

# **NSPA Bylaws** **July 2017**

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**THE NEAR SOUTHWEST PREPAREDNESS ALLIANCE**  
**Near Southwest Region of Virginia**  
**BYLAWS**

**Article I – Name**

This organization shall be known as the Near Southwest Preparedness Alliance (NSPA). The NSPA is the identified regional healthcare emergency preparedness coordinating group for the Near Southwest (NSW) region as established by the Virginia Hospital & Healthcare Association (VHHA) under the Hospital Preparedness Program through the Federal Department of Health and Human Services – Assistant Secretary for Preparedness and Response (HHS/ASPR).

**Article II – The Region Defined**

The NSW region encompasses the counties of Alleghany, Amherst, Appomattox, Bedford, Botetourt, Campbell, Craig, Floyd, Franklin, Giles, Henry, Montgomery, Patrick, Pittsylvania, Pulaski, Roanoke and the cities of Covington, Danville, Lynchburg, Martinsville, Radford, Roanoke and Salem.

**Article III – Mission**

The mission of the NSPA is to support regional healthcare preparedness and response through the Hospital Preparedness Program (HHS/ASPR).

**Article IV – Purpose**

The purpose of the NSPA is to be a faithful steward of federal grant resources to develop healthcare system preparedness through regional collaboration and planning following HPP guidance.

**Article V – NSPA Membership**

Section 1. General Information

The HPP guidance defines the core membership of the healthcare coalition, at a minimum, as including Acute Care Hospitals, Public Health Agencies, EMS Agencies (to include patient transport) and jurisdictional Emergency Management.

Beyond core membership, NSPA membership is intended to represent a broad and diverse spectrum comprising the healthcare continuum. This includes, but is not limited to: long term care; behavioral health; medical reserve corps units; public safety agencies; outpatient medical facilities; dialysis centers; mortuary services; etc.

The Near Southwest Preparedness Alliance (NSPA) retains the right to deny membership to an organization if the organization is deemed inappropriate by the membership.

Section 2. Condition of Membership

- A. Maintain a current Letter of Support (LOS) between the member organization and the NSPA. (A copy of the standard member LOS is maintained on the www.nspa1.org website.)
- B. Maintain a Member Account on the Virginia Healthcare Alerting Status System (VHASS).
- C. Actively participate with the NSPA as outlined in the LOS.

Section 3. Voting

Each organization in good standing with NSPA is permitted one vote in the conduct of business for which the Healthcare Coalition Committee has charge. Within the LOS, each organization shall identify the member representatives authorized to cast votes on the organization's behalf. Proxy votes are not permitted.

Section 4. Current Membership

A roster of member agencies is maintained by NSPA staff. This roster shall be updated whenever a change in membership occurs.

**Article VI – Board of Directors**

The Board of Directors provides strategic direction and oversight for the NSPA organization. The members of the board are empowered to conduct the business of the NSPA. The board shall function as the Finance/Audit Committee.

Section 1. The Board of Directors shall consist of the following:

<b>Board Position</b>	<b>Term Begins</b>
Hospital Member	Even Year
Hospital Member	Odd Year
Hospital Member	Odd Year
Public Health Member	Even Year
EMS Member	Odd Year
Local Emergency Management Member	Even Year
Long Term Care Member	Odd Year
Medical Advisor (non-voting)	N/A
NSPA Executive Director (non-voting)	N/A
NSPA Fiscal Administrator (non-voting)	N/A

Hospital representatives on the board of directors must be from different hospital systems. No hospital or hospital system may have more than one board representative unless there are no other potential hospital representatives in the region willing to accept nomination.

Board members shall be elected for staggered two-year terms as indicated above from designated representatives identified in the LOS for member organizations. The member organization must be in good standing.

Nominations for vacant board positions shall be proposed by the Nominating & Bylaws Committee. A call for nominations shall also be made to the NSPA membership as part of any election process. (More information regarding the Nominating & Bylaws Committee is located in Article VIII, Section 1.)

Section 2. Quorum

At least 50% of the filled NSPA Board of Directors member positions must be present (in person, or by electronic means) to constitute a quorum for the purpose of transacting any business of the NSPA.

Section 3. Meetings

The Board of Directors shall hold at least four (4) meetings per year. Additional meetings may be scheduled as needed.

The Chair may call a special meeting at any time with a 24 hour advance notice to the Board members. This notice may be sent by the Chair or the Executive Director electronically.

Section 4. Attendance

Board Members must attend at least 50% of the scheduled Board of Directors meetings per year unless excused by the executive director.

Section 5. Resignation/Succession

In the event that the Chairperson resigns or is removed from office prior to the term expiration, the Vice Chair shall immediately succeed the resigned/removed Chair.

If the chair becomes vacant through normal term-limit expiration, the position shall be opened to both current board members and coalition members under the normal prescription for election to the board of directors.

A board member who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board of Directors. Nomination of a

replacement shall be made by the Nominating and Bylaws Committee. Election shall follow the normal prescription for election to the board of directors and should be carried out at the next meeting of the Healthcare Preparedness Committee.

Any vacancies shall be filled for the balance of the unexpired term by nomination of the Nominating and Bylaws Committee and through the normal prescription for election to the board of directors. Elections to fill such vacancies should occur at the next meeting of the Healthcare Preparedness Committee. If the vacated term is greater than one-year, this term shall be the first term for the newly elected board member and that board member shall be allowed one additional term as defined in Article VI, Section 7 below. If the vacated term is less than or equal to one year, this term shall not be deemed a full term and the newly appointed board member shall be eligible for reelection for two full terms following completion of the vacated term.

Section 6. Elections

Elections shall be held as part of the first meeting of the last quarter of the calendar year. Terms shall begin on January 1 for normal elections. Terms to fill board vacancy shall begin immediately upon election. Election of board members is the responsibility of the Healthcare Preparedness Committee.

Section 7. Terms

Terms are two years. Board Members terms shall be limited to two (2) consecutive terms. In the event that no other appropriate individuals are willing to serve, the Healthcare Preparedness Committee may vote to extend a board member's term beyond the two-year term limit.

Section 8. Policy Statements

The Board of Directors shall develop and maintain policies that guide the functioning of the NSPA. A policy shall receive final approval of the Board of Directors with a majority vote of those members present.

**Article VII – Duties of Board of Directors Members**

Section 1. Chair

- A. Preside at meetings of the Board of Directors, and any special meetings.
- B. Guide development and achievement of organizational goals.
- C. Make committee appointments in accordance with the organizational bylaws.
- D. Sign all contracts upon approval of the Board of Directors.

- E. Appoint eligible NSPA members, as necessary, to state-level committees to represent the healthcare coalition.

Section 2. Vice Chair

- A. Preside over NSPA activities in the absence of the Chair.
- B. Perform duties as assigned by the Chair.
- C. Assist in preparing any necessary reports or documentation required.

Section 3. Fiscal Administrator

- A. Maintain a record of all financial business conducted by the NSPA in accordance with NSPA policies/procedures and Generally Acceptable Accounting Principles (GAAP).
- B. Expend funds as directed by the Board and in accordance with Federal and State requirements by complying with general Federal and State grant guidelines pertaining to allowable costs (e.g. OMB Circular A-122, etc.) and ensure expenditures fall within one or more priority areas identified in the grant guidance.
- C. Prepare and submit financial statements to the NSPA Executive Director on a periodic basis.
- D. Prepare and submit necessary financial reports or documentation required by government agencies or grant sponsors.

Section 4. Executive Director

- A. Submit financial statements to the Board of Directors and NSPA membership on a periodic basis as requested by the Board.
- B. Ensure that Board of Directors & NSPA Committee(s) meeting minutes, bylaws and Regional Healthcare Emergency Operations Plan are made available to all NSPA membership and the Virginia Department of Health/Virginia Hospital and Healthcare Association as requested.
- C. Actively assist in seeking funding sources for the activities of the organization.
- D. Prepare necessary reports or documentation required by government agencies or grant sponsors.

- E. Prepare and submit annual budget projections to the Board of Directors and NSPA Committee(s).
- F. Preside over meetings in which the Chair and Vice Chair are not available.
- G. Perform duties as described in the current job description and employment agreement.

Section 5. Committee Chair(s)

- A. Organize and conduct assigned committee business.
- B. Facilitate the development and achievement of goals for their committee.
- C. Assist in preparing any necessary reports or documentation required.

**Article VIII – Standing and Ad Hoc Committees/Task Forces**

Section 1. Standing Committees & Workgroups

- A. Healthcare Preparedness Committee (Coalition)
  - Committee membership consists of all NSPA members in good standing.
  - To coordinate healthcare emergency preparedness planning and responses to acute medical mass casualty and disaster situations.
  - The committee meets four times annually.
  - Committee responsibilities include:
    - Voting, at least annually, and on an as-needed basis, to elect members to the NSPA Board of Directors.
    - Providing input to NSPA staff and the Board of Directors regarding funding and budget decisions.
- B. Nominating and Bylaws Committee
  - Membership consists of three board members and two coalition members appointed by the chair.
  - The committee meets as needed.
  - Committee responsibilities include:

- To prepare a slate of nominees for vacant or soon to be vacant Board of Directors positions.
- Periodically review and recommend revisions to current Bylaws.
- Other duties as assigned by the board or Executive Director.

C. Regional Emergency Operations Plan Workgroup

- There shall be a Regional Emergency Operations Plan Workgroup that is tasked with review and revision of the Regional Emergency Operations Plan and the Regional Hazard Vulnerability Analysis.
- The Regional Emergency Operations Plan shall be presented to the Healthcare Preparedness Committee for adoption prior to submission to the VDH/VHHA.

D. Finance/Audit Committee

- Comprised only of the members of the Board of Directors.
- This committee handles the financial business of the NSPA during the normal course of quarterly meetings of the Board of Directors.
- Committee responsibilities include
  - Approval of the NSPA budget
  - Approval of expenditure as outlined in financial policy of Western Virginia EMS

E. Ad Hoc Committees/Task Forces/Work Groups may be established and/or dissolved at the discretion of the Board of Directors or the Executive Director. Ad Hoc Committees/Task Forces/Work Groups are utilized to address issues that are limited in duration or cyclic in nature.

Section 2. Committee Rules

- A. Each standing committee shall have a chair who is appointed by the chair of the board of directors.
- B. At least 50% of the committee members must be present (in person, or by electronic means) to constitute a quorum for the purpose of transacting any business of the committee.

**Article IX – Funding**

Section 1. Use of HPP Grant Funding



NSPA allocates and expends HPP grant funds in strict accordance with the guidance of the Federal ASPR Guidelines and the guidelines of VDH as the HPP grant awardee.

Grant funds are utilized by the coalition to further the goals of the HPP program as outlined in various HPP guidance documents.

Section 2. Use of Funds

NSPA may budget HPP grant funding for use directly by hospitals providing the expenditure meets regional planning goals, is approved by the board of directors, and is allowable under granting organization guidance.

Section 3. Fundable Organizations

Membership in NSPA does not grant any organization status as a HPP grant fundable organization. This status is accomplished through an MOU process with NSPA/VHHA that outlines proper documentation and usage of federal funding.

A fully executed MOU supersedes the LOS.

Hospitals, as the front-line, primary beneficiary of HPP funding are required, by default, to have this MOU in place as a further condition of membership to provide for rapid expenditure of funding in the event of urgent need.

Other organizations may be designated as fundable organizations as allowed by VDH and VHHA.

Section 4. Documentation

Any member organization receiving funds through and/or from NSPA must provide required reports, support documents, etc. in accordance with the MOU.

Section 5. Non-Compliance

Failure to comply with Article IV may be grounds to become ineligible for funding through and/or from NSPA at the discretion of the Board.

Section 6. Types of Funding

All grant funds shall be allocated and expended in accordance with the guidance of the granting organization.

Section 7. Non HPP Activities

Funds received by the NSPA through non-grant means (training center proceeds, donations, funds from sustainability projects, etc) shall be held in, and managed from, a separate and distinct bank account.

## **Article X – Finance and Fiscal Responsibility Standards**

### **Section 1. Fiscal Year**

The Near Southwest Preparedness Alliance’s fiscal year shall begin July 1 and end on June 30.

### **Section 2. Budget**

The budget is prepared in accordance with the requirements and priorities of the HPP program as dictated by ASPR/VDH/VHHA. Within that framework, the NSPA Executive Director and staff shall develop a budget that meets regional priorities and continues the mission of the NSPA. This budget shall be approved by the NSPA Board of Directors and may or may not include monies that are categorized but not committed to a specific project. For example, the NSPA staff may recommend, and the board may approve a budget including funding for undefined training and exercises. The final commitment of these funds, at the project level, shall be recommended by NSPA staff, approved by the board, and developed with input from the Healthcare Coalition Committee.

### **Section 3. Audit**

An external audit shall be conducted annually in accordance with State and Federal guidelines and generally accepted accounting principles.

## **Article XI – Dispute Resolution**

Any coalition member (organization or individual) having a dispute with the NSPA (e.g., bylaws, Regional Emergency Operations Plan, guidelines and protocols, etc.) may voice such dispute orally or in writing. The dispute shall be addressed by the Executive Director in all cases except those in which the dispute directly involves conduct of the Executive Director. In cases of dispute involving conduct of the Executive Director, the dispute will be addressed by the board.

If the decision of the Executive Director or the board is disputed, appeal to an arbitration committee may be made. This committee will consist of three members appointed by the chair and shall review and render a decision. Unless otherwise resolved, the group shall issue a written determination, within thirty (30) days of receipt of dispute. This decision shall be final.

## **Article XII – Amendments**

The bylaws may be adopted, amended, or revised by an affirmative vote of the majority of the NSPA member organization representatives present at the Healthcare Preparedness committee meeting at which a quorum is present. Proposed amendments and revisions must be submitted to a NSPA Board of

Directors member or the Executive Director. All proposed bylaw revisions and/or changes shall be submitted to the NSPA Membership via United States Postal Service, through the NSPA email list-serve, or available on the NSPA website (30) days prior to action.

**Article XIII – Transparency**

NSPA is compliant with all information requests in accordance with the guidelines of the HPP Grant Program and advisement of the Assistance Secretary of Preparedness and Response, VDH and VHHA.

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NSPA Chairperson Signature

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Date