REGION 3 HEALTHCARE PREPAREDNESS COALITION CHARTER
(Revised & Approved 6/12)

MISSION STATEMENT
By promoting intra-regional cooperation and sharing of resources, the Region 3 Healthcare Preparedness Coalition will support local healthcare organizations to jointly respond to man-made or natural emergencies.

COALITION MEMBERSHIP
The Coalition is an inclusive body open to all organizations that provide or support health services within Grays Harbor, Lewis, Mason, Pacific and Thurston counties that wish to work collaboratively on emergency preparedness and response activities.

Voting membership of the organization is based upon participation and includes the following criteria:
1. Attendance by a representative of the organization at two (2) of the last three (3) meetings;
2. Votes are organization-based; each healthcare organization is entitled to one (1) vote, provided the criteria above are met.

ORGANIZATION/STRUCTURE
The Coalition will have:

1. An executive director for day to day operations;
2. An interdisciplinary executive committee comprised of voting members which will:
   a. elect a chair and vice-chair who will preside over meetings of the executive committee and general coalition membership meetings; and
   b. set the agenda for coalition meetings.
3. Sub-committees and workgroups as are 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.
REGION 3 HEALTHCARE PREPAREDNESS COALITION
BYLAWS

I. MEMBERSHIP

A. Coalition Membership
Membership to the coalition is open to all Region 3 healthcare organizations and jurisdictions that agree to work collaboratively on emergency preparedness and response activities.

1. 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.
2. Organization representatives are eligible to fill elective Coalition positions.
3. If an individual representing an organization withdraws from participation, the member organization will appoint a new representative within 90 days.
4. Individuals may represent more than one member organization, but must clearly be acting in the interests of each represented organization independently.
5. If there is uncertainty as to whether an organization is a “Region 3 health care organization or jurisdiction” majority vote by Active Coalition Members will determine.
6. Active Coalition Members are those coalition members who have established voting rights as in Section III B.
7. Inactive Coalition Members are those coalition members who have failed to establish voting rights per Section III B.

B. Partner Organizations Membership
Partner Organizations will be non-voting members. Partner Organizations will assign one to three representatives to attend Coalition meetings. Partner Organizations are as follows and may be changed from time to time by updating these bylaws.

1. Washington State Department of Health (WA DOH)
2. Region 3 Public Health Preparedness Council
3. West Region EMS and Trauma Care Council (WREMS)
4. Region 3 Homeland Security
5. Washington State Hospital Association
6. Washington Association of Community & Migrant Health Centers

C. Invited Non-Members
Region 3 collaborating organizations which are deemed not eligible for membership under Section I A 5 may nevertheless be invited to attend coalition meetings and activities by vote of the membership. Such invited organizations may fully engage in coalition discussions and other activities, but shall have no vote.

D. Membership Responsibilities:
1. Provide representation at coalition meetings and activities and ensure attendance
2. Participate in collaborative regional preparedness planning  
   a. Set priorities  
   b. Participate in the development of surge capacity plans, inter organizational agreements, and collaborative emergency response plans.  
3. Contribute to meeting coalition priorities, goals, and contractual deliverables  
4. Vote on questions placed before the membership  
5. Respond to regional emergencies and disasters in collaboration with other members  

E. Membership Roster  
A roster of member organizations will be maintained and updated from quarter to quarter.  
1. The roster will be published with the agenda of each Coalition meeting  
2. Each organization will be listed as appropriate as:  
   a. Active Coalition Member  
   b. In-active Coalition Member  
   c. Partner Organization Member  
   d. Invited Non-Member  
3. The roster may include, but does not necessarily require inclusion of representative’s names  

F. Membership Resignation  
Resignation must be submitted in writing to the coalition.  

II. MEETINGS  

A. Scheduling  
Coalition meetings will be scheduled at least quarterly. Written notice and agendas for all meetings of the membership shall be transmitted at least 5 working days in advance of the meetings.  

B. Venue  
Meetings will be held at locations convenient for members. Electronic (“Virtual”) meetings are allowed.  

C. Attendance  
Meetings may be attended in person, by conference call or by other electronic means.  

D. Emergency meetings  
Emergency meetings may be convened at the request of the Coalition Chair provided that written notice is given each member at least 5 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.  

E. Special Votes  
The Coalition may hold special votes 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. Voting shall be determined by a simple majority of a quorum of Active Coalition Members.
F: Quorum
Fifty percent of Active Coalition Members is a quorum.

G: Conducting Business
1. A quorum is necessary to conduct official Coalition business at a meeting.
2. Actions in a meeting shall be determined by a simple majority vote (excepting bylaw changes see section VI).
3. If a quorum is not present at a meeting, business will take place under the condition that any motions that are put forth to a vote will be presented to absent Active Coalition Members via email in order to receive a quorum vote. A reasonable amount of time will be allowed for receipt of absentee votes, not to exceed five business days from the date of the meeting. If a quorum is not obtained the motion fails.

III. VOTING

A. Votes
1. Each member organization will have one vote.
2. Proxy voting is not allowed.

B. Voting Eligibility:
1. Voting is restricted to Active Coalition Members.
2. Attendance by a representative of the organization at two (2) of the last three (3) meetings (excluding emergency meetings) defines Active Coalition Members with the right to vote.

IV. LEADERSHIP

A. Executive Committee
An interdisciplinary executive committee comprised of the representatives of five Active Coalition Members will be formed.

   1. Election
      a. To be eligible to stand for election to the executive committee an individual must have attended 2 of the last 3 Coalition meetings.
      b. Elections for membership to the executive committee will occur during the last meeting of the fiscal year.
      c. Any new vacancies on the executive committee will be filled as soon as possible by vote of the consortium members.
      d. The current executive committee may place nomination(s) for vacant position(s) on the agenda of the last meeting of the fiscal year for action by the membership
      e. Nominations from the floor to stand for executive committee may be made by Active Coalition Members during the last meeting of the fiscal year.
      f. Nominations should be made in a fashion to maintain the multidisciplinary composition of the executive committee
      g. Executive committee members will serve for two years. (However, the first election will designate two positions that will serve for only one year in order that subsequent terms will be staggered)
h. Special election may be called at any meeting to fill prematurely vacated executive committee position(s)
i. There is no limit to the number of successive terms an executive committee member may serve.

2. **Duties**
   a. Chose a Coalition Chair and Vice Chair from their number
   b. Review and approve meeting agendas
   c. Monitor Coalition projects and contract deliverables
   d. Support and advise the Executive Director

3. **Decision Making**
   a. Decisions of the executive committee will be made by consensus
   b. If no consensus can be reached then such question will be deferred to the next meeting of the Coalition

**B. Coalition Chair**
1. Chosen for a one year term for each calendar fiscal year from the membership of the executive committee by the executive committee.
2. Chairs Executive Committee and Coalition Meetings
3. Works closely with the Executive Director on current issues concerning the Coalition.
4. Available to the membership for information exchange concerning the Coalition
5. Acts in the general interests of the Coalition and its membership
6. Assumes additional duties from time to time and as appropriate to facilitate the function of the Coalition
7. The chair shall also serve as the official representative and spokesperson of the Coalition

**C. Coalition Vice Chair**
1. Chosen for a one year term for each calendar year from the membership of the executive committee by the executive committee.
2. Acts for the Chair in his/her absence.

**D. Coalition Executive Director**
1. Hired or Contracted by the Coalition
2. Responsible for management, day to day operations, and administrative support of the Coalition
3. May act under authority of the Chair as the designated representative and spokesperson of the Coalition.

**V. STANDING COMMITTEES**

1. Region 3 Healthcare Preparedness Coalition: Hospital Preparedness Committee
2. Region 3 Healthcare Preparedness Coalition: Exercise Planning Committee
VI. AMENDING THE BYLAWS

Amendment of these bylaws may take place at any meeting of the Coalition by a two-thirds majority vote of all Active Coalition Members provided a copy of such proposed amendment(s) are distributed at least thirty (30) days in advance of such meeting, and attached to the written notice for that meeting. If two thirds of all Active Coalition Members are not present at the Coalition meeting where such action is initiated, then the polling may be completed by email within 30 days.

VII. PARLIAMENTARY PROCEDURE

Roberts Rules of Order, (10th Edition) will be used to guide the conduct of any Coalition meeting.

VIII. LEGAL DISCLAIMER

Indemnification and Limits of Liability
This Charter and Bylaws shall not supersede any existing mutual aid agreement or agreements.

This Charter and 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 this Charter to indemnify, hold harmless and defend any other member from any claim, loss, harm, liability, damage, cost or expense caused by or resulting from the 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 this Charter, the member agrees to indemnify, hold harmless, and defend, to the fullest extent of the law, each signatory to this Charter, 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 this Charter.

APPROVAL OF CHARTER and BYLAWS: The Charter and Bylaws are adopted by a vote of the Region 3 Healthcare Preparedness Coalition membership.

Date Approved:  September 10, 2010
Revised 5/11/12 – Approved 6/12