

WELLNESS ALLIANCE FOR TOTAL CHILDREN'S HEALTH (WATCH) of DENTON COUNTY BYLAWS

I. NAME

The official name of this organization is Wellness Alliance for Total Children's Health (WATCH) of Denton County. These bylaws constitute the code of rules adopted by Wellness Alliance for Total Children's Health (WATCH) of Denton County for the management of its affairs. Wellness Alliance for Total Children's Health (WATCH) of Denton County is hereinafter referred to as WATCH.

II. VISION

A. Vision

Because every child deserves hope, the Denton County community dedicates its unified resources to equip our children to reach their full potential mentally, physically, and socially to achieve their maximum personal success.

III. ROLE OF COOK CHILDREN'S AS LEAD ORGANIZATION

Cook Children's Health Care System serves as the lead organization of WATCH. Within Cook Children's, the Community Health Outreach Department is responsible for providing management of the WATCH through a coordinator, which is a staff position.

As the lead organization, Cook Children's will provide the marketing, legal, grant writing and research resources and expertise, or designate those responsibilities to other coalition members.

As the budget allows, Cook Children's will provide administrative resources to help meet WATCH goals and objectives. These may include salary and benefits for a full- or part-time coordinator, food for selected meetings/events, and education collateral materials such as brochures and programmatic expenses. Resources may also include office space, telecommunication and mail services, and computer services.

Cook Children's shall serve as the primary fiscal agent for WATCH. The fiscal year of WATCH shall coincide with the fiscal year of Cook Children's.

IV. MEMBERSHIP

A. Composition

Membership in WATCH consists of two categories, namely voting and non-voting. Any corporation, organization or individual who is in good standing in the community and is committed to improving the health and well-being of children in Denton County may apply for voting membership, but each member will only be allowed one vote. Non-voting membership is open to corporations, organizations, community leaders and interested parties who support the mission of WATCH and for whom a majority of the Leadership Team has voted to accept.

WATCH should reflect the Denton County community by providing for diverse representation including, but not limited to, the following criteria: geographic, gender and race/ethnicity. Additionally, ecosystem representation will be pursued from school districts, public health, medical care, social service, government, public policy, business, faith-based, academia/research, and citizen volunteers.

B. Applications and Resignations

Applications for membership may be made to the WATCH coordinator for submission to the Leadership Team for approval. Applicants must agree to abide by these Bylaws and sign a Member Commitment Letter. Members wishing to resign from WATCH should do so in writing to the coordinator who will forward the resignation to the chair and Membership Committee.

C. Decisions for the Good of All and Conflict of Interest

Members of WATCH are responsible for making decisions for the good of the community. Members representing a specific geographic area or having a personal or professional commitment to a particular program must balance these needs and interests with the overall needs of Denton County. It is essential to remember that members are accountable to WATCH partners and to the community, with a focus on improving the health status of children in Denton County.

WATCH shall be noncommercial and nonsectarian. Members may not use the WATCH roster as a means to solicit their own products or services, or to achieve their own personal agenda.

Serving on WATCH may offer opportunities for members to benefit from the decisions of WATCH. All efforts must be made to disclose any potential conflict(s) of interest. Although it may not always be in the best interest of WATCH for members to avoid all conflicts of interest, it is essential that the WATCH membership be knowledgeable and accept any potential conflict.

When a conflict of interest occurs, the following procedures should be followed:

1. Members shall disclose, as soon as possible, any potential conflict of interest that may occur with a pending WATCH decision. It is wise to disclose even any appearance of a conflict.
2. Members shall abstain from voting on the decision that involves a conflict of interest and be sure the abstention is recorded in the minutes.
3. Members shall not attempt to influence the vote on a decision that would benefit him/her personally or his/her organization.

D. Membership Requirements

1. Each voting member should attend at least 50% of WATCH meetings annually to remain in good standing. WATCH is a county-level effort and meetings may be held in different cities/locations throughout the county. Members not attending or not sending representatives for one (1) year will be contacted by the coordinator on behalf of the Leadership Team to determine continued participation. If membership entity cannot be contacted or does not respond, it will be assumed to have resigned membership. Members who resign or who are assumed to have resigned will not be considered to be voting members.

2. Each member is expected to actively participate in implementing the WATCH Strategic Action Plan by periodically serving on a work group and/or facilitating the completion of one or more specific goals/objectives of the strategic plan as follows:
 - a. Participate in WATCH events and/or represent WATCH at community events;
 - b. Assemble and/or distribute WATCH materials in the community;
 - c. Advocate at the local, state and/or national policy levels;
 - d. Research and/or collect data on improving children's health in WATCH'S specific focus area(s);
 - e. Make community presentations to raise awareness and facilitate community participation about the WATCH specific focus area(s); and
 - f. Donate funds and/or in-kind goods and services to further the WATCH mission.

E. Membership Dues

No membership dues are required. In-kind donations and monetary contributions from the membership are appreciated.

V. GOVERNANCE AND STRUCTURE

A. Meetings

Regular meetings of WATCH will be held at least six times per year. Special meetings can be called by the WATCH chair or the WATCH coordinator. Meetings may be cancelled with consent of membership.

A quorum is defined as the presence of one third plus one of the voting WATCH members at any regular or special meeting. This shall constitute the number necessary for purposes of conducting business or amendment of the WATCH bylaws, rules and regulations. A simple majority of the quorum will be required for passing any action.

The Leadership Team will notify, in writing, the WATCH membership of proposed changes to the bylaws at least 14 days in advance. Proposed changes will be voted on at the WATCH membership meeting immediately following the written notification of the proposed change, and will be passed by a simple majority of those present, providing that their number constitutes a quorum.

Robert's Rules of Order will be utilized as necessary.

Email and/or conference calls may be used when necessary to have a meeting or take a vote and may be called by the WATCH chair or coordinator. When using conference calls, all parties must be able to both hear and vocally participate in the call/vote. Printed copies of each email vote must be kept, and reflected in the minutes.

B. Leadership Team and Officers

Composition. WATCH members serving as officers will comprise the Leadership Team. Officers shall include the chair, vice-chair, secretary and standing committee chairs/co-chairs. The WATCH coordinator -- a staff position filled by Cook Children's Health Care System -- shall also serve as a non-voting member on the Leadership Team but may not serve in an officer position except for secretary. Additional supporting Cook children's staff may sit on the committee in an ex-officio capacity.

The Leadership Team shall meet as needed and meetings are called by the chair or the coordinator. The presence of at least 50% plus one of the members shall constitute a quorum, or the number necessary for the purpose of conducting business. A simple majority of the quorum will be required for passage of any action on behalf and in concert with the will of the WATCH membership. Any member of the Leadership Team may resign by filing a written resignation with the WATCH coordinator to be forwarded to the Chair.

All voting WATCH members are welcome to attend Leadership Team meetings.

Nominations and Elections. Officers shall be elected by majority vote at the November meeting and shall take office January 1. A nominating committee of four (two Leadership Team members, and two general members) shall be selected in August by the chair and shall submit its recommendations in October. The nominating committee shall consider representatives from various active member organizations.

Terms of Office. Elected officers shall be appointed for 2-year terms. Appointments to the Leadership Team will expire on a staggered basis, with no more than one-half of the committee changing at one time. Officers can serve two consecutive terms (four years) in the same office. Following two consecutive terms, officers may not be re-elected until a minimum of one year has passed.

Vacancies may be appointed by the chair. Filling a vacancy does not count toward a full term in office. Should an officer fail to fulfill his or her duties, that officer may be removed from office by a majority vote of the Leadership Team.

Responsibilities. The role of the Leadership Team is to provide guidance for WATCH activities and growth. Responsibilities of the Leadership Team are as follows:

1. Regularly review the strategic and action plans with the coordinator to keep WATCH on target with stated goals and strategies;
2. Recommend priority areas for WATCH activities in concert with Cook Children's priorities, assessment data, and promising/evidence-based practices;
3. Verify active membership in WATCH;
4. Appoint two members to serve on a Nominating Committee;
5. Facilitate good decision processes and effective achievement of WATCH goals/objectives through promoting collaboration, respect and honesty among members;
6. Record minutes, which shall be made available to the WATCH membership within 14 days after each meeting and upon request.

The role of the chair is to provide leadership for WATCH activities and meetings to facilitate successful completion of goals and objectives. Responsibilities of the chair are as follows:

1. Appointing committees and nominating chairs/co-chairs in consultation with coordinator;
2. Work with coordinator to set the agenda for all Leadership Team and WATCH meetings;
3. Preside at all Leadership Team and WATCH meetings;
4. Facilitate good decision processes and effective achievement of WATCH goals/objectives through promoting collaboration, respect and honesty among members;
5. Attend work group meetings if required;
6. Assure annual review of bylaws and strategic plan; and
7. Represent WATCH in the community.

The role of the vice-chair is to support the chair in providing leadership for WATCH activities and meetings to facilitate successful completion of goals and objectives. Responsibilities of the vice-chair are as follows:

Serve as chair at WATCH meetings and attend work groups if the chair is unable to attend; and Help plan and implement annual volunteer recognition.

The role of the secretary is to support the Leadership Team and facilitate WATCH operations. Responsibilities of the secretary are as follows:

1. Record minutes of WATCH meetings within 14 days after each meeting and upon request; and
2. Send out WATCH and work group meeting notices, minutes and other correspondence as needed.

C. Coordinator Role and Responsibilities

The WATCH coordinator is a staff position filled by Cook Children's Health Care System. The role of the coordinator is to facilitate the development, implementation and evaluation of the WATCH strategic plan. Responsibilities of the coordinator are as follows:

1. Provide hands-on, day-to-day management of WATCH, including working with the chair to prepare meeting agendas, monitoring attendance, and providing technical assistance, information and research as required for WATCH and work groups to make informed decisions;
2. Support the Leadership Team and work groups;
3. Serve on the Leadership Team as a non-voting member, but not as an officer except as secretary, if required;
4. Coordinate work group activities to avoid duplication of effort and facilitate reaching goals and objectives;
5. Prepare member orientation materials and conduct new member orientations in partnership with the Membership Committee;
6. Represent WATCH in the community;
7. Monitor and document alignment of WATCH activities with strategic plan and evaluation;
8. Send out meeting notices, minutes and other correspondence as needed; and
9. Assess member satisfaction.

D. Standing Committees and Ad Hoc Work Groups

WATCH may form standing committees and ad hoc work groups as needed to carry out its policies, procedures and decisions. WATCH is responsible for monitoring progress and evaluating standing committees and ad hoc work group actions for effectiveness, and reviewing and acting upon work group requests for approval of actions. Standing committees and ad hoc work groups are organized according to operational needs or areas of focus determined by data compiled by Cook Children's and other sources.

The role of chairs/co-chairs of standing committees and ad hoc work groups is to provide leadership for work group activities. Responsibilities of standing committee and ad hoc work group chairs/co-chairs include:

1. Chair work group meetings and work with the WATCH coordinator to plan meeting dates/locations and work group activities;
2. Work with the Membership Committee to identify and recruit work group members;
3. Assure that attendance is recorded at all WATCH activities, including meetings, events and training sessions. Attendance shall be submitted to the coordinator within 2 weeks following the activity.
4. Assure that key decisions of meetings are recorded as minutes or in summary format and submitted to the coordinator within 2 weeks following the activity;
5. Make regular reports to WATCH regarding work group accomplishments and challenges;
6. Carry out activities as delegated by the Leadership Team.

Standing Committee: Membership. The role of the Membership Standing Committee is to support and build WATCH membership and leadership. Responsibilities of the Membership Standing Committee include:

1. Regularly assess WATCH membership using a ecosystem model and identify community representation as needed;
2. Reach out to identified community leaders;
3. Retain an active membership over time (i.e., buddy system, etc.);
4. Work with the coordinator to develop orientation materials;
5. Work with the coordinator to conduct personal orientation sessions with new members;

Standing Committee: Nominations. The role of the Nominations Standing Committee is to support and build WATCH leadership candidates. Responsibilities of the Nominations Standing Committee include:

1. Recruit two Leadership Team and two general membership representatives to serve on the Nominating Work Group;
2. Call meetings in August-October as needed to identify qualified candidates for WATCH officers and work group chairs/co-chair positions; and
3. Present slate of candidates for November election.

Standing Committee: Vision. The role of the Vision Standing Committee is to develop an effective community coalition structure: policies and guidelines; roles and responsibilities; draft strategic

plan for achieving coalition objectives; and, review and revise them, and other documents as needed. Responsibilities of the Vision Standing Committee include:

1. Periodically review the strategic plan and recommend changes, if needed;
2. Develop and approve an evaluation plan and measurement plan to demonstrate coalition progress;
3. Monitor coalition progress based on the evaluation plan and make periodic reports to the coalition;
4. Provide guidance to work groups on evaluation and measurement as required;
5. Periodically review coalition bylaws and make recommendations for changes as needed.