# TENNESSEE CHARITABLE CARE NETWORK 

Approved by Board of Directors<br>February 25, 2014<br>Updated by Board of Directors<br>October 22, 2015

## ARTICLE I <br> NAME AND ADDRESS

The name of this corporation shall be Tennessee Charitable Care Network (hereinafter "TCCN"). The Board of Directors may designate other names for specific activities and programs as it deems appropriate.

## ARTICLE II <br> MISSION

The mission of TCCN is to provide support, education, and representation for nonprofit organizations that provide charitable health care services to low-income, uninsured and underserved Tennesseans.

## ARTICLE III MEMBERSHIP

Section 3.1 CRITERIA FOR ORGANIZATIONAL MEMBERSHIP. In order to be eligible to participate in or receive services from TCCN, and to have a representative serve on and/or vote to elect members to the TCCN Board of Directors, organizations shall meet the following criteria:
a. be recognized by the IRS as a not-for-profit 501(c)(3) tax-exempt organization or be a distinct part of an existing 501(c)(3) tax exempt organization;
b. be located in the State of Tennessee or serve residents of the State of Tennessee;
c. have as a primary mission to provide health care services to low-income, uninsured and/or underserved individuals;
d. provide one or more of the following services: medical care, dental care, mental health care or prescription medications; and,
e. not be designated a federally qualified health center (an "FQHC") or an FQHC Look Alike; or
f. organizations that align with TCCN's mission at the discretion of the Board

Section 3.2 CRITRIA FOR ASSOCIATE MEMBERSHIP. Any individual or organization that supports the mission and vision of TCCN but does not meet the criteria for Organizational Membership may apply to join as an Associate Member.

Section 3.3 APPLICATION FOR MEMBERSHIP. Eligible individuals and organizations may apply for membership. Applications shall be reviewed and accepted or denied at the sole discretion of the TCCN Board of Directors, or a Committee or employee designated by the Board.

Section 3.4 VOTING PRIVILEGES. Each Member organization (a "Member") shall have one vote on matters on which Members are authorized to vote. Associate Membership is a nonvoting membership.

Section 3.5 ANNUAL MEETING. A meeting of member organizations during the year shall be designated as the "Annual Meeting," at which new Board members are elected and other formal annual business is conducted. One third of the Member organizations then belonging to TCCN shall constitute a quorum. Upon the establishment of a quorum, a vote of a majority of the member organizations present shall be required to elect new Board members of the corporation and take other actions related to the corporation. Member organizations, upon a vote of onethird of those then participating in TCCN, may call other meetings as necessary.

Section 3.6 TERMINATION OF MEMBERSHIP. The Membership of any Member may be suspended or terminated by an affirmative vote of at least two-thirds (2/3) of the TCCN Board of Directors. The membership of any organization is automatically terminated if such organization becomes ineligible for membership under the criteria set forth in Section 3.1 above. Membership may be suspended or terminated by the affirmative vote of the TCCN Board of Directors if such Member is in default in the payment of membership dues and such Member has been in default of the payment of membership dues for a period of 90 days. If, at the time of the Member organization's termination, a representative of the Member is serving on the TCCN Board of Directors, that Board member may be allowed to continue as a non-clinic-affiliated Board member if so voted by a majority of the Board.

Section 3.7 RESIGNATION. Any Member organization may resign from participation in TCCN at any time by filing a written notice of resignation with the Secretary of the TCCN Board of Directors, or his or her designee. The resignation of a Member organization shall not relieve such Member from any obligation or commitment made to TCCN prior to the resignation date, including any obligation to pay any outstanding membership dues, assessments, fees or other charges. If, at the time of the Member organization's resignation, a representative of the

Member is serving on the TCCN Board of Directors, that Board member may be allowed to continue as a non-clinic-affiliated Board member if so voted by a majority of the Board.

Section 3.8 REINSTATEMENT. The Board of Directors may reinstate any former Member (a "Former Member") upon an affirmative vote of at least two-thirds (2/3) of the Board. No Former Member shall be eligible for reinstatement unless such Former Member meets all applicable qualifications and requirements for Membership under the criteria set forth in Section 3.1 above.

Section 3.9 TRANSFER OF MEMBERSHIP. Membership in TCCN is not transferable or assignable.

Section 3.910 ANNUAL DUES, FEES AND ASSESSMENTS. TCCN may establish and levy annual dues, fees, and assessments payable by the Members as determined by the Board of Directors.

Section 3.11 CONTACT INFORMATION. Members shall provide accurate, up-to-date contact information to the Secretary of the TCCN Board of Directors, or his or her designee. Such contact information must include, at a minimum, telephone numbers and United States postal and electronic mail addresses.

Section 3.12 STATUTORY MEMBERSHIP. Individual members of the TCCN Board of Directors shall constitute the statutory membership of the corporation. The TCCN shall not have "members" within the statutory meaning of Tenn. Code Ann. Sec. 48-52-102(a)(8). Member organizations shall have the right to exercise powers granted to them by the Board.

## ARTICLE IV <br> BOARD OF DIRECTORS

Section 4.1 NUMBER AND COMPOSITION. The number of Board members (or "Directors") shall consist of at least nine and no more than 15 persons. Directors shall be persons who have demonstrated their interest in the provision of charitable healthcare to low-income, uninsured and underserved Tennesseans. A majority of the Directors shall be directly affiliated with a Member organization. No Director shall be an employee of TCCN, or spouse, child, parent, or sibling of an employee by blood or marriage. No two members of any family shall serve on the Board at the same time. No two representatives of a Member organization shall serve on the Board at the same time. Directors must be 18 years or older at the time of election. The Executive Director shall not be a member of the Board, but is entitled to notice of and the right to attend board meetings. (except for those portions of the meetings that concern the Executive Director's salary or performance). The Executive Director has a duty to provide support for the Board's work.

Section 4.2 ELECTION. A slate of nominees for TCCN Board membership shall be prepared and presented by the Nominating Committee, which shall consist of three persons appointed by the Chair of the TCCN Board of Directors. A majority of Members present at an Annual

Meeting at which a quorum is established may also nominate candidates for the TCCN Board of Directors. Directors shall be elected by a majority vote of Members present at an Annual Meeting at which a quorum is established.

Section 4.3 TERMS. Each Director shall serve for a term of three years, and may be re-elected to serve a second three year term. Initially, one-third of the Directors shall serve three year terms, one-third shall serve two year terms, and one-third shall serve one year terms. Terms shall be established so that one-third of the Directors may be elected each year. No Director shall serve more than six years consecutively. A Director whose term ends may, after an absence of one year, be eligible to be elected to the Board again.

Section 4.4 REMOVAL. A Director may be removed for any reason by a vote of two-thirds of the Board. A Director who has missed three or more consecutive meetings may be removed by a majority vote of the Board.

Section 4.5 VACANCIES. Vacancies may be filled at any time by a majority vote of the Board.
Section 4.6 GENERAL POWERS. The Board of Directors shall constitute the governing body of the corporation. The Board shall govern the business and affairs of the corporation. It shall have all powers necessary to carry out the mission of the corporation as set forth in Article II. The Board shall have the authority to hire and dismiss the Executive Director as necessary in order to carry out the objectives of the corporation.

Section 4.7 MEETINGS. Meetings of the Board of Directors shall be held at least four times each year, at a reasonable time and place designated by the Chair. The Chair may designate additional meeting dates. One-third of the Board members then in office may, by written request, schedule additional meetings.

Section 4.8 NOTICE OF MEETINGS. Board members shall receive ten days notice in advance of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, electronic means, or by any other reasonable method.

Section 4.9 WAIVER OF NOTICE. A Director may, in writing, waive notice of any meeting of the Board of Directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 4.10 ADJOURNMENT. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 4.11 ACTION WITHOUT A MEETING. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as
valid as though it had been authorized at a meeting of the Board. Copies of the written consents shall be entered into the "minutes book."

Section 4.12 ATTENDANCE BY TELEPHONE. If a Director is not reasonably able to attend a meeting, the Board Chair may authorize participation by telephone in advance of the meeting. The absent Director must be able to hear, or be advised of the discussion of business, and other Board members must be able to hear, or be advised of the absent Director's votes or comments. An absent Director participating by telephone may count toward a quorum.

Section 4.13 RESIGNATIONS. Any Director may resign at any time by giving notice of resignation to the Secretary or Chair of the Board of Directors.

Section 4.14 QUORUM. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.15 MANNER OF ACTING. The action of a majority of the Directors then present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of the Tennessee Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. A time-sensitive or urgent issue may be voted upon by the Directors without a formal meeting through polling by phone or email. The action of a majority of the Directors is required.

Section 4.16 PROXY VOTING. There shall be no proxy voting. Upon a vote of a majority of Board members then in office, the Board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to Board members at least 30 days prior to the meeting at which proxy voting on the resolution is proposed.

Section 4.17 COMMITTEES. The Board of Directors may establish, from time to time, such Committees as it deems necessary to carry out its purposes. The resolution or policy establishing such Committees shall state the job products, authority, and composition of each Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law, the Articles of Incorporation or these Bylaws.

Section 4.18 COMPENSATION OF BOARD MEMBERS. No member of the Board of Directors shall receive any salary or compensation for service as a Director. No Board member shall receive any service or benefit not provided to the general public. Board members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Board members may also receive reasonable compensation for goods and services provided to the corporation.

## ARTICLE V OFFICERS

Section 5.1 NUMBER AND QUALIFICATION. The officers of the corporation shall be Chair, Vice Chair, Secretary and Treasurer. Officers shall be members of the Board of Directors. A different Director must hold each office.

Section 5.2 ELECTION AND TERM OF OFFICE. The Board of Directors shall elect the officers of the corporation. The officers shall serve a one year term or until a successor is elected or until resignation or removal.

Section 5.3 RESIGNATION. Any officer may resign by giving written notice to the Secretary or Chair of the Board of Directors.

Section 5.4 REMOVAL. The Board of Directors may remove any officer by a vote of twothirds of the Board whenever in its judgment the best interests of the corporation would be served. The vote to remove an officer from his or her office does not constitute a vote to remove the officer from the Board.

Section 5.5 CHAIR. The Chair shall be the chief governing officer of the Corporation and, subject to the Board's control, shall preside over all Board meetings and shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

Section 5.6 VICE CHAIR. In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

Section 5.7 SECRETARY. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the Board of Directors; shall give, or cause to be given, notice of all meetings of the Board of Directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all who are Members of the corporation. Such books shall be open for inspection as provided by law. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

Section 5.8 TREASURER. The Treasurer shall have custody of all corporate funds, property, and securities, subject to such regulations as may be imposed by the Board of Directors, including but not limited to the Board's delegation of some or all of this responsibility to the Executive Director. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the Board of Directors, subject to such regulations as may be imposed by the Board of Directors, including but not limited to the Board's delegation of some or all of this responsibility to the Executive Director. The Treasurer shall ensure that the Board receives financial statements at such intervals as the Board shall direct.

## ARTICLE VI <br> STAFF

Section 6.1 EXECUTIVE DIRECTOR. The Board of Directors may, at its discretion, recruit and employ a chief executive officer, who shall be referred to as "Executive Director." The Executive Director shall have the authority and responsibility for the management and day-today operations of the corporation, subject to policies of the Board. The Executive Director is accountable to the Board of Directors as a whole and not to any officer, committee, or individual Board member. The Executive Director shall not be a be a member of the Board, but is entitled to notice of Board meetings, and is expected to attend meetings of the Board and provide support for the Board's work.

Section 6.2 OTHER STAFF. All other staff shall be hired by, supervised by, and accountable to the Executive Director.

Section 6.3 HIRING POLICIES. Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy. The corporation shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any Board member, of the Executive Director, or of any person who will supervise the employee.

## ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 FISCAL YEAR. The corporation's fiscal year shall begin on January 1 and end on December 31.

Section 7.2 ANNUAL AUDIT. The Board of Directors shall ensure that an audit (or review) of the year-end financial statement is conducted annually by an independent certified public accountant and presented to the Board in any year in which the organization's revenues, excluding grants received from government agencies and 501(c)(3)private foundations, exceeds $\$ 500,000$.

Section 7.3 FISCAL POLICY. The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks, the obligation of funds, approval of contracts, leases, deeds and mortgages, and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

Section 7.4 SEAL. The corporation shall not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

Section 7.5. PARLIAMENTARY PROCEDURES. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## ARTICLE VIII AMENDMENTS TO THE CHARTER AND BYLAWS

The Charter and these Bylaws may be amended, supplemented, or repealed by a two-thirds vote of the Directors present at any meeting at which a quorum is present. Before Directors may vote on an amendment to the Charter or Bylaws, notice must be given to Directors of the proposed amendment at a prior meeting of the Board, and in no case less than 30 days before the amendment is to be considered. These Bylaws shall become effective upon approval by the Board of Directors.

