

**SAMPLE: BYLAWS OF  
DUPAGE HEALTH COALITION**  
[RETURN TO TOC](#)

**Name**

The name of the organization is DuPage Health Coalition.

**Purpose**

The purpose of the DuPage Health Coalition (hereinafter referred to as the “Corporation”) is to develop and sustain in DuPage County a system for effectively and efficiently managing the health of low-income populations across the continuum of care.

A key strategy for fulfilling this purpose is the Access DuPage program, which the DuPage Safety Net Coalition is accountable for managing. The purpose of the Access DuPage program is to provide access to medical care to low-income, medically uninsured residents of DuPage County.

**Members**

*Members.*

The Members of the Corporation shall be the following organizations: Access Community Health Network; Adventist Midwest Health; Advocate Good Samaritan Hospital; Central DuPage Hospital; DuPage Community Clinic; DuPage County Board of Health; DuPage County Community Services; DuPage County Medical Society; DuPage Federation on Human Services; DuPage Medical Group; Elmhurst Memorial Hospital; Edward Hospital; and Marianjoy Rehabilitation Hospital (collectively, the “Members”).

*New Members.*

Additional Members may be added by majority vote of the existing Members. Any Member may designate an affiliate organization to take its place as a Member of the Corporation, without any additional approval from the other Members. For the purposes of this Agreement, an affiliate of another Person shall be deemed to include a natural person, corporation, trust, company, estate, unincorporated association, partnership, limited liability corporation, limited liability partnership or other entity and/or any officer, director, partner or agent of such Person, together with any entity on whose behalf said Person acts, and shall also include any Person who directly or indirectly owns, controls or holds with power to vote, 10% or more of the outstanding voting securities of such Person (“Person”).

*Powers of the Members.*

The Members shall have such powers as are provided for in the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Illinois, including, but not limited to, the exclusive power to:

Elect, remove and replace members of the Board of Directors of the Corporation.

Approve, before they may become effective, all amendments to the Articles of Incorporation of the Corporation proposed by the Corporation Board of Directors and enact or amend Articles of Incorporation for the Corporation in the discretion of Members.

Approve a plan of dissolution or liquidation of the Corporation or a plan of merger or consolidation of the Corporation with another corporation.

Adopt, or permit the adoption of, any annual or long-term capital or operational budget of the Corporation or of any affiliate or subsidiary of the Corporation.

Authorize any transaction providing for the sale or other disposition of all or substantially all of the assets of the Corporation

Approve, or permit the approval of, any long-term borrowing of money for capital needs by the Corporation or by any affiliate or subsidiary of the Corporation.

Approve, before it may become effective, the creation of any taxable or tax-exempt subsidiary organization of the Corporation.

Adopt policies which may impose obligations upon the Corporation Board of Directors or limitations on the powers of the Corporation Board of Directors which shall be consistent with these Bylaws and the Corporation Articles of Incorporation, provided that the policies shall first be submitted to the Corporation Board of Directors for comment upon no less than thirty (30) days prior written notice. Any policies as described above which are adopted by the Members shall be delivered to the Chairman, President or Secretary of the Corporation, signed by an authorized Member, and shall be effective as of the date of delivery.

The Members or such representative as the Members may designate in writing to the Secretary of the Board of Directors of the Corporation may exercise the powers of Members.

*No Member Certificates.*

No Member certificates for the Corporation shall be required.  
*Delegates.*

Each Member of the Corporation shall designate one (1) individual to serve as its designated delegate. Members of the Corporation shall exercise all of their rights through such designated delegates, and the votes of the delegates in any meeting shall be the votes of the Members at such meeting. Each delegate shall be entitled to one (1) vote at any meeting of Members.

*Annual Meetings.*

The Members shall hold their annual meeting at a place located within DuPage County at a time and place to be designated by the majority of the Members. The annual meeting of the Members shall be scheduled on the same date as, and to immediately precede, the annual meeting of the Board of Directors.

*Special Meetings.*

Special meetings of the Members may be called by the president of the Corporation, the chairperson of the Corporation Board of Directors at the order of the Board of Directors, or at any time by a written request stating the date and reason for having a special meeting signed by twenty-five (25 %) percent of the Members and is delivered to the chairperson of the Board of Directors at least fifteen (15) days before the date of the requested meeting.

*Notice of Meetings.*

Notice of any special meeting of the Members shall be given at least five (5) and no more than sixty (60) days before the date of the meeting by written notice delivered personally or sent by mail and/or facsimile to each Member at the address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid. If notice is to be given by facsimile, such notice shall be deemed to be delivered when the facsimile is received. Any Member may waive notice of any meeting. The attendance of a Member's delegate at any meeting shall constitute a waiver of notice of such meeting, except where a delegate attends a meeting for the express purpose of objecting to

the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Members need be specified in the notice or waiver of notice of such meeting. For a special meeting, the purpose or purposes for the meeting shall be stated in the notice.

*Quorum.*

A quorum shall consist of fifty (50%) percent of the eligible Members represented by a delegate for each Member in good standing. The delegates present at a duly-called or held meeting at which a quorum is present may continue to do business notwithstanding the withdrawal of enough delegates to leave less than a quorum.

*Informal Action.*

Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof, or (b) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. If the consent is signed by less than all Members entitled to vote, then the consent shall become effective only (a) if, at least five (5) days prior to the effective date of such consent, a notice of the proposed action is given in writing to all of the Members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of the action, prompt written notice is given to all Members of the talking of the action without a meeting.

*Telephonic Meetings.*

The Members may participate in and act at any meeting of such Members through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **Board of Directors**

*General Powers.*

The affairs of the Corporation shall be exclusively managed by its Board of Directors, and they shall be vested with the right to vote upon all matters affecting the Corporation, subject to the limitations set forth in Article III.

*Number and Qualifications.*

The Board of Directors will number up to twenty (20) directors. Board members shall consist of interested persons distinguished by their achievement and good judgment who have expertise in areas which will aid the Corporation in the development of programs and policies, and who shall broadly represent the community in DuPage County and the members of the Access DuPage collaboration. The composition of the Board shall include at least one (1) director member who meets each of the following qualifications: a representative of the hospitals located within DuPage County; a physician who resides or practices within DuPage County; a representative of a DuPage County governmental organization; a representative of a community organization serving the residents of DuPage County; and a resident of DuPage County who does not work in the health care field.

*Terms of Office of Directors.*

Except as otherwise provided herein, the term of each director shall be three (3) years. The directors elected at the organizational meeting of the Board of Directors shall determine the initial tenure of office of the first Board so that the term of at least one-third (1/3) of such directors shall expire each year. Thereafter, at each annual meeting of the directors, the directors whose terms then expire may be elected for one or two three (3) year terms. No director shall serve for more than two (2) consecutive three-year terms at any one time.

*Voting.*

Each director shall be entitled to one (1) vote on each proposition submitted to vote.

*Removal of Directors.*

Any elected director may be removed from the Board, with or without cause, by (a) a majority vote of the Members at a meeting where the notice for such meeting states that a purpose of the meeting is to vote on the removal of a director(s) who are named in the notice, or (b) a two-thirds vote of the Board of Directors, whenever in their judgment the best interests of the Corporation would be served thereby. Written notice of such contemplated action shall be given at least two (2) weeks prior to the meeting at which a vote on such matter is contemplated.

*Vacancies.*

Any vacancy occurring in the Board of Directors by reason of the resignation, death, removal, disqualification or otherwise may be filled by the Members from the candidates presented by the Nominating Committee for the unexpired portion of the term. Whenever any director fails to attend three (3) regularly scheduled consecutive meetings of the Board, the Board may declare the position vacant.

*Meetings.*

There shall be at least four (4) quarterly regular meetings of the Board of Directors annually. The first meeting of the fiscal year will be the annual meeting. The annual meeting of the Board of Directors shall be scheduled on the same date as, and to immediately follow, the annual meeting of the Members. The Members shall be invited to attend the annual meeting of the Board of Directors. The chairperson may call special meetings of the Board of Directors and shall call special meetings upon the written request of six (6) directors.

*Notice.*

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail and/or facsimile to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid. If notice is to be given by facsimile, such notice shall be deemed to be delivered when the facsimile is received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

*Quorum.*

One-half of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than one-half of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

*Manner of Acting.*

The act 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, except where otherwise provided by law or by these bylaws.

*Informal Action.*

Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of the directors may be taken without a meeting and without a vote, if a consent in writing, setting

forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such unanimous written consent may be signed in counterparts.

*Telephonic Meetings.*

The Board of Directors or any committee of the Board of Directors may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

*Compensation.*

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

*Conflict of Interest.*

Any possible conflict of interest on the part of a director shall be disclosed to the Board of Directors. When any such interest becomes a matter for action of the Board of Directors, such director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which action of the Board of Directors is to be taken on the interest. The Director may, however, briefly state a position on the matter, and answer pertinent questions of members of the Board of Directors. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**Officers**

*Officers.*

The officers of the Corporation shall be a chairperson, one or more vice-chairs (the number thereof to be determined by the Board of Directors), a president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. Other than the offices of chairperson and president, the same person may hold any two offices. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed.

*Election and Term of Office.*

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Such officers shall come from among the members of the Board of Directors and shall be nominated by the Nominating Committee. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

*Removal.*

The Board of Directors may remove any officer elected or appointed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

*Vacancies.*

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

*Chairperson.*

The chairperson shall in general supervise the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she 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 chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

*Vice-Chair.*

In the absence of the chairperson or in the event of his or her inability or refusal to act, the vice-chair (or in the event there be more than one vice-chair, the vice-chairs, in order of their appointment), shall have all the powers of and be subject to all the restrictions upon the chairperson. Any vice-chair shall perform such other duties as from time to time may be assigned to him or her by the chairperson or by the Board of Directors.

*President.*

A President shall be appointed by and report to the Board of Directors. The President shall serve as the Chief Executive Officer of the Corporation and shall be a non-voting member of the Board of Directors. The President shall assist the secretary in keeping a record of the proceedings of the Board of Directors and the Executive Committee. Further, the President will be responsible for the general day-to-day operation of the Corporation and supervision of the Corporation's staff.

*Treasurer.*

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident of the office of treasurer and such other duties as from time to time may be assigned to him or her by the chairperson or by the Board of Directors.

*Secretary.*

The secretary shall keep the minutes of the meetings of the Corporation and 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 by-laws or as required by law; be custodian of the Corporation records, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these by-laws; 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 chairperson or by the Board of Directors.

**Committees**

*Committees.*

The Board of Directors, by resolution, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the governance of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any director of any such committee or any director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property

and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed upon it, him or her by law. Unless otherwise provided for in these bylaws, the chairman of the Board of Directors shall have the responsibility for appointing the individuals who are to serve as members of any committee that is designated by the Board of Directors.

*Standing Committees.*

Standing committees will be those committees appointed to permanently serve the Board, consisting of the following:

**Executive Committee.** The Executive Committee shall consist of the officers of the Corporation, and shall be chaired by the Board Chairperson. The president of the Corporation shall serve ex officio, without vote. The Executive Committee shall conduct the day-to-day business of the organization between Board meetings, shall review program objectives and progress in working toward these goals, and report to the Board at regular meetings regarding the action taken by the Executive Committee which requires ratification by the Board. The Executive Committee shall also be charged with the task of reviewing policies, appointments and other actions recommended by any of the other committees and with managing budgets and resources. In addition, it shall be the responsibility of the Executive Committee to conduct an annual review of the performance of the president. Meetings shall be held as needed and called by any director who serves on the committee. A quorum shall be a majority of the directors serving on the Executive Committee.

**Nominating Committee.** The Nominating Committee is charged with: (1) identifying and/or recruiting candidates for Board directorship in accordance with Board policy, (2) annually nominating the officers of the Corporation, and (3) reviewing the expiring director terms on an annual basis, and making recommendations for the re-election of directors who are so eligible. The Board of Directors shall appoint the Nominating Committee each year, and the Nominating Committee shall select a chair from within their number.

*Ad Hoc Committees.*

These are committees other than the standing committees and may be appointed from time to time by the Board for the purpose of performing specific tasks outside the scope of the standing committees. Any member thereof may be removed by the Board whenever in its judgment the best interest of the Corporation shall be served by such removal.

*Term of Office.*

Each individual committee member shall continue to serve as follows: (a) until the next annual meeting of the directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, (b) until such committee member resigns or is removed from such committee, or (c) until such committee member shall cease to qualify as a committee person thereof.

*Chairperson.*

One member of each committee shall be appointed chairperson by the Board of Directors. However, the Nominating Committee chairperson shall be appointed as set forth herein above.

*Vacancies.*

Vacancies in any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

*Rules.*

Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors.

**Operating Procedures**

*Parliamentary Authority.*

Parliamentary procedure at all meetings of the Board of Directors and its committees shall be in accordance with Robert's Rules of Order as revised.

*Operating Procedures.*

The Board of Directors may adopt such standard operating procedures regarding fiscal, personnel and other matters, as it shall deem appropriate.

**Financial Administration**

*Fiscal Year.*

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each calendar year. The Board of Directors may change the dates of the fiscal year in accordance with these bylaws.

*Budget.*

The Board of Directors shall approve an official budget each year at the annual meeting or as soon thereafter as is feasible. The budget shall set forth the anticipated amounts and sources of revenue and planned expenses and may not show expenses which exceed anticipated revenues. The Board may amend the official budget.

*Checks, Drafts, Etc.*

All checks, drafts or other orders for the payment of money in the name of the Corporation shall be signed by such officer or agent of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer and countersigned by one of the other officers (chair, vice-chair or secretary).

*Contract.*

Subject to the provisions and limitations stated in Section 2 of this Article, the Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

*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 shall select.

**Indemnification of Officers, Directors, Employees or Agents**

*Actions Other Than by or in the Right of the Corporation.*

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or



investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that such person's conduct was unlawful.

*Actions by or in the Right of the Corporation.*

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

*Indemnification Against Expenses.*

To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article IX, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

*Authorization of Indemnification.*

Any indemnification under Sections 1 and 2 of this Article IX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made (1) by the Corporation Board of Directors by a majority vote of a quorum consisting of the Corporation directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested the Corporation directors so directs, by independent legal counsel in a written opinion, or (3) by the Members.

*Payment of Expenses in Advance.*

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Corporation Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article IX.

*Provisions Not Exclusive.*

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the Members or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

*Insurance.*

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article IX.

**Amendments to Bylaws**

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a simple majority of the Members present at any regular or special meeting, provided that at least five (5) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Approved: July 2001

Amended: May 16, 2007