

# 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. To 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. Based on the capabilities identified by the U.S. Department of Human and Health Services Office of the Assistant Secretary for Preparedness and Response (ASPR), 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 the purpose of grant requests and the distribution of assets to member hospitals

#### Section 3 Emergency/Disaster Incident

- A. Emergency Support Function #8 (ESF-8) activities are coordinated at the local level between Emergency Response Coordinators, Regional Hospital Coordinators, Emergency Medical Consultant, and the Regional Medical Communication Center. 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.

**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      Eligibility of funding**

Only those member organizations that are considered Active Coalition Members (Article 4, Section 2 D) 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 2      Eligibility of Exercise Participation**

Only those member organizations that are considered Active Coalition Members (Article 4, Section 2 D) will be eligible to participate in full scale/functional/tabletop exercises conducted by and/or sponsored by The Coalition.

**Section 2      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 health care organization or whether the agency's jurisdiction falls within the geographical area, a majority vote by Active Coalition Members will determine.
- C. 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.
- D. Active Coalition Members are those Member Organizations whose representative(s) attend at least 8 of the last 12 months of Coalition meetings (excluding emergency meetings). New coalition members must maintain attendance at 4 of 6 meetings for two consecutive quarters to become an active coalition member. They must maintain such attendance until they reach 12 months of membership, where they must then meet the standard 8 of the last 12 meetings attendance requirement for future years to stay active.
- 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 3      Subcommittees**

Non-core member type organizations are encouraged to develop subcommittees representing their provider type. Each subcommittee elects a Chair to represent their interests at Coalition meetings.

### **Section 4      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. Develop and update a strategic plan.
- H. Assist in meeting funding and reporting requirements.
- I. Conduct an annual comprehensive fiscal review.
- J. Respond to regional emergencies and disasters in collaboration with other members.
- K. 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.
- L. 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.
- M. 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), the Tennessee Health Alert Network (TNHAN) systems, and operational radio communication systems, including a HAM radio system.
  - 2. Other regional situation awareness or communication systems such as state or local patient tracking systems and syndromic surveillance.

### **Section 5      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.
- B. Each organization will be listed as appropriate as:
  - 1. Active Coalition Member
  - 2. Inactive Coalition Member
  - 3. Invited Non-Member

### **Section 6      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  
Advisory Body**

**Section 1      Composition**

- A. The Coalition’s Regional Hospital Coordinator will lead all Coalition meetings.
- B. Advisory body will be comprised solely of Executive Council members.
- C. The Executive Council will select one Chairperson from existing Executive Council members to serve a one year term, to begin at the beginning of each fiscal year.

**Section 2      Executive Council Composition**

- A. The Council will be composed of the following positions:
  - 1. Regional Hospital Coordinator
  - 2. One representative from each of the following:
    - a. Baptist Healthcare
    - b. Methodist Healthcare
    - c. Regional One Health
    - d. St. Francis Hospital (Tenet Healthcare)
    - e. Delta Medical Center
    - f. Lauderdale Community Hospital
    - g. Memphis VA Medical Center
    - h. St. Jude Children's Research Hospital
    - i. Fire/EMS

**Section 3      Selecting Executive Council Members**

- A. Regional Hospital Coordinator is named through employment with the Shelby County Health Department’s Public Health Emergency Preparedness Program.
- B. A representative from each organization, responsible for the emergency management program, is named through employment with said organization.

**Section 4      Executive Council Responsibilities**

- 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.

**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 Council 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 Council 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 (five business days) for all members to have input prior to the vote.

**Section 4      Conducting Business**

- A. A quorum of one-third of the Executive Council plus one (four members) must be met to conduct business.
- B. Actions in an Executive Council 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 shall send a proxy or provide a vote, in writing, within 5 business days before the meeting to the Advisory Body. If a majority is not obtained, the motion fails.

**Article 7  
Meetings**

**Section 1      Scheduling**

- A. Coalition meetings will be scheduled at least quarterly.
- B. Executive Council will meet as needed.

**Section 2      Venue**

Meetings will be held at 1075 Mullins Station Rd, in Room C-113, unless otherwise notified.

**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 Regional Hospital Coordinator or The Coalition Chairperson provided that written notice is given 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 Council.

**Article 9  
Parliamentary Procedure**

Roberts Rules of Order, (11<sup>th</sup> 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 Council, 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 Council of the Mid-South Emergency Planning Coalition**

**Approval/Adapted Date:** \_\_\_\_\_ **1/17/2018** \_\_\_\_\_

*Revised:*

**January 11, 2018**  
Article 1, Section 1  
Article 3, Section 1  
Article 4, Sections 1, 2, 3, 4  
Article 5, Sections 1 and 2  
Article 6, Sections 1 and 4  
Article 8  
Article 9