

# **SPARC Bylaws**

## **Article I**

### *Organization Name and Geographical Area*

#### **NAME**

The name of this organization shall be Shawnee Preparedness and Response Coalition (SPARC).

#### **HEADQUARTERS**

SPARC's principle office shall be located at 556 N. Airport Road, Murphysboro, Illinois 62966.

#### **GEOGRAPHICAL AREA**

The Shawnee Preparedness and Response Coalition (SPARC) and its bylaws describe and govern those voluntary, active members from a 24-county region that includes Alexander, Clay, Edwards, Franklin, Gallatin, Hamilton, Hardin, Jackson, Jefferson, Johnson, Marion, Massac, Perry, Pope, Pulaski, Randolph, Richland, Saline, Union, Wabash, Washington, Wayne, White, and Williamson counties in Illinois.

## **Article II**

### *Purpose and Mission*

#### **VISION**

A prepared and resilient region.

#### **MISSION**

The Shawnee Preparedness and Response Coalition (SPARC) mission is to develop and maintain an integrated, diverse network of organizations in southern Illinois in order to increase Planning, Mitigation, Response, Recovery and overall Resiliency in the event of a natural or manmade disaster.

#### **PURPOSE**

This organization will operate to promote collaboration in disaster and emergency preparedness, mitigation, response, and recovery in Southern Illinois, both for its member organizations, and for the whole community. SPARC will consist of various organizations and represent the interests of multiple disciplines in the emergency preparedness realm including but not necessarily limited to: the healthcare system, public health, local business, public service and safety. SPARC shall adhere to the most current version of the ASPR hospital Preparedness Program Cooperative Agreement and the current version of the HHS-ASPR Health Care Preparedness and Response Capabilities. SPARC's activities and purposes include:

1. Combine current preparedness groups into one coalition truly representing the 'Whole Community.'
2. Recruit appropriate individuals, businesses and groups and local governments to enhance our capabilities.

3. Serve as a centralized point for regional situational awareness, training, and exercise opportunities.
4. Provide a Platform for Joint Planning.
5. Assist local jurisdictions with identification and sharing of resources within the region.
6. Provide support to local jurisdictions in the event of a natural or manmade disaster.
7. Provide opportunities to assist coalition membership with securing funding and pooling resources.
8. Provide a platform for adherence to national performance measures and grant requirements for all applicable entities.
9. Serve as a multiagency coordinating group to assist with preparedness, response, recovery, and mitigation activities related to healthcare organization disaster operations, in agreement with the ASPR Hospital Preparedness Program Cooperative Agreement.

### **Article III**

#### *Membership*

Membership in SPARC is voluntary and open to any individual or organization within the geographical boundaries that can demonstrate a meaningful and active role in SPARC's mission, vision, and purpose.

Attendance: SPARC Quarterly meeting attendance is necessary to ensure adequate representation of the various disciplines composing the whole community.

Participation: The strength of SPARC is in its membership's collaboration. Members are expected to participate on action team(s), workgroups, projects, strike teams, or task forces to further the interests of the coalition and thus benefit its members.

Member organizations will assign a representative, who will represent and speak on behalf of the organization. If an individual representing an organization withdraws from participation, a new representative should be appointed within 90 days.

#### **MEMBERSHIP CLASSIFICATIONS**

There are two classifications of membership within SPARC: Organizational and Individual.

#### **ORGANIZATIONAL MEMBERS**

Organizational members include, but are not limited to, Local, Regional, State and Federal governments, Healthcare organizations including Long-Term Care Facilities, Local Health Departments, Emergency Management Agencies, Fire Departments, Law Enforcement agencies, Emergency Medical Services, Private Business, Schools, Colleges & Universities, and Non-Profit, Faith-Based or Volunteer organizations. Representatives from Organizational members may serve on Action Teams and are eligible to vote on Action Team business.

Organizational members may be officially represented by a primary and secondary contact, as submitted on an organization's membership application form. These contacts may be updated with SPARC at any time.

Organizational members are highly encouraged to undertake the following actions:

- Participate in general membership meetings, serve on action teams, and engage in Coalition activities to the best of their abilities.
- Provide SPARC with basic contact information to facilitate communications and information sharing during disasters or planned events.
- Share information related to preparedness and response with appropriate coalition members.
- Provide guidance and technical assistance to the Coalition and our members as appropriate.
- Advocate on behalf of SPARC within the region.
- Develop and maintain organizational level preparedness plans and a state of readiness.
- Participation in data collection and information sharing as appropriate.
- Request/Receive/Maintain supplies and equipment as required.
- Participate in joint planning with local community partners.
- Advise the Executive Board.

## **INDIVIDUAL MEMBERS**

Individual members include individuals not affiliated with a SPARC organizational member, or affiliated with a SPARC organizational member but not listed as the primary or secondary contact within that organization on the SPARC membership application form. Individual members are allowed to serve on Action teams and vote on Action Team business. Individuals are not allowed to vote on general membership matters.

Individual members are highly encouraged to undertake the following actions:

- Participate in general membership meetings, serve on action teams, and engage in Coalition activities to the best of their abilities.
- Develop and maintain personal/family preparedness plans and a state of readiness.
- Advocate on behalf of SPARC within the region.

## **MEMBERSHIP APPLICATION**

Applications for membership may be completed and returned to any officer or action team chair. SPARC Executive Board will set annual membership dues by January 1 if dues are to be charged for the following membership year beginning on July 1.

## **MEMBERSHIP RESIGNATION**

Member Resignation: Members / member organizations may resign at any time with written notice. Coalition property supplied by SPARC shall be returned in good working order within thirty days of resignation. If membership is resigned prior to the end of the paid membership, those dues will not be refunded.

## **Article IV**

### *Governance*

## **COALITION EXECUTIVE BOARD**

The Executive Board serves as the governing body of the coalition. The responsibilities of the Executive Board are to set coalition policy and procedures, provide fiscal management, and allocate funds and coalition resources.

The Executive Board's duties shall include, but not be limited to:

- Recommends contractual agreements to the fiduciary agent.
- Set membership fees for SPARC.
- Provide oversight to ensure compliance with grant requirements and other program measures.
- Develop and update annually, a coalition strategic plan.
- Establish or disband action teams, both ad hoc and standing, excluding those mandated by these by laws.
- Approval of new members.
- Maintain a conflict of interest policy.

The Executive Board shall meet or confer as necessary and appropriate between the SPARC general membership meetings, to plan SPARC meetings and to carry out routine SPARC business.

The Marion Region RHCC Manager shall serve as the Coalition Administrator and be responsible for coordinating and organizing the work of the Executive Board, signing Coalition documents, and acting as the liaison between the Coalition and the fiduciary agent. The Marion Region RHCC Manager shall serve as a representative on the Executive Board and shall be eligible to serve as an officer.

## **EXECUTIVE BOARD – STRUCTURE & ELECTIONS**

Coalition Executive Board (also identified herein as Executive Board) shall include the following eleven (11) voting representatives:

- The Marion Region RHCC Manager.
- One (1) hospital representative.
- One (1) non-hospital healthcare representative.
- One (1) local health department representative.
- One (1) Emergency Management Agency (EMA) representative.
- One (1) volunteer organizations representative.
- One (1) Emergency Medical Services (EMS) representative.
- Four (4) at large representatives.

If a vacancy in a category cannot be filled by a representative of the respective category, it will become an at large position until the term is completed.

The Coalition Executive Board will also have the following non-voting advisors: IDPH Regional EMS Coordinator, IDPH Regional ERC, and at least one of the IEMA regional coordinators from the IEMA regions affected (Region 8, 9, and 11).

## **EXECUTIVE BOARD TERMS**

Representatives elected to the Executive Board will serve three-year terms and may be reelected without term limits. Elections will take place at the first membership meeting to take place on or after October 1st of each year. At the annual election, all organizational members will be eligible to vote for the representative to fill the position in their respective discipline category. At large candidates will be elected by the membership as a whole. The candidates with the most votes will fill empty at large slots.

Candidates for election may be placed on the ballot by nomination from any member representative or by a candidate's announcement of desire to hold the position. Each year, approximately one third of the Executive Board representative positions will be up for election.

## **RESIGNATION OF REPRESENTATIVES TO THE EXECUTIVE BOARD**

An elected representative of the Executive Board may resign at will. Upon receipt of a written notice of resignation by an Executive Board representative, the President shall call for a special election to take place at one of the next two general membership meetings. This special election shall consist of the members whose representative is resigning. At the special election, a new representative to the Executive Board will be selected to serve the remaining term of the resigned. If the representative submits a notice of resignation less than one hundred (100) days from the end of the representative's term, no special election shall be necessary, and the position will be filled at the next election.

## **REMOVAL OF A REPRESENTATIVE TO THE EXECUTIVE BOARD**

An elected representative of the Executive Board may be removed for cause by a two-thirds (2/3) majority vote of the Executive Board voting representatives, excepting the vote of the representative to whom the vote is being taken.

Representatives of the Executive Board must maintain the capability to represent the agencies to which they were elected to represent. If a representative leaves or is terminated by the organization to which he or she was affiliated with during the representative's last election, the representative must become affiliated with a substantially similar organization who is a member organization prior to the next Executive Board meeting or within 30 days of the severed relationship, whichever comes last.

## **Article V**

### *Executive Committee Officers*

#### **PRESIDENT**

The President is elected by the Executive Board and chairs the Executive Board and general membership meetings, and, along with the Coalition Administrator, represents the Coalition in official capacities.

#### **VICE-PRESIDENT**

The Vice President is elected by the Executive Board. In the event that the President cannot facilitate a meeting, or represent SPARC in his or her official capacity, the Vice-President would be expected to substitute.

#### **SECRETARY**

The secretary is elected by the Executive Board and ensures attendance and meeting minutes are taken and recorded for each Executive Board and general membership meeting conducted and that this information is available to members in a timely manner for inspection and conduct of business. The secretary will aid in the development of meeting agendas for the Executive Board, and general membership meetings and will make the meeting agenda available for applicable meeting participants not less than 72 hours prior to the meeting.

#### **TREASURER**

The treasurer is elected by the Executive Board and keeps record of coalition funds and expenditures and presents a report at Executive Board meetings and general membership meetings. The Treasurer will chair the Finance Action Team.

#### **ELECTION / REPLACEMENT OF ALL OFFICERS**

- a) Election for Executive Board officers will occur at the first regularly scheduled Executive Board meeting after the October general membership meeting.
- b) All elections will be by simple majority vote of the voting members of the Executive Board. The President and Vice President are eligible for up to three consecutive terms. The Secretary and Treasurer shall have no term limits.

- c) All officer positions are “at-will” positions and therefore an officer may be removed from office for just cause by 2/3 majority vote of the voting representatives of the Executive Board.
- d) In the event of an officer removal or resignation, the Executive Board will conduct an election at the next regularly scheduled meeting to replace that officer. The replacement will complete the term of the person leaving.

## **Article VI**

### *Action Teams*

The Executive Board may form action teams that are created on a permanent or as-needed basis. The Executive Board will outline the action team’s expectations, timelines, goals and any other pertinent functional details of the newly formed action teams.

#### **STANDING ACTION TEAMS**

The function of standing action teams is to conduct business on behalf of the coalition and progress toward reaching the coalition’s goals and objectives. Standing action teams are obligated to provide recommendations to the Executive Board regarding their particular area of focus.

SPARC standing action teams include, but are not limited to:

- Training, Education and Exercise Action Team
- Planning Action Team
- Finance Action Team

Action teams may or may not be given a budget and authority to spend money at the discretion of the Executive Board. Action teams will have a named action team chair that will ensure the action team meets regularly as needed to accomplish its purpose. Each action team has an assigned Executive Board sponsor on the action team. The sponsor is responsible for chairing the action team or appointing a chair from within the action team. Action Teams will maintain minutes and action team chairs will give a progress report to the membership at meetings.

## **Article VII**

### *Order of Business*

#### **GENERAL MEMBERSHIP MEETINGS**

SPARC general membership meetings are held minimally four times per year on a scheduled day and time as determined by the Executive Board.

The manual used to ensure adherence with proper procedure during all meetings is Robert’s Rules of Order, Newly Revised, 11th Edition (RONR). Any procedures or rules in these bylaws or other adopted SPARC rules supersede RONR. Any conflict between rules will be resolved in the following ranking:

1. The applicable law of the land
2. SPARC Bylaws
3. Action Team rules
4. Robert's Rules of Order, Newly Revised, 11th Edition
5. IDPH Director or Deputy Director of OPR

### **Quorum**

A quorum for conducting business of the Membership shall consist of the number of persons present in person at the time.

### **Voting**

Voting will be done by written ballot or show of hands. Proxy votes are not allowed.

- Electronic voting is not allowed.
- Electronic attendance to meetings is allowed.

Any votes on all matters, with the exception of bylaws revisions, must carry with a simple majority of those organizational members present to be considered valid. Revisions of the bylaws require a two-thirds majority of those organizational members present to be considered valid. Each member organization only gets one vote per action item.

Voting members must abstain from voting on any proposal that would present a conflict of interest for that individual member, including an abstention from voting on proposals that would result in individual and personal financial benefit. Abstentions do not count as 'no' votes.

Standing agenda items include

- a) Call to Order
- b) Updates and Announcements
- c) Action Team Reports
- d) Old business
- e) New business
- f) Any other items appropriate for Coalition discussion or activity, e.g. exercise lessons learned and best practices; upcoming calendar items; other grant activity, etc.
- g) Adjournment

### **EXECUTIVE BOARD MEETINGS**

SPARC Executive Board meetings are held minimally six times per year on a scheduled day and time as determined by the Executive Board. The Executive Board President and/or Coalition Administrator may call an "emergency Executive Board meeting" with 24 hours' notice. The Executive Board President and/or Coalition Administrator will notify Executive Board representatives by e-mail or phone of such meetings and will include in this notice a succinct reason for calling the meeting.

The manual used to ensure adherence with proper procedure during all meetings is Robert's Rules of Order, Newly Revised, 11th Edition (RONR). Any procedures or rules in these bylaws or other adopted SPARC rules supersede RONR. Any conflict between rules will be resolved in the following ranking:



1. The applicable law of the land
2. SPARC Bylaws
3. Action Team rules
4. Robert's Rules of Order, Newly Revised, 11th Edition
5. IDPH Director or Deputy Director of OPR

### **Quorum**

A quorum for conducting business of the Coalition Executive Board shall consist of a simple majority of the Executive Board voting representatives.

### **Voting**

Voting will be done by roll call vote, written ballot, show of hands, or electronic vote. Proxy votes are not allowed.

- Voting on fiscal matters must be by roll call vote.
- Electronic voting is allowed.
- Electronic attendance to meetings is allowed for Executive Board meetings.

Any votes on all matters, with the exception of bylaws revisions, must carry with a simple majority of those voting representatives present to be considered valid. Revisions of the bylaws require a two-thirds majority of those present to be considered valid.

Voting representatives must abstain from voting on any proposal that would present a conflict of interest for that individual representative, including an abstention from voting on proposals that would result in individual and personal financial benefit. Abstentions do not count as 'no' votes.

The approval process for regional projects will ensure that appropriate proportional representation of healthcare coalition members' input over coalition plans, exercises, and expenditures, avoiding undue influence by any one entity or family of related entities.

Standing agenda items include:

- a) Call to Order
- b) Approval of Previous Minutes
- c) Updates and Announcements
- d) Action Team Reports
- e) Old business
- f) New business
- g) Any other items appropriate for Coalition discussion or activity, e.g. exercise lessons learned and best practices; upcoming calendar items; other grant activity, etc.
- h) Adjournment

## **ARTICLE VIII**

### ***Distribution of Assets***

**Normal Times**

During normal times, SPARC assets will be distributed based on the needs presented on a “first come, first served” basis when assets are available to meet that need.

### **Contingency Times**

During contingency times, SPARC may ration the distribution of assets and implement strategies to provide assets to meet the greatest number of needs.

### **Crisis Times**

During a crisis, SPARC may distribute assets where SPARC assets may provide the greatest impact on regional needs.

Replacement and/or repair of SPARC assets will be part of the Recovery Process and will begin whenever the asset is distributed out to the region. The annual budget may be amended, with approval, to replace or repair damaged assets as soon as possible after an incident.

## **Article IX** *Amendments*

These By Laws may be amended at any general membership meeting of SPARC by a joint consensus of a 2/3 majority of the voting membership present, provided the amendment has been submitted in writing and approved by a minimum 2/3 majority vote by the Executive Board. The Executive Board will introduce proposed changes to the membership for a vote at the next regularly scheduled General Membership Meeting.

### **ACRONYMS**

EMS – Emergency Medical Service

ERC – Emergency Response Coordinator

IEMA- Illinois Emergency Management Agency

IDPH- Illinois Department of Public Health

RHCC – Regional Hospital Coordinating Center

SPARC – Shawnee Preparedness and Response Coalition

OPR- Office of Preparation and Response

*Created: April 2014*

*Revised: July 2017; April 2019; April 2021; October 2023*