

BY-LAWS OF THE CONFERENCE OF ALLEGHENY PROVIDERS

Article I – Purpose

- A. **Purpose:** The purpose of the Conference of Allegheny Providers (“CAP”) is to bring together the organizations providing support in Behavioral Health, Intellectual and Developmental Disability, Drug & Alcohol matters, Children’s services and other related Human Services (collectively referred to as “Human Services”), with the goal to:
- i. improve, participate in, and help implement planning and coordination of Human Services throughout Allegheny County, Pennsylvania (the “County”);
 - ii. strengthen the working relationships among member organizations and relevant governmental offices, including the Allegheny County Department of Human Services;
 - iii. further the opportunity and ability of member organizations to contribute to the effective delivery of Human Services to County residents in need of such services; and
 - iv. gain the understanding and support of legislators and government officials at the Federal, State and Local levels.

Article II – Membership

- A. **Membership:** Membership is open to all organizations, except governmental agencies and/or insurers, which provide Human Services and any organization whose relationship furthers the mission of CAP.
- B. **Representation:** CAP membership shall consist of the Executive Director or such individual that has the authority to make decisions for each member organization. Each member organization may, at its discretion, appoint on a temporary basis, a designee by proxy. As a member of CAP, you are representing the Conference of Allegheny Providers and need to abstain or avoid any conflict of interest with your employer agency.
- C. **Dues:** Annual dues shall be determined and adopted by the Executive Committee (as defined below) on a yearly basis.
- i. Annual dues shall be payable in the first quarter of each fiscal year. Members who have not paid dues by the end of the first quarter will be suspended from the CAP roster until dues are paid.

Article III – Operations

- A. **Executive Committee:** The Executive Committee, shall be empowered to act for CAP between regular meetings. The President of CAP must be a member of the senior

management team of the member organization or the equivalent of the member organization. A simple majority of the Executive Committee shall constitute a quorum for any required decisions made between regular meetings.

B. **Voting:** The designated representative of a member organization must be present at a CAP meeting to cast a vote on all issues, except as election procedures may otherwise designate. Each organization shall have one vote.

C. **Meetings:**

i. Regular meetings of CAP shall be held quarterly, at a time and place (or may be conducted on a virtual platform) as designated by the President. The annual meeting shall be held in September of each year.

ii. The President of CAP may call special meetings. The President shall call a special meeting at the request of any members whose number shall at least equal the quorum required for the last regular meeting of CAP.

iii. Notice of Meetings – The President or Secretary shall mail, fax or e-mail notice of all meetings to the designated representative of record of all members' organizations at least five (5) days but not more than thirty (30) days before the meeting. For special meetings, the notice shall state the reasons for the meeting, the business to be transacted and the meeting requestor.

iv. Agenda – All meeting notices shall contain the Agenda for that meeting. At special meetings, no other business but that specified in the notice shall be conducted without the consent of a super majority (75%) of all designated representatives present.

v. Quorum – The presence of not less than $\frac{1}{4}$ of the members, rounded upward to the nearest whole number, shall constitute a quorum for the transaction of business at any CAP meeting.

vi. CAP may make any other rules for the conduct of its meetings, as it may deem necessary.

Article IV – Officers

A. **The officers of CAP shall be the Executive Board, which consists of:**

- i. a President
- ii. a Vice President
- iii. a Secretary
- iv. a Treasurer
- v. the Immediate Past-President
- vi. two Members at Large

B. **Elections:** The officers shall be elected by CAP, from among its members, for 2-year

terms or until successors are chosen. Regular elections shall be held at the September CAP meeting and the term shall begin at the following CAP meeting. Elections shall be based on a slate moved by a Nominating Committee and will require a majority vote.

C. **Compensation:** No officer shall, by reason of his/her office, be entitled to any salary or compensation. Expenses directly related to the conduct of CAP business may be reimbursed.

D. **Duties of Officers:**

i. The President shall: (a) preside over all meetings of CAP and the Executive Committee; (b) present at each annual meeting an annual report on the work of the organization; (c) appoint all committee Chairpersons as provided for in Article V; (d) appoint the Registrant whose duties may be combined with another office; (e) see that all books, reports and certificates, as required by law, are filed or kept; (f) sign CAP checks or drafts as needed; and (g) have such other powers as customarily belong to the chief officer of any organization.

ii. The Vice-President shall, in the event of the absence or inability of the President to exercise his/her office, become Acting President with full powers.

iii. The Secretary shall: (a) keep the minutes and records of CAP in appropriate books; (b) file any certificates or reports required by any governmental agency; (c) give all notices to CAP members including the minutes of all CAP meetings; and (d) exercise all other customary duties incident to the office of Secretary.

iv. The Treasurer shall: (a) have the care and custody of all monies belonging to the organization; (b) sign CAP checks or drafts as needed; (c) be responsible for the development of the annual budget that will be reported at the annual meeting; (d) render at stated periods determined by CAP, but not less than annually, a written account of the finances of the organization and such report shall be attached to the minutes of the board meeting at which it is approved; and (e) exercise all other duties incident to the office of Treasurer.

v. The immediate Past-President shall provide information and support based upon his/her past experience in order to provide continuity to the organization. He/she will be also fulfilling duties as prescribed by the President.

E. **Removal of Officers:** An Officer may be removed from office by a majority vote at a regularly scheduled meeting. Such removal proceeding must be included on the Agenda provided for such meeting.

Article V – Committees

A. **Appointment:** All Chairpersons shall be appointed by the President. Committee members may be appointed by the President or selected by the Committee Chairperson

with the approval of the President.

B. The Initial Committees of CAP shall be:

- i. Executive
- ii. Children's
- iii. Behavioral Health
- iv. Intellectual and Developmental Disabilities
- v. Legislative Affairs
- vi. Nominating Committee (as needed for nominations)

C. Addition and Dissolution of Committees: The President shall establish other committees and dissolve existing committees, as he/she deems appropriate.

D. Committee Minutes: Committee Chairpersons are required to take minutes of their meetings and send to the CAP Secretary promptly after the meeting.

Article VI – Employees - The Executive Committee shall have the ability and authority to hire, fire and fix employment terms of any employee it deems necessary to conduct the business of CAP.

Article VII – Officer's Liability - The Officers, employees and agents of CAP or of any affiliated corporation here after referred to as Indemnites of CAP shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his or her role as such Indemnitee provided, however, that this provision shall not eliminate or limit the liability of an Indemnitee to the extent that such elimination or imitation of liability is expressly prohibited under the laws of the Commonwealth of Pennsylvania, as time to time amended.

Article VIII – Amendments - CAP members, by majority vote at any regular or special meeting, may revise or amend these By-Laws. The written notice of the meeting shall include any proposed changes in the By-Laws.

Article IX -Provisions - The provisions of these By-Laws shall be deemed to be a contract with each of CAP's Officers who serve as such at any time during which such provisions are in effect.

