



Cuyahoga County Community Organizations Active in Disaster (COAD) Bylaws

Article I – Name and Relationships

Section A Name

The name of the organization will be the Cuyahoga County Community Organizations Active in Disaster, and will be referred to as Cuyahoga County COAD (hereinafter COAD).

Section B Relationships

1. COAD will be administered by the Cuyahoga County Office of Emergency Management through Cuyahoga County Citizen Corps.
2. COAD will be a group of independent organizations. Member organizations will retain their individual identity, organizational structure, policies and procedures, and standard operating guidelines but will subscribe to the values of COAD and will operate within the National Incident Management System (NIMS).
3. COAD will align as much as possible with the National Voluntary Organizations Active in Disaster (National VOAD) and the Ohio Voluntary Organizations Active in Disaster (Ohio VOAD).

Article II – Vision, Mission, Values

Section A Vision

The Whole Community in action to ensure resilience when confronted by disasters of all kinds.

Section B Mission

COAD will convene community entities to identify and increase capabilities, encourage training, share information, and integrate resources into an efficient and effective disaster preparedness and mitigation, response, and recovery system.

Section C Values

1. **Cooperation:** Working together to increase the capabilities of individual members and to support each other's goals.
2. **Communication:** Sharing information and disseminating a common message.
3. **Coordination:** Integrating resources into an efficient and effective system.
4. **Collaboration:** Working together to create new systems and to achieve more than individual organizations can achieve alone.

Article III – Membership

Section A Eligibility

1. Members will be based in or conduct business in Cuyahoga County.
2. Members may be
 - a. Non-profit organizations;
 - b. Community-based organizations;
 - c. Faith-based organizations;
 - d. Government agencies;
 - e. Educational or research institutions;
 - f. Businesses or private corporations; and
 - g. Foundations
3. Members will be active responders with a stated policy of commitment of goods and/or services to meet the needs of individuals affected by disasters without discrimination.

Section B Membership Categories

1. Voting Members will be the core COAD decision-makers, administrators, and responders.
 - a. May vote on all issues.
 - b. May hold office.
 - c. May nominate individuals for office.
 - d. Must belong to at least one committee.
 - e. May be a committee or subcommittee chair or a working group leader.
 - f. Must attend general and committee meetings.
 - g. Must provide COAD with up-to-date information for three contacts.
 - h. Must establish a memorandum of understanding (MOU) with COAD.
 - i. Must complete designated training for responders.
 - j. Will receive all COAD communications.



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2. Network Members will be auxiliary participants who may provide goods and/or services when called upon but are not required to make the same commitment as Voting Members to decision-making and administration.
 - a. May not vote on any issues.
 - b. May not hold office.
 - c. May not nominate individuals for office.
 - d. May participate in committees, subcommittees, and working groups.
 - e. May not be a committee or subcommittee chair or working group leader.
 - f. Are encouraged to attend general, committee, subcommittee, and working group meetings.
 - g. Must provide COAD with up-to-date information for three contacts.
 - h. Are encouraged to establish a memorandum of understanding (MOU) with COAD.
 - i. Must complete designated training if they intend to be responders.
 - j. Will receive all COAD communications.

Section C Membership Application

1. Agencies/organizations will submit a *Membership Application and Renewal* to the Membership Officer.
2. Applications will be reviewed by the Executive Committee.
3. Membership will take effect immediately upon an affirmative vote of the Executive Committee.
4. The Membership Officer will send the agency/organization a certificate of membership that will be valid until the end of the calendar year.

Section D Membership Renewal

1. Notices of renewal will be sent at the beginning of December to all current members.
2. Membership can be renewed by submitting a *Membership Application and Renewal* to the Membership Officer.
3. *Membership Application and Renewal* will be reviewed by the Membership Officer.
4. If the *Membership Application and Renewal* is in order, the Membership Officer will issue a new certificate of membership with new expiration date.
5. There will be no grace period for renewal unless there are extenuating circumstances as determined by the Executive Committee. At the time of determination, the Executive Committee will set the time limit of the grace period, which may be extended. The Member will enjoy full privileges during the grace period.



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Section E *Termination of Membership*

1. Voluntary termination of membership can be affected by completing and submitting a *Membership Withdrawal Form* to the Membership Officer or by declining to submit a *Membership Renewal Form*.
2. An agency or organization's membership may be involuntarily terminated for just cause, including, but not limited to, unlawful and/or unethical conduct; violation of COAD rules and/or values; failure to uphold agreed-upon roles and responsibilities; and/or conduct not in the best interest of COAD.
3. Involuntary termination of membership will be affected by
 - a. Timely investigation of the circumstances by the Executive Committee;
 - b. Determination of just cause by the Executive Committee.
 - c. Presentation of the circumstances to the Voting Members by the Executive Committee.
 - d. Presentation to the Members by the subject Member, if desired by the Member; and
 - e. A two-thirds (2/3) vote of the Members present at any General or Special meeting provided 30-day notice is given.
4. During the investigation, privileges of membership will be suspended for the subject Member.

Article IV – Officers

Section A *Officers and Responsibilities*

1. **The President**
 - a. Conducts the daily business of COAD;
 - b. Presides over General and Special meetings;
 - c. Creates and monitors the progress of committees, subcommittees, and working groups;
 - d. Communicates with other COAD Officers to ensure ongoing situational awareness;
 - e. Represents COAD at meetings of other agencies and organizations;
 - f. Assumes or delegates the duties of vacant offices, including committee and subcommittee chairs and working group leaders;
 - g. Ensures that a COAD continuity of operations plan is created and maintained; and
 - h. Makes decisions on issues when time and/or circumstances do not permit a meeting of the membership and/or Executive Committee.
2. The **First Vice-President**
 - a. Takes direction from the President;
 - b. Assists the President;
 - c. Communicates with other COAD Officers to ensure ongoing situational awareness; and
 - d. Assumes the duties of the President at the request of or in the absence or incapacity of the President.



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3. The **Second Vice President**
 - a. Takes direction from the President;
 - b. Assists the President and First Vice President.
 - c. Communicates with other COAD Officers to ensure ongoing situational awareness; and
 - d. Assumes the duties of the President at the request of or in the absence or incapacity of the President and/or First Vice President.

4. The **Secretary**
 - a. Takes direction from the President;
 - b. Prepares and disseminates meeting agendas and minutes;
 - c. Calls the roll when a roll call vote is necessary;
 - d. Maintains COAD records;
 - e. Issues COAD communications; and
 - f. Communicates with other COAD Officers to ensure ongoing situational awareness.

5. The **Membership Officer**
 - a. Takes direction from the President;
 - b. Distributes and receives *Membership Application and Renewal* forms.
 - c. Presents *Membership Application and Renewal* forms to the Executive Committee; and
 - d. Issues new and renewal membership certificates.

6. The **Training Officer**
 - a. Takes direction from the President;
 - b. Identifies training relevant to the COAD membership;
 - c. Promotes training among the membership;
 - d. Schedules training opportunities; and
 - e. Informs the membership of internal and external training opportunities.

Section B Nominations; Election of Officers; Terms; Term Limits

1. Nominations for President, First Vice-President, Second Vice-President, Secretary, Membership Officer, and Training Officer will be made at the last General (Annual) meeting of the year.
2. Nominations may only be made by a Voting Member.
3. Only representatives of a Voting Member organization may be nominated.
4. Officers will take office on January 1 of the following year.
5. Officers will serve two-year terms with no term limits.
6. The term of an Officer who is elected mid-term due to the resignation, incapacity, or removal of a former Officer will end when the previous Officer's term would have ended.



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Section C Removal of Officers

1. Officers may be removed from office at the pleasure of the Voting Members by a two-thirds (2/3) vote of the Voting Members present at any General or Special meeting provided 30-day notice of the meeting is given.
2. Removal of an individual from office does not affect the membership of the individual's organization.

Section D Succession

1. Upon the resignation, incapacity, or removal of the President, the First Vice-President will assume the office of President.
2. Upon the resignation, incapacity, or removal of the First Vice-President, the Second Vice-President will assume the First Vice-President's duties until a new First Vice-President is elected, or the President may appoint a temporary First Vice-President until the position can be filled.
3. Upon the resignation, incapacity, or removal of the Secretary, Membership Officer, or Training Officer, the President may assume the duties of the vacant office(s), the First or Second Vice-President may assume the duties of the vacant office(s), or the President may appoint a temporary Officer until the position(s) can be filled.
4. When an office becomes vacant, the office will be filled at the next General meeting. If the next General meeting is scheduled more than one (1) month after the position becomes vacant, a Special meeting may be called at the discretion of the President to fill the vacant position.

Article V – Committees and Working Groups

Section A Committees

1. A Committee, also known as a Standing Committee, will be a permanent unit that will serve a specific, ongoing function in support of the administration of COAD or in pursuance of the COAD mission.
2. The Executive Committee will be composed of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Membership Officer, Training Officer, and Chair of each Committee and will be responsible for
 - a. Reviewing and approving *Membership Application and Renewal* forms;
 - b. Determining grace periods for lapsed memberships;
 - c. Investigating Member misconduct and determining just cause for termination;
 - d. Recommending Bylaws and other policy changes to the Voting Members;
and
 - e. Maintaining situational awareness and making reports to the Members regarding developments in the emergency management community.

3. The President may create or discontinue Committees, with the exception of the Executive Committee, with the approval of the Voting Members.
4. Members will select the Committee(s) to which they will belong.
5. Committee members will elect a Chair, Vice-Chair, and other positions deemed necessary by the Committee members. In the absence of agreement of the Committee members, the President will designate the Chair and Vice-Chair.
6. Committee Chairs will report to the President.
7. Committee Chairs will be members of the Executive Committee.

Section B Subcommittees

1. Subcommittees will be permanent units created within Committees to accommodate the significant scope or complexity of a Committee function.
2. Subcommittees will be created by the President in consultation with the Chair and Voting Members of the parent Committee.
3. Members will select the Subcommittee(s) to which they belong.
4. Subcommittee Voting Members will elect a Chair, Vice-Chair, and any other positions deemed necessary by the Subcommittee Voting Members.
5. Subcommittee Chairs will report to the parent Committee Chair.
6. Subcommittee Chairs will not be members of the Executive Committee.

Section C Working Groups

1. A Working Group will be a temporary unit that will research, discuss, and advise on a single issue.
2. The President may create or discontinue Working Groups with the approval of the Voting Members.
3. Members will select the Working Group(s) to which they will belong.
4. Working Group Voting Members will elect a Leader, an Assistant Leader, and any other positions deemed necessary by the Working Group members.
5. Working Group Leaders will report to the parent Committee or Subcommittee Chair.
6. Working Group Leaders will not be members of the Executive Committee.

Article VI – Meetings

Section A Meeting Schedule

1. General meetings will be held as needed but at least once per year.
2. The Annual Meeting will be the last General meeting of the year and will include, but will not be limited to,
 - a. Election of officers, if applicable.
 - b. Annual reports by Officers.
 - c. Review of Bylaws.
3. Special meetings will be held as needed to conduct business that cannot wait until the next General meeting. Business may include, but is not limited to,
 - a. Filling vacant offices; and
 - b. Financial concerns.
4. Committee meetings will be held as determined by the Committee Chair.
5. Subcommittee meetings will be held as determined by the Subcommittee Chair.
6. Working Group meetings will be held as determined by the Working Group Leader.

Section B Meeting Attendance

1. Voting Members are expected to send a representative to each General and Special meeting but, in any case, are discouraged from missing two consecutive meetings.
2. Committee, Subcommittee, and Working Group Voting Members are expected to attend all meetings of their respective units, but, in any case, are discouraged from missing two consecutive meetings.

Section C Conduct of Meetings

1. Meetings will be conducted in person in accordance with the Ohio Open Meetings Act.
2. Meetings will be conducted in accordance with the latest edition of *Robert's Rules of Order*.

Section D Meeting Notices

1. All notices will be sent by electronic mail. In case of power failure, whatever means available will be employed.
2. Notices for General and Special meetings will be sent by the Secretary to the Executive Committee and Members at least thirty (30) days before a General meeting and seven (7) days before a Special meeting and posted on the public website no less than twenty-four (24) hours before the meeting.



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3. Notices for Committee and Subcommittee meetings will be sent by the Chair or designee to the members thereof and the Executive Committee at least seven (7) days before the meeting, including Saturday and Sunday.
4. Notices for Working Group meetings will be sent by the Leader or designee to the members thereof and the Executive Committee at least seven (7) days before the meeting, including Saturday and Sunday.

Section E Meeting Agendas

1. Agendas for General meetings will be distributed by electronic mail to the Executive Committee and Members at least seven (7) days before the meeting, including Saturday and Sunday.
2. Agendas for Special meetings will be distributed by electronic mail by the Secretary to the Executive Committee and Members at least seven (7) days, before the meeting, including Saturday and Sunday, time permitting.
3. Agendas for Committee meetings will be distributed by electronic mail by the Chair or designee to the members thereof and the Executive Committee at least seven (7) days before the meeting, including Saturday and Sunday.
4. Agendas for Working Group meetings will be distributed by the Leader or designee to the members thereof and the Executive Committee at least seven (7) days before the meeting, including Saturday and Sunday.
5. Agendas for all meetings will be posted on the COAD webpage.

Section F Meeting Minutes

1. Minutes will be written and distributed by the Secretary to the Executive Committee and Members no more than seven (7) days after General and Special meetings, including Saturday and Sunday.
2. Minutes will be written and distributed by the Chair or designee to the Executive Committee and subject Committee and Subcommittee members no more than seven (7) days after Committee or Subcommittee meetings, including Saturday and Sunday.
3. Minutes will be written and distributed by the Leader or designee to the Executive Committee and the subject Working Group members no more than seven (7) days after Working Group meetings, including Saturday and Sunday.

Article VII – Voting and Quorum

Section A Voting Rights

1. Each Voting Member organization will have one (1) vote regardless of the number of representatives from an organization in attendance.



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2. No Voting Member may vote on a question in which he/she has a direct personal or pecuniary interest not common to other Members; however, a Voting Member representative may vote for himself/herself for election to an office.

Section B Quorum for Meetings

A quorum will consist of the number of members in attendance at any given meeting.

Section C Voting for Passage of Motions

1. A simple majority vote will prevail unless noted otherwise in these Bylaws.
2. Officers may cast a vote on behalf of the organization they represent.
3. In case of a tie, the motion will fail.

Section D Recording of Votes

1. Voting will be by voice vote.
2. If the result of the vote cannot be determined by voice vote, a roll call vote will be taken by the Secretary.

Article VIII – Function in Disaster

See the *COAD Standard Operating Guidelines*.

Article IX – Severability

The invalidity or unenforceability of any provisions of these Bylaws will not affect the validity or enforceability of any other provision of these Bylaws, which shall remain in full force and effect.

Article X – Bylaws Review and Amendment

Section A Review

The Bylaws may be revised at any time but will be reviewed at least yearly at the Annual Meeting.

Section B Notice

Proposed amendments will be distributed to the Members by electronic mail at least thirty (30) days, including Saturdays and Sundays, prior to the date of the General meeting at which they are to be considered and adopted or seven (7) days, including Saturday and Sunday, prior to the date of a Special meeting at which they are to be considered and adopted.



Section C Votes Required

Amendments to these Bylaws must be approved by the majority of the Voting members in attendance at the meeting.

Approved by the Members this 9th day of November, 2016.