

Connecticut Multicultural Health Partnership

Bylaws

ARTICLE 1. NAME

The name of the organization shall be the Connecticut Multicultural Health Partnership, hereinafter called "the Partnership." The Partnership is a coalition of public and private partners working to develop and implement an Action Plan to identify and address health disparities and multicultural health issues through the effective and systematic collaboration of a diverse multidisciplinary group (the Partnership).

A major focus of the Plan is the implementation of the National Standards on Culturally and Linguistically Appropriate Services ("CLAS") in Connecticut.

ARTICLE II. PURPOSE

The purpose of the Partnership shall be to promote:

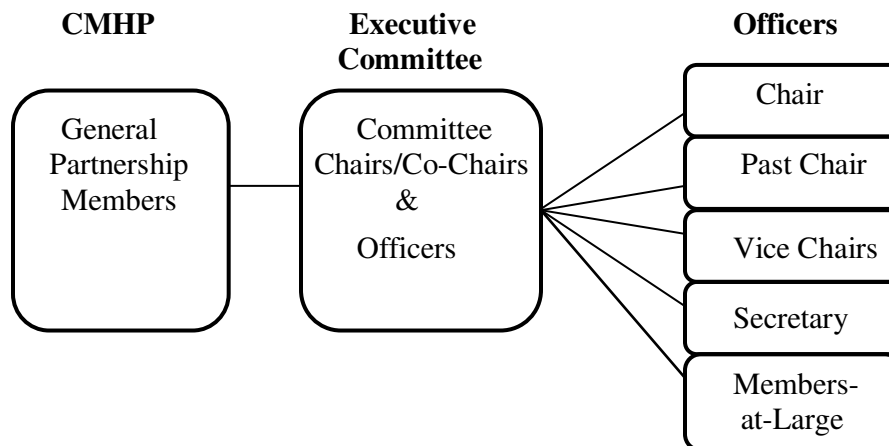
Quality health care and health education for all racial, ethnic and linguistic groups, and other diverse populations.

Language proficiency, both as to limited English proficient persons and general health literacy of all populations, among health care and health education providers.

Cultural competency among health care and health education providers and organizations.

A diversified health care and public health workforce that reflects the ethnicity, culture and diversity of health care populations

ARTICLE III STRUCTURE



ARTICLE IV MEMBERSHIP

Section 1 - Eligibility for Membership

Any person or organization within Connecticut that is interested in and willing to engage in activities to further the Partnership's mission is eligible for membership.

Section 2 - Types of Members

A. Organizational

Any organization, public or private, interested in any phase of eliminating health disparities and the establishment of health equity is eligible for membership in the Partnership. For purposes of these Bylaws, an organization eligible for membership shall be defined as any entity organized under applicable State law; or any unincorporated entity, whether for-profit or not-for-profit; or any association not organized under state law, but formally calling itself by an official name and organized under Bylaws and with officers or other leadership designated in its Bylaws. If an organization has several programmatic departments involved in eliminating health disparities and the establishment of health equity, it may request multiple memberships for each programmatic department. An organization, or programmatic department of an organization, shall be accepted as a member upon majority vote of the Partnership's Executive Committee.

Each organization or programmatic department of an organization, accepted as a member shall designate a single representative who shall be the principle contact between the member organization, or programmatic department of the organization, and the Partnership and who shall be empowered to represent the member organization or programmatic department of an organization at meetings of the Partnership. If this appointed person materially changes jobs within the organization or leaves it, the organization shall appoint a new representative member. The representative shall be authorized by the organization, or programmatic department of an organization, to offer the perspectives and information about activities of the organization to the Partnership. Likewise, the representative shall report back to his/her parent organization or programmatic department on Partnership positions and priority projects.

B. Individual

Any individual interested in working to eliminate health disparities and to establish health equity may be eligible for membership. An individual member shall register with the Secretary or the Secretary's designee.

C. Removal of Member

At the discretion of the Executive Committee, a member shall be removed from membership status in the Partnership should there be a substantial breach of ethical, moral, or professional conduct or if the member no longer qualifies for membership. Such breaches may consist of,

but are not limited to: (1) Speaking on behalf of the Partnership, without authority to do so; (2) Misuse or misappropriation of Partnership financial or other resources.

D. Membership Voting

For any issue requiring the vote of the full membership, each individual member shall have one vote. Organization members, or members that are programmatic departments of an organization, shall have one vote, to be cast by the designated representative of the organization or programmatic department of the organization.

E. Speaking for the Partnership

The Chair of the Connecticut Multicultural Health Partnership shall speak for the Partnership. The Chair may designate an Executive Committee member to speak on behalf of the Partnership. The position of the Partnership might, at times, not reflect the view of each of its members. However, a majority of the Executive Committee must approve the Partnership's official position relative to a proposed statute or regulation.

ARTICLE V. OFFICERS

Section I – Officers: General

The elected Officers of the Partnership shall be as follows: Chair; Vice Chair for Planning and Resource Development; Vice Chair for Membership Services; Vice Chair for Finance and Resource Management; Secretary; and Member(s)-At-Large. The immediate Past Chair, who is not elected, shall also serve as an Officer. No Officer shall hold any other position on the Executive Committee at any one time.

Section 2 - Responsibilities: Specific

Officers shall provide leadership and administrative oversight to the Partnership. They serve as members of the Executive Committee.

Section 3 - Duties

A. Chair

The Chair shall preside at all Executive Committee meetings, meetings of the Partnership's officers and full Partnership meetings. The Chair shall appoint ad hoc committee(s) and designate their Chair(s). In accordance with Article IV Section 2 D of these Bylaws, the Chair shall review and approve all written grant applications and other written requests for funding from sources outside the Partnership prior to their submission to funders. The Chair shall also perform other necessary executive duties for the beneficial functioning of the Partnership including, but not limited to, acting as spokesperson for the Partnership, providing active leadership for achieving the Partnership's mission and ensuring compliance with Partnership Bylaws.

B. Vice Chair for Planning and Resource Development

The Vice Chair for Planning and Resource Development shall assume the duties of the Chair in the absence of the Chair, and shall serve as assistant to the Chair in his/her efforts for the good of the Partnership. The Vice Chair for Planning and Resource Development shall assume the office of Chair in the event of resignation, disability, or death of the Chair. The Vice Chair for Planning and Resource Development shall lead the Partnership in:

Achieving its goals through systematic short and long term planning;

Overseeing the development and implementation of the Partnership's Action Plan;

Providing guidance and support to committees in carrying out their respective parts of the Partnership's Action Plan;

Monitoring progress of the work or committees, officers and ad hoc projects;

Identifying and exploring opportunities to enhance and expand the work of the Partnership through grants, cooperative agreements, and special initiatives at the national, regional, state, and/or local level(s);

Nurturing and supporting coordinating efforts and collaboratives within the Partnership, as well as with other organizations and entities.

C. Vice Chair for Membership Services

The Vice Chair for Membership services shall plan and develop strategies to attract, maintain and serve members to the Partnership, and to propose to the Executive Committee means by which to accomplish these strategies. The Vice Chair for Membership Services shall assume the duties of the Chair if both the Chair and Vice Chair for Planning and Resource Development are absent.

D. Vice Chair for Finance and Resource Management

The Vice Chair for Finance and Resource Management shall be responsible for assuring that adequate procedures are established for all financial recordings and transactions of the Partnership. The Vice Chair for Finance and Resource Management shall report on the financial status of the Partnership at all Executive Committee meetings. He/she will prepare the financial section of the Partnership's Annual Report. He/she may be required to give a bond for the faithful performance of his/her duties in such form and amount as the Executive Committee may determine. In the event the Partnership employs an entity or individual to manage certain aspects of the Partnership's business, the Vice Chair for Finance and Resource Management shall communicate as regularly as needed with that entity or individual to ensure that Partnership financial activities are properly transacted. The Vice Chair for Finance and Resource Management shall work in cooperation with the Vice Chair

for Planning and Resource Development to identify and obtain grants and other financial resources.

E. Secretary

The Secretary shall record, distribute and maintain written minutes of all meetings of the Officer's, Executive Committee and the full Partnership. The Secretary shall also distribute relevant Partnership information, including but not limited to, updates, reports, and articles of interest.

G. Members at Large

The Members-at-Large shall represent the interests and concerns of Partnership members from all racial, ethnic and linguistic groups, and other diverse populations, as well as those with varying language abilities, and raise those interests and concerns with the Executive Committee on behalf of those members. There shall be a maximum of three Members-at-Large on the Executive Committee at one time, who shall be designated as either Member-at-Large 1; Member-at-Large 2 and Member-at-Large 3. They are expected to assist the other officers with carrying out their responsibilities and to monitor that the Partnership acts to address the cultural, language, literacy and any other identified barriers and needs of the residents of Connecticut in order to achieve health equity.

ARTICLE VI. EXECUTIVE COMMITTEE

Section I - Composition

The Executive Committee shall be composed of a minimum of thirteen (13) and a maximum of twenty-five (25) members. The Executive Committee shall be composed of the Officers and the Chair or Co-Chairs of each Committee. Additionally, each committee may designate an alternate representative for the Committee Chair or Co-Chairs(s) who may attend any meeting and who is authorized to vote in the absence of his/her respective Committee Chair(s).

Section 2 - Responsibilities

The Executive Committee shall be the governing body of the Partnership and shall be responsible for the overall policies and operations of the Partnership. The Executive Committee shall manage the work of the Partnership in pursuit of its mission, to include (but not limited to) the development, implementation, administration, and evaluation of the Connecticut Multicultural Health Partnership Action Plan.

The power to dissolve the Partnership, convey or distribute any assets, merge with another entity or change the mission of the Partnership is reserved to simple majority vote of the Executive Committee.

If the status of the Partnership changes, such as becoming a 501(c)(3) organization, the Executive Committee will have fiduciary responsibility under the guidance of the Treasurer.

Section 3 - Election

A. Officers

Partnership Officers consist of:

Chair

Past Chair

Vice Chair for Planning and Resource Development

Vice Chair for Finance and Resource Management

Vice Chair for Membership Services

Secretary

Members at Large, of which a maximum of three(3) shall serve at any one time

The Nominating Committee shall submit annually a slate of proposed Officers to be voted on by the general membership. The ballot will be released electronically two (2) weeks prior to the date of the Annual Meeting and must be returned within ten (10) calendar days of release of the ballot. Announcement of the elected Officers will be presented at the Annual Meeting.

Commencing with the adoption of these amended by-laws, the terms of Officers shall be staggered, as follows:

Chair: The term of the current chair shall end on June 30, 2013. The Chair shall then serve full three (3) year terms, following an election in 2013 and subsequent elections held in accordance with these Bylaws.

Vice Chair for Planning and Resource Development: The term of the Vice Chair for Planning and Resource Development shall expire on June 30, 2015. The Vice Chair for Planning and Resource Development shall then continue to serve full 3 year terms, following an election in 2015 and subsequent elections held in accordance with these Bylaws

Vice Chair for Finance and Resource Management: The term of the Vice Chair for Finance and Resource Management shall end on June 30, 2014. The Vice Chair for Finance and Resource Management shall then serve full three (3) year terms, following an election in 2014 and subsequent elections held in accordance with these Bylaws.

Vice Chair for Membership Services: The term of the Vice Chair for Membership Services shall end on June 30, 2014. The Vice Chair for Membership Services shall then serve full three (3) year terms, following an election in 2014 and subsequent elections held in accordance with these Bylaws.

Secretary: The term of the Secretary shall end on June 30, 2015. The Secretary shall then continue to serve full 3 year terms, following an election in 2015 and subsequent elections held in accordance with these Bylaws

Members at Large, of which a maximum of three (3) shall serve at any one time. The terms of the Members at Large shall be as follows:

Member at Large 1 - The term of member at Large 1 shall expire on June 30, 2013. The Member at Large 1 shall then continue to serve full 3 year terms, following an election in 2013 and subsequent elections held in accordance with these Bylaws

Member at Large 2 - The term of Member at Large 2 shall expire on June 30, 2014. The Secretary shall then continue to serve full 3 year terms, following an election in 2014 and subsequent elections held in accordance with these Bylaws

Member at Large 3 -The term of member at Large 3 shall expire on June 30, 2015. The Secretary shall then continue to serve full 3 year terms, following an election in 2015 and subsequent elections held in accordance with these Bylaws

B. Committee Chair(s)

Committee Chairs consist of the Chair or Co-Chairs of Standing Committees, and other Committees as may be established by the Executive Committee. The Standing Committees consist of:

- Awareness and Outreach Committee
- Communications Committee
- Consumer Initiatives Committee
- Data and Evaluation Committee
- Language Services Committee
- Professional Development Committee

The Executive Committee, at its discretion, may add to, eliminate or combine these Standing Committees as necessitated by the Partnership's needs.

Section 4 - Terms of Office

Officers

Except as provided in Article V, Section 3 of these Bylaws, which establishes staggered terms for Officers, all Officers shall be elected by the general membership for three-year terms. Officers may serve two consecutive terms, after which they may be re-eligible for Executive Committee membership following a two-year absence. A term of any duration under the staggering provisions of Article V, Section 3 shall, for the purposes of determining consecutive terms, be deemed a full term.

Committee Chairs

Committee chairs are appointed by a majority vote of the Officers to serve a two year term. Committee chairs may serve two consecutive terms after which they may be re-eligible for Executive Committee membership following a two-year absence. When a Committee Chair(s)' term is ending, the committee shall recommend leadership for the next term or

recommend incumbents (incumbents may be reappointed for a second term). Each Committee will submit to the Officers for their approval the name or names of persons recommended to be Chair(s). Upon approval by the Officers, the term of a new Committee Chair shall commence, in accordance with Article V, Section 4. Announcement of the Committee Chair(s) will be presented at the Annual Meeting.

Section 5 - Compensation

Upon approval by the Executive Committee, Officers may receive compensation in the form of a stipend for their services as an Officer of the Partnership. The stipend is intended to off-set reasonable expenses associated with attending meetings and serving the Partnership. Stipends will be paid directly to Officers representing themselves as an individual member or will be paid directly to organizations represented by that Officer. Stipends are awarded dependant upon the availability of Partnership funds.

In addition, also upon approval by the Executive Committee, Committee Co-chairs may receive compensation in the form of a stipend for their services as a Co-chair of a Partnership committee. The stipend is intended to off-set reasonable expenses associated with attending meetings and serving the Partnership. Stipends will be paid directly to Committee Co-chairs representing themselves as an individual member or will be paid directly to organizations represented by that Co-chair. Stipends are awarded dependant upon the availability of Partnership funds.

If any Officer or Co-chair fails to perform his/her prescribed duties, the Executive Committee may, upon majority vote, bar the receipt of stipend compensation or discontinue receipt of an approved stipend compensation for that Officer or Co-chair.

Section 6 - Vacancies

Should the position of any elected Officer or Standing Committee Chair(s) become vacant, succession shall occur as stated in Article V Section 3. If a position becomes vacant that is not addressed in Article V Section 3, then the Officers shall appoint by simple majority vote a successor who shall hold the office for the remainder of the term.

If an Officer has failed to attend three or more Officers' meetings or three or more Executive Committee meetings within a 12 month period, the Officer's position shall be considered vacant and shall be so declared by the Chair. Prior to a declaration of vacancy, the Officer, after failure to attend 2 meetings within a 12 month period, shall be given written notice by the Chair in which the Officer is informed that failure to attend the next scheduled Officer's meeting or Executive Committee meeting may result in that Officer's position being declared vacant.

If a Standing Committee Chair(s) has not convened a committee meeting for three consecutive months or more, or has failed to attend three or more Executive Committee meetings within a 12 month period, the Committee Chair's position will be considered vacant and shall be so announced by the Partnership Chair. Prior to a declaration of vacancy, the Committee Chair shall be given written notice after failure to convene a committee meeting for two months or failure to attend two Executive Committee meetings within a 12 month

period. The notice shall inform the Committee Chair that failure to convene a committee meeting within one month or failure to attend the next scheduled Executive Committee meeting may result in that Committee Chair's position being declared vacant.

For purposes of this section, meetings conducted by conference call and/or utilizing virtual networks shall be considered meetings.

Section 6 - Leave of Absence

An Officer or Standing Committee Chair who needs to be absent (medical, academic pursuits, etc.) shall notify the Officers in writing of a request for a leave of absence and if granted by a majority of the Officers, an alternate will be assigned by the Officers for the duration of the leave of absence.

ARTICLE VII. MEETINGS

Section 1 -Annual Meeting

A meeting of the full Partnership membership shall be held at least annually. Business to be taken up at this meeting shall include announcement of election results and such other business as the Chair shall specify in the agenda of the meeting. At or prior to meetings of the full Partnership, each member shall be entitled to one vote, as described in Article IV Section 2D of the Bylaws. Voting may be conducted electronically, in writing or in person. No proxy votes are permitted.

Section 2 – Officers and Executive Committee Meetings

The Officers and the Executive Committee shall meet at least four times per year. Meetings of the Officers and Executive Committee may be consolidated or be held separately as determined by the Chair. Special meetings of the Executive Committee may be called by the Partnership Chair or by five (5) of its members. At or prior to Executive Committee meetings, each member shall be entitled to one vote. The alternate representative for the Committee Chair(s) may vote for their respective committee (each committee has two votes on the Executive Committee).

Proxy voting for a member of the Executive Committee is permitted only upon: (1) at least one week prior written notification to the Chair of the absence of the Executive Committee member from a specific meeting and at the same time (2) written designation by the Executive Committee member of the name of the person authorized to vote as proxy for the absent Executive Committee member. Proxy votes for an Executive Committee member may be cast only by a member of the Partnership.

Partnership members not serving on the Executive Committee shall have the privilege of the floor, but may not vote.

Section 3 - Meeting Notices

Each year, a schedule of Officers and Executive Committee meetings will be sent electronically to each Partnership member. Any changes to that schedule will be posted on

the Partnership's website. Any member who does not have electronic access to balloting may request a mailed written ballot.

Notice of all meetings of the members stating the time, place, and purpose shall be sent by electronic or other means to all Partnership members by the Secretary at least twenty-one (21) days prior to the date of the meeting.

ARTICLE VIII. BYLAWS

Section 1 – Purpose

These Bylaws shall govern the operations, proceedings and actions of the Partnership. Interpretation of existing provisions of these Bylaws shall be vested with the Chair. However, in the event that an issue or question arises that is not addressed by these Bylaws, then the Executive Committee by majority vote shall decide how to handle or resolve the issue or question, but shall also refer the matter to the Chair for amendment of the Bylaws at the earliest opportunity.

Section 2 - Amendments

These Bylaws may be amended, repealed, or replaced by an affirmative vote of two thirds of those Partnership members present at a duly-called general membership meeting. Proposed amendments shall be distributed to members and shall also be posted on the Partnership's website at least 2 weeks prior to the meeting. At the discretion of the Chair, with advice and counsel from the Executive Committee, each proposed amendment may be voted upon separately, or all proposed changes to the Bylaws amendments may be voted upon as a single amendment. Updated Bylaws will be made available to the full Partnership via the Partnership's website.

Section 2 - Effective Date of Amendments

Amendments to these Bylaws shall take effect at the adjournment of the meeting at which they are adopted, unless otherwise provided.

Section 3 - Bylaws Review

Commencing July 1, 2012, an ad-hoc committee appointed by the Chair shall review these Bylaws at least every two years.

Approved by the assembled membership at an annual meeting on June 27, 2012.

CODE OF ETHICAL PRINCIPLES

This Partnership Code of Ethical Principles is founded on basic principles of ethical behavior and is consistent with the Standards of Conduct for the International Service and the Charters of the United Nations and Organization of American States. Those principles are:

CONFLICT OF INTERESTS

A "conflict of interest" occurs when your financial interests, business or social commitments, or personal or business relationships could reasonably interfere -or appear to interfere- with your ability to make fair and impartial decisions regarding your work for the Partnership. Avoiding and preventing even the appearance of a conflict of interest is one of the primary means by which you can maintain public confidence in the impartiality and objectivity of the Partnership.

You therefore may not use your position with the Partnership for any private gain or organizational benefit, the endorsement of any products, service or businesses. Any conflict of interest or even the appearance of a conflict of interest must be resolved in favor of the Partnership.

A "conflict of interest" exists when, for example:

There is a clash between the organization you represent, or your personal interests, and your membership with the Partnership;

The organization you represent, or you personally, engage in a business relationship that may not be in the best interests of the Partnership;

The organization you represent, or your personal interest, in an enterprise which could compromise your loyalty to the Partnership;

You offer or accept payment back to you (e.g. kickback), directly or indirectly, of a portion of the purchase price by the seller to induce purchases, concessions, commissions and/or bonus; or may benefit from someone in the hopes of ensuring a particular decision or improperly influence future purchases