

BY-LAWS – Camden Coalition of Healthcare Providers

ARTICLE I – NAME and PURPOSE

- Section 1: The name of the organization shall be the **Camden Coalition of Healthcare Providers**. It shall be a nonprofit organization incorporated under the laws of the State of New Jersey.
- Section 2: Purpose. The **Coalition** is organized exclusively for charitable, scientific, and educational purposes. Specifically, the **Coalition** supports the work of healthcare providers in the City of Camden who are dedicated to improving the health of the community by increasing access to healthcare, improving quality of care and patient outcomes, and reducing unnecessary costs.

ARTICLE II - MEMBERSHIP

- Section 1: Eligibility and Approval. Application for membership shall be open to any individual or organization that supports the purpose statement in Article 1, Section 2. Membership shall be granted upon a majority vote of the Board, following a review of eligibility.
- Section 2: Dues. The Board may set dues schedules for memberships.
- Section 3: Renewal. Continuing membership is contingent upon meeting specific criteria, as determined by the Board.
- Section 4: Resignation and Termination. Any member may resign by filing a written resignation with the Secretary. A member can have its membership terminated by a majority vote of the membership or the Board.
- Section 5: Voting. Only organizational members that are located in, do business in, or serve a significant number residents of the City of Camden shall be permitted to vote.
- Section 6: Voting Member Classes. The Coalition shall have four classes of voting members: hospitals, primary care providers, partnering organizations, and resident organizations. Definitions of the classes will be set by the Board.
- Section 7: Voting Member Rights and Powers. Voting member classes shall have

the power to elect representatives to the Board, as described in Article IV, Section 5, and to remove representatives, as described in Article IV, Section 9. Voting members may make, amend, and repeal Bylaws, as described in Article VII, Section 1.

ARTICLE III - MEETINGS OF THE MEMBERS

- Section 1: Annual Meeting. An annual meeting of the members may be held for the purpose of transacting any such business as may be properly brought before the membership.
- Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board of Directors, or by a petition affirmed by twenty-five percent of the voting members.
- Section 3: Date and Location. The time and date of any meeting of members shall be set by the Board of Directors. Meetings shall be held in the City of Camden.
- Section 4: Notice. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than ten days before the meeting.
- Section 5: Quorum. Twelve members present at any properly announced meeting shall constitute a quorum.
- Section 6: Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
- Section 7: Open to Public. All member meetings are open to the public. The Coalition shall receive public comment at its meetings. The Coalition will seek to engage the public and members of the community so that it can have a positive impact on health access, outcomes and costs.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the **Coalition** and delegates responsibility for day-to-day operations to the **Coalition's** Executive Director and staff, Board members, and committees. The Board shall have no fewer than twenty and no more than twenty-five members. The Board receives no compensation other than

reasonable expenses.

- Section 2: Board Composition. With the exception of the representative of the Community Advisory Council, only voting members are eligible to become Board members. The Board shall be composed of: two representatives from each hospital member (one executive/administrator and one provider), up to eight primary care providers, at least four representatives from partnering organizations, at least two individuals living within the City of Camden who are affiliated with organizations that organize and develop the leadership capacity of Camden residents, and up to two representatives chosen by the Community Advisory Council.
- Section 3: Organizational Seats. Board members serve in an organizational capacity. If a Board member is unable to attend a meeting, another individual affiliated with the organization the Board member represents may attend and serve as a voting proxy.
- Section 4: Meetings and Notice. The Board shall meet not fewer than four times per year, at an agreed upon time and place. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than ten days before the meeting. All Board meetings shall be open to the public.
- Section 5: Board Elections. Each of the four membership classes will meet independently to nominate class members for Board service. Primary care providers, partnering organizations, resident organizations will select by majority vote the individuals who will represent the class on the Board. Each hospital will appoint one administrator and one provider to represent the hospital on the Board. The Community Advisory Council will meet annually to elect up to two members to the board. As terms expire or vacancies arise, nominations for new members may be received from the Board and members of the **Coalition**. New Board members shall be elected through a majority vote of the Board. Alternatively, a particular membership class may, of its own initiative, select an individual to represent the class by a majority vote of class members. The class must present a petition that certifies a majority vote occurred and requests the Board to appoint its chosen representative.
- Section 6: Terms. All Board members shall serve three-year terms, but are eligible for re-election for a term of three years. The **Coalition** will randomly

assign each initial Board member to a one-, two-, or three-year term, in order to have one-third of the Board members' terms end each year. The Board members chosen by the Community Advisory Council shall serve a term of one year, but are eligible for re-election for additional one year terms.

Section 7: Quorum and Voting. Twelve members of the Board shall constitute a quorum for regularly scheduled meetings. When a quorum is present, the affirmative vote of at least seventy-five percent of Board members is needed to approve any transaction of **Coalition** business. A Board member or his/her voting proxy may vote in person, by conference call, or in writing, which shall include email.

Section 8: Officers and Duties. There will be a designated Board Chair at all times. The use of additional Board officers will be optional, as needed. If used, there will be up to four officers of the Board, consisting of a Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Executive Committee in an annual vote, as described in Article V, Section 3. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chair will also have the power to create committees on special subjects and designate any Board member with pertinent interest to head such committees.

The **Vice-Chair** shall carry out special assignments as requested by the Board Chair. The Vice-Chair shall also understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, if any, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 9: Resignation, Termination, and Absences. Resignation from the Board must be in writing. A Board member may be terminated for excess absences from the Board if s/he has four unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members, or by petition to the Board certifying a majority vote of class members.

Section 10: Special Meetings. The Board shall have the right to hold special meetings as it deems necessary to handle matters that arise between scheduled board meetings. Any five Board members can call a special meeting. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than one business day before the meeting. A special meeting shall require a quorum of three-quarters of Board members to take action.

ARTICLE V – COMMITTEES

Section 1: Committee Formation. The Board may create committees as needed. The Board Chair appoints all committee chairs.

Section 2: Executive Committee Powers. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

Section 3: Executive Committee Composition and Officers. The Executive Committee shall be composed of two Board members each from the partnering organization and resident organization classes, three Board members from the hospital and primary care provider classes, and up to one Board member from the Community Advisory Council. The hospital members shall be limited to those located in Camden. Class delegates to the Executive Committee will be elected from among the members of the Board by majority vote. All delegates to the Executive Committee should be capable of performing the duties of an Officer. The Executive Committee shall annually select the Coalition's four Officers (Chair, Vice-Chair, Secretary, and Treasurer) from among its nine members. The Executive Committee shall serve one-year terms.

Section 4: Executive Committee Meetings and Absences. Meetings of the Executive Committee shall be held monthly. Executive Committee meetings will be open to all Board members. During any meeting, the Executive Committee may choose to enter "executive session," at which time only the members of the Executive Committee and any invited guests will be allowed in the session. An Executive Committee member may be excused from the Executive Committee for excess absences if s/he has five unexcused absences from Executive Committee meetings in a year. A removed committee member will be replaced pursuant to the process described in Article V Section 3.

- Section 5: Executive Committee Quorum and Voting. Five members of the Executive Committee shall constitute a quorum for regularly-scheduled meetings. When a quorum is present, the affirmative vote of at least three members of the Executive Committee is needed to approve any transaction of **Coalition** business. An Executive Committee member or his/her voting proxy may vote in person, by conference call, or in writing, which shall include email.
- Section 6: Quality Committee. The Quality Committee shall address issues related to quality, including setting quality benchmarks, monitoring compliance among its participating providers, and addressing deficiencies.
- Section 7: Finance Committee. The Finance Committee shall provide financial oversight of the Coalition and shall be chaired by the Board Treasurer.
- Section 8: Health Information Exchange (HIE) Committee. The HIE Committee shall set policy and govern the operations of the Camden HIE. The committee shall consist of representatives from each HIE Participant that is a health care provider and contributes data to the HIE.
- Section 9: Community Advisory Council. The Community Advisory Council shall consist of residents of Camden who are consumers of healthcare services. The Community Advisory Council shall advise regarding the strategic direction of the organization, assist in remaining responsive to consumer and community health needs, and provide an opportunity for healthcare consumers to take an active role in improving their own health and that of their family and community.
- Section 10: Strategic Planning Committee. The Strategic Planning Committee shall be an ad hoc committee of the Board responsible to ensure that the organization develops, executes, and modifies its strategy for achieving the mission of the Coalition, and to address such other tasks as assigned to it by the Board or Executive Committee.

ARTICLE VI - CONFLICT OF INTEREST

- Section 1: The **Coalition** is committed to being accountable and transparent in all of its transactions and operations.
- Section 2: Each Board member, **Coalition** staff member, or member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person has disclosed any actual or

potential conflicts of interest and has agreed to comply with the **Coalition's** Conflict of Interest policy.

ARTICLE VII – ANTI-TRUST COMPLIANCE

- Section 1: The Coalition and its members are committed to strict adherence to the spirit and letter of state and federal anti-trust laws. The Coalition acknowledges that the Medicaid Accountable Care Organization (ACO) Demonstration Project protects the Coalition and its members from antitrust liability under the state action doctrine only in connection with their activities as a Medicaid ACO.
- Section 2: The Coalition shall not negotiate the payment rates of its members with any managed care organization. Members shall not share sensitive pricing information with one another and shall not reach any agreements – express or implied – that restrict competition or in any way impair the ability of members to exercise independent business judgment in matters that affect competition.
- Section 3: The Coalition shall not restrict members from contracting or sharing data with payers, and shall not restrict payers from incentivizing patients to go to certain providers or require payers to contract with certain non-ACO providers.
- Section 4: The Coalition shall educate its employees, managers, contractors, and agents about any and all laws pertaining to civil and criminal penalties for violations of the New Jersey Antitrust Act.

ARTICLE VIII – AMENDMENTS

- Section 1: These Bylaws may be amended or repealed, or new laws may be adopted, by a two-thirds majority of the entire Board of Directors, or of the members entitled to vote. The vote must be in writing, which shall include email, or in person.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on November 22, 2015.

Chair

Date