

Pike County Community Health Partnership
Bylaws

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TABLE OF CONTENTS

ARTICLE I	NAME.....	1
ARTICLE II	PURPOSE.....	1
SECTION 2.01	STATEMENT OF PURPOSE	1
SECTION 2.02	VISION	1
SECTION 2.03	MISSION.....	1
SECTION 2.04	PURPOSES	1
ARTICLE III	MEMBERSHIP.....	1
SECTION 3.01	MEMBERSHIP QUALIFICATIONS	1
SECTION 3.02	MEMBERSHIP DUTIES	2
SECTION 3.03	TERM OF MEMBERSHIP	2
SECTION 3.04	MEMBER MEETINGS	2
SECTION 3.05	QUORUM.....	2
SECTION 3.06	MEMBER VOTING.....	2
SECTION 3.07	ELECTRONIC VOTING	3
SECTION 3.08	SPECIAL MEETINGS	3
ARTICLE IV	STEERING COMMITTEE	3
SECTION 4.01	POWERS	3
SECTION 4.02	COMPOSITION.....	3
SECTION 4.03	OFFICERS	3
SECTION 4.04	OFFICER TERMS	3
SECTION 4.05	DUTIES	3
SECTION 4.06	MEETINGS.....	4
SECTION 4.07	SPECIAL MEETINGS	4
SECTION 4.08	VOTING.....	4
SECTION 4.09.	QUORUM.....	4
SECTION 4.10.	POLICY MANUAL.....	5
SECTION 4.11	REIMBURSEMENT	5
SECTION 4.12	STANDARD OF CONDUCT	5
SECTION 4.13	REMOVAL	5
ARTICLE V	AT-LARGE STEERING COMMITTEE MEMBERS.....	5
SECTION 5.01	COMPOSITION.....	5
SECTION 5.02.	TERM OF OFFICE	5
SECTION 5.03.	RIGHTS AND RESPONSIBILITIES	5
SECTION 5.04	REMOVAL	5
ARTICLE VI	ROLE OF OFFICE STAFF	5
SECTION 6.01	ESTABLISHMENT OF POSITION	5
SECTION 6.02	GOVERNANCE AND OVERSIGHT	5
SECTION 6.03	DUTIES	6
ARTICLE VII	WORK GROUPS.....	6
SECTION 7.01	PURPOSE	6
SECTION 7.02	FORMATION	6
SECTION 7.03	FUNCTION	6
SECTION 7.04	COMPOSITION.....	6
SECTION 7.05	MEMBERSHIP	6
SECTION 7.06	NON-PCCHP MEMBERS ON WORKGROUPS	6
SECTION 7.07	OFFICERS	6

ARTICLE VIII GENERAL PROVISIONS.....	6
SECTION 8.01 FISCAL YEAR	6
SECTION 8.02 RECORDS	6
SECTION 8.03 COMMUNICATION METHODS.....	6
SECTION 8.04 ROBERT’S RULES OF ORDER	6
ARTICLE IX AMENDMENTS.....	7
SECTION 9.01 BYLAW REVIEW	7
SECTION 9.02 VOTING ON REVISIONS	7
ARTICLE X CONFLICT OF INTEREST.....	7
ARTICLE XI INDEMNIFICATION.....	7
SECTION 11.01 INDEMNITY INSURANCE	7
SECTION 11.02. INDEMNIFICATION	7
ARTICLE XII DISSOLUTION.....	8

Article I Name

The name of the organization shall be the Pike County Community Health Partnership (PCCHP).

Article II Purpose

Section 2.01 The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02 The vision of the PCCHP is that all enjoy the highest degree of health, wellness, and quality of life possible.

Section 2.03 The mission of the PCCHP is to collaboratively strengthen the health and wellness of those served in Pike County.

Section 2.04 To fulfill the vision and mission, the PCCHP will:

- a) assess community health and wellness needs.
- b) partner and collaborate to leverage the collective strength of multiple organizations and individuals to more effectively address health, wellness, and quality of life issues in Pike County.
- c) coordinate resources to deal with scarcities and eliminate duplication of efforts.
- d) seek financial resources to fund PCCHP activities.
- e) evaluate the effectiveness of the activities of the PCCHP.

Article III Membership

Section 3.01 PCCHP membership is open to any organization or individual that meets the following requirements:

- a) be a legally operating entity within Illinois (e.g., non-profit organization, for-profit corporation, governmental agency) or an individual that is interested in working collaboratively with other entities to improve the health, wellness, and quality of life for those served in Pike County.
- b) submit a membership application designating an official representative for the organization or the individual. Organizations are expected to also identify an alternate representative to act on behalf of the organization in the absence of the official representative.

- c) pay the organizational or individual membership fee annually. Amount, if any, will be determined annually by the Steering Committee.
- d) endorse the mission, vision, and purposes of the PCCHP.
- e) agree to be identified as a PCCHP member organization.

Section 3.02 Official representatives of member organizations of PCCHP have the following rights and responsibilities:

- a) attend PCCHP meetings regularly.
- b) vote to elect two at-large members from the general membership to the PCCHP Steering Committee.
- c) vote to adopt or reject bylaw amendments.
- d) serve on PCCHP committees and work groups.
- e) communicate their organizations' or individual viewpoints to the PCCHP and inform their organizations of PCCHP decisions, activities, and needs.
- f) support implementation of the PCCHP activities by taking specific action within the member's own organization or in collaboration with other members or member organizations to help achieve one or more of the PCCHP's priorities on a regular basis.
- g) make a sustained commitment to work with other members towards achieving goals by sharing and integrating resources in order to accomplish more than any individual or single organization could achieve by working alone.
- h) agree to support and participate in efforts to evaluate implementation activities and to assess effectiveness in achieving plan objectives and goals.
- i) retain the right to resign membership at any time.

Section 3.03 Membership is renewed annually, dependant on complying with membership requirements set out in Article III.

Section 3.04 Members will meet at least annually. Notice of meetings (date, time, and location) will be provided by the office staff at least 15 days prior to the meeting. Meeting notifications maybe made by mail, email, fax, or phone. The agenda will be distributed no later than 3 days prior to the meeting.

Section 3.05 At the Annual Membership meeting or any general membership meeting, a quorum shall consist of members present. Issues shall pass by a simple majority of the members present. Proxy votes will not be accepted.

Section 3.06 Each individual member or designated representative of a member organization will have one vote on changes to the bylaws and selection of two at-large members of the Steering Committee.

Section 3.07 Email voting will be allowed. In the case of email voting, a quorum consists of those responding. Issues will be decided by a simple majority of those responding. Proxy votes will not be accepted.

Section 3.08 Members may request a special meeting of the general membership by making written request to the office staff. The request must be signed by at least five members. The office staff will pass the request to the Steering Committee. If approved, the Steering Committee will set the time and place for the meeting. Members will be given notice of the special meeting not less than ten days prior to the meeting.

Article IV Steering Committee

Section 4.01 The PCCHP will be governed by a Steering Committee who shall have authority over all matters related to the PCCHP except the adoption of bylaws and election of at-large members of the Steering Committee.

Section 4.02 The PCCHP Steering Committee members shall be the two elected at-large members and the representatives from the Pike County Health Department, Illini Community Hospital, Mental Health Centers of Western Illinois, Health and Wellness Foundation of Pike County, and one other organization.

Section 4.03 Officers will be elected annually from the Steering Committee members. Officers will include Chairman, Vice Chairman, Secretary, and Treasurer. Officer duties are as follows:

- a) The Chairman will preside over meetings and perform any other duties defined in the Steering Committee policy manual.
- b) The Vice Chairman will preside over meetings in the absence of the Chairman and perform any other duties defined in the Steering Committee policy manual.
- c) The Secretary is responsible for keeping, distributing, recording, and filing meeting minutes and performing any other duties defined in the Steering Committee policy manual.
- d) The Treasurer will manage and report on fiscal activities and perform any other duties defined in the Steering Committee policy manual.

Section 4.04 Steering Committee officers will serve a one year term concurrent with the fiscal year, October 1 through September 30. The Vice Chairman will succeed the Chair. The Steering Committee will appoint a nominating committee in August to establish a slate of officers. The election of officers will be held in September. Steering Committee officers may serve more than one term with Steering Committee approval.

Section 4.05 The PCCHP Steering Committee shall be responsible for at a minimum:

- a) provide governance and oversight of the office staff.
- b) establish or dissolve any committees or work groups and their jurisdiction.

- c) establish a slate of candidates for the at-large Steering Committee member.
- d) cause to be kept a complete record of all minutes and acts of the PCCHP.
- e) manage the affairs of the PCCHP and present an annual report to the membership.
- f) act as trustee for all property, real and personal, the PCCHP may acquire.
- g) approve and authorize all unusual or extraordinary expenditures of PCCHP funds.
- h) adopt the annual budget for the PCCHP.
- i) adopt such rules as are necessary to conduct its affairs.
- j) authorize payment of employees and consultants required by the officers in performance of official PCCHP business. No member of the PCCHP, receiving salary from the PCCHP, may serve as a member of the Steering Committee concurrent with the term of employment.
- k) elect or remove any officer, agent, or employee of the PCCHP; prescribe such powers and duties for them as may be consistent with the laws of the State of Illinois, these bylaws, and fiscal sponsor agreements; and fix their compensation, if any.
- l) fill vacancies consistent with the intent of the bylaws.
- m) complete a Memorandum Of Agreement/Memorandum Of Understanding.
- n) shall be responsible for all matters not requiring the approval of the general membership.

Section 4.06 The PCCHP Steering Committee will meet at least quarterly. Each regular Steering Committee meeting date will be set at the end of the previous meeting at a time and place determined by the Steering Committee. The agenda will be distributed by the office staff no later than 3 days prior to the meeting. Steering Committee members may attend meetings in person or by conference call.

Section 4.07 Special Meetings can be called when necessary by any Steering Committee member when a majority of Steering Committee members can be present, either in person or by conference call. At least twenty four (24) hours notice will be given for Special Meetings. The Steering Committee reserves the right to enter into closed session at their discretion.

Section 4.08 Each of the Steering Committee member organizations and at-large members shall be entitled to one vote.

Section 4.09 A quorum to conduct business at a Steering Committee meeting will be four Steering Committee members representing four member organizations. Steering Committee members may be present in person or by phone. Absent Steering Committee members may cast an official vote by written or email proxy presented at the meeting. Email voting is allowed. Issues will be decided by a simple majority of Steering Committee members present.

Section 4.10 Steering Committee activities will be governed by the Steering Committee Policy Manual. The Steering Committee will establish policies and review the policy manual annually.

Section 4.11 Members of the Steering Committee shall receive no compensation for their services by the PCCHP, but may, as determined by the Steering Committee policy, receive reimbursement for such reasonable expenses as may be necessary pursuant to the business of the PCCHP.

Section 4.12 A Steering Committee member shall perform his/her duties, including service on any work group of the PCCHP, in good faith and in a manner which the Steering Committee member believes to be in the best interests of the PCCHP as described in the mission and purpose.

Section 4.13 Any Steering Committee member may be removed with cause, by two-thirds (2/3) vote cast by Steering Committee members, represented in person, at any regular or special meeting of the Steering Committee.

Article V At-Large Steering Committee Members

Section 5.01 At-large Steering Committee members shall be an individual or organization in good standing and not primarily affiliated with a member organization currently on the Steering Committee.

Section 5.02 At-large Steering Committee members will serve a two year term or longer with Steering Committee approval. Terms begin on October 1 after the member is elected and end two years later on September 30.

Section 5.03 At-large members will have the same rights and responsibilities as all Steering Committee members, but will not complete a Memorandum of Agreement/Memorandum of Understanding.

Section 5.04 Any at-large vacancy may be filled for the remainder of the term through appointment by the Steering Committee, with a simple majority for approval.

Article VI Role of Office Staff

Section 6.01 As funds allow, office staff will be hired for the PCCHP.

Section 6.02 The Steering Committee will have the responsibility for governance and oversight of the office staff.

Section 6.03 The office staff will be responsible for duties as outlined in the job description.

Article VII Work Groups

Section 7.01 Work Groups will be formed to address priority issues identified by the PCCHP membership and Steering Committee.

Section 7.02 Members may request the Steering Committee in writing to recognize a new Work Group to meet identified priorities not currently being addressed.

Section 7.03 The Work Groups and function of the work groups may change over time as priorities change.

Section 7.04 Work Groups will include volunteers from the PCCHP membership and at least one Steering Committee member.

Section 7.05 Work Group members retain membership status as long as the PCCHP membership requirements are met.

Section 7.06 Work Group members may also appoint non-PCCHP members, as needed, to address priority issues.

Section 7.07 Each Work Group will appoint a chair and co-chair who will report on the work of the group to the Steering Committee either through the Steering Committee member or by submitting written recommendations to the office staff. The Steering Committee representative may or may not serve as the chair or co-chair.

Article VIII General Provisions

Section 8.01 The PCCHP fiscal year shall be October through September.

Section 8.02 The PCCHP shall keep complete books and records of meetings and accounts.

Section 8.03 Communication among members, including meeting notifications, may be made by mail, email, fax, or phone.

Section 8.04 All meetings and business of the PCCHP will be conducted under the provision of Robert's Rules of Order (as most recently amended), except as superseded by the bylaws.

Article IX Amendments

Section 9.01 The Steering Committee will review the bylaws on an annual basis. The members may submit proposed bylaw amendments to the Steering Committee in January prior to the annual Steering Committee review in February. The Steering Committee will review the proposed amendments and revise as the Steering Committee feels necessary. The office staff will distribute proposed changes to the PCCHP members at least 15 days prior to a vote to amend.

Section 9.02 The bylaws may be amended by either:

- a) a meeting of the PCCHP membership at which the vote passes by a simple majority of all votes received.
- b) mail, phone, fax, or email with the vote passing by a simple majority of all votes received.

Article X Conflict of Interest

To serve the best interest of the organization, it is important for all Steering Committee members to disclose any potential conflict of interest on a matter coming before the Steering Committee. A conflict arises when a Steering Committee member or his/her immediate family member or business partner would benefit personally or financially from a matter being voted upon by the Board. Under such circumstances, the following shall occur:

- a) The Steering Committee member shall disclose the conflict.
- b) The Steering Committee member shall recuse him/herself from voting on the matter.
- c) The Secretary shall note in the Steering Committee minutes that the Steering Committee member disclosed the conflict and did not participate in the vote.

Article XI Indemnification

Section 11.01 PCCHP shall be authorized to purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of PCCHP, against any liability asserted against him or her and incurred by him or her in such capacity, arising out of his or her status as a director, officer, employee or agent of PCCHP.

Section 11.02 PCCHP shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of PCCHP, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually or reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of PCCHP.

Article XII Dissolution

Upon dissolution of PCCHP, the assets shall be applied and distributed as follows: (a) all liabilities and obligations shall be paid, satisfied and discharged; (b) assets held upon conditions requiring return, transfer or conveyance pursuant to contract or law shall be returned, transferred or conveyed in accordance with such requirements; (c) any remaining assets shall be transferred or conveyed to one or more corporations, societies or organizations engaged in activities substantially similar to those of PCCHP pursuant to a plan of distribution adopted by the Steering Committee; (d) any plan of distribution shall be consistent with the termination provisions of the Fiscal Sponsorship Agreement entered into between Health and Wellness Foundation of Pike County, or any future Fiscal Sponsorship Agreements with successors to Health and Wellness Foundation of Pike County.

PCCHP bylaws adopted 1/07 – revised 6/08, 3/09, 10/10, and 11/11.

3/09 Bylaw revisions were developed using HRSA Board Structures, Bylaws, and Meetings: Addressing the Challenges and Illinois Rural Health Association Bylaws as sources. Hubert Staff was legal consultant.