



Barren River Initiative to Get Healthy Together **BRIGHT Coalition** **By-Laws**

Approved May 10, 2016 – Amended April 1, 2025

Article I – Name and Purpose

Section 1 – Name: The name of the organization shall be BRIGHT Coalition, Inc. It shall be a nonprofit organization under the laws of the Commonwealth of Kentucky.

Section 2 – Purpose: The BRIGHT Coalition, Inc. is organized exclusively for scientific, educational, charitable and religious purposes as defined under Section 501 of the Internal Revenue Code including such purposes as to provide resources and support for the improvement of our health within the places where we live, work, play and learn.

Section 3 – Vision statement: BRIGHT Coalition, Inc. envisions every resident in the Barren River Area Development District will have the best quality of life possible by ensuring a safe place to live, work and play. Healthy individuals, families, and communities are the cornerstone of this vision and include equal opportunities to be healthy with an emphasis on personal responsibility for their own health and wellness and collaboration among all stakeholders.

Vision for the local healthcare services system: A Barren River healthcare delivery system that: (1) Strives to offer equal health care access to all; (2) Focuses on nationally recognized quality indicators; and (3) Promotes prevention strategies that include health education and behavior modification.

Article II – Coalition Membership

Section 1 – Eligibility for membership: Coalition membership will remain open to any individual or organizational representative who is interested and who supports the coalition's purpose and vision. BRIGHT Coalition, Inc. members are not required to contribute membership dues but are encouraged to participate (as an individual or an organization) in the contribution of funding for specific projects or to support ongoing coalition operation.

BRIGHT Coalition members are required to volunteer for a specified minimum number of hours or events annually to support the ongoing initiatives and goals of

the organization. (this includes work on committees, behind the scenes organizational work, etc)

All members, including board members, are encouraged to participate in at least one BRIGHT coalition-organized event per year, whether virtually or in person. These events may include workshops, community activities, planning sessions, setup, and more. Participation in these events may also count as volunteer hours if assistance is required.

Section 2 – Resignation and termination: Any coalition members who recognize that they or their organization can no longer participate should notify the BRIGHT Facilitator. If the organization will be replacing them, they are encouraged to work with the Facilitator on this transition. For the purpose of quorum, failure to attend or contribute to three consecutive coalition meetings will put members in inactive status.

Article III – Coalition Meetings

Section 1 – Regular meetings: Regular meetings of the members shall be held monthly or per a schedule agreed upon by members. They shall be held at a location within the BRADD area from 11:30 am to 1:30 pm on a date designated by the Board of Directors. Locations are subject to change.

Section 2 – Special meetings: Special meetings may be called by the Chair or Facilitator as needed, given appropriate notice of meeting. If necessary for operations, this may include an electronic meeting for a special issue, vote, or decision.

Section 3 – Notice of meetings: Notification of each meeting shall be given to each coalition member by e-mail **at least two weeks prior** to the meeting. Meeting notice shall also be posted to the BRIGHT website.

Section 4 – Quorum: Coalition quorum will consist of having over half, or 51%, of active members present at any properly announced meeting. Board quorum will consist of more than half, or 51%, of the active Board members at any properly announced meeting.

Section 5 – Meeting Participation: Members are required to attend a minimum of 30% of scheduled meetings each year, either virtually or in person, to ensure consistent and meaningful participation in coalition activities.

Section 6 – Commitment: A BRIGHT commitment form will be provided to all members, including board members, outlining the attendance and volunteer expectations for the year.

Section 7 – Recognition of New Members: New BRIGHT members will be recognized quarterly by the Board of Directors for their dedication and active involvement.

Section 7 – Enforcement and Accountability: The Board of Directors will periodically review attendance and volunteer records, addressing any issues of non-compliance in accordance with the coalition's policies.

Section 8 – Facilitation of assessment and planning activities: The development of community health improvement plans shall be the responsibility of the Barren River District Health Department, which shall also provide staff support to the coalition, including facilitators.

Article IV – Board of Directors

Section 1 – Fiscal year: The Board shall operate during the fiscal year from July 1 through June 30.

Section 2 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the coalition and delegates responsibility of facilitation and day-to-day operations to the support staff of the health department, coalition staff, and committees. The Board may have up to 17, but no fewer than 9 members. Monroe County Director and/or Allen County Director serve as ex officio members with full voting privileges. The Board receives no compensation for their role as a coalition board member other than reasonable reimbursement for expenses.

Section 3 – Terms: All Board members shall serve a three-year term but are eligible for re-election at the end of the term.

Section 4 – Board member selections: The Board of Directors shall be chosen via a nomination, acceptance of nomination, and Coalition vote when Board openings occur through expiration of term or attrition.

Section 5 – Selection procedures: When a Board opening occurs, there will be a call for nominations (including self-nominations) to select a new Board member. The list of nominees who accept their nomination will be shared with BRIGHT members via email at least two weeks before the regular or annual Coalition meeting at which they will be voted on. If electronic voting is used, it will be done through an online form and will be available for at least two weeks before the results are counted and confirmed.

Section 6 – Resignation, termination, and attendance: Resignation from the Board should be in writing and received by the Board. However, a Board member may be removed for any reason by a three-fourths vote of the remaining directors. All Board members are expected to remain in active membership status.

Section 7 – Regular and special meetings: Regular meetings of all the directors shall be held on a monthly or quarterly basis, as determined by the directors. Any two or more directors may request a special meeting, and the person calling such a meeting shall notify members of the Board at least two weeks in advance.

Section 8 – Annual Board meetings: The Board of Directors shall hold its annual meeting

during the fourth quarter of each fiscal year at such a place as the Board of Directors may designate. The agenda for this meeting shall include a review of programs toward BRIGHT Coalition, Inc. objectives and the direction in the coming year for meeting objectives.

Section 9 – Quorum: Having 50%+1 active Board members present at any properly announced meeting shall constitute a quorum. If necessary for operations, this may include an electronic meeting for a special issue, vote, or decision.

Section 10 – Officers and duties: There shall be four officers on the Board, consisting of a chair, vice-chair, secretary, and treasurer. These officers shall serve a two-year appointment but are eligible for reappointment. Their duties are as follows:

- The **chair** shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Board to preside at each meeting in the following order: vice- chair, secretary, treasurer.
- The **vice-chair** shall chair committees on special subjects as designated by the Board.
- The **secretary** shall be responsible for ensuring that corporate records are maintained.
- The **treasurer** shall make a report at each Board meeting. The duties of the Treasurer include chairing the finance committee, tracking coalition expenses, reporting expenses and revenues/contributions to the Board, and ensuring that financial reports to any funding organizations are submitted on time.

Section 11 – Board member attendance: Board members are required to attend at least 4 board and coalition meetings per year, either virtually or in person. These meetings are crucial for the governance and effective operation of the organization. Attendance will be monitored and reported quarterly to ensure adherence to this requirement.

Section 12 – Board Member Financial Responsibility: To demonstrate commitment to the mission and sustainability of BRIGHT, all board members are required to contribute a minimum of \$20 annually. This contribution signifies their investment in our shared efforts to promote health and wellness in underserved communities.

Section 13 – Volunteer: Members of the Board of Directors are required to volunteer a minimum of one hour annually in support of BRIGHT’s initiatives. This may include participation in events, committee work, organizational planning, or other efforts that advance the coalition’s mission.

Section 14 – Conflict of Interest: Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: (a) Fully disclose the nature of the interest, and (b) Withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the BRIGHT Coalition, Inc. coalition to do so. The minutes of meetings at which such votes are taken shall record such

disclosure, abstention, and rationale for approvals.

Article V – Focus Groups

BRIGHT's priorities and initiatives are determined based on recommendations from the Community Health Assessment Survey, conducted every three years. Additionally, the term 'Focus Group' refers to a structured discussion group composed of community members and stakeholders, convened to provide insights, feedback, and recommendations on specific health topics and initiatives.

Each Focus Group shall have a designated Chair and Co-Chair to provide leadership, facilitate discussions, and ensure the group's objectives align with BRIGHT's mission and initiatives.

Chair

Role and Responsibilities:

1. **Leadership and Facilitation:** The chair shall lead the focus group meetings, ensuring they run smoothly and according to the agenda.
2. **Agenda Setting:** The chair is responsible for setting the agenda in collaboration with the co-chair and distributing it to the members ahead of the meetings.
3. **Representation:** The chair represents the focus group in matters, presenting the group's progress and concerns to the organizations or stakeholders.
4. **Decision-Making:** The chair may lead to decision-making when consensus cannot be reached, following the guidelines set forth in the bylaws for voting or group agreements.
5. **Report Generation:** The chair is responsible for ensuring that reports or meeting summaries are created and shared with all relevant parties.
6. **Term:** The chair will serve for a term of one year and may be re-elected for one additional consecutive term, if necessary, unless the board votes to amend this arrangement.

Co-Chair

Role and Responsibilities:

1. **Support the Chair:** The co-chair assists the chair in all their duties and steps in to fulfill the chair's responsibilities when the chair is unavailable.
2. **Meeting Facilitation:** In the absence of the chair, the co-chair takes over the role of leading meetings and ensuring the agenda is followed.
3. **Collaboration:** The co-chair works closely with the chair to ensure smooth communication and collaboration within the group.
4. **Additional Responsibilities:** Depending on the focus group, the co-chair may take on additional tasks, such as overseeing specific subcommittees or projects.

5. **Leadership Development:** The co-chair often serves as a mentor to other members, helping with leadership development within the group.
6. **Term:** The co-chair serves one year and may be reelected for one consecutive year unless otherwise voted upon by the board.
7. **Co- Chair Advancement:** Once approved, the co-chair will officially assume the chair role at the start of the next term or immediately following the conclusion of the current chair's term.
 1. During the final months of the current chair term, the co-chair will begin the transition process, including active shadowing and mentoring.

Article VI – Committees

Section 1 – Committee formation: The Board may create ad-hoc committees or new standing committees as needed to support the coalition and its work.

Article VII – Amendments

The Board of Directors shall be responsible for maintaining the bylaws. The bylaws must first be accepted by an affirmative majority vote of the Board of Directors. Thereafter, these bylaws may be altered, amended, or replaced and new bylaws may be adopted by an affirmative majority vote of the Board of directors at any annual, regular, or special meeting, provided that notice of such alteration, amendment, or replacement is provided to the directors prior to such meeting in the manner provided herein.

Article VIII – Nonprofit Operation

The coalition will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the coalition will be distributed to its directors or officers without full consideration. No director or officer of the coalition has any vested right, interest or privilege in or to the assets, property, functions or activities of the coalition. The coalition may contract in due course with its directors and officers without violating this provision. If the BRIGHT Coalition, Inc. is dissolved, then the Board will distribute BRIGHT Coalition, Inc.'s assets to a charitable organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code whose mission is to better the health and welfare of the citizens of South-Central Kentucky.

Certification

These bylaws were last approved at a meeting of the Board of Directors by a two-thirds majority vote on April 1, 2025, and will become effective April 1, 2025.

Secretary

Charity Crowe

Date 4/1/25