

Metropolitan Hospital Compact Committee Bylaws

Article I – Name and Purpose

The name of the association shall be the Metropolitan Hospital Compact Committee ('the Compact Committee'). The Compact Committee shall be a voluntary association of member hospitals who are signatories of the Metropolitan Hospital Compact and associated advisory members. The purpose of the Compact is to coordinate healthcare facility emergency planning for disasters and other special incidents affecting our communities and / or environments of care.

Article II – Membership

All seven county metropolitan area hospitals are offered membership in the Compact. Each signatory hospital providing emergency services to the community and receiving emergency ambulances is a member and will have one vote per hospital. Each signatory hospital which does NOT provide emergency services to the community and/or receive emergency ambulances is an associate member and will have one vote per hospital. Other organizations (American Red Cross, etc.) that have ongoing cooperation with the compact are advisory members and do not have voting membership.

Article III – Meetings

There shall be at least two meetings of the Compact Committee per calendar year, with additional meetings called as needed by the chair and agreed to by a majority of the membership. Members of the Compact Committee present at any meeting duly called shall constitute a quorum.

Article IV – Officers

Section 1. - The officers shall be Chair, Vice-Chair, and Secretary.

Section 2. – The line of succession shall be the Chair, followed by the Vice-Chair, followed by the Secretary.

Section 3. – The duties of the officers shall be as follows:

- A. Chair** – Shall be the executive officer of the Compact Committee. He/she shall preside over all meetings of the Compact Committee and shall perform all duties as usually pertain to the leadership of the Compact. The Chair may appoint committees as he/she deems necessary.
- B. Vice-Chair** – Shall perform the duties of the Chair in his/her absence and shall also attend to key issues as they relate to membership or as delegated by the Chair or the Compact Committee.
- C. Secretary** – Shall cause to be kept adequate and proper accounts of the meetings of the Compact Committee, its membership, and maintain signed copies of the Compact from member hospitals. The above officers will also serve as lead officers for the Senior Advisory Committee of the Metro Health and Medical Preparedness Coalition. The Compact Chair and Vice Chair will also serve as the

Coalition Chair and Vice Chair. The Compact Secretary will serve as the Alternate to the Coalition Vice Chair.

Section 4. – Election and removal of officers.

A. Election – General elections will occur after the first Compact Committee meeting of every odd-numbered year. Nominations will be taken from the floor and, after acceptance of the nomination by the candidate; the nominations for office will be included on a secret ballot that will be sent to the primary contact at each member hospital. Write-in votes for qualified candidates will also be accepted. The results will be tallied by the Secretary and announced to the membership. The membership will elect new officers every two years. No officer may serve more than two consecutive terms in his/her position. Only candidates representing member hospitals (and not associate member hospitals) may serve in an officer capacity. Unchallenged candidates may be elected on a voice vote at the first meeting of the odd-numbered year.

B. Removal – Any officer may be removed by a $\frac{3}{4}$ vote of the membership after being presented with a petition signed by at least $\frac{1}{2}$ of the members requesting a removal. An officer may resign his/her position at any time in a written notice to the membership. Should the Chair resign or be removed, the Vice-Chair will assume the functions of the Chair. Should the Vice-Chair resign or be removed, the Secretary will assume the functions of the Vice-Chair. Any vacancies so created will be filled by an appeal for nominations at the same meeting at which the vacancy is created or first recognized and will be voted on as above.

Article V – Amendments to the Bylaws

These bylaws may be amended by $\frac{2}{3}$ vote of the membership present at a meeting of the Compact Committee provided that the proposed amendment has been provided to the membership at least 30 days prior to the meeting. At the discretion of the Secretary a mailed or emailed vote may be taken with the same provisions as above if a formal membership meeting is not appropriate.

Article VI – Amendments to the Compact

The compact may be amended by the agreement of the member hospitals. Requests for amendments must be approved by the Chair. Any amendment so proposed must enhance or clarify the compact in existence in order to be considered and must uniformly promote emergency preparedness efforts for involved hospitals. All amendments must be provided to the membership at least 30 days prior to the meeting / vote.

Article VII – General Business of the Compact Committee

Motions pertaining to the general business of the Compact Committee including but not limited to resolutions, statements of agreement, and other business may be approved by 2/3 vote of the membership present at a duly called meeting of the Compact Committee.

When a vote is required at a meeting of the compact committee and a hospital representative cannot be present at the meeting, the representative may designate a proxy to vote for the facility. Proxies should be designated in advance of a meeting of the compact committee via email notification to the Secretary. In the absence of a proxy designation, no vote may be registered for the facility.

Article VIII – Indemnification

To the fullest extent provided for under Minnesota law, no officer of the Compact Committee shall be liable for monetary damages for an act or omission in the officer's capacity unless said act or omissions which: (1) involve intentional misconduct or a known violation of the law or (2) involve a transaction from which said officer received improper benefit.

Article IX – Miscellaneous

Section 1. –All records and meetings of the Compact and its Committee shall be open. Records shall be available to the membership at any reasonable time.

Section 2. – 'Robert's Rules of Order' except when in conflict with the bylaws above shall control all meetings of the Compact Committee as required to conduct the Committee's business and discussion.

Adopted by the Metropolitan Hospital Compact Committee September 18, 2002

Amended and approved December 5, 2011

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