

MISSOURI COALITION OF RECOVERY SUPPORT PROVIDERS

BY-LAWS

This guiding document shall NOT be a legal binding agreement. It shall be a good faith agreement entered into through voluntary cooperation by all levels of membership in the MISSOURI COALITION OF RECOVERY SUPPORT PROVIDERS (MCRSP). All members receiving membership status shall agree to abide by and adhere to the guiding principles set forth in the coalition by-laws and membership covenant and Memorandum of Understanding (MOU).

The purpose of the coalition is to identify and create opportunities for recovery support providers throughout the State of Missouri to come together that we might better serve those individuals and families whose lives are impacted by substance use.

ARTICLE I

NAMES AND OFFICES

SECTION 1. – NAME

The name of this organization shall be, **MISSOURI COALITION OF RECOVERY SUPPORT PROVIDERS**, hereafter referred to as **MCRSP** throughout this document.

SECTION 2. – OFFICES/MEETING LOCATIONS

The official meeting place for the MCRSP shall be determined by the MCRSP Board of Directors at its discretion. Effort will be given to guarantee that all members will have access to meetings by proposing central locations and/or creating rotation around the state.

ARTICLE II

EXECUTIVES/OFFICERS

SECTION 1. – POWERS AND NUMBER OF OFFICERS

The property and business of MCRSP shall be controlled and managed by the coalition's Board of Directors. The BOD shall be comprised of the Chair of each Affiliate/Emerging Affiliate and two representatives elected by each of the Affiliate/Emerging Affiliates and the chair of each Chartered Task Force/Committee. A past MCRSP Chair may serve in an Emeritus position. The MCRSP Executive Director shall serve as a non-voting member. Six officers from among the full Board of Directors shall be elected to serve as officers and shall be elected by the BOD. These shall be the Chair, Vice Chair, Secretary, Treasurer, Parliamentarian, and Chaplain.

The number of officers constituting the Board of Directors thereafter shall be fixed by it, provided, however, such change shall not be effective until all amendments, if any, to the Articles of Agreement are effective. All operational powers of the coalition shall be vested in and exercised by the BOD. The Executive Committee, and its individual officers, shall have no powers as such.

Employees of the coalition shall not serve as officers.

SECTION 2. – BOARD OF DIRECTOR’S MEETINGS

The BOD shall have monthly meetings determined by the Board itself as needed. The BOD shall set the meeting time that is most accessible to each member. In lieu of a notice of meeting the Board may hold its monthly meetings in accordance with a schedule adopted by the BOD and communicated verbally or electronically by the Coalition Chair or Executive Director.

SECTION 3. – GENERAL MEETINGS

The general body of the coalition shall consist of representatives from each member organization and shall convene no less than annually. The general meetings of the coalition shall be held for the purposes of transacting the business of the coalition.

SECTION 4. – QUORUM

In all meetings of the BOD, two-thirds of the membership present for a fixed meeting shall constitute a quorum. The Board Chair shall determine the quorum at each fixed meeting. In the absence of the Chair at any fixed meeting, the Board secretary shall determine the quorum.

In all the fixed meetings of the general coalition body, two-thirds of the full members in attendance to the general meeting shall be the quorum. In other words, the quorum shall be adjustable to the number of coalition members present at the meeting. No business for the general body will be delayed due to a fixed number of members **not present** at the fixed general meeting. A fixed meeting shall be a schedule of official meeting times agreed upon by the BOD and communicated to the general coalition body.

SECTION 5. – COMPENSATION

The BOD and/or its officers shall not receive any compensation for their services for the coalition.

SECTION 6. – TERM AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS

ELECTION OF OFFICERS:

In order to provide continuity, momentum, experience and knowledge for the Missouri Coalition of Recovery Support Providers a “staggered” election process will be initiated. The process will begin in 2021.

- The following positions will be elected in odd years: Vice Chair, Treasurer, and Chaplain
- The following positions will be elected in even years: Chair, Secretary, and Parliamentarian

An officer shall be re-elected for the same office, for a total of six years, if elected/approved by the BOD. However, an officer may be eligible for any other office not previously held by them in their most recent term served. The coalition officers shall serve from January 1st to December 31st of each term year. The BOD shall elect the officers in December of each year so that the officers’ terms will begin on January 1st of each term year. It will be the duty of the officer to mentor successors for their positions so the presence and connections of The Missouri Coalition of Recovery Support Providers will be maintained and passed on for continued success of the coalition.

ELECTION TO THE BOARD OF DIRECTORS:

Each affiliate and emerging affiliate member will elect from their coalition two individuals who are recovery support providers to serve on the MCRSP BOD along with their coalition chair. Therefore, each affiliate/emerging affiliate will have three representatives on the BOD. Each of the two elected representatives must be a recovery support provider. If the coalition has members who are not recovery support providers, those individuals will not be eligible to serve on the MCRSP BOD. However, if the coalition has elected a chair who is not a direct recovery support services provider, he/she may serve on the MCRSP BOD in the capacity as one who agrees to serve with no conflict of interest. There will not be members at large elected to the BOD. For purposes of transitioning to its new board structure, however, current executive committee members may continue to be elected to positions on the executive committee for up to six years from the transition years of 2021-2022, regardless of whether they are members of an affiliate or emerging affiliate.

Each Chartered Task Force Chair shall be a member of the BOD and shall have one vote. These shall include: Chairs of the Housing Task Force, Marketing Task Force, Governance Task Force, Technical Assistance/Conference Task Force, RSS Task Force, and Advocacy Task Force.

A Past Chair may serve on the BOD in an Emeritus position as long as the individual would desire to serve in this capacity. All Past Chairs will have the opportunity to serve in this capacity.

There will be no term limits for members of the BOD. The affiliate/emerging affiliates must determine whether or not their representatives will have term limits.

The five regions (NW, SW, Central, E, SE) will not be limited on the number of affiliates or emerging affiliates. However, the MCRSP BOD has the power to approve or deny an application. Applicants must demonstrate that at least six member organizations are recovery support providers; that there has been communication demonstrating a working relationship with current regional affiliates; and/or the applicant would support the goals and objectives of MCRSP.

SECTION 7. – RESIGNATION AND VACANCIES

Any officer may resign at any time by giving written notice of such resignation to the BOD. Any vacancy in an officer position occurring during the year, including a vacancy created by an increase made by the general coalition in the number of officers, shall be filled for the unexpired portion of the vacancy by the election of a new officer by an affirmative vote of a majority at any fixed scheduled meeting of the members of the BOD.

SECTION 8. – OFFICER QUALIFICATIONS

All officers of the BOD must come from an election from among the members of the BOD. Candidates for officers and subsequent elected officers must be in good standing prior to and during the nominations and elections. The officer must remain in good membership standing for the Board tenure.

MEMBERSHIP

SECTION 1. – CLASS OF MEMBERSHIP

In addition to the Board of Directors, the coalition shall have members.

SECTION 2. – QUALIFICATIONS

Members shall be 18 years of age or older, legal residents of United States of America, represent a qualified recovery support agency or organization, and are dedicated to the purpose of this coalition.

Membership in the coalition shall consist of the following four levels:

1. *Affiliate Membership – shall be any legal organization in the State of Missouri whose primary purpose is to coordinate local or regional community-based services and supports for individuals, families, and communities to achieve improved health, wellness and quality of life for citizens of Missouri that undergo behavioral health conditions; behavioral management conditions; social and/or spiritual neglect; substance use disorders; co-occurring disorders and /or history of criminal activities. Affiliate level members must complete an application to show compliance*

with the affiliate membership qualifications and must be approved as an affiliate member by the MCRSP Board of Directors.

- a. *This level of membership will be responsible for paying annual membership dues set by the coalition.*
 - b. *The agency/organizational members in good standing with the affiliate, who are identified as a recovery support service provider by the affiliate consistent with this section shall automatically become members of MCRSP through their membership in the affiliate organization.*
 - c. *This level of membership for both the affiliate organization and its recovery support service provider organizational members in good standing shall be able to participate in funding and/or resource capacity building initiatives such as but not limited to submitting grant applications with the coalition; funding asks for the coalition; funding contracts with coalition; etc.*
 - d. *An affiliate level membership organization shall appoint up to two persons from its organization to serve as representatives on the coalition's BOD. Additionally, each single agency member in good standing with such affiliate shall appoint one person from its organization to serve as a representative in the coalition with one business vote in the coalition for general membership business meetings.*
 - e. *Neither the affiliate nor the affiliate member agency/organization is able to substitute representatives to the coalition without prior written request to any coalition officer followed by an approval for vicariate substitution from the Parliamentarian, Chair, or Vice-chair of the coalition.*
2. *Emerging Affiliate - Emerging affiliate members are organizations who meet the definition of an affiliate level member but may not meet all qualifications at the time of application. Emerging affiliates shall include a plan and timeframe to meet the remaining qualifications, not to exceed 6 months from the date of application. The MCRSP BOD shall establish the minimum qualifications for an emerging affiliate membership.*
3. *Agency/Organizational Membership - shall be any legal organization in those areas of the State of Missouri for which a MCRSP affiliate organization does not exist and which provides direct and/or support for citizens of Missouri that suffer with Behavioral Health Conditions; Behavioral Management conditions; Social and/or Spiritual neglect; Substance Use disorders; Co-occurring Disorders and /or history of criminal activities. In those areas of the state of Missouri that have a recognized affiliate MCRSP organization membership to MCRSP is obtained through the existing MCRSP affiliate organization. Agency/Organizational level members must complete an application to show compliance with the membership qualifications and must be approved as a member by the MCRSP Executive Board.*
 - a. *This level of membership will be responsible for paying annual membership dues set by the coalition.*
 - b. *This level of membership shall be able to participate in funding and/or resource capacity building initiative such as but not limited to submitting*

grant applications with the coalition; funding asks for the coalition; funding contracts with coalition; etc.

- c. The agency/organizational member shall appoint one person from its organization to serve as a representative in the coalition with one business vote in the coalition.*
- d. This level of membership shall be a full membership and shall be eligible to make funding application requests and/or receive funding with the coalition.*
- e. This level of membership shall not be able to substitute representatives to the coalition without prior written request to any coalition officer followed by an approval for vicariate substitution from the Parliamentarian, Chair, or Vice-chair of the coalition.*

- 4. Partner in Excellence Member: Any organization that is a community stakeholder and supportive of recovery support service (RSS) providers may join as Partner in Excellence (PIE) member. These members are non-voting members in MCRSP and primarily join to support the RSS community, promote their products and advocate for RSS issues. Membership dues for PIE members will be established by the BOD and will confer certain privileges to PIE members, such as placement on MCRSP's website, display booths at MCRSP conferences, mention in MCRSP's newsletter, etc. Membership benefits will be determined by the BOD on a sliding scale with higher paying members receiving additional benefits. Examples of PIE members will include, but is not limited to: pharmaceutical companies, drug testing providers, insurance providers, accounting/;ega; firms, technology companies, advertising/marketing groups, fitness and health groups, food catering services, furniture outlets, laboratories, phusician groups, etc.*

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SECTION 3. – FEES, DUES, AND ASSESSMENTS

The BOD of the coalition shall have the authority to set dues and/or fees for coalition membership via a two thirds majority vote of the BOD in accordance with voting quorum conditions set in Article II section 4. Each member in good standing must pay, within the specified time frame and pursuant to the conditions set by the coalition, in amounts to be fixed from time to time by the BOD.

SECTION 4. – TERMINATION OF MEMBERSHIP

The membership of any member shall terminate upon occurrences of any of the following events:

- 1. The resignation of the coalition member.
- 2. The failure of a member to adhere to the by-laws set forth by the coalition general body.
- 3. The failure to maintain a law-abiding status in the United States.
- 4. The determination by the BOD or a committee designated to make such determination

that the member has failed in a material and serious degree to observe the rules of conduct of the coalition.

SECTION 7. – DELEGATION OF POWERS

All the powers granted to the coalition by the general body shall be and are hereby vested in and shall be exercised by the Board of Directors, but the Board of Directors may, by general resolution adopted by a majority of the directors in office, designate one or more sub committees to the BOD. These committees **shall not** have the same assignments and/or authorities appointed by the BOD. The committees shall have and exercise only the authority delegated to them by the BOD for fact finding operations. The designation of such committees and the delegation of such authority to them shall not operate to relieve the Board of Directors, or any individual officers, of any responsibility.

SECTION 8. – GOOD STANDING MEMBER

The coalition member shall commit to aide and assist the coalition to establish and implement the purposes and objectives of the coalition at all times. All members shall be in good standing with the coalition at all times. No member of a committee shall be a representative of a terminated coalition member or of a coalition member not in good standing. A Good Standing Membership shall include the following:

1. Shall agree to abide by all of the rules and by-laws of the coalition.
2. Shall be current in any dues and/or fees adopted by the coalition.
3. Shall demonstrate a passion to serve and care for the recipient recovery members of the coalition.
4. Shall agree to show compassion for the recipient recovery members of the coalition.
5. Shall agree to work as a team member with the coalition.
6. Shall agree to obey and abide by all laws of the United States.
7. Shall agree to attend or be duly represented at all of the fixed meetings of the coalition.
8. Shall subject itself or themselves to the wisdom and counsel of the body of the coalition.
9. Shall agree to hold and to cherish the best interest of the coalition and its recipient recovery members at all times.
10. Shall commit to aide and assist the coalition to establish and implement the purposes and objectives of the coalition at all times.
11. Shall agree to operate their related business with integrity, transparency, and with good morals.

ARTICLE IV

OFFICERS

SECTION 1. – GENERAL

The officers of the coalition shall be a Chair, a Vice-chair, a Treasurer, Parliamentarian (*keeper of the rules*), Chaplain, and a Secretary. The officer shall hold the elected position for the full two-year term. They shall hold office until their successors are elected and qualified.

SECTION 2. – CHAIR

The chair shall preside as chairperson of the general coalition body and chair of the BOD. He or she shall have and exercise general charge and supervision in the affairs of the coalition and shall do and perform such other duties as may be assigned to him or her by the BOD.

SECTION 3. – VICE-CHAIR

At the request of the Chair, or in the event of his or her absence or disability, the Vice-chair shall perform the duties and exercise the powers of the chair, and to the extent authorized the coalition by the coalition by-laws. The Vice-chair shall have such other powers as the BOD may determine, and perform such other duties as may be assigned to him or her by the BOD.

SECTION 4. – SECRETARY

The Secretary shall have charge of such books, documents, and papers as the BOD may determine; shall obtain and keep the minutes of all meetings of the BOD and of the general coalition meetings; shall keep a record containing the names of all persons who are directors and officers of the BOD, showing their places of business and residence, and such book shall be open for inspection by the BOD; shall in general, perform all the duties pertinent to the office of Secretary, subject to the control of the BOD; and shall do and perform such other duties as may be assigned by the BOD.

SECTION 5. – TREASURER

The Treasurer shall have co-custody of all funds, property, and securities of the coalition along with the Chair or the Chair's designee. The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall keep books belonging to the coalition, and shall deposit all monies and their valuable effects to the name and credit of the coalition in such depository as may be designated by the BOD. He or she shall disburse the funds of the coalition as may be ordered by the BOD, a properly delegated committee or the Chair; take proper vouchers for disbursements; and shall render to the Chair and officers and

directors, whenever they may require, an account of all transactions of the treasury and of the financial condition of the coalition.

SECTION 6. – PARLIAMENTARIAN

The Parliamentarian shall be an officer of the BOD. He or she shall serve in the role of keeping order in the official coalition meetings; however, he/she does not have to be a registered or certified parliamentarian. His or her primary responsibility shall be to enable and assist all officers and directors to govern meetings by parliamentary authority, specifically ***Roberts Rules of Order, Newly Revised***. The parliamentary procedure guarantees that the principle of democracy is upheld at each meeting, ensuring:

- a. Business “*is taken up one thing at a time*” promoting order and an expeditious agenda;
- b. Each officer/director/member is heard and addressed with courtesy, justice, impartiality, and equality;
- c. Ensure the rule of the majority while protecting the rights of the individual, minority, and absent members;
- d. He/she shall serve as conciliator in times when the Chair and Vice-chair may be in opposition concerning interpretation of a coalition rule of law;
- e. Act as Chair in the event the Chair and Vice-chair have to simultaneously relinquish their chairs for a vote they have jointly presented to the general body or the BOD.

SECTION 7. – CHAPLAIN

The history of substance use disorder treatment and recovery support services in the field of Behavioral Health is replete with the presence and efficacy of spirituality. The Chaplain shall lead, guide, and promote the general spiritual welfare of the **MCRSP** efforts to meet its purpose and objectives.

ARTICLE V

TASK FORCE/COMMITTEES

SECTION 1. – FORMATION

Task Force/Committees shall be formed by vote of the BOD of the coalition. Task Force/Committees may be comprised of officers, directors, and/or coalition members.

SECTION 2. – CHARTERED TASK FORCE/COMMITTEE CHAIRPERSONS

Each Task Force/Committee shall have a Task Force/Committee chairperson who shall be appointed by the MCRSP Chair. The Task Force/Committee chairperson shall supervise the affairs of the committee and report to the BOD and the general body of the coalition on the work being done by the committee. The Task Force/Committee chair shall serve as a member of the MCRSP BOD.

SECTION 3. – MCRSP TASK FORCE/COMMITTEES

The BOD shall establish and/or maintain established general Task Force/Committees designed to help the coalition carry out its purpose and objectives. These Task Force/Committees shall be chaired by coalition members in good standing appointed to Task Force/Committee chair positions by the MCRSP BOD Chair. All members of these Task Force/Committees shall be representatives of coalition affiliates/emerging affiliates that are in good standing with the coalition. No member of a Task Force/Committee shall be a representative of a terminated coalition member or coalition member not in good standing pursuant to Article III sections 1-4 of these by-laws.

SECTION 4. – TASK FORCE/COMMITTEE ORGANIZATION

The members of the Task Force/Committee shall be those provided for in the Charter establishing the committee or any subsequent resolution. Task Force/Committee members do not have to be members of the BOD. The Task Force/Committee shall follow the procedures governing the BOD meetings concerning notice of meetings, quorum, and voting.

SECTION 5. – EXECUTIVE COMMITTEE

The coalition shall have an Executive Committees made of the Officers of the BOD. This committee shall meet no less than monthly. The Officers are elected by the BOD from among the BOD members.

ARTICLE VI

EMPLOYEES

SECTION 1. – GENERAL

The BOD shall employ such persons as it deems necessary to conduct the operations of the coalition. The BOD or its designated representatives shall have the authority to interview and make the final selection of the employee candidates. No officer or coalition member representative or employee of a coalition member shall be an employee of the coalition. The BOD shall have the authority to employ or terminate any employee of the coalition in accordance with all jurisdictional and pertinent laws.

SECTION 2. – COMPENSATION

The BOD shall determine, via an affirmative vote in accordance with Article II section 4 of these by-laws, the salary and benefit levels of all employees of the coalition pursuant to all pertinent laws of the United States.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1 – LOANS

At the discretion of the BOD loans may be contracted.

SECTION 2. – CHECKS AND DRAFTS

All checks, drafts, or other orders for the payment of money, issued in the name of the coalition shall be signed by such officer(s) or employee(s) of the coalition as shall be determined by resolution of the BOD.

SECTION 3. – DEPOSITS

All funds of the coalition not otherwise designated shall be deposited to the credit of the coalition in such banks, companies, or depositories as selected by the BOD.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the coalition shall be twelve months from January through December and shall begin with the first day of January and end with the thirtieth-first day of December.

ARTICLE IX

NON-DISCRIMINATION

The BOD, Officers, Task Force/Committee chairpersons, and the coalition shall at no time consider a person's race, sex, creed, color, physical handicap, age, or religion in appointing or electing officers, directors, or furthering the purposes of the coalition.

ARTICLE X

CONFLICT OF INTEREST

Members of the BOD shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the coalition while serving in such capacity.

Members of the BOD shall not conduct private business in a manner which places them at a special advantage because of their association with the coalition.

Any duality of interest or possible conflict of interest on the part of any member of the BOD should be disclosed to the other members of the BOD and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Any member of the BOD having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted otherwise. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

ARTICLE XI

DISSOLVEMENT OF THE MISSOURI COALITION OF RECOVERY SUPPORT PROVIDERS

The general body of the coalition may disband the operation of the Missouri Coalition of Recovery Support Providers at any annual meeting through a quorum vote pursuant to Article II Section 4 provided that written notice of the proposed change has been given to each good standing member of the coalition at least seven days prior to such meeting. The written notice must be delivered to each good standing member via United States certified mail.

In the event that this coalition be dissolved and its work abandoned, all title to any real or personal property then owned by the coalition remaining after debts of the coalition have been satisfied, shall revert to another organization with similar mission or a non-profit within the state of Missouri.

ARTICLE XII

AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, or repealed at any regularly scheduled general coalition meeting by an affirmative vote of a majority of all the coalition members in good standing at such meeting who are entitled to vote, provided that written notice of the proposed change has been given to the coalition members at least seven days prior to such meeting.

Drafted: May 4, 2015

Revised: May 15, 2015

Revision(2): June 8, 2015

**Final Revision Draft: July 6, 2015 Ratified by
MCRSP**

Full Membership:

Prepared by: Chad D.Bles

Revised: April, 2019

Revised: December, 2019

Revised: January, 2021

Revised: December, 2021