

**Bylaws  
of  
Frederick County Health Care Coalition, Inc.**

**Article One – Name, Statement of Purpose, Offices**

**Section 1: Name:** The name of the organization shall be the Frederick County Health Care Coalition (hereinafter referred to as the “Corporation”).

**Section 2: Statement of Purpose:** The purpose for which the Corporation has been formed is to improve the availability, accessibility and affordability of quality health care to persons of need within Frederick County, Maryland and the surrounding areas.

**Section 3: Offices:** The principal office of the Corporation shall be in the state of Maryland. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within Maryland as the Board of Directors may from time to time determine.

**Article Two – Membership**

**Section 1: Board of Directors as Voting Members of the Corporation:** For purposes of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, and as permitted in Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, the Directors of the Corporation shall also constitute the members of the Corporation and shall be the only members of the Corporation with voting rights.

**Section 2: Patrons:** The Board may recognize patrons and volunteers to the Corporation, both corporate and individual. The Board may bestow such patrons and volunteers with the designation of a “member” of the Corporation, but such persons shall not have voting privileges or other rights or privileges with respect to the Corporation or its governance and shall not be deemed members of the Corporation for purposes of Title 5, Subtitle 2 of the Corporation and Associations Article of the Annotated Code of Maryland.

**Article Three – Board of Directors**

**Section 1: General Powers.** Subject to the limitations of the Articles of Incorporation, these Bylaws, and the General Corporation Law of Maryland, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

**Section 2: Number, Qualification.** The number of Directors shall be that number designated by the Board of Directors from time to time in accordance with these Bylaws, shall be an odd number, but shall never be less than seven. The number of Directors may be increased or decreased from time to time by the affirmative vote of the majority of the Board of Directors in accordance with these Bylaws. Persons shall be elected as Directors by the existing Directors of

the Corporation then holding office at the annual meeting of Directors and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

The Board of Directors shall consist of the following persons:

- (a) the elected chairperson or a representative of each standing committee or workgroup of the Corporation as designated by the Board;
- (b) one representative from Frederick Memorial Hospital as assigned by FMH and approved by the Board
- (c) one representative from the Frederick County Health Department as assigned by the FCHD and approved by the Board; and
- (d) one representative from the Frederick County Health Department as an ex-officio non-voting Board member
- (e) At least five at-large members, no more than two of whom shall represent the same organization.

**Election and Tenure.** The term of the Directors shall be two (2) years beginning with the directors elected to office on July 1, 2013. ) The Directors shall be elected by the existing board and by determining which candidates received most eligible votes for the number of open positions. Votes will be counted, verified, and the results announced at the Annual meeting. In the event of a tie there will be an immediate vote taken to break the tie. Terms are limited to two consecutive terms for Directors. .

**Section 3: Annual meetings.** The Board of Directors shall hold its annual meeting during the fourth quarter of each fiscal year at such place as the Board of Directors may designate, either within or without Maryland. If no designation is made, then the place of meeting shall be the principal office as designated in the Articles of Incorporation of the Corporation.

**Sections 4: Regular and Special Meetings.** Regular meetings of the Directors may be held without notice at such regularly designated time and place as shall be determined from time to time by the Directors. Such regular meetings shall be held on a monthly or a quarterly basis, as determined by the Directors. Any two or more Directors may request a special meeting, and the person calling such meeting may fix a reasonable time and place for such meeting.

**Section 5: Telephone/Internet Meetings.** Directors may participate in the meetings fo the Directors by means of conference telephone, internet or other similar communications equipment by which all persons involved in the communication can send and receive such communications to or from all other participants in real time. Participation in such communication shall constitute presence in person at such meeting.

**Section 6: Action without Meeting.** Any action of the Directors may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Directors. Such consent shall have the same effect as unanimous vote.

**Section 7: Notice and Waiver.** Notice of the annual meeting and any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by electronic mail, to each Director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of the meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 8: Quorum and Voting.** A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action or resolution of the Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. If there happens to be an even number of Directors currently in office, one-half of such members of the Board present constitutes a quorum.

**Section 9: Vacancies.** Any vacancy occurring in the Board of Directors may be filled at any annual, regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the remaining Directors present at such meeting, even though it may be less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office for the remainder of the term of the vacating Director and shall be subject to re-election upon the expiration of such term. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of the Directors or a special meeting of the Directors called for that purpose.

**Section 10: Removal.** At any meeting of the Directors, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Directors of the Corporation. New Directors may be elected by the remaining Directors for the un-expired terms of Directors removed from office at the same meetings in the same manner in which vacancies are filled as provided in Section 9 above.

**Section 11: Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

**Section 12: Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a reasonable fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

**Section 13: Nomination of Directors and Officers.** Not later than two months prior to each annual election of the Directors, the Directors shall appoint a nominating committee consisting

of three members. Such committee shall consider all available candidates for the directorships and offices to be filled at the forthcoming meeting and shall submit a slate of candidates at the meeting. Such submission shall be deemed a nomination of each person named. The Committee may recommend one or more persons for each vacancy to be filled. The Committee may recommend the same person for no more than two vacancies, so long as it would not create a conflict for such positions to be held by the same individual. At the annual meeting of the Directors, nominations for the directorships and offices to be filled at the meeting may also be made by the then serving Directors from the floor.

#### **Article Four – Officers**

**Section 1: Officers.** The Officers of the Corporation shall consist of the President, one or more Vice Presidents, the Secretary and the Treasurer, each of whom shall be elected by the Board of Directors. An individual may hold more than one office, except that no individual may hold the offices of both President and Vice President, or of President and Secretary. Each Officer of the Corporation must be a Director and no person who is not a Director may be an Officer. A failure to elect officers shall not affect the legal existence of the Corporation.

The Board of Directors may, by resolution, create the position(s) of “Executive Director” and/or “General Manager” of the Corporation, who need not necessarily be an officer of the Corporation or a member of the Board of Directors, and the Board of Directors may by resolution delegate unto such person(s) the power and authority to manage the day-to-day affairs of the Corporation. Such person(s) shall serve at the pleasure of the Board of Directors and maybe hired or discharged at any time by the Board of Directors [except as may be otherwise provided in applicable employment agreements between the Corporation and such person(s)].

**Section 2: Election and Term of Office.** The term of office for each Officer shall be two years. The Officers of the Corporation shall be elected for a two year term by the Board of Directors at its Annual Meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenience permits. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Section 3: Removal.** Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not in itself create contract rights.

**Section 4: Vacancies.** Vacancies in officers, however occasioned, may be filled at any time by election by the Board of Directors for un-expired terms of such office.

**Section 5: Duties.** The President shall preside at and chair all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the

Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The Vice President shall, in the absence of the President or in event of his or her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties from time to time may be assigned to him by the President or by the Board of Directors.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such accordance with the provisions of Article Seven of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, if the Corporation procures a seal, and see that any such seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these Bylaws; keep a register of the post-office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

**Section 6; Salaries.** The Officers shall not receive any stated salaries for their services, but shall be entitled to reimbursement for reasonable out-of-pocket expenses.

**Section 7: Delegation of Duties.** In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or to any other Director.

#### **Article Five – Executive and Other Committees**

**Section 1: Creation of Committees.** The Board of Directors may, by action or resolution in accordance with these Bylaws, designate one or more other committees from time to time.

**Section 2: Executive Committee.** An Executive Committee may be appointed by the Board of Directors.

The Executive Committee shall consult with and advise the Officers and Directors of the Corporation in carrying out the charitable purposes of the corporation and in the management of its affairs and shall have and may exercise, to the extent provided in any resolution of the Board of Directors such powers as are allowed by the Maryland law to be delegated to such committee.

**Section 3: Other Committees.** Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such other committee or committees.

**Section 4: Term of Office.** The Board of Directors shall by resolution from time to time set term limits for each member of the Executive Committee and the other committees of the Corporation and may stagger the term limits to provide continuity for each election cycle. No agency, organization or company shall have more than two representatives on the Executive Committee.

**Section 5: Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Section 6: Meetings.** Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days notice of the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings. In the absence of specific provisions in these Bylaws or regulations imposed by the Board of Directors, a committee may appoint a chairperson of its meetings if none has been appointed by the Board of Directors or is designated elsewhere in these Bylaws. If no committee chair has been appointed, or if at any meeting the chairperson is not present within five minutes after the time appointed for the holding of the meeting, the members present may choose one of their numbers to chair the meeting. A committee may not sub-delegate any of its powers or duties within its membership or to any other person or persons unless authorized to do so by the Board of Directors. Committee members may vote by proxy.

**Section 7: Vacancies; Removal.** Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any annual, regular or special meeting of the Board of Directors. Any member of the Executive Committee or of any other committee may be removed by the Board of Directors, with or without cause, at any annual, regular or special meeting of the Board of Directors.

**Section 8: Quorum.** At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business. If there is an equal number of members then in office, one-half (1/2) of the members shall constitute a quorum.

**Section 9: Manner of Acting.** The acts of a majority of the members of the Executive Committee or other Committees present at any meeting at which there is a quorum shall be the act of such committee.

**Section 10: Minutes.** The Executive Committee and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

**Section 11: Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

### **Article Six – Books, Records and Reports**

**Section 1: Report to Directors.** The Corporation shall send an annual report to its Directors and to any active patrons and volunteers requesting such annual report, not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

**Section 2: Inspection of Corporate Records.** All Directors, active patrons and volunteers of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Upon the written request of any Director, or active patron or volunteer, the Corporation shall mail to such person a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Director, or active patron or volunteer, in person or by agent, upon such voting person's written request.

### **Article Seven – Nonprofit Operation**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Directors or Officers without full consideration. No Director or Officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Directors and Officers without violating this provision.

### **Article Eight – Contacts, Checks, Deposits, and Funds**

**Section 1: Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into

any contract or execute and deliver any instrument in the name of an on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2: Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasure and countersigned by the President or Vice President of the Corporation.

**Section 3: Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4: Gifts.** The Board of Directors and any corporate officer so empowered by the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

#### **Article Nine – Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of the month of July and end of the last day of the month of June each year.

#### **Article Ten – Dues**

The collection of dues from patrons, if any, the amount thereof, the due date upon which the patrons must pay such dues, and other related items shall be established by the Board of Directors at its organizational meeting and at every annual meeting.

#### **Article Eleven – Corporate Seal**

The Board of Directors can elect to procure a seal for the Corporation at any time. A description of the seal and its actual imprint shall be placed within the Corporate Records.

#### **Article Twelve – Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Maryland General Corporation Laws or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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### **Article Thirteen – Indemnification**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, as is so described in this Corporation's Articles of Incorporation and also to the full extent permitted by the General Corporation laws of Maryland.

### **Article Fourteen – Bylaws and Amendments**

The Board of Directors shall be responsible for maintaining the Bylaws. The Bylaws must first be accepted by an affirmative majority vote of the Board of Directors at its first organizational meeting. Thereafter, these Bylaws may be altered, amended or replaced and new Bylaws may be adopted by an affirmative majority vote of the Board of Directors at any annual, regular or special meeting, provided that notice of such alteration, amendment or replacement is provided to the Directors prior to such meeting in the manner provided herein.