

THE CONNECTICUT COALITION  
TO IMPROVE END-OF-LIFE CARE, INC.

BYLAWS

ARTICLE I  
NAME

The name of this corporation shall be The Connecticut Coalition to Improve End-of-Life Care, Inc. (the "Coalition").

ARTICLE II  
MEMBERSHIP

Section 2.1: Membership. There shall be two classes of Members, Individuals and Organizations. Individual Membership shall be open to those individuals who are committed to improving end-of-life care in the State of Connecticut, who endorse the vision statement of the Coalition, and who meet other criteria determined by the Board of Directors from time to time. Organization Membership shall be open to those organizations that are committed to improving end-of-life in the State of Connecticut, who endorse the vision statement of the Coalition, and who meet other criteria determined by the Board of Directors from time to time.

Section 2.2: Dues. The Board of Directors shall have the right to set and collect annual dues for membership in the Coalition, which dues shall be payable in such amount and at such time as the Board may from time to time determine. The Board may in its discretion establish different dues for each class of Members. A Member, whether an individual or an organization, must pay the annual dues for a given year by the due date determined by the Board in order to be a member in good standing.

Section 2.3: Quorum. The presence of least twenty-five (25) Members in good standing or twenty-five percent (25%) of the Members in good standing, whichever is less, shall constitute a quorum for the transaction of business. A Member may be present in person or by proxy. [Note: the Nonstock Act does not permit participation by conference call for Members. Also, the Act provides that a Member may use proxy voting unless it is prohibited.]

Section 2.4: Vote Required to Take Action. Each Member in good standing, whether an individual or an organization, shall be entitled to cast one vote on issues before the Membership. Unless otherwise required by these Bylaws or by law, a vote of a majority of the Members present and voting at a meeting at which a quorum is present shall constitute the act of the entire Membership. A vote of a Member Organization may be cast by the President of the Member Organization or by such other officer or person as the board of

directors of the Member Organization may designate in a writing given to the Secretary of the Coalition.

**Section 2.5: Voting by Mail.** The Board of Directors may determine in its discretion to hold an election or submit actions to the Members for a vote by mail. In such event, the vote of Members shall be determined from the total number of Members who actually vote by mail.

**Section 2.6: Conflicts of Interest.** The Board of Directors may formulate a conflicts of interest policy applicable to the Membership of the Coalition.

### ARTICLE III ANNUAL MEETING OF THE MEMBERSHIP

**Section 3.1: Annual Meeting.** The Membership of the Coalition shall meet at least once each calendar year at such time and place as the Board of Directors shall designate.

**Section 3.2: Special Meetings.** Additional meetings of the Membership of the Coalition may be called by the Board of Directors, and must be called by the Board of Directors upon receipt of written requests from at least ten (10) Members of the Coalition, which meetings shall be held at such time and place as the Board of Directors shall designate.

**Section 3.3: Notice.** Notice of each meeting of the Membership of the Coalition shall be given by the Secretary to each Member, by mail, telephone, telefax, other electronic means, or personally, not less than ten (10) days before the meeting.

### ARTICLE IV BOARD OF DIRECTORS

**Section 4.1: Role, Size, Compensation.** The Board of Directors is responsible for the overall policy and direction of the Coalition and delegates responsibility for day-to-day operations to the Coalition Director. The Board of Directors shall consist of no more than twenty-three (23) directors and shall have the following composition:

- a. No more than ten (10) directors shall be elected by the Membership of the Coalition; these directors shall be known as the "At Large Directors";
- b. **The Chairs of each Task Forces established under Article VI of these Bylaws shall be appointed by the Board of Directors as ex-officio directors, provided that if a Task Force has more than one Chair, such Task Force shall select from among the Chairs the individual who will serve on the Board of Directors;**
- (c) **The Commissioner of the State Department of Public Health and the Commissioner of the Department of Social Services and the Director of the**

**Braceland Center for Mental Health and Aging shall each appoint one ex-officio director.**

Ex-officio directors shall have the right to vote and to be counted in determining a quorum. The Directors shall receive no compensation.

**Section 4.2: Meetings.** The directors shall meet at least four (4) times per year, at a time and place to be agreed upon by the directors. Special meetings of the Board of Directors may be called at any time by the Chair or Vice Chair of the Board of Directors, and must be called by the Chair or Vice Chair upon the written request of five (5) directors.

**Section 4.3: Quorum.** A quorum of at least seven (7) directors must be in attendance at a meeting (either in person or by teleconference) before business can be transacted or motions made or passed.

**Section 4.4: Election and Terms of At-Large Directors.** At each Annual Meeting of the Coalition, the Membership of the Coalition shall elect approximately At-Large Directors ~~each~~ to a one-year term or until their respective successors have been elected. Prior to each Annual Meeting, the Board of Directors shall seek nominations for the At-Large Directors' positions from the Membership of the Coalition.

**Section 4.5: Eligibility for Office.** No individual, other than the director from the ~~Fiscal Agent, if any,~~ and the directors from the Connecticut State Departments of Public Health and Social Services, may serve on the Board of Directors for more than six (6) consecutive full terms without an interval of at least one (1) year. For purposes of this section, "full term" means one (1) year of a one-year term.

**Section 4.6: Notices.** The Secretary shall give at least seven (7) days notice by mail, overnight delivery, telephone, telefax, other electronic means, or personally to each director of each regular meeting of the Board of Directors and at least five (5) days notice by overnight delivery, telephone, telefax, other electronic means or personally of each special meeting of the Board of Directors, which notices shall state the time and place of the meeting.

**Section 4.7: Vote Required to Take Action.** The act of the majority of those directors present and voting at a meeting at which a quorum is present shall constitute the act of the entire Board of Directors, unless otherwise required by these By-laws or by law.

**Section 4.8: Vacancies.** When a vacancy in an At-Large Director position exists, nominations for new directors may be received from present directors by the Secretary two weeks in advance of a Board of Directors meeting. These nominations shall be sent out to directors with the regular Board of Directors meeting announcement, to be voted upon at the next Board of Directors meeting. These vacancies will be filled only until the next meeting of the Membership at which At-Large Directors are elected, at which time the Members shall elect an individual to fill the unexpired term, if any.

**Section 4.9: Resignation, Termination, and Absences.** A director's resignation from the Board of Directors must be in writing and received by the Chair and/or the Secretary. Such resignation shall become effective upon receipt, unless a later date is specified in the notice. An At-Large Director may, upon the vote of two-thirds (2/3) of the other directors, be terminated for excess absences from the Board of Directors if s/he has three (3) consecutive absences from regular Board of Directors meetings in a year. An At-Large Director may be removed with or without cause by a two-thirds (2/3) vote of the directors present and voting at a meeting, a quorum being present, or by two-thirds (2/3) vote of the Membership of the Coalition present and voting, a quorum being present. Such removal may occur only if the notice of the meeting indicates that such removal is to be considered.

**Section 4.10: Conflicts of Interest, Disclosure, Standard.** A director shall disclose to the Chair of the Board of Directors any conflicting interest the director may have, and no director shall vote on any matter that would involve a conflicting interest of the director. In the event that a director questions whether such a conflicting interest exists, the issue shall be decided by a majority vote of the directors present and voting, provided that the director in question shall not vote and shall not be counted towards the quorum. The provisions of Part VII (F) of Chapter 602 of the Connecticut General Statutes and other relevant statutes shall be utilized by the Committee in identifying and resolving issues of conflicting interests and loyalty and ethical matters. The Board of Directors may develop more restrictive or additional protocols on conflicts of interest, loyalty, and ethical matters as it determines.

## **ARTICLE V COMMITTEES**

**Section 5.1:** Such Committees as the Board of Directors shall determine are required for furthering the purpose of the Coalition shall be established by the Board of Directors. Each Committee shall be made up of members of the Coalition willing to serve. At least one director shall serve on each Committee and act as liaison between the Board of Directors and the Committee.

## **ARTICLE VI TASK FORCES**

**Section 6.1: Task Force Role.** The Board of Directors may establish Task Forces, each of which shall be responsible for investigating critical aspects of end-of-life care. The establishment of each Task Force must be ratified by the members of the Coalition at the next meeting of the Membership of the Coalition following the establishment of the Task Force.

**Section 6.2: Membership in the Task Force.** Each of the Task Forces shall be made up of Members of the Coalition who have expressed a willingness to serve on the Task Force and who have been appointed by the Board of Directors.

**Section 6.3: Chairs.** After receiving the recommendations of each Task Force, the Board of Directors shall appoint the Chair or Co-Chair of each Task Force for a two (2) year term. If a Task Force has Co-Chairs, such Co-Chairs may both attend meetings of the Board of Directors and participate in discussions; however only one of the Co-Chairs will be an ex-officio director on the Board of Directors.

**Section 6.4: Reports.** The Task Force Chairs or Co-Chairs shall report to the Board of Directors as required by the Board of Directors.

**Section 6.5: Resignation, Termination, and Absences.** Resignation from the position of Task Force Chair or Co-Chair must be in writing and received by the Chair and/or the Secretary of the Board of Directors. Such resignation shall be effective upon receipt, unless an effective time is specified in the notice. A Task Force Chair may, at the discretion of the Board of Directors Chair, be removed for excess absences from the Board of Directors and/or the Task Force if s/he has three consecutive absences from Board of Directors meetings and/or Task Force meetings in a year. A Task Force Chair may be replaced if s/he fails to report to the Board of Directors as required by these By-laws. A Task Force Chair may be removed with or without cause by a two-thirds (2/3) vote of the directors who are present at a meeting of the Board of Directors at which a quorum is present, provided that notice of the intent to consider such removal must be included in the notice of the meeting at which it is to be considered.

## **ARTICLE VII OFFICERS**

**Section 7.1: Officers and Duties.** The Officers of the Coalition shall be selected by the members of the Board of Directors and shall be a Chair, Vice Chair, Secretary, and Treasurer, plus such other officers as the directors determine are appropriate. The Officers' duties are as follows:

- (a) The Chair shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other directors to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chair, or his or her designee, shall preside at all meetings of the Coalition. The Chair shall perform such other duties as set forth in these Bylaws or assigned by the Board of Directors.
- (b) The Vice-Chair shall act as chair in the absence of the Chair and shall undertake such other duties as designated by the Chair or the Board of Directors.
- (c) The Secretary shall be responsible for overseeing the keeping of the records of Board of Directors and Coalition actions, including the taking of minutes at all Committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each director, and assuring that records of the Board of Directors and the Coalition are maintained.

(d) **The Treasurer shall oversee the preparation of the budget, and undertake such other duties as designated by the Chair or the Board of Directors. The Treasurer shall report at least quarterly to the Board of Directors.**

Section 7.2: Election and Term. The Officers shall be elected each year by the Board of Directors from among the directors at the first Board of Directors meeting following the annual meeting of the Membership of the Coalition. All Officers so elected shall serve for a one (1) year term, and until their respective successors have been elected, unless the officer has resigned or been removed. No Officer shall serve more than three (3) consecutive terms in such position without an interval of at least one (1) year.

Section 7.3: Resignation and Removal. Any Officer may resign at any time by giving written notice to the Chair and/or Secretary of the Board of Directors and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date. Any Officer may be removed by the Board of Directors at any time, with or without cause, by a two-thirds (2/3) vote of the directors present and voting at a meeting, a quorum being present. Election of an Officer shall not, in and of itself, create any contract rights.

Section 7.4: Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by a vote of the Board of Directors.

## **ARTICLE VIII COALITION DIRECTOR**

Section 8.1: Coalition Director. The Board of Directors may appoint a Coalition Director. The Board of Directors shall set forth the qualifications for the Director.

Section 8.2: Reporting. The Coalition Director shall make appropriate reports to the Board of Directors as required by the Board of Directors.

Section 8.3: Conflicts of Interest. The Coalition Director shall abide by any policies, protocols, or procedures established by the Board of Directors or these Bylaws regarding conflicts of interest, loyalty and ethical matters.

**ARTICLE IX  
FISCAL YEAR**

Section 9.1. The fiscal year of the Corporation shall commence on the first day of January of each year and end on the last day of December of each year.

**ARTICLE X  
AMENDMENTS**

Section 10.1: These Bylaws may be amended by a two-thirds (2/3) vote of the Members of the Coalition present at a meeting of the Membership at which a quorum is present. Proposed amendments must be submitted to the Secretary to be sent out with the announcement of the meeting at which the amendments will be considered.

**ARTICLE XI  
SEVERABILITY**

Section 11.1: The invalidity of any clause, Section, provision, or Article of these Bylaws shall not affect the validity or enforceability of the remaining clauses, Sections, provisions, and Articles.

Adopted: \_\_\_\_\_, 2003

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