



# Midwest Kidney Network

## BYLAWS Midwest Kidney Network

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## **ARTICLE I: NAME**

The name of this organization shall be the Midwest Kidney Network.

## **ARTICLE II: PURPOSES**

The purposes of the organization are as listed in the Articles of Incorporation.

## **ARTICLE III: NETWORK COUNCIL**

To the extent that Midwest Kidney Network has an End Stage Renal Disease (ESRD) Network contract with the Centers for Medicare & Medicaid Services (CMS) to provide quality improvement services, the Midwest Kidney Network will establish and maintain a Network Council that meets the applicable statutory, regulatory and contractual requirements of the ESRD Program, for the purposes and in the manner set forth in this Article III of these Bylaws. In the event that Midwest Kidney Network does not have such a contract with CMS, the Network Council will be automatically disbanded and the Network Council's functions will be undertaken, to the extent necessary, by the Board of Directors of Midwest Kidney Network.

### **A. Membership in the Network Council**

1. **ESRD Provider Members:** Membership in the Network Council shall be extended to two representatives selected by each ESRD provider that is located in the Midwest Kidney Network service area. Providers offering both dialysis and kidney transplantation services will have two members for each service. Members shall serve until the ESRD provider that designated the member notifies the Midwest Kidney Network that a person is no longer its chosen representative. One of the two (or two of the four, if applicable) representatives of each ESRD provider shall be the Medical Director of the ESRD provider, or the applicable service. An ESRD provider is defined as a health care facility providing chronic dialysis or kidney transplantation services that has a separate ESRD Medicare provider number. More than two representatives from each provider or service may participate in Network Council meetings in a nonvoting capacity. If a provider no longer fulfills the criteria for eligibility as an ESRD provider, as determined by the Department of Health and Human Services, its representatives may no longer participate as members of the Network Council.
2. **Consumer Members:** A consumer is one who qualifies for ESRD coverage as defined by Medicare P.L. 92-603. There shall be fifteen (15) consumer voting members of the Network Council who shall also serve as the Consumer Committee. Consumer members shall serve for an indefinite term. Consumer member vacancies shall be filled by a majority vote of the remaining consumer members.
3. **Other Organizational Members:** At the discretion of the Midwest Kidney Board of Directors, nonvoting members who are representatives of non-ESRD provider organizations interested in the ESRD Program, e.g., organ procurement agencies, histocompatibility laboratories, and others, as determined by the Board of Directors, may participate in the Network Council.

B. Purpose

The Network Council votes on candidates for the Midwest Kidney Network Board of directors and Medical Review Committee, as and to the extent provided by these Bylaws. It may also provide input into the activities of the Midwest Kidney Network and serve as a liaison between the Midwest Kidney Network and ESRD providers.

C. Meetings

The Council will meet in person annually at an appropriate site determined by Midwest Kidney Network's Board of Directors or may meet by teleconference or other electronic communication, such as a webinar. All Council meetings must be announced to all voting members at least thirty (30) days in advance.

D. Quorum

To elect candidates to the Board of Directors and members of the Medical Review Committee, or make any recommendations to the Midwest Kidney Network Board of Directors, a minimum of 20% of the total voting membership of the Network Council entitled to vote constitutes a quorum.

E. Elections

1. As outlined in Article VI, Section B, the Nominating and Governance Committee will propose candidates for election as directors of Midwest Kidney Network and for certain Committee members.
2. Elections will be conducted by mail or electronic voting.
3. When there is no majority, a run-off election between the two (2) leading candidates will be held.

F. Voting

1. Each voting member shall be entitled to only one vote.
2. Each member may appoint an alternate with voting rights in their absence from a meeting.
3. All votes shall be decided by a simple majority of the members voting.

Voting by mail or electronic voting shall not be closed until ten (10) calendar days after the ballot has been sent.

## **ARTICLE IV: BOARD OF DIRECTORS**

A. Authority

The business and affairs of the Midwest Kidney Network shall be managed by, or under the direction of, the Board of Directors, which shall have all powers and responsibilities

conferred upon a Board of Directors of a nonprofit corporation, including responsibility for overall policy and direction of the corporation.

B. Composition

1. Directors, other than the Executive Director, shall be voting members of the Network Council.
2. The Board of Directors shall include the officers of the Midwest Kidney Network (President, Vice-President, and Secretary-Treasurer), Chair of the Medical Review Committee, Chair of the Consumer Committee plus one additional Consumer Committee member, immediate past president, and six (6) members-at-large. All directors shall serve for a term of two (2) years.
3. Members of the Board of Directors will include at least one representative from each state. The remainder shall be proportionate representation based upon dialysis and transplant patient populations per state.

C. Meetings

1. The Board of Directors will meet at least three (3) times each year.
2. Written notice of each meeting of the Board of Directors, stating the time, place and agenda thereof shall be emailed not less than three (3) days prior to the meeting. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.
3. A quorum shall be two-thirds (2/3rds) of the directors then in office. In the event a quorum is not met, the directors may adjourn the meeting to a later date or take action by written action as provided in the Articles of Incorporation. When a meeting of the Board of Directors is adjourned to a later date, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
4. Any or all directors may participate in a meeting of the Board of Directors by means of conference telephone, or by such other means of remote communication approved by the Secretary-Treasurer in his or her sole discretion, including electronic communication, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis, through which that director or other directors so participating and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting in this manner constitutes presence at the meeting.

D. Voting

1. All issues before the Board of Directors shall be decided by a simple majority of the members present, unless a greater number of votes is required by law
2. In the case of voting by mail or electronic voting, a simple majority (51%) of the full Board of Directors is required.

E. Vacancies

1. Any director may resign at any time by giving written notice to the President, Secretary-Treasurer, or Executive Director. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.
2. The Board of Directors shall fill vacancies for the remainder of the term by a majority vote of the remaining directors in consultation with the Nominating and Governance Committee.

**ARTICLE V: OFFICERS**

A. General

1. The officers shall be a President, Vice President, and Secretary-Treasurer. These officers and the Medical Review Committee Chair are elected by the Board of Directors, in consultation with the Nominating and Governance Committee. The term of office shall be two years. There shall also be an Executive Director who is an employee of the corporation and whose term is coterminous with such person's employment by the corporation as Executive Director.
2. Any officer may resign at any time by giving written notice to the President, Secretary-Treasurer, or Executive Director. Such resignation shall be effective upon delivery, unless a later date is specified in the notice. Any officer may be removed from the office, either with or without cause, by the affirmative vote of a majority of the directors then in office, not including the officer proposed for removal. A vacancy in any office arising from any cause may be filled for the remainder of the term by the Board of Directors.

B. Duties of the President

1. The President shall be the Chief Executive Officer and a voting member of the Board of Directors. The President shall also be an ex officio member without vote on all Midwest Kidney Network Committees.
2. The President is responsible for assuring that the overall activities, functions, purposes, and responsibilities of the Midwest Kidney Network are carried out in a timely fashion as prescribed by CMS and as otherwise required by applicable law or by the Board of Directors. Day-to-day functions may be delegated to appropriate Midwest Kidney Network employees.

3. The President shall preside at all meetings of the Network Council and of the Board of Directors and shall perform any other duties customarily performed by a chief executive officer or as otherwise determined by the Board of Directors.
4. The President may be the Midwest Kidney Network's representative to the Forum of ESRD Networks or may delegate this responsibility.

C. Duties of the Vice President

In the absence of the President, the Vice President shall perform the functions of that office.

D. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall be the Chair of the Finance Committee and shall supervise the recording and dissemination of minutes and financial records.

E. Duties of the Executive Director

The Executive Director shall carry out the duties and responsibilities as determined by the Board of Directors, including representation to the Forum of ESRD Networks, as needed. The Executive Director shall be an ex officio, nonvoting member of the Board of Directors and of all Committees of the Midwest Kidney Network. The Board of Directors shall be responsible for the search and selection process and for performing or overseeing the annual evaluation of the Executive Director. The Executive Director, in consultation with the Board of Directors, may acquire such other personnel and services as needed for efficient management of the office.

## **ARTICLE VI: COMMITTEES**

A. General

1. All Committees will be subject to the control and direction of the Board of Directors and shall report to the Board of Directors.
2. Except as otherwise specifically provided in these Bylaws, the term of office for Committee members is two (2) years.
3. Committees shall have authority to establish and appoint subcommittees as needed. Duties and responsibilities may be assigned to such subcommittees but subcommittee projects, actions, and recommendations are subject to approval by the respective full Committee.
4. Committees and subcommittees may meet in person or by conference call.
5. The quorum for all meetings of Committees or subcommittees is a simple majority of all of the Committee or Subcommittee's members.
6. All issues before a Committee or subcommittee shall be decided by a simple majority of the members present or if voting is by mail or electronic voting, by a

majority of all of the members. Voting by mail or electronic voting may be permitted on all issues. Voting by mail or electronic voting shall not be closed until ten (10) calendar days after the ballot has been sent.

7. Minutes of all Committee and subcommittee meetings and conference calls shall be recorded and distributed as appropriate.
8. The Board may establish such other committees not listed in these Bylaws as it determines are needed and may appoint such persons as it deems appropriate to serve on such committees.

B. Nominating and Governance Committee

1. The immediate past President shall serve as chair of the Nominating and Governance Committee and shall select two (2) other members of the Board of Directors to assist in preparing the proposed slate of candidates for election.
2. The Nominating and Governance Committee shall prepare and submit to the members of the Network Council a slate of proposed candidates for the election to the Board of Directors and Medical Review Committee. All nominees for election to the Board of Directors must be members of the Network Council to be included on a slate of candidates.
3. The Nominating and Governance Committee shall propose candidates for the Board of Directors in accordance with Article IV, Section B. of these Bylaws.
4. The Nominating and Governance Committee shall propose candidates for the Medical Review Committee positions in accordance with Article VI, Section C.2 and give due consideration to the multidisciplinary constituency of the Midwest Kidney Network.
5. The Nominating and Governance Committee shall consider and make recommendations to the Board of Directors concerning governance issues that arise.

C. Medical Review Committee

1. The Medical Review Committee shall be responsible for reviewing the care of ESRD patients and overseeing all quality improvement, data management, and patient services activities. The Medical Review Committee shall also be responsible for performing functions as required by applicable law and direction from CMS.
2. The Medical Review Committee shall include the following members:
  - a. Two consumer representatives appointed by the Consumer Committee;

- b. Four nephrologists engaged in treatment relating to ESRD and qualified to evaluate the quality and appropriateness of care delivered to ESRD patients (1 each from MI, MN, WI, and North or South Dakota);
  - c. Four nurses engaged in treatment relating to ESRD and qualified to evaluate the quality and appropriateness of care delivered to ESRD patients (1 each from MI, MN, WI, and North or South Dakota);
  - d. One social worker engaged in treatment relating to ESRD and qualified to evaluate the quality and appropriateness of care delivered to ESRD patients;
  - e. One renal dietitian;
  - f. One surgeon engaged in treatment relating to ESRD and qualified to evaluate the quality and appropriateness of care delivered to ESRD patients;
  - g. One transplant physician or transplant coordinator engaged in treatment relating to ESRD and qualified to evaluate the quality and appropriateness of care delivered to ESRD patients;
  - h. One pediatric surgeon or nephrologist; and
  - i. A Past Medical Review Committee Chair.
3. The Medical Review Committee chair shall serve as a member of the Midwest Kidney Network Board of Directors.
  4. The Medical Review Committee will meet at least three (3) times each year.
  5. Vacancies on the Medical Review Committee shall be filled for the remainder of the term by a majority vote of the remaining Medical Review Committee members, in consultation with the Nominating and Governance Committee.

D. Consumer Committee

1. The Consumer Committee shall be responsible for identifying, discussing, and making recommendations on issues of concern to consumers in the Midwest Kidney Network service area.
2. The Consumer Committee includes fifteen (15) members, as further described in Article III, Section A.2. of these Bylaws.
3. Policies and procedures for soliciting and selecting Consumer Committee members will be maintained by the Consumer Committee and approved by the Board of Directors. Due consideration will be given to the geographic and modality constituency of the Midwest Kidney Network.

4. The Consumer Committee shall select its own chair. The chair shall serve as a member of the Midwest Kidney Network Board of Directors.
5. The Consumer Committee will meet at least two (2) times each year by telephone conference or electronic communication.

E. Finance Committee

1. The Finance Committee shall be responsible for making recommendations to the Board of Directors on budgeting, financial statements, and all financial management issues, including overseeing all material aspects of financial reporting, control and audit functions, and investments. The Finance Committee shall also review and approve expenditure reports in accordance with Midwest Kidney Network policies in effect from time to time.
2. The Finance Committee shall be composed of the Secretary-Treasurer, who shall act as Chair, and at least two other members of the Board of Directors, one of whom shall be appointed by the Consumer Committee Chair. Vacancies will be filled for the remainder of the term by a majority vote of the remaining Finance Committee members in consultation with the Nominating and Governance Committee.
3. The Secretary-Treasurer shall convene the Finance Committee as often as necessary to carry out its responsibilities.

**ARTICLE VII: FINANCES, PROPERTY, AND ADMINISTRATION**

- A. The President and Executive Director shall each have authority to sign, execute, and acknowledge all contracts, leases, reports and other documents necessary for regular business of the organization, unless such authority is otherwise delegated by the Board of Directors.
- B. No loans shall be made by Midwest Kidney Network to its officers, directors, or employees.
- C. No director, officer, agent or employee of Midwest Kidney Network shall have power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.
- D. All funds of Midwest Kidney Network shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate. All such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.
- E. Members of the Board of Directors and Committees shall not receive a salary or compensation for services as directors or Committee members of the Midwest Kidney Network. The Board of Directors may authorize reimbursement for reasonable and

necessary expenses, including travel for Midwest Kidney Network business to Network Council, Board, Committee, and/or subcommittee members. The Board of Directors may also authorize compensation paid to members for serving Midwest Kidney Network in a capacity other than director or Committee member.

- F. Midwest Kidney Network shall, in the exercise of the powers granted to Minnesota nonprofit corporations generally, indemnify its present and former officers, directors, and employees against certain expenses and liabilities, in the manner and to the full extent provided by applicable law. The Board of Directors may exercise the full extent of the powers which Midwest Kidney Network has under Minnesota law, as such law exists from time-to-time, to purchase and maintain insurance coverage for all or part of such obligations to indemnify and to implement policies and procedures related to such indemnification.
- G. The fiscal year of the Midwest Kidney Network shall begin on July 1 and end on the succeeding June 30, unless otherwise determined by the Board of Directors in consultation with the Finance Committee.
- H. An independent financial audit shall be conducted at least biannually.

#### **ARTICLE VIII: CONFLICTS OF INTEREST**

In all Midwest Kidney Network business, no director, officer or Committee member shall vote on any matter that would involve a conflict between the interest of the Midwest Kidney Network and such person's personal, financial, or professional interests.

Whenever a director, officer or Committee member has cause to believe that a matter to be voted upon might involve him/her in a conflict or potential conflict of interest, such person shall have a duty to disclose the potential or actual conflict of interest and abstain from voting on the matter. Where there is a question of whether an actual conflict exists, the question shall be decided by a majority vote of the Board of Directors or Committee members present, excluding the member involved in the conflict or potential conflict of interest and excluding any other members present who have already been disqualified from voting on the issue because of their own similar conflict or potential conflicts of interest.

Any director, officer or Committee member having knowledge of any matter that could raise a question of conflict on the part of any other director, officer or Committee member shall have a duty to disclose such knowledge to the Midwest Kidney Network Board of Directors or Committee even though it is not raised by the person involved.

#### **ARTICLE IX: AMENDMENTS TO BYLAWS**

These Bylaws may be amended from time to time by the Board of Directors in its discretion by adopting a resolution setting forth the amendments.

Approved by the Board of Directors of the Midwest Kidney Network August 26, 2016