

Nashville Voluntary Organizations Active in Disasters (VOAD)

BYLAWS OF THE ORGANIZATION

Section A: Overview and Mission

I. Mission

Nashville VOAD is a humanitarian association of independent voluntary organizations who may be active in all phases of disaster within Davidson County, Tennessee. Its mission is to foster efficient, streamlined service delivery to people affected by disaster, while eliminating unnecessary duplication of effort, through cooperation in the five phases of disaster: planning, preparedness, response, recovery, and mitigation.

II. Overview

Nashville VOAD is a network of organizations active in disaster. Each Nashville VOAD participant organization maintains its own identity and independence while closely collaborating with other Nashville VOAD participant organizations at the local, state, and national levels.

Nashville VOAD accomplishes its mission by adhering to the following principles:

- a. *Cooperation*: Foster cooperation among Nashville VOAD participant organizations at all levels and in all phases of disaster.
- b. *Coordination*: Coordinate services among Nashville VOAD participant organizations. Nashville VOAD may also provide links to national and international disaster relief organizations. Nashville VOAD serves as an advocate and liaison between participant organizations and the county.
- c. *Communication*: Exchange and disseminate information among Nashville VOAD participant organizations, the public, as well as local and state agencies.
- d. *Collaboration*: We dedicate ourselves to achieving specific goals and to undertake specific projects at disaster sites. We form partnerships prior to and during the disaster response.
- e. *Education*: Providing training to increase awareness, preparedness, and long-term recovery.
- f. *Mitigation*: Supporting the efforts of federal, state, and local agencies.
- g. *Outreach*: Encourage participation by existing VOAD member organizations and recruit new organizations to affiliate with Nashville VOAD.

Section B: Participant Organizations

I. Categories of Membership:

- a. Full Member - Organizations, which meet all of the following criteria, are eligible for the Full membership in the Nashville VOAD:
 - i. Organizations with voluntary memberships and constituencies, which are not for-profit, that is those qualified under the IRS Code as 501(c) (3).
 - ii. Organizations must have a disaster response program and policy for commitment of resources to meet the needs of people affected by disaster without discrimination.
- b. Affiliate Member – Affiliate membership may be granted to organizations with disaster planning and operations responsibilities or capabilities that do not meet all the criteria for Full Membership. However, the organization has a disaster response program and policy for commitment of resources to meet the needs of people affected by disaster without discrimination.
- c. Government Liaison (non-voting) – Government liaison membership may be offered to state and local government agencies and/or organizations.
- d. Private Liaison (non-voting) – Open to Private Sector entities that bring resources to the VOAD movement, demonstrate a commitment to support the VOAD mission. Additional specific criteria for each category of Membership and Partnership may be defined from time to time by the Board of Directors.

II. Requirements of Participants:

- a. Meet one of the participant criteria of the Nashville VOAD.
- b. Support the mission of the Nashville VOAD.
- c. Have an authorized representative at Nashville VOAD membership meetings.

III. Membership Application Procedures:

- a. Organizations requesting membership status may apply to the Nashville VOAD Board of Directors describing their intended commitment to the organization. Applicant organizations are encouraged to attend Nashville VOAD membership meetings while their application is being reviewed.
- b. The Nashville VOAD Board of Directors will approve or deny the application as well as determine the category of membership of the applicant organization using the Nashville VOAD bylaws at the next Nashville VOAD board meeting within 90 days of the date of application. A denial of membership application will be explained to the organization.

IV. Responsibilities of Members:

- a. Nashville VOAD members must be committed to sending an authorized representative to attend Nashville VOAD meetings. If the representative cannot be present, he/she may designate an alternate representative to attend and vote.
- b. Member organizations should notify Nashville VOAD of any changes to the authorized representative within thirty days.
- c. Nashville VOAD may request a change in authorized representative.

V. Termination of Membership:

- a. Nashville VOAD member organizations may voluntarily withdraw by notifying the Nashville VOAD board of directors in writing.
- b. Membership status may be terminated by request of the Nashville VOAD board of directors. Criteria for termination will be determined by the board of directors.

VI. Meetings:

- a. Nashville VOAD meetings are open to the public and members are encouraged to attend.
- b. The Board of Directors shall meet at least **four times per year** for regular stated meetings. Meetings may be held as conference calls when in person meetings are not possible. Nashville VOAD Board meetings shall be guided by the most recent edition of the *Roberts Rules of Order* except as otherwise provided for in these bylaws.
- c. General Meeting Membership meetings will be held **four times per year** which includes an annual meeting to be held on a date to be determined by the Board of Directors. Meetings may be held as conference calls when in person meeting is not possible.
- d. Emergency Meetings:
 - i. Emergency meetings to meet the needs of disaster events (or drills) can be called at any time by the Nashville VOAD with minimal notice.
 - ii. Teleconferencing is an option for meetings to facilitate the mission of Nashville VOAD.
 - iii. Emergency meetings are open to agencies with specific response & recovery responsibilities.

VII. Quorum:

At any meeting of the Members, one-third of the Members entitled to vote, represented

in person or by written proxy, shall constitute a quorum. If less than the said number of the Members are present or represented at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

VIII. Voting at General Membership Meetings:

- a. Each Full Member or Affiliate member organization is entitled to one vote.
- b. Voting by proxy shall be permitted with adequate notification to the board.
- c. Some votes could occur online and notification of the vote will be sent to the primary representative of Full Member or Affiliate member organizations.
- d. All votes shall pass by simple majority vote.
- e. All votes (formal or consensus reached) will be recorded in the meeting minutes.

Section C: Officers

I. Selection:

- a. Officers are nominated and voted on at the last regular business meeting of the calendar year. The term of office begins with the next business meeting of Nashville VOAD and shall be for a period of two years from the date of installation. Officers must be a designated representative of a Full Member or Affiliate member organization. Any designated representative of a Full or Affiliate member organization of the Nashville VOAD may nominate officers.
- b. Nominations must be seconded to be accepted for placement on the ballot. A list of the accepted nominees must appear on the agenda for the first regular business meeting of the calendar year. These officers are elected by designated representatives of a Full or Affiliate member organization of the Nashville VOAD. Nominations for officers will be open in the 4th quarter of the calendar year.
- c. No single agency will be allowed to hold more than one officer position. When an officer's position is vacated, the Chairperson shall call for nominations and an election held within the next business meeting to select a replacement to serve the unexpired term.
 - i. The election may be held electronically if so decided on by the Board of Directors.
- d. The Board of Directors consists of the following Officers:
 - i. Chair
 - 1. Function: presides at meetings, acts as spokesperson, and represents Nashville VOAD, delegates tasks as pertains to Nashville VOAD business,
convenes meetings, provides leadership, and nominates committee members to be voted on by the Board. The Chair with the consent of the

voting designated representatives of Full or Affiliate member organizations may engage in external contracts.

ii. Vice-Chair

1. Function: Acts on behalf of the chair in the absence of or at the request of the Chairperson. Provides guidance and support to the Membership Committee, Communication Committee, Policies and Procedures Committee, and any ad hoc Committees. Ascends to Chair at the end of the current Chair's term.

iii. Secretary:

1. Function: Maintains organizational records, makes meeting notifications, and keeps minutes of meetings.

iv. Treasurer:

1. Function: Oversees the finances of Nashville VOAD and reports to the Board on a regular basis and provides leadership for the agency's fiscal accountability. Provides guidance and support to the Finance Committee.
2. The Treasurer will be a representative of the fiscal sponsor (Community Foundation of Middle Tennessee)

Section D: Board of Directors

The management of the organization shall be exercised by and under the authority of the Board of Directors.

I. The membership of the Board of Directors:

- a. The Board of Directors shall consist of up to 15 individuals, eleven of which are to be elected at an organization meeting as follows:
 - i. The four officers of the organization.
 - ii. Up to ten at-large directors whose terms shall be two years. Terms may be renewed with no limits in terms. Terms shall be staggered, so that at least one new member is elected each year. Each member organization is allowed one board member, unless representing separate ESFs (i.e. ESF 14.2 Volunteers, ESF 14.1 Cash Donations, ESF 14.3 Material Donations, ESF 15 Recovery, etc.).
 - iii. One Government Liaison director (non-voting) shall be appointed by Local Emergency Management.
- b. An individual member of the Board of Directors may resign at any time by

delivering written notice to the Chair or Secretary.

c. A member of the Board of Directors shall automatically be removed:

i. If the organization of which he/she represents ceases to be a member of Nashville VOAD.

ii. If he/she is convicted of a felony.

iii. If he/she commits an act of moral turpitude as determined by the Board of Directors.

d. A board member may also be removed by two-thirds vote of the delegates at a general membership meeting. If this action is to be taken, it must be recorded in the minutes and placed on the agenda of such meeting, with two weeks' notice given.

e. Any vacancy of the Board of Directors may be filled by the Board consulting with the member organizations and electing an individual to serve the remainder of the unexpired term.

II. Functions of the Board of Directors:

a. To determine the organization's vision, mission, goals and organization-wide policies and priorities with assistance and recommendations from the organizational participants.

b. To authorize committees and task forces, as it deems necessary to fulfill the purpose and direction of Nashville VOAD to oversee their work.

c. To designate member/s authorized to make public statements in the name of Nashville VOAD.

d. To set the agenda for organization meetings.

e. To evaluate the work of Committees and Task Forces and to make decisions regarding the continuation, modification, or elimination of units and/or work.

f. To establish any new structures or work that it deems necessary in light of the organization's vision and mission.

g. To create committees and task forces as it deems necessary.

h. Upon recommendation of the Chair, to fill vacancies on Committees, and Task Forces.

III. Meetings of the Board of Directors:

a. The Board of Directors shall meet at least four times per year for regular stated

meetings.

- b. Special meetings may be called by the Chair, or upon written request of five or more members of the Board of Directors.
- c. Meetings may be held by any means of communication that allows all participating directors to simultaneously hear or read each other's communications.
- d. A simple majority of the number of members of the Board of Directors then in office shall constitute a quorum. Voting shall be by directors present at the meeting, or if quorum is not met, a virtual electronic vote will close within a 5 day period.
- e. Notice of the time and place of all meetings shall be given by the secretary, or designee, to each director by telephone or any electronic method at least forty-eight hours before the time set for the meeting.
- f. Attendance at any meeting shall be waiver of any notice unless at the beginning of such meeting the individual objects to holding the meeting or transacting business at the meeting or objects to considering a matter not within the purpose of the meeting.

IV. Standing Committees of the Board:

The Nashville VOAD board of directors shall appoint members to the Standing Committees on an annual basis. Standing Committees shall establish their own operating procedures provided they are in accordance with the bylaws and any directions of the Board of Directors.

a. Standing Committees:

i. Executive Committee

1. Membership:

- a. Shall consist of officers of the board and chairs of each committee. Terms shall be for one year and are renewable.

2. Functions:

- a. To conduct the business of the Board of Directors.
- b. Annually review and approve membership dues, if any.

ii. Membership Committee

1. Membership:

- a. Shall consist of two board members and may include other members of Nashville VOAD. Terms shall be for one year and are renewable.

2. Functions:

- a. To maintain an accurate membership role and resources.
- b. To review and update membership agreements.
- c. To encourage new applications for membership.
- d. To encourage current participants to be active in the work of VOAD and long-term recovery.

iii. Communication Committee

1. Membership:

- a. Shall consist of at least 1 board member and additional members who have communication experience.

2. Functions:

- a. To support the Nashville VOAD website.
- b. To develop membership communication strategies.
- c. To develop a media and outreach strategy for the Nashville VOAD.

iv. Ad hoc Committees of the Board

1. Membership:

- a. The Nashville VOAD board of directors may create Ad Hoc Committees and appoint members as needed.

2. Function:

- a. Ad Hoc Committees shall establish its own operating procedures provided they are in accordance with the bylaws and any directions of the Board of Directors.

Section E: Amendments

Amendments to these bylaws may be made by a two-thirds majority vote at a Nashville VOAD board meeting. Notice of Amendments to the bylaws will be sent at least seven days in advance of the meeting/electronic vote. Amendments must be moved and seconded at a properly noticed board meeting to be voted on at the following board meeting.

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