

Napa Valley Coalition of Nonprofit Agencies
(NVCNPA)

Policies and procedures
(Revised January 9, 2009)

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CHAPTER 1. GENERAL

These policies and procedures, in conjunction with the bylaws, form the basis of the governing directives of the Napa Valley Coalition of Nonprofit Agencies (herein referred to as The Coalition). Wherever there is a conflict in the two documents, the bylaws shall take precedence.

CHAPTER 2. ADMINISTRATION

The administration of the Coalition's office, staff and general operations are in full compliance with the rules and regulations that govern nonprofit agencies in the State of California. Within limits, the Executive Director retains the responsibility to hire staff and direct day-to-day operations. The Coalition shall from time to time enter into partnership relationships with other agencies or with standing committees of The Coalition. Whenever The Coalition enters into partnership roles, that relationship shall be codified with a memorandum of understanding/agreement (MOU/MOA) that is then approved by the Board of Directors. This document shall, at a minimum, define roles and responsibilities and include a statement of work for sub-contractors or work packages, workplans and milestones, approval for payments of debts, procedures and an internal accounting system for reporting to the donor.

CHAPTER 3. FINANCIAL

The Executive Director shall be authorized to make reasonable purchases with the funds available to The Coalition. However, he or she shall be required to secure the signature of a Board signee in order to reimburse himself or herself.

Additionally, the Executive Director shall have to acquire the signature of a Board signee for any purchase in excess of an individual check amount of \$1,000, except where an expenditure of more than that has been authorized by previous arrangement, ie, an MOU.

CHAPTER 4. MEMBERSHIP

All potential members shall submit a membership application to the Executive Director.

Regular Members are nonprofit agencies that work to improve the quality of life of Napa Valley residents. The Executive Director, CEO or designee, who shall be of program director or above level, shall represent each agency at the monthly Coalition meeting.

When there is more than one program within an agency, the Program Directors of each program may also represent their agency at the monthly Coalition meeting.

One vote per agency is allowed. Voting members will be assessed dues.

Affiliate Members are charitable funders, public entities and other organizations, businesses and individuals that provide essential support services to the mission of the Coalition. Affiliate members are non-voting members and will be assessed dues.

By mutual agreement, the Napa County Department of Health and Human Services will pay a special annual affiliate membership fee comprised of \$250 for each Coalition committee to which the DHHS Director appoints a DHHS employee to sit. The total DHHS affiliate membership fee will be determined in July of each year by the Coalition Executive Director and the Director of the Napa County Department of Health and Human Services.

Honorary Members are individuals, organizations or elected officials who do not qualify to be regular or affiliate members, but can help further the mission of the Coalition. Honorary membership is determined by the Executive Director.

Volunteers who cannot afford to purchase an affiliate membership may be nominated by a Coalition committee to be an honorary member, such application to be approved or rejected by the Executive Director.

Honorary members are non-voting members of the Coalition and will not be assessed dues.

All classes of members may attend the Coalition's monthly meetings. These meetings, however, are not open to the public.

The Executive Director shall conduct periodic "how the Coalition works" orientation sessions for new Coalition members and new Coalition member Executive Directors. He or she shall also appoint a "buddy"/mentor to help shepherd each new member and/or new Executive Director through the first six months of their membership in the Coalition.

DUES

The annual dues payable by members shall be assessed in a manner that is fair and equitable to all and is based on the organization's operating expenses in Napa County.

Dues-paying organizations shall have access to the same range of services regardless of the amount of dues they pay.

Regular member dues shall be based on the operating expenses reported by the agency on its IRS Form 990, Line 44 (A). If not required to file this form, an

audited statement of operating expenses shall be the basis of dues. Regular member dues shall be prorated based on the Coalition's fiscal year.

The minimum dues for voting members whose annual operating expenses are below \$250,000 shall be \$250.00. The maximum dues shall be \$3,000 annually. Dues are subject to revision. (See attached dues table).

For organizations based in Napa County with multiple programs, dues shall be based on their total operating expenses. For organizations that are not based in Napa County, but have programs here, their dues shall be based on their program operating expenses in Napa County.

Organizations that request a reduction or waiver of dues shall apply in writing to the Executive Director, stating the reason and requesting a payment schedule, reduction or waiver.

Affiliate members are charged one-year dues of \$250, but may voluntarily elect to pay more to help support the Coalition. Honorary members shall not pay dues.

CHAPTER 5. COMMITTEES

1. **Background.** The Board of Directors of the Coalition shall establish standing committees. (Current standing committees are Behavioral Health, Community Development Block Grant, Cultural Competency, Economic Self-Sufficiency, Health and Wellness, Homeless Services Planning Council (The Continuum of Care Committee), Housing, Napa County Organizations Ready For Disaster (NCORD), Safety Net Food)

All regular members of the Coalition shall be required to serve on at least one committee.

All members of Coalition committees must be members of the Coalition.

2. **Discussion.** Each committee will have two co-chairs whose terms will commence on July 1. These officers will be elected by the committee for a two-year term and cannot succeed themselves for a second consecutive term. Beginning on July 1, 2008, all co-chairs' terms will be configured to insure that the terms of both chairs of a committee do not expire in the same years. The goal is for the co-chairs to have staggered terms so that only one co-chair's term expires each year.

The committee co-chairs shall preside at all committee meetings, develop and distribute the agenda for each meeting and attend the twice-a-year meetings of all committee chairs and the Coalition Board's Committee Committee.

The committee can, by a simple majority, replace a co-chair. The co-chair can appeal this decision to the Board who will have final authority.

From time-to-time co-chairs may wish to "step down" from their position and not chair a meeting so that they can speak freely on an issue that affects their organization. At those meetings the Coalition Executive Director will be requested to act as chair.

Each committee will elect a secretary who shall maintain a database of committee members' mail, phone and email addresses, send out an agenda prior to each meeting and take minutes of each meeting and distribute them to committee members and to Coalition members upon request. The secretary will be elected to one two-year term and cannot succeed him/herself. For committees where the latter is impractical, other terms may be employed (i.e. three or six month terms).

New members will indicate to the Executive Director on which committees they would like to serve. The Executive Director will then ask the co-chairs or

Secretary of the committee to invite that person to their first committee meeting.

Each committee will stay current on what is happening at governmental agencies that relate to the committee's area of interest.

The Coalition Board of Directors may, from time to time, establish new committees. With rare exception, these committees will be "field of service" and not "population served" committees. Any regular member of the Coalition can seek to establish a new Coalition committee by first inviting all other members of the Coalition to an organizing meeting. At that meeting, the group would need to develop a rationale for the need for this committee and a proposed mission statement. This information would then be conveyed to the Coalition Board through the Executive Director. The Board would either approve or deny the establishment of the committee or seek further information/clarification.

Each committee will adopt a mission/purpose statement, yearly goals and objectives and schedule a time and place to meet, all of which will be displayed on the Coalition website and any changes will be sent to the Coalition Executive Director.

The minutes of all committees shall share the same format and shall be sent to the Executive Director. (See attached sample from Microsoft Office).

Each committee will have a similar protocol for how their meetings operate and need to meet at least five times per year.

At the July member meeting each year, all members will be asked to reaffirm or reselect their committee memberships.

Twice a year, the Coalition will convene the co-chairs of all its committees to review the committee structure and suggest improvements to insure that it is strong and all committee operations' are smooth.

Committees are encouraged to liaison with other committees as necessary and are encouraged to appoint official liaisons.

3. **Operation.** The committees shall submit reports of activities to the Coalition's Executive Director and Board of Directors. Whenever a committee is discussing the dividing up of funds among its members, that meeting will be facilitated by the Coalition Executive Director or a neutral designee he or she shall appoint.

The Coalition may act as fiscal sponsor for funds raised by Coalition committees and may charge a nominal fiscal sponsor fee for its services.

4. **Advocacy.** The Coalition will actively take a stand on issues which:
 - impact/benefit our members and/or their clients collectively
 - threaten the operation of one or more of our members.

The Board will appoint a three-person (two Board member and one non-Board member) Advocacy Committee whose job shall be to approve/endorse all advocacy stands taken by the Coalition as a whole. The Board shall establish general guidelines for this committee to follow and the Executive Director will staff it. The committee is authorized to act on advocacy issues without first obtaining a vote by the Coalition Board of Directors. All member requests for Coalition advocacy will first be submitted to the Executive Director who will then present them to the Advocacy Committee.

In addition to the above, Committees may also take positions of their own on issues of advocacy which fall under their mission/purpose statement and yearly goals and objectives, without first obtaining the approval of the Advocacy Committee. However, if the committee feels that its stance might be at variance with that of other Coalition members who are not involved in their committee, they are strongly encouraged to discuss this with the

Executive Director and/or the Advocacy Committee. All other Coalition advocacy efforts must first be approved by the Advocacy Committee.

Napa Valley Coalition of Nonprofit Agencies

(NVCNPA)

Policies and procedures - Attachments

Dues Table

Annual Expenses from IRS 990 Line 17	Amount of Dues
250,000 or less	250
251,000 – 500,000	500
501,000 – 750,000	750
751,000 – 1,000,000	1000
1,000,001 – 1,500,000	1500
1,500,001 – 2,500,000	2000
2,500,001 – 3,500,000	2500
3,500,001 and above	3000

[NAME OF ORGANIZATION/COMMITTEE]

Meeting Minutes
April 4, 2008

Opening:

The regular meeting of the [Name of Organization/Committee] was called to order at [time] on [date] in [location] by [Meeting Chair].

Present:

[List of Attendees]

A. Approval of Agenda

The agenda was unanimously approved as distributed.

B. Approval of Minutes

The minutes of the previous meeting were unanimously approved as distributed.

C. Open Issues

Summarize the discussion for each existing issue, state the outcome, and assign any action item.

D. New Business

Summarize the discussion for new issues, state the next steps, and assign any action item.

E. Agenda for Next Meeting

List the items to be discussed at the next meeting.

Adjournment:

Meeting was adjourned at [time] by [Person]. The next general meeting will be at [time] on [date] in [location].

Minutes submitted by: [Type name here]

Approved by: [Type name here]