and constituencies, including communities of faith, which are voluntary, in the sense that they depend upon volunteers for the provision of emergency response-related services.
 - Organizations with a non-profit structure designated under IRS Code as a 501(c)(3) corporation, or those that could reasonably expect to meet such qualifications.
 - Organizations that have a demonstrated disaster services program and policies for commitment of resources to meet the needs of people affected by disaster.
 - Organizations that voluntarily serve those in need due to a disaster without unlawful discrimination.
2. **Partner:** Government organizations, businesses, educational institutions, foundations, and corporations desiring to become partners may submit an application to the Membership Committee stating the capabilities their organizations may provide during a local disaster response, and include the extent to which the organization may participate in planning and training which will enable them to fulfill that obligation. Any organization that would otherwise qualify as a Member may elect to be a Partner.
- Partners shall be ex-officio members of Larimer VOAD (with a voice, but no vote).
 - Partners may serve as Chairs of non-Standing Committees.
 - Partners (or Members) may serve as External Coordinators.

B. Conditions of Good Standing

1. Members and Partners must meet the respective membership class criteria of Larimer VOAD.
2. Members and Partners should be willing to meet the needs of people affected by disaster in an inclusive way, and without unlawful discrimination.
3. Members must agree to support the mission of Larimer VOAD and operate in a manner consistent with the Points of Consensus of the National VOAD.
4. Members and Partners must agree to have their organization listed on the membership list of Larimer VOAD.
5. Members must appoint at least one, and preferably an alternate authorized organization representative, who is authorized to speak and vote on behalf of their organization, to attend regular, special, and emergency meetings of Larimer VOAD as may duly be called.
6. Members are required to attend at least one meeting every 11 months to maintain their Good Standing status.
7. Members and Partners must provide up-to-date information on changes in the organization's authorized contact information and services.

8. Members in Good Standing serve on the Executive Committee as described in Article VI, Section A, below.

C. Participant Application Procedures

1. Organizations requesting to become a Larimer VOAD Participant will apply to the Membership Committee by describing their intended commitment and indicating whether they are seeking to apply for Member or Partner status.
2. The Membership Committee (or Executive Committee, if no Membership Committee has been established) shall determine category eligibility of the candidate organization based upon Larimer VOAD Bylaws.
3. Approval of the applicant shall be based solely on evaluating whether their activities associated with disaster response and recovery are consistent with these Bylaws.
4. Larimer VOAD is an inclusive organization with the intent to provide collective impact. Membership or Partnership will not be denied in Larimer VOAD unless the applicant's mission materially and irreconcilably conflicts with the Conditions of Good Standing, as determined solely by the Committee charged with approval of the membership application.
5. The applicant shall become a Member or Partner after the Committee charged with approval of the membership application accepts the applicant's membership application by Majority vote, and is ratified by the Executive Committee by Majority vote. The Executive Committee shall notify all other Larimer VOAD Participants whenever a new Participant is approved.

D. Termination of Participation and Good Standing Status

1. A Larimer VOAD Participant may voluntarily terminate Participation by submitting a Letter of Separation or voluntarily terminate Good Standing Status by submitting a Letter of Termination of Good Standing to the Executive Committee.
2. Failure to meet the Conditions of Good Standing, as determined solely by the competent membership bodies, shall be grounds for involuntary termination of a Participant's participation or Good Standing status. A Motion for Involuntary Termination of a Member or Partner's participation or Good Standing status may be brought by any Member or Partner in Good Standing, and requires a Super-Majority vote of a Larimer VOAD meeting of general membership for approval.
3. The Secretary shall administratively terminate a Participant's Good Standing status if the Participant fails to participate in any Larimer VOAD meetings for 11 months.
4. Notwithstanding the foregoing, the Secretary shall administratively renew a Participant's Good Standing status when a Participant participates in any Larimer VOAD meeting, provided the Participant's Good Standing status or membership has not been formally terminated, pursuant to these Bylaws.

5. Other than for administrative renewal of Good Standing status, a Participant may request formal reinstatement of Participant or Good Standing status by submitting a letter to the Executive Committee explaining why the status/membership should be renewed. Upon recommendation of the Executive Committee, Participant or Good Standing status may be reinstated pursuant to the “Participant Application Procedures” above.

ARTICLE V: MEETINGS

A. Meeting Guidelines

1. To the greatest extent possible, the meetings of Larimer VOAD will be guided by principles of consensus. Failing such consensus, it shall be the prerogative of the Chairperson to invoke and announce the application of Robert’s Rules of Order (Newly Revised), provided that all such action must be consistent with these bylaws.
2. Meeting minutes will be taken by Larimer VOAD Secretary, or Participant representative designated by the Chairperson in the Secretary's absence.
3. Proposed minutes will be distributed within two (2) weeks of the meeting date and approved at the next regular meeting. Approved minutes are distributed accordingly.
4. Minutes may be distributed to members and partners through electronic means. Minutes posted on Larimer VOAD website shall be clearly identified as approved or draft.
5. Meeting participation by teleconference or other comparable electronic media shall constitute participation by a Participant.
6. Advisors may attend regular/emergency meetings at the invitation of any Participant.

B. Regular Meetings

1. Larimer VOAD will meet at least twice per year. Unless otherwise agreed by the Executive Committee and announced at least three months in advance, the annual meeting will take place during the first quarter of the calendar year.
2. Larimer VOAD meetings shall be held at places throughout the county as determined by the Executive Committee.
3. Electronic notification, including meeting agenda, shall be sent to all Participants at least 14 days prior to any regular Larimer VOAD meeting. The two weeks electronic notification can be waived if all Participants in Good Standing are notified by telephone or in person.
4. Special meetings may be called by any three (3) of the Members in Good Standing of Larimer VOAD or by a Majority vote of the voting Members of the Executive Committee.

5. Special meetings may be held at any time and place upon not less than three (3) days' electronic notice to Larimer VOAD Participants.

C. Emergency Meetings

1. Emergency meetings to respond to the needs of disaster events or drills can be called at any time by Larimer VOAD Executive Committee or the Chairperson acting alone, with minimal notice. Participation by Participants may be in person, electronic, or telephonic.
2. Emergency meetings are open to all Participants and those agencies or organizations with specific response and recovery responsibilities that concern Larimer VOAD or that the Executive Committee deems critical or desirable under the circumstances.

ARTICLE VI: EXECUTIVE & STANDING COMMITTEES

A. Executive Committee

1. The only standing committee is the Executive Committee and shall consist of the Chairperson, CoChairperson, and Secretary, and any number of At-Large Executive Committee positions.
2. Members in Good Standing serve as At-Large Executive Committee members, unless:
 - a. The Member opts to not participate on the Executive Committee; or
 - b. The Executive Committee removes the Member by a Majority Vote.
3. No other individuals shall have membership in the Executive Committee; however, the Executive Committee may seek advice, counsel, and periodic participation from other Participants and others not associated with Larimer VOAD.
4. The Executive Committee may appoint and abolish other committees and working groups as required.
5. Executive Committee meetings of Larimer VOAD shall take place as needed.
6. Advisors may attend the Executive Committee meeting by invitation of the Executive Committee.
7. The Executive Committee shall also facilitate elections, including ballot preparation, dissemination, collection, and counting.
8. The Executive Committee shall ensure that a current list of Participants to include up-to-date contact information is provided to Participant representatives.
9. The Executive Committee shall cause an annual update on Larimer VOAD activities to be drafted, for inclusion in the minutes of the last meeting of the calendar year.
10. The Executive Committee will provide, at least annually, a current list of Participants.

11. The Executive Committee shall be responsible for the duties of any Officer position that is not filled.
12. The Executive Committee may delegate any of its administrative or Officer responsibilities to an External Coordinator in writing, provided the agreement allows the Executive Committee to terminate the agreement with notice of no more than one month. The External Coordinator should be a Partner or Member of Larimer VOAD.

B. Election and Terms

1. The Chairperson, CoChairperson and Secretary (collectively, “Officers”) must be Members in Good Standing, and are elected by a Majority vote of Members in Good Standing.
 - a. The term of office for each Officer shall begin immediately upon their election, and shall be for a period of one calendar year.
 - b. Each Officer must be a representative from a different organization.
 - c. The term for each Officer shall be automatically extended for up to 90 days if extenuating circumstances delay an annual election.
 - d. If an annual election of Officers is not held within one calendar year plus 90 days after the prior election, the terms of all elected officers shall expire, responsibilities of the Officers shall revert to the Executive Committee, and elections shall be held at the following meeting, which shall be deemed the Annual Meeting.
2. Any Member in Good Standing of Larimer VOAD may nominate Members as Officers. Each candidate must be selected from an organization that is a Member in Good Standing. Nominations must be seconded to be accepted and placed on the ballot.
3. Executive Committee members have no term limits.
4. An individual may only hold the same Officer position for three successive terms. No single individual shall hold more than one Officer position on the Executive Committee concurrently.
5. Any Officer position may be voluntarily vacated at any time for any reason. If an Officer position is not elected, or an Officer position is vacated, the vacancy should be filled by appointment of the Executive Committee for the duration of that term.
6. Any Executive Committee member may be involuntarily removed for failure to comply with Larimer VOAD mission and/or responsibilities by simple Majority recommendation of the Executive Committee. The Chairperson will notify the Member organization of the involuntary removal of their representative.

C. Officer Responsibilities

1. The Chairperson or his/her assigned representative presides at all meetings of Larimer VOAD and Executive Committee. The Chairperson is the liaison to the Colorado and National VOAD, acts as spokesperson and representative for Larimer VOAD, or may designate another to act in those roles. The Chairperson signs any documents that the Executive Committee has authorized, and convenes meetings. The Chairperson is responsible for preparing and distributing the meeting agendas.
2. The CoChairperson will perform the duties of the Chairperson or Secretary in the absence of those officers. The CoChairperson will temporarily assume the position of Chairperson if the Chairperson fails to complete his/her term. The CoChairperson may also perform such other duties as may be assigned by the Executive Committee.
3. The Secretary attends and keeps records at all meetings of general membership and Executive Committee. The Secretary will make copies of the minutes from all meetings available to all Participants within two (2) weeks of the meeting date. The Secretary maintains an accurate and current list of Participants and their capabilities and points of contact information.

D. Membership Committee

1. If established by the Executive Committee, the Membership Committee shall be composed of Members appointed by the Executive Committee.
2. In the event that the Executive Committee fails to establish a Membership Committee, the Executive Committee shall act as the Membership Committee.
3. The responsibilities of the Membership Committee include:
 - a. Review, approve, or reject applications for participation based upon the requirements of these Bylaws.
 - b. Notify the general membership of decisions.
 - c. Create and share membership application forms (online or paper).
 - d. Perform other duties as described in these Bylaws.

E. Committee Rules

1. Unless otherwise stated in these Bylaws, each committee shall establish their own operating rules.
2. Notwithstanding the foregoing, all committee rules must conform to these Bylaws and must be approved by the Executive Committee.

ARTICLE VII: VOTING AND NOTICE

A. Voting

1. Each Member organization in Good Standing is entitled to one vote, regardless of the number of attendees from that organization. Votes shall be cast by the authorized representative of each Member organization.
2. All Members, Partners, and invited guests are allowed and encouraged to participate in discussions.
3. An individual present may represent more than one organization; however an individual has only one vote, no matter how many organizations he/she represents.
4. The presence of a Quorum shall be necessary to conduct the business of Larimer VOAD, or conduct any vote.
5. Except as otherwise expressly provided for in these Bylaws, a simple Majority vote of Members in Good Standing shall be sufficient to ratify or enact any Larimer VOAD action taken by the entire membership or the Executive Committee.
6. Voting at all regular meetings of Larimer VOAD shall be decided by paper, voice, electronic communication (i.e. email or poll) or show of hands.
7. Voting by proxy shall not be permitted. If a Larimer VOAD Member organization's designated representative cannot be present to vote, an alternate representative is permitted to vote on behalf of the Member organization.
8. All votes, whether formal or by consensus, will be recorded in the meeting minutes.
9. In the case of the Executive Committee, action may be taken by electronic or written communication in lieu of a meeting.

B. Notice

1. All references to written notice shall include notice given by email or other electronic or facsimile transmissions.

ARTICLE VIII: APPROVAL AND AMENDMENTS

1. Ratification and enactment of these bylaws require a Super-Majority vote of organizations present at a Larimer VOAD meeting, which meet the qualifications for a Member in Good Standing.
2. These bylaws shall be reviewed as needed by Participants and documented in the minutes.
3. Proposed amendments to these bylaws must be distributed at least 30 days prior to the proposed voting date.
4. Proposed amendments will be discussed and approved/disapproved at the next meeting following the initial distribution.
5. A Super-Majority vote of Members in Good Standing shall be required to ratify an amendment to these Bylaws.