

# VIRGINIA ASTHMA COALITION

## BYLAWS

### ARTICLE I

#### Name

The name of the organization is the Virginia Asthma Coalition, herein referred to as "VAC".

### ARTICLE II

#### Mission

VAC is a statewide partnership to enhance the quality of life for Virginians with asthma.

#### VAC Impact Vision

VAC believes that every Virginian has the right to optimal health while living with asthma. VAC will:

- Serve as a clearinghouse for surveillance data, training, resources and promising practices for asthma
- Serve as an umbrella organization for local coalitions and other concerned partners
- Promote the use of national guidelines for clinical management of asthma
- Support environmental changes that minimize exposure to asthma triggers
- Advocate for policy and legislative changes that benefit Virginians with asthma

#### VAC Image Vision

VAC is the recognized authority on asthma in Virginia. We collaborate, educate, and advocate to achieve systems change. Our members are passionate, committed, and work across disciplines and communities. We believe that persons with asthma are entitled to comprehensive care that enables them to be healthy, active, and productive.

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### **ARTICLE III**

#### **VAC Membership**

VAC shall be an organization of volunteers consisting of individuals and organizations from the Commonwealth of Virginia who represent various community segments.

1. VAC membership includes any person requesting membership in the organization and placed on the membership roster. VAC may deny membership to individuals representing organizations whose products or activities are in conflict with VAC's mission. Membership shall be defined as:
  - a. Full members – must participate in at least two meetings or activities in a year; full voting status
  - b. Term of Membership – Members agree to serve a one-year term. Members may renew membership indefinitely. VAC members are expected to participate in VAC meetings in person or via phone at least 50% of the meetings each year in order to maintain membership status.

2. The structure of VAC shall be:
  - a. The General VAC Membership
  - b. The Work Groups
  - c. The Steering Committee
  
3. Recruitment:
  - a. Recruitment of VAC Organizations and Members
    - 1) Any interested organization may designate a representative to join VAC as long as they adhere to its mission. If that representative cannot participate in a meeting or leaves the organization, their organization is encouraged to send another representative in his/her place.
    - 2) The recruited organization agrees to commit in-kind contributions of financial resources, staff time or other services to VAC
  - b. Recruitment of Work Group members – Initially, individual members shall choose which Work Group they wish to join. Once the Work Group has been formed and the Chair for each Work Group has been elected, additional members to any Work Group must be approved by the Chair of the respective Work Group. The number of Work Group members may vary to meet the need of the Work Group’s current project.
  
4. Vacancies :
 

In the case of a member’s vacancy due to non-participation, the appropriate VAC member organization can appoint a new representative.
  
5. Changes in membership – Changes in membership status should be made in writing (resignation or representative, for example) . An organizations is expected to notify the VAC secretary when changing the name of their representative to the coalition or if changing their membership status.

## **ARTICLE IV**

### Meetings

1. Meetings. Regular meetings of VAC shall be held quarterly or as needed. Meetings should be conducted efficiently and effectively to respect the time commitment of members by using all methods of participation including in-person meetings and conference calls.
  
2. Notification of Meetings
  - a. Agenda and meeting notice will be mailed or delivered electronically to members at least two weeks prior to the meeting. Members are reminded to RSVP to the Secretary so that an accurate count for lunch and printed materials can be obtained.
  - b. Members should notify the Secretary if they wish to invite guests to the meeting.

- c. During the last VAC meeting of the calendar year, the VAC meeting schedule will be determined for the following calendar year.

3. Meeting Agenda
  - a. Members have the opportunity to add to the meeting agenda up until two weeks before each meeting. New agenda items can be added until the time the meeting begins with permission of the Chair.
  - b. Time will be provided at the end of the meeting (at least 10 minutes) for questions and comments.
  - c. Minutes from each meeting will be distributed within two weeks of the meeting.
4. Steering Committee meetings shall be held at least quarterly prior to the regularly scheduled VAC meeting; times, dates and locations as determined by the Chair. Written notice of all Steering Committee meetings shall be mailed or delivered electronically to each member of the committee at least one week before the date of the meeting. All matters before the committee shall be determined by a majority vote of the committee.
5. Work Group meetings shall be held as needed. Each workgroup will notify the VAC chairperson when a meeting is scheduled so that the VAC chairperson has the option of participating (or providing a designee), and is, at a minimum, aware of the progress being made by the workgroup.
6. Special meetings of the VAC may be called by the VAC Chair, Steering Committee or by written request of four members of VAC. The purpose of the meeting shall be stated.
7. Regular and special meetings shall be open to the public and the press. The Chair may close meetings to public participation only in accord with the Virginia Freedom of Information Act, Code of Virginia, Chapter 21, Section 2.1-340-346.
8. Rules of order
  - a. The Chair will moderate the meeting. Members who wish to speak must be recognized by the Chair.
  - b. Side conversations should be kept to a minimum.
  - c. The Chair has the authority and responsibility to “keep the meeting moving” by cutting discussion short.
  - d. Conflicts that arise during or between meetings will be negotiated by the Chair.
  - e. Decisions at a VAC meeting will be made by a simple majority vote of members participating in the meeting.
  - f. Major decisions of the VAC, e.g., elections, financial, Bylaws amendments, or advocacy, require a majority vote of full members, which may be obtained either electronically or in person or a combination of both.
9. Bylaws shall be reviewed annually by the Steering Committee. Any proposed revisions shall be presented to full members of VAC at the last meeting of the

calendar year and will be voted on during the first meeting of the next calendar year.

## **ARTICLE V**

### Work Groups and Committees

1. Work groups are derived from the Mission of VAC. VAC may form Work Groups to include, but not limited to:
  - Communications/Public Relations – Develop and coordinate marketing and media materials and information related to asthma.
  - Education and Training – Coordinate, develop, and provide education and training as identified by VAC. Subcommittees can include Asthma Summit SC, Asthma Educator Institute SC, other education opportunities as identified.
  - Public Policy/Advocacy – Provide public policy guidance regarding issues surrounding asthma, including, but not limited to, environmental policy, school policy, and health policy. Advocate for policies that benefit those with asthma and their families. Provide guidance in conducting advocacy to the local asthma coalitions.
2. Each work group's plans should be consistent with the VAC's strategic plan and reflective of the VAC mission.
- 3

## **ARTICLE VI**

### Administration

1. The Asthma Project Manager, employed by the Virginia Department of Health, shall serve as advisor to the VAC. This member is non-voting and serves to provide support and assistance to help meet the goals and objectives of the VAC. This position serves as a liaison and offers guidance on all aspects of the VAC.
2. The VAC is not an established 501 (c) (3), and as such, will have a designated entity to serve as its fiscal agent. The organization that serves as the fiscal agent will not be permitted to serve or have one of its employees or volunteers serve in an elected VAC position through the duration of its role as fiscal agent.

## **ARTICLE VII**

### Leadership

1. VAC Officers

The officers of VAC shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. The Secretary and Treasurer positions may be held jointly. Each officer shall serve a minimum one-year term from January 1 through December 31. The Chair and Vice-Chair may serve up to two consecutive terms of office and an unlimited number of non-consecutive terms. The Secretary and Treasurer may serve unlimited consecutive terms of office. In the event that there are no candidates willing to accept nomination for either Chair or Vice-Chair who have not served less than two consecutive terms, VAC may consider candidates who have served for the last two consecutive terms. Elections shall be held annually at the last meeting of the calendar year, with officers beginning their terms at the start of the new calendar year. Officers shall be selected by a majority vote of full members both participating and electronically based upon the recommendations of the Nominating Committee.

2. Steering Committee

The officers of VAC, the past Chair of VAC, the Advisor, , one designated member of each local asthma coalition, and one field professional (such as an AE-C or physician) shall constitute the Steering Committee. The Steering Committee shall act for VAC between meetings.

3. Work Group Leadership

Each Work Group shall have a Chair. Who will be nominated from and elected by members of the Work Group. Minutes will be recorded by a Work Group member on a rotating basis and forwarded to the VAC Chair, and the VAC Secretary.

4. When a vacancy occurs for any officers of VAC, the VAC Vice-Chair or Chair shall assume those duties until that position can be filled through a new election. For the Chair and Vice-Chair positions as well as for non-specified Steering Committee positions, election should occur at the next regularly scheduled VAC meeting.

## ARTICLE VIII

### Responsibility of Officers

1. Chair  
The Chair shall provide leadership and preside over meetings of the VAC membership and Steering Committee meetings. The Chair may designate ad hoc committees as needed.
2. Vice-Chair  
The Vice-Chair shall exercise the duties of Chair in his/her absence. The Vice-Chair will be knowledgeable in the business of VAC in order to assume the role of the Chair in the event of the Chair's inability to complete a responsibility or term. The Vice-Chair shall perform other duties as directed by the Chair.
3. Secretary  
The Secretary shall serve both VAC and the Steering Committee, and shall send appropriate notices of and prepare agendas for meetings of both. The Secretary shall act as custodian of all records and reports and maintain an up-to-date roster of current members. Minutes shall be reviewed by the VAC Chair and the Advisor and distributed electronically to members within two weeks of the meeting.
4. Treasurer  
The Treasurer shall ensure the integrity of the fiscal affairs of the VAC.
5. Work Group Chairs  
Chairs of the Work Groups shall provide leadership for the respective Work Groups.

## ARTICLE IX

### Nominating Process

1. The Steering Committee shall appoint a Nominating Committee consisting of the past Chair of VAC and four members of VAC. Members must be nominated during the third quarter VAC meeting.
2. The Nominating Chair shall communicate will:
  - a. Communicate information to the membership regarding positions available for election.
  - b. Obtain nominations of potential candidates from VAC members and develop a slate of candidates to be voted upon by the VAC membership. No person shall be nominated without their written or verbal consent. The

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slate of candidates shall be presented to the full VAC membership at the last regularly scheduled meeting of the year with electronic voting to conclude by November 30.

c. At the time of slate presentation, nominations may be accepted from the floor. No person shall be nominated without their written consent or verbal consent if present.

d. A designated member of the nominating committee who is not running for an elected position, shall count all ballots and have their count validated by another member of the nominating committee who is not running for election. The election results will be provided to the VAC chair by December 2<sup>nd</sup> for notification, in writing, to the new slate of officers, and to announce the results to the VAC membership.

## **ARTICLE X**

### Year

The year shall be the calendar year beginning January 1 and ending December 31 of each year.

## **ARTICLE XI**

### Amendment to the Bylaws

An amendment to these Bylaws may be proposed by any member of VAC. The proposed amendment must be presented to the Steering Committee for consideration and approval. If approved, the amendment will be presented to the full membership for voting pursuant to Article IV.8.f.

## **ARTICLE XII**

### Dissolution

In the event of dissolution, all of the remaining assets and property of this organization shall, after necessary expenses thereof, be distributed to such organizations that will qualify under 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 state or local government for a public purpose.

**APPENDICES**

**ROLES AND RESPONSIBILITIES**

**OF**

**VIRGINIA ASTHMA COALITION OFFICERS AND STAFF**

**\*\*ADVISOR\*\***

This position shall be filled by the Asthma Project Manager employed by the Virginia Department of Health. This is a non-voting advisory and leadership position.

**Duties include:**

- Works with VAC Chair to oversee work of VAC
- Provides leadership to Work Group Chairs and to members of VAC
- Assists with agendas for VAC and Steering Committee meetings as needed
- Keeps State Asthma Plan on track with Action Plans
- Distributes materials and resources
- Assists with member recruitment and training

**Time Commitment:**

- Approximately 16 hours per month
- Attend quarterly VAC and Steering Committee meetings and major activities

## VAC Chair

Responsible to Virginia Asthma Coalition members

Duties include:

- Preside over VAC meetings
- Work with Advisor to compose the agenda for VAC and Steering Committee meetings
- Become familiar with organizations and members within VAC
- Provide focus for the VAC action plan
- Represent the VAC in the community at official functions
- Consult with Steering Committee and Advisor, as needed
- Be accessible via phone or electronically to members and fellow officers
- Deal with members fairly, sensitively, and confidentially
- Promote collaboration, conflict resolution, and decision-making
- Be open to diverse opinions and points of view.

Time Commitment:

- Approximately 2 – 4 hours per month
- Attend quarterly VAC and Steering Committee meetings and major activities
- One year availability

Qualifications:

- Ascribe to the mission, goals, and bylaws of VAC and the State Asthma Plan
- Possess strong leadership and organizational skills
- Possess or gain knowledge about statewide resources
- Be familiar with or willing to learn principles of parliamentary procedures

## VAC Vice-Chair

Responsible to: VAC Chair

### Duties include

- Assume the role of VAC Chair in the event of the Chair's inability to complete responsibility or term
- Represent VAC Chair in his/her absence
- Consult with VAC Chair as needed
- Represent VAC in the community
- Perform such duties as directed by the VAC Chair and the Steering Committee
- Be accessible via phone or electronically to members and fellow officers
- Deal with members fairly, sensitively, and confidentially
- Promote collaboration, conflict resolution, and decision-making
- Be open to diverse opinions and points of view

### Time Commitment:

- Approximately 1 – 2 hours per month
- Attend quarterly VAC and Steering Committee meetings and major activities
- One year availability

### Qualifications:

- Ascribe to the mission, goals, and bylaws of VAC and the State Asthma Plan
- Possess strong leadership and organizational skills
- Be willing to make contacts on behalf of VAC
- Be familiar with or willing to learn principles of parliamentary procedure

## Secretary

Responsible to: VAC Chair

Duties include:

- Serves as secretary to VAC and the Steering Committee
- Assists with VAC and Steering Committee meeting agenda layout and distribution
- Notifies all VAC and Steering Committee members of upcoming meetings at least two weeks in advance
- Locates and secures facilities for meetings
- Arranges for lunch for VAC meetings
- Takes minutes at VAC and Steering Committee meetings and distributes electronically to all members within two weeks of meeting.
- Maintains current roster
- Serves as custodian for all records and reports

Time Commitment:

- Approximately 1 – 2 hours per month
- Attend quarterly VAC and Steering Committee meetings
- One year availability

Qualifications:

- Ascribe to the mission, goals, and bylaws of VAC and the State Asthma Plan
- Possess strong organizational and clerical skills

## **Treasurer**

Responsible to: VAC Chair

Duties include:

- Ensuring the integrity of the fiscal affairs of VAC
- Further duties of the Treasurer will be designated as the need develops

Time Commitment: To be Determined

Qualifications: To be Determined

## Work Group Chair

Responsible to: VAC Chair

Duties include:

- Maintain and/or expand current Work Group membership with assistance from the VAC Chair and Advisor
- Serve as member of Steering Committee
- Serve as liaison for Work Group to VAC
- Develop Work Group meeting agenda
- Serve as moderator of Work Group meeting (stay 15 minutes after meeting to network/evaluate meeting)
- Designate a recorder for each meeting of the Work Group who will submit minutes to the VAC Chair, Advisor, and Secretary.
- Contact and coordinate with members about Work Group responsibilities
- Represent VAC in the community
- Consult with Advisor as needed
- Deal with members and staff fairly, sensitively, and confidentially
- Promote collaboration, conflict resolution, and decision making
- Be open to diverse opinions and points of view

Time Commitment:

- Approximately 2 hours per month
- Attend Work Group, Steering Committee, and VAC meetings and major Work Group activities
- One year availability

Qualifications:

- Ascribe to the mission, goals, and bylaws of VAC and the State Asthma Plan
- Possess strong leadership and organizational skills
- Be familiar with or willing to learn principles of parliamentary procedure

## **Work Group Vice-Chair**

Responsible to: Work Group Chair

Duties include:

- Preside over Work Group meetings in the absence of the Work Group Chair
- Assume the role of the Chair in the event of the Chair's inability to complete responsibility or term
- Consult with Work Group Chair, as needed
- Perform other duties as directed by Work Group Chair

Time Commitment:

- Approximately 1 -2 hours per month
- Attend Work Group and VAC meetings and major Work Group activities
- One year availability

Qualifications:

- Ascribe to the mission, goals, and bylaws of VAC and the State Asthma Plan
- Possess strong leadership and organizational skills
- Be familiar with or willing to learn principles of parliamentary procedure

## Work Group Members

Responsible to: Work Group Chair and Vice-Chair

Duties include:

- Attend Work Group meetings on a regular basis
- Have knowledge of or be willing to learn about the issues to be addressed by the Work Group
- Share ideas
- Make recommendations and help carry out Work Group initiatives
- Serve as recording secretary on a rotating basis; FAX hand-written minutes to VAC Chair, Staff Coordinator, and Secretary within one week of meeting

Time Commitment:

- Approximately 1 – 2 hours per month
- Attend Work Group and VAC meetings and major Work Group Activities
- One year availability

Qualifications:

- Ascribe to the mission, goals, and bylaws of VAC and the State Asthma Plan