

# **NAPA VALLEY COALITION OF NONPROFIT AGENCIES**

## **POLICIES AND PROCEDURES**

### **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 organizations in the State of California. Under the direction of the Board of Directors, the Executive Director retains the responsibility to hire staff and direct day-to-day operations.

### **CHAPTER 3. PARTNERSHIPS**

The Coalition shall from time to time enter partnership relationships with other organizations or with standing committees of the Coalition. Whenever the Coalition enters partnerships; 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, work plans and milestones, approval for payments of debts, procedures and an internal accounting system for reporting to a donor.

## **CHAPTER 4. FINANCIAL**

4.1 The signee for financial transactions shall consist of the Treasurer of Board of Directors.

4.2 Two signatures shall be required on all payments over \$500, consisting of the Executive Director and Treasurer, unless said payment has been authorized by previous arrangement, i.e., an MOU.

4.3 Executive Director shall be authorized to make reasonable purchases of no more than \$500, with the funds available to the Coalition except where an expenditure of more than that has been authorized by previous arrangement, i.e., an MOU.

4.4 S/he shall be required to secure the signature of the Board Treasurer to reimburse him or herself.

## **CHAPTER 5. MEMBERSHIP**

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

5.2 Any non-profit organization defined under Section 501(c)3 of the Internal Revenue Code and which maintains an office, programs, provides services to, or has fiscal responsibility in Napa County, qualifies for Coalition membership as a Regular Member.

5.3 The Regular Member's Executive Director, CEO, or their designee, shall represent each agency at the Coalition meetings. When there is more than one program within a Regular Member, the program directors of the program may also represent the Member at the monthly Coalition meeting.

5.4 There shall only be one vote per Regular Member. Such vote shall only be exercised by the Executive Director of the Member or his/her designee.

5.5 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 as set forth by the Board of Directors.

5.6 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 Corporation. Honorary members are non-voting Members and will not be assessed dues. The Board of Directors determines Honorary Membership.

5.7 All Members, as defined in the bylaws will be responsible to pay dues, fees and assessments as set by the Board of Directors

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

## **CHAPTER 6. DUES**

6.1 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 as reported by the agency on its IRS Form 990. 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 Regular Members whose annual operating expenses are below \$250,000 shall be \$250.00 and the maximum dues shall be for organizations with an annual operating expense above \$3.5m shall be \$3,000

annually.

6.2 Dues are subject to revision by the Board of Directors. (See attached dues table).

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

6.4 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. The Board of Directors will make the final determination on the request.

6.5 Affiliate members are charged one-year dues of \$250, or as set from time to time by the Board of Directors, but may voluntarily elect to pay more to help support the Coalition.

6.6 Honorary members shall not pay dues.

## **CHAPTER 7. TERMINATION OF MEMBERSHIP**

7.1 Causes of termination. Membership shall terminate upon occurrence of any of the following events:

- (i) The resignation of the Member: Membership may be terminated at any time by written or electronic means to the Chair or Secretary of the Board of Directors and the Executive Director. Termination will be the date of delivery of the notice;
- (ii) The failure of the Member to pay dues or assessments, if required, within the times set forth by the Board of Directors: Membership can be reinstated if dues are paid with 30 days of notice of nonpayment;

(iii) The determination by the Board of Directors to make such determination that the Member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Coalition.

7.2 Procedure for expulsion: Following the determination that a Member should be expelled under subparagraph (iii), the Coalition shall follow the expulsion procedure set forth in California Corporation Code 5341. The determination for termination of membership shall be made by the Board of Directors.

(i) A notice shall be sent by first-class or registered mail, or email to the primary voting designee, to the last address of the Member as shown on the Coalition's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(ii) The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the Member organization of their proposed expulsion shall state the date, time, and place of the hearing on the proposed expulsion.

(iii) Following the hearing, the Board of Directors shall determine if the Member should be expelled, suspended, or sanctioned in some other way. The decision of the Board of Directors shall require a 2/3 vote and the decision will be final.

7.3 A Member who has terminated their membership or has been expelled or suspended shall be liable for any charges incurred, services or benefits rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

## **CHAPTER 8. COMMITTEES**

8.1 The Board of Directors of the Coalition shall establish standing committees.

8.2 All Regular Members of the Coalition shall be encouraged to serve on at least one committee.

8.3 Each committee will have a chair and co-chair whose terms commence on July 1 and the terms will be staggered. These officers will be elected by Committee.

8.5 The committee chair shall preside at all committee meetings, develop and distribute the agenda for each meeting.

8.6 The committee can, by a simple majority, request that the board replace a chair or co-chair. The chair or co-chair can appeal this decision to the Board of Directors who will have final authority.

8.7 From time-to-time 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 Co-Chair or the Coalition Executive Director will be requested to act as chair.

8.8 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.

8.9 New members will indicate to the Executive Director on which committees they would like to serve. The Executive Director will then ask the chairs or Secretary of the committee to invite that person to their first committee meeting.

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

8.11 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 of Directors through the Executive Director. The Board of Directors would either approve or deny the establishment of the committee or seek further information/clarification.

8.12 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.

8.13 The minutes of all committees shall be sent to the Coalition Executive Director and Coalition Assistant.

8.14 Each committee will have a similar protocol for how their meetings operate

and need to meet at least quarterly.

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

8.16 At the annual meeting there will be a review of each committee's structure and suggestions for improvements will be made to ensure that the Coalition is strong and all committee operations are smooth.

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

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

8.19 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, the Coalition Executive Director or a neutral designee he or she shall appoint will facilitate that meeting.

8.20 Committee members may participate in meetings by means of a conference telephone or similar communication equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by which means shall be conclusively deemed to constitute presence in person at such meeting.

## **CHAPTER 9. BOARD MEMBER ROLES AND RESPONSIBILITIES**

9.1 Members of the board of directors are trustees who act on behalf of an organization's constituents, including service recipients, funders, members, the



government and taxpayers. The basic responsibilities of the Board of Directors include, but are not limited to:

- (i) Determining the organization's mission and purpose
- (ii) Ensuring effective organizational planning
- (iii) Determining which of the organization's programs are consistent with its mission and monitoring the effectiveness of these programs
- (iv) Securing adequate financial resources for the organization to fulfill its mission
- (v) Assisting in the development of the organization's annual budget and ensuring that proper financial controls are in place
- (vi) Defining prerequisites for potential new Board members, orienting these new members, and periodically evaluating performance
- (vii) Supporting and evaluating the chief executive with the goals of the organization in mind
- (viii) Adhering to legal and ethical standards and norms
- (ix) Clearly defining and articulating the organization's mission, accomplishments and goals to gain support from the community and enhancing the organization's public image

9.2 Overall, Board members have a duty of loyalty to the organization, its staff and other Board members. While differences of opinion will likely arise, board members should keep disagreements impersonal. By practicing discretion

and accepting decisions made on a majority basis, the Board can accomplish unity and confidence in its decisions.

9.3 The Board of Directors should be open to self-evaluation and regularly review their own composition to ensure constituent representation, board expertise and commitment.

9.4 Boards also are responsible for evaluating and determining compensation for the executive director.

9.5 Board members perform their responsibilities through regular meetings and a committee structure that is appropriate for the size of the board and organization.

9.6 Board members are responsible for arriving at meetings well-prepared and ready to engage in thoughtful dialogue.

9.7 Individual members of the board are required to:

- (i) Attend all board and committee meetings and functions, such as special events
- (ii) Stay informed about the organization's mission, services, policies and programs
- (iii) Review agenda and supporting materials prior to board and committee meetings
- (iv) Serve on committees or task forces and offer to take on special assignments
- (v) Inform others about the organization

- (vi) Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- (vii) Keep up-to-date on developments in the organization's field
- (viii) Follow conflict of interest and confidentiality policies
- (ix) Refrain from making special requests of the staff

9.8 Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

## **CHAPTER 10. CODE OF CONDUCT**

10.1 The conduct and ethical behavior of the Coalition membership sets the tone for public perception of the nonprofit community in Napa County. For this reason, the conduct and ethical behavior of Coalition membership should be beyond reproach and free of any impropriety.

10.2 Coalition members have a responsibility to demonstrate the highest standards of professional and personal conduct, and to foster the same in volunteers and staff, to protect the integrity of the Coalition.

10.3 Professionals and volunteer leaders value and support high standards of ethical and accountable behavior. Members of the Coalition should act in a manner that inspires respect for the organization and enhances its prestige by:

- (i) Refraining from discussing individual differences and opinions about decisions of the governing body outside of the meeting room.

- (ii) Keeping confidential all privileged and sensitive information that is gained by office or position.
- (iii) Being respectful of others, showing concern for their well-being, encouraging diversity, and refraining from discriminatory, harassing, or insensitive behavior.
- (iv) Being loyal to the Coalition and discharging responsibilities in a manner that fosters the mission
- (v) Conducting all transactions for the benefit of the Coalition and the membership it serves, without prejudice or thought of personal gain.
- (vi) Treating staff, members, volunteers and the public in a fair and consistent manner, free of favoritism and prejudice.
- (vii) Demonstrating respect for others' ideas and property, such as copyrights and other intellectual property.
- (viii) Providing clear and concise information for members regarding expectations of personal and professional conduct, and the ethical obligations of volunteers to the Coalition.
- (ix) Promptly disclosing any current or potential conflicts of interest.
- (x) Avoiding any appearance of impropriety.
- (xi) Participating fully in deliberations of the governing body.
- (xii) Representing all members and constituents in a fair and consistent manner, and refraining from promoting personal interests and biases.

- (xiii) Reporting behavior that crosses ethical boundaries to the governing body or chief staff executive, as appropriate.

## **CHAPTER 11. CONFLICT OF INTEREST**

11.1 A conflict of interest is defined as an individual's involvement in outside interests which might either conflict with the individual's duty to the Coalition or adversely affect the individual's judgment in the performance of his or her responsibilities. An actual or potential conflict of interest occurs when an individual can influence a decision that may result in a personal gain, whether it be in monetary or other nature, for that individual or for an affiliated party because of the Coalition's business dealings.

11.2 A personal or financial interest or involvement in any customer, competitor, or supplier of the Coalition is considered a conflict of interest. If you or any of your close relatives (spouse, domestic partner, children, sibling, parent, in-laws or step-relative) has a personal or financial interest in a customer, competitor, or supplier of the Coalition, you must disclose the interest or relationship to us.

11.3 Furthermore, you may not give or accept gifts, loans, or favors from persons having business relationships with the Coalition without the prior written approval of the Chair of the Board of Directors and the Executive Director.

## **CHAPTER 12. NOMINATING DIRECTORS**

12.1 Any Regular Member may nominate the Executive Director or their designee of a Regular Member to serve on the board of directors. Nomination shall be acted on at the Annual Meeting.

12.2 The Board shall create a Board Nominating Committee with the purpose of presenting candidates for the Board of Directors for election at the Annual meeting. It shall also nominate candidates for Board positions that become vacant between Annual Meetings.

12.3 The Chair of the Board Nominating Committee shall be the Immediate Past-President and the members shall be nominated by the Chair of the Board of Directors. The Committee will be staffed by the Executive Director.

12.4 It is the responsibility of the committee to secure candidates for the ballot and present those candidates to the board for approval and to the members for a vote.

12.5 The Chair of the Board Nominating Committee shall convene meetings, ensure that minutes are accurate and report back to the Board.

12.6 Candidate solicitation shall begin with a Call for Nominations published on the Coalition website in March and announcement at the March membership meeting. A reminder email notification will be send two weeks prior to the deadline.

- (i) Nomination forms will be returned directly to the Coalition office by the specified date (attached in appendix).
- (ii) The Committee will review nominated candidates and assure that they meet nominating criteria.
- (iii) Name submitted to Chair of the Board and the Executive Director.  
Chair presents options to the Board.

- (iv) Nominating committee members will contact nominees to discuss Board roles and responsibilities and determine nominees desire to become a candidate.
- (v) The list of candidates will be brought to the Board for review and approval.
- (vi) The committee chair will ensure all candidates are notified as to the final ballot.
- (vii) Ballots will be created with all eligible candidates and instructions will be provided at the membership meeting regarding the number of Board openings and how many votes each voting member can cast.

12.7 Nominating criteria shall consist of:

- (i) A nomination form is completed and submitted during the specified time frame.
- (ii) All potential nominees must be active members in good standing and the organization's voting member.
- (iii) Candidate has demonstrated membership meeting attendance of at least 66% during the preceding 12 months.
- (iv) Candidate has demonstrated committee participation.

## **CHAPTER 13. ADVOCACY**

13.1 The Coalition provides a structure in which Committees and members can advocate to promote the sustainability and growth of the nonprofit sector and to improve the quality of life of Napa County residents.

13.2 The structure will provide our membership and Committee's with tools and

education to effectively advocate on behalf of their mission statements and clients.

13.3 The Coalition and Committees will work in partnership to provide education and outreach on issues areas for action.

13.4 In no event shall a substantial part of the advocacy activities of the Coalition or its Committees consist of the carrying on of propaganda, publication or dissemination of materials with the purpose of attempting to influence legislation or ballot measure, except as permitted by Section 501(h) of the Internal Revenue Code.

13.5 In addition, the Coalition or its Committees shall not participate or intervene in any political campaign, on behalf of or in opposition to, any candidate for public office.



**Napa Valley Coalition of Nonprofit Agencies  
Policies and Procedures - Attachments**

**Dues Table**

Based on Annual Expenses from IRS Form 990

Annual Dues

\$250,000 or less is \$250

\$251,000 – \$500,000 is \$500

\$501,000 – \$750,000 is \$750

\$751,000 – \$1,000,000 is \$1,000

\$1,000,001 – \$1,500,000 is \$1,500

\$1,500,001 – \$2,500,000 is \$2,000

\$2,500,001 – \$3,500,000 is \$2,500

\$3,500,001 and above is \$3,000

## Board of Directors Nomination Form

This form can be used by anyone to nominate individuals to serve on the Napa Valley Coalition of Nonprofit Agencies (NVCNPA) board. Please return the completed form to the NVCNPA office or Nominating Committee member.

NOMINEE:

\_\_\_\_\_

\_\_\_\_\_

Employer and Title:

\_\_\_\_\_

Address:

\_\_\_\_\_

\_\_\_\_\_

City:

\_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

\_\_\_\_\_

Phone:

(W)(\_\_\_\_\_) \_\_\_\_\_ (H)(\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_

Nominator: \_\_\_\_\_

Date: \_\_\_\_\_

Describe skills and talents of the nominee:

Why are you recommending this person?

Board Member Roles and Responsibilities:

- Attend monthly meetings- first Tuesday of every month 9:00 AM to 11:00 AM
- Serve on at least one Board sub-committee

- Hold office for a period of two (2) years, and may be elected for two (2) successive terms

## Code of Conduct

The conduct and ethical behavior of the Coalition membership sets the tone for public perception of the nonprofit community in Napa County. For this reason, the conduct and ethical behavior of Coalition membership should be beyond reproach and free of any impropriety.

Coalition members have a responsibility to demonstrate the highest standards of professional and personal conduct, and to foster the same in volunteers and staff, to protect the integrity of the Coalition.

Professionals and volunteer leaders value and support high standards of ethical and accountable behavior. Members of the Coalition should act in a manner that inspires respect for the organization and enhances its prestige by:

- Refraining from discussing individual differences and opinions about decisions of the governing body outside of the meeting room.
- Keeping confidential all privileged and sensitive information that is gained by office or position.
- Being respectful of others, showing concern for their well-being, encouraging diversity, and refraining from discriminatory, harassing, or insensitive behavior.
- Being loyal to the Coalition and discharging responsibilities in a manner that fosters the mission
- Conducting all transactions for the benefit of the Coalition and the membership it serves, without prejudice or thought of personal gain.
- Treating staff, members, volunteers and the public in a fair and consistent manner, free of favoritism and prejudice.
- Demonstrating respect for others' ideas and property, such as copyrights and other intellectual property.
- Providing clear and concise information for members regarding expectations of personal and professional conduct, and the ethical obligations of volunteers to the Coalition.
- Promptly disclosing any current or potential conflicts of interest.
- Avoiding any appearance of impropriety.
- Participating fully in deliberations of the governing body.
- Representing all members and constituents in a fair and consistent manner, and refraining from promoting personal interests and biases.
- Reporting behavior that crosses ethical boundaries to the governing body or chief staff executive, as appropriate.

By signing below, I agree to follow the Napa Valley Coalition of Nonprofit Agencies Code of Conduct.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_

## Conflict of Interest Disclosure Form

Date:

Name:

Position:

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Napa Valley Coalition of Nonprofit Agencies and your personal interests, financial or otherwise:

I have no conflict of interest to report

I have the following conflict of interest to report. *Please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own.*

1.

2.

3.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of Napa Valley Coalition of Nonprofit Agencies.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_