



## **BY-LAWS – Camden Coalition**

### **ARTICLE I – NAME and PURPOSE98705**

Section 1: The name of the organization shall be the **Camden Coalition of Healthcare Providers, d/b/a/ the Camden Coalition**. It shall be a nonprofit organization incorporated under the laws of the State of New Jersey.

Section 2: Purpose. The Camden Coalition ("Coalition") is organized exclusively for charitable, scientific, and educational purposes. Specifically, the Coalition works to Improve the health and well-being of people with complex needs by demonstrating and advancing equitable ecosystems of care.

### **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 Member Classes. The Coalition shall have four classes of voting members: hospitals and primary care providers ("healthcare organizations"); partnering organizations; Community Advisory Committee members; and higher education institutions. Definitions of the classes will be set by the Board.
- Section 6: 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 Trustees, 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 Trustees. 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. At meetings of the members, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the members.
- 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 TRUSTEES**

- 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 Chief Executive Officer ("CEO"). The CEO shall also be the president of the Coalition. The Board shall have no fewer than twenty and no more than thirty-two trustees. To align with the Coalition's values and field best practices, Community Advisory Committee (CAC) trustee members and trustees who are not receiving compensation by member or partner organizations but are instead serving in their personal capacity will receive modest compensation to serve on the Board. This compensation will be approved by the Board on an annual basis as part of the budget. Board members who are receiving compensation by member or partner organizations shall not receive compensation from the Coalition for serving on the Board. All Board members will receive reimbursement for reasonable expenses related to Board activities.

- Section 2: Board Composition. With the exception of the representative of the Community Advisory Committee, only voting members are eligible to become Board trustees. The Board shall be composed of: up to eight representatives from the healthcare organizations member class; up to eight representatives from partnering organizations; up to four representatives from the Community Advisory Committee; up to four representatives from higher education institutions; and up to 8 additional trustees recommended to the Board by the Executive Committee and CEO. In addition, the CEO/president shall sit on the Board in a non-voting, ex officio capacity.
- Section 3: 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 trustee, in writing, which shall include email, not less than ten days before the meeting. All Board meetings shall be open to the public.
- Section 4: Board Elections.
- The Executive Committee and CEO will confer with Committee Chairs and other trustees to nominate class members for Board service. A complete slate of trustees will be recommended to the full Board on an annual basis by the Executive Committee.
- Section 5: Terms. All Board trustees shall serve one-year terms, subject to annual re-election.
- Section 6: Quorum and Voting. A simple majority or fifty percent (50%) plus one (1) trustees 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 trustees in attendance is needed to approve any transaction of Coalition business. A Board trustee may vote in person, by conference call, or in writing, which shall include email.

Section 7: Officers and Duties. There will be a designated Board Chair, Vice Chair, Secretary, and Treasurer at all times. 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 **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.

The **Secretary** shall review meeting minutes before they are submitted for the approval of the Board or Executive Committee. The Secretary shall record and enforce attendance, record any motions made during a meeting, ensure corporate records are maintained, and ensure that a quorum is present prior to conducting Board or Executive Committee business. The Secretary is also responsible for note taking during closed executive sessions.

Section 8: Resignation, Termination, and Absences. Resignation from the Board must be in writing. A Board trustee may be terminated for excessive absences from the Board if the Board trustee has four unexcused absences from Board meetings in a year. A Board trustee may be removed for other reasons by a three-fourths vote of the remaining Board trustees, or by petition to the Board certifying a majority vote of class members.

Section 9: 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 trustees 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 trustees to take action.

## **ARTICLE V – COMMITTEES**

Section 1: Committee Formation. The Board may create committees as needed. The Board shall approve members to Board committees.

The Executive Committee is responsible for nominating committee chairs for appointment by the Board. The Executive Committee will confer with each committee when nominating the committee chair for appointment by the Board. All committee chairs must be Board trustees. Each committee shall have a minimum of two trustees, except for the Community Advisory Committee, which shall have a minimum of four trustees, including the Community Advisory Committee chair and vice chair.

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 2 individuals from each of the four member classes listed in Article IV, Section 2 (8 total); plus 2 of the individuals recommended to the Board by the Executive Committee and CEO; plus the chair of the Quality Committee and Health Information Exchange Committee named in Article V, Section 6 and Section 8, respectively - for a total of 12 members of the Executive Committee. Members of the Executive Committee will be recommended on an annual basis by the existing Executive Committee and the CEO from among the Board trustees to be approved by the full Board. 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 members. The election of Board officers shall take place in December of the current year for the upcoming year. Board officers will be recommended to the Executive Committee on an annual basis by existing Board members to be approved by the full Board at the annual meeting. The Executive Committee shall serve one-year terms. Under the by-laws, the Treasurer also serves as the Chair of the Finance Committee.

Section 4: Executive Committee Meetings and Absences. The Executive Committee shall meet at least four times per year. 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 the Executive Committee member 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. A simple majority or fifty percent (50%) plus one (1) 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 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 Committee. The Community Advisory Committee shall consist of residents of southern New Jersey who are consumers of healthcare services. The Community Advisory Committee 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.

## **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 trustee, 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.
- 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 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 Trustees, 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 Trustees on December 13, 2023.