



# North Central Florida Health Care Coalition

**Coordinating Preparedness & Resilience  
through all sectors of the healthcare system**

## **BYLAWS FOR THE NORTH CENTRAL FLORIDA HEALTH CARE COALITION, INC.**

### **Article 1: Address**

North Central Florida Health Care Coalition  
1785 NW 80<sup>th</sup> Blvd.  
Gainesville, FL 32606

### **Article 2: Geographic Area**

The geographic area to be served by the North Central Florida Health Care Coalition (NCFHCC) encompasses eleven counties in north-central Florida including Alachua, Bradford, Columbia, Dixie, Gilchrist, Hamilton, Lafayette, Levy, Putnam, Suwannee and Union.

### **Article 3: Membership**

NCFHCC shall be organized into two levels of participation: general membership (non-voting) and the Board of Directors (voting). General membership is referred to as “General Members.” The voting membership is referred to in these Bylaws as the “Board.”

#### **Section 3.1: Composition**

In addition to hospitals and health departments, many community partners collaborate in NCFHCC including, but not limited to, long term care (LTC) leadership, mental health, rehabilitation centers, volunteer organizations, county Emergency Management (EM), Emergency Medical Services (EMS), religious organizations, law enforcement, transportation, senior citizen and elder interest groups, public schools, other existing strategic health planning initiatives and other partners from every county in NCFHCC. Any organization that has a healthcare connection during a public health emergency in the geographic region of NCFHCC is a potential member.

### **Section 3.2: Voting Membership – Board of Directors**

The voting membership shall be known as the Board. At a minimum, the Board consists of designated representatives from the following for a total of seven votes:

- At-large members (one vote per member; total of three votes)
- Each discipline representative\*\* (one vote per discipline; total of four votes)

***\*\* The four discipline representatives on the Board are to represent public health, emergency management, hospitals, and emergency medical services. The number and nature of the Board may be changed by amendment to these Bylaws.***

### **Section 3.3: Admission as a General Member**

The Board approves General Member applications by majority vote.

### **Section 3.4: Conflict of Interest**

A member who has a direct personal interest in any matter before the NCFHCC shall disclose his/her interest prior to any discussion of that matter by the NCFHCC. The disclosure shall become a part of the official record of the NCFHCC proceedings. The conflicted member shall refrain from further participation in any action relating to the matter, including funding requests on the matter.

### **Section 3.5: Dues**

The Board shall have the authority to assess membership dues as it deems appropriate to support NCFHCC activities.

## **Article 4: Board of Directors**

### **Section 4.1: Board Duties and Responsibilities**

1. Perform any and all duties imposed upon them collectively or individually by law or by these Bylaws.
2. Employ or contract with staff to administer NCFHCC and realize the objectives and purposes of NCFHCC;
3. Assure that administrative functions are properly performed;

4. Approve the annual work plan and budget of NCFHCC;
5. Meet at such times and places as required by these Bylaws;
6. Register their addresses with the secretary of Directors with notices of meetings mailed to them at such address shall be valid notices thereof;
7. Enter into contracts, working agreements or statements of agreements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of NCFHCC. The organization or individual that is carrying out these administrative functions is called the "Health Care Coalition Coordinator."

#### **Section 4.2: Schedule of Meetings**

1. The Board shall meet at least once each quarter.
2. All Board members will be required to respond via email five (5) days prior to any Board meeting to assure a quorum will be present at the designated time/place and prevent unnecessary travel costs to NCFHCC and loss of valuable time of the other Board members.
3. The Health Care Coalition Coordinator or designee will coordinate the scheduling of meetings.
4. Board meetings shall be presided over by the Chair, if present. If the Chair is not present, the meeting shall be presided over by, in ranking order, the Vice Chair, Secretary/Treasurer, or majority of Board present.
5. Regular quarterly meetings should have a fifteen (15) working day notice.
6. Special meetings shall have at least a seven (7) working day notice.
7. Board members will attend at least fifty percent (50%) of all meetings.
8. NCFHCC shall budget for reimbursing NCFHCC member travel expenses for meetings outside their local area (as defined by the Florida Department of Health travel rules).
9. The most current Roberts Rules of Order will govern meetings, where not inconsistent with these Bylaws.

10. The meeting agenda will be developed and distributed by the Health Care Coalition Coordinator or designee at least five (5) business days prior to each meeting. Any member (voting or non-voting member) may request items be added to meeting agendas and will be given adequate time (as determined by the Board) to present information or proposals at the scheduled meeting for which they appear on the agenda. Agenda items not addressed at their scheduled meeting will be added to the agenda of the following meeting. Meeting agenda item requests are to be submitted to the Health Care Coordinator or designee no later than fifteen (15) business days prior to the scheduled meeting date. The Board will review and vote on which requested agenda items will be addressed at each meeting. Minutes of all meetings shall be prepared and distributed to the membership.

### **Section 4.3: Strategic and Administrative Plans**

The Board is responsible for reviewing and updating the NCFHCC Strategic Plan and NCFHCC Administrative Plan once a year.

### **Section 4.4: General Powers**

The Board shall administer the affairs of NCFHCC in accordance with the mission statement, objectives and purpose outlined in the Articles of Incorporation and further defined in these Bylaws. The Board is responsible for the business and affairs of NCFHCC and is governed by the Articles of Incorporation, these bylaws and state and federal regulations as set forth by the Florida Department of Health and the United States Health and Human Services, Assistant Secretary of Preparedness and Response (ASPR) Hospital Preparedness Program (HPP) and Public Health Emergency Preparedness (PHEP) Cooperative Agreements.

### **Section 4.5: Voting Procedures**

When voting on NCFHCC issues, plans, and all expenditures, each Board member shall have one (1) vote. Each act of decision done or made by a majority of Board members present and voting at a meeting duly held at which a quorum is present is the act of Board.

Annually, the Board will review and adopt by standing rule a project funding procedure.

#### **Section 4.6: Work Groups and Committees**

The formation of Work Groups or Committees may expedite appropriate research and information gathering on relevant items. These groups are formed and disbanded by formal action of the Board. The Board shall encourage the use of Subject Matter Experts (SMEs) in decisions whenever possible.

#### **Section 4.7: Terms of Office**

Terms of Office start at the beginning of the fiscal year (July 1) unless there is a vacancy. Board members shall be elected for a term of two years. Board members will be able to serve additional years upon reelection but will not exceed two consecutive terms.

#### **Section 4.8: Board Member Compensation**

Board shall serve without compensation; however, nothing in this section shall prohibit reimbursement of a Board member for his or her actual expenses, which have been approved by Board.

#### **Section 4.9: Voting Quorum & Voting by Proxy**

The presence of a majority of the Board at a duly scheduled meeting shall constitute a quorum for the transaction of business. Wherever this section conflicts with a state or federal statute or regulations, such statute or regulation shall supersede this section. Except as otherwise expressly provided for in these Bylaws, or by law, no business shall be considered by Board at any meeting at which a quorum, as herein defined, is not present.

Board members may appoint a proxy to serve in their absence at a meeting.

#### **Section 4.10: Nomination of At-large Board Members**

1. Not less than thirty (30) days preceding an annual meeting, the Nominating Committee shall solicit nominations from the General Members to serve as At-large members of the Board.
2. The names of persons nominated to be at-large members shall be provided to the General Members not less than fourteen (14) days prior to the annual meeting.

3. The election of at-large board members shall be conducted by written ballot at the annual meeting.

#### **Section 4.11: Selection of Discipline Specific Board Members**

1. Not less than thirty (30) days preceding an annual meeting, a Nominating Committee shall solicit nominations from each of the four disciplines to serve as Board representatives of their respective sector: Public Health, EMS, EM, and Health Systems/Hospitals.
2. Discipline representatives on the Board will be determined by the members of their respective sector and are not subject to general membership vote.
3. The discipline representatives to the board will be announced at the annual meeting.

#### **Section 4.12: Board Vacancies**

1. Vacancies on the Board shall exist on the death, resignation, or removal of any Board member.
2. The resignation of a Board member shall take effect upon the date of acceptance by Board.
3. A person selected as a Board member to fill a vacancy shall hold office until expiration of the uncompleted term or until the new Director's death, termination, or resignation as provided in these Bylaws.
4. Termination of an individual's membership from Board shall result from the member's resignation or death, action by Board, or termination of a member's term in accordance with the provisions of paragraph 5 of this section. Anything in these Bylaws to the contrary notwithstanding, the term of board member may be terminated in the event that the board member fails to attend any three (3) consecutive unexcused meetings or the Board member fails to attend more than 50 percent of all announced meetings in any 12-month period. A courtesy notification of change in status of such member may be sent by letter indicating that another absence may result in a request for termination by Board.
5. A board member may be terminated by an action of the Board of Directors if a change in the status of his or her affiliation jeopardizes the prescribed constitution of the governing body. A board member may be terminated by an action of the Board of Directors for behavior contrary to adopted policies or other abuse of membership policies.

## **Article 5: Officers of the Board of Directors**

### **Section 5.1: Election of Officers**

The officers of the Board shall be elected by the Board and shall consist of a Chair, a Vice-Chair and Secretary/Treasurer. Election of officers will take place every two years.

### **Section 5.2: Terms of Office**

Officers shall be elected for a term of two years. Terms of Office start at the beginning of the fiscal year (July 1). Officers will be able to serve additional years upon reelection but will not exceed two consecutive terms.

### **Section 5.3: Chair**

The Chair shall be the operational officer of the Board and may, from time to time, delegate all or any part of his/her duties to the Vice-Chair. The Chair shall perform the following duties:

1. Preside at meetings of Board or General Members;
2. Perform all such duties as are incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by Board;
3. Make and execute contracts in the ordinary course of NCFHCC business to execute other legal instruments when authorized by Board, except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws;
4. Appoint all committee chairpersons subject to the approval of Board, except as otherwise provided in these Bylaws;
5. Serve as an ex-officio non-voting member of all standing and ad hoc committees except the Nominating Committee;
6. Present at the annual meeting a report of the activities of NCFHCC during the preceding year and a statement of plans for the ensuing year with a copy of such report attached to the minutes of the annual meeting.

#### **Section 5.4: Vice-Chair**

The Vice-Chair may execute the same duties as the Chair in the latter's absence.

#### **Section 5.5: Secretary/Treasurer**

1. Attend all meetings of Board.
2. Record all votes and the minutes of all proceedings. These will be disseminated to all members within seven (7) business days of the meeting and remain available for review at any time requested.
3. Review and present the financial report and its key findings at each General Member meeting. The NCFHCC financial report and its key findings will be provided to the Secretary/Treasurer by the Health Care Coalition Coordinator.

#### **Section 5.6: Delegation of Duties of Officers**

In the absence of any officer of the Board, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, provided a majority of the members of the Board concur. If an officer resigns or is unable to serve, the Board will elect a replacement.

#### **Section 5.7: Removal and Resignation of Officers**

Any Officer may be removed should he or she cease to be qualified for the office as herein required, or for cause, by action of Board vote at any regular or special meeting. Any Officer may resign at any time by giving written notice by email or certified mail to Board or Chair of Board. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 5.8: Filling Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by Board for the unexpired portion of the term. In the event of a vacancy in any Office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as Board shall fill the vacancy.



## **Article 6: General Members**

### **Section 6.1: General Members Duties and Responsibilities**

It shall be the duty of the General Members to do the following:

1. Elect Board as required by these Bylaws;
2. Meet at such times and places as required by these Bylaws;
3. Participate in the activities of NCFHCC;
4. Serve on work groups and/or committees if requested;
5. Register their addresses with the secretary of the governing body with notices of meetings mailed to them at such address shall be valid notices thereof;
6. Provide information and guidance to Board.

### **Section 6.2: General Member Term**

General Members shall serve at the discretion of their appointing organizations.

### **Section 6.3: Abuse of General Membership Privileges**

No General Member shall use his or her membership for personal gain or advantage.

## **Article 7: Health Care Coalition Coordinator**

### **Section 7.1: Health Care Coalition Coordinator Funding**

NCFHCC shall provide funding for a Healthcare Coalition Coordinator or designee.

### **Section 7.2: Point of Contact**

The Health Care Coalition Coordinator shall be NCFHCCs' point of contact. The coordinator is responsible for planning, implementing, and evaluating activities associated with NCFHCC to include providing general oversight for NCFHCC activities and associated projects.

### **Section 7.3: Coordinator Duties**

Health Care Coalition Coordinator duties may change annually. All duties are included in a Scope of Work that is part of the contract between the NCFHCC and the Health Care Coalition Coordinator. This contract is reviewed and approved annually by the Board.

In general the Health Care Coalition Coordinator is responsible for:

1. Coordinating and attending Board meetings (regular and special).
2. Preparing and submitting required state and federal NCFHCC deliverables.
3. Attending Coalition members Multi-Year Training and Exercise Plan meetings.
4. Ensuring that the NCFHCC is performing activities defined in the Strategic Plan.
5. Planning and coordinating NCFHCC educational and training activities.
6. Developing and managing the Coordinator budget.
7. Serving as central point of contact for NCFHCC and answering inquiries regarding NCFHCC.
8. Representing NCFHCC at local/state/regional/national conferences, meetings and planning workshops.
9. Managing day-to-day administrative functions.
10. Maintaining NCFHCC region situational awareness.
11. Creating an annual Coalition success/activity report.
12. Serving as the fiscal agent of the NCFHCC.

## **Article 8: Meetings**

### **Section 8.1: Regular Meetings**

The annual meeting shall be held in May of each year at a time and place to be designated by Board. Board and General Members shall be given written/email notice at a minimum of fifteen (15) days in advance of each meeting.

## **Section 8.2: Special Meetings**

Special meetings shall have at least a seven (7) working day notice.

## **Section 8.3: Presiding Officer**

Meetings shall be presided over by the Chair, if present. If the Chair is not present, the meeting shall be presided over by, in ranking order, the Vice Chair, Secretary/Treasurer, or majority of Board present.

## **Article 9: Committees**

### **Section 9.1: Standing Committees**

Members of Standing Committees are drawn from the General Members or Board. Each Standing Committee Chair may select members of the committee, with the restriction that they shall come from the General Members or Board. Committees are to perform work as needed by the NCFHCC. The selection of each Committee Chair and Committee Members shall be subject to approval by Board. The term of a committee chair and member is one (1) year and may be renewed. Each Standing Committee shall have a minimum of three (3) members. The Standing Committees established by these Bylaws are:

1. Executive
2. Nominating
3. Planning
4. Funding
5. Training
6. Exercise

### **Section 9.2: Standing Committees Duties and Responsibilities**

1. Executive Committee – The Executive Committee shall be composed of the Chair, Vice Chair, and Secretary/Treasurer. The committee shall be chaired by the Chair and empowered to act on behalf of Board between regular meetings or in emergency situations. One-half (1/2) of the members present shall constitute a quorum of the committee. The actions of the committee are subject to review and approval by the Board.

2. Nominating Committee - The Nominating Committee shall nominate members to be Board members. This committee meets when Board changes are necessary.
3. Planning Committee - The Planning Committee determines NCFHCC's baseline needs for sustainment, inventories resources, identifies training/exercise gaps, and provides recommendations on how resources can be used and leveraged. Planning Committee ensures that HSEEP requirements are reviewed and met.
4. Funding Committee - The Funding Committee provides recommendations to the Board regarding the level of funds NCFHCC needs to maintain and identifies funding opportunities.
5. Training Committee - The Training Committee will develop training plans based on the gap analyses performed by the Planning Committee. All trainings must be HSEEP compliant and documented, include hotwashes, and feedback forms.
6. Exercise Committee - The Exercise Committee will develop exercise plans based on the gap analyses performed by the Planning Committee. All exercises must be HSEEP compliant and documented, include hotwashes, and feedback forms.

### **Section 9.3: Ad Hoc and Other Standing Committees**

The Board of Directors may authorize the creation, prescribe the terms and define the powers and duties of ad hoc, and other standing committees not specifically created by these Bylaws as may from time to time be necessary or useful in the conduct of NCFHCC business.

### **Section 9.4: Committee Definition**

When establishing a new committee under Section 9.3, Board shall specify the purpose and charge of such committee.

### **Section 9.5: Powers and Duties**

The committees shall have such powers and duties as are specifically provided in these Bylaws and such as may be given to them from time to time by Board. Each committee may conduct hearings, perform studies, and will make written reports on all such activities, provided, however, all such committee work shall be in accordance with the purposes and work programs as defined by these Bylaws, the Strategic Plan, or from time to time by resolution of Board. Committees shall be advisory and recommendations shall not be binding until ratified by Board. The committee shall submit such reports and on such dates as may be specified by Board.

## **Section 9.6: Vacancies**

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments. The term of a committee member may be terminated in the event that he or she fails to attend any three (3) consecutive meetings in any twelve (12) month period.

## **Section 9.7: Quorum**

The presence of one half of the members of a committee shall constitute a quorum for the transaction of business of the committee.

## **Article 10: Financial Process**

### **Section 10.1: Fiscal Year**

The NCFHCC fiscal year shall begin July 1 and end June 30 of the following year.

### **Section 10.2: Funding**

Coalition funding is provided by grants, donations and fund raising events (ASPR grants are the major source).

### **Section 10.3: Expenditures**

Board must approve a budget that includes expenses for NCFHCC business. These expenses will include salary, benefits and travel (travel for NCFHCC meetings, FLDOH Coalition Task Force Meetings, planning and disaster preparedness conferences), training cost requested, communication and technology costs requested, and funding for office equipment and supplies for NCFHCC business. The proposed budget may be prepared by the Health Care Coalition Coordinator or NCFHCC staff. Except for the expenditures noted above, no member has the authority to commit NCFHCC funds for any purpose without the vote of Board. The Board will vote on all requests for expenditures.

## **Article 11: Coalition Policies**

### **Section 11.1: Conflict Resolution Policy**

It is the policy of the NCFHCC to work cooperatively to address public health preparedness through the implementation of a community-wide strategy that is fair and beneficial to all parties involved.

Collaboration is vital to the success of NCFHCC and its goals. This conflict resolution policy is intended to constructively address differences of opinion and aid NCFHCC in reaching fair, effective conclusions to conflict situations. It is intended the group use conflict resolution strategies before using the procedures outlined in this attachment.

A difference of opinion that arises between two or more parties involved with NCFHCC that halts the progress and/or goodwill within the program will be subject to the Conflict Resolution Policy outlined below.

### **Section 11.2: Notification**

In the case that a conflict arises between two parties, the conflict shall be documented in writing and submitted to the Board. The Board will acknowledge and document all such written conflicts.

### **Section 11.3: Negotiation/Compromise**

Within seven days of a conflict notification, the chair of NCFHCC Board of Directors shall work with the parties to see if the conflict can be resolved through negotiation or compromise. This meeting will not take place during a scheduled or unscheduled Coalition meeting and will be at a neutral location. A volunteer may serve to facilitate the meeting to assist with this process and serve as a neutral party. The meeting should occur between the parties in a quiet, comfortable atmosphere, and all parties involved in the conflict should be present. The facilitator should help ensure that the resolution is realistic and specific and that both parties contribute to the compromise effort. Parties should work to find a solution as a team and not as opponents. Every effort should be made to secure a win-win solution to the conflict without having to progress to the formal mediation stage.

If the parties involved in a dispute, question, or disagreement are unable to reach a mutually satisfactory compromise, they will adhere to the following mediation steps to reach a resolution.

### **Section 11.4: Mediation**

If a resolution is not met at the negotiation/compromise level, either party involved in the conflict may choose to pursue the matter to the next level. A "Letter of Disagreement" must be submitted to the board requesting further action within seven days. The letter should contain the nature of the disagreement and the date of the occurrence. The Board will review the Letter of Disagreement and discuss the next options for resolving the conflict. The

Board will work with all involved parties to clearly define goals, making sure that all parties are clear with their requests.

A mediator will then be selected by the Board. The mediator shall be a neutral member from another health care coalition in the state. Every option will be taken to achieve cooperation and a mutually agreed-upon solution to the conflict.

### **Article 12: Liability**

Board members shall not be personally liable for debts, liabilities, or other obligations of the NCFHCC. No individual Board member shall, by reason of his or her performance on behalf of the agency or any duty, function, or activity required, or authorized to be undertaken by NCFHCC, be liable for the payment of damages under any law of the United States or any state (or political subdivision of any state) if the member himself or herself to be acting with the scope of the duty, function, or activity of a Board member, and with respect to such performance, acted without gross negligence or malice toward any person affected by it.

### **Article 13: Amendments**

Proposed amendments to NCFHCC Bylaws or governance structure must be disseminated to the Board members at least 14 days prior to the face-to-face meeting at which they will be voted on.

Votes to consider the amendment will be made by the Board members at the meeting at least fourteen (14) days following the proposal. This ensures that all members have an opportunity to read and comment on the proposed changes. At the Board meeting, a motion and second must be made to initiate committee discussion. Following discussion, a voice vote of at least two-thirds (2/3) of the Board membership will approve the amendment. The Board will determine whether the approved amendment will be implemented immediately, or at a date determined by the Board. If a proposed amendment fails to pass, the Board may make a determination whether the amendment may be revised, resubmitted, or no additional action will be taken related to the amendment.

These bylaws will be reviewed annually by NCFHCC Leadership to incorporate any changes in federal or state guidance covering Healthcare Coalition activities.

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**Bylaws reviewed and approved by NCFHCC: September 19, 2016**