

BYLAWS OF THE COALITION  
FOR HEALTH FUNDING, INC.

ARTICLE I. PRINCIPAL OFFICE

A. The Coalition for Health Funding, Inc., (hereinafter the "Coalition") is a nonprofit corporation incorporated under the laws of the District of Columbia.

B. The principle office of the Coalition shall be located in the District of Columbia.

C. The Coalition may have other offices at suitable places within or outside the District of Columbia, with such offices to be designated by the Coalition's Board of Directors.

D. The Coalition shall have and continuously maintain a registered office in the District of Columbia and the Coalition's Board of Directors shall appoint and continuously maintain in service a registered agent, having business office identical with the registered office, who shall be an individual resident of the District of Columbia, or a corporation, whether for profit or not for profit.

ARTICLE II. PURPOSES

The purposes of the Coalition, subject to the limitations of Article XII, are to:

A. Identify the adequacy of existing and proposed levels of financial support by the federal government for all health programs administered by the U.S. Department of Health and Human Services and selected health programs from other federal departmental budgets to meet the nation's health needs.

B. Establish priorities for increased funding of such various health programs by the federal government, where increased needs are identified.

C. Communicate the need for adequate national expenditures for specific health programs to the general public, the communications media, and the legislative and executive branches of the federal government.

D. Prepare and present documentation of the financial needs of the federal programs of interest to the Coalition, stressing what could be accomplished in the field of health care if appropriate funding were made available.

E. Seek Congressional support for specific levels of appropriations for the health programs of interest to the Coalition, as determined by the Coalition.

F. Seek expenditure by the executive branch of the federal government of all funds for health programs duly appropriated by the legislative branch of the federal government.

G. Engage in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Coalition.

### ARTICLE III. MEMBERSHIP

A. Members. Members shall be professional associations, health professional education organizations, higher education organizations, health provider organizations, voluntary health organizations, and other organizations having a major interest in health, each of whom shall be nonprofit.

B. Election of Members. Members shall be taken into membership in the Coalition by affirmative vote of a majority of the Board of Directors.

C. Official Representative. Each member of the Coalition shall have an official representative, who shall be designated by such member organization. Such official representative or the designated alternate shall vote on behalf of and otherwise represent the member at meetings of the Coalition.

D. Voting. At any meeting of the members of the Coalition, each member shall be entitled to one vote. The Executive Director shall be responsible for keeping at the principal office of the Coalition, a record of the names and addresses of the members of the Coalition, and their official representatives.

E. Resignation of Members. Any member may resign from such membership in the Coalition at any time by giving written notice to the President or the Executive Director of the Coalition. Such resignation shall take effect upon its receipt.

### ARTICLE IV. AFFILIATED ORGANIZATIONS

A. Affiliated Organizations. Affiliated organizations shall be organizations having aims, objectives and/or interests similar to those of the Coalition that wish to make a contribution to support the Coalition's activities but do not wish, or are ineligible, to become members. Affiliated organizations shall be ineligible to vote at any meeting of the Coalition and to hold any office in the Coalition. Affiliated organizations, or representatives thereof, may be present at a meeting of the Coalition for purposes of liaison and discussion with invitation from the Board of Directors.

B. Election of Affiliated Organizations. Affiliated organizations shall be approved by affirmative vote of a majority of the Board of Directors.

## ARTICLE V. BOARD OF DIRECTORS

A. There shall be a Board of Directors of the Coalition (herein the "Board".)

B. Membership. The membership of the Board shall consist of the President of the Coalition (and the President shall serve as Chairman of the Board), the President-elect of the Coalition, the Immediate Past-President of the Coalition, and seven other members, such members to be nominated by a committee of the full Coalition and elected by a majority of the members present at the annual meeting. The Executive Director of the Coalition shall serve ex officio, as a nonvoting member of the Board.

C. Term. The Coalition's President and President-elect shall each serve on the Coalition's Board for one, two-year term. The Immediate Past-President shall serve one term of two years on the Board immediately following his/her term as President. The elected members of the Board shall serve for a two-year term, which shall commence with the terms of service of the Coalition's officers, or until their successors are duly designated, and shall be eligible for re-election, but in no case shall serve more than two consecutive terms, or four years consecutively.

D. General Powers. The business, property, and affairs of the Coalition shall be managed by the Board. In the management and control of the business, property, and affairs of the Coalition, the Board shall be vested with all powers possessed by the Coalition itself insofar as such delegation of

E. Specific Powers.

1. Appointment of Committees. The Board may appoint committees to have such powers and duties as may be determined from by the Board. All committees shall report to the Board. The Board shall have the power to fill vacancies, to change the membership, or to dissolve any committee.
- 2- Dues. The Board shall establish the annual dues structure for the member organizations of the Coalition, which must be confirmed by a two-thirds vote of the membership present at the annual meeting.
3. Designation of Depositories. The Board shall designate the trust company or trust companies, the bank or banks, or the savings and loan association or associations, in which shall be deposited the monies or securities of the Coalition.

F. Vacancies. Except as otherwise provided, any vacancy occurring in the Board shall be filled by a majority vote of the remaining members of the Board, or at the determination of the Board, by the nominating procedure set forth in policy. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

G. Resignation and Removal. A Director may resign at any time by giving written notice to the President of the Coalition or its Executive Director. The resignation will take effect upon receipt or at the time specified in the notice. Acceptance of a resignation will not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected in advance to take office at the time the resignation is effective. Any member of the Board may be removed for cause and replaced when such action is deemed to be in the best interest of the Coalition by a two-thirds (2/3) majority vote of the Board members present and voting, ratified by the regular members, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and that the member of the Board is given notice of and an opportunity to answer the charges against him or her at such meeting.

## ARTICLE VI. MEETINGS OF THE MEMBERSHIP

A. Annual Meeting. There shall be an annual meeting of the Coalition's regular membership at such time and place, within or outside of the District of Columbia as the President of the Coalition shall determine, for the purpose of electing officers and for the transaction of any and all other business that may be brought before the membership.

B. Special Meetings. Special meetings of the Coalition's regular membership may be called at any time and be held at such place as determined by the President or a majority of the members of the Board.

C. Notice. Written or printed notice, stating the time, date, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, either personally, electronically or by mail, at the discretion of the President or the members of the Board, as the case may be, to each of the regular members of the Board, as the case may be, to each of the members of the Coalition. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such addressee at his address as it appears on the records of the Coalition, together with postage thereon prepaid.

D. Voting. Official representatives of regular members of the Coalition shall vote in person.

E. Quorum. At any meeting of the regular membership, 25 percent of the members, present in person through their official representatives, shall constitute a quorum for all purposes and a majority of the vote in such quorum shall be sufficient to pass any measure in such meeting, except as provided in Article V, Section E-2 and Article XV, hereof.

F. Expenses. Each member of the Coalition shall be responsible for the expenses its representatives incur in connection with, during, or as a result of attendance at any meetings of the Coalition.

## ARTICLE VII. MEETINGS OF BOARD

A. Meetings. Meetings of the Board may be called by the President or by four (4) of the members of the Board. The notice requirement for Board meetings shall be the same as that for annual meetings, except such notice shall also state the purpose or purposes for which the meeting is called.

B. Quorum; Voting. At all meetings of the Board five (5) of the members present shall constitute a quorum. Each member of the Board shall be entitled to one vote. Proxy voting is not permitted.

## ARTICLE VIII. OFFICERS

A. Enumeration of Officers. The officers of the Coalition shall consist of a President, a President-elect, an Immediate Past President, and an Executive Director.

B. Election of Officers. The President and President-elect of the Coalition shall be elected by the membership at the annual meeting of the Coalition.

C. Eligibility of Officers. Individuals holding the offices of Immediate Past President, President and President-elect may not hold any other position in the Coalition during that term. The President and President-elect of the Coalition shall be elected from member organizations.

D. President. The President of the Coalition shall ascend from the position of President-elect, who shall serve for one term of two years. The President shall have all powers and shall perform all duties commonly incident to and vested in the chief executive officer, such as determining the time and place of the annual meeting and preparation of the agenda, presiding at all meetings of the Board, and having general charge and supervision of the business of the Coalition. The President shall have the power to sign all certificates, contracts, and other instruments of the Coalition authorized by the Board and/or the regular membership. The President shall also perform such other duties as the Board may from time to time designate.

E. President-elect. The membership shall elect a President-elect of the Coalition, who shall be elected for one term of two years by a vote of a majority of the member organizations present at the meeting in which such election is held. At the expiration of the President-elect's two-year term, the President-elect shall ascend to the position of President of the Coalition. The President-elect shall perform the duties and have the powers of the President during the absence or disability of the President, and shall perform such other duties and have such other powers as the Board or the President shall from time to time designate. The President-elect shall have the care and custody of the funds of the Coalition, and shall have and exercise, under the supervision of the Board, the

powers and responsibility for conducting the financial affairs of the Coalition. The President-elect shall have all powers and shall perform all duties commonly incident to and vested in the office of treasurer of a corporation.

G. Immediate Past President. Upon the expiration of an individual's term as President, such individual shall serve as Immediate Past President for one term of two years before rotating off of the Board.

H. Executive Director. The Executive Director of the Coalition shall be the chief administrative officer and shall have general and active management of the business of the Coalition, shall see that all orders and resolutions of the Board are carried into effect, and shall assume any responsibilities designated to him by the Officers. The Executive Director shall be responsible for carrying out the programs and policies established by the Board, shall be authorized to sign all contracts authorized by the Board, shall be authorized to speak for and represent the Coalition. Additionally, the Executive Director shall have all powers and shall perform all duties commonly incident to and vested in the office of secretary of a corporation. The Executive Director or staff designated by the Executive Director and Board shall be responsible for keeping, preserving in books of the Coalition, and distributing true minutes of the proceedings of the meetings of the Coalition's membership and Board; and be responsible for disseminating the agenda and supporting material in advance of each of such meetings. They shall have custody of all valuable papers and documents of the Coalition. They shall give all notices as required by statute, by the articles of incorporation, or by these bylaws. The Executive Director shall deposit all funds of the Coalition in such depositories as may be designated by the Board in accordance with Article V, Section E(3), hereof; shall endorse for deposit or collection all checks, notes, and drafts payable to the Coalition or to its order, and make drafts on behalf of the Coalition; and shall keep accurate books of account of the Coalition's transactions, which books shall be the property of the Coalition, and, together with all of the Coalition's property in his possession, shall be subject at all times to the inspection and control of the Board. The Executive Director shall keep or arrange for the safekeeping of any personal property belonging to the Coalition. The Executive Director is authorized to perform all other duties usual and incidental to the office. The term of appointment of the Executive Director shall be at the discretion of the Board.

I. Vacancies. A vacancy in any elective office shall be filled by a majority vote of members of the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

J. Resignation and Removal. An officer may resign at any time by giving written notice to the President of the Coalition or its Executive Director. The resignation will take effect upon receipt or at the time specified in the notice. Acceptance of a resignation will not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected in advance, to take office at the time the resignation is effective. Any officer of the Board may be removed for

cause and replaced when such action is deemed to be in the best interest of the Coalition by a two-thirds (2/3) majority vote of the Board members present and voting, ratified by the regular members, provided that notice of the Board meeting at which such action is proposed states that such removal would be considered and that the officer of the Board is given notice of and an opportunity to answer the charges against him or her at such meeting.

#### ARTICLE IX. EXECUTION OF INSTRUMENTS

A. Checks and Drafts. All checks and drafts, and orders for payment of monies shall be signed in the name of the Coalition and in its behalf, by the President-elect in accordance with Article VIII, Section E, hereof, or otherwise by such officer or agents as the Board may from time to time designate.

B. Contracts and Conveyances. When the execution of any contract, conveyance, or other instrument, has been authorized by the Board without specification as to the executing officer, the President or President-elect in accordance with Article VIII, Sections D and E, hereof, may execute the same in the name and on behalf of the Coalition.

#### ARTICLE X. FISCAL YEAR

The fiscal year of the Coalition shall be from January 1 to December 31.

#### ARTICLE XI. DISSOLUTION OR FINAL LIQUIDATION

Any dissolution or final liquidation of the Coalition shall take place and any distribution of assets shall proceed as provided in the Coalition's articles of incorporation.

#### ARTICLE XII. SHARES OF STOCK, DIVIDENDS, AND CERTAIN LOANS PROHIBITED

A. The Coalition shall not authorize or issue shares of stock.

B. The Coalition shall not pay any dividends.

C. The Coalition shall not make any loans to its members or officers.

#### ARTICLE XIII. LIMITATIONS ON ACTIVITIES

The Coalition shall be operated exclusively for the promotion of social welfare, and no part of its net earnings shall inure to the benefit of or be distributable to its members. Board members, officers, other private individuals, or organizations organized and operating for profit, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of its purposes as set forth in Article II hereof. The Coalition shall be devoted primarily to promoting the common good and general welfare of the people of various communities in the United States and shall be operated primarily for the purpose of bringing about civic betterments and social improvements. The Coalition shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any provision in these bylaws or in the Coalition's articles of incorporation, the Coalition shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(4) of such Code (or the corresponding provisions of any future United States internal revenue laws).

#### ARTICLE XIV. INSPECTION OF BOOKS AND RECORDS

All books and records of the Coalition may be inspected by any regular member of the Coalition, through its duly-designated official representative, agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE XV. AMENDMENT OF BYLAWS

These bylaws of the Coalition may be amended, altered, changed, added to, or repealed at any annual or special meeting of the Coalition's regular membership, by a two-third vote of such members present and voting, provided that notice of the proposed amendment, alteration, change, addition, or repeal, be contained in the notice of such meeting in accordance with Article VI, Section C, hereof. These bylaws shall be regularly examined and updated by a subcommittee of the Board of Directors at the Board's direction.

#### ARTICLE XVI. MEETINGS RULES

The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the Coalition's membership. Board, or any committee, in all cases to which such rules are applicable and in which they are not inconsistent with any applicable statute or these bylaws.