

**BYLAWS OF THE
NORTHEAST FLORIDA HEALTHY START COALITION, INC.
APPROVED June 25, 2020**

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: Coalition Defined

For purposes of the Northeast Florida Healthy Start Coalition, Coalition is defined as an alliance of private and public individuals or groups organized to assess needs, prepare plans, build community support, and ensure that services are sufficient, within available resources, to promote and support the health and well-being of pregnant women and their infants.

Section 2: 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.

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 3: 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 Officers and Coalition members 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.

The Coalition shall be the governing body, conducting the business and affairs of the corporation. The Coalition 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 Coalition 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 Coalition will review regular financial reports on fiscal activities.

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

The Coalition shall approve all financial and personnel policies.

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

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

Section 4: Coalition Meetings and Quorum

The Coalition shall meet ten (10) 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 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 Officers and Coalition members |
| 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 Coalition membership roster at the time of the meeting, **and must be present at each meeting in order to conduct said business.**

Section 5: Coalition Term Limits

Membership on the Coalition shall be for a term of three (3) years. The maximum number of consecutive terms that any member may serve shall be three terms. The Governance Committee shall recommend members to the Coalition for election at the Annual Meeting. All terms begin and end in January at the Annual Meeting.

Section 6: Termination of Membership

Any Coalition member who has more than three consecutive unexplained or unexcused absences out of 10 monthly meetings per year shall be removed from the membership. The Secretary or his/her designee shall send a notice to the absent member after the first meeting, at which time the member may provide input regarding exceptional circumstances relating to his/her non-attendance. 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 absences for two consecutive meetings. The Officers will review all circumstances of the absences as guided by the standing rule.

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. Resignations are effective upon receipt by the Chair unless otherwise stated in the letter of resignation. Resignation letter will be forwarded to the Governance Committee. Accurate address or email address can be obtained from the Secretary.

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 7: Membership Vacancies

In all cases of termination or resignation of membership, regardless of the reason, the Governance Committee will solicit a replacement that assures a balance of the membership categories as intended and provided for in Article III, Section 3. The Governance 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 8: 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. 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 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 two (2) 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.

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.

ARTICLE IV. OFFICERS

Section 1: Officers

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

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 Officer 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 an Officer.

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 membership is recorded with reasons for any absence. The Secretary will ensure that the names of Executive Committee Members that have two consecutive absences are forwarded to the Chair of the Governance Committee. The Secretary shall serve as an Officer.

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 Coalition. The Treasurer shall serve as an Officer.

The Immediate Past Chairperson shall serve as an Officer.

Section 3: Executive Committee

The Executive Committee shall consider matters referred to it by the Chairperson. Executive Committee decisions should be reserved for emergency or time sensitive situations and when appropriate should be approved by the Coalition no later than then next Coalition 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 Coalition.

Section 4: 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 as a quorum.

Section 5: Vacancies

Any vacancy occurring in any office after the Annual Elections may be filled by a nomination from the Governance 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 6: Termination and Resignation of Officers

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

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 VI. ELECTIONS

Section 1: Nominating Process

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

The Governance 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, 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 by a current Coalition member. 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 the Coalition or a Coalition Officer requires a majority vote of Coalition members present at the meeting where a quorum is established.

ARTICLE VII. COMMITTEES

Section 1: Standing Committees

The Chairperson shall appoint committee Chairpersons and committee members from the Coalition Membership and/or Coalition staff. , 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: 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 1.2: 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.

Section 1.3: Contracts QA/QI Committee

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 1.4: 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 a member 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 1.5: Resource & Development Committee

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

Section 1.6: Finance Committee

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 the approve policies regarding staff salaries and benefits.

Section 1.7: Governance Committee

The Governance Committee is responsible for tracking Officer terms and term limits, selecting a slate of officers for the Coalition election. The Governance Committee is responsible for assuring that the proper balance of membership categories and 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 2: Ad Hoc Committees

The Chair may, from time to time, create Ad Hoc Committees to accomplish specific programs of work, which may be dissolved when assigned task is completed. They shall be directly responsible to the Coalition.

ARTICLE VIII. ADMINISTRATION

Section 1: Chief Executive Officer Appointment

The Executive Committee 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 of the Chief Executive Officer

The Executive Committee may delegate duties and customary authority to the Chief Executive Officer and staff of the Coalition.

Section 3: Authority and Responsibilities of the Chief Executive Officer

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

- (a) Carrying out all policies established by the Coalition and its committees;
- (b) development and submission to the Coalition 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;
- (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 Coalition and committees thereof;
- (j) serving as the liaison officer and channel of communications for all official communications between the Coalition 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 Coalition.

Section 4: Employment of the Chief Executive Officer

The Chief Executive Officer shall be subject to employment and termination (with or without cause) by the Executive Committee. Other appointed staff shall be subject to employment 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 Executive Committee 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 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 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 business 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 Provisions

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 Coalition, or otherwise.

Section 2: Expenses

Upon notification that a legal action is pending in any Court of competent jurisdiction, the Executive Committee shall be provided with a copy of the legal action and updated as to the status of the proceeding. Failure to notify in a timely manner of a pending case may relieve the Coalition of any liability for indemnification of any pending legal action to which the Coalition is not a listed party to the action.

Section 3: Insurance

The corporation (i.e. Coalition) shall purchase and maintain insurance on behalf of any person who is a member, Chief Executive Officer, Officers, employee or designated agent against any liability asserted against such person in which the alleged action occurred out of his or her performance in their official capacity. Proof of liability insurance shall be made available to the Executive Committee upon request.

Section 4: Litigation Expenses

The Chief Executive Officer, Officers, employees, and designed agent(s) may be reimbursed for expenses including reasonable attorney fees if the action occurred in furtherance of their duty in an official capacity and within the scope of their employment. A request for

reimbursement or indemnification must be submitted in writing and accompanied by an affidavit of costs, affidavit of reasonable attorney fees, and a Court Order which authorizes the payment of the costs and attorney fees requested for reimbursement. Expenses may be paid in advance if the Executive Committee is provided with supporting documentation that the failure to pay advance fees substantially interferes or hinders representation. Requesting party has an obligation to update on the status of any active litigation.

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 Officers 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.

DocuSigned by:

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Megan Denk
Board of Directors, Chair

7/17/2020

Date

DocuSigned by:

699AE7C8FF9E431...

Faye Johnson
Chief Executive Officer

7/30/2020

Date

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