

BY-LAWS OF JOHN M. SCOTT HEALTH CARE COMMISSION

ARTICLE 1: NAME

The name of the organization shall be the John M. Scott Health Care Commission (the "Commission"). The Commission is established under Article V of the John M. Scott Health Care Trust (the "Trust"), as amended.

ARTICLE II: PURPOSE

Section 1: Purpose & Objective. The objective of the Commission is to advise the Trustee of the John M. Scott Health Care Trust in carrying out the purpose and intent of the Trust to financially support organizations and initiatives that prevent illness and promote health and well-being of McLean County residents who have limited access to healthcare or the inability to pay for needed healthcare services.

Section 2: Non-Discrimination. All grants and activities shall be made and conducted with equality and in a manner that is free from discrimination based on age, race, color, creed, ethnicity, religion, national origin, citizenship, marital status, sex, sexual orientation, gender identity or expression, physical or mental disability, veteran or military status, unfavorable discharge from the military service, criminal record, or any other basis prohibited by federal, state, or local law.

Section 3: Recommendations. The Commission shall make recommendations on the following to the Trustee:

- A. Bylaws, appointments, annual budget, investment and program policies;
- B. Identification of unmet community needs based on review of existing community assessments;
- C. Allocation of funds to organizations and community initiatives, such as collaboration among organizations, to address unmet needs; and,
- D. Any other such matters as directed by the Trustee from time to time consistent with the intent of the Trust.

Section 4: Methods of Accomplishing the Objective and Purpose. The Commission shall conduct business based on the principle that unmet healthcare needs exist among the economically disadvantaged residents of McLean County, Illinois. The Commission shall actively participate in selecting and recommending to the Trustee those goals and funding initiatives consistent with the intent of the Trust and as set forth in the Declaration of Trust, as may be amended. In the spirit of a working partnership, the Commission shall specifically work to:

A. Assess the status of the health care of the economically disadvantaged residents of McLean County.

B. Support organizations and initiatives that are consistent with the intent of the Trust.

C. Address needs that are underfunded or unfunded by other private and public resources, to accomplish the purpose of the Trust.

D. Support community initiatives that encourage collaboration among organizations to improve access, quality and cost-effectiveness of services to the economically disadvantaged.

ARTICLE III: DUTIES AND RELATIONSHIPS

Section 1: Membership. The following provisions shall govern the membership of the Commission.

A. The Commission shall be comprised of (11) eleven members who are residents of McLean County or individuals employed in said county who are committed to the mission of the Trust, provide the diversity necessary to address the various needs of the local population, and have professional skills to accomplish the objective and purposes of the Trust. At least five health care professionals from multiple disciplines shall be appointed as well as experts in finance, grant administration, and the healthcare of the underserved population. Two of the health care disciplines shall include primary care and mental health. In accordance with the original Last Will & Testament of John M. Scott, one member also shall be appointed to represent Second Presbyterian Church of Bloomington, following recommendation by the Elders of said church. The Trustee may also appoint one member to represent the Township Supervisor of the City of Bloomington or other designee to represent McLean County Township Supervisors.

B. All Commissioners serve at the pleasure of the Trustee.

C. The Commission may appoint from time to time ad hoc members, as deemed necessary for its purposes, such as to enhance skills required for the work of committees. Ad hoc members have no voting rights.

Section 2: Appointments.

A. The Commission shall consist of eleven (11) members as designated in Article III, Section 1.A. All Commission member terms, except for those designated by the Declaration of Trust to serve, shall be for three (3) years. A Commissioner may serve more than one term but no more than three consecutive terms, unless such expertise is unavailable from others at the time, as determined

by the Trustee and required to meet the objectives and purposes of the trust. Any individual office holders shall also be permitted to serve more than three consecutive terms.

B. At the time of adoption of these Bylaws, current members may continue on the Commission to complete their current terms, and serve for additional terms with Trustee reappointment. This allows for staggering of terms as created by the original bylaws with the purpose to ensure continuity and permanent cohesiveness.

C. Any person appointed to fill a vacancy prior to the expiration of the term from a predecessor with the necessary skill set, will be eligible to serve for the remainder of such term and then serve for additional consecutive terms, as designated above.

Section 3: Voting.

A. Each member shall have one vote.

B. Whenever a Commissioner has a financial or personal interest in any matter coming before the body, the member shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 4: Removal. Each of the appointed Commission members may be removed by the Trustee for cause on recommendation of the Commission to the Trustee or at the request of the Trustee. The Commission will immediately recommend a replacement based on needed expertise and criteria for membership.

Section 5: Resignation. Any Commission member may resign by giving written notice to the Trustee and to the Commission chairperson. Such resignation shall take effect at the time specified in the written notice.

Section 6: Relationships.

A. Trustee: The Bloomington City Council acting in its role as Trustee of the Trust shall appoint by resolution the members of the Commission. The relationship of the Commission to the Trustee will be that of a trusted advisor. The Trustee will retain and exercise final decision making and fiduciary responsibility for administration of the Trust, including Commission membership, policy direction, funding or grant priorities, budgeting and appropriations. To this end, as advisors, the Commission shall actively search for methods to improve the health care for the underserved, participate in selection of meaningful organizations and initiatives to fund; and recommend to the Trustee to either continue, alter, add, delete funding of current/new organizations and initiatives

based on regular evaluation of outcomes and consistent with the intent of the Trust.

B. Staff Administrator: A Staff Administrator shall be appointed by the Trustee to act as the primary administrative resource to the Commission, with the following duties and responsibilities:

1. The Staff Administrator shall be a City employee. As such he/she shall be directly responsible for maintaining all administrative and records and files, all financial documents and fiscal management in and for the name of the Trust, the Trustee and the Commission.

2. The Staff Administrator is responsible for custody of the annual Court Reports and all formal Trust documents.

3. The Staff Administrator will support the Grants Committee in creating requests for proposals and creating grant agreements for execution.

4. He/she shall support the Finance and Budgeting Committee to develop a budget based on the City's accounting codes. (or per City guidelines, in compliance with the City's accounting procedures, etc.). He/she will assist the Commission in preparing for and completing an independent, annual audit of financial affairs. The Staff Administrator shall also be responsible for the annual Trust Report to the Court, after first presenting said Report to the Commission for review, with final approval by the Trustee.

5. The Staff Administrator shall report at least quarterly to the Trustee.

6. The Staff Administrator shall be a non-voting member on the Commission and considered to be a representative of the Trustee when so directed.

C. Township. The City of Bloomington Township shall be an eligible grant recipient and may submit grant proposals consistent with the intent and purposes of the trust to provide unmet services to those who have limited access to healthcare or the inability to pay for needed healthcare services. As part of any proposal, the Township Supervisor shall comply with any operational procedures, deadlines, needs assessment or requests for proposals that are required of all grant recipients, and will detail the services to be provided and why said services are currently unmet needs of the population to be served.

ARTICLE IV: OFFICERS

Section 1: Officers. The officers of the Commission shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Section 2: Election of Officers. Nomination and election of officers shall be made from the floor at any meeting prior to the beginning of the fiscal year. Candidates for each office receiving a simple majority of the membership present (a quorum being necessary), at the specified meeting shall be declared elected and shall serve for one year, or until their successors are elected. No officer shall serve more than three consecutive terms in the same office unless otherwise permitted by vote a majority of the members. Vacancies in offices shall be filled immediately by the election procedure specified above.

Section 3: Duties of the Officers.

Chairperson: The Chairperson shall preside at all meetings of membership and appoint committee membership with the approval of said membership. The Chairperson shall chair the Executive Committee.

Vice-Chairperson: The Vice-Chairperson shall perform the duties of the Chairperson in the event of his/her absence, resignation or inability to perform his/her duties.

Secretary: The secretary shall collaborate with the Staff Administrator in recording of minutes at all regular meetings. The secretary shall also collaborate with the Staff Administrator to ensure that all communications to the public, including through the website, are current and valid.

Treasurer: The treasurer shall provide oversight with the Staff Administrator in all aspects of Trust finances and shall serve as chairperson of the Finance and Budgeting Committee and as member of the Investment Committee.

ARTICLE V: COMMITTEES

Section 1: Committees. The Commission shall consist of these standing committees.

1. Executive Committee
2. Finance and Budgeting Committee
3. Grant Committee
4. Investment Committee

Ad Hoc Committees may be created to perform certain specific functions on a temporary basis. These temporary committees will be disbanded when their specific functions have been served.

Section 2: Committee Structure and Duties. With the exception of the Executive Committee, the number of committee members on each committee shall be subject to Committee needs and concomitant Commissioner expertise.

A. Executive Committee. Executive Committee shall be chaired by the Commission Chairperson and be comprised of the four officers. The Staff Administrator will provide support to the Executive Committee as needed. The Executive Committee shall serve as a Nominating Committee for new Commissioners, submitting recommendations to the Commission based on criteria established in the Bylaws. The Executive Committee shall annually provide input to the City Manager on the Staff Administrator performance; and other issues that may come before the body from time to time.

B. Finance and Budgeting Committee. Finance and Budgeting Committee shall be chaired by the Treasurer and shall be responsible for the following: collaboration with the Staff Administrator on preparation of the annual budget; collaboration with Staff Administrator on an annual, independent audit; and review of ongoing financial policies and reports.

C. Grant Committee. The Grant Committee shall be responsible for recommendations to the Commission on the following: funding policies, community needs, and allocation of grant funds.

D. Investment Committee. The Investment Committee shall be responsible for recommendations and reporting to the Commission on the following: investment policies, performance of any outside investment manager, performance goals for the portfolio, and investment developments prior to the budgeting process. The Treasurer shall serve as a required member of this committee.

ARTICLE VI: MEETINGS

Section 1: Regular Meetings.

Regular meetings will be held at least quarterly, complemented by regular and special committee meetings. The Staff Administrator and Chairperson shall prepare the agenda for Commission meetings. Commission members shall submit agenda items to the Chairperson one week prior to the scheduled meeting. The Staff Administrator shall provide all members with the written agenda, or notice of cancellation for these meetings not less than four (4) days in advance of the meetings.

Section 2: Special Meetings.

Special meetings may be called by the Chairperson. The Staff Administrator shall notify all members in the manner directed by the Chairperson in advance of such special meetings. The notice shall specify the purpose of such meeting and no other business may be considered except by unanimous consent of the Commission members.

Section 3: Quorum.

A simple majority of current members shall constitute a quorum. A quorum will be necessary to transact official business; however, informal discussion can take place when a quorum is not present. A simple majority vote of the voting members present shall be required to pass motions before the membership.

Section 4: Attendance at Meetings.

Any Commissioner who fails to materially participate or regularly misses scheduled meetings during a term year without an excuse which is accepted by a simple majority of the membership present (a quorum being necessary) at which the question is raised, shall be given written notice by the Chairperson of such absences and with said notice shall be requested to notify the Chairperson as to the intentions with respect to continued membership in the Commission. By a majority vote of the members present at the meeting at which the question is raised, the Commission may recommend appropriate action concerning the status of such member.

Section 5: Committee Meetings.

Committees shall meet regularly as determined by the Committee's Chairperson in collaboration with committee members. The schedule of regular meetings shall be set early in the fiscal year to ensure accomplishment of all committee responsibilities. Minutes of all meetings shall be recorded, and upon approval, filed by the Staff Administrator. Commissioners may also attend Committee meetings other than those to which assigned.

Section 6: Transparency of meetings.

The Illinois Open Meetings Act shall not apply to the meetings of the Commission unless otherwise required by law. Notwithstanding, all actions and reporting of the Commission and its committees shall be conducted in a manner to ensure greatest transparency to the public.

Section 7: Participation by Conference Call.

Meetings may be held by conference call, assuming all members participating can hear each other at the same time and methods to seek recognition, submit motions, and determine quorum and vote taking are followed.

Members may participate by conference call, with full voting privileges, as long as all members can hear each other at the same time and methods to seek recognition, submit motions, and determine quorum and vote taking are followed.

Section 8: Citizen Participation.

In keeping with the spirit and intent of the Trust, the Commission may desire to receive input from concerned citizens, groups and/or agencies regarding unmet health care needs within McLean County. This will be accomplished in the following manner.

1. **Scheduled Participation.** Any person, group, and/or agency having business, i.e., concerns for unmet health care needs, may speak when prior arrangements to do so have been made with the Chairperson of the Commission or one of its Committees. A specific time to speak will be reserved on the agenda.
2. **Unscheduled Participation.** Any person, group and/or agency having business, i.e. concerns for unmet health care needs, not having made prior arrangements with the Chairperson to speak before the Commission may be allowed to speak upon passage of a motion to suspend the Rules temporarily to allow citizens to address the Commission.

Section 9: Executive Session. An executive session of the board may be called by the Chairperson under the following circumstances: (a) on the advice of legal counsel or the Trustee, (b) to discuss current pending legal matters, (c) to consult with the auditors and consultants, (d) to acquire or dispose of property, (e) to discuss or act on personnel issues, or (f) to address such other matters as the commission deems appropriate. At the option of the Chairperson, or upon majority vote of the commissioners, an executive session of the commission may be called. While in executive session, only commission members and individuals invited by the Chairperson may be present. At the option of the Chairperson, officers and other persons may be excused. Commission members may discuss the business conducted in an executive session only with other commission members, persons present in the executive session by invitation of the Chairperson, and others upon advice of counsel. Those present will be reminded that the executive session deliberations and minutes are confidential.

ARTICLE VII: PARLIAMENTARY AUTHORITY

Section 1: Election to Use Robert's Rules. The Chairperson may but is not required to adopt and use the latest published "Robert's Rules of Order Revised" at any meeting to serve as a guide in so far as is applicable and consistent with these Bylaws.

ARTICLE VIII: FINANCES

Section 1: Funds from the Trust.

The Commission may request monies from the Trust or Staff Administrator from the City of Bloomington administration to enable it to adequately carry out its responsibilities, provided such requests are submitted in writing to the Trustee, and are in harmony with the provisions of the Trust itself.

Section 2: Gifts and Donations.

Any gift or donation received by the Commission from either the public or private groups and/or individuals to help them carry out the provisions of the Trust, shall be turned over to the Trustee to be used in accordance with the Trust itself. However, no such gifts or donations shall be received or accepted if conditioned or limited so as to require use for other than the intent and purposes stated in the Trust, unless the Trustee first elects to apply for and receives prior approval from the Court.

ARTICLE IX: INDEMNIFICATION & INSURANCE

Section 1: Indemnification. The Trustee may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the trust) by reason of the fact that he or she is or was a member, officer, employee, or agent of the Trust or Commission, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Commission and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2: Determination of Conduct. Any indemnification under this Article (unless ordered by a court) shall be made by the Trustee only as authorized in the specific case, upon a determination that indemnification of the member, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made by the Trustee.

Section 3: Insurance. The Trustee shall, if such coverage is available, purchase and maintain insurance on behalf of any person who is serving as a Commissioner, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such.

ARTICLE X: AMENDMENT OF BYLAWS

Section 1: Bylaw Review & Amendment. The Bylaws shall be reviewed periodically by the Commission who shall make recommendations for changes and amendments to the Trustee. The Trustee shall have sole discretion to alter or amend these Bylaws.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the John M. Scott Healthcare Commission were approved by the Trustee on _____, 2018 and constitute a complete copy of the Bylaws of the commission.

Signed on _____, 2018.

The City of Bloomington, by

Its Mayor, _____

Attest:

City Clerk

PREPARED BY:
Thomas E. Herr
Dunn Law Firm, LLP
1001 N. Main St., Suite A
Bloomington, IL 61701
Telephone: 309-828-6241
Fax: 309-828-8321