

**Bylaws of the
Southeastern Illinois Community Health Coalition
Part of the Healthy SI Delta Network**



**Adopted June 17, 2009
Amended August 15, 2012
Amended June 21, 2017**

Article I - Name and Mission

Section 1.1 - Name

The name of the coalition shall be the Southeastern Illinois Community Health Coalition.

Section 1.2 - Mission

The Southeastern Illinois Community Health Coalition will have an active interest in and commitment to improving the health of the communities in Southeastern Illinois.

Article II- Purpose and Powers

Section 2.1 Purpose

The Southeastern Illinois Community Health Coalition (SICHC) is a non-profit corporation and shall be exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code as it now exists, or the corresponding section of any future Federal tax code.

SICHC's purpose is to promote, educate and collaborate with community partners to address local health priorities.

To maximize our impact and efforts, we may seek to collaborate with other non-profit organizations which fall under the 501 (c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Executive Committee, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

Section 2.2 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with other, to

do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.3 Nonprofit Status and Exempt Activities Limitation

- (a) Nonprofit Legal Status. SICHC is an Illinois non-profit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the internal revenue code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution upon Dissolution. Upon termination or dissolution of the Southeastern Illinois Community Health Coalition, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Southeastern Illinois Community Health Coalition hereunder shall be selected in the discretion of a majority of the executive directors of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Southeastern Illinois Community Health Coalition by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Illinois.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Southeastern Illinois Community Health Coalition, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Illinois to be added to the general fund.

Article III - Membership

Section 3.1 - Governing Body

The membership shall be the governing and legislative body of the Coalition. All members are entitled to participate in all activities of the Coalition. They may vote on all matters that may come before the membership. Members may be nominated for election to any appropriate office.

Section 3.2 - Dues

At this time there are no membership dues.

Section 3.3 - Member in Good Standing Defined

A member in good standing is a member who attends at least two meetings annually and regularly participates in coalition activities. Records of attendance will be kept by the Secretary.

Section 3.4 - Fiscal Year

The fiscal year for this coalition will begin on July 1st and will end on June 30th.

Article IV - Executive Committee

Section 4.1 - Duties and Powers

The business affairs of the Coalition shall be managed by its Executive Committee, which may exercise all such powers of the Coalition and do all such lawful acts as are not, by statute or these bylaws, prescribed.

Section 4.2 - Elected Officers

The Executive Committee of the Southeastern Illinois Community Health Coalition shall be: President, President-Elect, Secretary, Treasurer, Immediate Past-President, and Directors representing the Healthy Southern Illinois Delta Network, Saline County, Gallatin County, and White County.

Section 4.3 - Term of Office

The positions of President, President-Elect, and Secretary shall be nominated annually. The Treasurer and Saline, Gallatin and White County Directors will be elected for 2 year terms. No above listed officer may fill a position for more than 3 consecutive terms.

Section 4.4 Powers and Duties of the Office

- (a) **PRESIDENT:** The President shall perform the usual duties that pertain to the office of the President. The President shall be the formal representative of the Coalition; in addition, he/she shall be its'

Executive Officer. The President may appoint a member in good standing to represent the Coalition at meetings if the President, President-Elect, Secretary or Treasurer is unable to attend.

The President in conjunction with the President-Elect and with approval of the Executive Committee shall set the dates for the General and Executive Committee meetings in June for the next fiscal year along with the meeting locations. Meetings may be set a minimum of four times a year with the Executive Committee determining whether five (5) or six (6) general membership meetings will be held in the next fiscal/calendar year.

The President shall determine the Chair of each action team and shall not require approval from the Executive Committee. The Chair of each action team is responsible for sending a written committee report/update electronically to the President the week prior to the General Membership meeting. This information may be distributed by email to the General Membership and may be posted on the Coalition's website.

The President shall execute all contracts on behalf of the Coalition. All contracts entered into by the Coalition shall be approved by the General Membership at either a regular or special meeting; or by the Executive Committee between General Membership meetings.

The President or Secretary shall sign other official documents. The President has the authority to designate a Coalition member in good standing to sign an official document for him/her.

The President develops the agenda for all meetings, distributes information (i.e. agenda, committee reports, handouts – if available, etc.) electronically prior to the meeting. Printed copies of the materials will not be available at the meetings – all members are responsible for printing and bringing their own copies.

The President is responsible for any official Coalition's correspondence. The correspondence may be stored in electronic format on the Coalition's website.

The President may execute one time contracts with the approval of the Executive Committee for assistance with such things as workshops/grant applications/administrative support.

- (b) PRESIDENT- ELECT: The President-Elect shall act on behalf of the President, whenever the President is not available or not able to fill the duties of the President. The President-Elect and the President will meet toward the end of their terms (June) to discuss and review the transition of duties.
- (c) SECRETARY: The Secretary shall keep the minutes of the meetings of the Coalition, attendance records and perform such other duties as are customary to the Office.

The Secretary shall maintain files of all correspondence pertaining to the Coalition. The Secretary shall provide a draft copy of the minutes of any Executive Committee meeting to the General Membership before the next General Membership meeting.

The Secretary may assist with the process of putting past Coalition records into electronic format and storing on the Coalition's website or other location designated by the Executive Committee.

- (d) **TREASURER:** The Treasurer shall keep the financial records of the Coalition and perform such other duties as are customary to the office.

The Treasurer will prepare monthly financial statements along with other accounting duties, such as accounts payable and receivables.

The Treasurer will provide the Executive Committee with a complete financial report thirty (30) days after the completion of the Coalition's fiscal year. The Treasurer or immediate past Treasurer will reconcile all accounts of the Coalition within thirty (30) days of the end of the fiscal year.

The Treasurer, in conjunction with the President and President-Elect, shall submit a proposed budget at least ten (10) days prior to the June Annual General Membership meeting and be passed by the General Membership at this meeting.

The Treasurer, and one other Officer, co-signs all of the Coalition's checks. In the absence of the Treasurer, two of the Officers would co-sign the Coalition's checks. All Officers should have their signature on file with the Coalition's bank.

The Treasurer will reconcile the bank statement on a monthly basis.

The Treasurer may assist with the application/receipt/implementation of state/federal/foundation grant funds as directed by the Executive Committee. This could involve working with a contractual agent that provides the service for the Coalition.

The Treasurer may assist with the process of putting past Coalition records into electronic format and storing on the Coalition's website.

The Treasurer will furnish records for the Finance Committee or an outside firm (if deemed necessary by the receipt of any grant funds or the Executive Committee) for a financial audit and compliance with any/all state/federal requirements.

Section 4.5 – Qualification and Election of Officers

In order to be eligible to serve as an officer of the executive committee, the individual must be 18 years of age. Officers shall be nominated at the April meeting of each year and elected at the June meeting.

Section 4.6- Vacancies

The Executive Committee may fill vacancies due to the expiration of an officer's term of office, resignation, death, or removal of an officer or may appoint new officers to fill a previously unfilled executive committee position, subject to the number of directors under these Bylaws.

- (a) **Unexpected Vacancies.** Vacancies in the executive committee due to resignation, death, or removal

shall be filled by the executive committee for the balance of the term of the officer being replaced.

Section 4.7 - Removal of Officers

An officer may be removed by two-thirds vote of the executive committee then in office, if:

- (a) The officer is absent and unexcused from two or more meetings of the executive committee in a twelve month period. The board president is empowered to excuse officers from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board president-elect shall excuse the president.
- (b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made for the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

Section 4.8 – Executive Committee Meetings

- (a) **Regular Meetings.** The executive committee shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the executive committee. Meetings shall be held upon four (4) days notice by electronic mail or first-class mail, or forty-eight (48) hours notice delivered personally or by telephone. If sent by email or mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of the meeting need not be specified.
- (b) **Special Meetings.** Special meetings of the executive committee may be called by the president, president-elect, secretary, treasurer or any two (2) other officers of the executive committee. A special meeting must be preceded by at least two (2) days notice to each officer of the date, time, and place, but not the purpose, of the meeting.
- (c) **Waiver of Notice.** Any officer may waive notice of any meeting, in accordance with Illinois law.

Section 4.9 – Manner of Acting

- (a) **Quorum.** A majority of the directors in office immediately before an executive committee meeting shall constitute a quorum for the transaction of business at that meeting of the executive committee. No business shall be considered by the executive committee at any meeting at which a quorum is not present.
- (b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the officers present at a meeting at which a quorum is present shall be the act of the executive committee.
- (c) **Hung Executive Committee Decisions.** On the occasion that executive committee officers are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, officers may participate in a regular or special meeting through the use of any means of communication

by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or telephonic conference call.

Section 4.10 – Compensation for Executive Committee Officers

Officers shall receive no compensation for carrying out their duties as officers. The executive committee may adopt policies providing reasonable reimbursement of officers for expenses incurred in conjunction with carrying out executive committee responsibilities, such as travel expenses to attend meetings.

Section 4.11 – Compensation for Professional Services by Directors

Officers are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Article V - Meetings

Section 5.1 -Meetings

Meetings of the members of the Southeastern Illinois Community Health Coalition shall be held at a time and place selected by the Executive Committee with input from the membership. The Coalition will be meeting during even numbered months. Locations will be made known as close to the Annual Meeting in June as is possible.

Section 5.2 - Quorum and Voting

Those members present at Coalition meetings shall constitute a quorum for the purpose of conducting Coalition business. Only members in good standing are entitled to vote. Each organization is limited to 3 voting members, no matter how many members from that entity are present.

Section 5.3 - Minutes

The Secretary shall keep minutes of the proceedings of its meetings.

Section 5.4 - Committees

Committees may be formed to address issues as determined by the Coalition. Committees will meet as needed to complete the task(s) assigned by the Coalition. Coalition members will volunteer to serve on a committee or committees. Minutes of committee meetings shall be kept and provided to the Coalition as requested.

Article VI - Amendments

Section 6.1 - Approval by Membership

Members in good standing of the Southeastern Illinois Community Health Coalition may amend these bylaws by a two-thirds vote of the members present at a legally constituted meeting of the Coalition,

provided a written notice of the proposed changes be sent to each member not less than 30 days prior to the meeting at which the amendments are to be voted upon. Proposed amendments to the bylaws may also be distributed electronically.

These bylaws were amended as and for the Southeastern Illinois Community Health Coalition, an Illinois Corporation, at the meeting of the board of directors held on the 21st day of June, 2017.

Southeastern Illinois Community Health Coalition

By: _____
President

By: _____
President-Elect

By: _____
Treasurer

By: _____
Secretary

By: _____

By: _____

By: _____

By: _____