

North Central Wisconsin Healthcare Emergency Readiness Coalition

BY-LAWS

Article I – Name

- I. The name of the organization shall be the North Central Wisconsin Healthcare Emergency Readiness Coalition (NCW HERC), hereafter referred to as the “Coalition”. The Coalition principal office address will reside with the NCW HERC Project Coordinator’s location. The address is 3400 Ministry Parkway, Weston, WI 54476.

Article II - Purpose

- I. The mission of the healthcare coalition is to ensure collaboration among healthcare organizations and public- and private-sector partners that is organized to prepare for, and respond to, an emergency, mass casualty or catastrophic health event. North Central Wisconsin Healthcare Emergency Readiness Coalition provides technical expertise and leadership in the development of a comprehensive all hazard and emergency plans, including coordination with local, regional, and state partners.
- II. The Coalition will ensure program accountability as required by the Department of Health Services, by ensuring that the Assistant Secretary for Preparedness and Response (ASPR) Program Measures are met through the self-reporting process.
- III. The Coalition will work collaboratively with all partners in the HCC (Healthcare Coalition) to ensure all capabilities are addressed. This will be accomplished through gap analysis, prioritization of the gaps, identification of courses of action, implementation of a course of action and then exercising to ascertain if the course of action was successfully accomplished.
- IV. The Coalition will establish a mitigation, planning, response and recovery framework to enhance collaboration, communications, and coordination before, during, and after an event. The framework will have the following elements; triggers, notification, activation/response and roles of all partners in the HCC. The framework will also be in alignment with ESF 8 (FEMA Emergency Support Function – Public Health and Medical Services).

Article III - Membership

- I. Geographical borders. North Central Wisconsin Healthcare Emergency Readiness Coalition geographical borders consist of the following Counties: Clark, Forest, Iron, Langlade, Lincoln, Marathon, Oneida, Portage, Price, Taylor, Vilas, and Wood.
- II. Primary Members.
 - a. Coalition member’s organizations shall include healthcare facilities, EMS, public health, emergency management, and other agencies that have emergency response responsibilities or interest within the Coalition’s geographic borders as

assigned by the State of Wisconsin. All member organizations are eligible to have representatives serve on Coalition Committees.

- b. Coalition members shall include staff of the Healthcare Coalition such as:
 - i. Healthcare Coalition Coordinator,
 - ii. Regional Medical Advisor
 - iii. Regional Trauma Advisory Council Coordinator,
 - iv. Fiscal Agent Representative, and
 - v. any other position as recommended by the State or Coalition.
- c. Coalition member shall include the contracted Fiscal Agent representative.

Article IV –Directors

- I. Appointment. The Board of Directors shall consist of these following representatives as appointed by their representative organization:
 - a. Hospitals – 2 members as designated through WHEPP Region 2
 - b. Local Public Health – 2 members, as designated through Local Health Department Health Officers
 - c. Primary Care Sites: 2 members, as recruited through WHEPP
 - d. Emergency Management – 2 members, as recruited through the Regional WEM Coordinator
 - e. EMS – 2 members, as recruited through RTAC
 - f. Trauma – 2 members, as designated through RTAC
 - g. Tribal Healthcare – 1 member as recruited
 - h. Medical Reserve Corp – 1 member, as recruited
- II. Staff to the Coalition are defined as but not limited to:
 - a. Regional Trauma Advisory Council Coordinator
 - b. Regional Medical Advisor
 - c. Healthcare Coalition Coordinator(working title NCW HERC Project Coordinator)
 - d. Fiscal Agent Representative
- III. Alternates. Those organizations appointing board members may approve an alternative representative to serve as a proxy on the board as needed.
- IV. Term of Office. All Directors shall serve a 1-year term on the board, and may serve unlimited consecutive terms on the board. The term will coincide with the fiscal year of the Coalition.
- 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. 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 receiving annual

reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

- VII. 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, as established by the quorum rule.

- VIII. Notice of Meetings. No public notice is required of any annual or regular meeting of the Board. Scheduled meetings will be posted on the coalition's website. Board members and staff will be notified at least five business days prior to any scheduled regular meetings. Agendas may be posted prior to the scheduled meeting. Special meetings may be called with the approval of 50% of the Board and notice shall be given at least 24 hours prior to the meeting.

- IX. Quorum. At any meeting of the Board, half of the representative organizations, then in office, as defined by article IV (l), shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, the meeting may continue with discussion only and no binding actions or a simple majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

- X. 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 a second vote to be the tiebreaker.

- XI. 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.

- XII. Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum.

- XIII. Resignation. Any Director may resign from the Board at any time by delivering a resignation in writing, inclusive of electronic means to the Chair of the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

- XIV. 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 IV, Section II. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

- XV. Committees. The Board, by resolution adopted by a majority of the entire Board, designate from among the Directors an executive committee, consisting of the staff and the Chair and Vice Chair and may designate other standing committees, each consisting of one 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.

- XVI. 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 elected Officers of the Coalition shall be Chair and Vice Chair. The Officers shall be elected by the Board during a 4th quarter fiscal year meeting and each Officer shall hold office for a term of one year, to coincide with the fiscal year of the Coalition and until such Officer's successor has been elected or appointed, unless such Officer shall have resigned or shall have been removed as provided in Sections VIII and IX of this Article V. At minimum, one of the Chairs will be from the designated WHEPP Region 2 Hospital Representative. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice Chairs. 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 from time to time may delegate all or any part of his/her duties to the Vice-Chair. 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. Financial contracts will require signatures from the positions of the Chair or Vice Chair. The Chair and Vice Chair will jointly sign non-financial contracts, instruments and other documents as the Board or any committee thereof may direct.

- IV. Powers and Duties of the Vice-Chair. Vice-Chair, , shall have such powers and shall perform such duties as may from time to time be assigned to such Vice Chair by the Board. The Vice-Chair may execute the same duties as the chair in the latter's absence.
- V. Functions and Duties of the Secretary. The NCW HERC Project Coordinator will carry out the functions and duties of the Secretary. 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 have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board. The Board shall appoint an individual to serve as a Secretary in the absence of the NCW HERC Project Coordinator, including closed sessions of the Board.
- VI. 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.
- VII. 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.
- VIII. 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 - Staff

- I. Healthcare Coalition Coordinator (working title NCW HERC Project Coordinator). The Healthcare Coalition Coordinator will be contracted through the State of Wisconsin with input by the board and will perform duties as outlined by job description. Additional responsibilities include:
 - a. Consult with members to establish meeting dates, develop agendas, collect information, and distribute these to members with sufficient time for review before next meeting. Meeting announcement will be included in the minutes of each previous meeting.
 - b. Will perform duties of the Secretary for the Coalition.
 - c. Attend State Healthcare Coalition Meetings.
- II. Fiscal Agent. The board will designate a fiscal agent representative who will enter into a contract with the State of Wisconsin. This member will be non-voting.

The Fiscal Agent shall be the custodian of all funds and securities of the Coalition. Whenever so directed by the Board, the Fiscal Agent shall render a statement of the cash and other accounts of the Coalition, and the Fiscal Agent 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 Fiscal Agent 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 board will review annually, in the 4th quarter of the fiscal year, the Fiscal Agent agreement for roles and responsibility changes.

- III. Regional Medical Advisor. The Regional Medical Advisor will be contracted through the State of Wisconsin and will perform duties as outlined by job description and will participate in the Coalition as a required Board member.
- IV. Regional Trauma Advisory Council Coordinator. The Regional Trauma Advisory Council Coordinator will be contracted by the State of Wisconsin and will perform duties as outlined by job description and will participate in the Coalition as a required Board member.

ARTICLE VII - Structure of Board Meetings

- I. Board Meetings shall be held, at a minimum, quarterly.
- II. Electronic Voting. Those meetings that are held with the assistance of electronic media or devices may allow voting members to vote on items when not physically present as the meetings. These options consist of conference calls, video conference calls, or internet-based meetings with real-time connectivity to all discussion and voting.
- III. To facilitate order while allowing for participation and open communication, the following is the order of business.
 - a. Attendance taken/quorum determination
 - b. Call to order
 - c. Approval of minutes of previous meeting
 - d. Agenda Review/Additions
 - e. Project Applications review
 - f. State Healthcare Coalition report
 - g. Committee/Project/Sector Reports
 - h. Fiscal Agent report
 - i. Work Plan Review/Update
 - j. New Business
 - k. Set new agenda, date and time of upcoming meetings
 - l. Adjournment

Article VIII – 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 IX – 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 Board at least 10 days prior to a meeting in which action may be taken on said amendments.

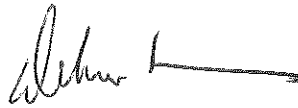
Article X - Dissolution

- 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.

Signatures:



Tamarah Scholze, Chair NCW HERC
June 8, 2016



Delmond Horn, Vice Chair NCW HERC
June 8, 2016

Amendments and Revisions:

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| June 2016 | Article IV, Section IV Membership Annual Meeting Agenda; Section XV Committee membership defined;
Article V, Section I election timeframe defined;
Article VI, Section II fiscal agent annual review timeline defined.
Article VII, Section III agenda item added
Renumbered Article IX through XI due to omission of VIII
Article IX, Section 1 membership vs Board clarification |
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