

THE CHARLESTON REGIONAL HEALTH COUNCIL

BYLAWS

I. NAME

This organization shall be known as the **CHARLESTON REGIONAL HEALTH COUNCIL** (hereinafter referred to as “**CRHC**”).

II. PURPOSE AND RESPONSIBILITIES

The purpose of the CRHC is to provide leadership in improving health and wellness for all people in the Charleston region.

The responsibilities of the CRHC are:

- Creating a shared vision of regional health and wellness;
- Supporting the delivery and accessibility of high-quality, cost-effective health care;
- Encouraging innovative community collaboration and coordination of system resources;
- Promoting efforts to distribute consistent, core health and wellness education messages;
- Gathering and analyzing information to set priorities;
- Advocating policies and practices that promote health and wellness; and
- Identifying and responding to opportunities to eliminate disparities in health status.

III. LEGAL AUTHORITY

The CRHC was created by a group of medical and business professionals. The council will officially operate under the name of the **CHARLESTON REGIONAL HEALTH COUNCIL**, with its office located at:

Trident United Way Building
6296 Rivers Avenue
North Charleston, S. C. 29406

The CRHC is chartered as a 501 (c)(3) organization.

IV. **DEFINITION OF TERMS**

As used in these Bylaws, the following terms mean:

The Council Board of Directors: The council board of directors shall be the governing body of the council.

The Board of Directors: The board of directors shall be elected by the full CRHC membership. Board of director's positions shall include but are not limited to the following:

- Chair
- Vice Chair
- Treasurer
- Secretary
- Membership Committee Chair
- Resource Development/Funding Committee Chair
- 10 At-Large Members

The board of directors shall serve a term of 36 months, with one-third (1/3) of the board members elected annually.

The Nominating Committee: The nominating committee will be selected by the Board of Directors.

The Executive Director: The Executive Director shall be responsible for all operations of the CRHC and functioning as the Chief Executive Officer.

Conflict of Interest: A conflict of interest is an interest by a member of the council, regardless of the position, in an action that may result in personal, organizational, or professional gain. The conflict of interest may be actual or perceived.

Dues, Fees and Assessments: The Board shall have the authority to levy dues, fees and assessments on all members of the Corporation in order to support the Corporation's activities.

Designated Contributions: The Board, or any officer of the Corporation subject to the ratification of the Board, may accept contributions, gifts, or bequests for any charitable, educational or scientific purpose of a general or specific nature. The Corporation acting as a principal, and not as an agent, may accept designated contributions, and the Corporation shall at all times reserve rights over such contributions and over the ultimate use of disposition thereof, notwithstanding the designation. Only the written consent of the Board may obligate the Corporation to satisfy and designation of any contribution.

V. **MEMBERS**

“Member” or “Members” refers to those individuals representing their specific company or organization. A company or organization must make an annual investment based on a tiered membership level structure. (See “Current Dues Structure”)

VI. **MEETINGS**

A. GENERAL

The meetings of the CRHC will be held monthly at a time and place to be determined. Each member shall receive a notice in writing at least 10 business days in advance of the meeting.

The meetings will be governed by the most recent edition of Robert’s Rules of Order Newly Revised.

B. SPECIAL

The Board Chair or the Executive Director may call a special meeting of the CRHC. The appropriate members shall receive a written notice either by mail, facsimile, Email, or hand delivered not less than 5 days prior to the date set for the special meeting. A call for a special meeting must set forth specifically the subject matter or matters for the meeting and no other subject may be introduced or considered at the special meeting.

C. MATERIAL and AGENDAS

Materials to be considered at a planned meeting as well as meeting agendas shall be transmitted to the appropriate members in advance of the meeting at least ten (10) business days prior to the meeting.

D. QUORUM

At any meeting, the presence of a majority of the membership shall be necessary to constitute a quorum for the purpose of engaging in any formal decision making.

E. CONFLICT OF INTEREST

Any member with an actual or perceived conflict of interest must verbally disclose any issue at the beginning of the discussion and withdraw themselves from voting.

The board chair may or may not allow the member with the conflict of interest to participate in discussion.

F. MINUTES

Minutes of each meeting shall be tape recorded, and the tapes may be preserved but not transcribed. The recordings of the meetings shall be kept for at least two (2) years following the meeting. The recordings shall not be removed from the office, unless for an emergency, and shall be made available for onsite review by appointment with the Executive Director or his/her designee.

The Administrative Assistant shall, at the direction of the Board Chair or the Executive Director prepare a draft of the minutes of each meeting that summarizes significant topics discussed and actions taken at any meeting. The draft copy of the minutes shall be sent to all members for their review at least ten (10) business days before the next regularly scheduled meeting.

Proposed corrections or changes to the minutes shall be made in accordance with Robert's Rules of Order Newly Revised.

The Administrative Assistant to the Executive Director shall keep a written record of request to hear the tapes. The record shall include the name of the member making the request, date of request, the time scheduled for the review, and the time the review was over. There will be no copies of minutes made for anyone.

VII. **OFFICIAL COMMUNICATIONS and REPRESENTATIONS**

No officer or member of the CRHC shall perform any act or make any statement or communication under circumstances that might reasonably give rise to an inference that he or she is representing the council, except for actions or communications that are clearly within the policies of the council and have been authorized in advance by the Board of Directors or the Executive Director.

VIII. **EXPENSE REIMBURSEMENT**

When required to travel in the performance of their duties, members may be reimbursed for reasonable traveling expenses, including transportation (at the federal mileage reimbursement rate, currently 50.5 cents per mile), lodging and per diem. In order to be reimbursable, such travel expenses must receive prior approval from the Board Chair or the Executive Director. Appropriate receipts regarding the said travel must be submitted before reimbursement is approved.

IX. MAINTENANCE OF RECORDS

The Administrative Assistant shall maintain all minutes, correspondence, tapes, and records of the CRHC as appropriate. Copies of these documents shall be available upon request and tapes of the meetings may be listened to on site and by appointment, see VI (F) of the Bylaws.

X. AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, and repeal these Bylaws and adopt new Bylaws. This power shall be exercised in the following manner:

Financial Administration

Section 1: Fiscal Year

The fiscal year of the Corporation shall be October 1 through September 30 but may be changed by resolution of the Board.

Section 2: Checks, Drafts, etc.

All checks, orders for the payment of money, and insurance certificates shall be signed or endorsed by such officer/s agent/s of the Corporation and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been expressly delegated by the Board.

Section 3: Contracts

Unless the Board determines otherwise by resolution, the Chairman, Vice Chairman or Treasurer shall be authorized to execute contracts on behalf of the Corporation. Each such individual may, with written notice to the Board, delegate such authority to such employees or volunteers and with such limitations upon the delegated authority as may be necessary or expedient for running the affairs of the Corporation. Unless otherwise expressly determined by the Board, no other individuals shall be authorized to bind the Corporation to any contract, including the chair of any committee other than the Executive Committee.

Section 4: Deposits and Accounts

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer/s, agent/s or the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account for the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer/s or agent/s of the Corporation.

Section 5: Annual Financial Statements

Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), shall be presented to and reviewed by the Board as soon as practicable after the close of each fiscal year.

Record Keeping

The Secretary and his/her designate shall keep or cause to be kept adequate minutes of all Board meetings, and all meetings of committees with Board-designated powers reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken. When potential conflicts of interests are discussed, the minutes shall include: the names of the persons who disclosed financial interests; the nature of the financial interests whether or not the Board determined that a conflict existed; the names of the persons present for the discussions and votes related to the relevant transactions or arrangements; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote. At the request of any participating Board member, the records of such discussions and individual votes may be kept sealed, with only the outcome reported publicly.

Annual Reports

An annually updated written account of the Corporation's purposes, structure, programs and financial condition shall be published and made publicly available. The annual report shall contain: a description of the Corporation's purpose(s); descriptions of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of officers, directors and chief administrative personnel; and the audited financial statements or, at a minimum, a comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances.

Amendments

The Bylaws may be amended or repealed by a majority vote of the Board members eligible to vote. Such actions may be taken at any regular or special meeting, or by a written consent agreement signed by all of the Directors. If the Bylaws are to be amended, the Secretary must produce written notice to each Director not waiving his/her right to receive such notice at least thirty (30) days before the meeting. No provision may be added to these Bylaws, nor may any provision currently in them be deleted or amended, in contravention of the Corporation's Articles of Incorporation or the laws of South Carolina.

Dissolution

Should the Corporation be dissolved, assets remaining after payment or provisions for debts shall be paid over to one or more organizations, to be selected by the Board, which are organized and operated exclusively for charitable, educational or scientific purposes, whose activities or functions are similar to those of the Corporation, and which are described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.