

**BYLAWS OF THE
NORTHEAST FLORIDA HEALTHY START COALITION, INC.
APPROVED January 19, 2017**

ARTICLE I. PREAMBLE

Section 1: Preamble.

The following sets forth the bylaws which shall serve to guide the proper functioning of the Northeast Florida Healthy Start Coalition for Baker, Clay, Duval, St. Johns and Nassau Counties. The intent is to provide procedures and policies for fulfilling the requirements of Chapter 383.216, Florida Statutes, Chapter 64F Florida Administrative Code (FAC), and subsequent laws setting forth requirements for community-based prenatal and infant health care coalitions.

ARTICLE II. NAME AND PURPOSE

Section 1: Name.

The name of the Coalition shall be Northeast Florida Healthy Start Coalition, Inc., hereafter referred to as the Coalition, existing under the laws of the State of Florida, as a not-for-profit corporation.

Section 2: Purpose.

The primary purpose of the Coalition is to establish and maintain a community-based prenatal and infant health care coalition that is comprised of persons representing the public, private sector, state and local government, providers, community alliances and maternal and child health organizations, that will identify the needs of its service area, devise and implement a service plan to meet the identified needs pursuant to Florida Statutes on a continuing basis.

Mission/Vision.

Mission The Healthy Start Coalition leads a cooperative community effort to reduce infant mortality and improve the health of children, childbearing women and their families in Northeast Florida.

Vision In Northeast Florida, too many babies die from preventable causes and lack of health services. Through the cooperation of elected officials, local churches, business leaders and members of the community, infant mortality, racial and social disparities are substantially reduced by programs that address and support the entire family. The Healthy Start Coalition is a recognized model and catalyst for community involvement, collaboration and innovative services governed by a diverse and active membership. Sustainable financial and in-kind resources are developed to support the Coalition mission.

ARTICLE III. COALITION

Section 1: Role of Coalition.

In addition to stated Purpose (Article II, Section 2), the Coalition will provide general oversight of the Northeast Florida Healthy Start Coalition Service Delivery Plan and community-based assessment(s) of the status of maternal/child health in Northeast Florida. The Coalition will elect new Members, and the Board of Directors at the annual meeting each January and will approve the annual Service Delivery budget prior to July 1 of each year. The Coalition shall amend these bylaws when appropriate.

Section 2: Coalition Meetings and Quorum.

The Coalition shall meet four (4) times per year with written notification, either by mail, email, or other electronic means, to the Coalition members at least seven (7) days prior to the meeting.

The primary purposes of the Coalition meetings shall be to give input into and oversee the Service Delivery Plan, share resources and knowledge about infant mortality with other Coalition members, receive updates on Coalition work from Board and Coalition committees as needed, review financial statements, and hear public comment. This standard business shall appear on every Coalition regular meeting agenda.

The Coalition shall conduct other business as follows:

January(Annual Meeting)	Elections for new Coalition Members, Officers, and the Board of Directors
April	Approve Annual Service Delivery Plan
June	Approval Annual Coalition Budget
October	Approve the Fetal and Infant Mortality Project Impact Report

A quorum of the Coalition shall consist of forty percent (40%) of the membership, and must be present at each meeting in order to conduct said business.

Section 3: Coalition Membership.

In accordance with Florida Statutes and implementing rules and policies, the membership of the coalition shall represent the recipient community, the community at large, the racial, ethnic, and gender composition of the community and shall include at least the following:

- a. Consumers of family planning, primary care, or prenatal care services, at least two of whom are low-income or Medicaid eligible;
- b. Baker, Clay, Duval, St. Johns and Nassau County Public Health Departments
- c. Migrant and community health centers if one is established in the Coalition service area;

- d. Hospitals, birthing centers and other providers of maternity and/or infant services to the population in the coalition service area;
- e. Local county medical societies;
- f. Local health planning organizations;
- g. Local maternal and infant health advocacy interest groups and community organizations.
- h. County and municipal governments;
- i. Social service organizations;
- j. Local education communities.

In addition, a maximum representation of two (2) per category and a minimum representation of one (1) per category should be sought from such groups as:

- a. Florida District Nurses Associations or other appropriate nursing organizations to represent maternal and child health interests;
- b. Community organizations which represent or serve the target population;
- c. Local housing/shelter organizations;
- d. Local homeless coalitions;
- e. Parenting and childbirth educators from the local education communities;
- f. Corporate/industry representation;
- g. Insurance representation.

There shall be no more than one member who represents any one agency or organization. There shall be representation from each county. Nothing in this section shall prevent the official representative of an organization or group included in the Coalition from simultaneously being affiliated with any other organization or group which may also be represented on the Coalition by some other person.

Section 4: Term of Membership.

Membership in the Coalition shall be for a term of three (3) years. Upon expiration of term of membership, the member will serve until re-elected or replaced. The Nominating Committee shall recommend members to the full Coalition for election at the Annual Meeting. All terms begin and end in January at the Annual Meeting.

Section 5: Termination of Membership.

Any member who has three consecutive absences shall be removed from the membership. The Secretary or his/her designee shall send a notice to the absent member after the second meeting, at which time the member may provide input regarding exceptional circumstances relating to his/her nonattendance. Members should notify the Secretary of absences prior to the meeting. The Secretary or his/her designee will notify the Chairperson of the Coalition of any member that has unexcused absences for three consecutive meetings.

Any member needing to resign his/her position on the Coalition may do so by submitting a letter or email of resignation to the Chairperson of the Coalition. Resignations are effective upon receipt by the Chair unless otherwise stated in the letter of resignation. Resignation letter will be forwarded to the Nominating Committee.

Any Coalition member who ceases to represent the agency and/or member category, for which the member was appointed, who fails to submit a resignation, shall be notified of his/her ineligibility to continue to serve on the Coalition.

Section 6: Membership Vacancies.

In all cases of termination or resignation of membership, regardless of the reason, the Nominating Committee will solicit a replacement that assures a balance of the membership categories as intended and provided for in Article III, Section 3. The Nominating Committee shall then make a recommendation to the Coalition regarding a replacement. The Coalition will make a final decision on the membership recommendation through elections at the Annual Meeting or other regularly scheduled meeting.

Section 7: Appeals Process.

Appeals regarding membership decisions must be filed within fifteen (15) working days after notification of the final decision. The appeal must be in writing, addressed to the Chair. The Chair will forward the appeal request to the Executive Committee. Within thirty (30) days of receipt of the Appeal, the Executive Committee will meet and render a decision that will be forwarded to the Board of Directors. The individual or agency filing the appeal will be notified in writing of the date, time and place of the Executive Committee meeting at which the appeal shall be heard.

Section 8: Requests for Membership.

Individuals and/or organizations seeking representation on the Coalition may submit their request in writing to the Coalition Chairperson. The written request will be reviewed by the Nominating Committee, which will make a recommendation to the Coalition regarding the request at its Annual Meeting. The Coalition shall make the final decision on the membership request through elections.

Section 9: Special Coalition Meetings.

Special Meetings of the Coalition may be called by the Chairperson or by a written petition signed by 10% of Coalition members. A written notice, either by mail, email, or other

electronic means, must be sent to all Coalition Members at least ten (10) days prior to the meeting.

Section 10: Rules of Procedure for Coalition Meetings.

The Bylaws and Articles of Incorporation shall serve as guidance for the Coalition, otherwise the current edition of *Roberts Rules of Order* shall govern parliamentary procedures.

Section 11: Public Involvement at Coalition Meetings.

The Coalition shall be governed by the laws of the State of Florida with respect to open meetings and public notice of meetings. Time will be allotted at each Coalition Meeting for public comment.

Section 12: Coalition Committees

The Coalition may use committees to assist with or complete their work and build resources available to Coalition members. There are two Standing Committees of the Coalition, listed in this Section.

Special Committees and/or Task Forces may be appointed and filled by the Coalition Chairperson, as needed. The charge of each Special Committee and Task Force shall be outlined in writing.

Section 12.1: Fetal and Infant Mortality Review Committee

The Fetal and Infant Mortality Review Committee shall be responsible for the oversight and direction of the Fetal and Infant Mortality Review activities of the Coalition.

Section 12.2: Community Action and Public Policy Committee

The Community Action and Public Policy Committee shall be responsible for keeping elected officials, policymakers, the Coalition membership and general public informed about the health status of mothers and babies and service needs that impact the population served by the Coalition and its programs. They shall advise and make specific recommendations concerning legislative and advocacy issues within the confines of Florida state and federal laws.

ARTICLE IV. OFFICERS

Section 1: Officers.

The officers of the Coalition shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, and Immediate Past Chairperson. Their term of office shall be one year, beginning and ending with the Annual Meeting in January of each year. The maximum number of consecutive terms that any officer may serve in any one office shall be two (2) terms.

Officers should be members of the Coalition and serve as the officers of both the Coalition and the Board of Directors.

Section 2: Duties of the Officers.

The Chairperson shall preside over the meetings of the Coalition. The Chairperson shall also preside over the Board of Directors and the Executive Committee meetings. The Chairperson shall serve as the legal signatory for the organization.

The Vice Chairperson shall assist the Chairperson in the performance of the duties of the office and will serve in the same capacity as the Chairperson in his/her absence. The Vice Chairperson shall serve as a member of the Executive Committee.

The Secretary shall be responsible for overseeing that the minutes of meetings are taken and distributed promptly. Coalition members are notified as to the time and place of each meeting, that a current membership roster exists, and that Coalition and Board Meeting attendance is recorded with reasons for any absence. The Secretary will ensure that the names of Coalition Members that have three consecutive absences are forwarded to the Chairperson. The Secretary shall serve as a member of the Executive Committee.

The Treasurer shall have oversight of the Coalition's finances. The Treasurer works with staff and the Finance Committee to submit an annual budget to the Board. The Treasurer shall work with the auditor to submit to the Board an annual audited financial report. The Treasurer shall present regular financial reports for review by the Board. The Treasurer shall serve as a member of the Executive Committee.

The Immediate Past Chairperson shall serve as a member of the Executive Committee. Section 3: Vacancies.

Any vacancy occurring in any office after the Annual Elections may be filled by a nomination from the Nominating Committee and an affirmative vote by the majority of the Board of Directors. The appointed individual will serve out the remainder of the Officer's term.

Section 4: Termination and Resignation of Officers.

Officers may be removed by a vote of the majority of the Coalition members.

Any officer needing to resign his/her position may do so by submitting a letter or email of resignation to the Chairperson of the Coalition. Resignations are effective upon receipt by the Chair unless otherwise stated in the letter of resignation.

ARTICLE V. BOARD OF DIRECTORS

Section 1: Composition.

The Board of Directors shall consist of at least 13 but no more than 15 members (not including ex officio Board members). It shall include the Chairperson, Vice Chairperson, Secretary, Treasurer, Immediate Past Chairperson, a representative from each of the counties of Baker, Clay, Nassau, Duval, and St. Johns and three (3) additional Coalition members. At least one member of the Board of Directors shall be a consumer. The Coalition County Health Department Directors or Administrators (or their designee) shall rotate so that one shall be a non-voting ex officio member of the Board of Directors each year.

Section 2: Board Duties.

The Board of Directors shall be the governing body of the Coalition conducting the business and affairs of the corporation. The Board shall take no action contradictory to any action of the full membership, or which is contrary to the provisions of the Articles of Incorporation or these Bylaws. The Chairperson of the Coalition will also serve as Chairperson of the Board.

The Board of Directors shall approve the annual budget prepared and submitted by the Treasurer and Finance Committee, prior to being submitted to the Coalition for final approval. The Board will review regular financial reports on Coalition fiscal activities.

The Board of Directors shall appoint an independent certified public accountant as the Coalition auditor each year. The Board of Directors shall also approve an annual audited financial report, presented by the Treasurer.

The Board of Directors shall approve all financial and personnel policies for the Coalition.

The Board of Directors shall be responsible for studying the needs and requirements of the Coalition and shall engage in long-range planning as deemed necessary.

The Board of Directors shall be the body responsible for all Board committees and shall receive reports from the Chairpersons of each committee as required.

The Board of Directors shall be responsible for all other governance of the Coalition not specifically reserved for the Coalition members.

Section 3: Board Meetings.

The Board of Directors shall meet at least bi-monthly. Board meetings should take place at a separate time from Coalition meetings, and the business of the Board and the business of the Coalition should be kept separate. Separate minutes for each meeting shall be kept.

Section 4: Board Meeting and Committee Quorum.

A majority of the membership of the Board of Directors at a Board meeting shall constitute a quorum. A quorum of all subcommittees except for the Board of Directors and Executive Committee shall consist of a majority of the committee membership.

Section 5: Board of Directors Terms in Office.

Terms in office shall adhere to the following schedule: Chairperson, Vice Chairperson, Secretary, Treasurer, and Immediate Past Chairperson shall serve one year, the year in which they hold their office. All other Board members will serve a three year term. The maximum number of consecutive terms that any Board Member may serve in the same position on the Board shall be two terms.

Section 6: Board Vacancies

Any vacancy occurring in the Board of Directors after the Annual Elections may be filled by a nomination from the Nominating Committee an affirmative vote by the majority of the Board of Directors. The appointed individual will serve out the remainder of the Director's term.

Section 7: Termination and Resignation of Board Members.

Board members may be removed by a vote of the majority of the Coalition members.

Any Board member needing to resign his/her position may do so by submitting a letter or email of resignation. All correspondence should first go to the Secretary and then sent to the Chairperson of the Coalition for proper recording and the keeper of record. Additionally, if the person is resigning that person should receive the letter of resignation. Resignations are effective upon receipt by the Chair unless otherwise stated in the letter of resignation.

Section 8: Executive Committee

The Executive Committee shall consider matters referred to it by the Chairperson or Board of Directors. Executive Committee decisions should be reserved for emergency or time-sensitive situations and, when appropriate, should be approved by the Board no later than the next Board meeting. The Executive Committee shall also handle personnel issues and recommends policy on an annual basis. The minutes of the Executive Committee shall be made available to the Board of Directors.

Section 8.1: Executive Committee Composition.

The Executive Committee of the Board of Directors shall consist of the officers – the Chairperson, Vice Chairperson, Secretary, Treasurer and Immediate Past Chairperson.

Section 8.2: Executive Committee Meetings and Quorum.

The Executive Committee shall meet as needed and the Chairperson of the Coalition shall serve as Chairperson. A majority of the membership of the Executive Committee at an Executive Committee meeting shall constitute a quorum.

ARTICLE VI. ELECTIONS

Section 1: Nominating Process.

At least sixty (60) days prior to the Annual Meeting, the Coalition Chairperson shall appoint a Nominating Committee of three to five (3-5) members. The Chairperson shall assure fair representation of geographic, racial, ethnic, and gender composition on the Nominating Committee.

The Nominating Committee shall convene at least thirty (30) days prior to the Annual Membership Meeting and shall select one candidate for each of the following offices: Chair, Vice-Chair, Secretary, Treasurer, each vacancy on the Board of Directors, and each vacancy on the Coalition.

Section 2: Nominations by the Floor.

At the time of the Annual Meeting further nominations may be made from the floor. Any person making a nomination from the floor must be prepared to certify that his/her nominee will accept the position if elected.

Section 3: Conduct of Elections.

Elections will be held at the Coalition Annual Meeting; all Coalition members are eligible to vote. Election to Board and/or to Coalition Officer requires a majority vote of Coalition members present at the meeting where a quorum is established.

ARTICLE VII. COMMITTEES

Section 1: Board Standing Committees.

The Chairperson shall appoint committee Chairpersons and committee members from the Coalition Membership and/or Coalition staff, subject to confirmation by the Board of Directors. The Chair is an ex officio member of all Standing and Ad-hoc Committees as described in Article VII. When attending a meeting of a Committee, the Chair shall be counted toward but not against quorum.

Section 1.1: Contracts QA/QI.

The Contracts QA/QI Committee shall be responsible for providing oversight of site visits, overseeing contract requirements of sub-contractors, monitoring site plans and objectives, and reviewing draft sub-contracts.

Section 1.2: Public Health Committee.

The Public Health Committee shall be responsible for coordinating and implementing community assurance activities in maternal and child health. Based on these activities, the Committee will identify common public health issues and concerns for presentation to the Board of Directors. A designee of the county health departments will serve as members of

the Committee. The Committee chair will be selected from the county health department

representatives on a rotating basis. Rotation will be in alphabetical order based on county (Baker, Clay, Duval, Nassau, and St. Johns). The Public Health Committee may be chaired by a Coalition staff member.

Section 1.3: Resource & Development Committee.

The Resource & Development Committee will be responsible for identifying and pursuing fundraising and revenue generating resources in the community.

Section 1.4: Finance.

The Finance Committee has the responsibility of overseeing and approving the overall financial management of the corporation. The Committee shall review and approve the overall annual budget and monthly financial reports to present to the Board, and oversee and approve policies regarding staff salaries and benefits.

Section 1.5: Nominating.

The Nominating Committee is responsible for tracking Coalition member and Board member terms and term limits, nominating new Coalition and Board members, selecting a slate of officers for the Coalition election. The Nominating Committee is responsible for assuring that the proper balance of membership categories and Board representation are fulfilled. The Committee receives requests for membership and membership resignations. The Committee meets no later than 30 days prior to the Annual Meeting.

Section 1.6: Executive.

The Executive Committee is a standing committee and is described in Article V, Section 7.

Section 2: Ad Hoc Committees.

The Chair may, from time to time, create Ad Hoc Committees to accomplish specific programs of work, dissolving same thereafter. They shall be directly responsible to the Board of Directors.

ARTICLE VIII. ADMINISTRATION

Section 1: Name and Appointment.

The Board of Directors shall appoint a chief executive officer, with a title appropriate to the functions of the office. Other staff shall be appointed by the chief executive officer and given such titles as deemed appropriate.

Section 2: Duties.

The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Coalition.

Section 3: Authority and Responsibilities.

The authority and duties of the Chief Executive Officer shall include responsibility for:

- (a) Carrying out all policies established by the Board and its committees;
- (b) Development and submission to the Board of a plan of organization of the personnel and others concerned with the operation of the Coalition;
- (c) Preparation of a draft annual budget showing the expected receipts and expenditures of the Coalition, as required by the Board;
- (d) Selection, employment, control, and discharge of employees, and development and maintenance of personnel policies and practices of the Coalition;
- (e) Maintenance of the physical properties of the Coalition in a good state of repair and in operational condition;
- (f) Supervision of the business affairs of the Coalition to ensure that funds are collected and expended to the best possible advantage;
- (g) Cooperation with all persons concerned with the rendering of services for the Coalition, to the end that high quality care may be rendered to users of the facilities and programs of the Coalition;
- (h) Presentation to the board and its committees of periodic reports reflecting the activities of the Coalition, and preparation and submission of such special reports as may be required by the Board;
- (i) Attendance at all meetings of the Board and committees thereof;
- (j) Serving as the liaison officer and channel of communications for all official communications between the Board and its committees and staff;

Performance of other duties that may be necessary and in the best interest of the Coalition; and any other duties that may be delegated by the Board.

Section 4: Employment.

The chief executive officer shall be subject to hire and termination (with or without cause) by the Board of Directors. Other appointed staff shall be subject to hire and termination (with or without cause) by the chief executive officer. The initial salary, and any increases thereafter, of the chief executive officer shall be determined by the Board of Directors or any committee charged with this responsibility. The initial salary, and any increases thereafter, of other appointed staff shall be determined by the chief executive officer within the confines of the Coalition budget.

Section 5: Voting.

The chief executive officer shall attend and participate in meetings of Board of Directors and the Healthy Start Coalition and any committees thereof, but shall not vote.

ARTICLE IX. FISCAL YEAR

The fiscal year shall be from July 1 to June 30. All financial reports and transactions shall be organized to comply with the fiscal year.

ARTICLE X. MINUTES, BOOKS, AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, the Coalition, and all committees.

ARTICLE XI. CONFLICTS OF INTEREST

Coalition members who are aware of the potential for a conflict of interest, or the appearance of a conflict of interest, shall publicly declare such a conflict and the nature of the conflict before the discussion of the issue.

Any member who declares a conflict of interest shall abstain from voting on the issue, and shall complete and file with the Coalition the appropriate "Conflict of Interest-Voting Abstention" form within five days after the meeting at which the vote occurred.

In addition, all Coalition members shall strictly adhere to this Conflict of Interest Policy and shall annually affirm their understanding of the policy by completing the appropriate "Conflict of Interest - Policy and Disclosure" form, which affirmation and disclosure shall be kept and made part to the Coalition records.

For the purposes of this section, conflict of interest shall relate to any issue which insures the benefit of a member, any organization they represent or are agent for, any organization they are members of or are otherwise affiliated with, or any organization which they are employed or are otherwise compensated by.

ARTICLE XII. INDEMNIFICATION

Section 1: General.

To the full extent authorized under the laws of the state of Florida, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing

members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2: Expenses.

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3: Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

Section 1: Amendment Process.

The bylaws of this Corporation may be amended by the Coalition members at any Special Meeting called for such purpose, or any Regular Meeting after a second reading, by a two-thirds vote of the Coalition Members present.

Any Amendment to the Bylaws of this corporation shall be in compliance with the laws of the State of Florida.

Section 2. Bylaw Review Process.

The bylaws of this Corporation shall be reviewed at least biannually by an Ad Hoc Committee established by the Chair for this purpose. Proposed revisions shall be made in accordance with Article X. Section 1 above.

ARTICLE XIV. DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Catherine Hardee Drew, Ph.D.

Date

Faye Johnson
Chief Executive Officer

Date

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Third Revision: 02_20_97
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