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# EAST CENTRAL HEALTH CARE COALITION BY-LAWS

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Coalition Governance Document



~~JANUARY 9, 2020~~OCTOBER 19, 2022

ECHCC

~~20-Technology Court, Montgomery AL 3060~~Mobile Hwy, Montgomery AL 36108

## Article 1

### Name and Geographical Area

#### Section 1 Name

- A. The name of this organization shall be the East Central Healthcare coalition (also referred to “HCC” within this document.)

#### Section 2 Geographical Area

- A. The geographical area shall be comprised of the area referred to by the Alabama Department of Public Health as the East Central District and will be comprised of the following Counties; Autauga, Bullock, Coosa, Chambers, Elmore, Lee, Lowndes, Macon, Montgomery, Tallapoosa, and Russell Counties within the State of Alabama.

#### Section 3 Emergency Support Function 8 (ESF-8)

- A. The HCC counties have ESF-8 planning groups available to discuss local medical preparedness planning. Under the state Emergency Operations Plan, the Emergency Support Function (ESF 8) includes all medical aspects of an emergency response.

## Article 2

### Mission Statement and Purpose

#### Section 1 Mission Statement

*To collaborate and coordinate multi-jurisdictional, all hazards medical preparedness, mitigation, response and recovery through multi-discipline partnerships, planning, communication, cross-training, exercises and resource-sharing.*

#### Section 2 Purpose

- A. *To coordinate the emergency preparedness efforts and plans of its member organizations.*
- B. *To develop area procedures for the management of healthcare system response to emergencies and /or disasters based on deliverables from the Center for Disease Control (CDC) and /or the Assistant Secretary for Preparedness and Response (ASPR).*
- C. *Exist as an advisory vehicle to receive and disperse grant funding to member organizations for healthcare preparedness efforts.*

## Article 3

### Membership

#### Section 1 HCC Membership

- A. The HCC shall consist of the following:
  - (1) HCC Membership
    - a. Active HCC members
    - b. Inactive HCC members
    - c. Affiliates
- B. Membership to the HCC is open to those who provide healthcare or healthcare products; or supervise or coordinate the provision of healthcare services that exist in the HCC geographical area (Article 1, Section 2) and that agree to work collaboratively on emergency preparedness and response activities.
- C. If there is uncertainty as to whether an organization qualifies as a health care organization or an affiliate or whether the organization's jurisdiction falls within the geographical area, a majority vote by active HCC members determines membership status.
- D. Active HCC members are those HCC members who have established voting rights as in Article 6, Section 1 B.
- E. Inactive HCC members are those HCC members who have failed to establish voting rights per Article 6, Section 1 B.
- F. Affiliates are those who do not meet the HCC membership per Article 3 Section 1 B, but may request membership per Article 3 Section 1 C.
- G. All HCC members are eligible to attend any HCC or County ESF-8 planning group meeting.
- H. Organizational resignation must be submitted in writing to the HCC.

## **Section 2      Membership Responsibilities**

- A. Provide representation at HCC meetings and activities to ensure attendance.
- B. Participate in collaborative regional preparedness planning.
- C. Participate in the discussion and completion of the Hospital Preparedness Program (HPP) Healthcare Coalition Developmental Assessment Factors (HCCDA).
- D. Contribute to meeting HCC priorities, goals, and contractual deliverables.
- E. Vote on motions placed before the HCC members.
- F. Collaborate with other members during a disaster (either natural or man-made) or Public Health Emergency.
- G. Participate in sub-committees and workgroups as requested by members or individuals and organized under the umbrella of the HCC. These sub-committees and workgroups may exist and function temporarily or long-term, as needed.

## **Section 3      Membership Roster**

- A. A roster of member organizations will be maintained and updated each quarter. The roster will be published with the agenda for each HCC meeting.
- B. Each organization will be listed as appropriate as:
  - 1. Active HCC Member
  - 2. Inactive HCC Member
  - 3. Affiliates

## **Section 4      Affiliates**

HCC collaborating organizations which are deemed not eligible for membership may nevertheless be invited to attend HCC meetings and activities. Such invited organizations may fully engage in HCC discussions and other activities but shall have no vote.

## **Article 4**

### ***HCC Structure***

#### **Section 1      Executive Committee**

- A. The Executive committee will be comprised of a Chairperson, Vice-Chairperson, Secretary/Treasurer, the Health Care Coalition Coordinator and 7 members of the Steering Committee.

#### **Section 2      Chairperson**

- A. The Chairperson conducts all HCC meetings.
- B. The Chairperson will serve a two-year term after having served as the vice-chairperson for two years.
- C. Should the Vice-Chairperson be unable to fill the position, a suitable candidate will be chosen from the membership and voted on during the election period.
- D. The Chairperson shall provide the direction and leadership for the Coalition under the advisory of the Alabama Department of Public Health Healthcare Coalition Coordinator and/or Emergency Preparedness Director in the East Central District.
- E. He/she shall act as Chairperson at all East Central Healthcare Coalition meetings.
- F. Must be actively involved with hospital and/or community disaster planning and response.
- G. Attend Strategic Planning meetings regarding meeting the East Central Healthcare Coalition grant requirements.
- H. Assists in planning meeting schedules, sites and agendas.
- I. Calls for creation or activation of committees/workgroups.

#### **Section 3      Vice-Chairperson**

- A. Assist Chairperson with conducting HCC meetings and activities.
- B. Acts for the Chairperson in his/her absence.
- C. Serves a two-year term followed by a two-year term as a chairperson.
- D. Shall serve as a liaison to outside agencies at the direction of the Chairperson and perform duties assigned by the Chairperson. May also serve in work-groups/committees and training exercises.

#### **Section 4 Secretary/Treasurer**

- A. Take and record notes/minutes at each meeting and distribute them to the HCC members and ensure that the State HCC is provided a copy of the minutes and meeting attendance roster.
- B. Oversees the meeting attendance roster.
- C. Maintain the HCC budget and work with the Fiscal Agent to purchase resources for the coalition.
- D. Serve a two-year term

#### **Section 5 Health Care Coalition Coordinator**

- A. Schedule HCC General and Coalition Steering Committee meetings
- B. Record and distribute documentation from meetings.
- C. Maintains HCC contact list.
- D. Submit required documentation and reports.
- E. The Public Health East Central HCC Coordinator or designee will represent the HCC in the Division D EOC and serve as the resource liaison between the HCC and DIV D EOC.
- F. Maintains and submits required documentation and reports to the State Healthcare Coalition Coordinator. Records and distributes documentation from the East Central Healthcare Coalition and County ESF-8/LEPC meetings.
- G. Schedules and sends out invitations to quarterly membership meetings.
- H. Recruits new membership to join the HCC.
- I. Assists with development of a Strategic Plan encompassing the required deliverables from the funding agency and assist the HCC in meeting the mandated requirements from the governing agency.
- J. This is an appointed (non-elected) position and is not time limited as to term of service. This representative will be determined and appointed by the ADPH Emergency Preparedness Director for Public Health East Central district.

## **Section 6      Steering Committee**

- A. The HCC Steering Committee shall be a standing committee of the East Central HCC and will consist of a minimum of eleven members, one representing each county in the HCC as defined by the geographic area of the coalition, who are selected from the membership of the HCC. Selections should be made in a fashion to maintain a multi-disciplinary composition of the Steering Committee, which will consist at a minimum of one Hospital, one Long Term Care Facility, and one Emergency Management Agency representative but no more than three from the same discipline to serve at the same time on the steering committee. Any represented discipline may serve on the steering committee. Additional members may be selected to serve as At-Large positions for supplementary committees and may be of any discipline within the coalition.
- B. The Steering Committee members will be responsible for communication between the HCC and their county ESF-8 planning group, if applicable.
- C. The Steering Committee members may serve in a work group as a facilitator or in a sub-committee for planning sessions.
- D. The Steering Committee will Monitor HCC projects, exercises, and HCC requirements and Completion Status.
- E. The Steering Committee will Prioritize funding and budget allocations for the HCC.
- F. Members of the Steering Committee will serve renewable terms of service.

## **Article 5**

### **Election to the Executive and Steering Committees**

- A. To be eligible to stand for election to the Executive Committee, an individual must actively participate in the Health Care Coalition and must be employed by a facility that is a member of the HCC.
- B. Nominations for officers will occur during the next to last scheduled General HCC meeting before the budget period. Nominations can take place in person or submitted during the 30 days following the meeting. Nominations will occur biennially. The Budget period is currently defined as July 1<sup>st</sup> to June 30<sup>th</sup> of each calendar year.
- C. Elections for officers will occur at the last scheduled General HCC meeting before the start of the Budget Period. Nominated candidates will be presented at this meeting and Coalition members will have two weeks to vote. Voting will take place in a manner decided by the Executive and Steering Committee. Elections will occur biennially. The Budget Period is currently defined as July 1<sup>st</sup> to June 30<sup>th</sup> of each calendar year.
- D. Elected officers will be presented at the first scheduled General HCC meeting of the Budget Period following their election. The Budget Period is defined as July 1<sup>st</sup> to June 30<sup>th</sup> of each calendar year.
- E. Executive committee members will serve for a term of ~~one~~ two years. However, there is no limit to the number of successive terms that Executive Committee members may serve.
- F. Steering Committee Representatives will be selected from the membership of the HCC and chosen to represent their County and disciplines interest in all meetings of the steering committee and other subcommittees that they may serve. This selection will take place as vacancies occur. They will be presented to the membership for approval.
- G. Steering Committee members will serve successive yearly terms.
- H. Any vacancies on the Steering Committee will be filled as soon as possible by vote of the active HCC members.
- I. Nominations should be made in a fashion to maintain the multidisciplinary composition of the Committee.



- J. The Health Care coalition coordinator shall not be an elected position but shall be a continuous position held by an Alabama Department of Public Health employee.

## **Article 6**

### **Voting**

#### **Section 1      Voting Eligibility**

- A. Voting is restricted to active HCC members of the East Central HCC.
- B. Active HCC membership is defined by the attendance of the member organization at a minimum of 25% of the HCC General meetings during a rolling *12-month* time period. Attendance will include physically attending the meetings or participating by other means.

#### **Section 2      Votes**

- A. Each member shall have one vote. Members will be defined as facilities within the HCC. Individuals who are associated with those facilities will be considered contacts.
- B. Each member will identify an individual to cast the agencies' vote.
- C. An individual may only officially represent and be recognized as one agency at a meeting.
- D. Members that cast more than one vote will have only the first vote received as the official vote unless the member has designated an individual, as their proxy, then that vote will be the only one counted.
- E. Voting will be by whatever means the HCC has designated.
- F. Coalition members will have two weeks to cast their vote for nominees for elected positions.
- G. Coalition members will have two weeks prior to a scheduled meeting to vote on advertised motions, changes to the bylaws, and/or any carried over motions. Changes to the bylaws will have an additional 30 days to cast a vote if two thirds of the membership were not present at the meeting.

- H. Members must be present to vote on any motions that occurs at the meeting or require only a simple majority of those present.
- I. Voting shall be determined by a simple majority.

## **Article 7**

### **Meetings**

#### **Section 1      Scheduling**

- A. HCC meetings will be scheduled at least quarterly.
- B. An agenda for all meetings of the membership shall be provided at least 1 working day in advance of the meeting.
- C. Future meetings will be scheduled at the conclusion of each meeting.

## **Article 8**

### **Amending the Bylaws**

Amendment of these bylaws may take place at any meeting of the HCC by two-thirds majority vote of all active member organizations provided a copy of such proposed amendment(s) are distributed at least (30) days in advance of such meeting, and attached to the written notice for that meeting. If two thirds of all active HCC members are not present at the HCC meeting where such action is initiated, then the polling may be completed by email within 30 days.

## **Article 9**

### **Parliamentary Procedure**

The order of our meetings will follow the leadership of our Chairperson.

## **Article 10**

### **Indemnification and Limits of Liability**

These Bylaws shall not supersede any existing mutual aid agreement or agreements. These 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 these bylaws to indemnify, hold harmless and defend any other member from claim, loss, harm, liability, damage, cost or expense caused by or resulting from activities or any HCC 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 these bylaws, the member agrees to indemnify, hold harmless, and defend, to the fullest extent of the law, each member organization, 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 these bylaws.

## Article 11

### Authorized Signature

When a signature is required on documents that will represent the ECHCC, the current Health Care Coalition Coordinator will be authorized to sign on behalf of the coalition. In the event the HCC Coordinator is not available, the current HCC Chair person, Vice Chair and/or Secretary may sign in their behalf.

These signatures will also be authorized to sign for purchases and/or receipt of Coalition resources, when purchased to meet coalition needs/requirements.

In the event of an emergency where a signature is required but those authorized are not available, the Coalition's Steering Committee may designate an individual for that purpose for that singular signature and will signify that authorization by submitting that decision in writing to the HCC Coordinator.

Currently, the authorized signatories are:

Stacey McClain~~Misti Denmark~~ – HCC Coordinator

Gary Barron~~Auggie Latorrie~~ – HCC Chair

Allison Mallory~~Gary Barron~~ – HCC Vice Chair

Jason Moran~~mes Oliver~~ – HCC Secretary