

**FLORIDA ASSOCIATION OF
HEALTHY START COALITIONS, INC.**

ADOPTED October 8, 2009

**FLORIDA ASSOCIATION OF HEALTHY START COALITIONS, INC.
BY-LAWS**



ARTICLE I - NAME AND PURPOSE

Section 1. Name and Territory: The name of this organization shall be Florida Association of Healthy Start Coalitions, Incorporated, and its territory shall include the entire State of Florida.

Section 2. Mission: The Florida Association of Healthy Start Coalitions, Inc., is dedicated to strengthening maternal and child health by ensuring that all Florida families have access to a continuum of affordable and quality health and related services and advocating for public policy initiatives to facilitate those services.

Section 3. Goals: The goals for which the Association is organized shall be to:

- A. Provide a state-wide communications network for the exchange and dissemination of concepts, ideas, procedures, resources, and referrals related to maternal and child health.
- B. Educate to promote the local, state and federal action necessary to support and ensure the availability of quality maternal and child health and related services.
- C. Facilitate and coordinate technical assistance to maternal child health and related service agencies regarding data collection, the development of program components, special services and the expansion of maternal and child health and related services.
- D. Advocate for adequate funding to meet the maternal and child health and related needs.
- E. Identify common factors that impact/influence maternal and child health status and develop statewide strategies.
- F. Facilitate cooperation, collaboration, and networking toward common goals with related organizations.
- G. Identify and seek grants/funding for education, health services, research, human resource development and cooperative efforts which will directly benefit maternal and child health.
- H. To support and strengthen all coalitions through continued education, training, and mentoring activities.

Section 4. Implementation: In order to implement the mission statement above, the Florida Association of Healthy Start Coalitions, Inc., will: a) establish channels for advocacy with state government, both legislative and executive branches; b) provide opportunities for training and experience sharing for professionals and administrative staff; and c) increase public awareness of the needs of pregnant women, infants, children and families.

Section 5. Compliance with the Civil Rights Act: Florida Association of Healthy Start Coalitions, Inc., will operate and conduct all business and affairs in accordance with the regulations of Title VI of the 1964 Civil Rights Act and the 1991 Americans with Disabilities Act.

Section 6. Compliance with Affirmative Action: Florida Association of Healthy Start Coalitions, Inc., has an Affirmative Action Plan which provides that the best qualified persons available are selected for position assignments without prejudice or discrimination by reason of race, color, sex, age, religious belief, national origin, or physical or mental disability.

Section 7. Compliance with Internal Revenue Code: Florida Association of Healthy Start Coalitions, Inc., will operate and conduct all business and affairs in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II - MEMBERSHIP AND MEETINGS OF THE MEMBERS

Section 1. Members: Association membership is open to Healthy Start Coalitions recognized by the Florida Department of Health who are in good financial standing with the Association.

The membership year shall be from July 1 through June 30 of each year. Coalitions may terminate their membership at any time by submitting a letter of resignation to the President.

Effective July 1, 2005 and every five (5) years thereafter, each member coalition shall file a designation form with the FAHSC Secretary designating their voting representative.

Each member coalition shall update the designation form and file it with the FAHSC Secretary within 30 days of experiencing a change of their designated representative.

Section 2. Annual Dues: Each Coalition recognized by the Florida Department of Health shall be assessed dues annually, the amount to be determined by the Board of Directors. There shall be no refund of dues.

Section 3. Meetings: Meetings of the Association shall be held as determined by the Executive Committee. For the purpose of election of officers, the Annual Meeting of the Corporation shall be held at the first organized meeting of the new calendar year. Notice of regular and annual meetings must be given at least 30 days in advance. Any and all business may be transacted at said meeting.

Section 4. Attendance at Meetings: All meetings of the Association, the Board of Directors or any of its committees are open to attendance by all interested persons unless the meeting is designated as closed by the Executive Committee.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Composition: The Board shall be composed of the chief staff officer or a designated representative from each member Coalition.

Section 2. Duties: The Board will assume management of the Association. Each board member, or alternate or Proxy where permitted, shall be entitled to one vote at all deliberations of the Board. Except as otherwise required by statute, by the Articles of Incorporation or these By-laws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

All corporate powers shall be exercised by or under the authority of the Board so long as said powers are not inconsistent with applicable law or these By-laws. The Board may delegate to Officers of the Corporation such powers as it may see fit.

The Board shall have the power and authority to do all things necessary to implement and achieve the purposes and goals of the corporation; these duties include, but are not limited to:

- a) Establish policies and program directions of the Association.
- b) Appoint committees, establish divisions, authorize studies, employ staff/consultants, approve all grants and agreements, and approve the signing of any contract entered into by the Association.
- c) Review the dues structure annually.
- d) Supervise and approve the development of the annual budget and all major budget revisions including recommendations as to sources and procedures for raising necessary funds.
- e) Vote on issues and policies that affect the operation of the Association, with reflection of all members voting and dissenting votes contained in all Association meeting minutes.
- f) Perform all duties allotted to expressly or by implication in other provisions of these By-laws and other applicable laws.

Section 3. Meetings: The Board of Directors shall meet as determined by the Executive Committee and more often as called by the President or when requested by not less than one-third of the Board of Directors. Notice of special meetings, including telephone conference call meetings, must be given at least 10 days in advance, unless an emergency exists. Business transacted shall be limited to the issue(s) for which the meeting was called.

Section 4. Meetings Conducted by Communications Media Technology, The Board, at the discretion of the President, may conduct a meeting of the Board by using the electronic transmission of audio, video, or printed matter, hereinafter referred to as "Communications Media Technology."

Prior to the Board conducting a meeting by Communications Media Technology, notice of the meeting shall be given as required for a regular or special meeting, except that the notice shall plainly state that the meeting is to be conducted by means of or in conjunction with Communications Media Technology and identify the specific type of Communication Media Technology to be used. If technical problems arise under circumstances affecting one or more Board members attending the meeting by Communications Media Technology, the meeting shall continue without the participation of the Board member(s) so attending provided that the Board member(s) in attendance at such meeting shall constitute a quorum as set forth herein.

Section 5. Proxies: Written proxies signed and dated by the board member represented will be honored if submitted to the Secretary no later than the meeting roll call. Proxies can be used

for the conduct of business and may serve only for individual Coalition membership, and may not be exchanged or presented on behalf of any other Coalition.

Section 6. Quorum: A quorum shall consist of not less than fifty percent plus one (50% + 1) of the members of the Board of Directors and/or their designated alternates.

Section 7. Association Staff: The Association may contract with a consultant, on a part-time basis or as deemed necessary by the Board, to staff committees, seek grants for full funding of the Association, and coordinate identified Association activities. Any staff or consultants employed by the Association shall be responsible to the Board for operation of the Corporation in accordance with policies and procedures established by the Board and/or the President.

Section 8. Removal of Directors or Officers: Any member who has not paid dues for a period of one year and/or who has not met the conditions as presented in the By-laws may be suspended or terminated by the Board of Directors.

Section 9. Vacancies: The Board shall have the power at any duly held meeting to fill vacancies of the Officers for the term of the appropriate office.

ARTICLE IV - STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees: Each standing committee will be chaired by a member of the Board of Directors. There will be the following standing committees:

- a) Executive Committee;
- b) Nominating Committee;
- c) Finance Committee;
- d) By-laws Committee;
- e) Education/Training Committee;
- f) Advocacy/Legislative Committee;
- g) Shared Governance Committee;
- h) Health Systems Committee;
- i) Data Committee;
- j) Fetal and Infant Mortality Review (FIMR) Committee
- k) Communications Committee
- l) Contracts Committee

Section 2. Appointment and Term: All standing committees chairs shall be appointed by the president and shall serve for one year terms, up to a maximum of 3 years, with the exception of special committees that have contractual obligations (FIMR). The committee chairs shall be appointed at, or as soon as possible after, the Annual Meeting.

Section 3. Standing Committee Composition and Function:

1. The following committees shall be comprised of members drawn solely from the Board of Directors:

- a) **The Executive Committee** shall consist of the President, President-Elect, Secretary, Treasurer, and immediate Past President, and will function as described in Article VI.
- b) **The Nominating Committee** will be appointed by the President, subject to Executive Committee approval, at the meeting immediately preceding the Annual

Meeting of the Association. The committee membership shall be established according to need, none of whom, by accepting appointment to this committee, will be eligible for election as an Officer. It shall be the duty of the Nominating Committee to nominate a slate of candidates for each office vacant at the Annual Meeting.

- c) **The Finance Committee** shall consist of the Treasurer and at least two other members of the Board as appointed by the Chair. The Finance Committee shall be responsible for ensuring sound fiscal management of the Association and for developing the Fiscal Policy for the Association.
2. The following committees may be composed of Board members and members drawn from employees and members of Healthy Start Coalitions, representatives from the Florida Department of Health, or representatives of agencies providing related services.
- a) **The By-laws Committee** shall consist of either a chairperson or co-chairs and members recruited according to need and shall review the By-laws annually, or as needed, and make recommendations for necessary changes.
 - b) **The Education/Training Committee** shall consist of either a chairperson or co-chairs and members recruited according to need. The Education/Training Committee shall advise and make specific recommendations concerning the format, agenda, location, timing and other elements of educational and training events held by the Association.
 - c) **The Advocacy/Legislative Committee** shall consist of either a chairperson or co-chairs and members recruited according to need. The Advocacy/Legislative Committee shall advise and make specific recommendations concerning legislative and advocacy issues.
 - d) **The Health Systems Committee** shall consist of either a chairperson or co-chairs and members recruited according to need. The Health Systems Committee shall advise and make specific recommendations concerning policies of statewide concern related to maternal and child health systems of care, including the evaluation of the Healthy Start system.
 - e) **The Data Committee** shall consist of either a chairperson or co-chairs and members recruited according to need. The Data Committee shall advise and make specific recommendations concerning the collection, dissemination and standardization of Healthy Start data, including confidentiality, minimum indicators data set, tracking providers, linkages, waiver and SOBRA data, and other data issues that need to be addressed through joint efforts on the part of the State and Coalitions.
 - f) **The FIMR Committee** shall consist of either a chairperson or co-chairs and members recruited according to need. The FIMR Committee shall advise and make specific recommendations concerning goals and objectives for State of Florida FIMR projects, implementation and coordination aspects of FIMR projects, funding methodologies and policies for FIMR projects, and other items related to State Health Office and FIMR project relations as appropriate.
 - g) **The Communications Committee** membership shall consist of either a chairperson or co-chairs and members recruited according to need. It is charged with development of a strategic communications plan for FAHSC and with implementing the plan when so directed by the FAHSC membership. It is responsible for the

content and quality of FAHSC internal and external communications, including development and maintenance of an FAHSC website. It will liaise with the Legislative Committee to craft a unified message for legislative advocacy efforts. The Committee carries out additional tasks as directed by the FAHSC Steering Committee and the general membership.

- h) **The Contracts Committee** shall consist of either a chairperson or co-chairs and members recruited according to need. The Contracts Committee shall review existing contracts; identify contract issues to be addressed by the Association and make recommendations as appropriate; perform preliminary negotiations with the Florida Department of Health (DOH) and/or other essential contracting parties; act as liaison between the Association and the DOH and/or other essential contracting entities; assist individual coalitions in developing contracts with their providers; and perform other functions as requested by the Association.

3. The following committees have membership specific to their duties:

- a) **The Shared Governance Committee** The purpose of the Shared Governance Committee is to support the ability of local communities to design their maternal and child health systems and to engage in local problem-solving to the greatest extent possible. Referrals are accepted by Shared Governance for those local issues with the potential to affect Coalitions state-wide or those issues that may result in the destabilization of an individual Coalition with the potential to weaken the strength of the maternal and child health care system state-wide.

The membership of Shared Governance is comprised of four (4) FAHSC representatives and four (4) DOH representatives. FAHSC representation includes the FAHSC President, the FAHSC President-Elect, and two (2) appointed members selected by the FAHSC President with consideration given to geographic regions. DOH representation includes the Division Director of IMR Bureau, the IMR Unit Director, and two (2) appointed contract managers selected by the IMR Division Director. The committee is chaired by the FAHSC President and the IMR Division Director.

- b) **The Steering Committee** shall consist of the Executive Committee and the chairs or co-chairs of the committees as appointed by the President. The Steering Committee shall review committee business and provide input to the President as to the corporation meeting agenda.

Section 4: Voting:

Committee chairs or co-chairs will keep a record of who is a member of their respective committee, thereby establishing who is eligible to vote on committee recommendations. Recommendations are presented to the Board of Directors for their consideration and vote.

Section 5: Special Committees:

Special committees, and/or adhoc committees, may be established by appointment of the President or by direction of the Executive Committee as needed to address issues or activities which can not be handled appropriately by a standing committee. The chair or co-chairs of a special or ad hoc committee shall be appointed by the President, with membership recruited according to need. Special and committees must include at least three members of the Association Board and may include associate members.

ARTICLE V - OFFICERS

Section 1.

- a) **Titles:** The officers of the Association shall be a President, a President-Elect, a Past-President, a Secretary, and a Treasurer. Officers shall hold office for a term of one year or until their successors are elected. No person shall hold more than one office at a time. The President shall represent the state association in all orders of business. The President will be entitled to vote only in the case of a tie vote.
- b) **Election of Officers:** The officers shall be elected by the Board of Directors, from among its members at the Annual Meeting of the Board of Directors. The Nominating Committee will notify the membership that they are seeking candidates for office no less than 30 days prior to the Annual Meeting. The Nominating Committee will notice the proposed slate of officers to voting members no less than ten (10) days in advance of the FAHSC Annual Meeting. The offices of secretary and treasurer may be elected for up to 3 consecutive terms. Nominations may be accepted from the floor at the Annual Meeting with the consent of the person being nominated. Those members being nominated may be asked to leave the room prior to voting so discussion can be held. Previous Presidents may be reelected, if they have been out of the office of President for a minimum of 3 years.

Section 2. Duties:

- a) It shall be the duty of the President to preside at all meetings of the Association, the Board of Directors and the Executive Committee. The President shall appoint the committee chairs subject to confirmation by the Executive Committee. Members of Committees (except the Executive Committee) may be appointed by committee chairs or, if necessary, by the President. The President shall be responsible for implementing all directives of the Board of Directors. The President shall set times and locations for all regular and special meetings. The President shall serve as ex-officio member of all committees and supervise Association staff. The President or a designated representative shall represent the Association at any public meetings, events or ceremonies. The President shall continue to serve until a replacement is duly elected.
- b) It shall be the duty of the President-Elect to perform all the duties of the office of the President in absence, incapacitation and/or at the request of the President. The President-Elect shall preside at meetings in the absence of the President. In the absence of the above officers from any such meeting, a Chairperson shall be chosen by majority vote. The President-Elect will be charged with keeping order during a meeting. The President-Elect shall customarily be elected to the office of President after the President's term ends.
- c) It shall be the duty of the Secretary or his/her designee to keep or cause staff to keep a record of the proceedings of all meetings of the Board of Directors and the Executive Committee. All minutes shall be made available to the officers and directors within a reasonable time. The Secretary is responsible, annually, for updating the list of designated voting members of the Association. If the Secretary is absent from the meeting, a Secretary pro tempore shall be chosen by majority vote.
- d) The Treasurer shall serve as chief financial officer and will be responsible for supervision of the collection and disbursement of all moneys of the Association under the direction of the Board of Directors. The Treasurer shall keep financial records and present quarterly financial statements to the Board. The Treasurer shall ensure appropriate bank reconciliation and review annual financial review.

- e) The Past President shall serve as consultant to and support the President during their year after their term as President has ended. The Past President may also resume the term of President, if the current President can not carry out their full term of office or temporarily can not fulfill their duties.

Section 3. Financial Operations: The current Association-approved fiscal policy shall determine the financial operations of the Association.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Duties: It shall be the duty of the Executive Committee to make recommendations on administrative affairs of the Association to the Board of Directors. The Executive Committee shall recommend employment, salary treatment or termination of Association staff, to the Board of Directors. The Executive Committee will meet at the call of the President or upon request of three of the Executive Committee members. The Executive Committee may be empowered to act in lieu of the Board of Directors, in the interim, between meetings of the Board or in emergencies by the Board of Directors, with all powers and authority of the Board except the power to adopt, amend or repeal By-laws, make the Association liable for any debt or other powers disallowed by applicable law or by the By-laws. All business transactions by the Executive Committee shall be reported to the Board of Directors at its next meeting for approval.

Section 2. Quorum: The Executive Committee shall consist of the Officers of the Association and the immediate Past President. Three shall constitute a quorum for the transaction of the business of said committee. Committee members may participate in a committee meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by this means shall constitute presence in person at a meeting.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1. Vacancies and Non-performance of Duties: Upon finding by the Board of Directors of failure by any director or officer to perform their duties or to attend meetings, such offices shall be declared vacant and the vacancy filled by majority vote of the Board of Directors. Notice of this action by the Board of Directors shall be duly given by certified mail with return receipt requested to the director or officer whose office is so declared vacant. Upon failure of any member of a committee to perform his/her duties, the President may remove that member from a standing or special committee and fill the vacancy, subject to confirmation by the Board of Directors.

Section 2. Conflict of Interest: No compensation shall be paid to an Officer, Director or Member of the Association directly or indirectly, for goods and or services provided to the Association by such officer, director or member thereof, without full and complete disclosure to the Board of Directors, the Executive Committee or the membership, respectively, as appropriate, of the nature and circumstances of the transactions involved and the approval of such transactions by the Board of Directors, Executive Committee and membership respectively.

Section 3. Finances: The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of the following year. An independent financial review shall be performed Treasurer as stated in the fiscal policy.

Section 4. Interpretation of By-laws: In respect to all questions of interpretation arising under these By-laws, the decision of the presiding officer shall control, provided however, that such decision may be over-ruled by a two-thirds vote of the members of the Board of Directors present at a duly called meeting.

Section 5. Amendment to the By-laws: These By-laws may be amended, repealed or altered in whole or in part by a two-thirds majority vote of the Board of Directors present and voting at any regular or special meeting. Any proposal to amend, repeal or alter these By-laws shall be delivered in writing to members of the Board not less than 30 days before the meeting in which the proposal is to be considered.

Section 6. Dissolution: Upon dissolution of the Association for any reason, all assets of the Association shall be dedicated to purposes exempt from taxation under the Internal Revenue Code and regulations thereunder.

ARTICLE VIII - INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he/she is or was a director, officer, or employee of the Association (or serves, or served, any other corporation while he was a director, officer, or employee of the Association) shall be and hereby is indemnified by the Association against all judgments, fines, amounts paid in settlement and reasonable expenses including attorney's fees actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the full extent permitted and in the manner prescribed by law. In the case of the indemnification of a person who is or was an employee (rather than a director or officer) of the Association, such indemnification shall be, unless otherwise provided by law, to the same extent permitted and in the manner prescribed by the provisions of the Florida Not-For-Profit Corporation Law for the indemnification of directors and officers.

We the members of the Board of Directors of the Florida Association of Healthy Start Coalitions, Inc., certify that the foregoing Bylaws were duly adopted by the Board at the conference call meeting held on **October 8, 2009**.

signed copy on file at Healthy Start Coalition of Santa Rosa County, Inc.

President: Leslie Spurlock

Date

History:

Amended and adopted April 1997	Connie Smith, President
Amended and adopted October 2000	Fred Leonard, President
Amended and adopted October 2003	Cathy Cortez, President
Amended and adopted September 2005	Sarah Gosney, President
Amended and adopted November 2007	Mary Jo Plews, President