

Fox Valley Area Health Care Coalition Fox Valley Healthcare Emergency Readiness Coalition(FVHERC)

BYLAWS – v7 (Approved July 17,2018)

Article I – Name

- I. The name of the organization shall be the FVHERC, hereafter referred to as the “Coalition.”

Article II - Purpose

- I. The purpose of the Coalition is to provide leadership and oversight for Coalition Members and their partners to ensure emergency response plans are in place. The Coalition will develop, implement, manage and exercise a plan for members and key partners to respond to an emergency.

Article III - Members

- I. Members. Coalition members shall include healthcare facilities, EMS, public health and emergency management agencies who have emergency response responsibilities within the Coalition’s geographic borders as assigned by the State of Wisconsin. All members are eligible to have representatives serve on the Board and Coalition Committees.
- II. Representatives. Each member organization will be represented by a designee appointed by the member organization.
- III. Renewal. Membership automatically renews unless resigned.
- IV. Dues. Membership dues may be assessed to members, upon recommendation of the board and approval of the membership at the annual meeting.
- V. Associate Members. Individuals and organizations not meeting the membership requirements may join the Coalition as an Associate Members.

Article IV –Directors

- I. Annual Meeting. A membership meeting shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, Board Members receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.
- II. Appointment and Term of Office. The Board of Directors shall consist of the following representatives:
 - a. 2 hospital representatives to be appointed by the Fox Valley WHEPP
 - b. 1 public health representative to be appointed by the Northeast Region of the Wisconsin Association of Local Health Departments and Boards

- c. 1 Emergency Medical Service representative to be appointed by the Fox Valley RTAC
 - d. 1 Trauma Center representative to be appointed by the Fox Valley RTAC
 - e. 1 Emergency Management representative to be appointed by the East Central Region of Wisconsin Emergency Management
 - f. 1 At-Large Director to be appointed by the board of directors annually
- III. Alternates. Those organizations appointing board members may approve an alternative representative to serve on the board as needed.
- IV. Term of Office. All Directors shall serve a 1-year term on the board, and may serve consecutive terms on the board.
- V. Powers and Duties. The Board shall have the control and management of the affairs and operations of the Coalition and shall exercise all the powers that may be exercised by the Coalition.
- VI. Additional Meetings. Regular meetings of the Board may be held at such times as the Board determines. Special meetings of the Board may also be called at any time by the Chair or by a majority of the Directors then in office.
- VII. Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of special meetings of the Board shall be given at least five business days prior to the meeting.
- VIII. Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.
- IX. Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the Chair shall have an additional vote to be the tie-breaker.
- X. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.
- XI. Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.
- XII. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.
- XIII. Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by appointment by organizations described in Article 4, Section 2. A vacancy in the At-Large Director position may be filled by board appointment. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

- XIV. Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.
- XV. Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article V - Officers

- I. Election and Qualifications; Term of Office. The Officers of the Coalition shall be Chair, Vice Chair, Secretary and Treasurer. The Officers shall be elected by the Board at the annual meeting and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article V. The same person may hold more than one office, except that the same person may not be both Chair and Treasurer. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice Chairs, and one or more Assistant Secretaries or Treasurers. Such Officers shall serve for such period as the Board may designate.
- II. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.
- III. Powers and Duties of the Chair. The Chair shall be the Chief Executive Officer of the Coalition. The Chair shall from time to time make such reports of the affairs and operations of the Coalition as the Board may direct and shall preside at all meetings of the Board. The Chair shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by the Board.
- IV. Powers and Duties of the Vice-Chair. Each Vice-Chair, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice Chair by the Board.
- V. Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Coalition and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Coalition and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.
- VI. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Coalition. Whenever so directed by the Board, the Treasurer shall render a

statement of the cash and other accounts of the Coalition, and the Treasurer shall cause to be entered regularly in the books and records of the Coalition to be kept for such purpose full and accurate accounts of the Coalition's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Coalition during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

- VII. Delegation. In case of the absence of any Officer of the Coalition, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.
- VIII. Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.
- IX. Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Coalition.

Article VI – Parliamentary Authority

- I. Robert's Rules of Order shall be the authority for the conduct of business of the Coalition unless said rules are suspended in favor of other actions, or other procedures as outlined in these bylaws.

Article VII – Amendments

- I. Amendments or additions to these bylaws may be made in accordance with the voting rules and any such amendments will become effective at the next meeting unless otherwise specified. Amendments shall be written and submitted to the membership at least 10 days prior to a meeting in which action may be taken on said amendments.

Article VIII - Dissolution

- I. The Coalition may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with its purpose.