



VALLEY AIDS COUNCIL
BY-LAWS
(Revised October 2017)

ARTICLE I: NAME, LOCATION AND SERVICE AREA

SECTION 1 - NAME: The name of the organization, as indicated in the Valley AIDS Council Articles of Incorporation, shall officially and legally be Valley AIDS Council, hereinafter indicated as VAC.

SECTION 2 - LOCATION: The principal office shall be at a location designated by the Board of Directors.

SECTION 3 - SERVICE AREA: The designated service area for all VAC programs, activities, and services shall consist of Texas Health Services Region 11 which serves a 19-county area in the Rio Grande Valley.

ARTICLE II: LEGAL STATUS AND PURPOSE

SECTION 1 - LEGAL STATUS: VAC has been determined as a public charity described in sections 509 (a) (1) and 170 (b) (1) (A) (vi) of the Internal Revenue Code, and therefore is an exempt organization under section 501 (c) (3).

SECTION 2 - PURPOSE: VAC is established to provide and expand services to individuals infected, affected or at risk of HIV/AIDS and related co-morbidities. Valley AIDS Council will accomplish this by providing medical care, medical training, research, medical case management, social services, education, prevention, outreach, testing and counseling within our service area.

ARTICLE III: FISCAL YEAR

The fiscal year of the Valley AIDS Council, Inc., shall begin on the first day of September, and end on the last day of August.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1 - SIZE: The Board of Directors of the VAC shall consist of no fewer than eight (8) and no more than twelve (12) members.

SECTION 2 - COMPOSITION: The members of the Board shall be broadly representative of the community in which VAC is located and shall be selected for their expertise in such areas as community affairs, local government, finance, banking, and legal affairs. Consideration shall be given to granting source(s) requirements when determining Board membership makeup.



2.1. At least one (1) member of the Board of Directors shall be a consumer of one or more services offered by the Valley AIDS Council.

2.2. The Executive Director shall participate in Board Meetings unless otherwise directed by the Board of Directors. The Executive Director of the VAC is a non-voting, ex-officio member of the Board.

SECTION 3 - SELECTION: The selection of Board Members shall be made without discrimination on the basis of race, gender, ethnicity, national origin, color or sexual preference. Members of the Board of Directors will be chosen through a democratic procedure as follows:

3.1. The Membership Committee of the Board of Directors shall recruit and screen (to assure that the representative requirements described above are achieved and maintained) to fill positions on the Board of Directors. Potential Board of Directors Candidates must undergo and pass the same criminal background checks as potential VAC Employees.

3.2. The Membership Committee shall submit the names of appropriate candidates to be voted on by the full Board of Directors at meeting before the Annual Meeting, or as vacancies occur.

3.3. Only qualified candidates who have been screened and nominated by the Membership Committee may be considered for election by the Board of Directors.

3.4. The application of the nominated applicant(s) will be shared with Board Members and an interview will be scheduled during a Board Meeting. The same interview questions will be asked of all candidates. The applicant (s) will be interviewed one at a time and once the applicant has been interviewed, they will be released from the Board Meeting. Once all the applicants have been interviewed, Board Members will discuss and vote on which applicants to accept. Board Members will receive a ballot with the names of the nominated members for each position. The Board of Directors will be asked to select the applicants from the listed candidates. Once all ballots have been tallied, unanimous members will be announced. The Board of Directors will then motion to accept the newly selected unanimous members. All candidates interviewed will be notified of the disposition of their application by the Executive Director within a week of their interview.

3.5. If any candidate for interview should need accommodations, the accommodation shall be granted, unless doing so would create undue hardship for Valley AIDS Council.

SECTION 4 - TERM OF OFFICE: In order to establish an orderly rotation of members, immediately following the adoption of these BY-LAWS, the present members, through an impartial method of their choosing, will identify members to serve three year terms.

4.1. A member may serve no more than two consecutive three year terms, and must remain off the Board for twelve consecutive months following completion of such terms before becoming eligible to be considered to return as a voting member to the Board.



4.2. Time served competing the term of a prematurely vacated position shall not be counted as part of a full four year term.

4.3. Board Members are not allowed to take a leave of absence during their term. Any member needing a leave of absence will be asked to resign from the Board of Directors by submitting a letter of resignation.

4.4 In the event a Board Member is physically unable to attend the scheduled Board Meeting they may attend the meeting via Skype or teleconference with the approval of the Board Chair.

*4.5. Any member may have no more than three (3) unexcused absences during a fiscal year. The member shall be notified in writing by the Secretary of the Board that his/her membership has been terminated.

*4.6. The Board Chair is empowered to excuse members from attendance for a reason deemed adequate by the board president. The Chair shall not have the power to excuse themselves from the board meeting attendance and in that case, the board Co-Chair shall excuse the Chair.

4.7. On recommendation of the Executive Committee, and following a notification period of five (5) working days, a Board member may be removed from membership by a 2/3 (67%) vote of members during Executive Session.

4.8. Should the member conclude, for any reason, that it is not possible to continue to serve, they shall submit a letter of resignation.

SECTION 5 - ADVISORY BOARD MEMBERS: VAC recognizes the need to have business and community leaders supporting and providing business counsel to the organization. The Advisory Board will meet at the request of the Board Chair. These members shall be designated as advisory members only and shall not be counted as part of the quorum described in Article VI, Section 1 of these by-laws. Any person who accepts an Advisory Board Member position shall not be allowed to vote during Board meetings but will be encouraged to attend at their discretion and participate in the discussion of the Board. The Membership Committee shall recruit and screen persons who can serve as and if approved shall make up the Advisory Board Members. The term for the advisory members under this subsection shall begin on the month that the Executive Committee approves their membership and is renewed each year at the annual meeting.

SECTION 6 - BOARD FUNCTIONS AND RESPONSIBILITIES:

6.1 Organizational Oversight. Valley AIDS Council is governed by its Board of Directors, which is responsible for the oversight of the Organization by:

1. Determining the organization's mission and purpose.



2. Approving organizational policies, including financial and personnel policies and procedures
3. Approving grant applications
4. Reviewing and approving the annual audit
5. Reviewing financial information
6. Identifying and proactively dealing with emerging issues
7. Interpreting the Organization's mission to the public
8. Soliciting prospective contributors
9. Hiring, evaluating and working with the Executive Director
10. Establishing and maintaining programs and systems designed to assure compliance with terms of contracts and grants
11. Approving a strategic plan for the agency and monitoring compliance
12. Authorizing establishment of all bank accounts and check signers.
13. Ensure an external audit is conducted annually by an accounting firm approved by the Board.
14. Serve as final level of appeal in the Grievance process.

6.2. The Board of Directors shall hire an Executive Director, who reports directly to the board and shall be responsible for the day-to-day oversight and management of Valley AIDS Council. The Executive Director is responsible for hiring and evaluating Department Directors for each of the Organization's departments. Each Department Director reports to the Executive Director.

6.3. Committee Structure. The Board of Directors shall form committees in order to assist the board in fulfilling its responsibilities. These committees are responsible for the review of particular programs and providing recommendations to the full board. Standing board-level committees of Valley AIDS Council consist of the following:

1. Executive Committee
2. Finance Committee
3. Audit Committee
4. Nominating Committee

ARTICLE V: BOARD OF DIRECTORS - OFFICERS

SECTION 1 - POSITIONS AND FUNCTIONS: The officers' positions on the VAC Board of Directors will be the CHAIR, VICE-CHAIR, SECRETARY and TREASURER.

1.1. CHAIR: Shall conduct the meetings of the Board of Directors. They shall with the approval of the Board of Directors, appoint Chairs of all Board Committees. The Chair shall serve as chair of the Executive Committee. They shall sign all contracts and obligations authorized by the Board of Directors and shall with the approval of the Board, appoint legal counsel.



1.2. VICE-CHAIR: In the absence of the Chair, shall serve as Chair of the Board of Directors. The Vice-Chair serves as an ex-officio member of all standing and ad-hoc committees. It shall be the Vice-Chair's special role to facilitate the strong functioning of the Board Committees.

1.3. SECRETARY: Shall record, or cause to be recorded, the minutes of the meetings of the Board of Directors and the Executive Committee in open and closed sessions. The Secretary shall maintain a list of Board Members, contact information for each member and a record of attendance at Board meetings.

1.4. TREASURER: Shall serve as the Chair of the Finance Committee and report to the Board the financial condition of VAC.

SECTION 2 – TERM OF OFFICE:

2.1 All officers are limited to two consecutive terms (years) in office. Due to special circumstances, the board may ask an officer or officers to continue to serve in their capacity for only one additional term (year).

SECTION 3 - REPLACEMENT OF OFFICERS:

3.1. Upon the death, inability to serve, resignation or termination of an officer or the VAC Board, the Chair shall screen members to fill the vacancy. At the next scheduled Board of Directors meeting after the vacancy is created, the Chair shall nominate a current member of the Board to fill the unexpired term. Upon receiving a majority (51%) of votes, a candidate shall serve the remainder of the officer's term. Time served completing the term of the prematurely vacated position shall not be counted as a full term.

3.2. Election of Officers shall be held at the August Meeting, prior to the Annual Meeting, with terms to begin in September.

ARTICLE VI: BOARD OF DIRECTORS MEETINGS AND COMMITTEES

SECTION 1 - A QUORUM: The following definitions and conditions apply to all meetings of the Board of Directors, whether regular, special, or annual Board meetings, and meetings of Board Committees. For the transaction of business, a quorum shall consist of 50% plus one of the positions filled at the time the meeting convenes.

1.1 CONFERENCE CALLS/ELECTRONIC MEETINGS: Board of Directors may participate in a Board meeting through the use of conference call-in number and other electronic means (Skype, etc.), so long as all the Directors participating in the meeting can communicate concurrently with all other Directors that are using the tool. The Board Member is required to give notice to the Executive Director as soon as they are made aware that they will be requiring



these tools, so that the proper equipment is set up for the Board Meeting. Participation in a meeting, pursuant to this subsection, constitutes presence in person at such meeting.

SECTION 2 - MEETINGS OF THE BOARD OF DIRECTORS: There shall be four types of meetings of the Board of Directors: regular, special, annual meeting, and emergency/special meetings.

2.1. **REGULAR MEETINGS:** The Board of Directors shall meet a minimum of ten (10) times a year. Meetings will take place on the fourth Monday of each month with the exception of the Annual Meeting in September. The Executive Committee may change the meeting day of the Board of Directors provided that the Board Members are notified of the change no less than ten (10) working days prior to the next meeting date.

2.2. The Board Chair and the Executive Director shall establish the agenda for the regular meetings of the Board of Directors, and provide such agendas to Board Members at least five (5) working days prior to the meeting date.

2.3. All meetings of the Board of Directors are open to the public and a public notice must be posted at least ten (10) working days prior to the meeting date.

2.4. The Board may adjourn into “Closed Executive Session” to discuss matter matters pertaining to personnel, contracts, and or property resolutions, or other legal issues of a confidential nature.

2.5. **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS:** A special meeting of the Board of Directors must be called by the Board Chairperson upon receipt of a request for such signed by three (3) members of the Board of Directors or as deemed necessary by the Board Chair.

2.6. A request for a special meeting must indicate the agenda to be addressed, the action to be taken, and the reason that the item(s) could not wait until a regular meeting of the Board of Directors to be addressed.

2.7. The Board Chair shall distribute or cause to have distributed to the Board Members and to be publicly posted, the agenda for the special meeting of the Board at least three (3) working days prior to the meeting date.

2.8. **ANNUAL MEETING OF THE BOARD OF DIRECTORS:** The Board of Directors will designate as an Annual Meeting to replace one regular monthly meeting of the Board of Directors. The Annual Meeting shall take place in September.

2.9 **EMERGENCY/SPECIAL MEETING:** The Chair and Vice-Chair may call an emergency/special meeting of the Board of Directors to be held at any time and for any purpose(s). Notice, as is appropriate to the circumstances, shall be given to the Board of



Directors members. The minutes of the emergency/special meeting shall describe the nature of the meeting.

SECTION 3 - COMMITTEES OF THE BOARD OF DIRECTORS: There will be two categories of Committees, Standing Committees and Ad Hoc Committees. The Vice-Chair of the Board shall serve as ex-officio member of all standing and Ad Hoc Committees. Chairs of committees shall be selected from existing membership. Unless otherwise indicated in these BY-LAWS, persons from the community may serve on Board Committees. Committee membership shall be subject to the approval of the Board of Directors.

3.1. STANDING COMMITTEES: Committees that should meet regularly to provide oversight and direction in support of the organization.

3.1.1. EXECUTIVE COMMITTEE: The Executive Committee shall be charged with the authority to take action on behalf of the Board, unless committee members concur that issues must be brought before the entire board membership. The Executive Committee shall handle all grievances as they relate to Board Members. It shall conduct an evaluation of the Executive Director on an annual basis and review this evaluation with the Executive Director and report its recommendations to the Board of Directors. The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer, and immediate past Chair (if immediate past Chair is an active board member). The Executive Director may be invited to attend Executive Committee meetings.

3.1.2. FINANCE COMMITTEE: The Finance Committee is responsible for direction and oversight regarding the overall financial management of Valley AIDS Council. Functions of the Finance Committee include:

1. Review and recommendation the Organization's annual budget (prepared by the staff) for final approval by the full board.
2. Long-term financial planning.
3. Establishment of investment policy and monitoring investment performance.
4. Evaluation of facilities decisions (i.e., leasing, purchasing property).
5. Monitoring of actual vs. budgeted financial performance.
6. Oversight of reserve funds.
7. Review of financial procedures.

The review of the Organization's financial statements shall not be limited to the Finance Committee, but shall involve the entire Board of Directors.

3.1.3. AUDIT COMMITTEE: The Audit Committee recommends to the Board an independent CPA firm. The Audit Committee shall review the final audited financial statements, and any other communications received from the auditor regarding internal controls, illegal acts, or fraud and recommendation corrective actions to the Board. The Audit Committee also serves as the primary point of contact for any employee who



suspects that fraud has been committed against the Organization or by one of its employees or board members.

3.1.4. **NOMINATING / MEMBERSHIP COMMITTEE:** The Nominating Committee shall be charged with: (1) formulating a slate of officer for the Executive Committee to be presented to the Board of Directors at the meeting prior to the Annual Meeting; (2) charged with the recruitment and recommendation of new board members. The Membership Committee shall also be responsible for presenting credentials for each recommended candidate to the Board. The committee shall be composed of at least three (3) Board members.

3.2. **AD HOC COMMITTEES:** The Board of Directors may form committees on an as-needed basis and they can meet as often as necessary to fulfill an assigned project by the Board. The Board Chair appoints all committee chairs. Committee chairs are responsible for scheduling meetings keeping written notes, and providing updates to the Board of Directors. The Ad Hoc Committees include:

1. Fundraising Committee.
2. By-laws Committee:
3. Personnel / Grievance Committee:
4. Clinical Affairs Committee.
5. Other Committees deemed necessary the Chair.

3.3. **DISSOLVING COMMITTEES:** The Board of Directors can motion to dissolve an AD HOC committees after the committee has met their intended purpose. Dissolution is contingent upon the Committee Chair providing an update and written notes to the Board of Directors.

ARTICLE VII: CONTRACTS AND FINANCIAL TRANSACTIONS

SECTION 1 - CONTRACTS: The Board of Directors, by majority of members present (51% or more), authorizes the Chairman of the Board and the Executive Director to enter into any contract or execute and deliver any legal instrument in the name of or on behalf of the VAC.

SECTION 2 – FINANCIAL TRANSACTION: The Board of Directors is ultimately responsible for all financial transactions of VAC and retains full authority for the solvency of VAC.

ARTICLE VIII: CONFLICTS OF INTEREST AND NEPOTISM

SECTION 1 - CONFLICT OF INTEREST: All members of the Board of Directors and persons in Administrative positions are obligated to declare a conflict of interest in any situation that directly or indirectly involves a decision by VAC that might in any way constitute an actual or apparent conflict of interest. Failure to declare a conflict of interest shall result in immediate dismissal from Board membership or employment by VAC.



SECTION 2 - NEPOTISM: No member of the Board of Directors household (related in any way by blood or marriage, or living in the same household) may be an employee of, or a contractor with, or a recipient of payment (excluding authorized travel expenses) of any kind from VAC.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Roberts Rules of Order Revised shall constitute the ruling authority in all cases in which they are consistent with these BY-LAWS or with any statute of the State of Texas.

ARTICLE X: AMENDING OR REPEALING BY-LAWS

SECTION 1 - AMENDING BY-LAWS: These BY-LAWS may be amended by two-thirds (67%) vote of the members present at a regularly scheduled or special meeting of the Board of Directors.

1.1. A notice of intent to amend the BY-LAWS, including a written version of the exact amendment to be voted upon, must be received by each Board Member at least ten (10) calendar days prior to the meeting at which to vote is to occur. It shall be sufficient to mail / e-mail the notice to the Board members last known address at least thirteen (13) calendar days prior to the meeting.

1.2. Should any Article, Section, paragraph, sub-paragraph or clause in these BY-LAWS be determined by an appropriate legal authority to be in violation of any law (Federal, State, or local), Rule, or Regulation, such item, but only such item is according to these BY-LAWS herein defined as null and void.

1.3. Amendments to these BY-LAWS shall be recorded in the Minutes of the Meetings at which they were approved, entered in the BY-LAWS Amendment Log following the dated signature (last page) of this document, and initialed and dated by the Secretary of the Board of Directors once they have been edited into the body of these BY-LAWS.

SECTION 2 - REPEALING THE BY-LAWS: These BY-LAWS may be repealed by three-fourths (75%) vote of the Board membership.

2.1. A notice of intent to repeal the BY-LAWS, including a written version of the exact motion to be voted upon, must be received by each Board Member at least ten (10) calendar days prior to the meeting at which the vote is to occur. It shall be sufficient to mail / e-mail the notice to the Board members last known address at least thirteen (13) calendar days prior to the meeting.

2.2. In the event a motion to repeal the BY-LAWS is approved by the Board of Directors, VAC as an incorporated entity is dissolved, and the assets shall be distributed according to the provisions of the funding source(s) that enabled acquisition of them, and within dictates of Section 501 (c) (3) of the Internal Revenue Code.



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ADOPTED this 19th day of May, 1997

Article IV: 7.7.1

REVISED this 23rd day of November, 1998:
Article IV: 2.1 and 2.2

REVISED this 27th day of April 2009:
Article IV: 4.4.4

REVISED this 11th day of October, 2003:
Article IV: 2.1, 2.3, 2.5, 3.4, 4.1, 5.10, 5.11,
and 6.2.

REVISED this 19th day of September 2009:
Article VI: 4.1.4, 4.1.5

Article V: 1.1

REVISED this 11th day of April, 2011:
Article IV 4.4

Article VI: 1.2, 3.1, 3.1.1., 3.1.2., 3.1.3.,
3.2.2., 3.3.1., 3.3.2., Section 4 (opening
paragraph), 4.2.4., deleted 4.1.4. and 4.1.5.
Article X: 1.1., 2.1.

REVISED this 27th day of July, 2011
Article I:3, Article IV: 6.6, 7.1, Article
V:1.5, Article VI: 4.1.3

REVISED this 23rd day of May 2005:
Article IV: 4.4.2

REVISED this 23rd day of April, 2012.
Article 5 Section 4.1.1., Article 4 Section
3.3.1

REVISED this 2nd day of August 2006:
Article VI: 3.3.1

REVISED this 9th day of August, 2014.
Article I: Section 3; Article II: Section 2

REVISED this 26th day of January 2007:
Article VI: 3.3.1

REVISED this 20th day of October, 2016.
Article IV: Section 3; Article IV: Section 4;
Article V: Section 1; Article V: Section 2;
Article VI: Section 1; Article VI: Section 2;
Article VI: Section 3

REVISED this 29th day of May 2007:
Article IV: 7.7.1

REVISED this 15th day of September 2007:
Article IV: 3.3.1
Article VI: 3.3.7

***REVISED** this 23rd day of October, 2017.
Article IV: Section 4;

REVISED this 26th day of November 2007:

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Jason Campo

Jason Campo
Board Chair

Angela Burton

Angela Burton
Board Secretary

***October 23, 2017**

Electronic signatures used with permission.