

Knox/East Tennessee Healthcare Coalition Bylaws

Article 1 Name and Geographical Area

Section 1 Name

- A. The name of this organization shall be the Knox/East Tennessee Healthcare Coalition (also referred to "The Coalition" within this document).

Section 2 Geographical Area

- A. The Coalition's geographical area encompasses the following counties: Scott, Campbell, Claiborne, Hamblen, Grainger, Union, Morgan, Anderson, Jefferson, Cocke, Knox, Roane, Loudon, Blount, Sevier, and Monroe counties.

Article 2 Mission Statement & Purpose

Section 1 Mission Statement

- A. The mission of The Coalition is to support the development of cooperative partnerships in order to promote and enhance the well-being of the community's healthcare system through coordinated disaster preparedness, education, public information, response/ recovery activities, and sharing of resources.

Section 2 Purpose

- A. To provide a forum for the healthcare community to interact with one another and with other response agencies at a county, region, and state level that promote emergency preparedness.
- B. Foster communications between local regional and state entities on community-wide emergency planning and response.
- C. Based on the capabilities identified by the Office of the Assistant Secretary for Preparedness and Response (ASPR), coordinate healthcare planning to ensure a strong and resilient healthcare system for response and recovery to an incident-driven medical surge.
- D. Coordinate training to assist healthcare responders to develop the necessary skills in order to respond.
- E. Improve healthcare response capabilities through coordinated exercise and evaluation.

Section 3 Emergency/Disaster Incident

- A. ESF-8 activities are coordinated at the local level between Emergency Response Coordinators, Regional Hospital Coordinators, Emergency Medical Consultant, and the Regional Medical Communication Centers. Each entity may be in direct communication with the state emergency operations center ESF-8 representatives to assist in coordination of large scale incidents.

Article 3 Coalition Structure

- A. General Membership
 - a. Active Coalition Members (serves as the Governing Body)
 - b. Inactive Coalition Members

- c. Advisory Body
- d. Invited Non-members or Subject Matter Experts—as needed

Article 4

Knox/East Tennessee Healthcare Coalition Membership

Section 1 Eligibility of funding

Active Coalition Members (Article 4, Section 2 C) will be eligible to apply for and receive grant funding from the Coalition. Additionally, Active Coalition members may choose to financially support funding projects for non-active members and/or partner organizations or other projects that serve to fill gaps and meet the Coalition’s mission in an effort to ensure enhanced community response to medical disasters and events. Partner organizations are identified in the Coalition’s Administrative Plans. Inactive Members and Invited Non-members may, however, benefit from Coalition-funded training and exercise.

Section 2 Coalition Membership

- A. Membership to the coalition is open to all healthcare organizations and jurisdictions and emergency management organizations that exist in the Coalition geographical area (Article 1, Section 2) and that agree to work collaboratively on emergency preparedness and response activities.
- B. If there is uncertainty as to whether an organization qualifies as a health care organization or whether the organization’s jurisdiction falls within the geographical area, a majority vote by Active Coalition Members will determine.
- C. Active Coalition Members are those coalition members who have established voting rights as in Article 6, Section 1 B. Active Coalition Members serve as the overall Governing Body for the Coalition formulating policy and directing coalition affairs.
- D. In-active Coalition Members are those coalition members who have failed to establish voting rights per Article 6, Section 1 B.
- E. Member organizations will assign one to three representatives to attend Coalition meetings. The representative(s) should have the authority to represent and speak on behalf of the organization.
- F. Individuals may represent more than one member organization, but must clearly be acting in the interests of each represented organization independently.
- G. If an individual representing an organization withdraws from participation, the member organization must appoint a new representative within 90 days.
- H. Organizational resignation must be submitted in writing to the Coalition.

Section 3 Membership Responsibilities

- A. Provide representation at Coalition meetings and activities and ensure attendance
- B. Participate in collaborative regional preparedness planning.
- C. Participate in the development of surge capacity plans, inter-organizational agreements, and collaborative emergency response plans.
- D. Contribute to meeting coalition priorities, goals, and contractual deliverables.
- E. Vote on questions placed before the membership.
- F. Respond to regional emergencies and disasters in collaboration with other members.
- G. Participate in sub-committees and workgroups as requested by members or individuals and organized under the umbrella of the Coalition. These sub-committees and workgroups may exist and function temporarily or long-term, as needed.

H. Maintain upkeep and/or maintenance of Coalition and/or organizational resources that have been assigned, shared, or borrowed. Assigned, shared, or borrowed resources MUST be made available for contract verification purposes per federal and state grant guidelines.

I. Hospitals and healthcare agencies within the coalition who have been granted access must also maintain the following to qualify for membership eligibility:

- Current region wide communication capabilities within the Healthcare Resource Tracking System (HRTS) and Tennessee Health Alert Network (TNHAN) systems.
- Operational radio communication systems including a HAM radio system.
- Other regional situation awareness or communication systems such as state or local patient tracking systems and syndromic surveillance.

Section 4 Membership Roster

A. A roster of member organizations will be maintained and updated each quarter. The roster will be published annually. The roster may include, but does not necessarily require inclusion of representative's names.

B. Each organization will be listed as appropriate as:

- (1) Active Coalition Member
- (2) In-active Coalition Member
- (3) Invited Non-Member

Section 5 Invited Non-Members

Knox/East Tennessee Healthcare Coalition collaborating organizations which are deemed not eligible for membership may nevertheless be invited to attend coalition meetings and activities. Such invited organizations may fully engage in coalition discussions and other activities, but shall have no vote.

Article 5 Advisory Body

Section 1 Composition

- A. Coalition's Regional Hospital Coordinators, serves in an advisory role.
- B. Lead Coalition meetings.
- C. Provide consultative and informed input into key decisions and ensure integrated planning similar to that of a multi-agency coordinating group.
- D. Serve as workgroup facilitators during Coalition planning sessions and activities.
- E. Assemble, finalize and submit all administrative documentation as required to appropriate agencies per funding requirements.
- F. Assist in the coordination of exercise and evaluation training at the local, regional, and divisional level.
- G. Receive grant funding requests from coalition members and submit all coalition approved expenditures for payment.

Article 6 Voting and Conducting Business

Section 1 Voting Eligibility

A. Voting is restricted to participating organizations' assigned Active Coalition Member organizational representative.

B. Attendance by a representative of the member organization at 8 of the last 12 months of Coalition meetings (excluding emergency meetings) defines Active Coalition members with the right to vote. New coalition members must maintain attendance at 4 out of 6 meetings for two consecutive quarters to become an Active Coalition member and gain voting rights. They must maintain such attendance until they reach 12 months of membership, where they must then meet the standard 8 of the last 12 meeting attendance requirement for future years to stay active.

Section 2 Votes

- A. Each member organization shall have one vote. Region 2 EMS Directors Association who are assigned to represent a metro 911 EMS service provider, a rural 911 EMS service provider, and a non-911 EMS service provider – shall each receive an independent vote. Each of the three Region 2 EMS Director’s Association members must individually meet voting eligibility requirements.
- B. Proxy voting is allowed. All proxies must be submitted to a member of the Advisory Body in writing (email communications are allowed).
- C. Voting shall be determined by a simple majority.
- D. Multi-organizational support will be required before final approval or veto of a vote. No one member or joint membership through a common corporation will be allowed to represent the entire majority vote in ruling outcome.

Section 3 Special Votes

The Coalition may hold special votes that occur outside of the regular Coalition meetings by email or conference call. When such votes are conducted, there shall be a reasonable opportunity (five business days) for all members to have input prior to the vote.

Section 4 Conducting Business

- A. A quorum of 33% of active members must be met to conduct business.
- B. Actions in a meeting shall be determined by a simple majority vote (except bylaw changes, see Article 8).
- C. If a vote is to take place, the item(s) must be included on the meeting agenda and the agenda must be provided at least one week in advance of the meeting date. Members not able to attend the meeting shall send a proxy or provide a vote, in writing, within 5 business days of the meeting to the Advisory Body. If a majority is not obtained, the motion fails.

Article 7 Meetings

Section 1 Scheduling

- A. Coalition meetings will be scheduled at least quarterly.
- B. Advisory Committee will meet as needed.
- C. Written notice and agendas for all meetings of the membership shall be transmitted at least 5 working days in advance of the meetings.

Section 2 Venue

Meetings will be held at locations convenient for members. Electronic (“Virtual”) meetings are allowed if available.

Section 3 Attendance

Meetings may be attended in person, by conference call or by other electronic means if available. Members (or their designee) should attend one meeting every six months in person.

Section 4 Emergency Meetings

Emergency meetings may be convened at the request of the Coalition Chairperson provided that written notice is given each member at least 5 working days prior to the proposed meeting stipulating the time, place, and objective of the meeting. No business may be transacted at an emergency meeting except that specified in the notice.

Article 8 Amending the Bylaws

Amendment of these bylaws may take place during a business meeting by a two-thirds majority vote of the Coalition’s active membership. However, no proposed amendment change may be acted upon unless it has been distributed in writing to all active members at least fourteen (14) days prior to the meeting date.

Article 9 Parliamentary Procedure

Roberts Rules of Order, (11th Edition) will be used to guide the conduct of any Coalition meeting. Additionally, Coalition related issues or concerns shall be addressed according with procedures outlined in the Knox/East TN Healthcare Coalition’s Administration and Continuity Plan. If an issue cannot be resolved by the Advisory Body, it will be brought to the Coalition’s Active membership for a solution.

Article 10 Indemnification and Limits of Liability

These Bylaws shall not supersede any existing mutual aid agreement or agreements. The Bylaws shall not be interpreted or construed to create an association, joint venture separate legal entity or partnership among the member bodies or to impose any partnership obligation or liability upon any Health Jurisdiction. Further, no member shall have any undertaking for or on behalf of, or to act as or be an agent or representative of, or to otherwise bind any other member body.

Any member shall not be required under the Bylaws to indemnify, hold harmless and defend any other member from any claim, loss, harm, liability, damage, cost or expense caused by or resulting from activities of any Coalition officers, employees, or agents acting in bad faith or performing activities beyond the scope of their duties. In the event of any liability, claim, demand, action or proceeding, of whatever kind or nature arising out of rendering of Emergency Assistance defined through the Bylaws, the member agrees to indemnify, hold harmless, and defend, to the fullest extent of the law, each signatory to the Bylaws, whose only involvement in the transaction or occurrence which is the subject of such claim, action, demand, or other proceeding, is the execution and approval of the Bylaws.

APPROVAL OF BYLAWS

**The Bylaws are approved and adapted by a vote Knox/East Tennessee Healthcare Coalition
Approval/Adapted Date: June 13, 2017**