

By-Laws of the Irving Community Action Network

Article I: Mission

The mission of the Irving Community Action Network (ICAN) is to bring together local government entities, non-profit service providers, businesses, individuals, and faith communities to work as partners to improve the lives of all Irving and surrounding area residents.

We accomplish this by:

1. Communicating – we will communicate the needs and challenges faced by our community as well as the services available
2. Collaborating – we will actively seek opportunities to work together to identify and implement solutions to the challenges faced by our residents
3. Convening – we will provide opportunities for leaders from across our community and surrounding areas to share ideas and resources, as well as to seek creative solutions

Article II: Name of Organization

Section 2.01. The official, legal name of the organization shall be “Irving Community Action Network”.

Article III: Membership

Section 3.01. Membership shall be open to all residents of Irving and the surrounding areas,, including representatives of non-profit, faith-based, educational, business, and governmental organizations that are interested in supporting the needs of Irving and the surrounding area communities.. Membership is also open to individuals who have interest in aiding the Irving community. A member is defined as the representative of an entity that is current in ICAN membership dues payment.

Section 3.02. Members whose dues are not current 60 calendar days after joining ICAN or 60 days after the start of the Fiscal Year will no longer be members of ICAN and will not be eligible to vote or hold office. If an individual or organization wishes to reinstate membership, the full amount of dues owed must be brought current.

Section 3.03. Member voting during meetings will be made in either verbal or written form. A simple majority of members shall constitute a quorum. Passage of an action item will be made through a simple majority of members casting affirmative votes, either at Membership and Board meetings. Members may not vote by proxy.

When member input is needed between scheduled meetings, member voting can be held by phone conference, email, or other forms of electronic communications.

Article IV: Dues

Section 4.01. The rate schedule for membership dues shall be approved by a majority vote of the ICAN Board by the September Board meeting.

Section 4.02. Membership dues are to be paid no later than 60 calendars days from joining the organization or 60 days from the beginning of a Fiscal Year for ongoing membership, whichever date is applicable.

Article V: Meetings

Section 5.01. Meetings of the general Membership and Community Partners of ICAN will be held monthly at a regularly scheduled time and date. The Board may reschedule or cancel any regular meeting. The Board may make a change to the overall regular time and date of the meetings with the approval of the Board.

Section 5.02. Any member of ICAN who has a conflict of interest in a matter before ICAN shall not vote thereon at any meeting or hearing at which said matter is under consideration, and shall recuse him or herself from any participation in such matter as an ICAN member. Members who have such conflict of interest may represent their interests before the general membership only upon recusal from all participation as a member of the ICAN during such meetings where that item is considered.

If any member of ICAN shall recuse him or herself from voting on any item(s), such member should remove themselves from the room while such item is discussed and considered.

Section 5.03. The ICAN Board will meet monthly, whether in person, online or by phone, prior to the monthly meeting. Additional and/or special meetings of ICAN Board shall be called by a two-thirds vote of the Board with a simple majority constituting a quorum.

Section 5.04. Notice of each Membership meeting of ICAN shall be given to members at least three (3) business days prior to such meeting. The notice shall include the agenda, date, time, and place of the meeting. The notice will be sent via email or by other form of electronic communication such as posting on social media and/or the ICAN website.

Article VI: Board and Officers

Section 6.01. On an annual basis, in December, the Membership shall select from among its regular membership the following Officers: President, Vice President, Secretary, Treasurer, Member-at-Large. The elected officers shall constitute the Board.

Section 6.02. The Board of Directors shall have at least 3 members and no more than 9 members. Board Chair will vote in the case of a tie-breaking situation. The Immediate Past President may serve as an additional Member-at-Large. Should the Immediate Past President choose to serve on the Board, the membership may elect an additional Member-at-Large to ensure an odd number of Board members.

Section 6.03. The term of office for board members is two (2) years. This can include one additional term of service, totaling 4 years in one role. Lifespan on the board in consecutive roles may not exceed 6 years, unless approved by the Board. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service.

Section 6.04. Any vacancy occurring in any Elective Office by death, resignation, removal, or otherwise, shall be filled by a majority vote of the Board. Any officer appointed by the Board due to vacancy shall be subject to election by the Membership at the following December Membership meeting. Any time served by the appointee prior to election by the Membership shall not count toward the time limits established in Section 6.03. Any officer elected by the Membership may be removed at any time by the Membership if such removal would serve the best interests of the organization.

Section 6.05. Any individual elected President must have been a member of ICAN for a minimum of one (1) year.

Section 6.06. The Board of Directors shall be composed of members in good standing of Irving Community Action Network. The Board of Directors shall establish the policies of Irving Community Action Network and shall have the power of the organization between meetings of the organization's membership unless otherwise specified in the Articles of Incorporation or these Guideline By-laws. Each member organization is allowed no more than one representative on the Board at any given time unless approved by the Board. In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, **excluding** voting power, as the other directors.

Section 6.07. Nominations for membership on the Board should be communicated with the Membership at the October meeting. If no meeting is scheduled in November, nominations should be solicited in September.

Section 6.08. Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board or Secretary of the Board. Unless a shorter period of time is identified in the resignation notice the effect date shall be no more than 30 days upon receipt of notice. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Article VII: Duties of Board and Officers

Section 7.01 The Chair shall preside over all meetings of the Irving Community Action Network, hereafter referred to as "ICAN", and its Board of Directors, and act as the official head of both. The Chair shall perform such other duties as shall be assigned, as required for time to time, by either the Membership or Board. The Chair shall perform such duties as are customarily performed by the presiding officer of similar organizations including representing the ICAN at functions, events, or meetings.

The Chair shall also set, in coordination with the Board and Membership, goals, objectives, and strategies for ICAN. The Chair shall establish and coordinate all work groups of the ICAN.

The Chair shall set the agenda for all ICAN meetings with exception of work group meetings.

Section 7.02 The Vice President shall act as presiding officer in case of the absence, death, or the disability of the Chair. The Vice President will oversee the membership renewal and maintain a current list of members.

Section 7.03 The Secretary shall review the preparation and maintenance of the minutes of the Board meetings and of the Membership and certify the official records of ICAN. The Secretary, or designee, shall distribute, and coordinate all agendas for future Membership meetings and all correspondence with the Membership including, but not limited to notices of events, requests for assistance, or general information.

Section 7.04 The Treasurer shall maintain the financial records of the organization including but not limited to monthly financial reporting, processing of dues payments, reporting of payment delinquencies, and making payments on behalf of the organization for approved expenditures. Any expenditure, made by the Treasurer, must be approved by majority of the Board of Directors.

Section 7.05 The board of directors shall conduct the business of ICAN between meetings of ICAN membership. The Board of Directors shall act as representation of the Membership and shall make substantive contributions toward the development of agendas and work products.

Section 7.06 Board members may be asked to serve on one or more committees.

Article VIII: Nominating Committee

Section 8.01. The Immediate Past President shall chair the Nominating Committee. If the Immediate Past President is not willing or able to chair the Nominating Committee, the acting Chair shall take on the responsibility.

Section 8.02. The Nominating Committee shall consist of no more than five (5) members and no less than three (3) members of ICAN, appointed by the Chair with approval of the Board.

Section 8.03. If the Nominating Committee has three (3) members, no more than two (2) members of the Nominating Committee shall be members of the Board. In all other cases, no more than three (3) members of the Nominating Committee shall be members of the Board.

Section 8.04. The Nominating Committee shall nominate at least one person for each vacant officer position and for positions on the Board. Nominations shall be made with due regard for the diversity and organizational representation of the Membership.

Section 8.05. The Nominating Committee shall be appointed no later than September of any given year for any election occurring the following January.

Section 8.06. The Nominating Committee shall transmit the proposed slate of nominees for review to the Membership prior to the regular November meeting. If no meeting is scheduled to be held in November, the Nominating Committee shall provide such information to the Membership at the regular October meeting. At this meeting, any Member can nominate himself or herself for consideration for any position on the Board that he or she may be eligible to hold.

Section 8.08. The Chair of the Nominating Committee shall preside over the Membership election voting process and shall conduct the tally and announcement of all election votes.

Article IX: Other Work Groups

Section 9.01. Roles and Responsibilities of ICAN Work Groups: ICAN Board of Directors shall create ICAN Work Groups to be created to thoroughly research and vet an issue, determine purpose and goals for the Group and then develop and implement action plans as a means to accomplish the agreed upon goals of the Group.

Section 9.02. As determined by the Board, Work Groups may be standing or ad hoc depending on the goals of the Group.

Section 9.03. The core, voting members of each Work Group are made up of members of ICAN. Unless approved by the Board, each member organization is allowed one voting member per Working Group. However, attendance at any Working Group session may be attended by multiple members of an ICAN organization. Other experts in selected areas, as necessary and determined by the Board or Work Group may be called upon to provide expert counsel on a particular area of importance to the Group.

Section 9.04. Work Group members should know how to work collaboratively to locate and evaluate data and investigate all avenues and alternatives. Working together, they establish a defined purpose, goals to accomplish their purpose and a timeline for the completion of work.

Section 9.05. Leadership for each Work Group may be determined by the group at its initial meeting but must be approved by the Board at the next meeting of the Board of Directors. Leaders elected by the Groups and agreed upon by the Board are asked to commit to a one-year term.

Section 9.06. Work Groups may be discontinued, if necessary, by a vote of the Board of Directors. If members are in place for a group, the Board must inform each group member, by email, of the decision to discontinue the group including a reasonable explanation of its action.

Article X: Amendment

Section 10.01. These By-Laws may be altered, amended, or repealed, or new By-Laws may be adopted by ICAN Board at any regular or special meeting, provided that any and all proposed changes be distributed to all ICAN Board Members prior to the next Board meeting.

Section 10.02. If any portion of these By-Laws shall be invalid or inoperative, then, so far as is reasonable, the remainder of these By-Laws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative. Invalid or inoperative portion(s) shall be revised in concert with Section 10.01.

Adopted this _____12_____ day of _____April_____, _____2021_____



Irving Community Action Network Secretary