

NPAC

GET FIT KAUA`I

**NUTRITION AND PHYSICAL ACTIVITY
COALITION of KAUA'I
NPAC – KAUA`I**



COALITION BYLAWS



**NUTRITION AND PHYSICAL ACTIVITY
COALITION BYLAWS**
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BYLAWS**NUTRITION AND PHYSICAL ACTIVITY COALITION OF KAUAI****ARTICLE I****Name and Location**

- Section 1.** **Name.** This organization shall be known as Get Fit Kauai, the Nutrition and Physical Activity Coalition (NPAC) for Kauai County, hereinafter called the Coalition.
- Section 2.** **Location.** The principal office of the Coalition shall be maintained at such place in Kauai County, as the NPAC Coordinator and the steering committee decides.
- Section 3.** **Fiscal Year.** The fiscal year of the Coalition shall end on June 30th.
- Section 4.** **Annual Meeting.** The Annual Meeting of the Coalition shall consist of two parts, an Annual Meeting of the Members and an Annual Meeting of the Steering Committee. The Annual Meeting of the members (as defined in Article VIII) shall take place in the fourth quarter of the fiscal year or such other month as determined by the Steering Committee. The Annual Meeting of the Steering Committee shall be held once each year immediately after or within six weeks of the Annual Meeting of the Members.

ARTICLE II**Vision, Mission, and Goals**

- Section 1.** **Vision.** We envision a future for Kauai County in which all its residents are physically active, eating healthy foods, and living in healthy communities.
- Section 2.** **Mission.** Our mission is to improve the quality of life of the visitors and the residents of Kauai County to promote opportunities for physical activity and access to healthy foods.
- Section 3.** **Goals.** Through healthful eating and regular physical activity, Kauai County residents will:
1. Reduce their burden of disease;
 2. Increase years of healthy life;
 3. Reduce health disparities.

ARTICLE III Structure

Section 1. The Coalition is constituted as follows:

- A. General Membership (as described in Article IV, Section 1)
- B. Steering Committee (as described in Article VI)
- C. Task Force Groups (as described in Article VIII)
- D. Coalition Staff (as described in Article IX)

ARTICLE IV Membership and Meetings

Section 1. Composition: The membership of the Coalition shall be composed of:

- a) Members of the Steering Committee
 - b) Members of Standing, Ad-hoc, and Special Committees
 - c) All individuals and organizations who have contributed time, talent, money, and/or property to the Coalition
- A. No person may serve simultaneously as a representative of an organization and as an individual member.
- B. Honorary
The Steering Committee may designate honorary members who are individuals or organizations that have given significant amounts of money, time, or energy on behalf of the purpose of the coalition

Section 2. General Membership: All members shall support the mission and purposes of the Coalition; and agree to abide by the bylaws, policies, and rules of the Coalition. The Steering Committee may determine further membership requirements for each membership category, as it deems appropriate.

Section 3. Admission to Membership: Any entity or person shall be admitted to membership upon application, approval by the Steering Committee, and conformance with such other terms of membership as may be set forth in these bylaws and as established for each category of membership by the Steering Committee. The Coalition Coordinator shall oversee applications and admissions. In the event that a membership application is rejected by the Steering Committee, the applicant shall receive notice of the rejection and an opportunity for a hearing on the application with the Steering Committee. All requests for appeal must be submitted to the Coalition Director in writing within 30 days after notification of the denial of

membership. The decision of the majority vote of the Steering Committee shall be final.

Section 4 **Spokesperson:** Only the Chair, Vice Chair, and Get Fit Kauai Coalition Coordinator may speak on behalf of the coalition.

Section 5 **Vote:** Organizational members shall be entitled to one vote each through representatives who shall be designated annually by their respective organizations. Individual member entitled to one vote.

Section 6. **Revocation of Membership.** Organizational or individual membership may be revoked by a two-thirds majority vote of the Steering Committee or by a two-thirds majority vote by the voting members of the Coalition.

Section 7. **Meetings.** The Steering Committee shall meet at least six times a year. The annual meeting of the Coalition membership will be determined by the Steering Committee.

Section 8. **Special Meetings.** Special meetings of the Coalition may be called at any time by a majority of the Steering Committee, or at the written request of one-third of the voting members of the Coalition. Notice of special meetings shall be sent, either electronically or by mail, to all voting members of the Coalition at least three (3) days before the date of the meeting. The notice shall contain the purpose of the special meeting.

Section 9. **Notice of Meetings.** Notice of time, place and purpose of each meeting, unless held upon written waiver of notice, shall be given in at least one of the following ways:

A. Written notices mailed at least 10 days prior to the meeting.

B. Notices by electronic communications or other appropriate communications equipment, sent at least one week prior to the meeting.

Section 10. **Quorum.** A majority of voting members present shall constitute a quorum at any regular, annual, or special meeting of the Coalition.

ARTICLE V

Officers

Section 1. **Officers.** The officers of the Coalition shall be a Chair, Vice-Chair, and the Immediate Past Chair.

Section 2. **Election.** The officers of the Coalition shall be elected for a term of one year at the annual meeting of the Coalition from a slate prepared by the Nominating Committee. These officers shall assume their duties at the close of the annual meeting.

Section 3. Chair. The Chair shall be the chief elected official of the Coalition and provides leadership, vision, maintain focus, and oversees fulfillment of the Coalition's goals. The principal duty of the Chair is to lead and oversee the Steering Committee. The Chair should facilitate an open flow of information, and maintain adherence to the coalition's vision, mission, goals, and objectives. The Chair will work collaboratively with the Coalition Coordinator, which will in turn provide the Chair and Vice Chair with support. The Chair will serve for either one year starting from the date of election or until the next annual meeting. The Chair shall provide leadership, supervision, and direction for the affairs of the Coalition as follows:

- a. Preside at all meetings of the membership, Executive Committee, and Steering Committee, and recruit new members
- b. Appoint the chairs of all standing, ad-hoc and special committees
- c. Serve as ex-officio member on all committees
- d. Serve as primary spokesperson for the Coalition

Section 4. Vice-Chair. The Vice-Chair will support the Chair in his/her duties and work collaboratively with the Coalition Coordinator and staff. In the absence of the Chair, or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair will serve a term of one year, or until the Chair's term has concluded. Upon completion of term in office, the Vice Chair shall assume the position of Chair for the next term. Duties of the Vice Chair include, but are not limited to:

- a. Preside at meetings in the absence of the Chair
- b. Assist in the organization and education efforts, recruit new members, and in carrying out the purposes and objectives of the Coalition
- c. Be responsible to the Steering Committee for objectives and planning related to the activities of the Coalition
- d. In the event of absence, resignation, incapacity or death of the Chair, will assume the duties of the Chair

Section 6. Immediate Past Chair. The Immediate Past Chair shall act as a consultant to the Chair and preside at any meeting of the Coalition or the Steering

Committee in the absence of the Chair and Vice-Chair. The Immediate Past Chair shall assume this office upon the expiration of his/her term as Chair.

Section 7. Removal. Any officer elected by the Coalition may be removed by two-thirds vote of the Steering Committee whenever, in its judgment, the best interests of the Coalition would be served thereby.

Section 8. Vacancies. A vacancy in any Coalition office because of resignation, removal, disqualification, death or otherwise, may be filled by a two-thirds vote of the Steering Committee for the unexpired portion of the term.

ARTICLE VI Steering Committee

Section 1. Composition. The Steering Committee shall strive to ensure diverse representation among members, with consideration given to geographic representation, gender, race, ethnicity, religious affiliation, sexual orientation, age, background, and other differences, including representation of government, human service providers, and the private sector. The Steering Committee shall consist of the three officers described in Article V, the Chair of each Task Force, and up to six members-at-large who will represent the community. The Coalition Coordinator is an ex-officio member.

A. Officers. The officers shall include:

1. The Chair
2. The Vice Chair
3. The Immediate Past Chair
4. Secretary
5. Treasurer

B. Task Force Chairs. The Task Force chairs will represent the:

1. School Health Task Force
2. Worksite Health Task Force
3. Healthcare Task Force
4. Built Environment Task Force
5. Nutrition Task Force
6. Others as directed by the Steering Committee

C. Members-At-Large (Up to six members-at-large may be elected)

D. Ex-Officio Member. The Ex-officio member without a vote is the Coalition Coordinator

Section 2. Election and Tenure. Each Chair shall serve a one-year term not to exceed five consecutive terms.

Section 3. Alternates. Each Task Force shall designate a Vice Chair who has the authority to act for the Chair in his or her absence.

Section 4. Quorum. A majority of the Steering Committee shall constitute a quorum.

Section 5. Powers. The Steering Committee shall be the decision making body of the Coalition and shall actively pursue its purposes. It shall have supervision, control, and provide direction for the internal and external policy decisions and the strategic direction of the Coalition. The Steering Committee shall oversee all Task Forces groups and appointed committees or other Task Force groups as needed. Specific responsibilities include:

1. Strategic planning
2. Seek funding, training, and educational opportunities for members
3. Establishing connections to the community
4. Recruiting new members
5. Provide support to the Task Force groups

Section 6. Qualifications. The Steering Committee shall at the time of their election and throughout their term of office be themselves members in good standing of the Coalition. Each Steering Committee member shall be expected to serve on a Task Force. Any elected Steering Committee member who ceases to be a member shall not be qualified to continue as a member of the Steering Committee and shall resign effective the date of termination as a Member of the Coalition. Exceptions may be made to the above requirements at the discretion of the Steering Committee for hardship or other extenuating circumstances. Additional qualifications for membership on the Steering Committee may be amended from time to time by resolution duly adopted by the Steering Committee.

Section 7. Meetings. The Steering Committee shall meet at least six times a year. Notice of time, place and purpose of each meeting shall be sent to the Steering Committee at least seven days prior to the meeting.

Section 8. Attendance. The Steering committee members are expected to attend all meetings of the Steering Committee. If a Steering committee member has two unexcused absences from meetings in any calendar year, the Steering Committee may appoint a replacement

Steering committee members may participate in meetings by any means of communications, including telephone or video conference capability or by sending a representative. Participation in the meeting by such means constitutes presence in person at the meeting.

ARTICLE VII

Executive Committee

- Section 1. Purpose.** a small decision making body made up of the coalition officers which can make decisions quickly.
- Section 2. Composition.** The Executive Committee shall include all the officers of the Coalition and the Coalition Coordinator (ex-officio).
- Section 3. Meetings.** The Executive Committee shall meet as needed. Meetings may be called by the Chair or at the request of any members of the Executive Committee.
- Section 4. Quorum.** A majority shall constitute a quorum for the transaction of business at meetings of the Executive Committee
- Section 5. Powers.** Between meetings of the Steering Committee, the Executive Committee shall exercise all its powers and duties. The Executive Committee shall report to the Steering Committee its action, which shall be subject to the approval of the Coalition Steering Committee.

ARTICLE VIII

Task Forces

- Section 1. Purpose.** The Coalition will form Task Forces to guide and/or conduct activities that include, but are not limited to, (a) School Health; (b) Worksite Wellness; (c) Built Environment; (d) Healthcare; (e) Nutrition and (f) Others as designated by the Steering Committee.
- Section 2. Leadership of Task Forces.** The leadership of each Task Force will be comprised of a Chair and Vice Chair.
- Section 3. Task Force Committees.** All Task Force committees shall maintain written minutes of committee meetings that are submitted to the Coalition Coordinator within three days of the meeting.
- Section 4. School Health.** The School Health Task Force shall be responsible for implementing strategies aimed at achieving coalition goals in school settings and childcare facilities.
- Section 5. Worksite Wellness.** The Worksite Health Task Force shall be responsible for implementing strategies aimed at achieving coalition goals in the workplace.

- Section 6. Built Environment.** The Built Environment and Community Task Force shall be responsible for implementing strategies aimed at achieving coalition goals in the built environment and community at large.
- Section 7. Health Care.** The Health Care Task Force shall be responsible for implementing strategies aimed at achieving coalition goals in the healthcare and health insurance systems.
- Section 8. Nutrition.** The Nutrition Task Force shall be responsible for implementing strategies aimed at achieving coalition goals of access to and consumption of healthy food.

ARTICLE IX Staff

- Section 1. Staff.** The Coalition shall be staffed according to need and as available funding permits for efficient management of the Coalition and the County Coalitions.
- Section 2: County Coalition Coordinator.** The Coalition Coordinator shall serve under the supervision of the Coalition Director and lead in the development of a county wide nutrition and physical activity coalition (NPAC). The Coordinator shall attend all Kauai Steering Committee meetings and shall be an ex-officio member of every committee of the Coalition. The coordinator will recruit, train and retain coalition members. Other duties and responsibilities of the Director are described in the official job description that is available upon request.

ARTICLE X Committees

- Section 1: Standing Committees.** Through the adoption of a resolution by the Steering Committee, committees may be created or dissolved as needed. Such committees do not have nor exercise the authority of the Steering Committee in the management of the Coalition. The standing committee of the Coalition is:
- a. **Nominating Committee.** The Nominating Committee shall consist of a minimum of three (3) voting members. The Coalition Chair shall appoint the Nominating Committee members from the Coalition membership and the Steering Committee. The Nominating Committee shall prepare a slate of nominees for the elected officers and directors.
- Section 2: Other *Ad hoc* or Standing Committees.** Additional committees may be formed based on need. Any committee shall be chaired by a Steering

Committee Member or by the Coalition Coordinator, as appointed by the Chair with the approval of the Steering Committee. Committee Chairpersons may draw from the membership at large for appointment to such committees. Any such committees shall maintain written minutes of committee meetings and shall provide the minutes to the Steering Committee for inclusion in the official records of the Coalition.

Section 8. Limitations. All committees shall have only such powers as are of a deliberate and advisory nature and shall not act except as they are specially empowered by the Steering Committee and as otherwise provided herein.

ARTICLE XI Contributions

Section 1. The Coalition will not have corporate relationships with companies or their corporate subsidiaries or parents whose products or activities directly conflict with the Coalition's vision, mission, or goals.

ARTICLE XII Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Coalition in all cases to which they are applicable and they are consistent with these bylaws and any special rules of order the Coalition may adopt.

ARTICLE XIII Amendments

Section 1. These bylaws, or any part thereof, may be amended by a majority vote of members present at the annual meeting or at the Steering Committee of this Coalition at any regular meeting or at any special meeting called for such purpose, provided that the proposed amendments as proposed by the Steering Committee have been provided in writing to each member of the Steering Committee at least seven days prior to such meeting.

ARTICLE XIV Indemnification

Section 1. The policy of this coalition is to indemnify and hold harmless any officer, director, member of a committee, member, coalition director, or other agent of the coalition, their personal representatives and heirs, against expenses,

judgments, fines, settlements and other amounts actually and reasonably incurred in connection with actions taken on behalf of the Coalition, if such person acted in good faith and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.