



BRIGHT Coalition, Inc. Meeting Minutes: 06/27/2017 @ 11:30am

**Members Present:**

Jason Marshall	Chris Keyser	Jacy Wooley
Jeff Moore	Steve Caven	John Lillybridge
Elisha Fisher	Dennis Chaney	Lisa Goldy
Leeann Hennion	Diana Sprowl	Jon Lawson
Sharli Rogers	Joe Dan Beavers	Kathy Thweat
Kelly Lyon	Sri Seshadri	Rita Powell
Annette Runyon	Alexis Bigham	Lisa Houchin
Treva Shirley	Cecilia Watkins	Elizabeth Westbrook
Jennifer Wilson	Joy Graham	Alex Gilpin
Julia Deeb	Donnie Fitzpatrick	Chris Thorn

BRDHD Intern: India Glasser

**A quorum of 20 or more Coalition members was present.**

This was a Special Called BRIGHT Coalition, Inc. meeting in order to make some decisions on recommendations in changes in our Articles of Incorporation as suggested by Rebekah McKinney, a local attorney who is helping us with our 501(c)3 application.

**Discussion on By-Laws**

- Jason Marshall reviewed the revisions in our by-laws, which had just been approved by the Board earlier that morning. A copy of the proposed by-laws is attached to these minutes.
- One additional change was using the phrase Bright Coalition, Inc. throughout the by-laws.
- One additional change was to remove the number of health priorities in order to give the coalition freedom to name as few or as many as necessary.



**Discussion on Establishing a Checking Account**

The Board earlier that morning approved the following action:

BRIGHT Coalition, Inc. will establish a checking account requiring two (2) signatories for all disbursements, allowing three (3) Board members to be on the account: Chair, Vice-Chair and Treasurer, at Independence Bank in Bowling Green, Kentucky.

**Discussion on Articles of Incorporation**

Jason Marshall reviewed a handout (attached to these minutes) of the proposed changes in the Articles of Incorporation.

The proposed changes were approved in a Motion by Jason Marshall, seconded by Dennis Chaney. Motion carried unanimously.

Jason Marshall will get this document to Rebekah McKinney, a local attorney who is helping us with our 501(c)3 application.

**Next Meeting:** Tuesday, August 8, 2017 at 11:30am

Respectfully Submitted,  
Dennis Chaney



## ADDENDUM I (BRIGHT Coalition, Inc. By-laws)

### BY-LAWS

**Approved May 10, 2016 – Amended June 27, 2017**

#### ARTICLE I – NAME AND PURPOSE

*Section 1 – Name:* The name of the organization shall be BRIGHT Coalition, Inc. It shall be a nonprofit organization under the laws of the Commonwealth of Kentucky.

*Section 2 – Purpose:* The BRIGHT Coalition, Inc. is organized exclusively for scientific, educational, charitable and religious purposes as defined under Section 501 of the Internal Revenue Code including such purposes as to provide resources and support for the improvement of our health within the places where we live, work, play and learn.

*Section 3 – Vision statement:* BRIGHT Coalition, Inc. envisions every resident in the Barren River Area Development District will have the best quality of life possible by ensuring a safe place to live, work and play. Healthy individuals, families, and communities are the cornerstone of this vision and include equal opportunities to be healthy with an emphasis on personal responsibility for their own health and wellness and collaboration among all stakeholders.

*Vision for the local healthcare services system* – A Barren River healthcare delivery system that: (1) Strives to offer equal health care access to all; (2) Focuses on nationally recognized quality indicators; and (3) Promotes prevention strategies that include health education and behavior modification.



## ARTICLE II – BRIGHT COALITION MEMBERSHIP

*Section 1 – Eligibility for membership:* Coalition membership will remain open to any individual or organizational representative who is interested and who supports the coalition’s purpose and vision. BRIGHT Coalition, Inc. members are not required to contribute membership dues, but are encouraged to participate (as an individual or an organization) in the contribution of funding for specific projects, or to support ongoing coalition operation.

*Section 2 – Resignation and termination:* Any coalition members who recognize that they or their organization can no longer participate should notify the Board Secretary. If the organization will be replacing them, they are encouraged to work with the Board on this transition.

## ARTICLE III – MEETINGS OF COALITION GENERAL MEMBERSHIP

*Section 1 – Regular meetings:* Regular meetings of the members shall be held bi-monthly or per a schedule agreed upon by members. They shall be held at the Barren River Area Development District (BRADD) Office from 11:30 am to 1:30 pm on a date designated by the Board of Directors.

*Section 2 – Annual meetings:* A BRIGHT Coalition, Inc. meeting within the 4th quarter of each year shall serve as the coalition’s Annual Meeting, unless otherwise designated by the Board of Directors. At the annual meeting the members shall elect directors and officers, receive reports on BRIGHT Coalition, Inc. member activities, and determine the direction of the coalition for the coming year.

*Section 3 – Special meetings:* Special meetings may be called by the Chair or a simple majority vote of the Board of Directors. If necessary for operations, this may include an electronic meeting for a special issue, vote or decision.

*Section 4 – Notice of meetings:* Notification of each meeting shall be given to each coalition member, by e-mail, **not less than ten days prior** to the meeting. Meeting notice shall also be reported to the media and posted to the coalition website.

*Section 5 – Quorum:* Having 20 or more members present at any properly announced meeting shall constitute a quorum.

*Section 6 – Facilitation of assessment and planning activities:* for development of community health plans shall be the responsibility of the Barren River District Health Department, which shall also provide staff support to the coalition.



## ARTICLE IV – BOARD OF DIRECTORS

*Section 1 – Fiscal year:* The Board shall operate on a fiscal year from July 1 through June 30.

*Section 2 – Board role, size, and compensation:* The Board is responsible for overall policy and direction of the coalition, and delegates responsibility of facilitation and day-to-day operations to the support staff of the health department, coalition staff, and committees. The Board should have up to 17, but no fewer than 9 members. The Board shall consist of three representatives from each Stakeholder Workgroup, plus one Board alternate from each Workgroup, and with the Barren River District Health Department Director serving as an ex officio member with full voting privileges. The Board receives no compensation for their role as a coalition board member other than reasonable reimbursement for expenses.

*Section 3 – Terms:* All Board members shall serve three-year terms, but are eligible for re-election for up to two consecutive terms. During the 2015-16 organizational period, one representative from each stakeholder workgroup shall serve a two-year term to allow for phased Board rotation. After a one-year break, these Board members are eligible for a second term.

*Section 4 – Board member selections:* New directors and current directors shall be chosen by each respective Stakeholder Workgroup at the annual meeting, or when Board openings occur through expiration of term or attrition. Board officers selected during the annual meeting will begin their terms on July 1.

*Section 5 – Selection procedures:* At the time when a new slate of Board members is due, each BRIGHT Coalition, Inc. Stakeholder Workgroup shall select their three representatives, and one alternate, using a process chosen by their workgroup. This selection process shall take place during a regular coalition meeting, prior to the Annual Meeting. Prior to the meeting, the BRIGHT Coalition, Inc. Board shall distribute a call in advance for nominations (including self-nominations). During the coalition meeting, each Stakeholder Workgroup should review their list of nominations, but shall be free to select Board Members from their entire workgroup membership.

*Section 6 – Board vacancies:* When a vacancy on the Board exists mid-term, the Stakeholder Workgroup's Alternate representative shall step in to fill this role for the remainder of the term. Should another vacancy occur, the Stakeholder workgroup is responsible for naming their replacement prior to the next scheduled Board Meeting.

*Section 7 – Resignation, termination, and attendance:* Resignation from the Board must be in writing and received by the Board Secretary. Board members are expected to attend meetings, either in person or electronically, or to send an alternate (Stakeholder Workgroup Alternate, or a person designated by their organization). A Board member may be removed for any reason by a three-fourths vote of the remaining directors.



*Section 8 – Regular and special meetings:* Regular meetings of all the directors shall be held on a monthly or quarterly basis, as determined by the directors. Any two or more directors may request a special meeting, and the person calling such meeting shall notify members of the Board at least two weeks in advance.

*Section 9 – Annual Board meetings:* The Board of Directors shall hold its annual meeting during the fourth quarter of each fiscal year at such a place as the Board of directors may designate. The agenda for this meeting shall include review of programs toward BRIGHT Coalition, Inc. objectives and the direction in the coming year for meeting objectives.

*Section 10 – Quorum:* Having 50%+1 Board members present at any properly announced meeting shall constitute a quorum. If necessary for operations, this may include an electronic meeting for a special issue, vote or decision.

*Section 11 – Officers and duties:* There shall be four officers of the Board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the Board to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The vice-chair* shall chair committees on special subjects as designated by the Board.

*The secretary* shall be responsible for assuring that corporate records are maintained.

*The treasurer* shall make a report at each Board meeting. Duties of the Treasurer include chairing of the finance committee, tracking coalition expenses, reporting expenses and revenues/contributions to the Board, and ensuring that financial reports to any funding organizations are submitted on time.

*The fiscal agent* - The Barren River District Health Department (BRDHD) shall serve as the fiscal agent for the BRIGHT Coalition, Inc., until such time as an independent non-profit corporation has been established.

*Section 12 – Conflict of Interest:* Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: (a) Fully disclose the nature of the interest, and (b) Withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the BRIGHT Coalition, Inc. coalition to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approvals.

## **ARTICLE V – COMMITTEES**

*Section 1 – Committee formation:* The Board may create ad-hoc committees as needed. The Board chair appoints all committee chairs. New standing committees can be established by the Board.



*Section 2 – Finance committee:* The treasurer is the chair of the Finance Committee, which includes three other Board members, and the Ex-officio Fiscal Agent. The Finance Committee is responsible for developing and reviewing fiscal procedures and finalizing the Coalition’s annual operating budget with staff and other Board members. The Board must approve the annual operating budget, and all expenditures must be within budget. Any change exceeding fifteen percent in the budget must be approved by the Board. The fiscal year shall begin on July 1 of each year. Annual financial reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the coalition are public information and shall be made available to the membership, Board members, and the public.

*Section 3 – Data committee:* The Data Committee shall identify and prioritize all possible sources of local data that can be used for tracking and evaluation of the Community Health Plan. Their work will consider local, state, and national data that can be used to educate stakeholders and the general public on the BRIGHT Coalition, Inc. Priority Health Issues, as well as contributing factors. Finally, the Data Committee shall take the lead on working with local organizations on possible contributions of data that can be used for BRIGHT Coalition, Inc. evaluation and/or education, while assuring both confidentiality and security.

*Section 4 – Survey committee:* The Survey Committee shall be responsible for creating and piloting surveys proposed by the coalition, ensuring that surveys meet the needs of the request and represent the coalition’s mission. As needed, the Survey Committee will work with Stakeholder Workgroups to create a Community Survey to assess community health status and needs, related to the issues prioritized by the BRIGHT Coalition, Inc. in the Community Health Assessment. The results of this survey are intended to inform and support actions of the BRIGHT Coalition, Inc.

*Section 5 – Marketing and sustainability committee:* The Marketing and Sustainability Committee shall be responsible for leading implementation of the BRIGHT Coalition, Inc. Partnership and Sustainability Action Plan. This includes policies and activities that help the coalition maintain a stable membership, recruit new partner organizations/members that can contribute to the process, and prepare for each three-year cycle of assessment and planning. It also includes development of the BRIGHT Coalition, Inc. website and other programs for sharing the coalition’s goals, activities, and recommendations with peer organizations, community leaders, and the community at large.

*Section 6 – Welcoming committee:* The Welcoming Committee shall be responsible for creating and piloting an on-boarding process for new coalition members, including introduction of the Community Health Plan and the Priority Health Issues. This process will also include familiarizing new members with the Mobilizing for Action through Planning and Partnerships process (MAPP).



*Section 7 – Ad hoc committees:* The Board Chair may create ad hoc and project committees as necessary, call for volunteer members to serve, appoint committee members, and disband the committee as needed.

## **ARTICLE VI – STAFFING**

*Section 1 –Community health assessment:* The Barren River District Health Department’s District Director is responsible for overseeing a community health assessment process every three years.

*Section 2 – BRIGHT Coalition Inc. Coordinator:* The Coalition Coordinator shall be hired and supervised by the Board, unless the Board designates a coalition member organization. The Coalition Coordinator is responsible for coordinating implementation and evaluation of the community health plan, including tracking/reporting of activities by member organizations, coordination of public education and marketing efforts, maintaining the coalition website, and reporting on progress using established evaluation indicators. Employment as the Coalition Coordinator will be voluntarily entered into, and the employee is free to resign at will at any time, with or without cause. Similarly, The BRIGHT Coalition, Inc. Board may terminate the employment relationship at will at any time, with or without notice or cause, so long as there is no violation of applicable federal or state law.

## **ARTICLE VII – NONPROFIT OPERATION**

The coalition will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the coalition will be distributed to its directors or officers without full consideration. No director or officer of the coalition has any vested right, interest or privilege in or to the assets, property, functions or activities of the coalition. The coalition may contract in due course with its directors and officers without violating this provision. If the BRIGHT Coalition, Inc. is dissolved, then the Board will distribute BRIGHT Coalition, Inc.’s assets to a charitable organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code whose mission is to better the health and welfare of the citizens of South Central Kentucky.

## **ARTICLE VIII – 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. 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.



**CERTIFICATION**

These bylaws were approved at a meeting of the Board of directors by a two-thirds majority vote on \_\_\_\_\_ and will become effective \_\_\_\_\_.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date