

**Safety Net Consortium of Middle Tennessee  
Collaboration and Participation Agreement  
July 1, 2020 – June 30, 2021**

Whereas, Since 2000, leadership representatives from area hospitals, community partners, faith-based leaders, safety net clinics, academia, dental care, mental health care, and substance abuse care safety-net providers; and the Metro Nashville Public Health Department have been collaborating on a regular monthly basis to best serve the residents of Nashville; and,

Whereas, The assembly has utilized various names such as the Nashville Consortium of Safety Net Providers and the Safety Net Consortium of Middle Tennessee; and,

Whereas, The Consortium's mission is to make Middle Tennessee healthier by bringing together health care providers, public sector agencies, academia, and community-based and other organizations to advocate, build capacity and coordinate efforts to improve the health of the medically underserved; and,

Whereas, The Consortium's vision is that Middle Tennessee is a place where all residents, including the uninsured and underinsured, have access to high quality, affordable health care; and,

Whereas, In July 2020, the Consortium will seek to create a new, independent entity with governance, structure, and bylaws to further the work of its mission and vision.

**Now, therefore, the undersigned party agrees as follows:**

1. **Policies:** The participation criteria, fees, and policies of the Consortium will be clearly outlined in the appropriate documents including Bylaws and/ or Policies and Procedures.
2. **Relationship of the Parties:** The Parties are and shall remain separate and independent entities. No Consortium member entity shall be construed to be the agent, partner, co-venture, employee or representative of any other Consortium member.
3. **Mutual Agreement:** As a member organization of the Safety Net Consortium of Middle Tennessee, we agree to support the mission and programs of the Consortium as outlined on the following page

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**1. Representation –**

- i. One senior level individual representative from your organization will be named annually to the Policy and Planning Council.
- ii. One back-up representative will be named per organization for consistency in discussions if the primary representative cannot attend.
- iii. Each organization will have an equal voice at the table with one attendee participating in discussions and at the Policy and Planning Council meetings.

**2. Participation**

- i. Agreement that a representative from your organization will attend 75% of Policy and Planning Council Meetings
- ii. Agreement to have one or more individuals from your organization participate on implementation teams as needed. Each implementation team will include a liaison(s) from the Policy and Planning Council.
- iii. Agreement to utilize and support the programs and initiatives of the consortium. These are subject to grow and change annually. (i.e. My Health Care Home, Project Access Nashville, Diabetes Improvement Project, etc.)

**3. Contribution –**

- i. Dues - Agreement to pay dues as established by the Policy and Planning Council upon approval of the annual budget, to sustain the operations of the organization. Dues payment processes and timelines will be established annually by the Policy and Planning Council. (2020-2021 dues structure on following page)
- ii. Data - Agreement to share data as needed to demonstrate the needs and services within the Middle Tennessee Safety Net.
- iii. Letters of Support - Consider providing relevant letters of support and other materials as needed for grants and initiatives.

Organization Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Safety Net Consortium of Middle Tennessee  
Organizational Information  
July 1, 2020 – June 30, 2021**

1. Name of Organization to be listed on SCNMT Materials:

\_\_\_\_\_

2. Primary senior-level representative to attend Policy and Planning Council Meetings

\_\_\_\_\_ - Name  
 \_\_\_\_\_ - Title  
 \_\_\_\_\_ - Email Address

3. Secondary senior-level representative to attend Policy and Planning Council Meetings  
(If Primary representative is not available)

\_\_\_\_\_ - Name  
 \_\_\_\_\_ - Title  
 \_\_\_\_\_ - Email Address

4. Participation Fees: Select the appropriate category for your organization.

Mark your selection here. **	Category	Revenue Size	SNCMT Annual Fees
	Health Care Partner - Tier 1	< \$1M	\$500
	Health Care Partner - Tier 2	\$1M - \$10M	\$1,000
	Health Care Partner - Tier 3	\$10M - \$75M	\$2,000
	Health Care Partner - Tier 4	> \$75M	\$5,000
	Hospital	N/A	\$10,000
	Government	N/A	\$2,500

If you have questions about your dues category, please email Rebecca Leslie at [rleslie@nashvillemedicine.org](mailto:rleslie@nashvillemedicine.org), and the board of the SNCMT will respond.

**Dues checks should be mailed to our Treasurer at the following address:**

Interfaith Dental  
 Attn: Safety Net Consortium of Middle Tennessee  
 Dr. Rhonda Switzer-Nadasdi  
 600 Hill Avenue  
 Nashville, TN 37210

**ARTICLES OF INCORPORATION  
OF  
SAFETY NET CONSORTIUM OF MIDDLE TENNESSEE**

We, the undersigned, voluntarily form a nonstock, nonprofit corporation pursuant to and under the provisions of the Tennessee Non-Profit Corporation Act:

**ARTICLE I**

The name of the corporation is Safety Net Consortium of Middle Tennessee.

**ARTICLE II**

**Purpose of the Corporation**

The mission of the Safety Net Consortium of Middle Tennessee is to make Middle Tennessee healthier by bringing together health care providers, public sector agencies, academia, and community-based and other organizations to advocate, build capacity and coordinate efforts to improve the health of the medically underserved

Through this work, the consortium strives to make Middle Tennessee a place where all residents, including the uninsured and underinsured, have access to high quality, affordable health care.

**ARTICLE III**

**Operations Prohibitions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

**ARTICLE IV**  
**Dissolution Clause**

When the corporation dissolves, the Board of Directors must first pay or make provision for payment of all of the corporation's liabilities. Then, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

**ARTICLE V**  
**Duration**

The duration of the corporation shall be perpetual.

**ARTICLE VI**  
**Conflict of Interest Policy**

Any director, officer, or key employee, who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification, shall make a prompt and full disclosure of his/her interest to the Board or a committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the board members entitled to vote, whether the disclosure shows that the conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, or use her/his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or a committee of the board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from the voting and participation, and whether a quorum was present.

## **ARTICLE VII**

### **Name & Address of Registered Office and Principal Office**

The principal office of the Safety Net Consortium of Middle Tennessee shall be located in Nashville, Davidson County, Tennessee. The corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may determine from time to time.

## **ARTICLE VIII**

### **Name and Addresses of Incorporators**

The names and addresses of the Incorporators are:

Rebecca Leslie, Chair of the Board  
David Posch, Vice-Chair of the Board  
Rhonda Switzer-Nadasdi, Secretary / Treasurer of the Board  
Carol Westlake, Immediate Past-Chair of the Board  
Nancy Anness, Director  
Jennifer Flanagan, Director  
Elisa Friedman, Director  
Fonda Harris, Director  
Suzanne Hurley, Director  
28 White Bridge Road, Suite 400, Nashville, TN 37205

## **ARTICLE IX**

### **Board of Directors**

The affairs of the Safety Net Consortium of Middle Tennessee shall be managed by a Board of Directors and by such officers as shall be described in the By-Laws of the Corporation.

## **ARTICLE X**

### **Limited Personal Liability of the Directors**

No person who is a director or officer of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a director. However, this provision shall not eliminate or limit the liability of a director for any breach of a director's duties of loyalty, due care or confidentiality to the Corporation, for acts or omissions not in good faith, or which involve intentional misconduct or a known violation of the law. The corporation shall indemnify each person who serves or who has served at any time as an Officer, Director, employee, or agent of the corporation in a manner consistent with Tenn. Code Ann. § 48-58-501 et seq.

**BYLAWS**  
**of**  
**SAFETY NET CONSORTIUM OF MIDDLE TENNESSEE**  
**(A Tennessee Nonprofit Corporation)**

**June 2020**

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## **ARTICLE 1 -- NAME**

The name of the corporation is Safety Net Consortium of Middle Tennessee.

## **ARTICLE 2 -- PURPOSE**

The mission of the Safety Net Consortium of Middle Tennessee is to make Middle Tennessee healthier by bringing together health care providers, public sector agencies, academia, and community-based and other organizations to advocate, build capacity and coordinate efforts to improve the health of the medically underserved

Through this work, the consortium strives to make Middle Tennessee a place where all residents, including the uninsured and underinsured, have access to high quality, affordable health care.

## **ARTICLE 3 --Membership**

**3.1 Membership.** Members shall be composed of organizations in Middle Tennessee who share the mission and goals of the Consortium.

**3.2 Membership Process.** Organizations may join the Consortium by invitation or by making application to the Consortium Board of Directors.

**3.3 Membership Criteria.** Membership criteria will be governed by a membership participation agreement that is approved on an annual basis by the Board of Directors and the Policy and Planning Council.

**3.4 Dues.** Dues shall be established annually by the Policy and Planning Council upon recommendation from the Board of Directors. Dues are payable annually by July 1. The Board of Directors will have the right to hear any request from a member organization or a potential member organization concerning the payment schedule or other arrangements for dues.

## **ARTICLE 4 -- DIRECTORS**

**4.1 General Powers.** The affairs of the corporation shall be managed by its Board of Directors.

**4.2 Number.** The number of members of the board of directors shall be no less than three (3) and no more than eleven (11).

**4.3 Election.** Directors shall be elected by the Policy and Planning Council. Elections may be held at any meeting of the Safety Net Consortium of Middle Tennessee's Policy and Planning Council. An individual is eligible for election as a Director or Officer if they were a representative to the Policy and Planning Council for at least one fiscal year immediately prior to the term for which he or she is nominated.

**4.4 Term.** The term of office of each director shall be two years with a three-term limit after which a year must pass before being elected again. The Board of Directors will determine the initial terms of office for directors to implement a rotational system. Any director who initially serves a term of less than three years to establish the initial rotation is then eligible to serve three full two-year terms. The Immediate Past Chair may also continue for an additional year to fulfill the past-chair duties if his six-year limit has ended. Except in those circumstances, no director shall serve for more than six (6) consecutive years.

**4.5 Removal.** Any of the directors may be removed with or without cause by vote of the two-thirds (2/3) of the Policy and Planning Council.

**4.6 Automatic Removal.** Any of the directors may be removed if failing to attend fifty percent (50%) of the meetings of the Board of Directors in any one (1) year period, unless said absences are excused by vote of the Board of Directors.

**4.7 Removal by Judicial Proceeding.** Any court of record having equity jurisdiction in the county where a corporation's principal office is located may remove any director in a proceeding commenced either by the corporation or the attorney general if the court finds that the director: (i) engaged in fraudulent or dishonest conduct, (ii) or gross abuse of authority or discretion, with respect to the corporation, (iii) or a final judgment has been entered finding that the director has violated a duty set forth in Section 48-58-101 of the Tennessee Nonprofit Corporation Act, and (iv) that removal is in the best interest of the corporation.

**4.8 Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Policy and Planning Council. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office, and will then be eligible for three full two-year terms.

**4.9 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 any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

## **ARTICLE 5 -- MEETINGS**

**5.1 Regular Meetings.** A minimum of two meetings will be held in a calendar year, with the goal of having at least four meetings per calendar year.

**5.2 Special Meetings.** Special meetings of the directors may be called by the chair of the board, the secretary, or a majority of the Board of Directors.

**5.3 Place of Meetings.** Directors' meetings shall be held at the principal office of the corporation or at any other place, within or without the State of Tennessee, as the directors may from time to time select. Meetings may be held either in person or via electronic means, or both, as specified in the notice of the meeting. The minutes of all meetings so conducted shall reflect those members who participated in the meeting in person or by electronic means as offered in the meeting notice.

**5.4 Board Action Without a Meeting.** Any action which may be taken at a meeting of directors may be taken without a meeting if consent in writing (electronic or paper), setting forth the action so taken, shall be given by a majority of the directors then in office. Such consent shall be filed with the minutes of the directors. A committee of the board may likewise act on written consent of a majority of the members of the committee.

**5.5 Notice Requirements.** Notice of regular meetings and of any special meeting, setting forth the place, time, and date of the meeting, shall be given to each director, by any usual means of communication, not less than seven (7) days before the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice.

**5.6 Waiver of Notice.** Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, and a waiver of all other objections to the convention of the meeting, except where a director

states any such objection at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting. Whenever the board or any committee of the board is authorized to take any action after notice, the action may be taken with notice to some or all of the members if at any time before or after the action is completed the person or persons not receiving notice submit a signed waiver of notice to be filed with the corporate records.

**5.7 Quorum.** At all meetings of the board, a majority of directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the board shall be required for the transaction of business by such committee. A proxy vote is not considered in constituting a quorum. Except with respect to indemnification proceedings, common or interested directors may always be counted in determining the presence of a quorum at a meeting of the board or of a committee which authorizes, approves or ratifies a transaction of the corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. Votes may still be conducted by those present, and a meeting may be adjourned despite the absence of a quorum.

**5.8 Conduct of Meetings.** The chair, or in his/her absence another officer, shall preside at board meetings.

**5.9 Board Decisions.** 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, unless the act of a greater number is required by law or by these bylaws.

**5.10 Voting.** The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board or any committee. Proxy votes may only be used by the Board of Directors and not in meetings of other committees, workgroups, and councils.

**5.11 Presumption of Assent.** A director who is present at a meeting of the board, or any committee thereof, shall be deemed to have assented to the action taken at the meeting, unless the director (i) objects to such business being conducted at the beginning of the meeting, (ii) dissents to such action and such dissent is entered in the minutes of the meeting, or (iii) unless the director shall submit a written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting or submit written notice to the Secretary/Treasurer before the next meeting for inclusion in the minutes. Such right to dissent shall not apply to a director who, being present at the meeting, failed to vote against such action. A director who is absent from a meeting of the board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall send written notice to the Secretary/Treasurer before the next meeting for inclusion in the minutes.

**5.12 Conflict of Interest.** Any director, officer, committee member, or key employee, who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification, shall make a prompt and full disclosure of his/her interest to the Board or a committee prior to its acting on such contract or transaction pursuant to the policy as outlined in our Articles of Incorporation.

## **ARTICLE 6 – OFFICERS AND DUTIES**

**6.1 Officers.** The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary/Treasurer, and Immediate Past Chair, if applicable, such other officers as may be elected in accordance with the provisions of this article.

**6.2 Board Members.** The board shall have and exercise the powers and responsibilities of the corporation as prescribed by law. Its primary function shall be responsibility for sound and prudent

direction and management of all resources and programs of the corporation. The board shall determine all financial, managerial, and general policies of the corporation in accordance with these bylaws, except as limited by law. These powers shall include but are not limited to the following:

- (a) Determine and review the purposes and mission of the corporation and maintain its essential character and integrity;
- (b) Establish, review at least annually, and approve changes in the programs of the corporation;
- (c) Oversee and approve the budget of the corporation and establish policy guidelines for financial investments, financial expenditures, and fundraising efforts;
- (d) Authorize the incurring of debts secured by any assets of the corporation and all other debts which are not incurred in the normal course of the corporation's business;
- (e) Authorize officers or agents of the corporation to accept donations, gifts, or bequests on behalf of the corporation; and determine that all actions of the officers and committees of the corporation are consistent with the provisions and spirit of these bylaws and that the officers are effectively interpreting and implementing these bylaws and other policies established by the board.
- (f) Nominate and elect all officers of the corporation.
- (g) Hire, evaluate, and fire the Designated administrator ("Designated administrator").
- (h) Engage in strategic planning for the corporation.

The membership will be engaged in these matters through an organizational representative sitting on the Policy and Planning Council as outlined in Section 7.2.

**6.3 Chair.** The Chair of the corporation shall be the corporation's principal elected officer and shall, with the assistance of the designated administrator, exercise general supervision and control over all the business and affairs of the corporation. The duty of the chair shall be to preside at all meetings of the board, to enforce a due observance of the bylaws, to decide all questions of order, to offer for consideration all motions regularly made, to appoint all committee chairs subject to board approval, to be an authorized signer on any documents of indebtedness by the board, and to perform such other duties as the office may require. The chair shall serve for a term of office of one year, after which he/she is eligible to serve two additional terms in that that office.

In addition to the foregoing, the chair shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the Board of Directors from time to time.

**6.4 Secretary/Treasurer.** The Secretary/Treasurer of the corporation shall, with the assistance of the designated administrator, be the custodian of and shall maintain the corporate books and records, shall be the recorder of the corporation's formal actions and transactions, shall be the corporation's chief elected fiscal officer and the custodian of its funds, securities, and property. The Secretary/Treasurer shall serve for a term of office of one year, after which he/she is eligible to serve two additional terms in that that office.

In addition to the foregoing, the Secretary/Treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the Chair or Board of Directors from time to time.

**6.5 Designated administrator.** A designated administrator of the corporation may be engaged or appointed by the Board of Directors and shall serve under its direction and control. The Designated administrator shall be responsible for the management and direction of all operations, programs, activities, and affairs of the Consortium as generally determined by the Board of Directors. The Designated administrator shall have such other duties as may be prescribed by the Board of Directors.

**6.6 Election and Term of Office.** The officers of the corporation shall be elected annually by the Policy and Planning Council at a regular meeting. New offices may be created and filled at any meeting of the Policy and Planning Council. Each officer shall hold office until his/her successor has been duly

elected and qualifies.

**6.7 Resignation and Removal.** Any officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any officer may be removed by the vote of a two-thirds majority of the entire Policy and Planning Council, with or without cause. Election or appointment of an officer shall not of itself create contract rights.

**6.8 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Policy and Planning Council for the unexpired portion of the term.

**6.9 Powers and Duties.** All officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

## **ARTICLE 7 -- COMMITTEES**

**7.1 Executive Committee** The Executive Committee of the Board shall be composed of the officers of the Consortium. In discharging its duties, the Executive Committee may draw upon such other members of the board or others with suitable expertise as it may deem necessary to effectively discharge its responsibilities. The Executive Committee may meet between regular Board meetings to conduct business that cannot wait until the next regular Board meeting and to plan the agenda for the next Board meeting. The Chair may call a meeting of the Executive Committee at any time to handle emergency business that cannot wait until the next regular Board meeting. All activities of the Executive Committee shall be presented to the Board at its next regular meeting for ratification. However, formal ratification shall not be required if the Board voted at a previous meeting to delegate limited authority the Executive Committee to approve a specific action prior to the next Board meeting.

**7.2 Policy and Planning Council.** Each organizational member who meets the criteria in Section 3 and is current on their dues payments, shall have one senior-level voting representative on the Policy and Planning Council. A second senior-level individual shall also be named to attend Policy and Planning Council meetings and vote on behalf of the member organization if the primary representative cannot attend. At no time will any member organization have more than one voting representative at a meeting of the Policy and Planning Council. Policy and Planning Council members will be asked to appoint a new primary or secondary representative if the organization is not able to send a representative for at least 50% of the meetings in a fiscal year.

The Policy and Planning Council shall meet at least twice a year, with a goal to meet at least four times per year. Meetings may be held either in person or via electronic means, or both, as specified in the notice of the meeting. The Policy and Planning Council can meet more frequently, or as often as desired, to discuss items related to the organizational mission and plan projects and initiatives that align with the mission of the organization

Paragraphs 5.1 through 5.11 herein, which govern meetings, actions by consent, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to the Policy and Planning Council and its members.

### **7.3 Other Committees.**

**(a) Board Committees.** The Board of Directors, by resolution adopted by a majority of the Board of Directors at a meeting which constitutes a quorum, may create one or more other board committees to carry out organizational initiatives. A committee may consist of one (1) or more

voting representative from the Board of Directors. One (1) or more members from the Policy and Planning Council may be invited to serve on these organizational committees. Additional members of any board committee must be approved by a majority of the Board of Directors, unless a resolution is adopted to give this authority to the appointed committee chair.

**(b) Policy and Planning Council Workgroups.** The Policy and Planning Council, by resolution adopted by a majority of the voting representatives at a meeting which constitutes a quorum, may create one or more workgroups to carry out its initiatives. Such workgroups and their chair shall be appointed by the Board Chair, with the approval of the Policy and Planning Council. A workgroup may consist of one (1) or more voting representative from the Policy and Planning Council. One (1) or more community experts from the representative organizations or the general community may be invited to serve who are not members of the Policy and Planning Council. Additional members of any workgroup must be approved by a majority of the Policy and Planning Council unless a resolution is adopted to give this authority to the appointed committee chair.

Paragraphs 5.1 through 5.11 herein, which govern meetings, actions by consent, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to all committees and workgroups and their members. All actions of all committees shall be subject to approval by the Board of Directors. All actions of all workgroups shall be subject to approval by the Policy and Planning Council. The designation of any such committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the board shall govern meetings of the executive and other committees. Any member of the committee may be removed by the Board of Directors whenever in their judgment the best interests of the corporation shall be served by such removal.

No such committee, including the Executive Committee, shall have the authority of the Board of Directors in reference to any of the following:

- (a) Amending, altering, or repealing the bylaws;
- (b) Electing, appointing, or removing any member of any such committee or any director or officer of the corporation;
- (c) Amending the articles of incorporation;
- (d) Restating articles of incorporation;
- (e) Adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (f) Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
- (g) Authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
- (h) Adopting a plan for the distribution of the assets of the corporation; or
- (i) 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.

## **ARTICLE 8 -- CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

**8.1 Contracts.** Only the board can approve a contract for a loan agreement in any amount or for the purchase or acquisition of property valued at over \$25,000. The designated administrator, in addition to the officers so authorized by these bylaws, shall be authorized by resolution of the Board of Directors, as it deems necessary from time to time, to enter into any other contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**8.2 Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the designated administrator, or the officers so authorized by these bylaws, and in such manner as shall from time to time

be determined by resolution of the Board of Directors.

**8.3 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 may select.

**8.4 Gifts.** The Board of Directors, the designated administrator, or their designees may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

#### **ARTICLE 9 -- BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director or member of the Policy and Planning Council for any proper purpose at any reasonable time.

#### **ARTICLE 10 -- 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 the following year.

#### **ARTICLE 11 -- WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Section 48-58-203 of the Tennessee Nonprofit Corporation Act or under the provisions of the charter or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE 12 -- AMENDMENT OF BYLAWS**

Any member of the Policy & Planning Council may present an amendment to the bylaws to the Policy & Planning Council for its consideration. It shall be read and entered into the minutes when presented and acted upon at the next regular meeting of the Policy & Planning Council. Such amendment shall be adopted upon the vote to two-thirds (2/3) of all voting members so long as there is a quorum. These stipulations also apply to changes within the Articles of Incorporation.

#### **ARTICLE 13 -- LAW AND ARTICLES CONTROLLING**

Notwithstanding any provision of these bylaws, any matters set forth herein contrary to applicable law or the articles of incorporation of the corporation shall be controlled by such applicable law or the articles of incorporation.

#### **ARTICLE 14 – DISSOLUTION**

Any Director may present an amendment to the Charter or Bylaws to the Board for its consideration. It shall be read and entered into the minutes when presented and acted upon at the next regular meeting of the Board. Such amendment shall be adopted upon the vote to two-thirds (2/3) of all voting members so long as there is a quorum present.”

#### **CERTIFICATION**

These bylaws were approved by the Policy and Planning Council at its meeting on June 18, 2020, and were approved by the Board of Directors at its meeting on June 18, 2020.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

**SAFETY NET CONSORTIUM OF MIDDLE TENNESSEE, LLC**

By: Rebe Lili

Title: Board Chair, Safety Net Consortium of Middle Tennessee

**THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY BY AND THROUGH THE METOPOLITAN BOARD OF HEALTH:**

APPROVED:

dina Hester, RN, MSN  
Interim Administrative Director  
Metro Public Health Department

4/19/2021  
Date

\_\_\_\_\_  
Chair, Board of Health

\_\_\_\_\_  
Date

APPROVED AS TO AVAILABILITY OF FUNDS:

Kevin Cumber  
Director, Department of Finance *TC*

\_\_\_\_\_  
Date

APPROVED AS TO RISK AND INSURANCE:

Balogun Cobb  
Director of Insurance

4/21/2021  
Date

APPROVED AS TO FORM AND LEGALITY:

Matthew Garth  
Metropolitan Attorney

\_\_\_\_\_  
Date

ATTEST:

\_\_\_\_\_  
Metropolitan Clerk

\_\_\_\_\_  
Date