

Delaware Community Benefits Agreement Coalition–(Delaware, CBA)

BYLAWS

Drafted by the Delaware, Community Benefits Agreement Coalition (Delaware, CBA) – Bylaw Committee at the September 12, 2017 Coalition Meeting.

ARTICLE I

NAME

The name of this organization shall be the “Delaware, Community Benefits Agreement Coalition,” hereinafter referred to as “**Delaware CBA or Coalition.**”

ARTICLE II

MISSION AND GOALS

Section 1: Mission

The mission of the Delaware, Community Benefits Agreement Coalition is to promote community economic empowerment and advocacy to assist those adversely impacted by pertinent investment projects in the state of Delaware.

A Community Benefits Agreement (CBA) is a project-specific agreement between a developer and broad community coalition that identifies potential adverse impacts of a capital project; propose corresponding mitigation plans and details potential benefits of the project to the community in order to ensure community support for the project.

The Delaware, CBA Coalition strives to achieve the following goals:

- Establish and maintain an independent entity to provide oversight and monitoring of community benefits agreement activities developed statewide.
- Appoint members of the Coalition Advisory Board to decision-making boards, commissions and committees, statewide.
- Advocate for programs to address negative environmental and public health impacts of business operations on local residents and communities.
- Advocate for education, job readiness, job training and placement programs for local and targeted residents.
- Establish an innovative incubator to assist small and black-owned businesses to have access to Contract Awards.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility

Membership in Delaware, CBA will be open to all interested stakeholders (residents, community and faith-based organizations, small businesses, etc.) that align with Delaware, CBA mission statement. These organizations would be known as “associate members”. “Associate members” would be non-voting members. In the event of a full member vacancy associate members may apply for full member status by submitting a Community Involvement Agreement form to the Delaware, CBA Executive Committee within 10 business days of the vacancy announcement.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1: Composition of the Executive Committee

The Executive Committee shall consist of chairperson, two vice-chairpersons, secretary, treasurer and representatives from each standing committee of the Delaware, CBA.

Section 2: Representation of Partnering Agencies on the Coalition

Each member shall be represented by the Executive Director/Chairperson or his/her designee. The designee must possess decision-making authority on behalf of the organization that they represent. If an Executive Director opts to appoint a designee a letter of appointment must be submitted to the body.

Section 3: Role

The Membership is charged to support and serve the Coalition by attending meetings, making decisions on matters of concern to Coalition member agencies and determining goals and direction of the organization.

Section 4: Coalition Privileges and Obligations

The voting representatives of the member agencies shall have membership privileges and obligations as follows:

1. Voting for Officers of CBA
2. Attending Delaware, CBA Coalition meetings and participating through motions, discussion, and voting.
3. Serving as Officers of CBA, if elected.
4. Providing CBA communications that all other members receive.
5. Providing direction and support to officers of the Coalition on matters of concern to member agencies.
6. Actively seeking methods to enhance and make recommendations for the general welfare of Delaware, CBA Coalition.

Section 5: Required Attendance at Coalition meetings

Attendance at all meetings is required. It is expected that the Executive Director or agency representative who misses a meeting shall contact a designated co-chairperson of Delaware CBA to report the absence. Non-attendance will impact continued membership status in the form of suspension of voting rights and/or funding. Determinations to continue or to terminate membership

status shall be developed by the Executive Committee and Coalition Membership. Three consecutive absences constitute abandonment of position and will result in the dismissal from the Coalition.

Section 6: Vacancies

In the event of a vacancy, the member agency must fill the vacancy within 30 days by appointing a representative to hold the vacant office until the term has expired. The name of the representative shall be submitted in writing to the Executive Committee.

Section 7: Meetings

The entire Coalition shall meet at least twelve (12) times annually at a mutually agreed upon location designated by the Coalition. Additional meetings may be scheduled on an as-needed basis with majority consent from the Coalition.

Section 8: Decision-making

Decision-making is by consensus of a quorum consisting of at least 50% of executive board members, except when a vote must be taken. If consensus cannot be reached, a vote will be called and each member agency will cast a single vote to represent the entire agency.

Section 9: Action without a Meeting

Any action required prior to a scheduled Coalition meeting may be taken without a meeting, if prior to such action the representatives of the Coalition are polled electronically (e.g. email, text message, etc.) about the issue. Each member's vote will be confirmed via e-mail by the chairperson. The results of the poll will be binding. A written addendum regarding the decision made and poll results will be added as part of the minutes at the next regularly scheduled meeting.

ARTICLE V

OFFICERS

Section 1: Roles

The officers of Delaware, CBA shall consist of chairperson, vice chairpersons, secretary and treasurer. They shall be elected by the membership and shall hold office for a two-year period beginning with the first meeting of the calendar year.

Section 2: Duties

The chairperson shall develop the meeting agendas and conduct the meetings. Vice-chairpersons will serve in the absent of chairperson, Secretary will be responsible for taking minutes of each meeting and distributing to membership. Treasurer is responsible for recording and reporting on all funds received and disbursed by the Coalition.

Section 3: Election of Officers

Members shall be nominated for the officer positions of the Coalition at the second Coalition meeting of the contract year.

ARTICLE VI

COMMITTEES

Section 1: Standing Committees

Standing Committees are appointed annually to address specific Coalition concerns and responsibilities.

Section 2: Ad Hoc Committees

Ad Hoc Committees consist of groups of appointed member representatives responsible for addressing special issues affecting Delaware CBA. These committees shall be short-term and are formed and dissolved at the discretion of the Coalition or upon the completion of an assigned task.

Section 2: Reporting and Accountability

The chairpersons of each Committee shall present written minutes of subcommittee activities at regular Coalition meetings.

ARTICLE VII

LEAD AGENCY

A lead agency may be selected from Coalition members to provide administrative and/or financial oversight in the execution of new grants awarded to the Coalition. The criteria to serve as lead agency will be based upon good standing within Delaware, CBA, organizational capacity to administer the grant, possession of an audit with no significant findings, and a favorable annual report. The lead agency is selected by a vote of the Coalition Members for a term specific to each grant / funding award.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended at any Coalition meeting by a two-thirds (2/3) vote of the members present. The proposed amendments must have been sent to the members at least two (2) weeks prior to the meeting.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

When guidance is needed during discussion and voting, Robert's Rules of Order, Newly Revised, shall govern the proceedings of Delaware, CBA in all cases not provided for in these Bylaws.

Addendum

Delaware Community Benefit Agreement Coalition

CODE OF ETHICS & NON-DISCRIMINATION

Delaware, CBA is committed to maintaining the highest standards of honesty, integrity, and fairness. Avoidance of unethical conduct and conflicts of interest on the part of the agency's Coalition Members and representatives is essential in maintaining these standards. The Delaware, CBA must consciously identify and communicate its values and standards to all Coalition members, representatives, and key constituents.

Delaware, CBA has accepted a public trust to abide by the highest standards of performance and ethical behavior. Throughout its operations, Delaware, CBA must maintain the trust and support of the community. Delaware, CBA Code of Ethics intends to further build and sustain this trust. This code will guide the conduct of Delaware, CBA in all its relationships. Those individuals who are subject to this policy are expected to honor the spirit and the principles of the policy and be guided by good judgment, personal honesty and sound ethics. As the Coalition continues to develop, this code of ethics policy will be reviewed and modified as deemed appropriate.

DECLARATION OF NON-DISCRIMINATION

Delaware CBA, by policy, demonstrates a practice of non-discrimination as it relates to service delivery, on the basis of race, creed, color, religion, gender, age, national origin, physical and mental abilities, sexual orientation, or any characteristic protected by law.

Furthermore, it is the policy of the Executive Committee of Delaware CBA and coalition members to be committed to the standards of non-discrimination and affirmative action in the hiring of staff and recruitment of volunteers. Employment decisions of Delaware CBA and its members are based on qualifications, merit, and abilities. It is our policy to provide equal employment opportunities, and not to discriminate in employment opportunities or practices on the basis of race, religion, gender, age, disability, national origin or any characteristic protected by law.

ACCOUNTABILITY

Delaware CBA understands and accepts its obligation to be accountable to the community and its funding sources. The agency is committed to conducting business openly, honestly, and accurately. The principles of Delaware CBA accountability are as follows:

- ❖ To maintain a full Executive Committee and Coalition membership and conduct meetings in accordance with agency by-laws;
- ❖ To maintain records of business conducted at the Coalition meetings;
- ❖ To receive and responsibly use allocated funds in accordance with the intent and requirements specified by the funding source;
- ❖ To maintain accurate records of all financial activities
- ❖ To strive to provide services that meet the needs and interests of the community;
- ❖ To continually work towards fulfilling the Coalition's mission.

CONFLICT OF INTEREST

No member of the Coalition may participate in any decision with respect to any matter which directly financially benefits such member. In their activities on behalf of and in their dealings with Delaware CBA, it is the responsibility of each Member to avoid any actual conflict of interest and the appearance of a conflict of interest. Each person to whom this policy applies must be free of any activity, association or investment which might influence, or give the appearance of interfering with, the independent exercise of his or her judgment in conducting Delaware CBA activities or in dealings with the Coalition.

PROFESSIONAL EXCELLENCE

Professional excellence within the Coalition means that all members and representatives are expected to:

- ❖ Be guided by the organization's goals, objectives, and strategic direction;
- ❖ Perform their responsibilities with diligence, perseverance, and reliability;
- ❖ Exhibit a spirit of collaboration, teamwork, and collegiality, rather than competition with co-workers;
- ❖ Assume responsibility for contributing towards the achievement of organizational goals.

CONFIDENTIAL INFORMATION

An officer, member or representative of Delaware CBA shall not use confidential or proprietary information obtained as a result of his or her relationship with Delaware CBA for personal gain or to benefit a business or organization he/she may be associated with, except when it is to benefit the community at large.

VENDOR RELATIONS

Vendors must be treated fairly to avoid favoritism or the appearance of impropriety.

CONSEQUENCE OF NONCOMPLIANCE WITH THE CODE OF ETHICS

All matters relating to a possible noncompliance with the Code of Ethics are to be addressed with the utmost discretion and in confidence. In the event of noncompliance with the Code of Ethics by a member of the Coalition, or member organization, the Delaware CBA Executive Committee shall determine the appropriate action, if any, to be taken. Such action could include resignation or termination of said member from the Delaware CBA or as a Coalition member organization.