

VIRGINIA CRISIS INTERVENTION TEAM COALITION

BYLAWS

Originally Stated May 1, 2018
1st Amended and Restated January 9, 2020
2nd Amended and Restated June 1, 2023

Amended August 8, 2024

BYLAWS OF THE VIRGINIA CIT COALITION

ARTICLE I

Section 1: Name: The name of the Corporation is: Virginia CIT Coalition

ARTICLE II - PURPOSE

The Corporation is an unincorporated membership organization whose primary purpose is to facilitate understanding, development and implementation of Crisis Intervention Team (CIT) programs based on the approved Essential Elements adopted by the Board of Directors of CIT throughout the Commonwealth of Virginia. Our purpose is to promote and support collaborative efforts to create and sustain more effective interactions among law enforcement, mental health care providers, individuals with mental illness, their families and communities and to reduce stigma related to mental illness. The Corporation works to accomplish this purpose by 1) raising public and stakeholder awareness through education and outreach, 2) establishing and disseminating recommended standards for developing, implementing and sustaining CIT programs based on the Essential Elements of Virginia Crisis Intervention Team Programs, 3) providing assistance to communities interested in developing CIT programs, 4) supporting research and evaluation of CIT programs and 5) partnering with CIT programs across the Commonwealth of Virginia to hold CIT Conferences.

The Virginia CIT Coalition is comprised of five (5) regional CIT Coalitions from across the Commonwealth of Virginia. These regions, which correspond with the Virginia Department of Behavioral Health and Developmental Services (DBHDS) Regions, are: Northern, Western, Southwestern, Central, and Hampton Roads.

ARTICLE III - AFFILIATIONS

The Corporation may, from time to time, enter into agreements with other organizations or governmental organizations in order to achieve its purpose. Such affiliations shall be entered into and or severed as determined by the Board of Directors according to the authority and procedures set forth herein.

ARTICLE IV - MEMBERSHIP

This Corporation shall be a membership Corporation as defined by the Nonstock Corporation Act of the Commonwealth of Virginia.

Members of the Virginia CIT Coalition shall be drawn from the public and consist of those who support the purpose, goals, and values of the Virginia CIT Coalition.

Members in good standing shall be entitled to vote on those matters brought before them by the Board of Directors in a manner as agreed upon by the Board of Directors. Members in good standing shall be defined as having paid his or her dues in full, having conducted himself/herself as an individual of good character and has acted in good faith in making reliable ethical judgments, and who has not engaged in negligent or willful behavior that may cause damage to the Corporation.

ARTICLE V – BOARD OF DIRECTORS

Section 1: **General Powers:** The corporate powers shall be exercised under the authority of, and the business affairs of the Corporation governed by, a Board of Directors that shall consist of not less than seventeen (17) and not more than twenty-one (21) persons. The exact number of directors shall be fixed from time to time, within the limits set forth herein, by the Board of Directors. The initial Board of Directors shall be established at seventeen (17).

Section 2: **Meetings:** The Board shall meet six times per year and shall hold other meetings and conduct business by telephone, email, or other electronic means as necessary.

Section 3: **Special Meetings:** Special meetings may be called by the President or upon request by any three (3) members of the Board. The request, purpose and business to be transacted shall be specified in any special meeting notice.

Section 4: **Meeting Notices:** Notice of the time, place and manner of any and all meetings of the full Board of Directors shall be given to each member at least seventy-two (72) hours prior to the time of holding said meeting.

Section 5: **Quorum and Voting:** A majority of the elected Board of Directors shall constitute a quorum at any meeting; and a majority of those present in either case shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws. Voting proxy is prohibited. In the event that an elected member of the Board is temporarily incapable of fulfilling their duties as a member of the Board, and is recognized by the Executive Committee as being on a leave of absence, they will not be counted when determining a quorum.

Special Item Voting: A singular and specific item requiring Board action may be conducted by email discussion and voting if approved by the President and two additional Directors without calling a special meeting. Details of the specific item to be discussed and voted upon, as well as manner and time frames to conduct such, will be included in the notice to the full Board of Directors.

Section 6: **Duties:** In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the Corporation purposes as stated in the Statement of Purpose contained in these Bylaws and the expressed consensus of the members. It shall be the continuing responsibility of

the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

- Section 7: **Participation in Meetings by Conference Telephone**: The Board may hold its meetings through the use of teleconferencing, electronic conferencing, or similar communications equipment whereby all participants can speak to and hear each other simultaneously. When in person meetings of the Board of Directors are convened, members may participate in such meetings by teleconference.
- Section 8: **Executive Committee**: An Executive Committee shall oversee and have standing authorization to provide the approval for the essential day-to-day operations of the Corporation and may meet independently from meetings of the full Board of Directors as deemed necessary by the Executive Committee members to fulfill this requirement. However, the Executive Committee shall seek the input of the full Board of Directors regarding any action item outside of the day-to-day operations requiring attention prior to the next meeting of the Board of Directors and make record of any and all responses. The Executive Committee shall be comprised of the officers of the Corporation as set forth within Article VI Section 1, and the Executive Director, ex officio. The Board of Directors may appoint others as members of the Executive Committee to assist with carrying out the duties of the Executive Committee; however, only the officers of the Corporation have voting powers to address the business of the Corporation brought before the Executive Committee. A majority of the elected officers of the Corporation shall constitute a quorum. All actions of the Executive Committee will require a majority vote of the voting members of the Executive Committee at any Executive Committee meeting at which a quorum is established. The President, or their designee, will lead the meetings and the Secretary, or their designee, will be responsible for minutes of the meeting. Such minutes will be reported at the next meeting of the Board of Directors for discussion.
- Section 9: **Removal for Non-Attendance at Board Meetings**: The failure by an elected Director to attend two consecutive meetings of the Board of Directors or Executive Committee meetings without excuse may serve as a basis for removal of that individual from the Board. The determination of whether a particular individual should be removed for non-attendance shall include consideration of contributions that the individual has made to the organization in his or her capacity as a Director in lieu of attendance at Executive Committee or Board meetings. When the Board of Directors determines that an individual should be removed, that individual shall be notified of the intention to remove and shall have the opportunity to respond and object to such removal before the full Board within 10 days of receipt of notice. Removal from the Board of Directors requires two-third vote of the remainder of the Board.
- Section 10: **Term of Office**: Directors shall hold office for staggered terms of three (3) years each. There are no limits on the number of consecutive terms a Director can serve. Directors may continue in their role until they resign or are removed, as stipulated in Article V, Section 13 of these Bylaws.

- Section 11: **Re-Nomination**: All Directors of the Board may serve no more than two (2) consecutive three-year terms. Directors who have served their maximum term limit may be reelected to the Board after one (1) full year has passed since their past service.
- Section 12: **Nomination and Election**: Each Regional CIT Coalition shall maintain 15 Delegates and is responsible for electing three (3) of its Delegates to represent the region and serve on the Board of Directors. The process for choosing Delegates and electing Directors is left to the discretion of each region. Once each Region has determined the initial staggering of terms for its Directors, as required by Article V Section 10 of these Bylaws, it shall conduct elections, as necessary, to ensure that all duly elected Directors begin service on January 1 of the year following their election. The Virginia Departments of Criminal Justice Services and Behavioral Health and Developmental Services shall be allowed not more than one ex-officio, non-voting Director. The Board of Directors shall strive to maintain a diverse Board membership that shall include no more than three (3) representatives from any region in the Commonwealth and shall maintain a reasonable Board balance of: 1) individuals from law enforcement services; 2) individuals from mental health services; 3) individuals with lived experience, their family members and/or community advocates; 4) other individuals critical to the mission of the Virginia CIT Coalition. In the event that Board membership, as provided by each Regional Coalition, does not achieve a reasonable Board balance, as articulated in Article V Section 12, the Board of Directors may vote to add at-large Directors so long as the addition of members complies with these Bylaws.
- Section 13: **Removal**: The Board of Directors, by a vote of two-thirds of the remainder of the Board, may remove a member of the Board of Directors for cause. Cause shall be defined as failure of a Director, as judged by the two-thirds majority of the Board, to comply with and adhere to the laws of the Commonwealth of Virginia related to nonstock corporations, or the Coalition's Bylaws, policies or general purposes, or found guilty of a felony. Removal for non-attendance is addressed in Article V, Section 9.
- Section 14: **Vacancies**: The Board of Directors, in conjunction with the affected Regional Coalition, may fill a vacancy, which may occur for any reason (resignation, death, removal, etc.). Such vacancy shall be filled, by election of the Regional Coalition, for the remainder of the vacated term. If a person is elected by the Regional Coalition to fill a vacancy and serves more than one year of an unexpired term, such term shall be deemed a full term for the purpose of eligibility for re-election.
- Section 15: **Compensation**: Members of the Board of Directors shall receive no compensation for their services as a member of the Board.
- Section 16: **Parliamentary Authority**: All meetings of the Board, its committees and the Corporation shall be governed by Robert's Rules of Order.

ARTICLE VI – ELECTED OFFICERS

- Section 1: **Officers:** The officers of the Corporation shall be Immediate Past President, President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors shall deem necessary for the proper management of the Corporation.
- Section 2: **Election and Term of Office:** The Board of Directors shall elect all the officers of the Corporation, except for the position of Immediate Past President, by midnight EST January 31, of each year. Their terms of office shall begin on February 1 and end on January 31 of the second year. Each officer shall hold office for a two-year term – or until the officer’s successor shall have been duly elected, or until the officer’s earlier death, resignation, or removal. Officers may be re-elected for additional terms. At the conclusion of a President’s final term, the President is automatically elevated to the office of the Immediate Past President. In case of a vacancy of any Board Officer position, except for the position of Immediate Past President, the Board may call for a “Special Election” to fill the remaining term. If there are no candidates to fill the vacancy, the Board “may appoint” a sitting Board member to fill the vacancy with the approval of the Board, until the next regularly scheduled Officers election, or as stated in any other section of these bylaws.
- Section 3: **Resignation:** An officer may resign at any time by giving written notice of resignation to the President or the Secretary of the Corporation. The resignation is effective when the notice is received by either officer of the Corporation, unless the notice specifies a later effective date.
- Section 4: **Removal:** Any officer elected or appointed to the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.
- Section 5: **Vacancies:** Any officer vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the majority vote of the Board of Directors for the unexpired term.
- Section 6: **Duties of the President:** The President, or the President’s designee, shall call and preside at all meetings of the Corporation and Executive Committee; perform such duties as are required to be done as the Corporation’s chief executive officer; in collaboration with the Executive Committee, appoint all committees and committee chairs at his or her discretion, which appointment may be changed by a two-thirds majority of the committee, and fill any vacancies that may occur in any Committee during the term of office; keep the official records of the Corporation; and exercise such authority as may be from time to time imposed upon or assigned to them by the Board of Directors.

- Section 7: **Duties of the Immediate Past President:** The Immediate Past President shall, subject to the control of the Board of Directors, act in an advisory capacity to the President and the Executive Committee. The position shall be a non-voting, ex officio, member of the Board of Directors and shall have such powers and duties as may be assigned by the Board of Directors.
- Section 8: **Duties of the Vice President:** The Vice President shall carry out the duties of the President during the absence of the President; fill the role of the President in the event the President is no longer able to serve in this capacity; assist the President in the performance of all Corporation business; and in the event of the death, absence, incapacity inability or refusal to act of the President, then the Vice President shall perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to them by the Board of Directors.
- Section 9: **Duties of the Secretary:** The Secretary, or their designee, shall attend all meetings of the Board of Directors, general membership, and Executive Committee and shall record, or have recorded, all votes taken and the minutes of all proceedings; shall retain or have retained all written consents of the Directors; shall perform such other duties as are incident to the office of the Secretary and as may be assigned to the Secretary by the Board of Directors or President of the Corporation; and convene and preside over the meetings of the Corporation and the Executive Committee during the absence of the President and Vice President until the members thereof shall elect a member present to serve as President. The Secretary shall attest the signatures of authorized officers of the Corporation on any instrument requiring attestation.
- Section 10: **Duties of the Treasurer:** The Treasurer shall develop and present an annual budget for review and approval by the Board, shall advise the Board on matters of fiscal policy and serve as Chair of the Audit Committee. The Treasurer shall have supervision and custody of all monies, securities and other valuable properties of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursement of the corporation in books belonging to it. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the corporation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse and supervise the disbursement of funds of the Corporation in accordance with authority of the Board of Directors, taking proper vouchers therefore. The Treasurer shall render to the President and Directors, whenever required, a written detailed account of the transactions of the Treasurer and of the financial condition of the corporation, including a statement of all its assets, liabilities, and financial transactions. The Treasurer shall further perform such other duties as the President or Board of Directors direct and such other duties as usually pertain to the office of treasurer. The Treasurer may, with the consent of the Board of Directors, assign such duties to the staff of the corporation, contracted person, or contracted organization. The Treasurer shall be relieved of all the responsibility for any securities or monies or the disbursement thereof committed by the directors to the custody of any other person or organization, or

the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the corporation.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1: **Employment:** The Board of Directors shall have the option to employ a professional manager, who will be known as the Executive Director, with such duties, for such length of time, and at such compensation as may be determined by the Board of Directors

Section 2: **Duties:** The Executive Director shall manage the day-to-day affairs of the Corporation, under the supervision of the President, in accordance with the Articles of Incorporation, these Bylaws, and any other governing documents. A written employment agreement detailing the duties and responsibilities, shall be developed and approved by the Board of Directors. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign. The Executive Director shall be allowed to attend all meetings of the Board, unless excused by action of the body.

ARTICLE VIII – BOARD COMMITTEES

The President and/or the Executive Committee may act on behalf of the Board to establish committees and appoint members of such committees as deemed appropriate in carrying out its purposes. Any such action establishing such committees shall state the purpose, time line and authority of each committee and its membership. No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Director, or Elected Officer of the Corporation; (c) adopt a plan of merger or consolidation with another corporation or association; (d) amend, alter or repeal any resolution of the Board. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law. Committees may be established to make recommendations for action to the Executive Committee and/or the Board.

Standing Committees: The Board of Directors, by resolution, adopted by a majority of the Directors may designate standing committees. Standing committees established by the Board of Directors are as follows: Finance Committee and Personnel Committee.

Other Committees: Other committees not having and exercising the authority of the Board of Directors and not necessarily having a Director as a member thereof may be designated by resolution adopted by a majority of the Directors in office.

ARTICLE IX – FINANCE

- Section 1: **Fiscal Year**: The fiscal year of the Corporation shall be from January 1 through December 31.
- Section 2: **Contracts**: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instruments in the name of and behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 3: **Checks, Drafts, Evidence of Indebtedness**: All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorse by such person or persons and in such a manner as, from time to time, shall be determined by resolution of the Board.
- Section 4: **Deposits**: All Corporate funds shall be deposited in an account or accounts in the name of the Corporation in a bank or banks or other repository as designated by the Board or shall be invested or reinvested as the Board of Directors, or its designated officer(s), shall direct. Funds shall be expended only to advance the purposes and to pay the proper expenses of the Corporation. No expenses or disbursements of the Corporation shall jeopardize its tax-exempt status with the Internal Revenue Service.
- Section 5: **Audit**: An annual audit or review of the finances of the Corporation shall be conducted by a Certified Public Accountant, and made available to the Board.
- Section 6: **Receipt of Gifts**: The Board of Directors may accept or reject on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Further, the Corporation shall acquire and retain sufficient control over all contributions to assure that such funds will be used to carry out the Corporation's mission.

ARTICLE X – NONDISCRIMINATION CLAUSE

The Directors, officers, committee members, and general members of this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Virginia CIT Coalition not to discriminate, or partner with organizations that are known to discriminate on basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political affiliation, color, religion, or national origin.

ARTICLE XI – DISSOLUTION OF THE CORPORATION

Upon any dissolution of this Corporation, all of its assets remaining after payment to creditors shall be distributed to such organizations, organized and operated exclusively for and as charitable, educational or scientific purposes under Section 501 (c)(3) of the Internal Revenue Code as the Board may determine.

ARTICLE XII – AMENDMENTS

These Bylaws may be altered, revised, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if written notice of proposed changes has been provided to all Directors no less than thirty (30) days in advance of the Board meeting at which such proposed action is to be taken.

Whenever not otherwise provided in the Bylaws, the internal affairs of the Corporation shall be governed by the procedures established in the laws of the Commonwealth of Virginia.

As approved this eight day of August, 2024.

Signed by:

Patrick Halpern

4/4/2025

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Patrick Halpern, President

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Andrea Hess

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Andrea Hess, Vice President

Signed by:

Mandy Lee

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Mandy Lee, Treasurer

Signed by:

Christy Parker

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Christy Parker, Secretary