

**New Jersey Department of Human Services
Division of Medical Assistance and Health Services
Accountable Care Organization Certification
Application Form**

Name of Organization: Trenton Health Team

Address: 218 N. Broad Street
Trenton, NJ 08608

Primary Contact Person: Ruth Perry, MD, Executive Director

Phone: (609) 989-3262

FAX: (609) 989-4267

Email: rperry@trentonhealthteam.org

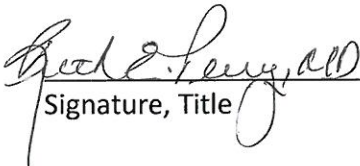
Proposed Area of Coverage (include zip codes): City of Trenton, New Jersey, including zip codes 08608, 08609, 08611, 08618, 08629, and 08638

The narrative portion of the application shall not exceed 10 double-spaced type written pages with a 12 point font minimum.

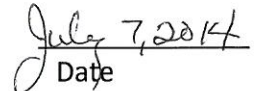
The following documents must be included along with the narrative in order to be considered for review (refer to N.J.A.C. 10:79A for specifics):

- ✓ Letter of Commitment with Original Signature
- ✓ Copy of the Certificate of Incorporation filed with the State
- ✓ Organization Bylaws
- ✓ List of Governing Board Members
- ✓ Letters of Support by required entities
- ✓ Quality Plan
- ✓ Gainsharing Plan (may be submitted up to 1 year after demonstration start date)

I attest the information contained in the ACO demonstration project certification application is accurate, complete, and truthful, that the signatory is familiar with the laws and regulations regarding the provision of healthcare services, and that the services are to be provided in compliance with such laws and regulations.

 Executive Director

Signature, Title



Date

APPLICATION DEADLINE – 60 days after regulations are effective. Note: All applications will be posted on the DHS-DMAHS website and open for public comment for 30 days.

Introduction

The Trenton Health Team (THT) seeks certification for a Medicaid Accountable Care Organization (ACO) so that it may participate in the New Jersey Medicaid ACO Demonstration Project (N.J.S.A. 30:4D-8.1 et seq.). THT is a New Jersey nonprofit with a mission to transform healthcare for the City of Trenton by forming a committed partnership with the community to expand access to high quality, coordinated healthcare. THT is dedicated to improving health outcomes within the six zip codes of Trenton while working to lower costs to patients and to the healthcare system. To fulfill its role as a Medicaid ACO, THT has established a new entity, to be known as the Trenton Health Team ACO, Inc. (THT-ACO).

Organizational Overview

THT is a collaborative alliance comprised of the City of Trenton Department of Health and Human Services, both of the city's hospitals (Capital Health and St. Francis Medical Center) and Henry J. Austin Health Center, Trenton's only Federally Qualified Health Center (FQHC). THT is a community health improvement organization committed to designing and implementing a tightly integrated health care delivery system within the six zip codes of Trenton (08608, 08609, 08611, 08618, 08629, and 08638). The Trenton Health Team, Inc. was legally incorporated in the State of New Jersey in February, 2010, and received 501(c)(3) status from the IRS in March of 2013, retroactive to February, 2010. A separate New Jersey non-profit has been incorporated as of this date to serve as the Trenton Health Team ACO.

The history of THT begins in February of 2006, when the Mayor of Trenton commissioned an independent consulting firm, the Katz Consulting Group, to research, report on, and develop a plan to improve the health status and access to healthcare services for the City's population. The health status of Trenton residents was found to be lower than their Mercer County neighbors and

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the rest of the state. And although Trenton residents were served by three Hospitals, an FQHC, and a City health clinic, residents of the City did not have a healthcare home and were accessing many disconnected providers as needs arose. The Katz Group found that Trenton residents were 54% more likely to utilize the emergency department than the national norm, only 52% obtained primary care visits, and Trenton residents used outpatient departments of the hospitals nearly 21% less than the national norm. In addition, Trenton residents were admitted to hospitals nearly 40% more often and were often readmitted for lack of follow-up care (Katz Consulting Group, Inc.; Making Trenton's Healthcare Plans a Reality, 2006). After careful analysis of the situation in Trenton, the Katz Consulting Group recommended that the City's providers of care partner to develop the "Medical Home Model" throughout the city, which has now evolved to THT being positioned to be a Medicaid ACO.

THT has five strategic initiatives, which include: expanding access to primary care, improving care coordination and management, utilizing data and technology to manage population health, engaging the community, and laying the groundwork to become a Medicaid ACO. THT is unique in its public-private, community-wide collaborative structure and in its shared commitment to health improvement within the six zip codes of Trenton. The THT structure is innovative in its collaboration among organizations that have traditionally been competitors or have operated in silos. Several features that are unique to the THT model are the Community-wide Clinical Care Coordination Team (C4T), the Value Committee, and the conscious integration of public health activities with traditional healthcare.

C4T is integral to the THT innovation, bringing together medical and behavioral health providers from across the city to review particular cases, issues, and strategies for achieving the triple aim of improved patient experience, patient outcomes, and lower cost. C4T serves as a

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clearinghouse for community-wide health concerns, as well as working at the policy and healthcare system level to develop and implement consistent protocols and effective disease management processes across provider organizations. An early initiative of C4T focused on data analysis to identify highest utilizers of emergency rooms, resulting in reductions of ER use by more than 45% across the city.

Another innovation of THT is the Value Committee, which purposefully integrates the work of the traditional Finance and Quality/Performance Improvement Committees to broaden our understanding of the nexus between quality and financial outcomes. Value Committee membership includes accountants, clinicians, quality officers, actuaries, public health professionals, and representatives from the community, as well as national and state population health and ACO experts.

THT successfully launched the Trenton Health Information Exchange (HIE) in 2013 to connect the clinical data systems of THT's partners. The Trenton HIE created a single unified electronic health record for each patient by combining data from healthcare institutions throughout the Trenton community. Data Partners currently connected to the Trenton HIE include:

- Capital Health (all campuses, including Regional Medical Center, Capital Health–Hopewell, and Capital Health's outpatient site in Hamilton)
- St. Francis Medical Center
- Henry J. Austin Health Center
- The City of Trenton Clinics
- Quest Diagnostics
- Trenton Health Team's Care Management Team

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Prior to the existence of the Trenton HIE, patient record linking had to be performed manually for each individual patient. The ability to access and analyze community-wide data through the HIE will be vital to THT's success as a Medicaid ACO.

THT has been able to secure significant funding to support its programs and operations. This includes major grants from the NJ Department of Health, Mercer County Department of Human Services, the Centers for Disease Control, the Robert Wood Johnson Foundation (through its NJ Health Initiatives), The Nicholson Foundation, and the Horizon Foundation for New Jersey. This funding has allowed THT to build its staffing infrastructure, which was developed to support the requirements of being a successful ACO. Current staffing includes THT's Executive Director, who is a medical doctor with clinical as well as corporate management experience; Deputy Director; Director of Development; Director of Community Engagement; Data Analyst; HIE Administrator; Administrative Assistant; and a Care Management Team that will be led by the Director of ACO Clinical Care and includes a Licensed Social Worker and Community Health Workers.

Non-profit Status

THT is a New Jersey non-profit and was formally constituted as a 501(c)(3) organization in 2010. The Trenton Health Team ACO has also been incorporated as a New Jersey nonprofit and is beginning the application for 501(c)(3) designation from the IRS (see Exhibit 2 for a copy of the THT-ACO Certificate of Incorporation).

Designated Area

The THT-ACO will serve the City of Trenton, New Jersey, including zip codes 08608, 08609, 08611, 08618, 08629, and 08638. Since 2009, the State of New Jersey has sought to control costs by mandating election of a participating Medicaid MCO as a condition for receipt

of Medicaid benefits. The total MCO enrollment in Mercer County was reported on March 31, 2012, to be 47,271, with the majority residing in the Trenton zip codes.¹

Governance

The THT-ACO was incorporated as a New Jersey nonprofit by the Trenton Health Team, which is deeply committed to the community-based ACO model outlined in the demonstration. The THT board as currently constituted brings both depth and breadth of commitment from executive leadership of healthcare organizations, and the THT board as currently constituted can an important support system for the ACO as well as provide continued governance for THT's non-ACO initiatives. Therefore, the decision was made not to disband the THT board, but incorporate the THT-ACO as an affiliated nonprofit membership organization with THT as the sole member. As sole member of the membership organization, THT has limited, reserved powers, as specified in the THT-ACO Bylaws (see Exhibit 3).

The THT-ACO Board will be fully responsible for operational, clinical, and fiscal activities of the ACO, including creation and approval of the gain-sharing plan. The THT-ACO is governed by a Board of Trustees, Executive Director, and a Medical Director. The ACO Board will meet monthly to start, with no fewer than six meetings per year. Required standing committees of the board include: Executive Committee, Value Committee, Community Engagement Committee, and Audit/Compliance Committee. All committees and sub-committees may include non-trustee members, and are encouraged to do so.

The Executive Committee and Officers will be elected by the Board. Officers include: Chair, Vice Chair, Treasurer, and Secretary. The Executive Committee will meet monthly and will be staffed by the Executive Director. Day-to-day operations of the ACO will be managed by the Executive Director, and clinical operations will be supervised by the Medical Director.

¹ Applied Health Strategies, LLC: Safety Net ACO Business Plan Draft for the Trenton Health Team.

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The Value Committee will meet at least six times per year and carry out deliverables outlined in the Quality Plan (see Exhibit 6). It will include clinical providers and will be staffed by the Medical Director and the Director of ACO Clinical Care. The Value Committee will have two sub-committees: Finance and Quality.

The Community Engagement Committee will meet at least quarterly and will be chaired by one of the community advocacy trustees and will include participation from THT's Director of Community Engagement. The chair and the committee will be responsible for recruiting and engaging non-trustee members, as well as engaging community constituents more broadly.

The Audit/Compliance Committee will meet at least quarterly, or more often as needed. This committee will include legal counsel, compliance officers, and financial officers of ACO organizations and may include members who are not trustees.

THT-ACO Board Composition

The THT-ACO will be governed by a Board of Trustees that represents the diverse partners and expertise of the organizations participating in the Demonstration. Organizational representatives selected by the respective CEOs from Capital Health, St. Francis Medical Center, Robert Wood Johnson University Hospital at Hamilton, and the City of Trenton will serve as trustees. Trustees will also include individuals who are medical providers, who represent behavioral, consumer, or social service agencies, and individuals who reside within the target geography. All trustees will be individually accountable to the ACO in their fiduciary responsibilities as trustees of the organization. See Exhibit 4 for a list of founding trustees.

As required by N.J.S.A. 30:4D-8.4(2)(b), the THT-ACO Board includes two consumer organizations capable of advocating with and on behalf of patients: 1) The Latin American Legal Defense and Educational Fund (LALDEF), and 2) the Trenton Chapter of NAACP. Both

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organizations have a physical location in the designated area, and the Trenton NAACP has extensive leadership and involvement from Trenton-based residents. Further, Jonette Smith, President of the Trenton NAACP satisfies the additional requirements of N.J.S.A. 30:4D-8.4(2)(b) that a resident of the designated area serve as its voting representative on the ACO Board. A Board of Trustees list is included in Exhibit 4 and consumer organization bylaws and board lists are in Exhibit 5.

Support from Providers

THT has secured letters of support for providers from both of the city's hospitals, the City of Trenton Department of Health, Allegiance Health Group, Lotus Medical Care, and Planned Parenthood of the Mercer Area. A list of their providers has been included with the letters of support, demonstrating that we have secured participation by the target number of primary care providers within the geography. In addition, letters are included from the requisite behavioral providers, community organizations, and consumer organizations as well as the New Jersey Health Care Quality Institute and Horizon New Jersey Health, which is the primary Medicaid payer for Trenton's geography. Letters of support are included in Exhibit 5.

Community Engagement Process

THT used the development of a Community Health Needs Assessment (CHNA) and Community Health Improvement Plan (CHIP) process to commence community engagement work. THT received funding from the Robert Wood Johnson Foundation to perform a CHNA for our service geography. Our methodology was unique and consisted of three major components. The first was to form a Community Advisory Board (CAB). The CAB consists of 40 unique community organizations, including municipal, county and state government, behavioral health providers, social service agencies, academia, homeless service providers and

the faith community. Second, THT performed a three year, retrospective data analysis utilizing data from all of the hospitals and outpatient clinics as well as public and community-based resources. The third component involved THT contracting with a faith-based community organizing group to help obtain the voice of the community through one-on-one interviews and community forums across our geography. Many of the one-on-one interviews were videotaped, creating a permanent first-person narrative record of the health challenges facing our community. Community forums were led by members of the THT Executive Committee, which enabled THT to hear the unfiltered voices of Trenton community residents.

Through the unified CHNA and CHIP process described above, THT has established both a formal structure and meaningful relationships with key community organizations and agencies for ongoing engagement with community members. THT's CAB will coordinate closely with the THT-ACO Community Engagement Committee, some of whose members will serve as representatives to both groups. THT has also hired a Director of Community Engagement to spearhead implementation of the CHIP. He will also assist the ACO and its community Engagement Committee to ensure that we receive vital input regarding the Gainsharing Plan that will be developed for the THT-ACO.

The THT-ACO Board will hold an annual public meeting, to coincide with the presentation of the gain-sharing plan (and subsequent results) for public comment. Quarterly forums and annual public meeting will be publicized and meeting minutes will be posted on the THT-ACO website, as well as other public documents as outlined in N.J.A.C. 10:79A-1.6.

Process for Receiving and Distributing Gainsharing Payments

The THT-ACO has a process for receipt and disbursement of gainsharing payments. The THT-ACO will establish and maintain a bank account to be used exclusively for receiving and

distributing gainsharing payments earned by the ACO. Funds in the THT-ACO account will be distributed pursuant to THT-ACO's State-approved Gainsharing Plan, which will be developed in conjunction with Medicaid payers, ratified by the THT-ACO Board, and submitted to the State for final approval. Access to the THT-ACO account will be limited to the appropriate officers of the corporation, who will report all deposits and withdrawals from the THT-ACO account to the Executive Committee. The THT-ACO may choose to enter into a management agreement with THT to provide support in this area and other administrative areas. The THT-ACO will retain detailed records of all deposits or withdrawals from the ACO account for at least five (5) years following the completion or termination of the THT-ACO's participation in the Demonstration Project. Any ACO member that receives a gainsharing payment from THT-ACO will be required to sign a Participation and Disbursement Agreement that acknowledges receipt of funds and commits to using these funds in accordance with the Gainsharing Plan. The THT-ACO will develop internal controls specific to receiving and distributing shared savings, which will be publicly available upon completion.

Commitment to the ACO Demonstration Project

THT is committed to the Medicaid ACO Demonstration Project. All of the work involved in THT's strategic objectives has been to develop the Medicaid ACO infrastructure for the City of Trenton. A significant amount of THT funding was provided by The Nicholson Foundation, which required a commitment to participate in the Medicaid ACO Demonstration Project in order to receive the funding. The creation of the new THT-ACO is a tangible demonstration of our commitment to Medicaid recipients and other vulnerable populations. THT is committed to working collaboratively with our partners to be accountable for the health outcomes, quality, cost, and access to care of Medicaid recipients residing in the six zip codes of Trenton for at least

three years following certification. In doing so, the THT-ACO will comply with all requirements of the Medicaid ACO legislation and regulations. A commitment letter is included as Exhibit 1.

Quality Measures, Patient Safety, and Patient Satisfaction Reporting

The THT-ACO will have processes for setting quality standards, monitoring the care delivered by its ACO members, receiving patient feedback, and addressing deficiencies. The THT-ACO will use the THT model of a Value Committee, with the dual responsibility to manage quality and cost. The Value Committee is overseen by THT's Executive Director, Dr. Ruth Perry. THT's Director of ACO Clinical Care, a position for which we are currently reviewing candidates, will be instrumental in driving process improvement and clinical integration and in monitoring progress against established quality measures. Subcommittees will be formed for Quality and Finance. A process and timeline for the Quality Plan are included in Exhibit 6.

TABLE OF EXHIBITS

1. Letter of Commitment with Original Signature
2. Certificate of Incorporation filed with the State
3. Organization Bylaws
4. List of Governing Board Members
5. Letters of Support by required entities
6. Quality Plan
7. Gainsharing Plan (Has not been included at this time, but will be developed and submitted within one (1) year of demonstration start date, as required.)

EXHIBIT 1: Letter of Commitment



THT letter of commitment

July 7, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

Dear Director Harr:

Trenton Health Team is pleased to submit the enclosed application for certification as a New Jersey Medicaid Accountable Care Organization (ACO), pursuant to P.L. 2011, c. 114 and N.J.S.A. 30:4-D-8.1 *et seq.*

We are committed to pursuing the goals and objectives of the New Jersey Medicaid ACO Demonstration Project, including improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey, for the duration of the project.

We look forward to your review of our application and would be happy to provide any additional information you may have. Please feel free to contact me, any of our THT partners, or my staff if you should have any questions.

Thank you for your consideration.

Regards,

Ruth E. Perry, MD
Executive Director

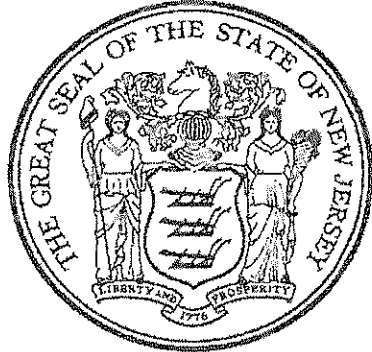
Encl.

EXHIBIT 2: Copy of Certificate of Incorporation

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

TRENTON HEALTH TEAM ACO, INC.
0101033009

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Incorporation on July 7th, 2014
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



Certificate Number: 132783543

Verify this certificate online at

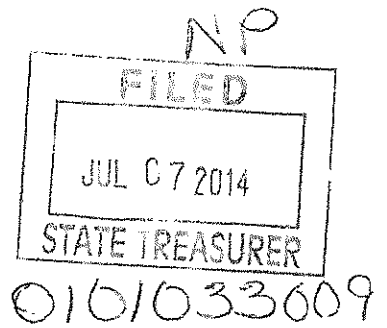
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
7th day of July, 2014*

A handwritten signature in black ink, appearing to read 'Andrew P. Sidamon-Eristoff'.

*Andrew P Sidamon-Eristoff
State Treasurer*

CERTIFICATE OF INCORPORATION
OF
TRENTON HEALTH TEAM ACO, INC.



The undersigned, being of the age of eighteen years or over, for the purpose of forming a nonprofit corporation pursuant to Title 15A of the New Jersey Revised Statutes, as it may be amended from time to time, known as the "New Jersey Nonprofit Corporation Act" (the "Act"), does hereby execute the following Certificate of Incorporation:

FIRST: The name of this Corporation is "Trenton Health Team ACO, Inc."

SECOND: (A) The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation for the purposes more particularly set forth below in this Article SECOND.

(B) More specifically, the Corporation's purposes include but are not limited to participation in the New Jersey Medicaid Accountable Care Organization demonstration project.

THIRD: As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

1. To solicit and receive contributions, donations, bequests and devises of real or personal property;
2. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;
3. To make and perform contracts and incur liabilities;

4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;

5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law or this certificate of incorporation;

7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code Section 501(c)(3); and

9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt from federal income tax under Code Section 501(c)(3) and by an organization contributions to which are deductible under Code Sections 170, 2055(a)(2) and 2522(a)(2).

FOURTH: The following provisions shall govern the organization, operation and dissolution of the corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Code Section 501(c)(3), or (b) cause it to lose such exempt status;

2. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit;

3. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation;

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

5. Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Sections 170, 2055(a)(2), and 2522(a)(2), nor shall the Corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;

6. During any period in which the Corporation may be classified as a private foundation within the meaning of Code Section 509, the Corporation shall distribute its income at such times and in such manner as to avoid taxation under Code Section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code Section 4941(d)), shall not retain any excess business holdings (as defined in Code Section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944, and shall not make any taxable expenditures (as defined in Code Section 4945(d)); and

7. In the event of a liquidation, dissolution, termination or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3) to Trenton Health Team, Inc., provided it still qualifies under Code Section 501(c)(3), or otherwise such organization or organizations then located in the United States and qualified under Code Section 501(c)(3), or to a state or local government for a public purpose, as the Board of Trustees shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

FIFTH: The sole member of the Corporation is Trenton Health Team, Inc., a New Jersey nonprofit corporation, tax exempt under Code section 501(c)(3), having its principal office in Trenton, New Jersey ("Trenton Health Team"), and its corporate successor by merger, consolidation, or otherwise.

SIXTH: The method of electing the additional trustees of the Corporation, the terms of their incumbency, their voting rights and their qualifications shall be set forth in the bylaws of the Corporation. The Corporation's bylaws shall provide the number of the trustees of the Corporation, which number may be changed from time to time by resolution of the Board of Trustees without requiring an amendment of such bylaw provision, or as otherwise provided in the Corporation's bylaws.

SEVENTH: The place in which the operations of the Corporation are principally to be conducted is the State of New Jersey, but the operations of the Corporation shall not be limited to such territory.

EIGHTH: The number of trustees constituting the first Board of trustees shall be seventeen (17) and the names and addresses of the initial trustees are as follows:

1. CEO of Capital Health System, Inc, or his/her designee
750 Brunswick Avenue, Trenton, New Jersey 08638
2. CEO of St. Francis Medical Center, or his/her designee
601 Hamilton Avenue, Trenton, New Jersey, 08629
3. CEO of Robert Wood Johnson University Hospital at Hamilton, or his/her designee
One Hamilton Health Place, Hamilton, New Jersey, 08690
4. Mayor, City of Trenton, or his/her designee
319 East State Street, Trenton, New Jersey, 08608
5. Mary Gay Abbott
98 Carroll Street, Trenton, New Jersey, 08609
6. Carolyn Gaukler, MD
750 Brunswick Avenue, Trenton, New Jersey 08638
7. Jerry Harris
418 Bellevue Avenue, Suite 201, Trenton, NJ 08618
8. Maria Juega
669 Chambers Street, Suite B, Trenton, New Jersey, 08611
9. John Monahan
314 East State Street, Trenton, New Jersey, 08608
10. Robert Moser, MD
601 Hamilton Avenue, Trenton, New Jersey, 08629
11. Cynthia Oberkoffler
101 Oakland Street, Trenton, New Jersey, 08618
12. Vedat Obuz, MD
40 Fuld Street, Suite 307, Trenton, New Jersey, 08638
13. Harry Postel
383 West State Street, Trenton, New Jersey 08607
14. Donna Pressma
635 South Clinton Avenue, Trenton, New Jersey, 08611
15. Kristy Reed, APRN
601 Hamilton Avenue, Trenton, New Jersey, 08629
16. Jonette Smart
117 Cadwalader Drive, Trenton, New Jersey, 08618
17. Malvina Williams
171 Jersey Street, Trenton, New Jersey, 08603

NINTH: Pursuant to N.J.S.A. 15A:5-19(b), the following management powers of the Corporation's Board of Trustees shall be vested in the Board of Trustees of Trenton Health Team Inc., as sole member of the Corporation, except to the extent such management powers are from time to time delegated by the Board of Trustees of Trenton Health Team, Inc. to the Board of Trustees of the Corporation:

1. Approval and monitoring of all the Corporation's expenditures greater than \$75,000;
2. Disapproval of the Corporation's annual operating and capital budgets;
3. Adoption and amendment of this Certificate of Incorporation and adoption and amendment of substantive non-technical changes to the Corporation's bylaws.
4. Removal of the Corporation's Executive Director, a trustee from position of officer, or any trustee by a vote of sixty-six (66) percent of the trustees present at a meeting with a Quorum present.

In exercising its approval authority with respect to the actions described above in this Article NINTH, Trenton Health Team's approval will not be unreasonably withheld or delayed, and will be determined based on its reasonable determination that the action being taken is furthering the Corporation's mission.

TENTH: A trustee or officer of the Corporation shall not be personally liable to the Corporation or its member for damages for breach of any duty owed to the Corporation or its member, except that a trustee or officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its member, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

ELEVENTH: The address of the registered office of the Corporation, as well as the name of the registered agent at such address upon whom service of process against the Corporation may be served, are as follows:

Ruth E. Perry, MD
Executive Director, Trenton Health Team
218 North Broad Street
Trenton, NJ 08608

TWELFTH: The name and address of the incorporator is as follows:

James A. Brownlee, MPH
217 Cornwall Avenue
Trenton, NJ 08618

THIRTEENTH: The duration of the Corporation shall be perpetual.

FOURTEENTH: This Certificate of Incorporation shall become effective upon filing with the New Jersey Department of the Treasury.

IN WITNESS WHEREOF, the undersigned, as the incorporator of the Corporation, has hereto signed this Certificate of Incorporation on the 3rd day of July, 2014.



James A. Brownlee, Incorporator

EXHIBIT 3: Organization Bylaws

BYLAWS OF

Trenton Health Team
ACO, Inc.

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BYLAWS OF

Trenton Health Team ACO, Inc.

ARTICLE I DEFINITIONS

As used herein, the terms hereunder are defined as follows:

Section 1.1 Act. "Act" means the New Jersey Nonprofit Corporation Act (N.J.S.A. §§ 15A:1.1, et seq.), as the same has been amended to date, and as the same may be amended or replaced from time to time by future New Jersey legislation.

Section 1.2 Articles. "Articles" means the Articles of Incorporation of the Corporation, as amended from time to time.

Section 1.3 Board. "Board" means the Board of Trustees of the Corporation, as the same may be constituted from time to time.

Section 1.4 Bylaws. "Bylaws" means the Bylaws of the Corporation, as amended from time to time.

Section 1.5 Community. "Community" means the geographic area covered by the Trenton Health Team ACO, namely the six zip codes of the city of Trenton (08608, 08609, 08611, 80618, 08629, and 08638).

Section 1.6 Corporation. "Corporation" means Trenton Health Team ACO Inc., a New Jersey nonprofit corporation.

Section 1.7 Ex-Officio Trustee. "Ex-Officio Trustee" means an individual who serves on the Board in a non-voting capacity at the pleasure of the remaining members of the Board by virtue of his or her position, as provided by these Bylaws.

Section 1.8 Gainsharing. "Gainsharing" shall have the same meaning as the term gainsharing at N.J.A.C. § 10:79A-1.1, as may be subsequently amended from time to time.

Section 1.9 Independent Trustee. "Independent Trustee" means a Trustee who has not, either for him/herself, nor any family member, received compensation from or engaged in transactions with the Corporation or a related entity within the previous three (3) years.

Section 1.10 Individual. "Individual" means a natural person.

Section 1.11 Officer. "Officer" means an individual Trustee that is voted by the Board as Chairperson, Executive Director, Medical Director, Treasurer, or Secretary of the Corporation from time to time in accordance with applicable provisions of the Articles of Incorporation and Bylaws.

Section 1.12 Operating Officer. "Operating Officer" means an individual that is employed by the Corporation as Executive Director, and individuals employed in other positions from time to time in accordance with applicable provisions of the Bylaws.

Section 1.12 Parent. "Parent" means the parent corporation and sole member, Trenton Health Team, Inc.

Section 1.13 Quorum. A "Quorum" is the number of Trustees necessary for the transaction of business at all meetings of the Members or the Board. Unless otherwise specified in the Bylaws, at a meeting of the, a Quorum shall mean the presence, of a majority of the Trustees entitled to vote at such. A Quorum must be maintained for the duration of a meeting, with the exception of brief interruptions when a Trustee must excuse him/herself for not more than ten minutes during any meeting.

Section 1.14 Sector. "Sector" means a distinct segment of community interest, as represented by its members and as determined by the Board.

Section 1.15 Trustee. "Trustee" means an individual who serves on the Board as either an Ex-Officio Trustee or Undesignated Trustee (subsequently defined).

Section 1.16 Undesignated Trustee. "Undesignated Trustee" means an individual who serves on the Board in a voting capacity by nomination and election of the Board in accordance with Section 4.4 of these Bylaws.

Section 1.17 Written Notice. "Written Notice" means notice provided by any form of mail, including electronic mail.

ARTICLE II

NAME, MISSION, PRINCIPAL OFFICE

Section 2.1 Name. This Corporation shall be known as **Trenton Health Team ACO, Inc.**

Section 2.2 Mission. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the Corporation's purposes include but are not limited to participation in the New Jersey Medicaid Accountable Care Organization ("ACO") Demonstration Project (established under P.L. 2011, c. 114 and set forth at N.J.S.A. §§ 30:4D-1 et seq., as may be subsequently amended from time to time), namely: to engage the public with respect to its work, to have a positive impact on health access, outcomes, and costs, and to receive public comments regarding its gainsharing plan.

Section 2.3 Principal Office. The Corporation shall have its principal office within the County of Mercer, State of New Jersey, and it may also maintain offices at such other places as the Board may from time to time designate.

ARTICLE III
SOLE MEMBER

Section 3.1 The Member. The sole Member of the Corporation shall be the Parent having its principal office at 218 North Broad Street, Trenton, NJ 08608, and its corporate successors by merger, consolidation or otherwise. There shall be no other members of the Corporation.

Section 3.2 Reserved Powers. The Member of the Corporation reserves the following powers:

- (a) Approval and monitoring of all the Corporation's expenditures greater than \$75,000;
- (b) Disapproval of the Corporation's annual operating and capital budgets;
- (c) Adoption and amendment of the Corporation's Certificate of Incorporation and adoption and amendment of substantive non-technical changes to these Bylaws;
- (d) Removal of the Corporation's Executive Director, a Trustee from a position of officer, or any Trustee by a vote of sixty-six (66%) percent at a meeting held with a Quorum present.

In exercising its approval authority with respect to the actions described above in this Section 3.2, the Member's approval will not be unreasonably withheld or delayed, and will be determined based on its reasonable determination that the action being taken is furthering the Corporation's mission.

ARTICLE IV
TRUSTEES

Section 4.1 Powers. Subject to the limitation of the Certificate of Incorporation of the Corporation, these Bylaws, and the laws of the State of New Jersey, the business and affairs of the Corporation shall be managed by the Board. The Board is empowered on behalf of the Corporation to do and perform all acts reasonably necessary, appropriate, or incident to the accomplishment of the purposes of the Corporation.

Section 4.2 Number of Trustees. The number of Trustees on the Board who are entitled to vote shall be a minimum of fifteen (15) and a maximum of twenty-one (21). All voting Trustees shall have equal voting rights. In the event that the Board shall, at any time, determine to decrease the number of Trustees, such determination shall not shorten the term of any such incumbent Trustee.

Section 4.3 Composition of the Board. Trustees are to be appointed to the Board in accordance with Section 4.4 of these Bylaws, and shall have a fiduciary duty to act in the best interest of the Corporation. At a minimum, the Board shall include Trustees from the following

types of Sectors (in accordance with N.J.A.C. § 10:79A-1.5(c)3ii, as may be subsequently amended from time to time), and contain the number of Trustees from each Sector as identified below :

(a) Health Care Providers Sector. Individuals representing the interests of health care providers such as general hospitals, clinics, private practice offices, physicians, behavioral health care providers, and dentists. The number of Trustees from the Health Care Providers Sector must be:

- i. At a minimum, one (1) Trustee of the Board must be a primary care physician; and
- ii. At a minimum, one (1) Trustee of the Board must be a physician from another physician specialty.

(b) Social Services Agencies and Social Services Organizations Sector. At a minimum, two (2) Trustees of the Board must be individuals representing the interests of social services agencies and organizations such as legal aid organizations, charitable and religious groups, and groups providing support for the needy and elderly.

(c) Consumer Organizations Sector. At a minimum, two (2) Undesignated Trustees must be representatives from two (2) separate organizations that are capable of advocating on behalf of patients in the Community; specifically, one (1) of the Undesignated Trustees must reside within the Community. In addition, the following criteria must be satisfied:

- i. At a minimum, one (1) of the consumer organizations must have extensive leadership involvement by individuals residing within the Community, such as: community organizing entities, faith-based organizations, and grassroots leadership development entities; and
- ii. At a minimum, one (1) of the consumer organizations must have an office or other physical presence in the Community.

Although organizations may fit the description of more than one of the Sectors described in this Section 4.3, to ensure a balanced Board, an organization can qualify in only one (1) category for purposes of the requirement under this Section.

Section 4.4 Nomination and Election of Trustees. The initial Board shall be appointed as indicated in the Corporation's Certificate of Incorporation. Upon the expiration of the term of each Trustee, the Executive Committee, after consulting with and receiving recommendations from each affected Sector, shall recommend at least one (1) nominee to fill each vacated seat on the Board. No later than ten (10) days prior to the annual meeting of the Board, the Secretary shall apprise the Board of such nominations. An affirmative vote of fifty-one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present shall be required for the election of a Trustee.

Section 4.5 Term of Trustees. The Board, at its first meeting following the adoption of these Bylaws, by an affirmative vote of fifty-one percent (51%) of the Trustees present at a

Board meeting at which a Quorum is present, shall divide the Trustees, other than Ex-Officio Trustees, into three (3) groups, as nearly equal in number as possible (hereinafter the Trustees in these three (3) groups, and their successors, shall be referred to as "Group 1 Trustees", "Group 2 Trustees", and "Group 3 Trustees" respectively). The term of office of the initial Group 1 Trustees shall expire at the Board's second annual meeting of the Board of Trustees; the term of office of the initial Group 2 Trustees shall expire at the third annual meeting of the Board; and the term of office of the initial group 3 Trustees shall expire at the fourth annual meeting of the Board. Thereafter, the successor Trustees shall be elected to hold office for a term of three (3) years.

Section 4.6 Disqualification of Trustee. By an affirmative vote of sixty-six percent (66%) of the Board, provided a Quorum is present, any Trustee may be disqualified and removed for the following causes: (a) breach of fiduciary duty to the Corporation; (b) conflict of interest; (c) the conviction of a crime other than traffic violations; (d) mental incapacity; (e) attendance at Board meetings that does not satisfy the requirements in Section 4.10; and (f) any conduct unbecoming a Trustee of the Board as reasonably determined by the Executive Committee. Such removal shall require the approval of the Parent by an affirmative vote of fifty-one percent (51%) of its board of trustees. In addition to the foregoing, the Parent may disqualify and remove any Trustee, for the above named causes, by an affirmative vote of sixty-six percent (66%) of its Board of Trustees.

Section 4.7 Vacancies in Seats on the Board. In the event any vacancy shall occur in a seat on the Board because of the death, resignation, incapacity to act or disqualification of an Undesignated Trustee as set forth above, the Executive Committee shall nominate a successor Trustee pursuant to the terms of Section 4.4 above.

Section 4.8 Resignation. Any Trustee may resign at any time effective upon receipt of Written Notice by the Corporation unless otherwise specified in such notice.

Section 4.9 Regular Meetings. Regular meetings of the Board shall be held bi-monthly, unless otherwise determined by the Board, provided at least six (6) such meetings are held during a calendar year. Ten (10) business days' Written Notice shall be given for meetings of the Board. Notices shall be directed to the address designated by the Trustee for that purpose, or, if none is designated, to the last known address of the Trustee. The annual meeting of the Board shall be held on every anniversary of the first meeting of the Board. Any business may be transacted at any regular meeting of the Board.

Section 4.10 Attendance. Trustees are required to be physically present for greater than fifty percent (50%) of all regular meetings in a calendar year. There will be a maximum of two (2) instances per calendar year where a Trustee may attend a meeting by teleconference or other electronic means.

Section 4.11 Special Meetings. Special meetings of the Board for any purpose or purposes may be held at any time on the call of the Chairperson or at the request in writing of any Trustee. Each Trustee shall be served at least ten (10) business days' Written Notice of the proposed meeting by mail or electronic mail at his or her last address on record with the

Secretary. Such notice shall state the date, time and place of the meeting and the purpose or purposes for which it is proposed to be held.

Section 4.12 Place of Meetings. Meetings of the Board shall be held at any place within the State of New Jersey, as may be designated by the Board from time to time.

Section 4.13 Waiver of Notice. The notice required for any regular or special meeting of the Board may be waived in writing by a Trustee either before or after the meeting. Attendance of a Trustee at any meeting of the Board shall constitute a waiver of notice or such meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Trustee failing to designate his or her address to the Secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the Secretary.

Section 4.14 Action Without Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if all the Trustees shall consent in writing to such action, in accordance with, and to the extent permitted by N.J.S.A. 15A: 6-7. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees.

Section 4.15 Transaction of Business. A meeting of Trustees shall conduct business only if a Quorum of Trustees shall be present.

Section 4.16 Voting. An affirmative majority vote of at least fifty one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present shall be necessary for the passage of any resolution, unless otherwise provided by law or by the Certificate of Incorporation or by these Bylaws. In the event of a tie vote, a Special Meeting of the Board may be called in accordance with Section 4.11 above for the purpose of a re-vote on the outstanding issue.

Section 4.17 Conduct of Meetings. The Chairperson of the Corporation, or in his or her absence, the Vice Chairperson, shall act as Chairperson at every meeting of the Board. The Secretary of the Corporation, or in the Secretary's absence, any person appointed by the Chairperson of the meeting, shall act as Secretary of the meeting. The first order of each meeting shall be the setting of the agenda for the meeting.

Section 4.18 Compensation of Trustees. The Corporation shall not pay any compensation to Trustees for services to the Corporation. A Trustee may, however, upon resolution of the Board, be reimbursed for any reasonable and necessary expenditures incurred by that Trustee in connection with the conduct of the business of this Corporation.

Section 4.19 Administration. The Board, by an affirmative vote of at least fifty-one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present, provided that representation from at least three (3) Sectors is present, may appoint an Executive Director, who may be employed and compensated by the Corporation under terms and conditions determined by the Board. The Executive Director will be the Chief Executive Officer of the Corporation, fully accountable to the Board and responsible for the general operational

management of the business and affairs of the Corporation, as may be prescribed by the Board, from time to time, in its sole discretion.

ARTICLE V COMMITTEES

Section 5.1 Standing Committees - Designation and Membership. The Corporation will have the following standing committees, with Members appointed to such committees in accordance with these Bylaws:

Executive Committee

Value Committee (with sub-committees for Quality and Finance)

Community Engagement Committee

Audit & Compliance Committee

The Board may add additional standing committees and task forces as it may deem necessary. Each standing committee shall consist of one (1) or more Trustees of the Corporation, one (1) of whom shall serve as the chairperson of the committee, and, with respect to certain committees set forth below, one (1) or more persons who are not Trustees. The Executive Director of the Corporation will be a non-voting ex-officio member of all such committees and task forces. Each standing committee shall have and exercise authority to the extent provided in these Bylaws, which shall include the authority to appoint, with Board approval, special task forces or subcommittees, as such standing committees may, in their discretion, deem necessary to achieve their goals and objectives. Each standing committee, except the Executive Committee, may include any individual, within or outside the Corporation who is approved by the Board for membership on such committee.

Section 5.2 Ad Hoc Committees. The Board from time to time may establish various ad hoc committees by resolution of at least fifty-one percent (51%) of the Trustees present at the Board meeting at which a Quorum is present. Each ad hoc committee shall consist of one (1) or more of the Trustees of the Corporation, and, except as otherwise provided in such resolution, may include any individual, within or outside of the Corporation who is approved by the Board for membership on such committee. Committee chairs shall be appointed by the Chairperson of the Board.

Section 5.3 General Powers and Limitation of Committees. All standing and ad hoc committees shall be directed by and accountable to the Board. Unless otherwise provided by these Bylaws or by resolution of the Board, each such committee shall be responsible for making suggestions and recommendations to the Board; provided, however, that such committee shall not under any circumstances have the power or authority to:

-
- (a) Amend the Certificate of Incorporation;
 - (b) Adopt an agreement of merger or consolidation;
 - (c) Recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
 - (d) Recommend dissolution of the Corporation or revocation of dissolution;
 - (e) Amend the Bylaws of the Corporation; and
 - (f) Fill vacancies in the Board.

Section 5.4 Operating Philosophy. The operating philosophy of each committee and task force shall be based upon the mission of the Corporation and its underlying beliefs and values, including decision making by consensus, to the extent practicable, unless otherwise provided in these Bylaws.

Section 5.5 Executive Committee.

There shall be an Executive Committee of the Board, which may be subject to the limitations provided by law or these Bylaws, exercise such power and authority as may be granted by the Board in the management of the business and affairs of the Corporation between meetings of the Board.

(a) Specific Powers. The Executive Committee shall also have the exclusive authority to conduct performance evaluations of the Executive Director and oversee the development, implementation and administration of the Corporation's human resources and personnel policies, including fringe benefit programs, wage and salary administration, and staffing requirements. The Executive Committee shall be responsible for originating discussion of legal and ethical issues of the Corporation and reporting to the full board on these issues. The authority herein granted to the Executive Committee shall not relieve the Board of any responsibility imposed upon it by law. The Executive Committee shall make a full report of all of its actions at the next meeting of the Board. Meetings of the Executive Committee may be held at such time and place as may be, from time to time, determined by the Executive Committee. Fifty percent (50%) of the members of the Executive Committee present shall constitute a Quorum for the transaction of business at a meeting, and the act of the majority of the Committee members present at any meeting at which there is a Quorum shall be the act of the Committee, except as may be otherwise specifically provided for by statute or by these Bylaws.

(b) Size and Composition. The Executive Committee shall consist of five (5) to seven (7) Trustees, which shall include the Chairperson, Executive Director, Medical Director, Secretary and Treasurer. The Chairperson shall annually propose non-officer Trustees to serve as members of the Executive Committee, subject to approval by the Trustees at the annual meeting. Vacancies may be filled at any meeting of the Board.

(c) Meetings. The Executive Committee shall meet regularly, as scheduled by the Chairperson, and at such time and place as he or she shall appoint. At least ten (10) business days' notice of the time and place of the meeting shall be given to each member of this Committee. The Executive Director shall be entitled to receive such notice of, and to attend, each meeting of the Executive Committee. Members of the Executive Committee may participate in any meeting of the Executive Committee by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation in an Executive Committee meeting pursuant to this section and paragraph constitutes presence in person at the meeting. Written minutes of all Executive Committee meetings shall be delivered to the Board within ten (10) days after such meeting. The Board may ratify any action by the Executive Committee and take action thereon no later than the next regular scheduled Board meeting.

Section 5.6 Audit & Compliance Committee. There shall be an Audit & Compliance Committee, primarily comprised of Independent Trustees appointed by the Board. The Audit & Compliance Committee shall be responsible for overseeing the hiring and supervision of external auditors, and shall assure the independence of these auditors. It shall meet with the auditor and ensure that an audit, 990 tax filing and all required documents are completed and filed in a timely manner. It shall be responsible for monitoring the Corporation's accounting policies and principles, and the Corporation's internal financial controls processes. It shall oversee all internal audit functions, risk management policies, and shall oversee all financial reporting and disclosure processes. It shall oversee all regulatory compliance, corporate ethics, and whistleblower protection processes. This Committee shall be chaired by the Treasurer. Trustees and non-Trustees may serve on the Audit & Compliance Committee.

Section 5.7 Value Committee. The purpose of the Value Committee is to guide the quality and financial operations of the Corporation. The establishment of this Value Committee is specifically designed to accelerate the Corporation's knowledge and understanding of the drivers of population health. The Value Committee purposefully integrates the work of the traditional Finance and Quality/Performance Improvement Committees.

The Value Committee shall have Quality and Finance sub-committees, and shall consist of the Medical Director, primary care physicians, and no less than one physician specializing in chronic diseases. The Value Committee shall address issues related to quality and finance, including setting quality benchmarks and addressing deficiencies thereto, as well as monitoring the financial performance of the ACO and the gainsharing plan.

Section 5.8 Community Engagement Committee. The purpose of the Community Engagement Committee is to develop a process for receiving public comments with respect to the ACO gainsharing plan and to monitor patient satisfaction and the patient experience within the healthcare system.

ARTICLE VI OFFICERS

Section 6.1 Officer Election. The Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Treasurer, and Secretary, no more than two (2) of whom shall be from the same Sectors of the Corporation. Such Officers shall be elected by the Board at its annual meeting from among the Trustees who have been nominated by the Executive Committee, and shall hold office until the next annual meeting of the Board and until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal.

Section 6.2 Term of Officers. Officers shall be elected to serve three (3) year terms, and no Officer may serve more than two (2) successive three (3) year terms.

Section 6.3 Removal or Resignation. By an affirmative vote of sixty-six percent (66%) of the Board, provided a Quorum is present, any Officer may be disqualified and removed for the following causes: (a) breach of fiduciary duty to the Corporation; (b) conflict of interest; (c) the conviction of a crime other than traffic violations; (d) mental incapacity; (e) attendance at Board meetings that does not meet the requirements in Section 4.10; and (f) any conduct unbecoming an Officer as reasonably determined by the Executive Committee. Such removal shall require the approval of the Parent by an affirmative vote of fifty-one percent (51%) of its board of trustees. In addition to the foregoing, the Parent may disqualify and remove any Officer for the above named causes, by an affirmative vote of sixty-six percent (66%) of the Board. Any Officer may resign from his or her office at any time, such resignation to take effect upon receipt of Written Notice thereof by the Secretary of the Corporation unless otherwise specified in the resignation. Acceptance shall not be necessary to render the resignation effective.

Section 6.4 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by an affirmative vote of the Trustees present at a Board meeting at which a Quorum is present that has been called for such purpose.

Section 6.5 Chairperson. The Chairperson shall preside over all meetings of the Trustees. The Chairperson shall perform such other duties as may be specified from time to time by the Parent.

Section 6.6 Executive Director. The Executive Director shall perform administrative functions for the Corporation and attend meetings of the Board and Executive Committee.

Section 6.7 Medical Director. The Medical Director shall be responsible for overseeing the Corporation's quality performance and its obligation to provide access to medically necessary care.

Section 6.8 Treasurer. The Treasurer shall have custody of the funds and other property of the Corporation; shall keep accurate records of all property, receipts and disbursements of the Corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Corporation with such depository or depositories as shall be designated by the Trustees; shall disburse the funds of the Corporation; and shall render to the Trustees such reports as they shall prescribe. Only Trustees are eligible to be Treasurer.

Section 6.9 Secretary. The Secretary shall give notice of each meeting of the Trustees or committees of the Corporation as to which notice is required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the Corporation; and shall perform such other duties as may be specified from time to time by the Trustees. The Secretary may delegate the duties to another person but will remain ultimately responsible for the performance of those duties.

Section 6.10 Compensation of Officers. No Officer of this Corporation, other than the Operating Officers, shall receive compensation for his or her services in such capacity. An Officer may, however, upon resolution of the Board, be reimbursed for any reasonable and necessary expenditures incurred by that Officer in connection with the conduct of the business of this Corporation.

ARTICLE VII GAINSHARING PLAN

Section 7.1 Gainsharing Plan. Within one (1) year of July 7, 2014, the Corporation shall adopt a gainsharing plan pursuant to the requirements of N.J.S.A. 10:79A-1.1 et. seq., in order to share savings achieved by the Corporation's participation in the Medicaid ACO demonstration project.

ARTICLE VIII ANTITRUST COMPLIANCE POLICY

Section 8.1 Compliance with Antitrust Laws. The Corporation and its Board are committed to strict adherence to the spirit and letter of state and federal antitrust laws. The Corporation shall adopt guidelines and implement safeguards to promote compliance with antitrust laws.

It is the policy of the Corporation for any person with knowledge of a suspected or actual violation of the Corporation's "Antitrust Compliance Policy," or suspected or actual violation of a state or federal antitrust law by the Corporation, to report such information in accordance with the guidelines for antitrust compliance document referenced in this Section 8.1.

Section 8.2 Antitrust Laws-Related Education. The Corporation shall educate its employees, managers, contractors, and agents about any and all laws pertaining to civil and criminal penalties for violations of the New Jersey Antitrust Act, set forth at N.J.S.A. § 56:9-1 et seq., as may be subsequently amended from time to time.

Section 8.3 Acknowledgement of Exemption from Antitrust Liability. The Corporation and its Board acknowledge that only a New Jersey Medicaid ACO under the New Jersey ACO Demonstration Project is exempt from antitrust liability pursuant to N.J.S.A. § 30:4D-8.1(g); i.e., only the New Jersey Medicaid ACO-related activities of the Corporation is exempt from antitrust liability.

Section 8.4 Acknowledgement of Receipt of Policy. Each trustee, officer, employee, contractor and agent shall receive a copy of this Antitrust Compliance Policy, as may be subsequently amended from time to time, and shall certify in writing to the Chairperson of the Board that he or she has reviewed and agrees to comply with the policy.

ARTICLE IX
COMPLIANCE POLICIES

Section 9.1 Compliance Policy. The Board shall adopt the following policies:

- (a) Confidentiality Policy
- (b) Conflict of Interest Policy
- (c) HIPAA Compliance Policy
- (d) Core Compliance & Whistleblower Policy
- (e) Anti-Nepotism Policy

Such policies may be adopted and amended by an affirmative vote of fifty-one percent (51%) of the Board at a meeting where a Quorum is present.

Each Trustee, employee, contractor and agent shall receive a copy of each adopted compliance policy, and any subsequently amended versions of the policies, and shall certify in writing to the Chairperson of the Board that he or she has reviewed and agrees to comply with the policy.

ARTICLE X
INDEMNIFICATION: TRUSTEE, OFFICER, EMPLOYEE, NON-TRUSTEE VOLUNTEER, COMMITTEE OR TASK FORCE MEMBER, OR AGENT OF THE CORPORATION

Section 10.1 Indemnification. To the fullest extent permitted by and in accordance with the New Jersey Non-Profit Corporation Act, specifically N.J.S.A. § 15A:3-4, the Corporation shall indemnify each Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation (and his/her heirs, executors, administrators and/or legal fiduciaries) against all expenses and liabilities actually and reasonably incurred by such person in connection with or rising out of activities performed on behalf of the Corporation (whether or not such person continues to be a Trustee, Officer, Employee, non-trustee volunteer, committee or task force member, or agent of the Corporation, at the time of incurring such expenses and liability). Such expenses and liabilities shall include, but are not limited to judgments, reasonable settlements, court costs and attorney's fees.

Each such Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation shall be so indemnified or reimbursed for all actions, unless it has been shown that such person has not 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 Corporation and, with respect to a criminal action or proceeding, if the person had no knowledge, or reasonable cause to believe, that his or conduct was unlawful.

Section 10.2 Indemnification; Expense Advances. The right to indemnification conferred in Section 10.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, if authorized by the Board in the specific case, upon receipt by the Corporation of an undertaking, by or on behalf of such Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation, to repay all amounts so advanced, if it is ultimately determined that the Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation is not entitled to be indemnified under Section 10.1 or otherwise.

Section 10.3 Indemnification Hereunder Not Exclusive. The indemnification or advancement of expenses provided in this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, these Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

ARTICLE XI INSURANCE

Section 11.1 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, non-trustee volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee, non-trustee volunteer, or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability as provided in Article X above.

ARTICLE XII FINANCES

Section 12.1 Funds. It shall be the duty of the Board to provide adequate funds for the operations of the Corporation by means consonant with the tax exempt status of the Corporation.

Section 12.2 Depositories. The Treasurer, or authorized designee, shall invest or deposit all funds of the Corporation as directed by the Board.

Section 12.3 Expenses. All proper expenses of the Corporation are subject to the approval of the Board. Upon such approval, the expenses shall be paid from the funds of the Corporation.

Section 12.4 Assets. The assets received by the Corporation shall be used only for the purposes of the Corporation.

Section 12.5 Books and Records. Books and records of the Corporation shall be set up in a manner which shall produce proper records for reports to the government and to the Board and enable an accurate audit of the finances of the Corporation.

Section 12.6 Audit. The financial transaction of the Corporation, as well as its books and accounts, shall be audited annually by an independent certified public accountant or firm of certified public accountants selected by the Board of Trustees.

Section 12.7 Corporate Administration. The Board shall have the power to employ suitable custodians, accountants, counsel, administrative staff and agents and to pay their reasonable expenses and compensation.

Section 12.8 Fiscal Year. The fiscal year of the Corporation shall be the one-year period ending on December 31st of each year.

Section 12.9 Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such officer or officers or agent or agents as the Board shall from time to time designate for that purpose.

ARTICLE XIII AMENDMENTS

Section 13.1 Amendment of Bylaws. Substantive, non-technical amendments to these Bylaws must be approved by an affirmative vote of sixty-six percent (66%) of the Parent's Board of Trustees. Non-substantive, technical amendments to these Bylaws may be made by an affirmative vote of fifty-one percent (51%) of the Board.

ARTICLE XIV DISSOLUTION

Section 14.1 Notice of Dissolution. Notice shall be given to all Trustees and shall state that the purpose of the meeting is to vote on dissolution of the Corporation. The notice shall include a copy of the summary of the plan of distribution of assets.

Section 14.2 Discretionary Dissolution of Corporation. A dissolution of the Corporation shall be authorized by the affirmative vote of sixty-six percent (66%) of the Trustees present and entitled to vote thereon at a duly constituted Board meeting, provided that a Quorum

is present and that the proposed dissolution has been reviewed during at least two (2) consecutive such Board meetings held for such purpose. The Board shall adopt a resolution that the Corporation be dissolved and that a plan of distribution of assets be implemented.

Section 14.3 Dissolution Procedure. If the dissolution is approved as provided in these Bylaws, the Corporation shall cease to conduct its affairs except as may be necessary for the winding up of the Corporation and the Corporation shall be dissolved as provided by law.

Section 14.4 Distribution of Assets. In the event of dissolution, all assets of this Corporation, real and personal, shall be distributed in accordance with the Certificate of Incorporation.

ARTICLE XV
NONDISCRIMINATION

Section 15.1 Nondiscrimination Policy. The Trustees and Operating Officers shall be elected, and persons shall be served by this Corporation, entirely and solely on a nondiscriminatory basis without regard to age, sex, race, religion, nation origin, handicap status and sexual orientation.

ARTICLE XVI
REFERENCE TO INTERNAL REVENUE CODE

Section 16.1 IRS Code. Any reference to these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States internal revenue law.

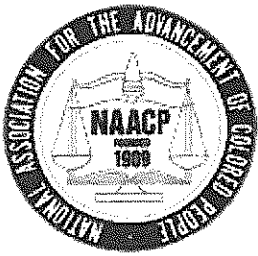
I, _____, Secretary of Trenton Health Team ACO, Inc., hereby certify that the above Bylaws were duly adopted by the Board of Trustees of said Corporation and included in the Minutes as of the _____ day of _____, 20_____.

SECRETARY

EXHIBIT 4: List of Governing Board Members

Trenton Health Team ACO – Board of Trustees

1. CEO of Capital Health System, Inc., or his/her designee
750 Brunswick Avenue, Trenton, New Jersey 08638
2. CEO of St. Francis Medical Center, or his/her designee
601 Hamilton Avenue, Trenton, New Jersey, 08629
3. CEO of Robert Wood Johnson University Hospital at Hamilton, or his/her designee
One Hamilton Health Place, Hamilton, New Jersey, 08690
4. Mayor of City of Trenton, or his/her designee
319 East State Street, Trenton, New Jersey, 08608
5. Mary Gay Abbott, CEO, Rescue Mission of Trenton
98 Carroll Street, Trenton, New Jersey, 08609
6. Carolyn Gaukler, MD, West Trenton Medical Associates, Internist and Hospice and Palliative Care Medicine
1230 Parkway Avenue, Suite 203, Trenton, New Jersey 08628
7. Jerome Harris, CEO, Shiloh Community Development Corporation
418 Bellevue Avenue, Suite 201, Trenton, New Jersey 08618
8. Maria Juega, Executive Director, Latin American Legal Defense and Education Fund, Inc.
669 Chambers Street, Suite B, Trenton, New Jersey, 08611
9. John Monahan, President and CEO, Greater Trenton Behavioral Healthcare
314 East State Street, Trenton, New Jersey, 08608
10. Robert Moser, MD, Anatomic Pathology and Clinical Pathology, St. Francis Medical Center
601 Hamilton Avenue, Trenton, New Jersey, 08629
11. Cynthia Oberkofler, Executive Director, Millhill Child and Family Development
101 Oakland Street, Trenton, New Jersey, 08618
12. Vedat Obuz, MD, Lotus Medical Care
40 Fuld Street, Suite 307, Trenton, New Jersey, 08638
13. Harry Postel, Director of Behavioral Health Services, Catholic Charities, Diocese of Trenton
383 West State Street, Trenton, New Jersey 08607
14. Donna Pressma, President and CEO, Children's Home Society of New Jersey
635 South Clinton Avenue, Trenton, New Jersey, 08611
15. Kristy Reed, ACNP, RPN, St. Francis Medical Center
601 Hamilton Avenue, Trenton, New Jersey, 08629
16. Jonette C. Smart, President of the Trenton Chapter of the NAACP
117 Cadwalader Drive, Trenton, New Jersey, 08618
17. Malvina Williams, Vice President Patient Services and COO, Visiting Nurse Association of Mercer County
171 Jersey Street, Trenton, New Jersey, 08603



TRENTON BRANCH

NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE

P. O. Box 1355 v Trenton, NJ 08607 v (609) 392-6772 v Email: trentonnaacp@yahoo.com

June 30, 2014

Executive Officers

President
Jonette C. Smart

1st Vice President
Larry J. Cain

2nd Vice President
Dr. Harriet Green-Richardson

3rd Vice President
Eric Tunstall

Secretary
Jacqueline Stevenson

Assistant Secretary
Brenda Evans-Jackson

Treasurer
Pearl Lawrence

Assistant Treasurer
Fred Herndon

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, New Jersey 08625-0712

Re: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of the Trenton NAACP, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). The Trenton NAACP is committed to access an opportunity for all of Trenton's residents. We strongly support THT's work and the Demonstration Project objectives. We believe our partnership with the THT-ACO will further our mission and help to ensure that our constituents benefit from high quality healthcare.

Founded in 1909, the National Association for the Advancement of Colored People is the nation's oldest and largest civil rights organization. The mission of the NAACP is to ensure the political, educational, social, and economic equality of rights of all persons and to eliminate race-based discrimination. From the ballot box to the classroom, the thousands of dedicated workers, organizers, leaders and members who make up the NAACP continue to fight for social justice for all Americans. The National NAACP has instituted five game-changers (Economic Sustainability, Education, *Health*, Public Safety and Criminal Justice, and Voting Rights and Political Representation). We take these game changers very seriously and understand the importance of community involvement in all areas, particularly in the area of health. Poor health and lack of quality health care services leads to poverty and economic decline, education and safety issues, neighborhood deterioration and political backlash (lack of funding sources) that have extreme negative impact on poor and minority communities. In 2013, the Trenton NAACP marked its 100th anniversary serving the residents of Trenton and we remain committed to this community.

With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years). Through this partnership we will advocate for patients so that they can obtain access to care, obtain insurance, and receive high quality culturally competent care.

The Trenton NAACP is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

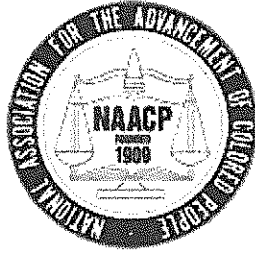
Sincerely,

Jonette C. Smart,
President

Enclosures:

List of Trenton NAACP Executive Committee Members
Copy of NAACP Units Constitution and Bylaws

c: Richard T. Smith, President
NJSC NAACP



TRENTON NAACP
Executive Officers 2013-2014

President

Jonette C. Smart

1st Vice President

Larry J. Cain

2nd Vice President

Dr. Harriet Green-Richardson

3rd Vice President

Eric Tunstall

Secretary

Jacqueline Stevenson

Assistant Secretary

Brenda Evans-Jackson

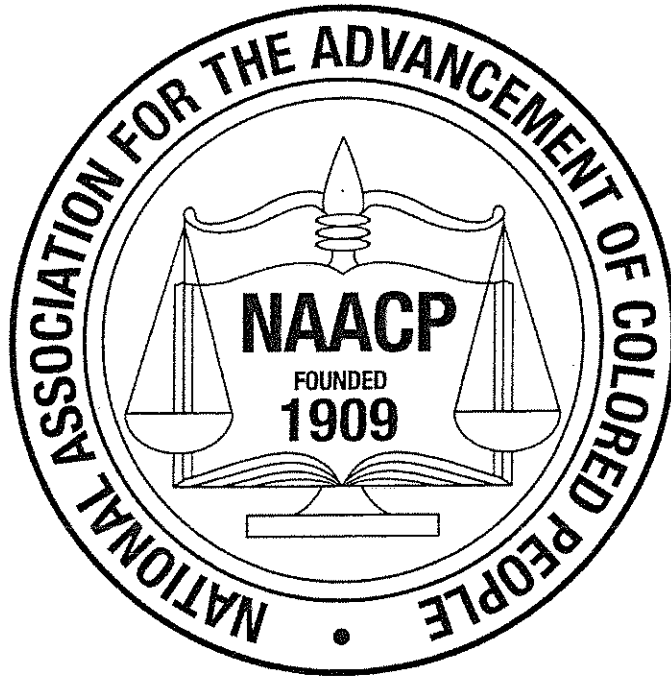
Treasurer

Pearl Lawrence

Assistant Treasurer

Fred Herndon

BYLAWS FOR UNITS
of the
**NATIONAL ASSOCIATION FOR THE
ADVANCEMENT OF COLORED PEOPLE**



**BYLAWS FOR UNITS
NATIONAL ASSOCIATION FOR THE
ADVANCEMENT OF COLORED PEOPLE**

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BYLAWS FOR UNITS

These Bylaws for Units pertain to all Units of the National Association for the Advancement of Colored People and should be read in conjunction with the Constitution of the National Association for the Advancement of Colored People.

ARTICLE I NAME AND JURISDICTION

1. *(Name of Units)*
 - a. *State/State-Area Conference.* The name of this organization shall be the _____ State or _____ State-Area Conference of the National Association for the Advancement of Colored People. Each State/State-Area Conference shall have a Youth and College Division.
 - b. *Branch.* The name of this organization shall be the _____ Branch of the National Association for the Advancement of Colored People.
 - c. *Prison Branch.* The name of this organization shall be the _____ Prison Branch of the National Association for the Advancement of Colored People.
 - d. *College Chapter.* The name of this organization shall be the _____ College Chapter of the National Association for the Advancement of Colored People.
 - e. *Youth Council.* The name of this organization shall be the _____ Youth Council of the National Association for the Advancement of Colored People.
 - f. *Junior Youth Council.* The name of this organization shall be the _____ Junior Youth Council of the National Association for the Advancement of Colored People.

Bylaws for Units of the NAACP

- g. *High School Chapter.* The name of this organization shall be the _____ High School Chapter of the National Association for the Advancement of Colored People.
- h. *Authorized Committee.* The name of this organization shall be the _____ Authorized Committee of the National Association for the Advancement of Colored People.

2. ***(Jurisdiction)***

- a. The State/State-Area Conference, Branch, Prison Branch, College Chapter, High School Chapter, Youth Council, Junior Youth Council and Authorized Committee shall be a constituent and subordinate unit of the Association subject to the general authority and jurisdiction of the Board of Directors.
- b. *Coordination of College Chapters.* Whenever a College Chapter is located in a city or county containing another unit of the NAACP, the off-campus activity of the College Chapter shall be by mutual exchange of information.
- c. *Relationship Between Youth Units and Branches.* Youth Units and Branches have coordinate status within the Association's framework. While each affiliate has an independent status from the other, it is expected that their programs will be coordinated and the Youth Units and Branch in the same area will work in full cooperation to accomplish the aims and objectives of the Association subject to the general authority of the Board of Directors.
- d. All NAACP Units located within the geographic boundaries of a State/State-Area Conference shall be a member of the State/State-Area Conference and are subject to the State/State-Area Conference's efforts to coordinate NAACP activities and policies within its jurisdiction.

**ARTICLE II
OBJECTIVES**

1 ***(Purpose of Units)***

- a. *Units.* The purpose of the Units shall be to support the policies of the Association as described in Article II of the Constitution and to support the National Office by, among other means, sharing fundraising dollars and providing financial support.

- b. *Objectives of State/State-Area Conferences.* The purpose and aims of State/State-Area Conferences of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; to take lawful action to secure the elimination of racial discrimination; to seek legislation and policies at the state level, or at other levels if requested by the National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

In addition, its objectives shall be to: stimulate the Branches, Prison Branches, Youth Councils, High School Chapters, College Chapters, Authorized Committees and any and all Units of the Association in its jurisdiction to greater activity in the fight for freedom; to revive dormant Units in the State/State-Area Conference; to organize new Units; to assist the Association in the conduct of the work of the NAACP by increasing support for the Association by the various Units; to coordinate the activities and secure the cooperation of Units within the State/State-Area Conference; to eliminate discrimination and injustice against minority people in the area; to seek the enactment of laws in the state legislature which will advance the programs and policies of the Association. With respect of the Youth Units, these objectives should be carried out through the Youth and College Division of the State/State-Area Conference.

- c. *Objectives of Branches.* The purpose and aims of Branches of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; and to take lawful action to secure the elimination of racial discrimination, to seek legislation and policies at the local level, or at other levels if requested by the State/State-Area Conference or National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

- d. *Objectives of Prison Branches.* The purpose and aims of Prison Branches of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; and to take lawful action to secure the elimination of racial discrimination; to seek legislation and policies at the local level, or at other levels if requested by the State/State-Area Conference or National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

In addition Prison Branches shall work to improve the educational status of incarcerated persons and to provide constructive rehabilitative leadership training programs that would enable released prisoners to return to society as assets rather than liabilities. Such training and experiences shall come from active participation in committees and general unit work.

Additional objectives of the Prison Branch shall be to disseminate comprehensive knowledge of the goals and objectives of the Association as they pertain to people of all races, colors and creeds; to inform prisoners of the problems affecting African-Americans and other ethnic minority groups; to acquire knowledge concerning community pride, civic awareness, responsibility, and brotherhood; to develop a more honorably rehabilitated citizen who is able to identify and help solve the problems of our society and world; and to advance the educational and social status of African-American prisoners and other racial and ethnic minorities.

- e. *Objectives of College Chapters.* The purpose and aims of College Chapters of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; to take lawful action to secure the elimination of racial discrimination; and, to seek legislation and policies at the local level or at other levels if requested by the State/State-Area Conference or National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the

Bylaws for Units of the NAACP

Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

In addition, its objectives shall be to inform students of the problems affecting African-Americans and other racial and ethnic minorities; to advance the economic, education, social and political status of African-Americans and other racial and ethnic minorities and their harmonious cooperation with other peoples; to stimulate an appreciation of the African Diaspora and other people of color's contribution to civilization; and to develop an intelligent, militant, effective leadership. These objectives shall be pursued in accordance with the policies of the Association within the framework of university regulations.

- f. Objectives of Youth Councils.* The purpose and aims of Youth Councils of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; to take lawful action to secure the elimination of racial discrimination; and, to seek legislation and policies at the local level or at other levels if requested by the State/State-Area Conference or national organization, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

In addition, the purposes of the Youth Council shall be to inform youth of the problems affecting African-Americans and other racial and ethnic minorities, to advance the economic, educational, social and political status of African-Americans and other racial and ethnic minorities and their harmonious cooperation with other peoples, to stimulate an appreciation of the African Diaspora and other people of color's contribution to civilization; and to develop an intelligent and militant youth leadership. These objectives shall be pursued in accordance with the policies of the Association.

- g. Objectives of High School Chapters.* The purpose and aims of High School Chapters of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the

adverse effects of discrimination; and to take lawful action to secure the elimination of racial discrimination; and, to seek legislation and policies at the local level, or at other levels if requested by the State/State-Area Conference or National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

In addition, the purposes of the High School Chapter shall be to inform youth of the problems affecting African-Americans and other racial and ethnic minorities, to advance the economic, educational, social and political status of African-Americans and other racial and ethnic minorities and their harmonious cooperation with other peoples; to stimulate an appreciation of the African-American Diaspora and other people of color's contribution to civilization; and to develop an intelligent and militant youth leadership by devising, working out and pursuing local programs. These objectives shall be pursued in accordance with the policies of the Association within the framework of high school regulations.

- h. Objectives of Junior Youth Councils.* The purpose and aims of Junior Youth Councils of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; and to take lawful action to secure the elimination of racial discrimination; to seek legislation and policies at the local level, or at other levels if requested by the State/State-Area Conference or National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

In addition, the purposes of the Junior Youth Council shall be to inform youth of the problems affecting African-Americans and other racial and ethnic minorities, to advance the economic, educational, social and political status of African-Americans and other racial and ethnic minorities and their harmonious cooperation with other peoples, to stimulate an appreciation of the African Diaspora and other people of

color's contribution to civilization; and to develop an intelligent and militant youth leadership. These objectives shall be pursued in accordance with the policies of the Association.

- i. *Objectives of Authorized Committees.* The purpose and aims of Authorized Committees of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; and to take lawful action to secure the elimination of racial discrimination; to seek legislation and policies at the local level or at other levels if requested by the State/State-Area Conference or National Office which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its Constitution and Bylaws, and as directed by the Board of Directors.

2. *(Methods)*

The methods used to obtain the Association's objectives shall be direct action, litigation, legislation and political action.

a. *Direct Action*

Examples. Direct action includes agitation, demonstrations, marches, picketing, boycotts, economic sanctions and other appropriate action.

Authority. In accepting the mantle of leadership bestowed by virtue of their charter which requires the aggressive pursuit of the Association's mission, Units are encouraged to follow an independent course of action set out by the Unit's membership as long as it is consistent with the Association's policies and objectives. However, no Unit shall initiate, endorse or participate in direct action on behalf of the Association, or any Unit of the Association, without the express written authorization of the President and CEO and General Counsel.

Direct Action Approval Procedure. Any Unit of the Association seeking to initiate, endorse or participate in direct action as described above shall seek prior, timely authorization in writing from the President and CEO and General Counsel. Units must submit requests for approval within 15 business days before the date of proposed action. The President and CEO

shall respond within 10 business days after receipt of said request. The President and CEO and General Counsel, at their discretion and in accordance with the objectives of the Association, shall communicate approval, or disapproval of said proposed direct action in writing to the Unit.

b. Litigation

Litigation Authority. No Unit of the Association shall have authority to initiate, endorse or participate in legal action, including, but not limited to, pre-suit discussions, negotiations, court litigation, or post-suit matters on behalf of or in the name of the Association, or any Unit of the Association, without the express written authorization of the President and CEO and General Counsel.

Litigation Approval Procedure. Any Unit of the Association seeking to initiate, endorse or participate in legal action as described above shall seek prior, timely authorization in writing from the President and CEO and General Counsel. After reasonable opportunity to evaluate said proposed legal action, the President and CEO and General Counsel, at his or her discretion and in accordance with the objectives of the Association, shall communicate their approval, or disapproval of said proposed legal action in writing to the Unit.

c. Legislation

No Unit of the Association shall support any legislation or policy that is contrary to the official position of the Association adopted by the Board of Directors.

Authority. No Unit of the Association shall initiate, endorse or participate in the passage of federal legislation, including, but not limited to, bills, statutes, regulations or resolutions on behalf of the Association, or any Unit of the Association, without the express written authorization of the President and CEO.

Legislation Approval Procedure. Any Unit of the Association seeking to initiate, endorse or participate in the passage of federal legislation as described above shall seek prior, timely authorization in writing from the President and CEO. After reasonable opportunity to evaluate said proposed federal legislation, the President and CEO, at his or her discretion and in accordance with the objectives of the Association, shall

communicate their approval, or disapproval of said proposed federal legislation in writing to the Unit.

d. Political Action

All Units of the Association are expected to: increase registration and voting; work for the enactment of municipal, state and federal legislation designed to improve the educational, political and economic status of minority groups; work to repeal racially discriminatory legislation; improve the administration of justice; secure equal enforcement of the law; and keep the National Office and the Branch informed of all proposed legislation which affects minority groups. All political action shall be non-partisan and shall not endorse candidates for public office.

3. (Coalition/Affiliation with other Organizations)

a. Authority. Units of the NAACP may affiliate and cooperate with other groups, organizations or coalitions when there is an incentive and purpose of affiliation and/or cooperation on specific issues, which are in accord with the program and policies of the Association. Prior written permission for such affiliation and/or cooperation by Units must be granted by the President and CEO.

b. Approval Procedure for Joining Coalitions. Any Unit of the Association seeking to join a coalition shall seek prior, timely authorization in writing from the President and CEO. Units must submit requests for approval within 15 business days before joining the proposed coalition. The President and CEO shall respond within 10 business days after receipt of said request. The President and CEO, at his or her discretion and in accordance with the objectives of the Association, shall communicate approval or disapproval of said proposed coalition in writing to the Unit.

**ARTICLE III
ORGANIZATIONAL STRUCTURE**

1. (Unit Status)

All Units shall be 501(c)(4) entities. No Units shall be authorized to create or form any 501(c)(3) entity unless expressly approved in writing by the Board of Directors.

2. (Units of the Association)

The Units of the Association are those Units described in Article I, Section 1 of these Bylaws.

3. (Charter)

Charter Authority. The Board of Directors shall establish Units, including State/State-Area Conferences, Branches, Prison Branches, - College Chapters, Youth Councils, High School Chapters, Junior Youth Councils, Authorized Committees, and such other subsidiaries of the Association in such places and under such conditions as it sees fit. Each of the above shall be administered under a charter granted to it by the Board of Directors and in accordance with the Constitution and Bylaws for Units authorized by said Board of Directors.

a. *Charter Eligibility Criteria for State/State-Area Conferences.* In any area where there exist Branches, Prison Branches, College Chapters, Youth Councils, High School Chapters, Junior Youth Councils and Authorized Committees, but where there is no existing State/State-Area Conference, application shall be made to the National Office for a State/State-Area Conference Charter in conjunction with procedures established by the Board of Directors.

1. *Maintaining a State/State-Area Conference Charter.* State/State-Area Conferences must be comprised of no less than six (6) branches and six (6) Youth Units in good standing; pay all annual assessments; and, file all annual year-end reports as required by the Association.

b. *Charter Eligibility Criteria for Branches.* In any jurisdiction where there is no existing Branch, application shall be made to the National Office for a Branch charter in conjunction with procedures established by the Board of Directors. Prospective Branches must be comprised of no fewer than one hundred (100) adult members. The jurisdictional boundaries of a prospective Branch shall not conflict with the boundaries of any existing Branch.

1. *Maintaining a Branch Charter.* A Branch shall maintain no fewer than 50 adult members; shall pay all annual assessments; and, shall file all year-end reports as required by the Constitution and Bylaws of the Association in order to maintain its charter.

2. A Branch must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.

c. *Charter Eligibility Criteria for Prison Branches.* In any prison/correctional facility where there is no existing Prison Branch,

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application shall be made to the National Office for Prison Branch charter in conjunction with procedures established by the Board of Directors. Prospective Prison Branches must be comprised of no fewer than 25 members.

1. *Maintaining a Prison Branch Charter.* A Prison Branch shall maintain no fewer than 25 members; shall pay all annual assessments; and, shall file all annual year-end reports as required by the Association.
 2. A Prison Branch must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.
- d. *Charter Eligibility Criteria for College Chapters.* College Chapters shall contain at least 25 members under age 25 and/or be currently enrolled as a student in a college or university.
1. *Maintaining a College Chapter Charter.* College Chapters shall maintain no fewer than 25 student memberships for two consecutive years; shall pay all annual assessments; and, shall file all annual year-end reports as required by the Association.
 2. A College Chapter must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.
- e. *Charter Eligibility Criteria for Youth Councils.* Youth Councils shall contain at least 25 members who must be under 25 years of age. In the absence of a Young Adult Council in the jurisdiction, the Youth Council membership may include members between the ages of 19-25.
1. *Maintaining a Youth Council Charter.* Youth Councils shall have 25 members, pay all annual assessments; and, file all annual year-end reports as required by the Association.
 2. A Youth Council must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.
- f. *Chapter Eligibility Criteria for High School Chapters.* High School Chapters shall contain at least 25 members who are currently enrolled in a high school or comparable secondary school.

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1. *Maintaining a High School Chapter Charter.* High School Chapters shall have 25 members enrolled in the high school; pay all annual assessments; and, file all annual year-end reports as required by the Association.
 2. A High School Chapter must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.
- g. *Chapter Eligibility Criteria for Junior Youth Councils.* Junior Youth Councils may be organized separately from Youth Councils where there are at least 25 youth members under 13 years of age.
1. *Maintaining a Junior Youth Council.* Junior Youth Councils shall contain 25 members, pay all annual assessments; and, file all annual year-end reports as required by the Association.
 2. A Junior Youth Council must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.
- h. *Charter Eligibility Criteria for Authorized Committees.* Authorized Committees may be organized in areas where there are an insufficient number of members to maintain a Branch. Authorized Committees must contain at least seven (7) members and shall report to the State/State-Area Conference in their jurisdiction, subject to such rules and regulations as the Board of Directors may enact. It shall receive a Certificate of Authority from the National Office.
1. *Maintaining an Authorized Committee Charter.* Authorized Committees shall have seven (7) members, pay all annual assessments; and, shall file all annual year-end reports as required by the Association.
 2. An Authorized Committee must also maintain good standing with its State/State-Area Conference by filing annual year-end reports and paying all State/State-Area Conference assessments.
4. *(Assessments)*
- a. *National Assessments*
 1. Unit Freedom Fund and other assessments for the support of the Association, as established by the Board of Directors, shall be paid

to the National Office within 90 calendar days before the Annual National Convention. The above-mentioned assessments refer to the previous calendar year's assessments and must be paid in order for Unit delegates to be eligible to vote at the National Convention.

2. *Fundraising Assessments.* The net proceeds of each contribution, entertainment or fundraising effort by a Unit, excluding ACT-SO and Back-To-School/Stay-In-School and other approved programs, except for College Chapters subject to college and/or university fundraising requirements, shall be divided as follows: 25% to the National Office, 75% to the Unit; unless, in any case, written permission is obtained from the National Office for some different division, provided that the entire net proceeds of any fundraising effort for exclusively national purposes shall be transmitted to the National Office.

Notwithstanding the foregoing obligation, a Unit shall be exempt from disbursing 25% of its net proceeds of each contribution, fundraising or entertainment effort to the National Office if, and when, it increases its membership, as recorded by the National Office, by 35% from the previous calendar year. When the Branch increases its membership level by 35% from January 1 of a year to December 31 of that same year, the Unit shall be required to submit only 15% of its net proceeds of each fundraising or entertainment effort for the succeeding year to the National Office. The assessment reduction is earned on a year to year basis, based on the membership increase of the previous year.

3. A financial report of all such entertainment, contributions and fundraising activities shall be rendered to the Unit, the National Office and the public. The Unit must submit the report to the National Office, with the National Office's share within 45 days following the date of the event.
 - b. *State/State-Area Conference Assessments.* Whenever the Unit comes within the jurisdiction of a State/State-Area Conference, the Unit assessment for support of the State/State-Area Conference shall be paid into the treasury of the State/State-Area Conference within sixty (60) calendar days of the annual State/State-Area Conference Convention. The amount of said assessment shall be determined by the State/State-Area Conference with the approval of the Board of Directors. Youth Unit assessments shall be paid into the State/State-Area Conference Youth and College Division Treasury.

5. ***(Per Capita Assessment for State/State-Area Conferences)***

The National Office will provide a per capita membership match for State/State-Area Conferences at the rate of 25¢ per member of each Unit thereof.

6. ***(Real Property)***

Units may not own real property. No unit, entity or affiliate may own or maintain or acquire any equitable interest in real property. Notwithstanding the foregoing, the NAACP, Inc., may, at the discretion of the Board of Directors and in accordance with the principles, aims and purposes of the Association, hold and/or own real property for the use and benefit of a particular unit. Any real property shall be owned in the name of NAACP, Inc., and in appropriate instances be held under circumstances approved by the Board of Directors.

7. ***(Intellectual Property; NAACP Trademarks)***

- a. *NAACP Trademarks.* Personal use of the NAACP Trademark is prohibited. No Unit or member may use the NAACP name or any of its trademarks in conjunction with any person or entity on any product, without the express written authorization of the President and CEO.
- b. *NAACP Logo and Letterhead.* Personal use of the NAACP logo and letterhead is prohibited. No member shall use the NAACP logo or letterhead in conjunction with any entity; on any product, without express written authorization of the President and CEO.

**ARTICLE IV
MEMBERSHIP**

1. ***(Membership Prerequisites)***

Any person who is in accordance with the principles and policies of the Association may become a member of this Association with consent of the Board of Directors, by accepting the terms of the Constitution of the National Association for the Advancement of Colored People and the Bylaws for Units, and by paying annually in advance the requisite membership fees as prescribed by the Board of Directors. Membership in the Units shall include membership in the National Association. Members of NAACP Units are encouraged to support the Association and cooperate to conserve resources in pursuit of the NAACP's mission and goals.

2. *(Effective Date of Membership in the Branches, Youth Units and Authorized Committees)*

- a. The effective date of Membership in a Branch, Youth Unit or Authorized Committee is the date membership payment is received by the aforementioned Unit either at a meeting of the General Membership or of the Executive Committee of the Unit; by the Unit Secretary; or by the Unit office, if there is one. In the event the National Office receives a membership fee from an individual who has indicated a desire to affiliate with a specific Unit, the National Office will notify said Unit that the membership fee has been received and, at the same time, transmit the Unit's share of the membership fee to the Unit. In such a case, such membership shall be effective upon receipt by the Unit of its share of the membership fee from the National Office.
- b. The minimum voting age for any member in good standing in Branch Elections shall be seventeen (17) years of age. Said member may vote in the Branch Election if he/she has paid the Regular Adult membership fee to the Branch

3. *(Membership in the State/State-Area Conference)*

- a. All Units in the State/State-Area Conference's jurisdiction are automatically members of the State/State-Area Conference, and are required to pay annually the prescribed assessment fee established by the Legislative Session of the State/State-Area Conference and approved by the Board of Directors. In order to be a Unit in good standing of the State/State-Area Conference, a Unit shall have paid its yearly assessment fee to the State/State-Area Conference and the per capita tax on each membership sent to the Association, and shall have at least fifty adult (50) adult members in good standing of a Branch; at least fifty (50) members of a Prison Branch; and at least twenty-five (25) of a Young Adult Council, College Chapter, Youth Council, High School Chapter, Junior Youth Council; and at least seven members of an Authorized Committee, at least sixty (60) days prior to any meeting of said Conference. All Units must be in good standing; pay all annual assessments; and, file all annual year-end reports as required by the Association to participate in meetings of the Conference. Only members of Units in good standing as defined above are members of the State/State-Area Conference.
- b. *Youth Units.* There shall be a Youth and College Division of the State/State-Area Conference. It shall be comprised of the Youth Units and they shall be governed by the Constitution and these bylaws.

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4. (*Membership in the Branch*)

- a. Any person who is a permanent resident or who works within a Branch's jurisdiction may become a member of said Branch, providing they have paid the annual requisite Regular Adult Membership fee.
- b. Members of the Association in good standing where Branches are being formed, or who establish permanent residence within the jurisdiction of an existing branch, or who work within the jurisdiction of an existing Branch, may affiliate with the local Branch and be entitled to vote upon presenting satisfactory evidence of their membership. They shall not be assessed annual membership fees by the Branch until the expiration of the annual membership for which they have paid.
- c. Members of the Association shall affiliate and vote with only one Unit at a time.

5. (*Membership in the Prison Branch*)

- a. Any person incarcerated in a prison or correctional facility who is in accordance with the principles and policies of the Association, may become a member of Prison Branch, with consent of the Board of Directors, by accepting the terms of the Constitution of the National Association for the Advancement of Colored People, and by paying an annual membership fee in accordance with Article IV, Section 12 d, of these bylaws.
- b. Members of the Association in good standing, where Prison Branches are being formed, or who are incarcerated in a prison and/or correctional facility where a Prison Branch is in existence, may affiliate with the local Prison Branch and be entitled to vote in the Prison Branch election, upon presenting satisfactory evidence of their membership. They shall not be assessed annual membership fees by the Prison Branch until the expiration of the annual membership for which they have paid.
- c. Members of a Prison Branch shall affiliate and vote with only one Unit at a time.

6. (*College Chapter Membership*)

- a. Any person under the age of twenty-five (25) and/or currently enrolled as a student at a college or university who is in accordance with the principles and policies of the Association, may become a member of a College Chapter, with consent of the Board of Directors, by accepting the

terms of the Constitution of the National Association for the Advancement of Colored People, and by paying an annual membership fee in accordance with Article IV, Section 12, a through c of these Bylaws.

- b. Members of the Association in good standing, who are qualified for membership in the College Chapter, may affiliate with the new College Chapter, where the same is being formed in the locality, and be entitled to vote upon presenting satisfactory evidence of Association membership. They shall not be assessed annual membership fees by the College Chapter until the expiration of the annual membership for which they have paid.
- c. Members of a College Chapter shall affiliate and vote with only one Unit at a time.

7. (*Youth Council Membership*)

- a. Any person under age twenty-five (25) who is in accordance with the principles and policies of the Association, may become a member of a Youth Council, with the consent of the Board of Directors, by accepting the terms of the Constitution of the National Association for the Advancement of Colored People, and by paying annually the requisite fee. By his/her 25th birthday, the Youth Council member must transfer his/her membership to the Branch or College Chapter if currently enrolled as a student at said college or university.
- b. Members of the Association in good standing, where Youth Councils are being formed, or who establish residence in a community where a Youth Council is in existence may affiliate with the local Youth Council and be entitled to vote upon presenting satisfactory evidence of their membership. They shall not be assessed annual membership fees by the Youth Council until the expiration of the annual membership for which they have paid.
- c. Members of a Youth Council shall affiliate and vote with only one Unit at a time.

8. (*High School Chapters*)

- a. Any person who is enrolled as a student in a high school or comparable secondary school who is in accordance with the principles and policies of the Association, may become a member of a High School Chapter, with the consent of the Board of Directors, by accepting the terms of the

Constitution of the National Association for the Advancement of Colored People, and by paying annually the requisite fee. On his/her 21st birthday, the High School Chapter member must transfer his/her membership to the Young Adult Council.

- b. Members of the Association in good standing, where High School Chapters are being formed, or who establish residence in a community where a High School Chapter is in existence, may affiliate with the local High School Chapter and be entitled to vote upon presenting satisfactory evidence of their membership. They shall not be assessed annual membership fees by the High School Chapter until the expiration of the annual membership for which they have paid.
- c. Members of a High School Chapter shall affiliate and vote with only one Unit at a time.

9. (Junior Youth Councils)

- a. Any person under age 13, who is in accordance with the principles and policies of the Association, may become a member of a Junior Youth Council, with the consent of the Board of Directors, by accepting the terms of the Constitution of the National Association for the Advancement of Colored People, and by paying annually the requisite fee. On his/her 13th birthday, the Junior Youth Council member must transfer his/her membership to the Youth Council.
- b. Members of the Association in good standing, where Junior Youth Councils are being formed, or who establish residence in a community where a Junior Youth Council is in existence, may affiliate with the local Junior Youth Council and be entitled to vote upon presenting satisfactory evidence of their membership. They shall not be assessed annual membership fees by the Junior Youth Council until the expiration of the annual membership for which they have paid.
- c. Members of a Junior Youth Council shall affiliate and vote with only one Unit at a time.

10. (Dues)

The National Office and Units of the Association shall share in all membership dues as hereinafter provided.

11. (Division of Regular Membership Dues)

The Unit shall remit to the treasury of the National Association, the National Office's share of all membership fees within 15 calendar days of their receipt, in the following proportions, and may retain the balance in its treasury for local purposes:

- a. **REGULAR ADULT MEMBERSHIP.** For persons twenty-one (21) years of age and over - thirty dollars (\$30.00): to NAACP National Office eighteen dollars and ten cents (\$18.10) (includes State/State-Area Conference tax); and to local treasury eleven dollars and ninety cents (\$11.90).
- b. **YOUTH MEMBERSHIP WITH *CRISIS*.** For persons twenty (20) years of age and under - fifteen dollars (\$15.00): to National Office ten dollars and twenty cents (\$10.20) (includes State/State-Area Conference tax); and to local treasury four dollars and eighty cents (\$4.80).
- c. **YOUTH MEMBERSHIP WITHOUT *CRISIS*** - For persons seventeen (17) years of age and under - ten dollars (\$10.00): to National Office seven dollars (\$7.00) (includes State/State-Area Conference tax); and to local treasury three dollars (\$3.00).
- d. **PRISON MEMBERSHIP WITH *CRISIS*** - For persons who are incarcerated - twelve dollars (\$12.00): to National Office seven dollars and twenty cents (\$7.20) (includes State/State-Area Conference tax); and to local treasury four dollars and eighty cents (\$4.80).
- e. **WOMEN IN THE NAACP (WIN)** - For women who are paid members of the NAACP - ten dollars (\$10.00): to National Office five dollars (\$5.00) (includes State/State-Area Conference tax); and to local treasury five dollars (\$5.00).

12. (Annual Corporate Membership)

Annual Corporate Memberships of \$5,000.00 shall be divided as follows: three-fifths (3/5) or (\$3,000.00) to the National Office; two-fifths (2/5) or (\$2,000.00) to the State/State Area Conference, Branch or other Unit, provided the Annual Corporate Membership is solicited through the State/State Area Conference, Branch or other Unit. This membership level would not have voting privileges in State/State Area Conference and other units.

13. *(Division of Life Membership Dues)*

- a. *Junior Life Membership* – one hundred dollars (\$100.00), for children thirteen (13) years of age and under, shall be divided as follows: three-fifths (3/5) or (\$60.00) to the National Office; two-fifths (2/5) or (\$40.00) to the Branch, provided the Junior Life Membership is solicited through the Branch or other Unit.
- b. *Bronze Life Membership* – four hundred dollars (\$400.00), for youth fourteen (14) to twenty (20) years of ages shall be divided as follows: three-fifths (3/5) or (\$240.00) to the National Office, two-fifths (2/5) or (\$160.00) to the Branch, provided the Bronze Life Membership is solicited through the Branch or other Unit.
- c. *Silver Life Membership* – seven hundred fifty dollars (\$750.00) shall be divided as follows: three-fifths (3/5) or \$450 to the National Office, two-fifths (2/5) or \$300 to the Branch provided the Silver Life Membership is solicited through the Branch or other Unit.
- d. *Gold Life Membership* - one thousand-five hundred dollars (\$1,500.00) shall be divided as follows: three-fifths (3/5) or (\$900.00) to the National Office; two-fifths (2/5) or (\$600.00) to the Branch, provided the Gold Life Membership is solicited through the Branch or other Unit. Gold Life Membership shall be available only to holders of fully paid Silver Life Memberships of the NAACP.
- e. *Diamond Life Membership* – two thousand-five hundred dollars (\$2,500.00) shall be divided as follows: three-fifths (3/5) or (\$1,500.00) to the National Office; two-fifths (\$1,000) to the Branch, provided the Diamond Life Membership is solicited through the Branch or other Unit. Diamond Life Membership shall be available only to holders of fully paid Gold Life Memberships of the NAACP.
- f. *Subscribing Life Membership* – shall be divided by the three-fifths/two-fifths formula stated above. Annual minimum payments shall be 10% over a period of ten years.

ARTICLE V
GOVERNANCE

1. *(Meetings of Units)*

Regular Meetings. Regular membership meetings of Branches and Youth Units shall be held at least once a month, and there may be such other public or special meetings as may be required. Regular meetings shall be held on a fixed day or date of each month.

2. *(Meetings of the State/State-Area Conference)*

- a. Regular meetings of the State/State-Area Conference shall be held on a fixed day or date of each year;
- b. *Executive Committee of the State/State-Area Conference.* The Executive Committee shall meet at least once every quarter or as established in the approved Bylaws of the State/State-Area Conference. *Special Committee meetings may be called by the President, Secretary or by three members of the Committee on three days written notice.* The notice must state the purpose for which the meeting is called.

3. *(Annual Meeting of Units)*

- a. *State/State-Area Conferences.* Each State/State-Area Conference shall have an Annual Convention at a time and place selected by delegates at the previous Annual Convention. At the Convention, the Conference is to act upon Annual reports from the Officers and Standing Committees. Each Conference shall conduct biennial elections pursuant to Article IX, Section b of these Bylaws.
- b. *Branches.* Each Branch shall hold an Annual Meeting in the month of December to receive and act upon Annual reports from the Officers/Chairpersons of Standing Committees and to vote for members of the Board of Directors and may install those Officers and Executive Committee Members elected at the Biennial Election.
- c. *Prison Branches.* Each Prison Branch shall hold an Annual Meeting in the month of December, or as soon thereafter as correctional facility regulations allow, to receive and act upon Annual reports from the Officers/Chairpersons of Standing Committees; to vote for members of the Board of Directors; and, may install those Officers and Executive Committee Members, including the Prison Branch Coordinator/Prison Director elected at the Biennial Election.

- d. *College Chapters.* Each College Chapter shall hold an Annual Meeting for the election of officers between March 1 and April 15 of each year, unless the date(s) of the meeting is changed with the written approval of the National Office.
- e. *Youth Councils.* Each Youth Council shall hold an Annual Election Meeting which may coincide with the regular meeting of the Youth Council and shall be held between March 1 and April 15, unless the date of the meeting is changed with the written approval of the National Office.
- f. *High School Chapters.* Each High School Chapter shall hold an Annual Election Meeting which may coincide with the regular meeting of the High School Chapter and shall be held between March 1 and April 15, unless the date of the meeting is changed with the written approval of the National Office.
- g. *Junior Youth Councils.* Each Junior Youth Council shall hold an Annual Election Meeting which may coincide with the regular meeting of the Junior Youth Council and shall be held between March 1 and April 15, unless the date of the meeting is changed with the written approval of the National Office.
- h. *Authorized Committees.* Each Authorized Committee shall hold an Annual Meeting in the month of December to receive and act upon Annual reports from the Officers/Chairmen of Standing Committees and to vote for members of the Board of Directors and may install those Officers and Executive Committee Members elected at the Biennial Election.

4. *(Notice of Annual Meeting)*

- a. *State/State-Area Conferences.* Written notice shall be provided a minimum of 30 days prior to the time and place of the Annual State/State-Area Conference Convention to each member Unit in good standing.
- b. *Branches, Youth Councils, High School Chapters, Junior Youth Councils and Authorized Committees.* Written notice shall be provided a minimum of 30 days prior to the time and place of the Annual Meeting to each member in good standing in writing, or published in some local newspaper of general circulation.

- c. *Prison Branches.* Written notice shall be provided a minimum of 30 days prior of the time and place of the Annual Meeting to each member in good standing in writing, or published in the newspaper or newsletter of the prison or correctional facility as facility regulations allow.
- d. *College Chapters.* Written notice of the time and place of the Annual Meeting shall be sent by the Secretary to each member of the Chapter, at least seven (7) days in advance of the date of the Annual Meeting. Notice of the regular monthly or special meetings shall be published in the campus publication.

5. *(Special Meetings of Branches, Youth Units and Authorized Committees)*

Special Meetings may be called at any time and place and on three days written notice to all members by the President, or by any three members of the Executive Committee; or by any ten members of the Unit by signed declaration to the Secretary, who in turn must call the meeting. The notice must state the purpose for which the meeting is called.

6. *(Meetings of the Executive Committee of Branches, Prison Branches and Youth Units)*

The Executive Committee shall meet at least once a month at such times and places as it may determine. Special Committee meetings may be called by the President, Secretary or by two members of the Committee on two days written notice. The notice must state the purpose for which the meeting is called.

7. *(Meetings of Standing Committees)*

The Standing Committees shall meet regularly once a month at places they may determine. They shall inform the President of the time and place of each meeting. Special meetings may be called by the Chairperson or by two members on two days written notice.

8. *(Quorum)*

- a. State/State-Area Conferences, Branches, Prison Branches and Authorized Committees. The number of members necessary to constitute a quorum at all meetings shall be decided upon by a resolution adopted by the Unit which shall be incorporated into the Unit Bylaws.
- b. College Chapters, Youth Councils, High School Chapters and Junior Youth Councils. The number of members necessary to constitute a

quorum at all meetings shall be decided upon by a resolution adopted by the Youth Council.

9. (Order of Business)

Any NAACP Unit, unless altered or suspended at any meeting by a majority vote of the members present, shall follow the order of business at meetings of any NAACP Unit:

- (1) Ascertainment of members present;
- (2) Reading of minutes of previous meeting;
- (3) Reports of Officers;
- (4) Reports of Committees;
- (5) Elections;
- (6) Unfinished Business; and
- (7) New Business;

In the event that the provisions herein do not address a specific procedural question, the latest edition of Robert's Rules of Order shall apply. Nonetheless, mere good faith failure to adhere to such rules may not constitute grounds for removal or suspension pursuant to Article X.

10. (Faculty Advisor)

- a. There shall be a Faculty Advisor for a College Chapter or a Faculty Advisory Committee (not to exceed three members), in accordance with the rules of the college and/or student government regulations relating thereto.
- b. The Faculty Advisor to the College Chapter must be an employee of the College and meet the requirements as set forth by the College and/or Student Government regulations relating to serving as advisor to a bona fide College or group. In addition, the Faculty Advisor must be a member of the NAACP. The Advisor shall serve as an ex-officio member of the College Chapter without voting rights.

11. (Selection of a Youth Council Advisor)

- a. There shall be an Advisor for Youth Councils in conformity with the rules of the Association. The Advisor must be a member in good standing of the Association, be at least twenty-five (25) years of age or at least twenty-two (22) years of age if the person is a member of the branch; reside or work within the jurisdiction in which the Youth Council operates and shall be in accord with the aims and objectives of the Association. The Advisor shall serve as an ex-officio member of the Youth Council Executive Committee without voting rights.
- b. In jurisdictions where there is a Branch and a Youth Council, the Youth Council shall submit in writing the names of the elected Advisor to the Branch Executive Committee at the Branch Executive Committee meeting immediately following the Annual Meeting of the Youth Council. The Branch Executive Committee must accept or reject the submitted name within fifteen (15) days after the submission in writing to the Youth Council President. Should the Branch Executive Committee fail to act on the submitted name within fifteen (15) days after the submission, the submitted named adult shall become the Advisor.
- c. If the submitted name is rejected, a written explanation as to the justification for a denial must accompany the response forwarded to the Youth Council President. The Youth Council Executive Committee then has the option of electing and submitting another name to the Branch Executive Committee or to utilize the controversy process as outlined in Article V, Section 14.
- d. The Youth Council and Advisor may select the Co-Advisors as they see fit.

12. (High School Chapter Advisors)

- a. There shall be an Advisor for High School Chapters in conformity with the rules of the Association. The Advisor must be a member in good standing of the Association, be at least twenty-five (25) years of age; and be an employee of the high school in which the High School Chapter operated, and shall be in accord with the aims and objectives of the Association. The Advisor shall serve as an ex-officio member of the High School Chapter Executive Committee without voting rights.
- b. The High School Chapter shall submit in writing the names of the elected Advisor to the Branch Executive Committee at the Branch Executive

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Committee meeting immediately following the Annual Meeting of the High School Chapter. The Branch Executive Committee must accept or reject the submitted name within fifteen (15) days after the submission in writing to the High School Chapter President. Should the Branch Executive Committee fail to act on the submitted name within fifteen (15) days after the submission, the submitted named adult shall become the Advisor.

- c. If the submitted name is rejected, a written explanation as to the justification for a denial must accompany the response forwarded to the High School Chapter President. The High School Chapter Executive Committee then has the option of electing and submitting another name to the Branch Executive Committee or to utilize the controversy process as outlined in these Bylaws.

13. (*Junior Youth Council Advisors*)

The Branch Executive Committee shall appoint the Advisor for the Junior Youth Council. The Advisor must be a member of the Branch. The Advisor shall serve as an ex-officio member of the Junior Youth Council Executive Committee without voting rights.

14. (*Controversies Between Branch and Youth Units*)

Within fifteen (15) days after a controversy arises between a Youth Unit and a Branch, the Advisor, the Presidents and Secretaries of both Units shall prepare and forward signed report(s) to the President and CEO of the Association for mediation, arbitration, decision or referral to the appropriate Regional Office or State/State-Area Conference for investigation and other action. Respective parties shall send copies of all reports submitted by them to State/State-Area Conference and Field Operations and Membership Department and to the other party to the controversy. The original report to the President and CEO shall contain a statement that copies have been forwarded as provided above.

15. (*Indebtedness for State/State-Area Conferences, Branches, Prison Branches and Authorized Committees*)

- a. No indebtedness or obligation shall be incurred by the State/State-Area Conference, Branch, Prison Branch or Authorized Committee or any of its officers or agents in the name of National Association for the Advancement of Colored People, and the National Office shall not be responsible for any indebtedness or obligation incurred by the State/State-

Area Conference, Branch, Prison Branch, Authorized Committee or any of its officers or agents.

- b. Indebtedness exceeding \$300.00 per month in the aggregate shall not be incurred in the name of, or on behalf of the State/State-Area Conference or Branch unless by vote of the Executive Committee.

16. (*Indebtedness for Youth Units*)

- a. No indebtedness or obligation shall be incurred by the Youth Unit or any of its officers or agents in the name or behalf of the Association or of the Unit, and the Association shall not be responsible for any indebtedness or obligation incurred by the Youth Unit or by any of its officers or agents.
- b. No indebtedness or obligation of more than \$25.00 shall be incurred in the name or on behalf of the College Chapter, Youth Council, High School Chapter or Junior Youth Council unless by vote of the Branch Youth Work Committee.
- c. College Chapters shall additionally be governed by applicable college or university policies.

17. (*Fiscal Business Year*)

- a. The fiscal and business year of all Units shall begin on January 1 and end December 31.
- b. Officers may be installed at the next regular meeting of the Unit following the election.

18. (*Unit Bookkeeping System*)

The Unit must use the uniform bookkeeping system provided by the National Office.

19. (*Audits*)

The books of the Unit shall be audited annually by an auditing system acceptable to the National Office.

**ARTICLE VI
OFFICERS OF UNITS AND STAFF**

1. (Officers and Staff)

- a. The elective officers of the NAACP Units shall be: President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and additional officers as the NAACP Unit may prescribe pursuant to local Bylaws.
- b. *Staff and Executive Directors.* Units may employ Staff and/or Executive Directors where budgets of Units warrant such employment, upon terms and conditions approved by the President and CEO.
- c. *Restrictions.* Executive Directors or other staff shall not be members of the Executive Committee of the Unit.

2. (Qualifications)

- a. *State/State-Area Conferences.* Only members in good standing of Units in good standing within the jurisdiction of the State/State-Area Conference shall be eligible to run for office in the State/State-Area Conference. For the purpose of running for office, a member in good standing is one whose name appears on the roll of a Unit in good standing within the jurisdiction of the State/State-Area Conference by December 15 of the year prior to the State/State-Area Conference election. For the purpose of running for office, a person must be a member of Unit in good standing within the State/State-Area Conference as defined in Article IV, Section 3 of these Bylaws.
- b. *Branch.* Only members in good standing shall be eligible to run for office or vote in a Branch election. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the Branch as a bona fide member of the Branch by April 1 of the election year and who lives and/or works within the Branch jurisdiction. For the purpose of being elected to the Nominating Committee or the Election Supervisory Committee, signing a nominating petition or voting in Branch elections, a member in good standing is one who has been a bona fide member of the Branch for at least 30 calendar days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Branch.

- c. *Prison Branch.* Only members in good standing shall be eligible to run for office of the Prison Branch Coordinator/Program director. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the National Office as a bona fide member at least one hundred eighty (180) calendar days prior to the date nominations are made and is a resident of the prison or correctional facility. For the purpose of being elected, the position of State Prison Branch Coordinator/Program Director shall be directly elected by members of the Prison Branch.

- d. *College Chapter.* Only members in good standing shall be eligible to run for office or to vote in a College Chapter election. For the purpose of running for office, a member in good standing is one who has paid the prescribed membership fee no later than thirty (30) calendar days prior to the date of elections. For the purpose of being nominated by the Nominating Committee, a member in good standing is one who has been a bona fide member of the College Chapter and one who has paid the prescribed membership fee by twelve noon the day of the meeting that precedes the Annual Meeting. In order to run for College Chapter office or vote in a College Chapter election, Life Members and Members-at-Large must be actively affiliated with the College Chapter at least thirty (30) calendar days prior to any meeting at which they are nominated for office or seek to vote.

- e. *Youth Council.* Only members in good standing shall be eligible to run for office or to vote in a Youth Council election. For the purpose of running for office, a member in good standing is one who has paid the prescribed membership fee no later than thirty (30) calendar days prior to the date of elections. For the purpose of being nominated by the Nominating Committee, a member in good standing is one who has been a bona fide member of the Youth Council and one who has paid the prescribed membership fee by twelve noon on the day of the meeting that precedes the Annual Meeting. In order to run for Youth Council office or vote in a Youth Council election, Junior Life Members, Life Members, and Members-at-Large must be actively affiliated with the Youth Council at least thirty (30) calendar days prior to any meeting at which they are nominated for office or seek to vote.

- f. *High School Chapter.* Only members in good standing shall be eligible to run for office or to vote in a High School Chapter election. For the purpose of running for office, a member in good standing is one who has paid the prescribed membership fee no later than thirty (30) calendar days prior to the date of elections. For the purpose of being nominated by the

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Nominating Committee, a member in good standing is one who has been a bona fide member of the High School Chapter and one who has paid the prescribed membership fee by twelve noon on the day of the meeting that precedes the Annual Meeting. In order to run for High School Chapter office or vote in a High School Chapter election, Junior Life Members, Life Members, and Members-at-Large must be actively affiliated with the High School Chapter at least thirty (30) calendar days prior to any meeting at which they are nominated for office or seek to vote.

- g. *Junior Youth Council.* Only members in good standing shall be eligible to run for office or to vote in a Junior Youth Council election. For the purpose of running for office, a member in good standing is one who has paid the prescribed membership fee no later than thirty (30) calendar days prior to the date of elections. For the purpose of being nominated by the Nominating Committee, a member in good standing is one who has been a bona fide member of the Junior Youth Council and one who has paid the prescribed membership fee by twelve noon on the day of the meeting that precedes the Annual Meeting. In order to run for Junior Youth Council office or vote in a Junior Youth Council election, Junior Life Members, Life Members, and Members-at-Large must be actively affiliated with the Junior Youth Council at least thirty (30) calendar days prior to any meeting at which they are nominated for office or seek to vote.
- h. *Authorized Committee.* Members in good standing shall be eligible to run for office or vote in an Authorized Committee election. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the Authorized Committee as a bona fide member of the Authorized Committee at least one hundred and eighty (180) calendar days prior to the date nominations are made and who lives and/or works within the Authorized Committee's jurisdiction. For the purpose of being elected to the Nominating Committee or the Election Supervisory Committee, signing a nominating petition or voting in Authorized Committee elections, a member in good standing is one who has been a bona fide member of the Authorized Committee for at least (30) calendar days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Authorized Committee.

3. *(Term of Office)*

- a. *State/State-Area Conference.* All officers and elected members of the Executive Committee shall be elected by secret ballot for a two-year term, in each odd-numbered year and shall serve until their successor is elected and qualified. In no case shall Youth and College Division Officers serve beyond their 25th birthday. The term for officers shall begin on the date of the election and shall end on the date that their successors are elected and qualify.
- b. *Branch.* All officers and elected members of the Executive Committee shall be elected by secret ballot for a two-year term and shall serve until their successor is elected and qualified. The term for officers shall begin on January 1 following the election. All minutes and other official records are the property of the Branch and shall be promptly transferred to the newly elected and qualified officers within 30 days after the election. Non-compliance with terms herein shall be considered conduct that is inimical to the best interests of the NAACP, meriting disciplinary action pursuant to Article X.
- c. *Prison Branch.* All officers and elected members of the Executive Committee shall be elected by secret ballot for a two-year term until their successor is elected and qualified. The term for officers shall begin on January 1 following the election. All official records shall be transferred to the newly elected and qualified officers within 30 days after the election.
- e. *College Chapter.* All officers and elected members of the Executive Committee shall be elected by secret ballot and shall hold office for one year or until their successors are elected and qualified. The term for officers shall begin on the date of their election. All minutes and other official records are the property of the Youth Unit and shall be promptly transferred to the newly elected and qualified officers within 30 days after the election. Non-compliance with terms herein shall be considered conduct that is inimical to the best interests of the NAACP, meriting disciplinary action pursuant to Article X..
- f. *Youth Council.* All officers and elected members of the Executive Committee shall be elected by secret ballot and shall hold office for one year or until their successors are elected and qualified. The term for officers shall begin on the date of their election. All minutes and other official records are the property of the Youth Unit and shall be promptly transferred to the newly elected and qualified officers within 30 days after

the election. Non-compliance with terms herein shall be considered conduct that is inimical to the best interests of the NAACP, meriting disciplinary action pursuant to Article X.

- g. *Junior Council.* All officers and elected members of the Executive Committee shall be elected by secret ballot and shall hold office for one year or until their successors are elected and qualified. The term for officers shall begin on the date of their election. All minutes and other official records are the property of the Youth Unit and shall be promptly transferred to the newly elected and qualified officers within 30 days after the election. Non-compliance with terms herein shall be considered conduct that is inimical to the best interests of the NAACP, meriting disciplinary action pursuant to Article X.
- h. *Authorized Committee.* All officers and elected members of the Executive Committee shall be elected by secret ballot and shall hold office for two years or until their successors are elected and qualified. The term for officers shall begin on the date of their election. All official records shall be transferred to the newly elected and qualified officers within 30 days.

**ARTICLE VII
DUTIES OF OFFICERS OF UNITS**

1. (President)

The duties of the President shall be:

- a. To preside at meetings of the NAACP Unit and act as Chair of the Executive Committee.
- b. To appoint the Chair and members of all Committees not otherwise elected by the General Membership or the Executive Committee of the NAACP Unit; except the Chair of the Youth Work Committee of a Branch or State/State Area Conference .
- c. Between meetings of the Executive Committee and the NAACP Unit, to exercise general executive authority on behalf of the NAACP Unit, subject to ratification by the Executive Committee.
- d. To countersign all checks and properly supported requisitions for disbursements from the NAACP Unit Treasury.

- e. To perform such other functions and exercise such further duties as may be voted from time to time by the NAACP Unit or the Executive Committee.
- f. To be an ex-officio member of all committees except, in the case of State/State-Area Conferences, Branches and Prison Branches, the Nominating Committee and Election Supervisory Committee, and in the case of the State Youth and College Division, the Youth Nominating Committee.
- g. To encourage and assist all Committees in the development of their programs and the performance of their duties.
- h. To recommend, to the Executive Committee, the removal of any Chairperson of a Standing or Special Committees.
- i. *Additional Duties for Prison Branch Presidents.* In addition to the previous duties, Prison Branch Presidents shall perform the duties through the appropriate procedures applicable to their respective prison or correctional facility.
- j. *Additional Duties for Youth Council Presidents.* In addition to the previous duties, Youth Unit Presidents shall represent the Youth Unit on the Executive Committee of the Branch.

2. (Vice President)

The duties of the Vice President shall be:

- a. To perform all the duties of the President in his/her absence or disability. In case of more than one Vice President, the Vice Presidents shall be designated as first, second, third and so forth and shall perform their duties according to their numerical rank.
- b. In the event of the resignation, removal or death of the President, the Vice President(s) shall automatically ascend to the position of President, according to their numerical rank, for the remainder of the term of the presidency. Any other Vice President(s) shall ascend in the same manner.

3. *(Secretary)*

The duties of the Secretary shall be:

- a.. To act as Secretary of the NAACP Unit and the Executive Committee; to give members notice of regular meetings and three (3) calendar days notice of special meetings of the NAACP Unit and Executive Committee; to keep full and accurate records of the proceedings of the NAACP Unit and of the Executive Committee and record the same in a minute book or minute books, provided that, in NAACP Units employing paid staff, the responsibility of giving the membership required notice of meetings shall be discharged by said staff under the supervision of the Secretary.
- b. To keep a record of all NAACP Unit members and their dues, provided that wherever paid staff is employed such duties shall be discharged by said staff under the supervision of the Secretary.
- c. To give receipts for all membership fees received and to transmit such fees to the NAACP Unit Treasurer; to send promptly to the Association lists of all membership fees received; and to secure from the Treasurer and forward to the Association that portion of membership fees due to the Association.
- d. To aid, coordinate and integrate the work of the several committees and divisions of the NAACP Unit, provided that wherever an Executive Director is employed such duties shall be discharged by said Executive Director.
- e. To submit reports to the NAACP Unit and the Executive Committee at all regular meetings, or whenever required by either body, covering the status of the NAACP Unit and its activities since the date of the last report; to submit to the NAACP Unit at its annual meeting an annual report of the status and activities of the NAACP Unit, provided that, where an Executive Director is employed, such duties shall be discharged by said Executive Director. The Director shall forward a copy of all reports, when adopted by the NAACP Unit, to the Association.
- f. To keep the President and CEO of the Association informed of all events affecting the interests of minority groups in the vicinity of

the NAACP Unit, and to submit to the Association, whenever required by the Association, a report on NAACP Unit activities, provided that, wherever an Executive Director is employed, such duties shall be discharged by said Executive Director.

- g. In conjunction with the President, to sign requisitions for disbursements from the NAACP Unit Treasury and to maintain a file of receipts and disbursements.
- i. The Secretary shall be an ex-officio member of all committees except the Nominating Committee and the Election Supervisory Committee.
- j. *Additional Duties for State/State-Area Conference Secretaries.* The State/State-Area Conference Secretary shall keep a record of all Conference Units and Assessments, provided that whenever paid staff is employed, such duties shall be discharged by said staff under supervision of the Secretary.
- k. *Additional Duties of College Chapter, Youth Council, High School Chapter and Junior Youth Council Secretaries.* College Chapter, Young Adult and Youth Secretaries shall:
 - (a) Submit to the Youth Unit at its Annual Meeting, an Annual Report on the status and activities of the College Chapter, and Youth Council. A copy of all reports by the Secretary, when adopted by the Youth Unit, shall be forwarded to President and CEO.
 - (b) Keep the President and CEO informed of all events affecting the interests of the Youth in the vicinity of the Youth Unit.

4. *(Treasurer)*

The duties of the Treasurer shall be:

- a. To receive all monies of the NAACP Unit and promptly deposit the same in the name of the NAACP Unit in a separate account or accounts in a responsible bank or trust company. No money shall be withdrawn from any account except by check signed by the Treasurer and countersigned by the President.

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- b. To act as chief financial officer of the NAACP Unit and chair of the Finance Committee.
- c. To make authorized disbursements upon requisition signed by the Secretary and countersigned by the President. Each requisition shall recite the amount and purpose of the payment requested. Any requisition exceeding one hundred dollars or more in the case of Branches, or twenty-five dollars or more in the case of College Chapters and Youth Councils, must be approved by the Executive Committee before a check therefore is issued. The NAACP Unit bylaws may require that requisitions in smaller amounts be approved by the Executive Committee.
- d. To remit through the Secretary to the Association the proportion of membership fees to which the Association is entitled, as hereinafter provided, within fifteen calendar days after their receipt.
- e. To submit reports to the NAACP Unit and the Executive Committee at all regular meetings, or whenever required by either body, covering the financial condition of the NAACP Unit showing receipts and disbursements and outstanding accounts unpaid since the last report; to submit an Annual Report to the business of his/her office at the Annual Meeting of the NAACP Unit, to which shall be appended a statement signed by the President and Secretary that all funds by the NAACP Unit have been listed in the Treasurer's report. A copy of all reports by the Treasurer, when adopted by the NAACP Unit, shall be forwarded to the National Office.
- f. All NAACP Units shall require the Treasurer to be bonded at the expense of said Unit.
- g. Submit year-end financial reports to the National Office on or before March 1st.

5. *(Assistant Secretary)*

The duties of the Assistant Secretary shall be: To perform the duties of the Secretary in his/her absence, unavailability or disability. The Assistant Secretary may perform specific duties of the Secretary under the supervision of the Secretary.

6. *(Assistant Treasurer)*

The duties of the Assistant Treasurer shall be to perform the duties of the Treasurer in his/her absence, unavailability or disability. The Assistant Treasurer may perform specific duties of the Treasurer under the supervision of the Treasurer.

7. *(Executive Director)*

The duties of the Executive Director shall be:

- a. To give due notice of all meetings of the Branch as provided in Section 3 of this Article.
- b. To keep a record of all Branch members and their dues as provided in Section 3 of this Article.
- c. To send promptly to the National Office lists of all memberships received and to secure from the Treasurer and forward to the National Office that portion of the membership fees belonging to the National Office as provided in Article IV.
- d. To aid, coordinate and integrate the work of the several committees and divisions of the Branch as provided in Section 3 of this Article. All the aforesaid duties listed in herein are to be preformed in cooperation with the Secretary.
- e. To manage the Branch office and paid staff; and to supervise the annual membership campaign.
- f. To interview complaints; to act in the name of the Branch on behalf of complainants with valid grievances; to investigate in the name of the Branch any reported, alleged or suspected discrimination practices in any place of community life; to represent the Branch at meetings of other organizations approved by the Executive Committee; to lend Branch support in active cooperation with such other organizations as may be approved by

the Executive Committee; to discharge such other duties as may arise in the execution of the office, or as may be assigned by the Executive Committee.

- g. To submit reports of the activities of the General Membership and the Executive Committee at all regular meetings or whenever required by either body; to submit to the Branch at its annual meeting an annual report covering activities. A copy of all reports where adopted by the Branch shall be forwarded to the National Office.
- h. To keep the President and CEO of the Association informed of all events affecting the interests of African-Americans and other racial and ethnic minorities in the vicinity of the Branch.
- i. The Executive Director shall be responsible to the General Membership, to the Executive Committee; and between meetings of the General Membership and the Executive Committee to the President.

ARTICLE VIII COMMITTEES OF UNITS

1. *(Executive Committee)*

- a. The Executive Committee of each State/State-Area Conference shall consist of all Officers of the State/State-Area Conference, all Standing Committee Chairpersons, State/State-Area Conference Youth President, State/State-Area Conference Youth Advisor, and such other persons as the approved State Conference Bylaws provide.
- b. The Executive Committee of each Branch shall consist of the President, Vice Presidents (not to exceed three Vice Presidents) Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Chairman of the Standing Committees of the Branch, President of the Youth Units in the same community, the Branch Advisors in the High School Chapters, Youth and Junior Youth Councils and such other members at large not to exceed twenty-four to be elected at the regular election of the Branch, provided that the total membership of the Executive Committee shall not exceed 45 except by written authorization of the Board of Directors. If there is no local youth group recognized by the National Office, the Branch must, upon receipt of 25 youth memberships, apply to the National Office for a Youth Charter and organize the appropriate youth group.

- c. The Executive Committee of the Prison Branch shall consist of the Prison Branch Coordinator/Program Director, Vice Presidents (not to exceed three Vice Presidents), Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Chairman of the Standing Committees of the Prison Branch, and such other members at large not to exceed twenty-four to be elected at the regular election of the Prison Branch, provided that the total membership of the Executive Committee shall not exceed forty-five (45) except by written authorization of the Board of Directors.
- d. The Executive Committee of each College Chapter shall consist of the President, Vice Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Chairmen of the Standing Committees of the College Chapter, and such other members to be elected at the Annual Meeting of the College Chapter as the College Chapter bylaws may decide, provided that the total membership of the Executive Committee shall not exceed eighteen (18) except by written authorization of the Board of Directors. The Faculty Advisor shall serve as an *ex-officio* member of the Executive Committee of the College Chapter.
- e. The Executive Committee of each Youth Council shall consist of the President, Vice Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Chairmen of the Standing Committees of the Youth Council, and such other members to be elected at the Annual Meeting of the Youth Council as the Youth Council bylaws may decide, provided that the total membership of the Executive Committee shall not exceed eighteen (18) except by written authorization of the Board of Directors. The Youth Council Advisor shall serve as an *ex-officio* member of the Executive Committee of the Youth Council.
- f. The Executive Committee of each High School Chapter shall consist of the President, Vice Presidents, Secretary Assistant Secretary, Treasurer, Assistant Treasurer, the Chairmen of the Standing Committees of the High School Chapter, and such other members to be elected at the Annual Meeting of the High School Chapter as the High School Chapter bylaws may decide, provided that the total membership of the Executive Committee shall not exceed eighteen (18) except by written authorization of the Board of Directors. The High School Council Advisor shall serve as an *ex officio* member of the Executive Committee of the High School Chapter.
- g. The Executive Committee of each Junior Youth Council shall consist of the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, the Chairmen of the Standing Committees of the

Junior Youth Council, and such other members to be elected at the Annual Meeting of the Junior Youth Council as the Junior Youth Council bylaws may decide, provided that the total membership of the Executive Committee shall not exceed eighteen (18) except by written authorization of the Board of Directors. The Junior Youth Council Advisor shall serve as an ex-officio member of the Executive Committee of the Junior Youth Council.

- h. The Executive Committee of each Authorized Committee shall consist of the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, the Chairmen of the Standing Committees of the Authorized Committee, and such other members to be elected at the Annual Meeting of the Authorized Committee as the Authorized Committee bylaws may decide, provided that the total membership of the Executive Committee shall not exceed five (5) except by written authorization of the Board of Directors.

2. ***(Duties of the Executive Committee)***

- a. The Executive Committee shall have general control of the affairs and program of the Unit, subject to the authority of the Unit and the provisions of the Constitution and approved bylaws.
- b. The Executive Committee shall render a report, containing the reports of all standing and special committees, at the regular meetings of the Unit and whenever otherwise required.
- c. At its first meeting following the election, and at any time during the term of office, the Executive Committee shall approve the Unit President's appointments of Chairpersons of the various Standing Committees as presented by the President.
- d. To create special committees as needs arise.
- e. To fill all vacancies in Unit offices and on the Executive Committee.
- f. To decide matters of Unit policy subject to endorsement by the Unit and in accordance with national policy.
- g. In the case of Branches, Executive Committees shall appoint, employ and enter into employment arrangements with employees of the Unit subject only to employment procedures and qualifications approved by the National Office.

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- h. In the case of State/State-Area Conferences, an Executive Director and/or staff person may be employed by the State/State-Area Conference where its budget warrants such employment, upon terms and conditions approved by the Board of Directors. Such persons shall be selected by the Executive Committee of the Conference, subject to approval by the National Office.

3. *(Quorum)*

The quorum of the Executive Committee shall be determined by approved Unit bylaws, but shall not be less than one-third of the committee's total membership.

4. *(Standing Committees and Special Committees of Units)*

- a. *Standing Committees of State/State-Area Conferences.* The Standing Committees of the State/State Area Conference shall be: ACT-SO, Armed Services & Veteran Affairs; Communications, Press & Publicity; Community Coordination; Criminal Justice; Economic Development; Education; Finance; Freedom Fund; Health; Housing; Labor & Industry; Legal Redress; Membership and Life Membership; Political Action; Prison Branch; Religious Affairs; Young Adult; Youth Works; and WIN
- b. *State/State-Area Conference Standing Committee Reporting Requirements:*
 - 1. State/State-Area Conference Standing Committees shall gather facts of their respective subject, disseminate the same to the Units through the State Conference office and make written reports at the following Annual Conference.
 - 2. State/State-Area Conference Standing Committees shall be appointed within thirty (30) days following the last session of each Conference, by the President. The President shall designate the Chairperson of each of the Standing Committees, and make a report at the next regular meeting of the State/State-Area Conference.
- c. *Standing Committees of Branches.* The Standing Committees of the Branch shall be: ACT-SO, Armed Services & Veteran Affairs; Communications, Press & Publicity; Community Coordination; Criminal Justice; Economic Development; Education; Finance; Freedom Fund; Health; Housing; Labor & Industry; Legal Redress; Membership and Life

Membership; Political Action; Prison Branch; Religious Affairs; Young Adult; Youth Works; and WIN

- d. *Standing Committees of Prison Branches.* The Standing Committees of the Prison Branch shall be: ACT-SO, Armed Services & Veteran Affairs; Communications, Press & Publicity; Community Coordination; Criminal Justice; Economic Development; Education; Finance; Freedom Fund; Health; Housing; Labor & Industry; Legal Redress; Membership and Life Membership; Political Action; Prison Branch; Religious Affairs; Young Adult; Youth Works; and WIN
- e. *Standing Committees of College Chapters.* The Standing Committees of the College Chapters shall be: Membership; Finance; Press and Publicity; Programs and Research; Education; Employment; Political Action; Juvenile Justice; and Health.
- f. *Standing Committees of Youth Councils.* The Standing Committees of the Youth Councils shall be: Membership; Finance; Press and Publicity; Political Action; Youth Employment; Education; Programs and Research; Entertainment; Juvenile Justice; and Community Coordination.
- g. *Standing Committees of High School Chapters.* The Standing Committees of High School Chapters shall be: Membership; Finance; Press and Publicity; Political Action; Youth Employment; Education; Programs and Research; Entertainment; Juvenile Justice; and Community Coordination
- h. *Standing Committees of Junior Youth Councils.* The Standing Committees of the Junior Youth Councils shall be: Membership; Finance; Press and Publicity; Political Action; Youth Employment; Education; Programs and Research; Entertainment; Juvenile Justice; and Community Coordination.
- i. The President, in consultation with the Committee Chair, shall appoint the members of the Standing and Special Committees, except the Nominating Committee. All committees shall consist of not less than three members.

5. ***(Duties of the Standing Committees)***

The duties of the Standing Committees shall be:

- a. ***Afro-Academic, Cultural, Technological and Scientific Olympics (ACT-SO):*** The Committee on ACT-SO shall follow these rules: (1) must be properly registered annually with the National Office and follow all directives outlined by the National ACT-SO Program; (2) understand that

it is a major project of the NAACP. With ACT-SO, the NAACP is providing an instrument through which African-American youth are encouraged and inspired toward excellence in academic and cultural pursuits while benefiting from the maximum support of their communities; (3) uphold its goal of ACT-SO that affords the same respect for African-American Scholastic and cultural achievement that is given to heroes; and (4) recognizing that ACT-SO conducts annual academic competitions for students in grades nine (9) through twelve (12) in NAACP Branches throughout the country in accordance with the published guidelines of the National Office and oversight of the National Director of ACT-SO Program.

- b. ***Armed Services and Veterans' Affairs.*** The Committee on Armed Services and Veterans' Affairs shall: (1) seek to establish a working relationship with those agencies in government, national, state and local, having the responsibility in the affairs of members of the various Armed Services and Veterans and to see that the programs to which they are responsible are administered fairly and justly to members of the minority community; (2) study conditions pertaining to veterans and members of the Military Service and their dependents and/or survivors in the community; (3) serve as a center of information on matters affecting the members of the Active Military, Reserves, State National Guard and Veterans; (4) maintain a repository of materials, information and forms to be used in assisting veterans and/or dependents of veterans and military personnel with their problems; (5) receive and act on all complaints relative to acts of discrimination on account of race, color, creed, or denial of benefits to which they are entitled because of discrimination; (6) prepare a quarterly report on committee activities to be submitted to the Executive Committee of the Unit and the National Director of Armed Services and Veterans Affairs.
- c. ***Communications, Press and Publicity.*** The Committee on Communications, Press and Publicity shall: (1) seek to promote media content consistent with fundamental NAACP goals which include the elimination of racial isolation and fear and the furtherance of multiracial and cultural understanding; (2) work to eliminate employment segregation and discrimination in those industries, [comprising the communications arts and sciences] (radio, telephone, television, motion pictures, newspapers, books, related computer communications, business, cable television); (3) seek to ensure Black minority ownership and control of print and electronic media — both hardware and software; (4) monitor local and national media, especially advertising performance; (5) provide the National Office with research and data on those local businesses

engaged in communications arts and sciences; (6) seek to ensure that all people have a meaningful right to choose from and have access to a variety of high quality telecommunications goods and services at reasonable cost; (7) endeavor to secure publicity for the work of the Unit and the Association in the local press and on radio, television and other media; (8) attempt to interest persons in charge of local news media on conditions affecting minority groups; (9) seek to counteract derogatory and erroneous statements in local news media about Blacks and other minority groups; (10) be responsible for forwarding to THE CRISIS items covering Unit activities and important local affairs; and (11) act as far as possible as an agency for the promotion and sale of THE CRISIS. No publicity shall be released without first being approved by the President of the Unit.

- d. **Community Coordination.** The Committee on Community Coordination shall enlist the support of other community organizations on issues affecting the interests of African Americans and other communities of color.

- e. **Criminal Justice.** The Committee on Criminal Justice shall: (1) seek to eliminate harsh and unfair sentencing practices that are responsible for mass incarceration and racial disparities in the prison system, (2) support and seek to increase trust and public safety by advancing effective law enforcement practices, (3) fight for the restoration of the voting rights of formerly incarcerated people and the removal of barriers to employment, (4) elevate the voices of crime victim survivors in order to identify and advance systemic breakdowns existing in the criminal justice system that perpetuate crime, (5) resolve to end the war on drugs for its disproportionate collateral consequences harm communities of color, (6) seek the institution and availability of alternatives to incarceration including education, employment, and mental health services, (7) eliminate zero tolerance policies implemented in our schools which are keeping kids out of the classroom and putting them on a path from the schoolhouse to the jailhouse, (8) investigate programs implemented in our local law enforcement agencies which derail from their main purpose of safety and order to conduct the work of federal agencies for which they do not have the capacity, and (9) seek budget modifications in states where incarceration receives more funding than education.

- f. **Economic Development.** The Committee on Economic Development shall implement local efforts and support national programs to preserve and expand economic empowerment among African-Americans and other communities of color by: (1) researching and establishing relationships

with private and public entities; (2) supporting the work of the National Office in monitoring the progress and activity of private and public entities designated by national programs; and (3) implementing local efforts to promote the growth of business ownership; (4) increasing employment and job creation; and (5) encouraging business development and home ownership.

- g. **Education.** The Committee on Education shall: (1) seek to eliminate segregation and other discriminatory practices in public education; (2) study local educational conditions affecting minority groups; (3) investigate the public school system and school zoning; (4) familiarize itself with textbook material there from which is racially derogatory; (5) seek to stimulate school attendance; (6) keep informed of school conditions and strive to correct abuses where found; (7) investigate the effects of standardized and high stakes testing practices; (8) teacher certification; (9) promote parental involvement in education; and (10) aim to be a center of popular education on the race question and on the work of the Association.
- h. **Finance.** The Finance Committee shall consist of the President, Treasurer, and at least one other member. It shall study the financial needs of the Unit and shall be responsible for drafting an adequate annual budget.
- i. **Freedom Fund.** The Freedom Fund Committee shall plan and conduct fund-raising activities, entertainment and other projects, for local and national purposes within the scope of the Association's program. It shall work closely with the Finance Committee.
- j. **Health.** The Health Committee shall: (1) work to promote, protect and maintain the health of African Americans; (2) assess the health needs of the community; (3) advocate for equal access to health education, care, treatment and research for all Americans; (4) sponsor health-related activities such as health forums, fairs and workshops highlighting issues of importance to people of color; and (5) support health initiatives of the Association.
- k. **Housing.** The Committee on Housing shall: (1) study housing conditions in the local community; (2) receive and seek to address complaints of discrimination; (3) oppose all restrictive practices whether public or private; and (4) disseminate information and render such other assistance which may eliminate discrimination in housing.

- l. Labor and Industry.* The Labor and Industry Committee shall seek ways to improve the economic status of minority groups by: (1) working to eliminate discriminatory employment practices in industry and government, wage differentials based on race, unequal opportunities for training, promotion and unfair dismissals; (2) encouraging greater participation in the trade union movement; (3) working to end discriminatory practices in labor unions; (4) securing the enactment of state and federal fair employment practices legislation; and (5) working for improved opportunities in vocational and apprenticeship training.
- m. Legal Redress.* The Legal Redress Committee shall: (1) investigate all cases reported to it; (2) supervise all litigation in which the Unit is interested; and (3) keep the National Office and the Branch informed on the progress of every case. It shall not give general legal advice.
- n. Membership and Life Membership.* The Membership Committee shall: (1) work throughout the year to maintain and increase the membership of the Association; (2) be responsible for planning and organizing the annual membership campaign; (3) be responsible on a continuous basis for soliciting new members and for securing renewals; and (4) initiate all possible means to obtain Life Members and sponsor a continuing program towards this end.
- o. Political Action.* The Political Action Committee shall: (1) seek to increase registration and voting; (2) work for the enactment of municipal, state and federal legislation designed to improve the educational, political and economic status of minority groups; (3) seek the repeal of racially discriminatory legislation; (4) work to improve the administration of justice; (5) work to secure equal enforcement of the law; and (6) keep the National Office and the Unit informed of all proposed legislation which affects minority groups. The Committee shall be nonpartisan and shall not endorse candidates for public office.
- p. Prison Branch.* The Prison Branch Support Committee shall support the work of the Prison Branch in accordance with Article VIII, Section 6 (1-11) by (1) working closely and directly with the members of their respective Prison Branch and the Regional Prison Coordinator; (2) maintain contacts with, and report regularly to the Regional Coordinators; (3) build, cultivate and maintain positive relationships between prison officials, Prison Branch members and members within the local Branch; and (4) solicit community organizations and business to establish a volunteer bank (teachers, writers, poets, businessmen, ministers, lawyers,

policemen, judges, government officials, politicians and media personnel) to assist the Prison Branch in carrying out its programs.

- q. **Religious Affairs.** The Religious Affairs Committee shall include ministerial and lay religious leaders who are members of the Unit. It shall: (1) promote an educational program designed to give moral and ethical interpretation to the civil rights struggle; (2) interpret the work of the Association to organized religious groups of all faiths; (3) enlist the support of such organized religious groups for membership, fundraising, and the struggle for equality and full civil rights; and (4) provide resource assistance for religious education and social action activities, associated with the improvement of race relations.
- r. **Young Adult.** The Committee on Young Adult shall consist of Branch members twenty-one (21) – forty (40) years of age. It shall be the function of the Committee to: (1) support all branch activities; (2) stimulate interest through advocacy training and solicit membership of twenty-one (21) – forty (40) years of age; (3) create a mentorship program (Branch to Young Adults and Young Adults to Youth Units) to serve as a support bridge from Youth and College to Branch participation; (4) provide networking and social opportunities for young adults in the local community; and (5) encourage the participation of young adults in all activities and leadership within the Branch.
- s. **Youth Works.** The Committee on Youth Work for State/State-Area Conferences shall consist of all Youth Unit Advisors and Youth Unit Presidents in the state, and five (5) persons appointed by the State/State-Area Conference President. The Committee on Youth Work for Branches shall consist of the Youth Unit Advisor(s), and Youth Unit President(s) in the same community, and five (5) persons appointed by the Branch President. The Youth Unit Advisors and the Youth Unit Presidents shall choose the chair of the Committee. The Youth Work Committee shall develop and coordinate the programs of the Branch(es) and Youth Units.

The Branch Committee on Youth Work shall turn the names, addresses and membership dues of youth solicited by the Branch over to the appropriate National Office recognized youth group, if any, in their community. The Youth Work Committee shall monitor the youth membership in the Branch. If there is no local youth unit recognized by the National Office, the Committee shall recommend the Branch apply to the National Office for a Youth Charter and organize the appropriate youth group.

- t. **Women in the NAACP (WIN).** State/State-Area Conferences, Branches, Prison Branches of the Association may organize Women in NAACP (WIN) committees subject to the control of the Executive Committee and to such rules and regulations as the Board of Directors may enact. WIN committees shall consist of a Chairperson and/or Co-Chairperson and at least three (3) other members. WIN shall address within the framework of the NAACP, civil rights issues affecting women and children and shall carry out other civil and cultural activities to enhance membership and provide financial support to the Branch. The purpose WIN is (1) to enhance the leadership role of women; (2) to serve as an advocacy vehicle to address the social, economic, political, educational, health and welfare issues affecting women; (3) to advocate for the emotional, mental, physical and spiritual development of children and (4) to support the policies as well as the on-going mission and vision of the NAACP.
- u. All Standing Committees must have at least three (3) appointed members. They shall report in writing each month to the Executive Committee at its regular meetings.

6. ***(Distinctive Duties of Prison Branch Support Committees)***

Prison Branch Support Committee. The Prison Branch Support Committee shall:

- a. Work closely and directly with the members of their respective Prison Branch and the Regional Prison Coordinator.
- b. Maintain contacts with, and report regularly to the Regional Coordinators.
- c. Build, cultivate and maintain positive relationships between prison officials, Prison Branch members and members within the local Branch.
- d. Solicit community organizations and businesses to establish a volunteer bank (teachers, writers, poets, businessmen, ministers, lawyers, policemen, judges, government officials, politicians, media personnel) to assist the Prison Branch in carrying out its programs.
- e. Aid the Prison Branch in organizing and planning parliamentary procedure workshops, leadership training sessions and other seminars.
- f. Aid the Prison Branch in establishing and securing instructors for ongoing certification and remedial classes and General Equivalency Diploma (GED) preparatory work.

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- g. Aid the Prison Branch in planning and scheduling its annual awards banquet by contacting prospective guest speakers and making sure items needed for the ceremony are made available in a timely fashion.
 - h. Meet with local businessmen, companies and corporations to discuss Targeted Job Tax Credit Programs and to persuade prospective employers to consider the advantages of hiring ex-offenders. Employers will be encouraged to interview the inmate while still incarcerated; if they agree, efforts will be made to gain clearance into the facility where there is an obvious reluctance to entering the prison. The Prison Branch Support Committee would provide the employer with pertinent information on the inmate under consideration.
 - i. Interview all Prison Branch members when they are within 90-180 days of their parole hearings to assess what types of offender re-entry programs may be most beneficial to them upon their release.
 - j. Maintain for two years a careful and accurate "follow up" file on those ex-offenders placed in jobs secured through the assistance of the NAACP. The purpose of these records will be to compare the NAACP recidivism rate to the national average (70%) and thus compute the yearly savings in public tax dollars.
 - k. Perform any and all duties consistent with the Prison Project.
7. *(Distinctive Duties of College Chapter Standing Committees)*
- a. *College Chapter Armed Services Committee.* The Committee on Armed Services shall:
 - 1. Study conditions pertaining to students of color serving in the branches of the armed services on both the campus and in the community.
 - 2. Receive and act on all these students' complaints relative to discrimination because of race, color or creed or denials of benefits in local areas because of discrimination.
 - b. *College Chapter Education Committee.* The College Chapter Committee on Education shall study educational conditions affecting Black people and other minority groups. It shall be the policy of the College Chapter Education Committee to:

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1. Concern itself with the educational practices on its own campus as well as other campuses.
 2. Be a center of popular education on the problems of Black Students and the work of the NAACP.
 3. To work for the integration of students, faculty and non-teaching personnel and the elimination of quota systems, particularly in medical, dental, and engineering schools, and to give attention to upgrading and granting tenure to professors.
 4. Seek to secure unprejudiced presentation in teaching materials pertaining to African-Americans and other ethnic minority groups.
 5. Work to establish deadlines by which time student organizations must have removed racial or religious discriminatory clauses from their Constitutions or face non-recognition by the university.
 6. Conduct joint programs with students from other colleges in the community, particularly colleges having few, if any Black students.
- c. ***College Chapter Employment and Economic Empowerment Committee.***
The Committee on Chapter Employment and Economic Empowerment shall seek ways to empower youth economically by:
1. Encouraging the development of job readiness training and placement programs for youth and young adults.
 2. Studying levels of unemployment and underemployment of working age youth and the causes of each.
 3. Working for improved opportunities in vocation and apprenticeship training.
 4. Working to eliminate discriminatory employment practices.
 5. Studying levels of youth and young adult credit and debt creating programs to decrease debt.
 6. Creating training programs in entrepreneurship, savings, investment and home ownership.

- d. ***College Chapter Housing and Community Planning Committee.*** The Committee on Housing and Community Planning shall study the housing patterns and conditions of Blacks and other minority people both on and off campus. Specifically, it shall:
1. Seek to guarantee the rights of students and staff to live in any campus controlled housing without regard to race or color.
 2. Oppose segregation and discrimination in off-campus housing for both students and staff.
 3. Demand the enforcement of community housing and sanitation codes.
 4. Where necessary, with the approval of the Association, sponsor direct action programs as a means of publicizing and correcting intolerable housing conditions.
 5. Seek to eliminate segregation and discrimination and to improve the general housing conditions for Blacks and other minorities in the community at large.
- e. ***College Chapter Juvenile Justice Committee.*** The Committee shall:
1. Seek to eliminate discriminatory practices in the Juvenile and Adult Justice systems.
 2. Research and monitor local and state incarceration, sentencing, arrest and probation rates of African-American and other youth of color.
 3. Investigate disproportionate incarceration and sentencing of African-Americans and other youth of color.
 4. Investigate living conditions and treatment within youth detention centers.
 5. Mobilize Units to correct abuses where found.
- f. ***College Chapter Press and Publicity Committee.*** The Committee shall:
1. Secure publicity in the local press for the Chapter.

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2. Publicize by means of posters, etc., the meetings and activities of the Chapter.
 3. Promote the sale of the CRISIS and other Association literature.
 4. College Chapters shall not issue press releases without the consent of the Chapter President.
- g. ***College Chapter Program and Research Committee.*** The Committee shall:
1. Study local and national issues affecting Black youth and other minority groups and recommend certain of these issues for discussion and action by the unit.
 2. Operate a speakers' bureau for the benefit of the Units and for the benefit of organization on the campus and in the community desiring to make use of it.
 3. To have charge of such entertainment as shall be approved by the Executive Committee.
 4. Formulate and present to the Executive Committee, at the regular monthly meeting following the annual Meeting of the Unit, a program of activity for the ensuing year.
8. ***(Distinctive Duties of Youth Council Standing Committees)***
- a. ***Youth Employment and Economic Empowerment Committee.*** The Committee shall seek to empower youth economically by:
1. Encouraging the development of job readiness training and placement programs for youth and young adults.
 2. Studying levels of unemployment and underemployment of working age youth and the causes of each.
 3. Working for improved opportunities in vocation and apprenticeship training.
 4. Working to eliminate discriminatory employment practices.
 5. Studying levels of youth and young adult credit debt and creating programs to decrease debt.

6. Creating training programs in entrepreneurship, savings, investment and home ownership.
- b. ***Youth Council Entertainment Committee.*** The Committee on Entertainment shall have charge of entertainment of such kind as shall be approved by the Executive Committee of the Youth Council.
- c. ***Youth Council Juvenile Justice Committee.*** The Committee shall:
 1. Seek to eliminate discriminatory practices in the juvenile and adult justice systems.
 2. Investigate living conditions and treatment within youth detention centers.
 3. Mobilize units to correct abuses where found.
- d. ***Press and Publicity Committee.*** The Press and Publicity Committee shall:
 1. Seek to secure favorable publicity in local, state and national media for the Youth Council.
 2. No press releases shall be issued without the consent of the President and Youth Council Advisor.
- e. ***Youth Council Program and Research Committee.*** The Program and Research Committee shall:
 1. Study local and national issues affecting Black youth and other minority groups and recommend certain of these issues for discussion and action by the Council.
 2. Operate a speakers' bureau for the benefit of the Council and the community.
 3. Formulate and present to the Executive Committee at the regular monthly meeting following the Annual Meeting of the Council a program of activity for the ensuing year.

9. ***(Tenure)***

Members of the Executive Committee and of the several standing committees of Branches and Prison Branches shall hold office for two years and until their successors

are elected and qualify. Members of the Executive Committee of Youth Units shall hold office for one year.

10. (Removal Procedure)

- a. Non-functioning committees shall be discharged promptly by the Executive Committee.
- b. Any member of the Executive Committee, except officers or of any standing or special committee who shall be absent from three (3) consecutive meetings without notice to the Secretary or President or who shall not perform the required duties for three (3) consecutive months, or who shall be absent from any six (6) meetings with or without notice in a twelve month period shall be removed by the Executive Committee by written notification to the delinquent member and replaced in accordance with Article VIII, Section 2(e). A member of any standing or special committee may be directly removed by the chairperson for dereliction of duty. If the Executive Committee fails to act, the President, Secretary, and one member may sign the removal letter.
- c. For any officers who shall be absent from three (3) consecutive meetings without notice or explanation to the Secretary or President, or who shall not perform the required duties for three (3) consecutive months, or who shall be absent from any six (6) meetings with or without notice in a twelve month period except in cases when the General Meeting and the Executive Committee meeting are held on the same day those occurrences shall be counted as one missed meeting, the National Office is to be notified by the Secretary by way of a petition signed by the Secretary, the President and one (1) other member of the Executive Committee. If the President or Secretary is in violation, then any three members of the Executive Committee shall sign the petition. The National Office shall recommend the removal of said officer by the Board of Directors at the next meeting of the Board of Directors following receipt of the petition.

**ARTICLE IX
ELECTION OF OFFICERS AND EXECUTIVE
COMMITTEE AND DELEGATES**

1. (Procedure for State/State-Area Conference Elections)

a. Election of Delegates

1. All delegates elected to the Annual Convention of a State/State-Area Conference must be members in good standing of Units in good standing within the State/State-Area Conference. All such delegates must be elected at a regular meeting of their general membership. Elected delegates must present official credential forms as provided by the State/State-Area Conference at the time of registering to the Credentials Committee of the Convention.
2. The election shall be by secret ballot of delegates both youth and adults at the Annual Convention of the State/State-Area Conference held in odd numbered years and those elected shall hold office for two (2) year terms and/or until their successors are elected and qualify.
3. *Representation.* Representation of Units at the Annual Convention of the State/State-Area Conference shall be on the following basis:

25 - 49	(Youth) 2 delegates
50 - 100	4 delegates
101 - 500	6 delegates
501 - 1,000	8 delegates
1,001 - 2,500	10 delegates
2,501 - 5,000	12 delegates
5,001 - 10,000	14 delegates
10,001 - 20,000	16 delegates
20,001 - 25,000	18 delegates

Over 25,000 - 1 additional vote for every 2,500 members.

- (a) Representation shall be on the basis of membership as recorded in the National Office, sixty (60) days prior to the opening date of each Annual Convention.
- (b) Each Unit is entitled to the number of alternate delegates equal to the number of voting delegates. Alternate

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delegates shall be permitted to vote in place of absent delegates.

4. *Organization of State/State-Area Conference.* At the first session of the Annual Convention, the delegates shall elect delegates to serve on the Committee on Time and Place, Committee on Resolutions and Committee on Credentials.

(a) *Committee on Time and Place.* Shall be charged with the responsibility of investigating possible cities for future Annual Conventions, and recommending same to the Convention.

(b) *Committee on Resolutions.* Shall be responsible for determining for each proposed resolution whether it meets the criteria of newness or material modification of existing resolutions.

(c) *Committee on Credentials.* Shall examine and report upon the credentials of all delegates to the Convention as the first order of business of each Business Session. The Committee on Credentials shall be the arbitrator of all disputes and will report the resolution of same to the Convention.

5. *Quorum of State/State-Area Conference Meetings.* The number of members necessary to constitute a quorum at all meetings shall be decided upon by a resolution adopted by the State/State-Area Conference which shall be incorporated in the approved State/State-Area Conference Bylaws.

b. *Election Procedure*

1. All State/State-Area Conferences shall hold an election for officers in odd numbered years in accordance with the Constitution, these Bylaws and the Manual on State/State-Area Conference Election Procedure. All State/State Area Conferences shall utilize the following election procedure.

(a) In each even numbered year, the delegates at the Annual Convention of each State/State-Area Conference shall elect seven delegates to the Election Procedures Committee which shall be responsible for the election process leading up to the State/State-Area Conference election in the odd

numbered years. No more than two (2) State/State-Area Conference officers or Executive Committee members shall be elected to the Election Procedures Committee. The Committee shall conduct an organizing meeting during the Convention at which time they shall elect a chairperson and secretary. Members of the Election Procedures Committee are not prohibited from filing a nominating petition.

- (b) Written notice of the date, time, location and procedure for the conduct of the biennial State/State-Area Conference election shall be sent by the State/State-Area Conference Secretary by certified mail to all Units in good standing within the State/State-Area Conference by no later than February 1 of the odd numbered year. The notice shall include the positions to be filled by election and the official nominating petition.
- (c) Persons wishing to run for elective office must be members in good standing and return the petition bearing their signature by certified mail signed by three (3) or more members in good standing of Units in good standing within the State/State-Area Conference by no later than June 15 of the election year. The nominating petitions must be mailed to the official mailing address of the State/State-Area Conference to the attention of the Election Procedures Committee which shall follow the procedures set forth in the Manual on State/State-Area Conference Election Procedure. An individual may seek only one elective office at a time.
- (d) For the purpose of running for office, a member in good standing is one whose name appears on the roll of a Unit in good standing within the State/State Area Conference no later than December 15 of the even numbered year prior to the State/State-Area Conference election. For the purpose of signing a nominating petition, a member in good standing is one whose name appears on the roll of a Unit in good standing within the State/State-Area Conference at least thirty (30) days prior to the date the nominating petition is filed.
- (e) The Election Procedures Committee shall review all nominating petitions, validate the eligibility of candidates

and file its report with the State-State/Area Conference Secretary by no later than June 30 of the election year.

- (f) Upon receipt of the Committee's report, the State/State-Area Conference Secretary shall mail the listing of all eligible candidates for each office to all Units in good standing within the State/State-Area Conference by no later than July 15 of the election year.
- (g) Thirty (30) days prior to the election the Election Procedures Committee shall file a report with the State/State-Area Conference Secretary verifying that all eligible candidates for office will be members in good standing as of the date of the election.
- (h) An eligible candidate may withdraw from contention by forwarding a letter requesting that his/her name be removed from the ballot. The letter must be sent to the Chairperson of the Election Procedures Committee thirty (30) days prior to the election.

All voting at the Annual Convention must be by delegates present who were duly elected by their respective Unit in good standing within the State/State-Area Conference. Proxy voting, absentee voting and write-in voting are prohibited in NAACP elections. State/State-Area Conference Officers and Executive Committee members only have voting privileges if they have been duly elected by their respective Unit in good standing within the State/State-Area Conference.

- (i) Prison Units in good-standing, only, shall be allowed to participate in State/State Area Conference Elections. Prison Units that meet all prerequisites as defined in Article III, Section 3(c) and Article IV, Section 3(a) will receive a ballot. The State/State Area Conference on June 30th when sending out report of the Election Procedures Committee to all units, will also forward the prerequisite ballots to Prison Units that are in good-standing. Ballots will be prepared in accordance with guidelines established by the Association. The Prison Unit will elect delegates at it's General Membership meeting, after which the delegates will vote. When returning the ballots to the address of the State/State

Area Conference mailing address, a copy of the minutes of the meeting when delegates were elected must be included. Ballots must be received by the State/State Area Conference 10 business days prior to the first day the Annual State/State Area Convention convening. The State Conference Secretary shall provide the Chair of the Election Procedures a report as to when ballots were received. The State/State Area Conference Secretary shall, upon the election of the Election Supervisory Committee immediately turn over the sealed ballots to the Election Supervisory Committee. Ballots are to remain sealed and not be counted until the polls close.

- (j) At the first session of the Annual Convention, the delegates shall elect five (5) delegates to the Election Supervisory Committee which will conduct the election in accordance with the Constitution, these Bylaws and the Manual on State/State-Area Conference Election Procedure. In addition, if there is more than one presidential candidate, each presidential candidate is entitled to appoint a representative to the Election Supervisory Committee. In the event the total number of presidential candidates exceeds four (4), the delegates must elect additional members to the Election Supervisory Committee so that the total number of elected members is one more than the appointed members of the Committee. No candidate for office shall serve on the Election Supervisory Committee.
- (k) On Saturday during the Convention at 8:00 a.m. on Election Day, the Election Supervisory Committee shall convene a special session of the Convention for the sole purpose of hearing from the candidates seeking office. Candidates shall be heard in the following order:

- Assistant Secretary
- Secretary
- Assistant Treasurer
- Treasurer
- Vice Presidents
- President

Immediately following the special session, but no later than 11:00 a.m., the polls shall open, remaining open until 3:00 p.m.

Following tabulation, the results of the election shall be announced by the Election Supervisory Committee by posting on the tabulation room door and by announcement on Saturday evening.

2. *State/State-Area Conference Election Controversy*

- (a) In the event of election controversy, all parties thereto shall submit complaints to the National Office. Said complaints must be postmarked not later than ten (10) days following the date of the election in question. The complaints must be signed by at least twenty-five (25) voting delegates who were in attendance at the Convention. Said delegates must represent at least five (5) units registered at the Convention.
- (b) The National Office will institute an investigation into the matter, and should a determination be made that the complaint is frivolous or completely devoid of merit, or that the election result could not have been otherwise even if the allegations alleged are assumed to be true, then the National Office shall within thirty (30) days, or as soon thereafter as possible, dismiss the complaint and inform all parties forthwith that the installation of officers might be held.
- (c) Should the National Office be unable to dismiss the complaint because the charges appear to have merit and as such, the results of the election might have been otherwise had the alleged violations not occurred, then the matter will be referred to the Chairperson of the Committee on Membership and Units of the Board of Directors, who will designate a Hearing Panel.
- (d) Pending resolution of the dispute, the officers whose terms were to have expired with the new election, will continue to function.
- (e) *Authority of the National Office.* The National Office shall have authority to intervene at any time during the period leading up to the State Conference election. Such authority includes suspending the process and instituting corrective action to assure that the rights of all members are protected.

2. *(Election of Officers and Executive Committees for Branches)*

a. *Organizing Meeting (New Branch)*

1. The officers and members of the Executive Committee elected at the organizing meeting of the Branch shall hold office until their successors are elected and qualify.
2. Following the chartering of a new Branch by the Board of Directors, the National Office shall cause an election to be held of the members of the new Branch. Should the election take place during an even numbered year, the officers and members of the Executive Committee elected at this time shall not be required to stand for election again until the next Branch election year.

b. *Eligible Voters at Organizing Meeting.* All persons who endorse the aims and purposes of the National Association for the Advancement of Colored People who have paid the prescribed fees shall be entitled to vote at the organizing meeting and to be elected to office.

c. *Biennial Elections.* Thereafter, all officers and elected members of the Executive Committee shall be elected by ballot at a Branch election held in even numbered years as hereinafter provided, and shall hold office for two (2) years and until their successors are elected and qualify.

d. *Nominating Committee Election.*

1. In even numbered years there shall be elected at a **September** membership meeting of the Branch a Nominating Committee composed of not less than five (5) nor more than fifteen (15) members of the Branch in good standing, provided that not more than two (2) shall be officers of the Branch or members of the Executive Committee.
2. *Duties of the Nominating Committee.* The Branch Secretary shall call the organizing meeting of the Nominating Committee. The first meeting of the Nominating Committee shall be held no later than ten (10) days after its election. The Nominating Committee shall:
 - (a) Elect its Chairperson and Secretary as its first order of business.

- (b) Nominate any member of the Branch who is in good standing. For purposes of running for office, the term "member in Good Standing" shall mean that the person must be a bona fide member of the Branch by April 1 of the election year and must live and/or work within the branch's jurisdiction.
 - (c) The Nominating Committee may nominate a member thereof as a candidate for office or as an at large member of the Executive Committee.
 - (d) The Nominating Committee shall have itself available to interview members interested in being considered for office or as at-large members of the executive Committee.
 - (e) The Nominating Committee shall nominate only those persons who have given written consent to be nominated. The secretary shall verify that each nominee has given written consent after the Nominating Committee has given its report at the October meeting and before the Branch accepts this report.
 - (f) The Committee shall nominate a member for only one (1) position during the election.
3. *Reporting of the Nominating Committee.* The Nominating Committee shall submit a report in writing at the **October** General Membership Meeting of the Branch. This report shall consist of the names of those persons qualified to fill existing Branch offices (one name for each office) and to be members of the Executive Committee (at least ten (10) names and up to twenty-four (24) names).
4. *Nominations by Petition.* At said **October** Membership Meeting of the Branch, additional nominations may be made for all officers and elected members of the Executive Committee by written petition signed by three or more members of the Branch in good standing as of the time of the meeting. No one shall be nominated by the Nominating Committee or by petition without having first obtained his/her written consent. The Branch Secretary shall certify that at least three (3) of the members who signed the petition are members in good standing and that the member being

- nominated is a member in good standing and that a consent form has been signed by the nominee.
5. *Withdrawal of Nominations.* A member properly nominated for a position may withdraw from contention by forwarding a letter requesting that his/her name be removed from the ballot. The letter must be sent to the Chairperson of the Election Supervisory Committee in sufficient time prior to the election.
 6. *Eligibility Determinations.* All questions regarding the eligibility of candidates must be resolved prior to the conclusion of the October meeting.
- e. After all nominations have been made, the Branch at said October meeting shall elect an Election Supervisory Committee consisting of five (5) members of the Branch in good standing. In addition, each candidate for the presidency is entitled to appoint a representative to the Election Supervisory Committee. However, in the event the total number of candidates for the presidency is more than four (4), the Branch must elect additional members to the Election Supervisory Committee so that the total number of elected members is one more than the appointed members of the Committee. No candidate may serve on the Election Supervisory Committee.
- f. It shall be the duty of the Election Supervisory Committee to:
1. Supervise the Branch election.
 2. Supervise the establishment of appropriate machinery, provisions, and procedures for conducting the election in accordance with this Constitution and the Manual for Branch Election Procedure, whether at an election meeting or at polling booths, in order to protect the right of each member of the Branch to cast his ballot properly and have it counted.
 3. Have printed, mimeographed, or typewritten, one complete ballot containing in alphabetical order, for each office and Executive Committee, the names of all persons nominated for office.
 4. Prepare the ballot in sufficient numbers for use at the election, and this ballot shall be the only ballot used at the election. Unless the Branch decides to use voting machines in addition to, or in place of, the ballot.

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- g. *Notice of September, October Meeting and November Election.* Each Branch shall mail one notice to each member in good standing, postmarked at least ten (10) days prior to the September meeting, listing the time, place, date and purpose of the September and October meetings and time, place and date of the November election. In addition, to this notice, each Branch shall place the announcements of such meetings and election in one or more local newspaper of general circulation at least ten (10) days before the date of the November election. Should a run-off election be necessary that election shall occur on the following date at time certain (at least 1 hour) at this location, run-off elections shall be conducted not less than ten (10) after the original election.
- h. *Term of Office.*
1. All officers and elected members of the Executive Committee shall be elected by secret ballot for a two year term ending December 31. The term of each elected officer shall begin on January 1, of each odd numbered year.
 2. *Election Meeting.* No officer of the Branch or any candidate for office shall occupy their chair at election meetings. The names of the various candidates for the office shall be clearly announced or posted in a place visible to all present at the election meeting. Tellers to count the ballot shall be appointed in equal numbers by the candidates for office of the President. No officer of the Branch or candidate for office shall serve as teller.
- i. *Eligible Voters.* The number of eligible voting members of the Branch shall be established before the voting begins. Upon proof of qualification, all eligible voters shall receive and sign for one ballot each and thereupon immediately proceed to vote secretly. The right to vote is personal and shall not be exercised by proxy. No absentee ballots may be cast.
- j. *Polling Booths of Branches of 1,000 or More Members.* Polling booths must be used and must be setup as prescribed by the Branch Election Manual in a centralized place staffed by the Election Supervisory Committee, and with an equal number of watchers and observers for each of the candidates for President. The Branch's bylaws will determine the number of hours the booths shall be open. The minimum number of hours for polling shall be four (4) hours unless otherwise determined by the Branch's bylaws. Provisions for determining eligibility and challenging the right of persons to vote shall be established in accordance with the

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Branch Election Manual, which has been adopted by the Board of Directors and is appended hereto.

- k. Members in Good Standing.* Members in good standing shall be eligible to run for office or vote in a Branch election. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the Branch as a bona fide member of the Branch by April 1 of the election year and who lives and/or works within the Branch jurisdiction. For the purpose of being elected to the Nominating Committee or the Election Supervisory Committee, signing a nominating petition or voting in Branch elections, a member in good standing is one who has been a bona fide member of the Branch for at least (30) thirty days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Branch at least (30) thirty days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Branch.
- l. Youth Voting in Branch Elections.* The minimum voting age for any member in good standing in Branch elections shall be seventeen (17) years of age. Should a member of the Branch be seventeen (17) years of age, but under twenty-one (21) years of age, that member may vote in the Branch election if he/she has paid the minimum adult membership fee to the Branch.
- m. Life Members, Subscribing Life Members and Members-At-Large.* In order to run for Branch office unaffiliated Life Members and Members-At-Large must be actively affiliated with the Branch by April 1 of the election year. In order to run for State/State-Area Conference office unaffiliated Life Members and Members-At-Large must be actively affiliated with a Unit in good standing within the Conference by December 15 of the year prior to the election year. In order to vote in a Branch or Conference election, unaffiliated Life Members and Members-At-Large must be actively affiliated with a Unit in good standing within the Conference at least thirty (30) days prior to any meeting at which they are nominated for office or seek to vote. *The term "affiliated" means that the individual must have requested, in writing, that his membership be transferred to the Branch. The request may be made through the Branch or directly to the National Office. The National Office must notify the Branch in writing within thirty (30) days of receiving notification.*

- n. *Tellers.* Presidential candidates shall have the right to appoint an equal number of tellers. The tellers thus appointed, shall elect a chief teller, who shall organize the tabulating of the ballots.

- o. *Election Controversy.* In the event of election controversy, all parties thereto shall submit any written complaint(s) to the National Office through the President and CEO. Said complaint(s) must be postmarked no later than five (5) calendar days following the date of the election in question. *In Branches with memberships up to 1000, such complaints must be signed by at least twenty-five (25) members of the Branch in good standing.* In Branches with memberships exceeding 1000, such complaints must be signed by at least fifty (50) members of the Branch in good standing.
 - (a) The National Office will institute an investigation into the matter, and should a determination be made that the complaint is frivolous or completely devoid of merit, or that the election result could not have been otherwise even if the allegations alleged are assumed to be true, then the National Office shall within thirty (30) days, or as soon thereafter as possible, dismiss the complaint and inform all parties forthwith that the installation of officers might be held.

 - (b) Should the National Office be unable to dismiss the Complaint because the charges appear to have merit and as such, the results of the election might have been otherwise had the alleged violations not occurred, then the matter will be referred to the Chairman of the Committee on Membership and Units of the Board of Directors, who will designate a Hearing Panel.

 - (c) Pending resolution of the dispute, the officers whose terms were to have expired with the new election, will continue to function.

- p. *Authority of the National Office.* The National Office shall have authority to intervene at any time during the three-month period leading up to the Branch election. Such authority includes suspending the process and instituting corrective action to ensure that the rights of all members are protected.

3. *(Procedure for Prison Branch Elections)*

- a. *Organizing Meeting (New Prison Branch)*
 1. The officers and members of the Executive Committee elected at the organizing meeting of the Prison Branch shall hold office until their successors are elected and qualify.
 2. Following the chartering of a new Prison Branch by the Board of Directors, the National Office shall cause an election to be held of the members of the new Prison Branch. Should the election take place during an even numbered year, the officers and members of the Executive Committee elected at this time shall not be required to stand for election again until the next Prison Branch election year.
- b. *Eligible Voters at Organizing Meeting.* All persons who endorse the aims and purposes of the National Association for the Advancement of Colored People who have paid the prescribed fees shall be entitled to vote at the organizing meeting and to be elected to office.
- c. *Biennial Elections.* Thereafter, all officers and elected members of the Executive Committee shall be elected by ballot at a Prison Branch election held in even numbered years as hereinafter provided, and shall hold office for two (2) years and until their successors are elected and qualify.
- d. *Nominating Committee Election.*
 1. In even numbered years there shall be elected at a **September** membership meeting of the Prison Branch a Nominating Committee composed of not less than five (5) nor more than fifteen (15) members of the Prison Branch in good standing, provided that not more than two (2) shall be officers of the Prison Branch or members of the Executive Committee.
 2. *Duties of the Nominating Committee.* The Prison Branch Secretary shall call the organizing meeting of the Nominating Committee. The first meeting of the Nominating Committee shall be held no later than ten (10) days after its election. The Nominating Committee shall:
 - (a) Elect its Chairperson and Secretary as its first order of business.

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- (b) Nominate any member of the Prison Branch who is in good standing. For purposes of running for office, the term "member in good standing" shall mean that the person must be a bona fide member of the Prison Branch at least one hundred and eighty (180) days prior to the date nominations are made and must live and/or work within the Prison Branch's jurisdiction.
 - (c) The Nominating Committee may nominate member thereof as a candidate for office or as an at large member of the Executive Committee.
 - (d) The Nominating Committee shall have itself available to interview members interested in being considered for office or as at-large members of the Executive Committee.
 - (e) The Nominating Committee shall nominate only those persons who have given written consent to be nominated. The Secretary shall verify that each nominee has given written consent after the Nominating committee has given its report at the October meeting and before the Prison Branch accepts this report.
 - (f) The Committee shall nominate a member for only one (1) position during the election.
3. *Reporting of the Nominating Committee.* The Nominating Committee shall submit a report in writing at the **October** General Membership Meeting of the Prison Branch. This report shall consist of the names of those persons qualified to fill existing Branch offices (one name for each office) and to be members of the Executive Committee (at least ten (10) names and up to twenty-four (24) names).
4. *Nominations by Petition.* At said **October** Membership Meeting of the Prison Branch, additional nominations may be made for all officers and elected members of the Executive Committee by written petition signed by three or more members of the Branch in good standing as of the time of the meeting. No one shall be nominated by the Nominating Committee or by petition without having first obtained his/her written consent. The Unit Secretary shall certify that at least three (3) of the members who signed the petition are members in good standing and that the member being

nominated is a member in good standing and that a consent form has been signed by the nominee.

5. *Withdrawal of Nominations.* A member properly nominated for a position may withdraw from contention by forwarding a letter requesting that his/her name be removed from the ballot. The letter must be sent to the Chairperson of the Election Supervisory Committee in sufficient time prior to the election.
 6. *Eligibility Determinations.* All questions regarding the eligibility of candidates must be resolved prior to the conclusion of the October meeting.
- e. After all nominations have been made, the Prison Branch at said October meeting shall elect an Election Supervisory Committee consisting of five (5) members of the Prison Branch in good standing. In addition, each candidate for the presidency is entitled to appoint a representative to the Election Supervisory Committee. However, in the event the total number of candidates for the presidency is more than four (4), the Prison Branch must elect additional members to the Election Supervisory Committee so that the total number of elected members is one more than the appointed members of the Committee. No candidate may serve on the Election Supervisory Committee.
- f. It shall be the duty of the Election Supervisory Committee to:
1. Supervise the Prison Branch election.
 2. Supervise the establishment of appropriate machinery, provisions, and procedures for conducting the election in accordance with the Constitution and the Manual for Branch Election Procedure, whether at an election meeting or at polling booths, in order to protect the right of each member of the Prison Branch to cast his ballot properly and have it counted.
 3. Have printed, copied, or typewritten, one complete ballot containing in alphabetical order, for each office and Executive Committee, the names of all persons nominated for office.
 4. Prepare the ballot in sufficient numbers for use at the election, and this ballot shall be the only ballot used at the election. Unless the Branch decides to use voting machines in addition to, or in place of, the ballot.

- g. *Notice of September, October Meeting and November Election.* Each Prison Branch shall notify each member in good standing, at least ten (10) days prior to the September meeting, listing the time, place, date and purpose of the September and October meetings and time, place and date of the November election. In addition, to this notice, each Branch shall place the announcements of such meetings and election in one or more newspapers or newsletters of general circulation at the prison or correctional facility least ten (10) days before the date of the November election. Should a run-off election be necessary that election shall occur on the following date at time certain (at least 1 hour) at this location, run-off elections shall be conducted not less than ten (10) after the original election.
- h. *Term of Office.*
1. All officers and elected members of the Executive Committee shall be elected by secret ballot for a two year term ending December 31. The term of each elected officer shall begin on January 1, of each odd numbered year.
 2. *Election Meeting.* No officer of the Prison Branch or any candidate for office shall occupy their chair at election meetings. The names of the various candidates for the office shall be clearly announced or posted in a place visible to all present at the election meeting. Tellers to count the ballot shall be appointed in equal numbers by the candidates for office of the President. No officer of the Prison Branch or candidate for office shall serve as teller.
- i. *Eligible Voters.* The number of eligible voting members of the Prison Branch shall be established before the voting begins. Upon proof of qualification, all eligible voters shall receive and sign for one ballot each and thereupon immediately proceed to vote secretly. The right to vote is personal and shall not be exercised by proxy. No absentee ballots may be cast.
- j. *Members in Good Standing.* Members in good standing shall be eligible to run for office or vote in a Prison Branch election. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the Prison Branch as a bona fide member of the Prison Branch at least one hundred and eighty (180) days prior to the date nominations are made and who lives and/or works within the Prison Branch jurisdiction. For the purpose of being elected to the Nominating Committee or the Election Supervisory Committee, signing a nominating

petition or voting in Prison Branch elections, a member in good standing is one who has been a bona fide member of the Prison Branch for at least (30) thirty days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Prison Branch at least (30) thirty days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Prison Branch.

- k. *Youth Voting in Prison Branch Elections.* The minimum voting age for any member in good standing in Prison Branch elections shall be seventeen (17) years of age. Should a member of the Prison Branch be seventeen (17) years of age, but under twenty-one (21) years of age, that member may vote in the Prison Branch election if he/she has paid the minimum adult membership fee to the Prison Branch.
- l. *Life Members, Subscribing Life Members and Members-At-Large.* In order to run for Prison Branch office or vote in Prison Branch or State Conference election, unaffiliated Life Members and Members-At-Large must be actively affiliated with the Prison Branch at least thirty (30) days prior to any meeting at which they are nominated for office or seek to vote. *The term "actively affiliated" means that the individual must have requested, in writing, that his membership be transferred to the Prison Branch. The request may be made through the Prison Branch or directly to the National Office. The National Office must notify the Prison Branch in writing within thirty (30) days of receiving notification.*
- m. *Tellers.* Presidential candidates shall have the right to appoint an equal number of tellers. The tellers thus appointed, shall elect a chief teller, who shall organize the tabulating of the ballots.
- n. *Election Controversy.* In the event of election controversy, all parties thereto shall submit any written complaint(s) to the National Office through the President and CEO. Said complaint(s) must be postmarked no later than five (5) calendar days following the date of the election in question. *In Prison Branches with memberships up to 1000, such complaints must be signed by at least twenty-five (25) members of the Branch in good standing. In Prison Branches with memberships exceeding 1000, such complaints must be signed by at least fifty (50) members of the Prison Branch in good standing.*

- (a) The National Office will institute an investigation into the matter, and should a determination be made that the Complaint is frivolous or completely devoid of merit, or that the election result could not have been otherwise even if the allegations alleged are assumed to be true, then the National Office shall within thirty (30) days, or as soon thereafter as possible, dismiss the Complaint and inform all parties forthwith that the installation of officers might be held.
 - (b) Should the National Office be unable to dismiss the Complaint because the charges appear to have merit and as such, the results of the election might have been otherwise had the alleged violations not occurred, then the matter will be referred to the Chairman of the Committee on Membership and Units of the Board of Directors, who will designate a Hearing Panel.
 - (c) Pending resolution of the dispute, the officers whose terms were to have expired with the new election, will continue to function.
- o. Authority of the National Office.* The National Office shall have authority to intervene at any time during the three-month period leading up to the Prison Branch election. Such authority includes suspending the process and instituting corrective action to assure that the rights of all members are protected.
- 4. (Procedure for College Chapter Elections)**
- a. The officers and members of the Executive Committee elected at the organizing meeting shall hold office until their successors are elected and qualify, unless removed.
 - b. *Annual Meeting.* Thereafter, all officers and members, not otherwise appointed, shall be elected by ballot at each Annual Meeting of the College Chapter and shall hold office for one year and until their successors are elected and qualify.
 - c. *Elections.* All persons qualified as provided by Article IV, Section 7, who signify their intention of becoming charter members of the College Chapter and their endorsement of the aims and purposes of the National Association for the Advancement of Colored People and who have paid

the prescribed fees, shall be entitled to vote at the organizing meeting and to be elected to office. Thereafter, all members who are in good standing by noon of the day of my meeting of the College Chapter shall be entitled to vote at the meeting.

d. Nominating Committee.

1. At the regular meeting of the College Chapter next preceding the Annual Meeting, the College Chapter shall elect a Nominating Committee, composed of not less than five (5) and no more than nine (9) members of the College Chapter in good standing, provided not more than two shall be officers of the College Chapter or members of the Executive Committee, to present nominations at the Annual Meeting for all officers and the Executive Committee, provided, that additional nomination may be made at the Annual Meeting by written petition signed by three or more members of the College Chapter.
2. *Duties of Nominating Committee.* The Nominating Committee shall meet promptly to elect a Chairman and interview persons qualified as candidates for office.
3. *Report of Nominating Committee.* The Nominating Committee shall submit a report in writing to the College Chapter during the Annual Meeting. In case the Nominating Committee is not elected and neglects or refuses to render a report, nominations shall be made at the Annual Meeting by written petition signed by three or more members of the College Chapter.

e. Notice of Annual Meeting and the Meeting That Precedes the Annual Meeting. At least seven days prior to the Annual Meeting and the meeting that precedes the Annual Meeting, written notice shall be sent to each member of the College Chapter, in good standing of the date, place, and purpose of said meetings and election. Should a run-off election be necessary that election shall occur on the following date at time certain (at least 1 hour) at this location, run-off elections shall be conducted not less than ten (10) after the original election.

f. Tenure in Office. All officers and elected members of the Executive Committee shall be elected by secret ballot and shall hold office for one year or until their successors are elected and qualified.

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- g. Election Meeting.* The College Chapter election of officers meetings and the College Chapter Annual Meeting shall be the same. No candidate for office shall occupy the chair at the election meeting. The names of the various candidates for office shall be clearly announced or posted in a place visible to all present at the election meeting. Tellers to count the ballots shall be appointed in equal number by the candidates for office of President.
- h. Eligible Voters.* The number of the eligible voting members of the College Chapter shall be established before the voting begins. Upon proof of qualification eligible voters shall receive and sign for one ballot each and thereupon immediately proceed to vote secretly. The right to vote is personal and shall not be exercised by proxy.
- i. Site of Election.* The site of the College Chapter election shall be that place where the College Chapter held the majority of its regular meetings, unless otherwise voted by a majority of the College Chapter members present at the meeting preceding the Annual Meeting.
- j. Member in Good Standing.* Only members in good standing shall be eligible to run for office or to vote in a College Chapter election. For the purpose of running for office, a member in good standing is one who has paid the prescribed membership fee no later than thirty (30) days prior to the date of elections. For the purpose of being nominated by the Nominating Committee, a member in good standing is one who has been a bona fide member of the College Chapter and one who has paid the prescribed membership fee by twelve noon the day of the meeting that precedes the Annual Meeting.
- k. Life Members and Members-At-Large.* In order to run for College Chapter office or vote in a College Chapter election, Life Members and Members-at-Large must be affiliated with the College Chapter at least thirty (30) days prior to any meeting at which they are nominated for office or seek to vote.
- l. Election Controversy.* In the event of an election controversy, all parties thereto shall submit complaints to the National Office through the President and CEO for resolution. Said complaints must be postmarked no later than five (5) days following the date of the election in question. The complaint must be signed by at least seven (7) members of the College Chapter in good standing, and each signer must list his or her address. A copy of the complaint shall be forwarded by mail to the

officer or member against whom the complaint has been filed at the officer's or member's address on record by the National Office.

- (a) The National Office will institute an investigation into the matter, and should a determination be made that the Complaint is frivolous or completely devoid of merit, or that the election result could not have been otherwise even if the allegations alleged are assumed to be true, then the National Office shall within thirty (30) days, or as soon thereafter as possible, dismiss the Complaint and inform all parties forthwith that the installation of officers might be held.
 - (b) Should the National Office be unable to dismiss the Complaint because the charges appear to have merit and as such, the results of the election might have been otherwise had the alleged violations not occurred, then the matter will be referred to the Chairman of the Committee on Membership and Units of the Board of Directors, who will designate a Hearing Panel.
 - (c) Pending resolution of the dispute, the officers whose terms were to have expired with the new election, will continue to function.
- m. Authority of the National Office.* The National Office shall have authority to intervene at any time during the three-month period leading up to the College Chapter election. Such authority includes suspending the process and instituting corrective action to assure that the rights of all members are protected.

5. (Procedure for Youth Council, High School Chapter and Junior Youth Council Elections)

- a. Organization Meeting.* The officers and members of the Executive Committee elected at the organizing meeting of the Youth Council shall hold office until their successors are elected and qualified.
- b. Annual Meeting.* Thereafter, all officers and Executive Committee members shall be elected by ballot at each Annual Meeting of the Youth Council, High School Chapter and Junior Youth Council and shall hold office for one year and until their successors are elected and qualified.

- c. *Elections.* All persons qualified as provided by Article IV, who signify their intention of becoming charter members of the High School Chapter, Youth Council, Junior Youth Council and their endorsement of the aims and purposes of the National Association for the Advancement of Colored People and who have paid the prescribed fees, shall be entitled to vote at the organizing meeting and to be elected to office. Thereafter, all members who are in good standing by noon of the day of any meeting of the Youth Council shall be entitled to vote at the meeting.
- d. *Nominating Committee.*
1. At the regular meeting next preceding the Annual Meeting, the Youth Council, High School Chapter and Junior Youth Council shall elect a Nominating Committee composed of not less than five (5) and no more than nine (9) members of the Unit in good standing, provided not more than two shall be officers of the Unit or members of the Unit's Executive Committee, to present nominations at the Annual Meeting for all officers and the Executive Committee, provided that additional nomination may be made at the Annual Meeting by written petition signed by three or more members of the Youth Council, High School Chapter and Junior Youth Council.
 2. *Duties of Nominating Committee.* The Nominating Committee shall meet promptly to elect a Chairman and interview persons qualified as candidates for office.
 3. *Report of Nominating Committee.* The Nominating Committee shall submit a report in writing to the Youth Council, High School Chapter or Junior Youth Council during the Annual Meeting. In case the Nominating Committee is not elected and neglects or refuses to render a report, nominations shall be made at the Annual Meeting by written petition signed by three or more members of the Youth Council, High School Chapter or Junior Youth Council.
- e. *Notice of Annual Meeting and the Meeting that Precedes the Annual Meeting.* At least seven days prior to the Annual Meeting and the meeting that precedes the Annual Meeting, written notice shall be sent to each member of the Youth Council, High School Chapter and Junior Youth Council, in good standing, of the date, place and purpose of said meetings and election. Should a run-off election be necessary that election shall occur on the following date at time certain (at least 1 hour) at this location,

run-off elections shall be conducted not less than ten (10) after the original election.

- f. Tenure in Office.* All officers and elected members of the Executive Committee shall be elected by secret ballot and shall hold office for one year or until their successors are elected and qualified.
- g. Election Meeting.* The Youth Council, High School Chapter and Junior Youth Council election of officers meetings and the Unit's Annual Meeting shall be the same. No candidate for office shall occupy the chair at the election meeting. The names of the various candidates for office shall be clearly announced or posted in a place visible to all present at the election meeting. Tellers to count the ballots shall be appointed in equal number by the candidates for office of President.
- h. Eligible Voters.* The number of the eligible voting members of the Youth Council, High School Chapter and Junior Youth Council shall be established before the voting begins. Upon proof of qualification, eligible voters shall receive and sign for one ballot each and thereupon immediately proceed to vote secretly. The right to vote is personal and shall not be exercised by proxy.
- i. Site of Election.* The site of the Youth Council, High School Chapter and Junior Youth Council election shall be that place where the Unit Council held the majority of its regular meetings, unless otherwise voted by a majority of the Unit's members present at the meeting preceding the Annual Meeting.
- j. Member in Good Standing.* Only members in good standing shall be eligible to run for office or to vote in a Youth Council, High School Chapter and Junior Youth Council election. For the purpose of running for office, a member in good standing is one who has paid the prescribed membership fee no later than thirty (30) days prior to the date of elections. For the purpose of being nominated by the Nominating Committee, a member in good standing is one who has been a bona fide member of the Youth Council and one who has paid the prescribed membership fee by twelve noon on the day of the meeting that precedes the Annual Meeting.
- k. Youth Council, High School Chapter and Junior Youth Council.* In order to run for Youth Council, High School Chapter and Junior Youth Council or vote in a Youth Council, High School Chapter and Junior Youth Council election, Junior Life Members, Life Members, and Members-at-Large must be affiliated with the Youth Council at least thirty (30) days

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prior to any meeting at which they are nominated for office or seek to vote.

- l. Election Controversy.* In the event of election controversy, all parties thereto shall submit complaints to the National Office through the President and CEO. Said complaints must be postmarked no later than five (5) days following the date of the election in question. The complaint must be signed by at least seven (7) members of the Unit in good standing, and each signer must list his or her address. A copy of the complaint shall be forwarded by mail to the officer or member against whom the complaint has been filed at the officer's or member's address on record by the National Office.
 - (a) The National Office will institute an investigation into the matter, and should a determination be made that the complaint is frivolous or completely devoid of merit, or that the election result could not have been otherwise even if the allegations alleged are assumed to be true, then the National Office shall within thirty (30) days, or as soon thereafter as possible, dismiss the complaint and inform all parties forthwith that the installation of officers might be held.
 - (b) Should the National Office be unable to dismiss the complaint because the charges appear to have merit and as such, the results of the election might have been otherwise had the alleged violations not occurred, then the matter will be referred to the Chairman of the Committee on Membership and Units of the Board of Directors, who will designate a Hearing Panel.
 - (c) Pending resolution of the dispute, the officers whose terms were to have expired with the new election, will continue to function.

- m. Authority of the National Office.* The National Office shall have authority to intervene at any time during the three-month period leading up to the Youth Council, High School Chapter or Junior Youth Council election. Such authority includes suspending the process and instituting corrective action to assure that the rights of all members are protected.

6. *(Voting for Members of the Board of Directors at Large)*

The list of candidates for the Board of Directors is mailed out to the Units of the Association by not later than November 1st of each year in accordance with procedures established by the Board of Directors in the NAACP Annual Elections Procedure Manual. The names of the Board of Directors Candidates shall be placed on an election ballot to be voted upon by members of the Unit at the Annual Meeting of the Unit.

**ARTICLE X
EXPULSION, SUSPENSION OR REMOVAL OF OFFICERS AND MEMBERS**

1. *(Units Failing to Report)*

If a Unit fails to inform the Association in writing of its activities or shall fail to maintain a minimum of fifty (50) adult members; fifty (50) Prison Branch members; or twenty-five (25) Youth Unit members; for a period of four (4) consecutive months, the Board of Directors shall declare any or all of the offices of the Unit vacant and order a new election. Notice of removal shall be sent to the President, Secretary and Treasurer of the Unit and the State/State-Area Conference by registered mail at their last addresses on file in the Association and shall be published in the official communication organ of the National Association. Immediately upon the service of notice by the Association, the Officers shall perform no official acts and shall hold all records and monies of the Branch, subject to the disposition of the Association.

2. *(Grounds for Suspension or Other Disciplinary Action)*

When an individual becomes a member of the NAACP, that individual pledges to abide by the rules and policies of the Association and the decisions of the Board of Directors. The Board of Directors, upon satisfactory evidence that an officer or member of the Association, or of a subsidiary Unit of the Association is guilty of conduct not in accord with the principles, aims and purposes of the National Association for the Advancement of Colored People, as set forth in its Constitution, and as defined by the Board or Convention, or guilty of conduct inimical to the best interests of the National Association for the Advancement of Colored People, may order suspension, expulsion or other disciplinary action against such officer or member, after a full hearing if requested by the respondent in accord with the provisions of this Constitution. Any member of the Association who files litigation against the National NAACP or against any of its units without having pursued the remedies within the framework of the Association, shall be deemed as exhibiting behavior not in accord with the principles, aims and purposes of the National Association for the Advancement of Colored People, meriting suspension, expulsion, or other disciplinary actions.

3. *(Complaints)*

A complaint against an officer or member of a Branch of the NAACP may be initiated by any 20 members of the affected Branch and must be signed by such members and forwarded to the National Office and to the attention of the President and CEO as well as State/State-Area Conference. The National Office may seek input from said State/State-Area Conference on the complaint. The complaint must include the officer or member's mailing address.

4. *(Authority of National President and CEO)*

Where the President and CEO of the National Office is satisfied that there is danger of irreparable harm to the Association or Unit involved and that immediate action is necessary, he may order an officer or member suspended pending a full hearing if requested by the respondent.

5. *(Notice of Complaint and Right to Answer)*

Upon receipt of the complaint by certified or regular mail, the National Office shall forward a copy of the complaint by mail to the officer or member against whom it has been filed at the officer or member's correct address of record within ten (10) calendar days of receipt of the complaint. The respondent officer or member shall have fifteen (15) calendar days from the date of the receipt of the complaint to file a written response by certified and regular mail, sent to the attention of the Vice President of Field Operations and Membership Department. The 15-day period shall commence to run from the time service of the complaint is complete. Service of the complaint upon the officer or member shall be deemed complete five (5) days after the complaint was mailed by the Vice President of Field Operations and Membership Department.

6. *(National Office Review and Investigation)*

The National Staff, upon receipt of the complaint, and the respondent's written response, shall conduct an investigation, render determinations and make recommendations and findings regarding the complaint, when no hearing is requested by the respondent, to the Committee on Membership and Units within ninety (90) calendar days of the respondent's written response. The National Staff shall prepare a record which includes all documentary matters submitted to it. Where a hearing is requested by the respondent, the National Office through the President and CEO or his designee, shall cause a hearing to be held by a panel of three members of the Board of Directors. The panel shall be appointed by the Chairperson of the Board's Committee on Membership and Units. The hearing panel shall convene within sixty (60) calendar days, of the receipt

of the complaint or as soon as possible thereafter, and conduct a hearing according to the hearing procedure.

After receipt of the National Staff or hearing panel's decision, the complainant and respondent shall have fifteen (15) calendar days within which to appeal. Notice of Appeal shall be filed with the National Office, by certified and regular mail, to the attention of the Vice President of Field Operations and Membership Department, 4805 Mt. Hope Drive, Baltimore, MD 21215. If an appeal is filed, the National Office shall notify the Committee on Membership and Units within fifteen (15) days. The Committee on Membership and Units will review the findings and conclusions of the National Staff or hearing panel. Upon failure to appeal within a fifteen (15) day period, the complainant/respondent's opportunity to appeal is waived.

Should either party file an appeal to the National Office, the President and CEO or his designee shall cause an appellate hearing to be held by the Board of Directors. The panel shall be appointed by the Chairperson of the Board's Committee on Membership and Units. The hearing panel shall convene within sixty (60) calendar days, of the receipt of the appeal, or as soon as possible thereafter, and conduct an appellate hearing according to procedures.

7. *(Hearing Procedure)*

The hearing panel shall review the written record and may allow oral argument by the parties or their spokesperson. Based on its review of the record, and oral argument, if any, the panel shall render findings and recommendations in the matter to the Board of Directors. The Board of Directors shall affirm, reverse, modify the panel's recommendation, or deny a rehearing. The decision of the Board of Directors shall be final.

Appeals shall be based only on the written record. Appeal hearings will be conducted by a hearing panel which shall be appointed by the Chairperson of the Board's Committee on Membership and Units. The General Counsel or his/her designee shall serve as counsel for the panel. The appellants may be represented by oral argument by counsel or another person of their choosing. The parties may not present documentary evidence or testimony, but rather they may speak only from the written record before the panel.

8. *(Notice of Findings and Action of the Board)*

Notice of the findings and action of the Board shall be sent to the officer or member by registered mail at his/her address on file in the National Office and, in the discretion of the Board of Directors, published in the official organ of the National

Association. Decisions affecting membership shall be forwarded to the National Membership Director.

**ARTICLE XI
SUSPENSION AND REVOCATION OF CHARTER**

The Charter of Authority received by a Unit upon its admission to the Association may be suspended or revoked by the Board of Directors of the Association, whenever the Board of Directors shall deem it in the best interest of the Association; provided, however, that a hearing consistent with Article X, Section 7 on such changes be held. Such charter suspension or revocation shall not invalidate the membership of any member of the Unit in the Association. Notice of the findings and action of the Board of Directors shall be sent by the President and CEO, by registered mail, to the President and Secretary of the Unit, and shall be published in the official organ of the National Association and in a newspaper of general circulation in the jurisdiction where the Unit is located. Upon receipt of the notice by the President or Secretary by mail, publication or otherwise of charter suspension or revocation, the Unit shall cease to function and the officers shall forthwith forward all records, property and monies of the Unit to the Association where the same may be applied in its discretion for the benefit of the community wherein the Unit was located.

Notice of intent to revoke or suspend a charter shall be mailed to officers of the Unit on such terms and conditions as determined by the Board of Directors.

**ARTICLE XII
INDEMNIFICATION**

1. (Persons Covered)

The Association shall furnish all duly elected directors or officers or staff of the Association or its subsidiaries and duly elected or Executive Committee members, of Units a legal defense and indemnification against judgments incurred as a result of specifically authorized actions on behalf of the NAACP and its programs.

2. (Limitation; Notice)

This Article shall have no force or effect unless the person(s) affected forwards legal process to the General Counsel or his/her designee within a reasonable time to allow a defense to be made.

**ARTICLE XIII
AMENDMENTS TO LOCAL BYLAWS**

The Bylaws for Units of the Association, except for State/State-Area Conferences, may be amended by a two-thirds (2/3) vote of any Annual Convention of the Association provided the proposed amendment be submitted to the Resolutions Committee by the May 1st deadline. The President and CEO shall provide copies of the proposed amendment(s) to all Units at least 30 days prior to the Annual Convention.

**ARTICLE XIV
RATIFICATION OF BYLAWS**

The Bylaws for Units of the National Association for the Advancement of Colored People becomes effective at Noon, on January 1, 2005, Eastern Standard Time. It supersedes any previous document outlining the policy and procedures of the Association and its subordinate Units and the Bylaws, manuals and other documents duly adopted by the Board of Directors and subordinate to these Bylaws.

EXHIBIT 5: Letters of Support
**(including governing documents for consumer
organizations)**



capitahealth

June 18, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

Capital Health
Regional Medical Center
750 Brunswick Avenue
Trenton, New Jersey 08638
609 394 6000

Capital Health
Medical Center - Hopewell
One Capital Way
Pennington, New Jersey 08534
609 303 4000

Capital Health - Hamilton
1445 Whitehorse-Mercerville Road
Hamilton, New Jersey 08619
609 588 5050

capitalhealth.org

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of Capital Health, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Capital Health is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

Capital Health is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

Robert J. Remstein, DO, MBA
Vice President for Accountable Care

Capital Health

First Name	Last Name	Title	Practice Address	City	Zip Code
Asia	Abdul-Haqq	CNM	1450 Parkside Avenue	Trenton	08638
Naheed	Abedin	MD	750 Brunswick Avenue	Trenton	08638
Hina	Ahmad	MD	433 Bellevue Avenue	Trenton	08618
Farhat	Ahmedi	MD	750 Brunswick Ave.	Trenton	08638
Parvin	Alizadeh	MD	750 Brunswick Avenue	Trenton	08638
Nkechinyere	Amadi	MD	433 Bellevue Avenue	Trenton	08618
Randi	Axelrod	MD	750 Brunswick Avenue	Trenton	08638
Kimberly	Baldwin	MD	433 Bellevue Avenue	Trenton	08618
Felipe	Banzon	MD	750 Brunswick Avenue	Trenton	08638
Shalini	Barlapudi	MD	750 Brunswick Avenue	Trenton	08638
Renee	Behme	MD	750 Brunswick Avenue	Trenton	08638
Viola	Berkeyheiser	CNM	433 Bellevue Avenue	Trenton	08618
Adity	Bhattacharyya	MD	433 Bellevue Avenue	Trenton	08618
Muhammad	Bokhari	MD	750 Brunswick Ave.	Trenton	08638
Bruce	Brodkin	MD	433 Bellevue Avenue	Trenton	08618
Ronald	Burbella	MD	433 Bellevue Avenue	Trenton	08618
Marietta	Cahill	CNM	433 Bellevue Avenue	Trenton	08618
Tania	Calzada	MD	1977 North Olden Ave	Trenton	08618
Margaret	Catanese	CNM	433 Bellevue Avenue	Trenton	08618
Ellen	Clancey	NP	433 Bellevue Avenue	Trenton	08618
Maria	Crespo de cromar	CNM	433 Bellevue Avenue	Trenton	08618
Boguslawa	Dudkowska	MD	750 Brunswick Ave.	Trenton	08638
Jennifer	Erskine	MD	750 Brunswick Ave.	Trenton	08638
Iraj	Forouzan Gandashmin	MD	750 Brunswick Avenue	Trenton	08638
Michael	Friedman	MD	750 Brunswick Avenue	Trenton	08638
Judith	Funches	MD	433 Bellevue Avenue	Trenton	08618
Daniel	Goldsmith	MD	750 Brunswick Ave	Trenton	08638
Lisa	Granderson	MD	433 Bellevue Avenue	Trenton	08618
Lalitha	Gumidyala	MD	832 Brunswick Avenue	Trenton	08638
Saba	Hasan	MD	750 Brunswick Avenue	Trenton	08638
Ruppert	Hawes	MD	433 Bellevue Avenue	Trenton	08618
Rosario	Hohl-Stillwell	MD	1423 Pennington Road	Trenton	08618
Youlia	Itzeva	MD	750 Brunswick Ave.	Trenton	08638
Zach	Kassutto	MD	750 Brunswick Avenue	Trenton	08638
Lynda	Kita	CNM	433 Bellevue Avenue	Trenton	08618
Laurel	Kruse	MD	750 Brunswick Ave.	Trenton	08618
John	Lacorazza	DO	750 Brunswick Ave.	Trenton	08638

Martha	Lansing	MD	433 Bellevue Avenue	Trenton	08618
Hamid	Mahmud	MD	750 Brunswick Ave.	Trenton	08638
Delaram	Moazami	MD	433 Bellevue Avenue	Trenton	08618
Stephen	Moffitt	MD	750 Brunswick Avenue	Trenton	08638
Harry	Mondestin	MD	40 Fuld St.	Trenton	08638
Christine	Newman	DO	750 Brunswick Avenue	Trenton	08638
Monica	Nieto	NP	433 Bellevue Avenue	Trenton	08618
Clinton	Ogolo	MD	1457 Nottingham Way	Trenton	08609
Olasinbo	Olukoya	MD	433 Bellevue Avenue	Trenton	08618
Ayesha	Ould Hammou	MD	832 Brunswick Avenue	Trenton	08638
Uma	Panganamamula	MD	433 Bellevue Avenue	Trenton	08618
Ann	Perry	NP	416 Bellevue Ave	Trenton	08618
Hossam	Radwan	MD	750 Brunswick Avenue	Trenton	08638
Anna	Redington	NP	489 W State St	Trenton	08618
Debra	Rocuzzo	NP	433 Bellevue Avenue	Trenton	08618
Jeanne	Ruttle	CNM	750 Brunswick Avenue	Trenton	08638
Anna	Salapong	APN	750 Brunswick Ave.	Trenton	08638
Rajeev	Shah	MD	750 Brunswick Avenue	Trenton	08638
Anjali	Sharma-Moghe	DO	750 Brunswick Avenue	Trenton	08638
Robert	Silverbrook	DO	750 Brunswick Ave.	Trenton	08638
Daniel	Small	MD	433 Bellevue Avenue	Trenton	08618
Andrea	Smith	MD	433 Bellevue Avenue	Trenton	08618
William	Stanell	MD	433 Bellevue Avenue	Trenton	08618
Patrice	Trauffer	MD	750 Brunswick Avenue	Trenton	08638
Sivan	Veksler	CNM	433 Bellevue Avenue	Trenton	08618
Ekaterina	Vyprikskaya	MD	750 Brunswick Ave.	Trenton	08638
Craig	Weingrow	MD	433 Bellevue Ave	Trenton	08618
Marissa	Weiss-Baker	DO	750 Brunswick Avenue	Trenton	08638
Judith	Williamson	MD	750 Brunswick Ave.	Trenton	08638
Barbara	Winter	CNM	433 Bellevue Avenue	Trenton	08618



601 HAMILTON AVENUE • TRENTON, NJ 08629-1986

June 30, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: LETTER OR SUPPORT FOR THE TRENTON HEALTH TEAM MEDICAID ACCOUNTABLE CARE ORGANIZATION (THT-ACO)

Dear Director Harr:

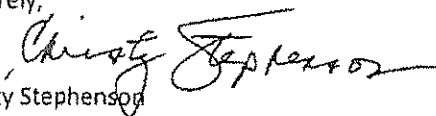
On behalf of St. Francis Medical Center, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). St. Francis Medical Center is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

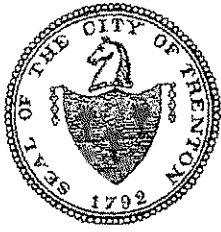
St. Francis Medical Center is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,


Christy Stephenson
Interim President and Chief Executive Officer

St Francis Medical Center

First Name	Last Name	Title	Practice Address	City	Zip Code
Susan	Broeze	APN	601 Hamilton Ave	Trenton	08629
Donald	Christmas	MD	601 Hamilton Ave	Trenton	08629
Robert	Colella	DO	601 Hamilton Ave	Trenton	08629
Lynda	Collins	NP	601 Hamilton Ave	Trenton	08629
Herbert	Conaway	MD	601 Hamilton Ave	Trenton	08629
Rosemary	Frascella	MD	601 Hamilton Ave	Trenton	08629
Isaac	Halegoua	MD	601 Hamilton Ave	Trenton	08629
Frances	Herman	APRN	601 Hamilton Ave	Trenton	08629
Luzeneida	Lewis	APN	601 Hamilton Ave	Trenton	08629
Salman	Muddassir	MD	601 Hamilton Ave	Trenton	08629
Gopi	Mukkivilli	MD	601 Hamilton Ave	Trenton	08629
Gerald	Novik	MD	601 Hamilton Ave	Trenton	08629
Margaret	Nucero	NP	601 Hamilton Ave	Trenton	08629
Denise	Nucifora	NP	601 Hamilton Ave	Trenton	08629
Julie	Pantelick	DO	601 Hamilton Ave	Trenton	08629
Samir	Patel	MD	601 Hamilton Ave	Trenton	08629
Luz	Ramos-Bonner	MD	601 Hamilton Ave	Trenton	08629
Kristy	Reed	APN	601 Hamilton Ave	Trenton	08629
Nrupa	Shah	MD	601 Hamilton Ave	Trenton	08629
Suzanne	Shenk	DO	601 Hamilton Ave	Trenton	08629
J.	Smith	MD	601 Hamilton Ave	Trenton	08629
Jenny	Song	APRN	1001 Pennington Rd	Ewing	08618
Sara	Wallach	MD	601 Hamilton Ave	Trenton	08629



CITY OF TRENTON, NEW JERSEY

George P. Muschal, Acting Mayor

Department of Health and Human Services
319 East State Street, 1st floor
Trenton, New Jersey 08608

James A. Brownlee, MPH
Director/Health Officer

June 18, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of the City of Trenton, Department of Health and Human Services, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). The City Department of Health and Human Services is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

The City of Trenton Department of Health and Human Services is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,



Allegiance Health Group



40 Fuld Street, Suite 305
Trenton, NJ 08638
Phone: (609)-369-1599
Fax: (609)-394-6328

E-Mail: allegiancehealthgroup@gmail.com

July 3rd 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of the Allegiance Health Group we are pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Allegiance Health Group is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment of the following practices within the proposed zip codes to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

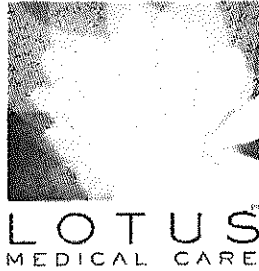
Allegiance Health Group is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

Marc S. Whitman, MD
Secretary, Allegiance Health Group

THT ACO LLC Participants from Allegiance Health Group

Alan Levitt	Internal Medicine and Pulmonary	Pulmonary and Internal Medical Associates	40 Fuld Street, Suite 201 Trenton, NJ 08638
Ronald Warren	Internal Medicine and Pulmonary	Pulmonary and Internal Medical Associates	40 Fuld Street, Suite 201 Trenton, NJ 08638
Vedat Obuz	Internal Medicine And Pediatrics	Lotus Clinic, PC	40 Fuld Street, Suite 307 Trenton, NJ 08638
Shodhan Patel	Internal Medicine	Akshar Medical Group	1450 Parkside Ave, Suite 5 Trenton, NJ 08638
Caizada	Internal Medicine	Capital Care Associates, PA	40 Fuld Street, Suite 302 Trenton, NJ 08638
Edwing Medina	Internal Medicine	Capital Care Associates, PA	40 Fuld Street, Suite 302 Trenton, NJ 08638
Shafaq Bokhari	Internal Medicine	Capital Care Associates, PA	40 Fuld Street, Suite 302 Trenton, NJ 08638
Iradj Sharim	Internal Medicine	Iradj Sharim MD PA	40 Fuld Street, Suite 402 Trenton, NJ 08638
Khurram Zubair	Internal Medicine	Iradj Sharim MD PA	40 Fuld Street, Suite 402 Trenton, NJ 08638
Nilesh Rana	Internal Medicine	Mercer Internists	40 Fuld Street, Suite 302 Trenton, NJ 08638
Shabir Roowala	Internal Medicine	Mercer Internists	40 Fuld Street, Suite 302 Trenton, NJ 08638
Anasse Souidi	Internal Medicine	Mercer Internists/ (Capital Care Associates)	40 Fuld Street, Suite 302 Trenton, NJ 08638
Arkadiy Shraytman	Internal Medicine	Lotus Clinic, PC	40 Fuld Street, Suite 307 Trenton, NJ 08638
Alan Levitt	Internal Medicine and Pulmonary	Pulmonary and Internal Medical Associates	40 Fuld Street, Suite 201 Trenton, NJ 08638
Ronald Warren	Internal Medicine and Pulmonary	Pulmonary and Internal Medical Associates	40 Fuld Street, Suite 201 Trenton, NJ 08638
Rajashree			
Anandakrishnan	Infectious Disease	Pennington Infectious Disease Associates, PC	40 Fuld Street, Suite 305 Trenton, NJ 08638
Marc Whitman	Infectious Disease	Pennington Infectious Disease Associates, PC	40 Fuld Street, Suite 305 Trenton, NJ 08638
Abdul Mughal	Hematology & Oncology	Mercer County Hematology and Oncology, PC	40 Fuld Street, Suite 404 Trenton, NJ 08638
Emily Chen	Hematology & Oncology	Mercer County Hematology and Oncology, PC	40 Fuld Street, Suite 404 Trenton, NJ 08638
Bipinpreet Nagra	Cardiology	Capital Cardiology Associates	40 Fuld Street, Suite 400 Trenton, NJ 08638
Kishnan Kalra	Cardiology	Capital Cardiology Associates	40 Fuld Street, Suite 400 Trenton, NJ 08638
Muhammad Mustafa	Cardiology	Capital Cardiology Associates	40 Fuld Street, Suite 400 Trenton, NJ 08638
Prabodhkumar Damani	Cardiology	Capital Cardiology Associates	40 Fuld Street, Suite 400 Trenton, NJ 08638
Rajendra P. Gupta	Gastroenterology	Hopewell Valley Medical Group, PA	1871 Pennington Road, Trenton, NJ 08618
Manish Gugnani	Pulmonary, Critical Care & Sleep Med	Mercer Bucks Pulmonary	416 Bellvue Ave, Suite 405 Trenton, NJ 08618
Mudassar Raza	Pulmonary, Critical Care & Sleep Med	Mercer Bucks Pulmonary	416 Bellvue Ave, Suite 405 Trenton, NJ 08618
Stephen Tiekou	Pulmonary, Critical Care & Sleep Med	Mercer Bucks Pulmonary	416 Bellvue Ave, Suite 405 Trenton, NJ 08618



An Internal Medicine, Family Practice, Pediatrics, Advanced Integrative
Nutrition and Medical Bariatric Practice

Tender Loving Respectful and Innovative Healthcare

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

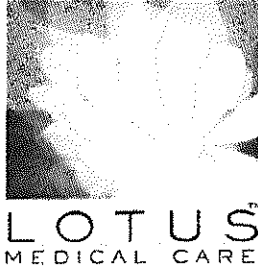
Dear Director Harr:

On behalf of Reliance Medical Group, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Lotus Medical Care strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside

Vedat OBUZ, MD	515 S Broad Street Trenton NJ 08611	P. 609.392-6950 F. 609.392-6739
Medical Director	40 Fuld Street Suite 307 Trenton NJ 08638	P.609.278 9700 F. 609.278-9744
drobuz@gmail.com	2695 Rt 130 S Suite 4 Cinnaminson NJ 08077	P. 856 829.5466 F. 856.829-8922
	333 City Line Ave 2 Bala Plaza suite IL-50 Bala Cynwyd PA 19001	
	P. 609.937-2297F. 610.819-0222	



An Internal Medicine, Family Practice, Pediatrics, Advanced Integrative
Nutrition and Medical Bariatric Practice

Tender Loving Respectful and Innovative Healthcare

providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

LOTUS Medical Care is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

Vedat OBUZ, MD

Vedat OBUZ, MD

Internal Medicine and Pediatrics

Vedat OBUZ, MD	515 S Broad Street Trenton NJ 08611	P. 609.392-6950 F. 609.392-6739
Medical Director	40 Fuld Street Suite 307 Trenton NJ 08638	P. 609.278 9700 F. 609.278-9744
drobuz@gmail.com	2695 Rt 130 S Suite 4 Cinnaminson NJ 08077	P. 856 829.5466 F. 856.829-8922
	333 City Line Ave 2 Bala Plaza suite IL-50 Bala Cynwyd PA 19001	
	P. 609.937-2297 F. 610.819-0222	



Planned Parenthood Association
of the Mercer Area

July 3, 2014

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RE: Letter of Support for Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of Planned Parenthood Association of the Mercer Area, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Planned Parenthood Mercer is a long-standing partner in THT's work and supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and will use reasonable efforts to do the following, subject to such limitations as we have as a Planned Parenthood affiliate:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

Planned Parenthood Association of the Mercer Area and I, personally as a Trenton resident, are proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in our wonderful city of Trenton, New Jersey.

Sincerely,


Debby D'Arcangelo
President & CEO

Trenton
437 East State Street • Trenton, NJ 08608
Unit 1 • p: 609.599.4881 • f: 609.599.3738
Unit 2 • p: 609.599.4881 • f: 609.599.1237

Hamilton Square
Golden Crest Corporate Center
2279 Route 33, Suite 510 • Hamilton Square, NJ 08690
p: 609.599.4881 • f: 609.587.0802

The College of New Jersey
Eickhoff Hall
Room 140
p: 609.771.2110 • f: 609.637.5131

Planned Parenthood Association of the Mercer Area, Inc.

TIN 21-0723248, NPI 1881780948, Medicaid #0011509, Medicare PTAN 071145

Name of Professional	Degree	Provider Specialty	State License #	Medicaid ID # application submitted	NPI number	CAQH Number
Amico, Jennifer	MD	Family Medicine	25MA09159900		1750652608	12461651
Boehm, Abigail	CNM	Certified Nurse Midwife	25ME00027701	0305626	1861749921	12471264
Dolan, Denise	APN-C	Advance Practice Nurse	26NN09395400	0399175	1669533147	12550964
Durain, Dawn	CNM	Certified Nurse Midwife	25ME00011101	6090605	1639209505	11832805
Fimbel, Grace	CNM	Certified Nurse Midwife	25ME00038501	8823308	1679540397	11236044
Marmar, Joel	MD	Urology	25MA02460900	3430103	1356423008	10460996
Pickle, Sarah	MD	Family Medicine	25MA09105400	0300977	1043453194	1245096
Rubin, Tracey	APN-C	Advance Practice Nurse	26NJ00150100	0157015	1265600696	11832699
Waldman, Jeanne	CNM	Certified Nurse Midwife	25ME00009001	5171202	1427100056	11832682
Wu, Justine	MD	Family Medicine	25MA07613000	0127353	1790897379	11198287

OB/GYN resource provided separately

as of July 1, 2014



GREATER TRENTON BEHAVIORAL HEALTHCARE

P.O. Box 1393 • TRENTON, NEW JERSEY 08607

PHONE: 609.396.6788 • FAX: 609.989.1245 • www.gtbhc.org

ADMINISTRATIVE OFFICES: 1001 SPRUCE STREET, SUITE 205 • TRENTON, NEW JERSEY 08638

JOHN MONAHAN
PRESIDENT & CEO

JAMES G. FEARON
CHAIRPERSON

June 26, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of Greater Trenton Behavioral HealthCare, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Greater Trenton Behavioral HealthCare is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to help the ACO meet its reporting requirements, including quality measures and patient experience findings, pursuant to data-sharing agreement with THT-ACO;
- Share patient medical information with participating THT-ACO members, pursuant to THT-ACO data-sharing agreement, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination;
- Abide by the THT-ACO's antitrust compliance policy, as set out in THT-ACO partner agreement;
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, GTBHC shall retain responsibility for providing appropriate treatment and deciding appropriate referrals; documenting the basis for such decisions, and not restricting treatment and/or referrals to providers participating in the THT-ACO, if GTBHC determines that referral for treatment to outside providers is necessary; and, notwithstanding any Demonstration Project objectives, we shall organize service delivery to optimize access to care so that costs may be reduced, and shall work to improve health outcomes and quality, while reducing unnecessary and inefficient spending.

Greater Trenton Behavioral HealthCare is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

John Monahan, LCSW
President & CEO



Marlene Laó-Collins
Executive Director



www.catholiccharitiesrenton.org

June 26, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

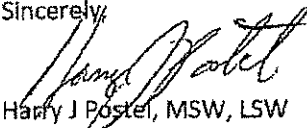
On behalf of Catholic Charities, Diocese of Trenton, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Catholic Charities is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

Catholic Charities, Diocese of Trenton, is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,



Harry J. Postel, MSW, LSW
Associate Executive Director of Operations

renewing *lives*, restoring *hope*



CHILD & FAMILY DEVELOPMENT CORPORATION

July 1, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of Millhill Child and Family Development, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Millhill Child and Family Development is a partner in THT's work in the community and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination
- Abide by the THT-ACO's antitrust compliance policy
- Cooperate with and participate in the annual evaluation

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

Millhill Child and Family Development is pleased to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

Cynthia H. Oberkofler
Executive Director



Family Guidance Center
family & children's services

Deborah Osgood
President

June 19, 2014

Marcia Alig
Vice President

Jeffery Robbins, EdD, LCSW, LCADC
Executive Director

Administration

1131 Nottingham Way
Hamilton, NJ 08619
PH: 609-586-1068
FAX: 609-586-4759

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Counseling Service**

1931 Nottingham Way
Hamilton, NJ 08619
609-586-7574

Children's Day School

1925 Pennington Rd.
Ewing, NJ 08618
609-587-7288

Children's Day Treatment

1925 Pennington Rd.
Ewing, NJ 08618
609-587-1898

Hamilton Center

2300 Hamilton Ave.
Hamilton, NJ 08619
609-587-7044

Princeton Center

120 John St., Suite 6
Princeton, NJ 08542
609-924-7095

Trenton Center

440 Egressway Ave.
Trenton, NJ 08618
609-393-1526

www.fgccorp.org



Ms. Valerie J. Harr, Director

NJ Department of Human Services

Division of Medical Assistance and Health Services

PO Box 712

Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of Family Guidance Center, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). Family Guidance Center is a partner in THT's work in the Trenton community and strongly supports the Demonstration Project objectives. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commit to do the following:

- Provide timely information to meet the ACO's reporting requirements, including quality measures and patient experience findings.
- Share patient medical information with participating THT-ACO members, pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including patient care, tracking, follow-up and coordination.
- Abide by the THT-ACO's antitrust compliance policy.
- Cooperate with and participate in the annual evaluation.

Further, notwithstanding any Demonstration Project objectives, we shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, we shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

Family Guidance Center is pleased to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

Jeffery J. Robbins, EdD, LCSW, LCADC
Executive Director

**RESCUE
MISSION
OF TRENTON**

98 CARROLL STREET, P.O. BOX 790, TRENTON NJ 08605-0790
WWW.RESCUEMISSIONOFTRENTON.ORG • 609-695-1436 • FAX: 609-695-5199

June 26, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, New Jersey 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care
Organization (THT-ACO)

Dear Director Harr:

On behalf of the Rescue Mission of Trenton, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). The Rescue Mission is a long-standing partner in THT's work and strongly supports the Demonstration Project objectives. With this letter, the Rescue Mission affirms its commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) and commits to do the following:

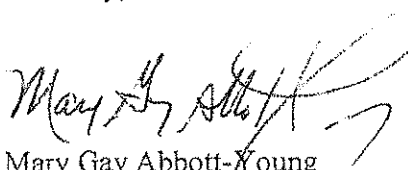
- Provide timely information to meet the ACO's reporting requirements, including quality measures and client experience findings in exchange for aggregate reports on quality measures and client experience findings that could assist our agency in improving quality client care and service provision;
- Mutually share client medical information between our agency and participating THT-ACO members, in accordance with HIPAA requirements and pursuant to necessary data sharing agreements, for the purpose of meeting the Demonstration Project objectives, including client care, tracking, follow-up and coordination;
- Abide by the THT-ACO's antitrust compliance policy and Rescue Mission of Trenton compliance policies; and
- Cooperate with and participate in the annual evaluation.

Furthermore, notwithstanding any Demonstration Project objectives, the Rescue Mission shall retain responsibility for medically appropriate treatment and referral decisions for its clients, document the basis for such decisions, and not limit treatment and referrals to providers participating in the THT-ACO if treatment or referral to outside providers is medically indicated; and, notwithstanding any Demonstration Project objectives, the Rescue Mission shall not organize our care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending.

We were also pleased to learn that the THT-ACO intends to develop a plan that allocates a portion of the cost savings among its partners.

The Rescue Mission of Trenton is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, efficiency and responsible partnering of the healthcare system in Trenton, New Jersey.

Sincerely,



Mary Gay Abbott-Young
Chief Executive Officer

MGAY/mhc

June 24, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of the American Diabetes Association, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). With a mission to prevent and cure diabetes and to improve the lives of all people affected by diabetes, the ADA is pleased to work with the Trenton Health Team and committed to working with the Trenton community, which has a particularly high rate (16%) of diagnosed diabetes among its adult population. The need for our combined services is substantial.

We strongly support THT's work and the Demonstration Project objectives. We believe our partnership with the THT-ACO will further our mission and help to ensure that our constituents benefit from high quality healthcare. As Manager of Community Initiatives for the North Jersey region of ADA (which includes Trenton), I participate regularly in the Community Advisory Board of THT. With this letter, I affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) by providing educational programming, training, and resources aimed at both diabetes prevention and disease self-management. We will also provide advocacy on behalf of patients who need assistance with access, insurance, or other barriers to care.

The American Diabetes Association is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,



Jeanette M. Grimes, MHS
Manager, Community Initiatives



The Children's Home Society

OF NEW JERSEY®

Saving Children's Lives and Building Healthy Families Since 1894

July 2, 2014

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Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of The Children's Home Society of New Jersey (CHSofNJ), I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). CHSofNJ is a long-standing partner in THT's work, including our active participation on THT'S Community Advisory Board and their representation on our Community Action Network.

As a nonprofit organization that helps at-risk infants, children, youth, and families achieve their potential, we are pleased to work with the Trenton Health Team. We have a long history of service in the Trenton community and we believe our partnership with the THT-ACO will further our mission and help to ensure that our constituents benefit from high quality healthcare. We strongly support the Demonstration Project objectives and feel that the need for our combined services is substantial.

With this letter, I affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) by providing social services, educational programming, training, and resources aimed at improving outcomes for the community. We will also provide advocacy on behalf of patients who need assistance with access, insurance, or other barriers to care.

The Children's Home Society of New Jersey is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,

Donna C. Pressma, LCSW
President and Chief Executive Officer



635 South Clinton Avenue ♥ Trenton, NJ 08611-1831
Phone: (609) 695-6274 ♥ Fax: (609) 394-5769 ♥ Internet: www.chsofnj.org
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July 1, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

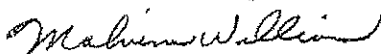
Dear Director Harr:

On behalf of VNA Home Care and Hospice of Mercer County, I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). VNA Home Care and Hospice of Mercer County is the latest addition to Holy Redeemer Health System's HomeCare division. Holy Redeemer is the largest nonprofit provider of home health and hospice services in New Jersey. VNA Home Care and Hospice of Mercer County is the oldest home healthcare provider serving Mercer County and is licensed by the New Jersey Department of Health and Senior Services. It is certified by Medicare/Medicaid as a home healthcare agency and nationally accredited by Accreditation Commission for Health Care (ACHC). We strongly support THT's work and the Demonstration Project objectives. We believe our partnership with the THT-ACO will further our mission and help to ensure that our constituents benefit from high quality healthcare.

As Director of Nursing for the VNA Home Care and Hospice of Mercer County (which includes Trenton), I participate regularly in the Community Advisory Board of THT. With this letter, I affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years) by providing progressive, compassionate home care and hospice services, by maintaining the resources and financial strength necessary to support and develop programs, by adapting to changing community needs, by embracing new technology that makes it possible to provide care in a more effective manner and to a broader variety of patients, by maintaining an optimistic attitude about the future. We will also provide advocacy on behalf of patients who need assistance with access, insurance, or other barriers to care.

VNA Home Care and Hospice of Mercer County is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,



Malvina Williams
Director of Nursing

VNA HOME CARE AND HOSPICE OF MERCER COUNTY • A HOLY REDEEMER HOMECARE COMPANY

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Holy Redeemer Lafayette • Holy Redeemer Village • Holy Redeemer St. Joseph Manor
Holy Redeemer Active and Retirement Living Communities • Holy Redeemer HomeCare and Hospice



Horizon Blue Cross Blue Shield of New Jersey*



Mark Calderon, M.D.
Vice President
Chief Medical Officer

Horizon NJ Health

210 Silvia Street
West Trenton, NJ 08628
Trenton, NJ 08628
Phone: (609) 718-9186

mark_calderon@horizonNJhealth.com
www.horizonNJhealth.com

July 3, 2014

Ruth Perry, MD
Executive director
Trenton Health Team
218 North Broad Street
Trenton, NJ 08608

Re. Letter of Support Medicaid Accountable Care Organization Application

Dear Dr. Perry:

Horizon NJ Health supports the application of Trenton Health Team to become a participant in the New Jersey Medicaid ACO Demonstration Project. The Trenton Health Team has provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

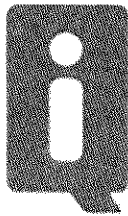
As a community provider, Horizon NJ Health has seen firsthand the immense need of this very vulnerable population. We are encouraged that these organizations have committed their resources to a model which will improve the quality of healthcare in our region while decreasing costs and improving patient satisfaction.

Horizon NJ Health looks forward to the possibility of connecting our members with Trenton Health Team's Medicaid ACO and integrating clinical care with community-based health resources.

Sincerely,

Mark Calderon, MD
VP, Chief Medical Officer, HNJB

NEW JERSEY
HEALTH CARE
QUALITY
INSTITUTE



Quality
powered.

June 27, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

Re. Letter of Support for Trenton Health Team's Medicaid Accountable Care
Organization Application

Dear Director Harr:

The New Jersey Health Care Quality Institute strongly supports the Trenton Health Team's application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that the Trenton Health Team (THT) is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in Trenton through collaboration, the use of data, and patient-centered care. We also believe that THT will be able to build the necessary relationships with managed care organizations to finance that mission.

For the past three years, the Quality Institute has provided technical assistance, expert resources, and a network for learning among community health care coalitions interested in implementing payment and delivery system reforms – like the Medicaid ACO model – through our program, the Affiliated ACOs. The Trenton Health Team is an active member of the Affiliated ACOs, which is funded in part by The Nicholson Foundation.

Through the Affiliated ACOs we have not only connected our members with best-practices from around the country in care-coordination, analytics, business planning, and patient engagement, but we have also focused on engaging the Medicaid Managed Care Organizations (MCOs) so that New Jersey's ACOs can reach financial sustainability. We have held ongoing meetings between key MCO executives and some of our member organizations, and have laid the groundwork for our individual members to negotiate contracts with the state's MCOs that will support this Demonstration Project.

As THT develops its Medicaid ACO, the Quality Institute will continue to provide these services and more to support its efforts. THT has committed to be an active member of the Affiliated ACOs during our next program year (2014-15). We strongly believe in THT's goals of improving the quality, capacity, and efficiency of the health

Leonard Lero
Chairman of the Board
NJ Health Care Quality Institute

NJ State Health Benefits Plan
(Retired)

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1st Congressional District
Of Counsel, Dilworth Paxson, LLP

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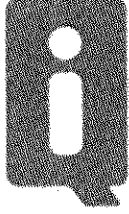
Michael A. Sedrish, MD
Medical Director
MedSys Management

David L. Knowlton
President & CEO
NJ Health Care Quality Institute

Phone 609-363-0373
Fax 609-363-0458

233 West Delaware Avenue
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care system in the six zip codes of Trenton, New Jersey and are proud to support the formation of its Medicaid ACO.

Sincerely,

Linda Schwimmer
Vice President
New Jersey Health Care Quality Institute



LALDEF

The Latin American
Legal Defense and Education Fund

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Maria R. Juega, Executive Director

June 26, 2014

Ms. Valerie J. Harr, Director
NJ Department of Human Services
Division of Medical Assistance and Health Services
PO Box 712
Trenton, NJ 08625-0712

RE: Letter of Support for the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO)

Dear Director Harr:

On behalf of the Latin American Legal Defense and Education Fund, Inc. (LALDEF), I am pleased to submit this letter of support for the formation of the Trenton Health Team Medicaid Accountable Care Organization (THT-ACO). LALDEF is a partner in THT's work and strongly supports the Demonstration Project objectives.

LALDEF is a grass roots nonprofit organization formed to defend the civil rights of Latin Americans, and facilitate their access to health care and education, as well as to advance cross-cultural understanding in the Mercer County regional area. LALDEF has built a solid reputation as a staunch advocate, an effective referral center and trusted provider of support, and civic education for Latino immigrants.

We believe our partnership with the THT-ACO will further our mission and help to ensure that our constituents benefit from high quality healthcare. With this letter, we affirm our commitment to participate for the duration of the Medicaid ACO Demonstration Project (three years). Through this partnership we will advocate for patients so that they can obtain access to care, obtain insurance, and receive high quality culturally competent care.

The Latin American Legal Defense and Education Fund, Inc. is proud to support the formation of the THT-ACO, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in Trenton, New Jersey.

Sincerely,


Maria Juega
Executive Director

*The Latin American Legal Defense and Education Fund
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As of June 2014*

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**By-Laws of the
Latin American Legal Defense and Educational Fund, Inc.
(LALDEF)**

Article I – Organization

Section 1: The name of the organization shall be the Latin American Legal Defense and Educational Fund, Inc. (LALDEF).

Section 2: The organization may, at its pleasure, by a vote of the Board, change its name.

Article II- Purposes

Section 1: LALDEF is organized exclusively for educational and charitable purposes, more specifically to secure, promote, and protect civil and human rights, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: LALDEF admits and serves people of any race, religion, color, national and ethnic origin, age, sex, disability or handicap, marital, or veteran status to all the rights, privileges, programs and activities generally accorded or made available to people at LALDEF. LALDEF does not discriminate on the basis of race, marital or veteran status in administration of its admissions policies, educational policies, and other administered programs.

Section 3: No part of the net earnings of LALDEF shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that LALDEF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. No substantial part of the activities of LALDEF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and LALDEF shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, LALDEF shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, except where such nonexempt activities are an insubstantial part of LALDEF activities.

Section 4: Upon the dissolution of LALDEF, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a

fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code; or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III – Board of Trustees, Officers, and Advisory Council

Section 1: The business of this organization shall be managed by a Board of Trustees consisting of no fewer than five (5) and no more than fifteen (15) members, each with one vote, and the Executive Director who will serve as an *ex-officio* member of the Board, without the right to a vote, and who will provide staff support to the Board and its committees. The elected Trustees receive no compensation other than reasonable expenses. No loans shall be made by the corporation to any Trustee.

Section 2A: Regular meetings of this Board shall be held at least 6 times per year at a place and time determined by the Board, including one Annual Meeting that will be held each May, starting in 2009. (It will be held in August for 2008.) The Fiscal Year of LALDEF shall be from July 1 to June 30.

Section 2B: The annual schedule of meetings shall be announced by the Secretary at the Annual Meeting. The Board of Trustees may make such rules and regulations covering its meetings as it may in its discretion determine necessary. If no special rules are voted, the meetings will be conducted according to the rules specified in Robert's Rules of Order. Any or all Trustees may participate in a meeting of the Board or a committee of the Board by means of a speaker-phone or any means of communication by which all persons participating in the meeting can hear each other.

Section 3A(i): The term of a member of the Board of Trustees shall be three (3) years. The term will officially begin on June 1 and end May 31 three years later. After a Board member's second term expires, that Board member must wait one (1) year before being eligible to be elected to another term.

Section 3A(ii): Those members of the Board of Trustees whose terms began before June 1, 2006, shall have their first term end on May 31, 2009, and shall be eligible for one additional 3 year term. Those members of the Board of Trustees whose terms began after May 31, 2006, but before July 9, 2008, shall have their first term end on May 31, 2010, and shall be eligible for one more term. The length of a term of any Trustee whose term began July 9, 2008, or thereafter, shall be as described in Section 3 A(i).

Section 3B: The Officers of the organization shall be the Chair of the Board of Trustees, who is the lead officer, the Vice-Chair, the Secretary and the Treasurer, all of whom are elected by the Board of Trustees. Elected officers shall serve two-year terms. After an officer's second term, that member must wait one year before being eligible to be elected to the same office for another term.

Section 4A: The Nominating Committee, see Article V, Section 1, can present a candidate for membership on the Board of Trustees to the Board for its approval at any time. If the candidate is approved, that candidate can start serving immediately, but her/his three year term shall be counted as officially starting at the previous June 1 or the subsequent June 1, which ever is closer to the date of approval.

Section 4B: The Officers of the Board shall be elected from among the members of the Board of Trustees by the Board at its Annual Meeting. Officers may be nominated by any member of the Board, including themselves. Nominations should be made and ratified by an official resolution by the Board at the board meeting prior to the Annual Meeting.

Section 5: Resignation from the Board or from a position as an officer must be in writing and received by the Secretary. A Trustee who fails to attend three meetings of the Board in one (1) year shall confer with the Chair of the Board, during which conference the Trustee may tender his or her resignation or may indicate his or her intention to continue on the Board. Failure to participate in such conference or failure to attend two (2) consecutive Board meetings after such conference shall be deemed the tender of such Trustee's resignation. Such resignation, which shall be considered at the next Board meeting, shall take effect upon its acceptance by the Board. The Board, however, by a majority vote may decline to accept the resignation if the Board judges the retention of the Trustee is appropriate. A Board member may be removed for other reasons, with or without cause, by at least a two-thirds vote of the remaining Trustees. (See Article VI, Section 2A.)

Section 6. There shall be an Advisory Council. Members of the Advisory Council agree to act as consultants to the members of the Board when called upon and are invited to make suggestions regarding the work of the Board at their discretion. Members of the Advisory Council are welcome to all meetings of the Board, but are not expected to be present on a regular basis. They do not have voting rights. The term of a member of the Advisory Council can begin at any time and is of indefinite duration.

Article IV – Duties of Officers

Section 1: The Chair shall by virtue of his/her office preside at all meetings of the Board of Trustees. S/he shall present at each annual meeting of the Board an annual report of the work of the organization. S/he shall see to it that all books, reports, and certificates required by law are properly kept or filed. S/he shall be one of the officers who is authorized to sign the checks or drafts of the organization. S/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 2: In the event of the absence or inability of the Chair to exercise his/her office, the Vice-Chair shall become acting chair of the organization with all the rights, privileges and powers as if s/he had been the duly elected chair. S/he shall also be authorized to sign checks.

Section 3: The Secretary shall keep the minutes and records of the organization in

appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. S/he shall give and serve all notices to members of this organization. S/he shall be the official custodian of the records of this organization. S/he shall submit to the Board of Trustees any communications that shall be addressed to him/her as Secretary of the organization. S/he shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. S/he shall also be authorized to sign checks.

Section 4A: The Treasurer shall have the care and custody of all moneys belonging to the organization. The Treasurer shall cause to be deposited in a regular business bank or trust company under the name of the corporation the funds of the organization, except that the Board of Trustees may cause such funds or portion thereof to be invested in such investments as shall be legal for a nonprofit corporation in this state.

Section 4B: The Treasurer must be one of the officers who shall sign checks or authorize disbursements of the organization's funds. The Treasurer shall render at stated periods, as the Board of Trustees shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Trustees of such meeting. S/he shall exercise all duties incident to the office of Treasurer. The Executive Director shall sign checks or authorize disbursements of the organization's funds. Any checks or disbursements in excess of \$1,500, with the exception of preauthorized expenses by the Board of Trustees, shall require the signature of the Treasurer or an Executive committee member in case of the Treasurer's absence.

Section 5: Officers shall, by virtue of their office, be members of the Board of Trustees. No officer shall, by reason of his/her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or trustee from receiving any compensation from the organization for duties other than as a trustee or officer. No loans shall be made by the corporation to any officer or trustee.

Article V – Conduct/Limitation of the Board of Trustees, Executive Director and Employees

Section 1: The Trustees of the Organization shall serve as such without any salary, compensation or other benefit for services on the Board of Trustees. The Board of Trustees may authorize reimbursement by the Organization for actual, reasonable expenses incurred by the Trustees in performance of their duties.

Section 2: The Trustees of the Organization shall not receive any benefit from any activity of the Organization, except as reimbursement for actual, reasonable expenses authorized by the Board of Trustees.

Section 3: No Trustee, Executive Director or employee of the Organization shall have an interest, directly or indirectly, in any contract or business arrangement relating to the business of the Organization, or any contract or business arrangement for furnishing services or supplies to it unless (a) such contract or business arrangement shall be authorized by the vote of two-thirds of the votes cast by the Trustees present and voting.

excluding from such vote the vote of any Trustee interested in such contract or business arrangement; (b) the fact and nature of such interest shall have been fully disclosed to the members of the Board of Trustees present at the meeting at which such contract or business arrangement is authorized; (c) it is determined that the contract or business arrangement cannot be successfully fulfilled at an equal or lower price by another competent provider based on a minimum of three independently provided estimates; and (d) it shall not constitute a conflict of interest or the appearance of a conflict of interest as judged by generally accepted reasonable standards used in business and government.

Section 4: The Trustees and Executive Director shall act in a manner consistent with their obligations to the Organization and applicable law and that does not constitute a conflict of interest or the appearance of a conflict of interest.

Article VI – Committees and Their Duties

Section 1: Two committees are mandated by these By-Laws: a Nominating Committee, see Article III, Section 4A, and an Executive Committee that consists of the Officers of the Board, see Article III, Section 3B. The Board may, at its discretion, establish any other committees it deems useful and appropriate, and terminate them when they are no longer deemed useful or appropriate. The establishment and termination of a committee shall be by majority vote.

Section 2: The membership of all committees of this organization, except the Executive Committee, shall be appointed by the Board of Trustees. The members of each committee shall elect the chair of the committee.

Section 3: The purpose of the Nominating Committee, see also Article III, Section 4A, is to recommend candidates to the Board of Trustees to become members of the Board of Trustees. The Nominating Committee shall consist of no fewer than three (3) and no more than five (5) members of the Board of Trustees. The members of the Nominating Committee, themselves, shall be chosen by the Board of Trustees at the Annual Meeting. The Nominating Committee shall present to the Board its candidate(s) with its recommendation(s). Any member of the Board can recommend a possible candidate to the Nominating Committee for its consideration. Potential candidates can be invited to attend any Board meeting except the one at which their nomination will be voted on. Upon approval by the Board members (see Article VI, Section 2A), the Chair shall extend an invitation to the approved candidate to join the Board as a new Trustee.

Section 4A: The power and authority of the Executive Committee shall be that of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject to the direction and control of the Board of Trustees, except for the power to amend the Articles of Incorporation and By-Laws, and to set or amend the budget.

Section 4B: The Executive Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and the annual budget with other Board members and staff, if any. However, the Board must approve the budget and any changes to it, and all expenditures must be within the budget. Annual reports are required to be submitted to

the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board and the public on request.

Article VII – Voting

Section 1A. (Quorum) The presence, in person or by proxy, of no fewer than one third (1/3) of the Board members shall constitute a quorum for the transaction of business of this Board.

Section 1B. (Voting at Meeting of Members) Each Trustee shall be entitled to one vote on each matter submitted to a vote of members. Voting by proxy shall be limited to a maximum of two votes. The absent member wishing to vote by proxy shall provide written notice via e-mail to the Chair of the Board prior to the scheduled meeting, stating his or her intention to delegate his or her vote to a particular member of the Board. The first two absent members to provide written notification to the Chair of the Board shall be entitled to cast their votes by proxy.

Section 2A. For election and removal of Board Members and Officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. Approval (whether for election or removal) must be by at least a 2/3 majority.

Section 2B. For all other matters, votes shall be by voice and a simple majority prevails.

Section 3: At any regular or special Board meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Officers and Trustees.

Article VIII – Order of Business at Board Meetings

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

Article IX – Salaries

The Board of Trustees shall hire and fix the compensation of any and all employees that they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article X - Amendments

Section 1: These By-laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Trustees.

Section 2: Proposed amendments or additions must be submitted in writing to the Secretary, to be sent out with the notice of the next meeting.

Article XI – Whistleblower Policy

The board shall adopt a Whistleblower policy. The policy shall be retained with the Organization’s records and shall be made available upon request.

These amended By-Laws were approved at a meeting of the Board of Trustees of the Latin American Legal Defense and Educational Fund, Inc. on the 3rd day of November of the year 2009.

These By-Laws were amended again at a meeting of the Board of Trustees on the 6th day of July, 2010.

These By-Laws are as amended at a regular meeting of the Board of Trustees on the 12th day of April, 2011.

These By-Laws are as amended (and including all previous amendments) at a regular meeting of the Board of Trustees on the 19th day of March, 2013.

Secretary

Date

EXHIBIT 6: Quality Plan

Quality Management and Oversight

The Trenton Health Team ACO is committed to setting quality standards, monitoring the care delivered by its ACO members, receiving patient feedback, and addressing deficiencies. As stated in the narrative, the THT-ACO will use the THT model of a Value Committee, with the dual responsibility to manage quality and cost. Subcommittees will be formed for both Quality and Finance. The Value Committee role and responsibilities include:

1. Oversight of THT-ACO monitoring and reporting of grant initiatives, including both financial and outcome performance
2. Oversight of operating budget performance through the lens of strategic priorities
3. Data analysis and regulatory reporting pertaining to community/public health outcomes
4. Oversight of the THT-ACO's audit, audit processes and corporate compliance
5. Coordinating work of Finance and Quality Sub-committees

Quality Metrics

The THT-ACO will comply with the State's selection of quality metrics and has selected the following six voluntary measures: 1) Breast Cancer Screening; 2) Hgb A1C Screening; 3) Hgb A1C <8; 4) Complete Lipid Panel and LDL Control; 5) LDL Control <100; 6) 30-day readmission for HF.

Given that we are participating in a statewide Demonstration Project, THT supports a standardization of quality metrics among ACO agencies. We look forward to partnering with sister coalitions, the State, and managed care organizations to standardize quality measures

Trenton Health Team ACO Quality Plan

across our respective organizations, beginning with a review of the HEDIS quality measures that MCO’s report to Medicaid as a possible method to unify metrics across the state. THT would look to the Affiliated Accountable Care Organization to lead this coordinating work.

Quality Monitoring and Evaluation

The THT-ACO will monitor the quality of care delivered by its members through periodic informal and annual formal practice evaluations. In addition to this objective monitoring, the THT-ACO will solicit patient feedback through the use of CAHPS surveys. The THT-ACO will work with its Value Committee and Community Engagement Committee to devise, develop, and implement feedback mechanisms such as an anonymous reporting hotline and patient surveys. THT will use the Trenton HIE for tracking and monitoring the mandatory and voluntary clinical quality metrics as identified in the Quality plan.

Quality Plan Timeline

TIMELINE	GOAL/OBJECTIVE	BENCHMARK
Q1	Form the Finance and Quality Sub-Committees of the THT Value Committee	Finance and Quality sub-committees will begin meeting monthly, as evidenced by meeting minutes
Q1	Renew the Value Committee Charter and create the charters for the Finance and Quality sub-teams	Value Committee will present the sub-committee’s vision statement, charter and goals to the full Board, as evidence by meeting minutes.
Q1	Establish a common set of quality standards for ACO members	Quality Committee will present quality measure recommendations to the Board
Q1	Establish that the appropriate data are flowing through the HIE to support the work of the Value Committee and the ACO	
Q2	Establish policies to address failures to meet required measures	Quality Committee will complete its proposed remediation policies

Trenton Health Team ACO Quality Plan

TIMELINE	GOAL/OBJECTIVE	BENCHMARK
Q2	Establish mechanisms for soliciting and responding to patient feedback	Quality Committee will prepare patient feedback proposal, with input from Community Engagement Committee
Q2	Seek Board approval for Quality Committee's proposals	Board approval of quality measures, remediation policies, and patient feedback proposal
Q3	Begin reporting Quality metric failures at the Value and C4T committee meetings	Evidence by meeting minutes and action items.
Q3/Q4	Educate members of the ACO on quality measures and policies	Quality Committee will conduct in-person training with ACO members; ACO members will sign Participation and Disbursement Agreements
End of Year 1	Measure the quality baseline for ACO providers	Conduct initial quality evaluation

EXHIBIT 7: Gainsharing Plan – not included at this time.

Will be submitted within one year, as required.