

# **HERKIMER COUNTY HEALTHNET, INC.**

## **BYLAWS**

*HCHN, INC.*

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# **Herkimer County HealthNet, Inc.**

## **BYLAWS**

### **ARTICLE I - NAME**

The name of the organization is Herkimer County HealthNet, Inc. (HCHN).

### **ARTICLE II – MISSION & VISION**

Mission... To improve the health and well being of individuals who live, work, play, and learn in Herkimer County.

Vision... through collaboration, to regularly identify health and human service needs in Herkimer County and facilitate programming to address those needs.

### **ARTICLE III - GOALS/OBJECTIVES**

- A. HCHN is formed to be operated exclusively for nonpecuniary purposes, which include charitable and educational purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, and in furtherance of such purposes, specifically:
  - 1. To support the provision of comprehensive primary health care service, to include both institutional and noninstitutional services for long term care, inpatient services, and emergency services, and in doing so, to improve the health of the communities and residents of Herkimer County; which is HCHN's service area.
  - 2. To create, and periodically update, a community health assessment, which identifies health care needs, and to develop appropriate strategies for meeting the needs of residents of Herkimer County.
  - 3. To promote and facilitate communication and collaboration among health care providers, government agencies, nonprofit organizations, and related organizations as a means to improve service delivery and reduce fragmentation.
  - 4. To promote, sponsor and foster programs, activities and services that shall have the purpose of improving the health and well-being of individuals who live, work, play, and learn in Herkimer County.

5. To carry out educational and teaching activities related to the promotion of health which, in the opinion of the Board of Directors, may be justified by the facilities, personnel, funds or other resources which are or can be made available.
6. To serve as a Rural Health Network as defined by the New York State Department of Health ("DOH") and its Rural Health Council and to fulfill the roles and responsibilities of such networks as may be required by regulations and guidelines.
7. To improve health outcomes through coordinated services, shared resources, and education of consumers and providers.
8. To work closely with health and human services agencies to move toward an integrated system of health care which improves access, particularly for underserved populations.
9. To assist agencies and organizations in developing and implementing a rural health care delivery system.
10. To seek and solicit public and private funding and contributions in order to establish and support the operation of HCHN.
11. To avoid unnecessary duplication of services.
12. To exercise any and all powers which are now or hereafter may be lawful for a not-for-profit corporation under the laws of the State of New York.

#### **ARTICLE IV - MEMBERSHIP**

Shall consist of Agency and Consumer members.

#### **ARTICLE V – BOARD OF DIRECTORS**

- A. Shall be comprised of Agency and Consumer members.
- B. The Board of Directors will consist of a minimum of 10 members with a maximum of 45.
- C. Shall direct activities that implement the goals and objectives of HCHN as set forth in Article III herein.
- D. Shall plan the future goals of HCHN consistent with the Bylaws.
- E. Will Sign a Board Member Contract, which outlines the Board Member's responsibilities to HCHN, and HCHN's responsibilities to its Board Members.

**Section 1. AGENCY MEMBERS**

1. To the extent practical, the Board shall have as its Agency members at least one agency representing the following constituencies: business, education, government, physicians, elderly/long term care services, hospitals, medical clinics, home-based medical services, human services, mentally/physically challenged services, chemical dependence services, and others deemed appropriate by the Board.
2. Each Agency member shall designate in writing one individual to represent them.
3. New Agency members shall be elected at any Board of Directors meeting or special meeting, a quorum being present.

**Section 2. CONSUMER MEMBERS**

1. Individuals who live, work, play or learn in Herkimer County and are representative of the general population.
2. May be employees of non-member agencies/organizations.
3. Have no conflict of interest as hereinafter defined by Article XI.
4. New Consumer members shall be elected at any Board of Directors meeting or special meeting, a quorum being present.

**Section 3. ALTERNATES**

An Agency Representative may submit in writing to HCHN the name of an Alternate who may attend meetings in his/her absence.

All Permanent Members of the Executive Committee (see Article VIII, Section 1) must submit to HCHN the name of an Alternate who is authorized to attend meetings in his/her absence.

**Section 4. ELECTION**

It shall be the responsibility of the Nominating / Board Development Committee, in complying with this Article, Sections 1 and/or 2 above, to provide the name of agencies/organizations or name of individuals in the case of Consumer members, at the Annual, or any Quarterly or Executive Committee meeting for consideration for election to the Board of Directors. Membership to the board requires a majority vote of the full board, a quorum being present. Nothing herein shall preclude any Director from nominating an agency/organization, or an individual to serve as a Consumer member for consideration as a member of the Board of Directors.

It shall be the policy of the Nominating / Board Development Committee to maintain a balance on the Board of Directors so that no one business, healthcare provider, or group of similar businesses or providers will have undue influence through over-representation. In addition, election to the Board of Directors can occur at a Special meeting as long as the meeting conforms to Article VI, Section 4.

**Section 5. RESIGNATION**

A Director may resign at any time by giving written notice to the President or the Executive Director of HCHN. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Officer or Executive Director of HCHN. Acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

**Section 6. VACANCIES**

Vacancies on the Board of Directors occur when an Agency or Consumer member resigns. A vacancy may also occur if a board member has two or more unexcused absences from quarterly board meetings per year. In this instance, the Board may declare the vacancy. Vacancies may be filled in accordance with this Article, Sections 1 through 4.

**ARTICLE VI - MEETINGS**

**Section 1. ANNUAL MEETING**

The Annual meeting of the Board of Directors shall be held each October (shall also serve as the Quarterly meeting for the period July through September of each year) at a time and place designated in the official call, for the purpose of electing Directors and Officers and transacting any other business as may come before the Board.

**Section 2. QUARTERLY MEETINGS**

The Board of Directors shall hold Quarterly meetings at a day, time and place as may be fixed by the Board.

**Section 3. EXECUTIVE COMMITTEE MEETINGS**

The Executive Committee shall hold meetings during the months that Annual and/or Quarterly meetings are not scheduled.

**Section 4. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, or in the absence or disability of the President, by the Vice-President, or in the absence or disability of

both the President and Vice-President, they may be called by the Secretary, or an appointed President *pro tempore* (see Article VII, Section 3). A Special meeting shall be called if requested by three (3) or more Directors. The Secretary shall give notice of Special meetings to each Director at least two (2) days previous to the meeting. Notices of Special meetings shall state the object of the meeting, and no business other than that specified in the notice shall be conducted.

#### **Section 5. QUORUM, MANNER OF ACTING**

A Majority of Directors present shall constitute a quorum at the Annual, all Quarterly, Standing, Ad-Hoc Committee, and Special meetings of the Board of Directors.

#### **Section 6. RECORDING OF MINUTES**

Written minutes shall be made of all Annual, Quarterly, Executive Committee, and Special meetings of the Board of Directors, and all other standing and Ad-Hoc Committees. Such minutes shall reflect all business conducted, including findings, conclusions and recommendations.

#### **Section 7. TELEPHONIC PARTICIPATION**

Any one or more members of the Board of Directors or of any Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time, if means are available. Participation by such means shall constitute presence in person at the meeting.

### **ARTICLE VII - OFFICERS**

#### **Section 1. OFFICERS OF THE CORPORATION**

The Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer of the Board of Directors, all of who shall serve a term of one (1) year. The President, Vice-President, Secretary and Treasurer shall be Directors of the Corporation. Officers are members of the Executive Committee.

#### **Section 2. ELECTION**

Officers of the Corporation shall be elected at the Annual, any Quarterly, or Special Meeting of the entire Board of Directors, or any duly called Special Meeting of the entire Board, from those persons nominated by the Nominating Committee, or any Director, and shall serve a term of one (1) year. Each Officer shall hold office until the expiration of the term for



which he or she was elected and until his or her successor has been duly elected and qualified, or until his or her resignation. Each Officer may be re-elected to the same office, however no Officer shall serve more than three (3) consecutive terms without one (1) intervening year before again being elected to that office.

### **Section 3. DUTIES**

#### **A. PRESIDENT**

The President shall preside at all meetings of the Board and the Executive Committee and is an ex-officio member with a vote on all Board Committees. He or she may sign on behalf of the Corporation any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these Bylaws to some other Officer or Agent, or is required by law to be otherwise signed or executed. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. In addition to the duties described in this section, the President shall be responsible for the following:

1. Call and preside at all meetings of the Board and Executive Committee.
2. Prepare the agenda for all meetings of the Board and Executive Committee, with the assistance of Staff.
3. Appoint all committee members in accordance with Article VIII.
4. With assistance of the Board and staff, be responsible for the following additional duties:
  - a. Coordination of all Corporation activities.
  - b. Identification of emergent health care issues in Herkimer County.
  - c. Development and implementation of the goals and objectives of the Corporation.
  - d. Communication for, and represent the Corporation at designated functions.
  - e. Each year, submit a written annual report of the performance and activities of the Corporation for the previous year.

#### **B. VICE-PRESIDENT**

The Vice-President shall perform the duties as may be assigned to him or her by the Board or President. In the absence of the President, or when for any reason, the President is unable or refuses to perform his or her duties, the Vice-President shall perform those duties with the full powers of, and subject to the restrictions on, the President. In case of absence or disability of both the President and Vice-President, a President *pro tempore* shall be chosen by the Board of Directors from among its members. The Vice-President shall also serve as Chair of the Nominating/Board Development Committee.

#### **C. SECRETARY**

The Secretary is responsible for reviewing and approving all the minutes of all Annual, Quarterly, Executive, Ad Hoc and Special meetings. In addition, the Secretary is

responsible for assuring the records of all meetings of the Board of Directors and the Corporation, including attendance is properly maintained in HCHN's offices, with the assistance of staff. The Secretary shall monitor the giving of notice of meetings and/or cancellation to the Directors of the Corporation. He or she shall perform such other duties as the President and/or Board of Directors may direct.

**D. TREASURER**

The Treasurer will be responsible for all monies accruing to the Corporation and shall keep a full account of the monies received and distributed. In addition, the Treasurer shall see that all records are properly audited and shall render reports of financial operations as requested by the Board of Directors. The Treasurer shall serve on the Finance/Audit committee; however he or she may not hold the position of Finance/Audit committee chair.

**Section 4. RESIGNATION AND VACANCIES**

Any Officer may resign at any time by giving notice to the President, or to Executive Director. When an office becomes vacant, the matter shall be referred to the Nominating / Board Development Committee, which will make a timely recommendation to the Board that may then take action to fill the vacancy at the Annual, any Quarterly, or Special meeting of the Full Board of Directors. Any Director elected to fill the un-expired term of an Officer who has resigned shall not have the time served considered part of the three (3) year consecutive term limit as specified in this Article, Section 2. If necessary, the Board may appoint temporary Officers or substitutes pending recommendation by the Nominating / Board Development Committee and formal action by the Board.

**ARTICLE VIII - COMMITTEES**

Committees shall be Standing and Ad-Hoc. Standing committees shall be: Executive/Strategic Planning, Nominating / Board Development, Program-Health Assessment, Finance/Audit, and such other standing committees as the Board of Directors may authorize. The President and/or Board of Directors shall form Ad-Hoc committees as needed.

**Section 1. EXECUTIVE COMMITTEE**

- A. Shall exercise all powers of the Board of Directors when the Board is not in session, except as prohibited by law. The President of HCHN shall be Chair of the Executive Committee.
- B. Will be broadly representative of the Herkimer County Health and Human Services delivery system.
- C. Will be comprised of a subset of the HCHN membership from a minimum of six (6) up to a maximum of twelve (12) as shown below:

- Herkimer County Governmental Representative (1) Permanent Appointment
- Herkimer County Public Health (1) Permanent Appointment
- Little Falls Hospital (1) Permanent Appointment
- At-Large (up to 9)

1. All duly elected officers shall serve on the Executive Committee.
2. At-Large Committee members shall be appointed at the discretion of the President in consultation with HCHN's Nominating/Board Development and Executive Committee.
3. Charged with investigating financial, regulatory, and political impacts of any proposed actions developed in response to HCHN's future vision.
4. Hire and complete annual performance evaluation of Executive Director.
5. Shall be responsible for monitoring the successful and timely completion of work associated with the current strategic plan, and work plans. In addition, the committee will be responsible for meeting with standing, ad hoc committees, and staff to evaluate the strategic plan and make recommendations for change, if applicable. The committee and staff will provide an assessment to the full board at least annually.
6. Develop motions for the Board of Directors to vote on, if appropriate.
7. Meet monthly, except during the months when Annual and Quarterly meetings are scheduled.

D. ELECTION & APPOINTMENT - At-Large Executive Committee members appointed to serve on the Committee shall serve a term of three (3) years. At the conclusion of a three (3) year term, an appointed member of the Executive Committee must have one (1) intervening year before again being appointed to serve on the Executive Committee. This shall not preclude an appointed member of the Executive Committee whose term is expiring from being nominated and elected to serve as an Officer of the Corporation.

E. RESIGNATION AND VACANCY – Directors appointed by the President shall serve until the expiration of the term for which he or she was appointed, and until his or her successor has been duly elected and qualified, or until his or her resignation. When a vacancy occurs either through the expiration of a term or the resignation of an appointed member of the Executive Committee, the President, shall at his or her discretion, through consultation with the Executive and Nominating Committees, appoint a new Director to serve on the committee. The Director appointed to complete the un-expired term of an At Large Executive Committee member may be re-appointed by the President of the Board of Directors at the conclusion of the term without having to have one intervening year before again being appointed to serve as an At-large Executive Committee member.

## **Section 2. FINANCE/AUDIT COMMITTEE**

There shall be a Finance/Audit Committee consisting of the Treasurer, and not less than three (3) additional Directors, appointed by HCHN's President. The Treasurer shall serve on the

Finance/Audit Committee for the duration of their term in office, as dictated by the By-laws. The other committee members will serve a three (3) year term. The Chair of the committee shall be an Executive Committee member. Every attempt will be made to secure membership on this committee by non-Executive Committee members, except as noted for membership on the committee by the Treasurer. The committee shall be responsible for assisting HCHN staff in preparation of the yearly budget and the annual audit. The committee shall review audit findings with the Executive Committee. The committee shall distribute a copy of the audit to all Directors of the Corporation.

The committee will review the monthly financial statements of HCHN. A member of the committee, who is not an officer, will perform the monthly bank statement reconciliation.

### **Section 3. NOMINATING / BOARD DEVELOPMENT COMMITTEE**

Shall be appointed by the newly elected President. The Vice-President of HCHN shall be Chair of the Nominating/Board Development Committee. The committee shall:

#### **A. OFFICERS:**

1. Submit for election at each Annual meeting a slate of one name for each Officer of the Board of Directors in conformance with Article VII, Section 2.
2. Submit for election at any Annual, Quarterly, or Special meeting of the Full Board the name(s) of individuals to complete the un-expired term(s) of a resigning Officer or an un-expired term due to office vacancy per Article VII, Section 4.

#### **B. AGENCY & CONSUMER DIRECTORS:**

1. Submit for election at any Annual, Quarterly and/or Special meeting the name of Agencies/Organizations or name of individuals in the case of a Consumer to serve as Directors in conformance with Article V, Section 1 and/or 2.

#### **C. BOARD DEVELOPMENT:**

1. Complete an annual review of the members of the Board of Directors, which shall be utilized in evaluating Agencies and individuals for nomination as a Director and/or Officer of the Corporation. It shall also be the responsibility of the committee to make a reasonable effort to equitably provide for a balance of representation by the constituent organizations.
2. Annually evaluate new Board Member Orientation process.
3. Annually review the Board Member Contract
4. Evaluate the needs of the Board of Directors and recommend appropriate trainings and/or speakers to enhance Board efficiency and effectiveness.

5. Evaluate the needs of the Board of Directors and recommend new members to provide new expertise necessary to promote HCHN and its mission.
6. Annually review & evaluate committee members' attendance for all standing and ad hoc committees.

**Section 4. STRATEGIC PLANNING COMMITTEE**

The Executive Committee shall serve as the Strategic Planning Committee. The committee shall be responsible for monitoring the successful and timely completion of work associated with the current Strategic Plan. In addition, the committee will be responsible for meeting with Standing, Ad Hoc Committees, and staff to evaluate the strategic plan and make recommendations for change, if applicable, as needed. The Strategic Plan will be reviewed at least annually and distributed to the full board, if any changes are made.

**Section 5. PROGRAM/HEALTH ASSESSMENT COMMITTEE**

The Program/Health Assessment Committee shall be appointed by the newly elected President. The committee will be responsible for conducting any necessary studies, analyzing available health data, annually reviewing existing HCHN sponsored programs, and making recommendations prior to the Annual Meeting each year to the board identifying program priorities for the following grant cycle.

**Section 6. AD HOC COMMITTEES**

1. Be appointed by the President for such purposes, terms, and membership, as the President and/or Board of Directors deem necessary.
2. Consist of not less than three (3) members.

**ARTICLE IX - AMENDMENT OF BYLAWS**

- A. These Bylaws may be amended at any Annual, Quarterly, or Special meeting of the Full Board.
- B. Proposed changes must be submitted to all Board members, in writing, at least ten (10) calendar days prior to the meeting at which the vote to amend is to be taken.
- C. Amendments shall require two-thirds (2/3) of the Board members, either in person or by proxy, submitted to the President of the Corporation in writing.

**ARTICLE X - PARLIAMENTARY PROCEDURE**

Robert's rules of order, revised, shall govern meetings of the board of directors, executive committee, and all other committees established by the board.

## **ARTICLE XI - CONFLICT OF INTEREST**

- A. No voting representative of an agency or consumer member may be an employee of HCHN or spouse, child, parent, brother, or sister of such an employee.
- B. In the event of a possible conflict of interest on any matter requiring action by the Board of Directors or by any Committee, the voting representative who believes he or she has a conflict of interest must disclose such possible conflict and shall abstain from voting on such matter. Alternatively, if the majority of the voting members of the Board in attendance at such meeting (be it a regular meeting of the Board of Directors or a committee meeting) determine that a conflict of interest exists, it shall require the abstention of the voting representative on such matter.

## **ARTICLE XII - INDEMNIFICATION**

The Directors and Officers of HCHN and those acting on its behalf shall be indemnified by HCHN to the fullest extent permissible for any and all liability not arising from bad faith or criminal conduct of said officer or director incurred while in service of HCHN. HCHN may obtain such insurance under this Section, as the Board of Directors deems appropriate.