KNOX/EAST TENNESSEE HEALTHCARE COALITION

BYLAWS

Governance and Compliance Version

Revised 2026

Document Control

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Revised	2026	Governance and compliance rewrite incorporating revised active-member, voting, quorum, fiscal-control, records, conflict-of-interest, confidentiality, and emergency-governance provisions.	Pending

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Article 1. Name and Geographic Area

Section 1. Name

The name of this organization is the Knox/East Tennessee Healthcare Coalition, referred to in these bylaws as KETHC or the Coalition.

Section 2. Geographic Area

The Coalition serves the Knox/East Tennessee healthcare preparedness and response region. The geographic area includes the following counties: Anderson, Blount, Campbell, Claiborne, Cocke, Grainger, Hamblen, Jefferson, Knox, Loudon, Monroe, Morgan, Roane, Scott, Sevier, and Union.

Section 3. Regional Coordination Context

The Coalition functions within the regional emergency preparedness, public health, emergency management, healthcare, and emergency medical services systems serving Knox and East Tennessee. These bylaws are intended to support coordinated planning, training, exercises, information sharing, resource coordination, and response support across the region.

Article 2. Mission, Purpose, and Coalition Functions

Section 1. Mission

The mission of the Coalition is to strengthen the region's healthcare system through cooperative partnerships that promote coordinated disaster preparedness, situational awareness, response, recovery, continuity, public information, training, exercise, and responsible resource sharing.

Section 2. Purpose

- Provide a standing forum for healthcare organizations, public health, emergency medical services, emergency management, public safety, behavioral health, long-term care, outpatient care, dialysis, home health, hospice, and other partners to coordinate preparedness and response activities.
- Foster timely communication among local, regional, state, federal, public, private, and non-profit partners before, during, and after emergencies affecting healthcare operations or medical surge.
- Support regional healthcare preparedness consistent with applicable ASPR Hospital Preparedness Program guidance, Tennessee Department of Health expectations, and the Health Care Preparedness and Response Capabilities for Health Care Coalitions.
- Develop, maintain, exercise, and improve regional plans, annexes, procedures, agreements, and operational tools that support healthcare readiness and continuity of care.
- Coordinate training, exercises, after-action reviews, and improvement planning to close preparedness and response gaps.
- Support coordination of information and resource needs during emergencies while respecting each member's legal authority, internal policies, and operational responsibilities.

Section 3. Coalition Functions

The Coalition is a collaborative preparedness and response coordination body. Its functions include preparedness planning, training and exercise coordination, capability assessment, gap analysis, resource coordination, information sharing, response support, recovery support, and improvement planning. The Coalition does not replace the incident command system, local emergency operations centers, emergency management authorities, public health authorities, emergency medical services authorities, or the internal command structures of member organizations.

Section 4. ESF-8 and Emergency/Disaster Coordination

Public health and medical coordination under Emergency Support Function 8 is coordinated through appropriate local, regional, and state systems. Emergency Response Coordinators, Regional Healthcare Coordinators, the Regional EMS Consultant, Regional Medical Communications Center personnel, local emergency management agencies, public health officials, and healthcare partners coordinate as appropriate with local and state emergency operations centers. Coalition response support is intended to enhance, not replace, those established authorities and processes.

Article 3. Legal Status, Authority, and Relationship to Members

Section 1. Legal Status

The Coalition is an unincorporated, collaborative healthcare preparedness and response coalition unless and until the Active Coalition Members formally approve a different legal structure in accordance with these bylaws and applicable law. These bylaws do not create a separate legal entity, partnership, joint venture, association, agency relationship, employment relationship, or fiduciary relationship among the member organizations.

Section 2. Limits of Authority

- No member, representative, officer, committee, workgroup, or Advisory Board participant may bind the Coalition or another member organization unless expressly authorized in a separate written agreement or by applicable law.
- No Coalition vote authorizes one member to commit another member's personnel, supplies, equipment, facilities, funds, data, insurance coverage, or legal authority.
- Coalition plans, annexes, and procedures are coordination tools. They do not supersede member policies, clinical judgment, licensure requirements, emergency management authorities, public health authorities, mutual-aid agreements, or applicable federal, state, or local law.
- Member participation in Coalition activities does not waive any governmental immunity, sovereign immunity, statutory limitation of liability, privilege, confidentiality protection, or legal defense available to a member or its personnel.

Section 3. Fiscal Host, Grant Recipient, and Asset Holder Relationships

To the extent Coalition activities are supported by federal, state, local, private, or grant funds, the legal recipient, subrecipient, fiscal host, asset holder, purchasing entity, or contracting entity remains responsible for applicable fiscal, procurement, property, audit, and reporting requirements. The Coalition may recommend priorities, document member input, and support implementation, but it

does not independently receive, hold, spend, or contract funds unless a legally authorized entity has granted that authority in writing.

Section 4. Compliance Principle

Coalition governance, planning, funding recommendations, equipment allocation, training, exercises, records, and response support shall be conducted in a manner that promotes fairness, transparency, accountability, operational readiness, and compliance with applicable federal award requirements, state requirements, local requirements, fiscal-host requirements, and member obligations.

Article 4. Membership

Section 1. Eligibility

Membership is open to organizations within the Coalition's geographic area, and to regional or state partners serving that area, that have a role in healthcare preparedness, healthcare response, public health, emergency medical services, emergency management, public safety, continuity of care, patient movement, or support of medically vulnerable populations. Eligibility questions shall be reviewed by the Advisory Board and, if necessary, decided by the Active Coalition Members.

Section 2. Core HCC Member Sectors

The Coalition recognizes the following core healthcare coalition sectors for governance, planning, and major-decision representation purposes:

- Hospitals and health systems.
- Emergency medical services.
- Emergency management.
- Public health.

The Coalition shall make reasonable efforts to include and consult the core sectors in preparedness planning, exercises, response-support processes, major votes, annual priorities, and funding or resource-allocation decisions.

Section 3. Additional Member Sectors

The Coalition also values broad participation from additional healthcare and response partners, including behavioral health, long-term care, assisted living, dialysis, home health, hospice, outpatient care, urgent care, federally qualified health centers, rehabilitation, pharmacies, blood banks, medical examiner/coroner partners, law enforcement, fire service, transportation, schools and universities, volunteer organizations, at-risk population partners, access and functional needs partners, communications partners, infrastructure partners, and other subject matter experts.

Section 4. Membership Categories

Category	Description	Voting status
Active Coalition Member	A member organization that meets the active-member requirements in these bylaws and appears on the certified voting roster.	Voting, unless recused or otherwise restricted.
Inactive Coalition Member	A member organization that does not currently meet active-member requirements or has been	Non-voting until restored to active status.

Category	Description	Voting status
	placed inactive after notice and opportunity to cure.	
Invited Partner or Subject Matter Expert	An organization or individual invited to support Coalition planning, training, exercises, response support, technical review, or consultation.	Non-voting.
Vendor or Contractor Participant	A vendor, contractor, consultant, or prospective contractor invited for a limited purpose under conflict-of-interest and procurement safeguards.	Non-voting and excluded from procurement, scoring, or allocation discussions where appropriate.

Section 5. Active Member Requirements

A member organization is an Active Coalition Member if it satisfies all the following requirements during the applicable rolling review period:

- **Attendance**: The organization attends at least 75 percent of regular monthly Coalition meetings held during the preceding 12-month period, whether in person, virtually, by conference call, or through an authorized designee. Emergency meetings do not count against the attendance requirement.
- **Authorized representation**: The organization designates one primary representative and may designate up to two alternate representatives who have authority to represent the organization in Coalition discussions and limited operational decisions within the authority granted by the organization.
- **Contact readiness**: The organization maintains current organizational contact information, including primary and alternate emergency contacts, and updates the Coalition within 30 days of any material change.
- **System readiness**: The organization participates in applicable HRTS, TNHAN, ReadyOp, radio, patient-tracking, situational-awareness, or other regional communication and readiness systems when such systems are assigned to or expected of the organization.
- **Preparedness participation**: The organization participates in at least one Coalition exercise, planning activity, training, workgroup, improvement-planning activity, communications drill, or grant deliverable during the review period, unless excused for good cause.
- **Resource accountability**: If the organization has Coalition-funded, federally funded, state-funded, shared, borrowed, loaned, or assigned equipment or resources it, maintains, inventories, protects, and makes those resources available for verification, maintenance, exercise, audit, return, or redeployment as required.
- **Compliance standing**: The organization is not suspended from voting because of unresolved conflict-of-interest, conduct, resource-accountability, confidentiality, or compliance concerns under these bylaws.

Section 6. New Member Active Status

A new member organization becomes eligible for active status after attending at least 75 percent of regular monthly meetings during its first two full quarters of membership, completing onboarding, designating representatives, providing required contact information, and completing applicable system-readiness or resource-accountability steps. When six regular monthly meetings are held during the onboarding period, attendance at five of the six meetings satisfies the meeting attendance component.

Section 7. Excused Absences and Good Cause

The Advisory Board may excuse an absence for good cause, including emergency activation, disaster response, public health response, severe weather, patient-care demands, operational disruption, military service, medical leave, family emergency, or other substantial reasons. Excused absences shall be documented and shall not be used punitively. An excused absence may be counted as neutral rather than missed for active-status purposes.

Section 8. Inactive Status, Notice, Cure, and Reinstatement

- Before moving a member organization to inactive status, the Advisory Board shall provide written notice describing the deficiency, the potential effect on voting rights, and the steps required to restore active status.
- The organization shall receive a reasonable opportunity to cure, normally 60 days unless a shorter period is required by grant, safety, confidentiality, fiscal, or emergency circumstances.
- Inactive members may attend meetings, participate in discussions, training, exercises, and response coordination, and receive Coalition communications, but may not vote and may be ineligible for discretionary funded items or priority training opportunities unless the Active Coalition Members approve otherwise.
- An inactive member may be restored to active status after documenting correction of the deficiency and meeting reinstatement criteria approved by the Advisory Board or Active Coalition Members.

Section 9. Resignation and Representative Changes

A member organization may resign by written notice to the Advisory Board. If a representative withdraws or is no longer authorized, the member organization should identify a replacement representative within 90 days and update the Coalition roster promptly.

Article 5. Member Responsibilities and Readiness Requirements

Section 1. General Responsibilities

- Provide representation at monthly Coalition meetings and applicable Coalition activities.
- Participate in collaborative regional preparedness, response, recovery, continuity, and improvement-planning efforts.
- Contribute to the development and maintenance of surge plans, specialty annexes, communication procedures, resource-sharing processes, interorganizational agreements, and coordinated response tools.

- Support annual priorities, capability assessments, risk assessments, training, exercises, after-action reviews, improvement plans, and grant deliverables as applicable to the member's role.
- Vote responsibly on matters placed before the membership when eligible and not recused.
- Collaborate during emergencies and disasters within the limits of the member organization's authority, capabilities, policies, and safety requirements.
- Participate in committees and workgroups when requested, appropriate, and feasible.
- Maintain the confidentiality and security of sensitive operational, personal, protected, and proprietary information received through Coalition activities.
- Maintain and account for Coalition-funded, federal, state, shared, loaned, or assigned resources in accordance with applicable rules, agreements, and owner requirements.

Section 2. Communication and Situational-Awareness Readiness

Healthcare facilities or organizations assigned or granted access to Coalition-supported equipment, systems, or communications resources shall maintain applicable readiness capabilities. These may include HRTS, TNHAN, ReadyOp, TACN radio, HAM radio, patient-tracking systems, syndromic surveillance tools, bed-status reporting, resource-status reporting, and other regional communications or situational-awareness systems.

Section 3. Emergency Resource Availability

Members receiving Coalition-supported resources acknowledge that such resources may be subject to verification, inventory, maintenance, exercise use, emergency redeployment, return, or reassignment according to the terms of the funding source, owner, fiscal host, applicable agreement, or Coalition-approved resource-allocation policy.

Section 4. No Interference with Member Operations

Nothing in these bylaws requires a member to take an action that would violate its licensure, accreditation, laws, contractual obligations, clinical judgment, patient-safety responsibilities, internal emergency operations plan, or the direction of an authorized incident commander, public health authority, emergency management authority, or governing body.

Article 6. Governing Body, Officers, and Advisory Board

Section 1. Governing Body

The Active Coalition Members collectively serve as the Governing Body of the Coalition. The Governing Body approves bylaws, major governance policies, annual priorities, major funding recommendations, resource-allocation frameworks, elected officer positions, and other matters requiring member approval under these bylaws.

Section 2. Advisory Board Composition

The Advisory Board consists of the Coalition's Regional Healthcare Coordinators and the Vulnerable Populations Coordinator. The Advisory Board may invite non-voting ex officio advisors, such as Emergency Response Coordinators, the Regional EMS Consultant, RMCC representatives, public health representatives, emergency management representatives, fiscal-host representatives, TDH representatives, legal or compliance advisors, and other subject matter experts as needed.

Section 3. Advisory Board Duties

- Support planning and facilitation of Coalition meetings in coordination with the Chair or interim facilitator.
- Provide consultative and informed input to the Governing Body and support integrated planning consistent with multi-agency coordination principles.
- Maintain or support the membership roster, voting roster, contact lists, meeting records, and administrative files.
- Coordinate development, review, and submission of administrative documentation required by funding agencies, fiscal hosts, or state partners.
- Facilitate workgroups and planning sessions and track deliverables.
- Support training, exercise, evaluation, after-action, and improvement-planning activities at local, regional, and divisional levels.
- Support emergency coordination and situational-awareness activities consistent with Article 13.
- Present recommendations to the Governing Body on membership eligibility, active-member status, resource-allocation frameworks, compliance issues, and bylaw updates.

Section 4. Authority Reserved for Active Coalition Members

The Advisory Board may administer, coordinate, recommend, facilitate, and document Coalition activities. Unless expressly authorized by these bylaws, a Coalition-approved policy, an emergency governance provision, or a separate written agreement, the Advisory Board shall not unilaterally approve bylaw amendments, annual priorities, major funding allocations, major resource-allocation frameworks, member discipline, dissolution, or actions that materially change member rights or obligations.

Article 7. Committees and Workgroups

Section 1. Establishment

The Advisory Board may establish committees and workgroups to support planning, response-readiness, grant deliverables, exercises, specialty annexes, communications, resource management, training, access and functional needs, pediatric readiness, behavioral health, infectious disease, chemical/radiological response, burn surge, trauma/medical surge, continuity, or other Coalition priorities.

Section 2. Charter and Scope

Each standing committee or long-term workgroup should have a written charter or documented scope identifying its purpose, chair or facilitator, participating sectors, deliverables, meeting cadence, records expectations, and reporting requirements. Temporary workgroups may operate under a documented task assignment or meeting minutes.

Section 3. Authority

Committees and workgroups are advisory and implementation-support bodies. They may not bind the Coalition or member organizations unless authority is expressly granted by the Governing Body or a separate written agreement.

Section 4. Records and Reporting

Committees and workgroups shall provide reports, recommendations, attendance information, action items, and deliverables to the Advisory Board or Governing Body as requested. Records related to grant deliverables, funding recommendations, resource allocations, after-action reviews, or compliance matters shall be retained in accordance with Article 11.

Article 8. Voting Rights, Quorum, and Decision-Making

Section 1. Voting Eligibility

Voting is limited to Active Coalition Members listed on the certified voting roster, except where a representative is recused due to conflict of interest or temporarily suspended from voting under these bylaws. Invited partners, inactive members, subject matter experts, vendors, and consultants do not vote.

Section 2. Voting Roster

The Advisory Board, shall maintain and certify a voting roster before each meeting at which a vote is expected. The roster shall identify Active Coalition Member organizations, authorized representatives, sector or subgroup voting seats, proxies received, recusals known before the vote, and quorum status. The roster may be updated at the meeting if facts change.

Section 3. One Organization, One Vote

Except for defined sector or subgroup seats approved in these bylaws, each Active Coalition Member organization has one vote. An organization may designate a primary representative or alternate to cast its vote. If more than one representative from the same organization is present, the organization must identify which representative will cast the vote.

Section 4. EMS and CMS17 Sector/Subgroup Voting Seats

To preserve sector representation while maintaining transparent voting rules, the following sector and subgroup seats are recognized:

- Region 2 EMS Directors Association may designate up to three voting representatives, one for a metro 911 EMS service provider perspective, one for a rural 911 EMS service provider perspective, and one for a non-911 EMS service provider perspective. Each designated representative must meet active-member or authorized-proxy requirements.
- CMS17 ancillary group member facilities may be represented by one voting seat for each active subgroup: long-term care/assisted living, dialysis, home health/hospice, and outpatient care. The subgroup lead or an authorized proxy may cast the subgroup vote.
- Each sector or subgroup vote shall be identified on the certified voting roster and counts as one vote unless the Governing Body approves a different structure by bylaw amendment.
- A person casting a sector or subgroup vote must disclose whether that person is also casting a vote for an individual member organization. The minutes shall record the voting capacity used. The person must act independently in the interest of each organization, sector, or subgroup represented.

Section 5. Routine Quorum

A quorum for routine business is one-third of the Active Coalition Members on the certified voting roster, including properly submitted proxies, unless a higher quorum is required by these bylaws. Attendance in person, virtual attendance, conference-call attendance, and valid proxy attendance may count toward quorum. Abstentions count toward quorum but not toward votes cast.

Section 6. Routine Voting Threshold

Routine business may be approved by simple majority of votes cast once routine quorum is met, unless these bylaws require a higher threshold. Abstentions are recorded but do not count as affirmative or negative votes.

Section 7. Corporate, System, and Affiliate Vote Concentration Safeguard

For major actions involving funding, equipment, resource allocation, or eligibility, no single corporate parent, affiliated healthcare system, commonly controlled group, or joint membership through common control may supply all votes necessary for approval. A major action must receive affirmative support from at least three unaffiliated Active Coalition Member organizations or sector/subgroup seats, and from at least two core HCC sectors when those sectors are active and eligible to vote. The Advisory Board shall identify known affiliations on the voting roster when relevant. Common control includes ownership, governance, or management control sufficient to create a real or apparent risk that multiple votes are not independent for the matter under consideration.

Section 8. Electronic and Special Votes

The Coalition may conduct special votes outside regular meetings by secure email, web-based form, conference call, virtual meeting, or other documented method. The voting notice shall identify the motion, background information, voting deadline, quorum requirement, threshold, and method for submitting votes. Routine electronic votes should remain open for at least five business days. Time-sensitive or emergency votes may use a shorter period when necessary to protect health, safety, funding, or operational readiness, but the reason for the shorter period must be documented. Results shall be entered into the minutes of the next regular meeting.

Section 9. Documentation of Votes

Minutes shall document motions, seconds when required by parliamentary procedure, quorum status, voting threshold, vote result. The certified voting roster shall be retained with the meeting record.

Article 9. Meetings, Notice, Attendance, and Minutes

Section 1. Regular Meetings

Regular Coalition meetings shall be held monthly unless canceled or rescheduled by the Governing Body for good cause. Monthly meetings may include planning sessions, voting meetings, training, exercises, after-action reviews, workgroup reports, or other Coalition business.

Section 2. Advisory Board Meetings

The Advisory Board shall meet as needed to support Coalition administration, planning, compliance, grant deliverables, response coordination, emergency support, and preparation for regular Coalition

meetings. Advisory Board meetings are administrative or advisory unless the Advisory Board is exercising limited emergency authority under Article 13.

Section 3. Notice and Agenda

Written notice and an agenda for regular meetings should be transmitted at least five working days before the meeting. When a vote is planned, the agenda should identify the voting item and be provided at least one week before the meeting when practicable. Major actions should be distributed in writing at least 14 days before the meeting unless emergency governance provisions apply.

Section 4. Venue and Participation Method

Meetings may be held in person, virtually, by conference call, or through other available means of communication. The Coalition should select meeting locations and formats that support broad regional participation. Members or their authorized designees should attend at least one meeting in person every six months unless waived because of emergency conditions, public health precautions, access limitations, or other good cause.

Section 5. Emergency or Time-Sensitive Meetings

Emergency or time-sensitive meetings may be convened by the Advisory Board when urgent Coalition input or action is needed. Notice shall be provided as far in advance as practicable and shall state the time, method, purpose, and voting items, if any. No business may be transacted at an emergency meeting except the business identified in the notice or reasonably related to the emergency purpose.

Section 6. Minutes

Minutes shall be prepared for regular meetings and for any meeting at which a vote, funding recommendation, resource-allocation decision, emergency action, conflict disclosure, or major policy discussion occurs. Minutes shall include date, time, location or virtual method, attendance, quorum status, major discussion items, motions, vote results, assignments, and action items. Draft minutes should be made available for review and approval at the next regular meeting.

Section 7. Attendance Records

Attendance records shall be maintained for regular meetings, special meetings, exercises, training, and workgroups when participation affects active-member status, grant deliverables, voting eligibility, or resource eligibility. Attendance may be recorded through sign-in sheets, virtual attendance logs, email confirmation, meeting minutes, or other reliable methods.

Article 10. Federal Awards, Fiscal Controls, Procurement, and Property

Section 1. Applicability

This Article applies to Coalition activities involving federal awards, HPP funds, state funds, local funds, grant-funded property, donated resources, shared resources, training funds, or any funds or assets administered through a fiscal host, grant recipient, subrecipient, member organization, or partner entity for Coalition purposes.

Section 2. Federal Award Compliance

When Coalition activities involve federal funds or federally supported resources, the Coalition shall coordinate with the responsible recipient, subrecipient, fiscal host, asset holder, or state agency to

support compliance with applicable federal statutes, regulations, award terms, 2 CFR Part 200, ASPR/HPP guidance, Tennessee Department of Health requirements, and other applicable conditions.

Section 3. Internal Controls and Documentation

- Funding and resource decisions should be supported by documented need, capability assessments, risk, gap analysis, member input, eligibility criteria, and approved priorities.
- The Coalition shall maintain documentation sufficient to support audit, monitoring, site visits, grant reporting, property verification, and improvement planning.
- The responsible fiscal or administrative entity retains final authority for expenditures, contracts, procurement, property records, financial reports, reimbursement requests, and compliance certifications unless otherwise provided in writing.
- The Coalition shall avoid unnecessary, duplicative, unsupported, or inequitable purchases and shall seek reasonable, documented alignment between identified gaps and proposed expenditures.

Section 4. Procurement Integrity

Purchases supported by federal, state, local, or grant funds shall follow the procurement procedures of the responsible purchasing entity and all applicable federal, state, local, and award requirements. The Coalition shall not structure recommendations to avoid competition, favor a vendor, create unjustified sole-source outcomes, or confer improper private benefit. Vendor participation in planning shall be managed to avoid real or apparent conflicts of interest.

Section 5. Equipment and Property Management

- Coalition-funded or grant-funded equipment shall be assigned, inventoried, maintained, safeguarded, used, returned, transferred, disposed of, or redeployed according to the requirements of the owner, fiscal host, funder, grant terms, and applicable law.
- Members receiving equipment shall cooperate with inventory checks, maintenance checks, exercises, audits, monitoring visits, and documentation requests.
- Equipment allocation should be based on transparent criteria such as risk, capability gap, regional benefit, operational need, member readiness, maintenance capacity, compliance history, and fair access across sectors.
- A member that cannot maintain or account for assigned equipment may be required to return the equipment or may be temporarily ineligible for additional discretionary equipment until corrective action is completed.

Section 6. Funding Eligibility

Active Coalition Members are generally eligible for discretionary Coalition-supported funded items, equipment, training, and exercise opportunities when consistent with funding rules and approved priorities. Inactive members and invited partners may benefit from Coalition-funded training, exercises, or resources when the Governing Body, fiscal host, or funder determines that doing so advances regional readiness, supports equity, fills an identified gap, or is required by law, award terms, or emergency need.

Section 7. Audit and Monitoring Cooperation

Members shall cooperate with reasonable audit, monitoring, reporting, and verification requests related to Coalition-supported funds, equipment, systems, training, exercises, or deliverables. Failure to cooperate may affect active status, resource eligibility, or future funding recommendations after notice and opportunity to cure when appropriate.

Article 11. Records, Transparency, Confidentiality, and Information Governance

Section 1. Records to Maintain

The Coalition shall maintain or support maintenance of records sufficient to document governance, compliance, funding decisions, preparedness activities, response support, and member participation. Records may include bylaws, rosters, attendance records, agendas, minutes, voting rosters, proxies, conflict disclosures, committee reports, approved plans and annexes, annual priorities, funding recommendations, resource-allocation records, equipment records, training/exercise records, after-action reports, improvement plans, emergency action logs, and other documents required by the fiscal host, TDH, ASPR/HPP, or applicable law.

Section 2. Records Retention

Records shall be retained in accordance with the longest applicable federal, state, local, fiscal-host, grant, contractual, or legal requirement. Federal award records shall be retained for at least the applicable period required by 2 CFR Part 200, and property records for federally supported equipment shall be retained as required after final disposition. Records subject to audit, litigation, claims, monitoring, or investigation shall be preserved until the matter is fully resolved and final action has been taken.

Section 3. Custody of Records

The Advisory Board or designated administrative support shall maintain the official Coalition governance file, subject to fiscal-host, TDH, or other responsible entity requirements. Custody of official records may be transferred to a successor administrative entity, fiscal host, state agency, or designee if Coalition structure, funding, or staffing changes.

Section 4. Confidentiality and Sensitive Operational Information

- Members shall protect confidential, sensitive, protected, security-related, proprietary, or restricted information received through Coalition activities.
- Sensitive operational information may include contact rosters, infrastructure vulnerabilities, facility status, cybersecurity information, resource inventories, response procedures, medical countermeasure details, CHEMPACK or controlled cache details, patient movement information, security plans, and other information that could create risk if publicly released.
- Coalition documents may be marked by distribution category, such as public, internal Coalition use, controlled operational use, or restricted distribution. Members shall follow distribution limitations and safeguard requirements associated with those categories.
- Confidentiality obligations do not prevent lawful reporting, public-records compliance, whistleblower reporting, required disclosures to regulators or funders, or information sharing necessary to protect life, health, safety, or continuity of care.

Section 6. PHI, PII, and Data Sharing

The Coalition does not routinely require protected health information or personally identifiable information for governance purposes. During emergencies, exercises, patient tracking, family reunification, situational awareness, or continuity operations, members shall share only the information appropriate and lawful for the purpose and shall comply with applicable privacy, security, patient-confidentiality, data-use, and minimum-necessary requirements. Separate data-use agreements, business associate agreements, memoranda of understanding, or emergency information-sharing protocols may be used when required.

Section 7. Cybersecurity and System Access

Members with access to Coalition-supported systems shall safeguard credentials, promptly report suspected misuse or compromise, follow applicable user agreements, and limit access to authorized personnel. The Coalition may restrict or suspend system access when necessary to protect security, confidentiality, or operational integrity.

Article 12. Ethics, Conflicts of Interest, Member Conduct, and Dispute Resolution

Section 1. Ethical Expectations

Coalition participants shall act in good faith, promote regional readiness, respect diverse member perspectives, safeguard sensitive information, avoid improper private benefit, and distinguish between organizational interests and regional Coalition responsibilities.

Section 2. Conflict of Interest Standard

A conflict of interest exists when a representative, officer, committee member, workgroup participant, Advisory Board participant, or related organization has a financial, organizational, professional, personal, or other interest that could impair, or reasonably appear to impair, impartial participation in a Coalition decision. Conflicts may be individual or organizational.

Section 3. Disclosure and Recusal

- Representatives shall disclose real or apparent conflicts of interest before participating in discussion, scoring, recommendations, procurement-related activity, funding decisions, equipment allocation, vendor selection, or votes affected by the conflict.
- A representative with a conflict shall recuse from discussion and voting when the decision would provide a specific financial, contractual, competitive, or material operational benefit to that representative, immediate family member, employer, affiliate, vendor, or organization that is not broadly shared by similarly situated members.
- Participation by a member in a broad sector decision does not automatically create a conflict merely because the member may benefit in the same general manner as other similarly situated members.
- Conflict disclosures and recusals shall be documented in minutes or attached records.

Section 4. Vendor and Contractor Safeguards

Vendors, contractors, consultants, and prospective vendors may provide technical education or information when invited, but may not participate in scoring, selection, drafting specifications that

unfairly favor the vendor, or deliberations concerning awards, contracts, or purchases from which they may benefit. Vendor relationships shall be disclosed when relevant to Coalition decisions.

Section 5. Member Conduct

Members and representatives shall conduct themselves professionally, respectfully, and in a manner that supports patient safety, public trust, emergency readiness, and regional cooperation. Harassment, discrimination, retaliation, misuse of confidential information, misuse of Coalition resources, knowingly false reporting, or obstruction of compliance activities may result in corrective action.

Article 13. Emergency Governance and Operational Activation

Section 1. Emergency Activation and Assistance Requests

Any member organization may request Coalition assistance or regional healthcare coordination support through the established regional notification and coordination pathways, including the RMCC, RHCs, ERCs, EMS Consultant, local emergency management, public health, or other designated channels identified in Coalition plans and annexes.

Section 2. Emergency Governance Group

During an incident or time-sensitive threat, an emergency governance group may be convened to support rapid coordination. The group may include Advisory Board representatives, RHCs, ERCs, EMS Consultant, RMCC representative, public health, emergency management, affected member representatives, and relevant subject matter experts. The group operates as a coordination and recommendation body unless a specific authority has been delegated by these bylaws, a Coalition plan, a fiscal host, a public authority, or a separate agreement.

Section 3. Time-Sensitive Decisions

When delay would create a material risk to life, health, safety, continuity of care, grant compliance, or critical operations, the emergency governance group may take time-sensitive coordination actions within the scope of approved plans, available resources, fiscal-host rules, and member authority. Examples include notification, information gathering, situational-awareness reporting, activation of communication systems, recommending resource prioritization, convening subject matter experts, supporting patient movement coordination, and documenting resource requests.

Section 4. Emergency Spending and Resource Decisions

Emergency spending, procurement, resource deployment, or resource reallocation is subject to the authority and procedures of the responsible fiscal host, asset owner, grant recipient, public agency, or member organization. When a Coalition-level recommendation is made under emergency conditions, the basis for the recommendation shall be documented, including the threat, need, decision-maker, resources considered, known conflicts, and follow-up required.

Section 5. Ratification and After-Action Documentation

Emergency governance actions and time-sensitive decisions shall be reported to the Governing Body at the next regular meeting or as soon as practicable. The report should identify actions taken, rationale, resources requested or used, conflicts or recusals, follow-up needs, and any recommendation for after-action review or improvement planning.

Section 6. No Interference with Incident Command

Coalition emergency governance does not replace incident command, unified command, public health authority, emergency management authority, EMS medical direction, hospital incident command, law enforcement authority, fire/hazardous materials command, or member organization leadership. Coalition coordination supports those authorities by improving communication, situational awareness, resource coordination, and regional problem solving.

Article 14. Mutual Aid, Liability, Insurance, and Indemnification

Section 1. Existing Agreements Preserved

These bylaws do not supersede, amend, or replace existing mutual aid agreements, memoranda of understanding, emergency management agreements, clinical transfer agreements, vendor agreements, contracts, governmental authorities, or member policies. Assistance among members should be governed by applicable agreements, laws, and the internal authority of the participating organizations.

Section 2. No Agency or Partnership

No member organization, representative, officer, Advisory Board participant, committee, workgroup, or invited participant is an agent, partner, employee, joint venturer, or legal representative of another member solely by participating in the Coalition. No member may bind another member or create liability for another member without written authority.

Section 3. Member Responsibility

Each member is responsible for its own acts, omissions, employees, volunteers, contractors, facilities, licenses, insurance, privileges, equipment, resources, patient care, and compliance obligations. Each member remains responsible for determining whether it can safely and lawfully provide assistance, release resources, accept patients, share information, or participate in Coalition activities.

Section 4. No General Indemnification Obligation

Unless required by a separate written agreement or applicable law, no member is required by these bylaws to indemnify, defend, or hold harmless another member, the Coalition, the Advisory Board, officers, or participants for claims, losses, liabilities, damages, costs, or expenses arising from the acts or omissions of another member or participant. Any indemnification, defense, hold-harmless, insurance, or waiver provision must be stated in a separate written agreement approved by the affected parties and reviewed as appropriate by counsel.

Section 5. Insurance

Members are expected to maintain insurance or self-insurance appropriate to their operations, legal status, and participation in Coalition activities. The Coalition does not provide insurance coverage for members unless a separate written agreement expressly states otherwise.

Article 16. Amendments

Section 1. Proposal

Proposed amendments may be submitted by the Advisory Board, a committee, a workgroup, or any Active Coalition Member. Proposed amendments shall be submitted in writing and should identify the article or section to be amended, the reason for the amendment, and any compliance, operational, funding, or legal considerations.

Section 2. Notice

No proposed amendment may be acted upon unless it has been distributed in writing to all Active Coalition Members at least 14 days before the meeting at which the vote will occur, except that a technical correction that does not materially change rights, duties, voting rules, compliance obligations, or governance authority may be approved with routine notice if no Active Coalition Member objects.

Section 3. Approval Threshold

Amendment of these bylaws requires approval by two-thirds of all Active Coalition Members. Amendments affecting voting rights, quorum, active-member requirements, legal status, liability, dissolution, or fiscal controls should use the two-thirds of all Active Coalition Members standard unless counsel or the Governing Body recommends otherwise.

Section 4. Annual Review

The bylaws shall be reviewed at least annually and after material changes in HPP guidance, fiscal-host structure, Coalition boundaries, funding requirements, state law, federal law, membership structure, or operational responsibilities.

Article 17. Parliamentary Authority

Robert's Rules of Order Newly Revised, or the most current edition approved by the Governing Body, shall guide meeting procedure when not inconsistent with these bylaws, applicable law, grant requirements, or an approved Coalition policy. The Advisory Board may use simplified parliamentary procedure for routine business if no Active Coalition Member objects.

Article 18. Approval and Effective Date

These bylaws are approved and adopted by the Active Coalition Members of the Knox/East Tennessee Healthcare Coalition and become effective on the approval date below. Upon adoption, these bylaws supersede prior KETHC bylaws to the extent they conflict with this document.

Approval item	Entry
Approval date	_____
Meeting type	Regular monthly meeting / special meeting / electronic vote