

# **BYLAWS OF REGION 2 NORTH HEALTHCARE COALITION**

*As reviewed and approved without change effective November 9, 2022*

## **ARTICLE I. NAME**

1.1 *Name of Organization.* The name of the Corporation is the Region 2 North Healthcare Coalition (the “Corporation”). The Corporation encompasses the geographic boundaries of Macomb, Oakland and St. Clair Counties (sometimes referred to herein as “R2N”), and is also known as R2N HCC by the Michigan Department of Health and Human Services, Division of Emergency Preparedness and Response.

1.2 *Places of Business.* The principal office of the Corporation shall be at such place within the state of Michigan as the Planning Board may determine from time to time. The Corporation may have such other offices and facilities within the State of Michigan as the Planning Board may designate or as the business of the Corporation may require from time to time.

1.3 *Registered Office.* The registered office of the Corporation shall be maintained in the State of Michigan and may, but need not be, identical with the principal office of the Corporation. The address of the registered office may be changed from time to time by the Planning Board.

## **ARTICLE II. PURPOSE**

2.1 The purposes for which the Corporation is organized are as follows:

(a) The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes in an effort to foster multi-agency coordination and information sharing as a nonprofit corporation and its activities are intended to be exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (hereinafter the “Code”).

(b) The Corporation is organized as part of a collaborative network of healthcare organizations and their respective public and private sector response partners that serve as a multi-agency coordinating group to assist with emergency preparedness, response, recovery, and mitigation activities related to healthcare organization emergency operations.

(c) The Corporation’s primary function includes regional healthcare system emergency preparedness activities involving its partner organizations. This includes planning, organizing and equipping, training, exercises, and evaluation. During an incident, emergency or disaster response, the Corporation supports healthcare organizations by advocating for, and supporting, multi-agency coordination in order to provide more effective decision making by incident management regarding information and resource coordination for healthcare organizations. This includes either a response role as part of a multi-agency coordination group to assist incident management (area command or unified command) with decisions, or through coordinated plans to guide decisions regarding healthcare organization support.

(d) The Corporation is organized to conduct activities, either directly, through related or subsidiary organizations, or in cooperation with governmental units and organizations exempt from tax under Section 501(c)(3) of the Code in order to raise funds to further the purposes of the Corporation, subject, however, to all limitations on the nature or extent of such activities applicable, from time to time, to organizations described in Section 501(c)(3) of the Code.

(e) The Corporation is organized to acquire, to own, to dispose of, and to deal with real and personal property and interests therein, and to apply gifts, grants, bequests and devises, and the proceeds thereof in furtherance of the purposes of the Corporation.

(f) The Corporation is organized to do such things and to perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) of the Code, with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

### **ARTICLE III. SOLE MEMBERSHIP**

3.1 *Sole Member.* The Corporation's sole member, within the meaning of the Michigan Nonprofit Corporation Act, is Health Emergency Medical Services, Inc. ("HEMS" and/or "Sole Member"), a Michigan nonprofit corporation exempt from taxation under Section 501(c)(3) of the Code. HEMS has been designated as a "medical control authority" pursuant to Michigan's Public Health Code.

3.2 *Powers Reserved by the Sole Member.* The following powers shall be reserved to the Sole Member, and/or shall require the affirmative action of the Sole Member in order to be effective:

(a) all matters requiring action by the member of a nonprofit corporation under the laws of the State of Michigan;

(b) approval of the original Articles of Incorporation and Bylaws of the Corporation;

(c) approval of the amendment of the Corporation's Articles of Incorporation, following the affirmative 2/3 majority vote (in person, by proxy, or via phone or video conference) of the Planning Board members at any regular or special meeting called for that purpose;

(d) approval of the amendment of the Corporation's Bylaws, following the affirmative 2/3 majority vote (in person, by proxy, or via phone or video conference) of the Planning Board members at any regular or special meeting called for that purpose;

(e) approval of the establishment of any subsidiaries or affiliates of the Corporation, following the affirmative 2/3 majority vote (in person, by proxy, or via phone or video conference) of the Planning Board members at any regular or special meeting called for that purpose; and

(f) any matter, action or transaction that the Sole Member determines is or might be inconsistent with the tax exempt status of the Corporation or the Sole Member under IRC Section 501(c)(3).

3.3 *Annual Meeting.* The annual meeting of the Sole Member of the Corporation shall be held between the months of September and December in each calendar year, for the purpose of receiving reports on the affairs of the Corporation, and transacting such other business as may properly come before the meeting.

3.4 *Special Meetings.* Special meetings of the Sole Member may be called at any time by the Chair, and shall be called by the Secretary of the Corporation upon the written request of a majority of the Planning Board members of the Corporation. No business other than that specified in the notice of the meeting shall be conducted at any special meeting.

3.5 *Notice of Meetings.* No notice of the purpose or purposes of the annual meeting need be given. Notice of the date, time and place of all meetings, either annual or special, and of the purpose or purposes of special meetings shall be given in writing by the Secretary of the Corporation or by his or her designee. Notice of a special meeting shall be given not less than three (3) days in advance of the meeting; provided, however, that in the event of an emergency or for other good reason, the Sole Member may direct that notice of a special meeting be given to each Planning Board member in writing by personal delivery, and/or by telephone not less than twenty four (24) hours prior to the meeting.

#### **ARTICLE IV. THE PLANNING BOARD**

4.1 *Planning Board of the Corporation.* Subject to the powers reserved to the Sole Member of the Corporation, above, the business and affairs of the Corporation shall be managed by the Planning Board.

4.2 *Planning Board Members.* The members of the Planning Board shall be appointed by each participating Hospital, each Medical Control Authority, each county Public Health Department, each county office of Emergency Management, and each ambulance service as participating members in the Casualty Transport System (CTS) Advisory Committee in the Corporation's region.

(a) Each organization or agency shall provide the name of its representative in writing to the Planning Board, and the Planning Board shall in turn provide such names to the Sole Member. In the event a member of the Planning Board resigns or is unable to serve, the entity who recommended the member will submit in writing a recommendation as to the member's replacement.

(b) Each member organization or agency shall have one vote on matters before the Planning Board that require a vote for approval.

4.3 *Powers of the Planning Board.* The members of the Planning Board are responsible for the business and affairs of the Corporation and are governed by these bylaws and state and federal regulations as set forth by the United States Department of Health and Human

Services, Human Resources Services Administration and the Michigan Department of Health and Human Services, Division of Emergency Preparedness and Response.

## **ARTICLE V. PARTNERS AND EMPLOYEES**

5.1 *Partners.* Other non-voting participants in the Corporation's regional geographic boundaries will be referred to as Partners. The Partners may participate in Advisory Committee meetings, Planning Board meetings, training, activities, exercises, conferences, etc.

5.2 *Employees.* The Sole Member is authorized to designate a medical director and hire a regional healthcare coalition coordinator and an assistant regional healthcare coalition coordinator. The medical director, coordinator, and assistant coordinator shall attend meetings of the Planning Board as contractually required, and shall have such responsibilities as required by the Planning Board. Other regional staff may also be hired as approved by the Sole Member and reviewed by the Planning Board.

## **ARTICLE VI. OFFICERS OF THE PLANNING BOARD**

6.1 *Officers.* The officers of the Planning Board shall be elected by the Planning Board and shall consist of a Chair, Vice-Chair, Secretary, and Treasurer.

6.2 *Chair.* The Chair shall preside at meetings of the Planning Board and shall perform all the duties of the office as provided by law or these Bylaws. The Chair shall have the general powers and duties of supervision and management of the Planning Board. The Chair may, from time to time, delegate all or any part of his or her duties to the Vice-Chair.

6.3 *Vice-Chair.* The Vice-Chair shall execute the same duties as the Chair in the latter's absence and attend meetings of the Planning Board.

6.4 *Secretary.* The Secretary shall attend meetings of the Planning Board; record all votes and the minutes of all proceedings, with the assistance of the region's administrative assistant.

6.5 *Treasurer.* The Treasurer shall be the MCA representative who contracts with MDHHS as the Corporation's fiduciary as required by the Assistant Secretary for Preparedness and Response (ASPR) Cooperative Agreement. The Treasurer shall have custody of all Planning Board funds. The funds shall be deposited, invested, and/or disbursed by the Treasurer as directed by the Planning Board and in accordance with applicable law. The Treasurer shall keep complete and accurate financial reports as required by applicable law. The Treasurer may designate an Assistant Treasurer or otherwise authorize bank accounts as repositories for the Corporation's funds derived from the Corporation's fundraising or other activities other than money secured through grants under the Cooperative Agreement.

6.6 *Delegation of Duties of Officers.* In the absence of any officer of the Planning Board, or for any other reason that the Planning 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 Planning Board concur. If an officer resigns or is unable to serve, a replacement will be elected by the Planning Board.

6.7 *Election of Officers.* Election of officers will take place annually between October 1 and December 31, to take effect the following January for one year.

6.8 *Conflict of Interest.* Officers of the Planning Board cannot serve as officers of the Advisory Committees.

## **ARTICLE VII. PLANNING BOARD MEETINGS**

7.1 *Meetings.* Regular meetings of the Planning Board will be held monthly, unless canceled by vote of the officers of the Planning Board. Special meetings of the Planning Board may be called by or at the request of the Chair.

7.2 *Voting.* On any issue requiring a vote, each participating member organization or agency of the Corporation's Planning Board shall have one vote. Voting will be based on members present at the meeting (either in person or via electronic means), plus proxy votes, unless otherwise indicated by the Planning Board.

7.3 *Quorum.* A majority of the members constitutes a quorum for the transaction of business at any meeting of the Planning Board. The vote of the majority of the voting members present at a meeting at which a quorum is present constitutes the action of the Planning Board.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

8.1 *Executive Committee Members.* The Executive Committee serves as a standing committee of the Planning Board and functions with the approval of the Planning Board to expedite business matters, such as; supporting the Sole Member in the hiring of staff and participating in an annual review of the regional performance with the Division of Emergency Preparedness and Response. The members of the Executive Committee are the:

- (a) Chair,
- (b) Vice-Chair,
- (c) Secretary,
- (d) Treasurer
- (e) R2N Medical Director
- (f) R2N Regional Coordinator (non-voting)
- (g) R2N Assistant Regional Coordinator (non-voting)
- (h) Chair of the Hospital Advisory Committee
- (i) Chair of the Pharmacy Advisory Committee
- (j) Chair of the CTS Advisory Committee

- (k) Chair of the Education Advisory Committee

8.2 *Voting.* Five voting members of the Executive Committee constitute a quorum. The vote of the majority of the members present at a meeting at which a quorum is present constitutes the action of the Committee. Written proxies are allowed following the same rules as the Planning Board.

## **ARTICLE IX. ADVISORY COMMITTEES**

9.1 *Advisory Committees.* The Planning Board is authorized to create committees of the Board as needed to conduct the business of the Corporation and meet ASPR Cooperative Agreement requirements. Advisory Committees are standing committees to review proposals, plans, actions, and execute the actions of the Planning Board and the Corporation, based on certain areas of healthcare preparedness responsibilities.

9.2 *Leadership on the Advisory Committees.* The members of the Advisory Committees, except the Operational Planning Committee, shall elect a Committee Chair. Election of Committee Chairs will take place annually between October 1 and December 31, to take effect the following January for one year. The Medical Director and Regional Coordinator will be non-voting members of the Advisory Committees. These Advisory Committees are as follows. Voting members are noted for each committee.

- (a) Hospital Committee – members representing the participating hospitals within the R2N region. (Review proposals, plans, actions, and execute the actions of the Corporation.)

- (b) Pharmacy Committee – pharmacists representing the participating hospitals within the R2N region and one representative from the Michigan Pharmacists Association. (Review proposals, plans, actions, and execute the actions of the HCC for Hospital pharmaceutical medical countermeasures).

- (c) Casualty Transport System – 1 representative from each of the designated CTS agencies within the R2N region. (Review proposals, plans, actions, and execute the actions of the Corporation for the MEMS Casualty Transportation System).

- (d) Education Committee – various members representing the participating agencies within the R2N region. (Review proposals, plans, actions, and execute the actions of the Corporation for training and education courses or conferences).

- (e) Operational Planning Committee – 1 representative from each County Public Health, Emergency Management, and Medical Control Authority, 1 hospital representative from each county and 1 Casualty Transportation System representative. This committee will be chaired by the Regional Healthcare Coalition Coordinator, who does not have a vote on this committee. (Review proposals, plans, actions, and execute the actions of the Corporation for areas involving Emergency Management, Medical Control Authorities, Metropolitan Medical Response System, and Public Health).

9.3 The Advisory Committees will draft documents and make recommendations to the Planning Board regarding education, training, exercises, planning documents, asset purchases, and implementation requests as directed by the Michigan Department of Health and Human Services, Division of Emergency Preparedness and Response. The Advisory Committees have no authority to act independently of the Planning Board. The Advisory Committees may appoint additional members to their Advisory Committees and create subcommittees to expedite the business of the Advisory Committees.

9.4 An Advisory Committee is bound by the provisions of these Bylaws regarding the conduct of meetings, unless expressly stated otherwise.

**ARTICLE X. INDEMNIFICATION**

10.1 *Indemnification of members, officers and volunteers.* The Corporation shall indemnify the Sole Member, a present or former member of the Planning Board, officer or volunteer (the “Indemnitee”), against expenses, including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the any pending or threatened action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, to the fullest extent authorized or permitted by the Corporation’s Articles and the Michigan Nonprofit Corporation Act (the “Act”) or other applicable law, as the same presently exists or may hereafter be amended.

**ARTICLE XI. PARLIAMENTARY AUTHORITY**

11.1 *Robert's Rules of Order Newly Revised* will be used as guidance to govern meetings, where not inconsistent with these bylaws.

**ARTICLE XII. AMENDMENTS**

12.1 Subject to the powers reserved by the Sole Member, and except as otherwise provided for in these Bylaws, the Bylaws of this Corporation may be altered, amended, or repealed by the affirmative 2/3 majority vote (in person, by proxy, or via phone or video conference) of the Planning Board members at any regular or special meeting called for that purpose. Voting by other electronic methods must be approved by the Planning Board in advance.

12.2 The bylaws will be reviewed annually between October 1 and December 31 and the review results will be recorded at a Planning Board meeting.

**ARTICLE XIII EFFECTIVE DATE**

13.1 The initial Bylaws were adopted by the Sole Member with an effective date of February 1, 2016. These Bylaws were approved without change by the Planning Board on November 9, 2022.