

**BYLAWS
of the
BIRMINGHAM METROPOLITAN DIVERSITY COALITION**

**ARTICLE I
Name**

Section 1. **Name.** The name of the organization shall be the Birmingham Metropolitan Diversity Coalition, hereafter referred to as the Coalition.

**ARTICLE II
Mission & Statement of Purpose**

Section 1. **Mission.** The mission of the Coalition shall be:

1.1 to serve as a catalyst for one community living in harmony, where diverse, independent leaders create understanding, justice and unity through honest dialogue, principled advocacy and courageous engagement on issues related to human dignity and equality;

1.2 to create systematic, constructive dialogue among broadly-representative leaders to build community, consensus and action agenda on issues related to the Birmingham metro area's growing diversity; and

1.3 to provide appropriate support for the missions and activities of its member organizations.

Section 2. **Purpose.** The purpose of the Birmingham Metropolitan Diversity Coalition (hereinafter, "BMDC") is to provide a regional support and coordinating body. BMDC will not duplicate or replace any existing organization or agency nor will it take partisan political stands or support candidates for political office. However, there are a number of special interest groups that meet periodically to discuss matters of common concern for their particular area of interest. These special interest groups may utilize BMDC as a forum to test community awareness and acceptance for new ideas and initiatives. If there were broad support for a new idea or initiative BMDC would be a vehicle to foster partnerships that would strengthen implementation and help conserve money and resources by avoiding duplication.

Section 3. **Definitions.**

3.1 "Members" and "Membership" shall refer to the Coalition.

**ARTICLE III
Membership**

Section 1. **Membership.** Membership in the Coalition is open to any individual, faith organization, business, corporation, firm, association, club, service agency, government body, educational institution, or other group that endorses the purpose of the organization and is committed to achieving this mission. All members shall affirm and register their membership periodically as determined by the Board of Directors to ensure that a current membership list is

maintained.

Section 2. **Categories of Membership.** Membership shall consist of three categories: Individual, Institutional and Corporate. Each Institutional and Corporate Member shall designate one official representative and one alternate who will function in the absence of the representative.

Section 3. **Annual Contributions.** All members shall make annual contributions to support the Coalition's activities, according to a schedule approved by the Board of Directors.

Section 4. **Pledge of Commitment.** All members shall sign annual pledges of commitment to meet specific expectations for participation.

Section 5. **Membership Rights.** All Members shall have the right to fully participate in Coalition meetings and events, vote on leadership and serve as required.

Section 6. **Membership Extended To Community Affairs Community.** Recognizing the historic and abiding role of the Community Affairs Community (CAC) of Operation New Birmingham as a diverse weekly forum to address racial and ethnic concerns, and to help capture and embrace the full benefits of the CAC's ongoing deliberations, the Coalition extends full membership to CAC and its members, who shall be exempt from Coalition fees but subject to all other Coalition responsibilities.

ARTICLE IV Fiduciary Partner

Section 1. **Fiduciary Partner.** The Coalition shall engage as its fiduciary partner, Operation New Birmingham (ONB), 505 20th Street North, Suite 150, Birmingham, AL 35203, a 501(c)(3) tax-exempt organization, which shall receive, hold, and disburse funding donated or otherwise allocated to the Coalition, according to directives by the Coalition's Board of Directors, until such time as the Coalition obtains its own 501(c)(3) tax-exempt status. The fiduciary partner shall provide staff support, paid for with revenue generated by the Coalition.

ARTICLE V Officers

Section 1. **Officers.** The officers of the Coalition shall be two Co-Chairpersons, 1st Vice Chair, 2nd Vice-Chair, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Coalition. The officers shall have authority to sign checks to disburse Coalition funds.

Section 2. **Election of Officers.** Officers shall be elected from the membership of the Coalition in accordance with Article IX, Section 2. No member shall hold more than one office at a time. The officers shall serve a two-year term that shall commence at the close of the November meeting.

Section 3. **Co-Chairpersons.** Responsibilities of the Co-Chairpersons shall include presiding at meetings of the Coalition and the Board of Directors; representing the Coalition in activities involving other private and public agencies, community events, the media, and similar matters; preparing an agenda for meetings of the Board of Directors; ensuring timely

communication of Coalition activities to its members; ensuring compliance of Coalition activities with its bylaws and the requirements of other organizations with which the Coalition interacts on a formal basis (for example, funding and community agencies), and otherwise serving the Coalition as it may request or require. When both Co-Chairpersons are present at a meeting of the Coalition, the meeting shall be presided over as determined by the Co-Chairpersons. In the absence of one Co-Chairperson, the other Co-Chairperson shall preside at the meetings of the Coalition.

Section 4. **1st Vice-Chair.** Responsibilities of the 1st Vice-Chairpersons shall include assisting the Co-Chairpersons with those activities deemed appropriate by the Co-Chairpersons, acting in place of the Co-Chairpersons when the Co-Chairpersons are unavailable, and, when duly delegated by the Co-Chairpersons or Coalition, representing the Coalition in activities involving community events, the media, and similar matters.

Section 5. **2nd Vice-Chair.** Responsibilities of the 2nd Vice-Chairperson shall include assisting the Co-Chairpersons with those activities deemed appropriate by the Co-Chairpersons, acting in place of the Co-Chairpersons when the 1st Vice-Chairperson is unavailable, and, when duly delegated by the Co-Chairpersons or Coalition, representing the Coalition in activities involving community events, the media, and similar matters

Section 6. **Secretary.** Responsibilities of the Secretary shall include making arrangements for meetings of the Coalition and the Board of Directors; taking and publishing minutes of meetings of the Coalition and the Board of Directors; ruling on parliamentary matters; publishing Coalition reports; assisting with Coalition correspondence and announcements; administering ballots and counting votes for Coalition decisions, and, when duly delegated by the Co-Chairpersons or Coalition, representing the Coalition in activities involving community events, the media, and similar matters.

Section 7. **Treasurer.** Responsibilities of the Treasurer shall include making expenditures in accordance with the budget and as authorized by the Board of Directors, keeping account of all receipts and disbursements and furnishing to the Coalition a monthly report. The Treasurer shall also serve as chair of the Finance Committee.

ARTICLE VI

Vacancies

Section 1. **Succession of 1st Vice-Chairperson.** When one of the offices of Co-Chairperson becomes vacate, the 1st Vice-Chairperson shall automatically succeed to the position of Co-Chairperson.

Section 2. Succession of 2nd Vice-Chairperson. The 2nd Vice-Chairperson shall automatically succeed the 1st Vice-Chairperson when the office becomes vacant.

Section 3. **Officer Vacancies.** If a vacancy occurs in the office of 2nd Vice-Chairperson, Secretary or Treasurer, the Board of Directors shall fill the vacancy from among the members of the Coalition, subject to approval by the Coalition at the next general meeting. The replacement shall serve for the remainder of the term of the vacant position.

ARTICLE VII

Meetings of the Coalition

Section 1. **Quarterly Meetings.** Quarterly regular meetings of the Coalition shall be held to consider recommendations from working groups, endorse projects, speak to public issues, and conduct its business. The quarterly regular meetings of the Coalition shall be held on the third Thursday at 11:00 a.m. beginning in February 2007, on the third Thursday at 11:00 a.m. and each third month thereafter.

Section 2. **Special Meetings.** Special meetings of the Coalition may be called by the Co-Chairpersons or a majority vote of the Board of Directors or upon the request of ten members of the Coalition, upon 5-days written or electronic mail notice to the membership. Notice of special meetings of the Coalition shall specify the location, day, hour and purpose of the meeting in the written or electronic mail notice.

Section 3. **Quorum.** Members present at a duly called regular or special meeting shall constitute a quorum and shall be duly authorized to make decisions on behalf of the Coalition.

Section 4. **Proxy Voting.** There shall be no proxy voting by the Members of the Coalition.

ARTICLE VIII Board of Directors

Section 1. **Members.** The Board of Directors, shall consist of not less than seven (7), or more than thirteen (13) members including officers. The number of Board of Directors members to be elected shall be determined by consensus and acclamation or if necessary by a majority vote of members present at the regular November meeting. Once determined, the number of members to be elected to the Board of Directors shall remain in effect unless the membership elects to change that number at the next regular November meeting or any time by a 2/3 vote of the members present at any meeting. The Board of Directors shall be comprised of the Co-Chairpersons, 1st Vice-Chairperson, 2nd Vice-Chairperson, Secretary, Treasurer and one, three, five, or seven at-large members elected by the Coalition. The first Directors elected to the Board of Directors, and successors shall hold office as the initial members of the Board of Directors until their successors shall have been elected and qualified.

Section 2. **Term of Office.** The officers and at-large members of the Board of Directors shall serve two-year terms that shall commence at the close of the November meeting. The at-large members shall serve in staggered terms. The Nominating Committee shall designate the at-large seats that will initially carry a term of one year. At the next annual November meeting, the seats that carried a term of one year shall thereafter carry a term of two years. Any member present at the meeting may call for voting by secret ballot.

Section 3. **Duties.** The Board of Directors shall set the agenda for each Coalition meeting, have general supervision of the affairs of the Coalition between its business meetings; fix the hour and place of the meetings; make recommendations to the Coalition; research, decide and voice public positions for the Coalition at such times that the Coalition cannot convene; and perform such other duties as are specified in these bylaws. The Committee shall be subject to the orders of the Coalition, and none of its acts shall conflict with action taken by the Coalition.

Section 4. **Monthly Meetings.** The regular meetings of the Board of Directors shall be held on the fourth Thursday of each month. Notice of the regular meetings of the Board of Directors shall specify the location, day, and hour of the meeting in the written or electronic mail notice. Meetings of the Board of Directors shall be open to all members of the Coalition.

Section 5. **Quorum.** A quorum shall be required for all Board of Directors actions. A quorum shall consist of half of the membership of the Board of Directors plus one. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.

Section 6. **Special Meetings.** Special meetings shall be called by the Co-Chairpersons or any officer or upon the request of a majority of the Board of Directors, upon 3-days written or electronic mail notice to the membership. Notice of special meetings of the Board of Directors shall specify the location, day, hour and purpose of the meeting in the written or electronic mail notice.

Section 7. **Emergency Actions.** All emergency actions taken by the Board of Directors shall be submitted for ratification by consensus and acclamation or if necessary by a majority vote of members present at the next general meeting of the Coalition. Should a consensus or majority of the membership present vote in opposition to an emergency action by the Board of Directors, the emergency action shall be declared nullified.

Section 8 **Member Participation.** The Board of Directors shall monitor member performance under annual personal pledges (Article III, Section 3). Prior to imposing or recommending a sanction of any member to the Coalition, the Board of Directors shall, to the extent feasible, provide the member with reasonable opportunity to correct noncompliance with the requirements of membership. In the event of a material failure to comply with the requirements of membership, a member may be censured, suspended, or excluded from membership. Except in extraordinary circumstances, no member shall be suspended or excluded from membership unless the member has been previously censured.

Section 9. **Annual Report.** The Board of Directors shall present an annual report of the activities and accomplishments of the Coalition at its regular November meeting.

Section 10. **Proxy Voting.** There shall be no proxy voting by members of the Board of Directors.

ARTICLE IX. Committees

Section 1. **Standing Committees.** The Coalition shall maintain two standing committees – the Web Site Committee and a Finance Committee. The Coalition shall also maintain an Ad hoc Nominating Committee and may appoint other Ad hoc committees from time to time as deemed appropriate by the Board of Directors. The purpose, authority, and length of existence of these committees shall be determined by the Board of Directors and approved by consensus and acclamation or if necessary by a majority vote by the membership of the Coalition.

Section 2. **Nominating Ad Hoc Committee.** At the regular August meeting, the Coalition shall elect a five member Nominating Committee by consensus and acclamation or if

necessary by a majority vote of the members present. The Nominating Committee shall nominate officers, at-large members of the Board of Directors and two members to serve on the Finance Committee. The Nominating Committee shall provide a report of its nominations to the Coalition in writing or by electronic mail no less than two weeks before the November meeting. Additional nominations from the floor shall be permitted at the November meeting. Members present at the November meeting shall constitute a quorum. Election by the Coalition of the officers, at-large members of the Board of Directors and members of the Finance Committee shall be by consensus and acclamation or if necessary by majority vote of the members present. The Nominating Ad Hoc Committee shall dissolve at the conclusion of the regular November meeting.

Section 3. **Web Site Committee.** The Board of Directors shall appoint a Web Site Committee and web master to assist the Coalition in creating and maintaining the Coalition's web site, currently located at <http://www.birminghammetrodiversitycoalition.org/>. The web master need not be a member of the Coalition. Responsibilities of the committee and web master shall include creating and updating a web site to include minutes, reports, announcements, and other documents of the Coalition as determined by the officers. The web master also shall be responsible for appropriate security and control of the web site consistent with Coalition policies.

Section 4. **Finance Committee.** The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and the Coalition. The Coalition must approve the budget, and all expenditures must be within the budget. The fiscal year shall be a calendar year commencing January 1 and ending December 31. Quarterly reports are required to be submitted to the Coalition showing income, expenditures and pending income. The financial records of the Coalition are public information and shall be made available to the Coalition members and the public. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Coalition members. The Treasurer shall make a report at each Coalition meeting.

ARTICLE X

Consensus and Parliamentary Authority

Section 1. The Coalition shall model harmony for the broader community by governing itself to the greatest extent possible through consensus-building and the expression of its collective will through acclamation. Should the presiding officer in any Coalition meeting deem it necessary to invoke parliamentary procedure, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern as consistent with these bylaws and other special rules adopted by the Coalition.

ARTICLE XI

Amendment of Bylaws

Section 1. These bylaws may be amended at any regular meeting of the Coalition by consensus and acclamation or by a two-thirds vote of the members present if necessary, provided that the amendment has been submitted in writing at the previous regular meeting. Modifications to the amendment may be made at the meeting at which a vote is taken.

Adopted by vote of the Board of Directors, this the ____ day of _____, 2007.

Co-Chairperson

Co-Chairperson

Secretary

Drafted: May 1, 2006
Revised: May 11, 2006
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