

**BLAIR COUNTY HEALTH AND WELFARE COUNCIL**

**BY-LAWS**

**ARTICLE I**

**Name**

The name of the organization shall be the Blair County Health and Welfare Council, herein after referred to as the Council.

**ARTICLE II**

**Objectives**

The Objectives of the Council are to promote the general health and welfare of the residents of Blair County and to assist interested organizations in effectively discharging their responsibilities by:

- a. Participating in and/or conducting studies and surveys which identify health and human service needs and/or evaluate resent services and resources.
- b. Promoting coordination of community services and resources and communication among Council members.
- c. Providing education and information to the public on health and human service needs, services and resources.
- d. Assisting in the implementation of health and human services and advocating for the establishment of new programs.

**ARTICLE III**

**Fiscal Year**

The fiscal year of the Council shall be July 1 through June 30 of each year.

**ARTICLE IV**

**Council Meetings**

- Sec. 1. The Council shall meet at least five times during the fiscal year at times set by the Executive Committee.
- Sec. 2. Special meetings of the Council shall be called by the President, within ten (10) days of receipt of a written request, signed by at least eight (8) members of the Council. Such requests shall specify the subject(s) to be considered.
- Sec. 3. When urgent action is required, the President may arrange a vote of the Council through the mail or email, setting forth the circumstances and proposed action. For the vote to be valid, at least fifteen (15) members must respond and a majority vote rules. Actions requiring a two-thirds vote may not be disposed of in this manner.

Sec. 4. Meetings of the Council are open to the public. However, persons who are not members of the Council shall not be entitled to vote, but may be permitted to take part in deliberations with the consent of the presiding officer. Persons not members will not receive emails or agency information.

**ARTICLE V**  
**Quorum and Manner of Acting**

Sec. 1. A quorum of the Council shall consist of fifteen (15) members of the Council including two officers.

Sec. 2. Each dues paying member, both individual and organization, shall be entitled to one (1) vote.

Sec. 3. Each member organization shall designate its own voting delegate who shall have the power to appoint a proxy.

Sec. 4. A vote of the majority of members present and voting shall be considered the action of the Council.

Sec. 5. A vote of two-thirds of members present and voting shall be necessary to dissolve the organization, amend the b-laws, remove an officer or enter into a contract.

**ARTICLE VI**  
**Membership**

Sec. 1. Membership in the Council shall be open to any individual or organization interested in implementation of the objectives of the Council upon application to the Council and the payment of membership dues.

Sec. 2. Membership dues are established at the annual meeting for individual memberships and for organization memberships. Dues are payable from the beginning of the fiscal year (July 1) to September 1 of each year. Membership privileges will be suspended for non-payment of dues which are more than three (3) months in arrears. If dues are not paid by December 31, individuals or agencies will be removed from the email list.

Sec. 3. The Executive Directors of the Blair County Department of Social Services, the United Way of Blair County, and the Blair County Assistance Office or their designees, shall be ex-officio members of the Executive Committee and the Council with the right to vote on matters before the Council and Executive Committee. These members are not required to pay Council dues.

**ARTICLE VII**  
**Officers and Nominating Committee**

- Sec. 1. The officers of the Council shall be President, Vice-President, Secretary and Treasurer and Treasurer Elect.
- Sec. 2. The duties of the Officers shall be those usually prescribed by the rules of parliamentary procedure.
- Sec. 3. The Nominating Committee shall be comprised of three members who are not Officers of the Council.
- Sec. 4. Elections shall occur every year at the annual meeting of the Council.
- Sec. 5. The Officers, Nominating Committee and Committee Chairs shall be elected from a slate prepared by the Nominating Committee and distributed to all members through the mail or email at least seven (7) days in advance of the annual meeting.
- Sec. 6. The annual meeting of the Council shall be the last meeting of the fiscal year.
- Sec. 7. The Nominating Committee, Committee Chairs, and the Officers, with the exception of the Secretary and Treasurer, shall be elected for a term of one (1) year.
- Sec. 8. The Secretary and Treasurer shall each be elected for a term of two (2) years with the Treasurer Elect serving the last year of the Treasurer's term.
- Sec. 9. No Officer may be elected to the same position for more than two terms.
- Sec. 10. Resignation of an Officer shall be effective upon receipt of written notice by the Secretary.
- Sec. 11. An Officer is subject to consideration for removal from office due to criminal conviction, gross malfeasance or abandonment of office. Notice of consideration setting forth the grounds for removal shall be sent in writing to the membership at least seven (7) days before the meeting date at which action shall occur. The Officer subject to such action shall have an opportunity to review the grounds and respond in writing or in person at the meeting where a vote on the matter is to take place.
- Sec. 12. Vacancies in Officer, Nominating Committee, or Committee Chair positions which occur during the term of office shall be filled by nominations from the floor and vote of the Council.

**ARTICLE VIII**  
**Indemnification**

Sec. 1. Members and Officers of the Council shall not be personally liable or money damages for any action taken, or any failure to take any action in the course of their duties in connection therewith unless:

- a. Members and Officers have breached or failed to perform the duties of their offices; and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this Sec. 1 shall not apply to:

- a. The responsibility or liability of members and Officers pursuant to any criminal statute; or
- b. The liability of members and Officers for the payment of personal taxes pursuant to local, state or federal law.

Sec. 2. In furtherance of the limiting of a member and Officers liability as provided in Sec. 1 of this Article VIII, a member and Officer of the Council shall be entitled to the fullest protection offered under the Non-Profit Corporation Law of Pennsylvania and/or the Directors Liability Act of the Commonwealth of Pennsylvania (including 42 PA. Con. Stat. Ann. 8363). To this end, the provisions of this Article shall be deemed to have been amended for the members or Officers of this corporation effective immediately upon modification of said statutory law or any decisional law.

**ARTICLE IX**  
**Committees and Task Forces**

Sec. 1. The Standing Committees shall be Executive Committee; Nominating Committee; and Marketing Committee.

Sec. 2. The Executive Committee shall consist of the elected officers, the Immediate Past President of the Health and Welfare Council, the Chairperson of the Marketing Committee and the Executive Directors of the Blair County Department of Social Services, the United Way of Blair County, and the Blair County Assistance Office or their designees, with the right to vote on matters before the Council and Executive Committee. The Executive Committee shall meet at least three (3) times during the fiscal year to conduct business not otherwise precluded between Council meetings.

Sec. 3. Ad hoc Committees and Task Forces shall be created by the Council as the need is identified.

Sec. 4. The Chairs of all Ad hoc Committees and Task Forces shall be appointed by the President of the Council.

Sec. 5. A quorum for a Standing Committee meeting shall be a simple majority of the membership of the Committee.

Sec. 6. The President or designee shall be an ex-officio member of all Committees and Task Forces except the Nominating Committee.

**ARTICLE X**  
**Fiscal Policies**

Sec. 1. A budget shall be adopted by the Council at the annual meeting for the next fiscal year. This budget shall contain, at a minimum, line items for income from dues and expenses for operations and program support.

Sec. 2. All anticipated expenditures over \$100.00 by Committee Chairs shall be preapproved by the Executive Committee or Council.

Sec. 3. The Council may provide grants for services, programs, and events provided for Blair County residents up to the maximum amount provided in the Councils annual budget. Priority will be given to new programs or expansion of existing programs in a new way(s). Requests must be made in writing and may be approved if they meet the following criteria:

1. The service/program/event reflects the objectives of the Council
2. The service/program/event addresses an identified community need. The service/program/event costs are reasonable.

Sec. 4. Majority vote of the Council is required to authorize grant expenditures.

Sec. 5. All expenditures must be documented I a Request for Payment form and be approved by the President prior to payment by the Treasurer.

Sec. 6. The President shall appoint three (3) members of the Council to serve on an Audit Committee to review the financial records of the Council at the end of the Council's fiscal year.

Sec. 7. The Treasurer shall submit required Federal and State income tax forms at the end of each fiscal year which delineate all income received and expenses incurred during the previous twelve (12) months.

**ARTICLE XI**  
**Dissolution**

Upon dissolution of the Council or the winding up of its affairs, the assets shall be distributed by the Treasurer at the direction of the Council exclusively to charitable, religious, scientific, public safety testing, literary, or educational organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code. Assets may also be distributed to local, state or federal governments for proper purposes. This provision of these Bylaws, if amended, shall be amended in such manner as to

be in compliance with the then current provisions of the Internal Revenue Code regulating tax exempt status of non-profit organizations.

**ARTICLE XII**  
**Procedure**

All matters of procedure not covered by the provisions of these Bylaws shall be controlled by the procedures set forth in Robert's Rules of Order.

**ARTICLE XIII**  
**Amendments**

These Bylaws may be amended by a two-thirds vote of the members present at a regular meeting of the Council provided written notice of the proposed amendments have been given to all members through the mail or email at least seven (7) days in advance of the meeting date that action is to be taken.

Revised May 21, 1997

Revised May 3, 2002

Revised September 26, 2003

Revised September 22, 2006

Revised November 16, 2007

Revised May 27, 2011

Revised May 23, 2014

Revised May 20, 2016