

Mid-South Emergency Planning Coalition

Bylaws

Article 1

Section 1 Name

- A. The name of this organization shall be the Mid-South Emergency Planning Coalition (also referred to as "The Coalition" within this document).

Section 2 Geographical Area

- A. The Coalition's geographical area encompasses the following counties: Shelby, Tipton, Fayette, and Lauderdale Counties in TN; DeSoto County in MS, and Crittenden County in AR.

Article 2

Mission Statement & Purpose

Section 1 Mission Statement

- A. The mission of The Coalition is to support the development of cooperative partnerships that promote and enhance the well-being of the community's healthcare system through coordinated disaster preparedness, education, public information, response/recovery activities, and sharing of resources.

Section 2 Purpose

- A. Provide a forum for the healthcare community to interact with one another and with other response agencies and community partners at a county, region, and state level that promotes emergency preparedness.
- B. Foster communications between local, regional, and state entities on community-wide emergency planning and response.
- C. Coordinate healthcare planning to ensure a strong and resilient healthcare system for response and recovery to an incident-driven medical surge.
- D. Coordinate training to assist healthcare responders in developing the necessary skills to respond to disasters and critical incidents.
- E. Improve healthcare response capabilities through coordinated exercise and evaluation.
- F. Administer funding and distribution of assets to member organizations.

Section 3 Emergency/Disaster Incident

- A. Emergency Support Function #8 (ESF-8) activities are coordinated at the local level between Emergency Response Coordinators, designated Coalition staff, Emergency Medical Consultant, and the Regional Medical Communication Center (RMCC). Each entity may be in direct communication with county emergency operations center ESF-8 representatives to assist in coordination of responses to large-scale incidents.
- B. At the beginning of an incident, Coalition members should utilize the "City and Regional Hospital Call Tree" to make all necessary notifications. The call tree is included in the Members Only section of the Coalition's website.
- C. Designated Coalition staff will report to the RMCC, when necessary and serve as liaison to the Emergency Operations Center and ESF-8.

**Article 3
Coalition Structure**

Section 1 General Membership

- A. Active Coalition Members
- B. Inactive Coalition Members
- C. Advisory Body
- D. Invited Non-members or Subject Matter Experts—as needed

**Article 4
Mid-South Emergency Planning Coalition Membership**

Section 1 Coalition Membership

- A. Membership to The Coalition is open to all healthcare organizations, health agencies, and emergency management organizations that exist in The Coalition geographical area (Article 1, Section 2) and that agree to work collaboratively on emergency preparedness and response activities.
- B. If there is uncertainty as to whether an organization qualifies as a healthcare organization or whether the agency’s jurisdiction falls within the geographical area, a majority vote by Active Coalition Members will determine.
- C. Active members are those member organizations who attend at least 75% of scheduled Coalition meetings each fiscal year. Only one representative from each organization will need to attend to meet requirements.
- D. Member organizations will assign one to three representatives to attend Coalition meetings. The representative(s) should have the authority to represent and speak on behalf of the organization.
- E. Inactive Coalition members are those member organizations who fail to meet attendance requirements.
- F. Individuals may represent more than one member organization, but must clearly be acting in the interests of each represented organization independently.
- G. If an individual representing an organization withdraws from participation, the member organization must appoint a new representative within 60 days.
- H. Organizational resignation as a participatory Coalition member must be submitted in writing to The Coalition.

Section 2 Eligibility of funding

Only those member organizations that are considered Active Coalition Members (Article 4, Section 1 C) will be eligible to apply for and receive funding from The Coalition. Inactive Members and Invited Non-members may, however, benefit from Coalition-funded trainings.

Section 3 Eligibility of Exercise Participation

Active and Inactive Coalition members will be eligible to participate in full scale/functional/tabletop exercises conducted by and/or sponsored by The Coalition, provided that all necessary pre- and post-exercise requirements are met.

Section 4 Subcommittees

Subcommittees or workgroups may be established by the Executive Board to address specific needs of the organizations.

Section 5 Membership Responsibilities

- A. Provide representation at The Coalition meetings and activities.
- B. Participate in collaborative regional preparedness planning.
- C. Participate in the development of surge capacity plans, inter-organizational agreements, and collaborative emergency preparedness, response, and recovery plans.
- D. Contribute to meeting coalition priorities, goals, and deliverables.
- E. Review the HCC Hazards Vulnerability Assessment on an annual basis.
- F. Review The Coalition's preparedness and response plans annually.
- G. Respond to regional emergencies and disasters in collaboration with other members.
- H. Participate in sub-committees and workgroups as requested by members or individuals and organized under the umbrella of The Coalition. These sub-committees and workgroups may exist and function temporarily or long-term, as needed.
- I. Maintain upkeep and/or maintenance of Coalition and/or organization resources that have been assigned, shared, or borrowed. Assigned, shared, or borrowed resources MUST be made available for contract verification purposes per federal and state grant guidelines.
- J. Hospitals and healthcare agencies within The Coalition, who have been granted access, must also maintain the following to qualify for membership eligibility:
 - 1. Current region wide communication capabilities within the Healthcare Resource Tracking System (HRTS), ReadyOp notification system, and operational redundant communication capabilities.
 - 2. Other regional situation awareness or communication systems such as state or local patient tracking systems and syndromic surveillance.

Section 6 Membership Roster

- A. A roster of member organizations will be maintained and updated each quarter. The roster will be published annually. The roster may include, but does not necessarily require inclusion of representative's names. The most current roster is included in the Members Only section of the Coalition's website.
- B. Each organization will be listed as appropriate as:
 - 1. Active Coalition Member
 - 2. Inactive Coalition Member
 - 3. Invited Non-Member

Section 7 Invited Non-Members

Mid-South Emergency Planning Coalition collaborating organizations which are deemed not eligible for membership may nevertheless be invited to attend coalition meetings and activities. Such invited organizations may fully engage in coalition discussions and other activities, but shall have no vote.

Article 5
Executive Board

Section 1 Composition

- A. The Coalition’s Executive Director will lead all Coalition meetings.
- B. The Executive Board will serve as the organization’s board of directors, which will manage the affairs of the organization.

Section 2 Executive Board Composition

- A. The Board will be composed of the following positions:
 - 1. Coalition’s Executive Director (non-voting)
 - 2. One representative from each of the following:
 - a. Baptist Memorial Health Care Corporation (BMHCC)
 - b. Methodist Le Bonheur Healthcare
 - c. Regional One Health
 - d. Tenet Health
 - e. Lauderdale Community Hospital
 - f. Memphis VA Medical Center
 - g. Emergency Management
 - h. Emergency Medical Services (EMS)
 - i. Shelby County Health Department
 - j. Non-Hospital Representative

Section 3 Selecting Executive Board Members

- A. A representative from each hospital system is named through employment with said organization. Representative should have relevant knowledge regarding accrediting agencies’ standards and elements of performance.
- B. Representatives from public health, emergency management, and EMS are selected by their supervisors and serve at the will and pleasure of their organization’s management. Representatives should have relevant knowledge regarding their respective agencies’ accrediting body.
- C. Non-hospital representative will be selected by the other members of the Executive Board.

Section 4 Executive Board Officers

- A. The Executive Board will select one Chairperson and one Secretary from existing Executive Board members to serve a one year term, to begin at the beginning of each fiscal year. The officers will serve for a term of office of one year, after which they are eligible to serve two additional terms in their office.
- B. The Chair of the organization is the organization’s principal elected officer and will, with the assistance of the Executive Director, exercise general supervision and control over all the business and affairs of the organization. The duty of the chair is to preside at all meetings of the Board, to enforce a due observance of the bylaws, to decide all questions of order, to offer for consideration all motions regularly made, to appoint all committee chairs subject to Board approval, to be an authorized signer on any documents of indebtedness by the Board, and to perform such other duties as the office may require.
- C. The Vice-Chair of the organization will serve instead of the Chair if they are unable to attend a meeting or perform their duties. The Vice-Chair will be selected by the Chair, as needed, from existing Executive Board members.
- D. The Secretary is the recorder of the organization's formal actions and transactions.

- E. An Executive Director of the organization may be engaged or appointed by the Executive Board and serve under its direction and control. The Executive Director will be responsible for the management and direction of all operations, programs, activities, and affairs of The Coalition as generally determined by the Executive Board. The Executive Director will participate in the Executive Board meetings as a non-voting member. The Executive Director will have such other duties as may be prescribed by the Executive Board.

Section 5 Executive Board Responsibilities

The primary function of the Executive Board shall be responsibility for sound and prudent direction and management of all resources and programs of the organization. The Executive Board will determine all financial, managerial, and general policies of the organization in accordance with these bylaws, except as limited by law. These powers include but are not limited to the following:

- A. Provide consultative and informed input into key decisions and ensure integrated planning similar to that of a multi-agency coordinating group.
- B. Serve as workgroup facilitators during Coalition planning sessions and activities.
- C. Assemble, finalize, and submit all administrative documentation as required to appropriate agencies per funding requirements.
- D. Assist in the coordination of exercise and evaluation training at the local, regional, and divisional level.
- E. Receive funding requests from coalition members and submit all coalition approved expenditures for payment.
- F. Serve as a liaison between private, local, region, state, and federal partners.
- G. Oversee and approve the budget of the organization and establish policy guidelines for financial investments, financial expenditures, and fundraising efforts;
- H. Hire, set compensation for, evaluate, and, as needed, terminate the Executive Director.
- I. Develop and update a strategic plan.
- J. Assist in meeting funding and reporting requirements.
- K. Conduct an annual comprehensive fiscal review.

Article 6 Voting and Conducting Business

Section 1 Voting Eligibility

- A. Voting for funding approval and by-law amendments (Article 8) is restricted to Executive Board members.
- B. All Coalition members will have the opportunity to view and provide input regarding amended By-Laws, when necessary; meeting minutes; After Action Reviews and Improvement Plans; updated and/or newly developed response plans; and other Coalition-related documents.

Section 2 Votes

- A. Each member of the Executive Board shall have one vote.
- B. Voting shall be determined by a simple majority.

Section 3 Special Votes

The Coalition may hold special votes that occur outside of the regular Coalition meetings by email or conference call. When such votes are conducted, there shall be a reasonable opportunity for all members to have input prior to the vote.

Section 4 Conducting Business

- A. A quorum of one-third of the Executive Board plus one (four members) must be met to conduct business.
- B. Actions in an Executive Board meeting shall be determined by a simple majority vote (except bylaw changes, see Article 8).
- C. If a vote is to take place, the item(s) must be included on the meeting agenda and the agenda must be provided at least one week in advance of the meeting date. Members not able to attend the meeting may send a proxy, request clarification or more information, or provide a vote, in writing, before the meeting to the Advisory Body. If a majority is not obtained, the motion fails.

Section 5 Purchase Requests

- A. Any Active Member (Article 4, Section 1C) may request funding in accordance with the requirements of the Hospital Preparedness Program grant guidance, posted online at www.midsouthepc.org.
- B. All funding requests should be submitted to the Executive Director at least five working days prior to the next monthly Board meeting.
- C. Upon receipt of the funding request, the Executive Director will, with the assistance of the full Executive Board when necessary, determine if the request meets the requirements of the grant guidance. If it does, the request will be eligible for being presented at the next Board meeting.
- D. After review and subsequent approval by the Board, the project will then be presented to the full Coalition and open to any questions, concerns, or remarks.
- E. Following the full Coalition meeting, an Executive Board meeting will be scheduled every other month and meet at least quarterly. If a funding request is presented the month of an Executive Board meeting, the purchase will immediately be voted upon. If it is an off month, the Executive Board will vote via email and the submitter will be notified accordingly within five business days.

Article 7 Meetings

Section 1 Scheduling

- A. Coalition meetings will be scheduled quarterly.
- B. Executive Board meetings will be scheduled every month and meet at least quarterly and as needed by emergency meeting (Article 7, Section 4), with at least four meetings per year.

Section 2 Venue

Venue will be announced at least five working days prior to the meeting.

Section 3 Attendance

The attendance of Coalition members at any coalition meeting, either physically or electronically joined, constitutes participation and a quorum for conducting business.

Section 4 Emergency meetings

Emergency meetings may be convened at the request of the Executive Director or The Coalition Chairperson provided that written notice is given to each member at least five working days prior to the proposed meeting stipulating the time, place, and objective of the meeting. No business may be transacted at an emergency meeting except that specified in the notice.

Article 8 Amending the Bylaws

Amendment of these bylaws may take place during a business meeting by a two-thirds (seven members) majority vote of The Coalition's Executive Board.

Article 9 Parliamentary Procedure

Roberts Rules of Order, (11th Edition) will be used to guide the conduct of any Coalition meeting. Additionally, Coalition related issues or concerns shall be addressed accordingly with procedures outlined in the Mid-South Emergency Planning Coalition's Preparedness/Administration and Continuity Plan. If an issue cannot be resolved by the Executive Board, it will be brought to the Coalition's Active membership for a solution.

Article 10 Indemnification and Limits of Liability

These Bylaws shall not supersede any existing mutual aid agreement or agreements. The Bylaws shall not be interpreted or construed to create an association, joint venture separate legal entity or partnership among the member bodies or to impose any partnership obligation or liability upon any Health Jurisdiction. Further, no member shall have any undertaking for or on behalf of, or to act as or be an agent or representative of, or to otherwise bind any other member body.

Any member shall not be required under the Bylaws to indemnify, hold harmless and defend any other member from any claim, loss, harm, liability, damage, cost or expense caused by or resulting from activities of any Coalition officers, employees, or agents acting in bad faith or performing activities beyond the scope of their duties. In the event of any liability, claim, demand, action or proceeding, of whatever kind or nature arising out of rendering of Emergency Assistance defined through the Bylaws, the member agrees to indemnify, hold harmless, and defend, to the fullest extent of the law, each signatory to the Bylaws, whose only involvement in the transaction or occurrence which is the subject of such claim, action, demand, or other proceeding, is the execution and approval of the Bylaws.

APPROVAL OF BYLAWS

The Bylaws are approved and adapted by a vote from the Executive Board of the Mid-South Emergency Planning Coalition

Approval/Adapted Date: 03/07/2023