



California Purchasers Health Care Coalition

Please mark the appropriate boxes as they apply to your organization and answer all questions.

1. Name of Organization: _____
Address: _____

Primary Contact & Title: _____
Phone: _____ Fax: _____
Email: _____
Secondary Contact & Title: _____
Phone: _____ Fax: _____
Email: _____

2. You are eligible to apply for membership if your organization meets at least one of the following criteria:
- California Public Sector or Private Sector Employer
 - Associations or Unions representing members employed by a Public or Private Sector Employer
 - Trust Fund formed by such Associations or Unions to provide benefits to their Employees
 - Jointly-Managed Employer-Employee Trust Fund
 - Joint Powers Authority
 - Other California Public Sector or Private Sector Benefit Plans

3. How many subscribers does your organization currently represent on medical plans:
- 1 to 10,000
 - 10,001 to 30,000
 - Over 30,000

4. What medical carriers and ancillary services does your existing membership currently use?



5. Would you agree to pool your existing membership with the CPHCC membership on any of the following services?

**NOTE: Pooling, in this context, means combining membership for purchasing benefits; it does not represent pooling of claims.*

- Transcarent (Formerly BridgeHealth)
- › Delta Dental
- EPIC Hearing
- HealthSmart RX
- › MORE Health
- Optum Credit Balance Resolution
- Optum Perks Pharmacy Discount Card
- Teladoc / Best Doctors
- VSP Vision
- Other: _____

6. What reason(s) are you requesting to join the CPHCC and how do you feel your organization could contribute? (You can attach another sheet if you need more room.)

7. Attached is a copy of the by-laws of the CPHCC. By signing below you agree that you have read and understand the terms of membership should your application be approved.

Name and Title: _____ Date: _____

Membership is subject to approval by the CPHCC Board of Directors. Upon completion, your Application for Membership will be submitted to the Board and you will be notified of their decision.

Thank you for your interest in **CPHCC**.

Please mail or fax this application to:
 Keenan & Associates
 Attn: Yanique Alce
 4204 Riverwalk Parkway, Suite 400
 Riverside, CA 92505
 Phone: 951-788-0330 | Fax: 951-715-0166
 info@cphcc.org



CPHCC BY-LAWS

Article I – Name

The name of this organization is the CALIFORNIA PURCHASERS HEALTH CARE COALITION (herein “Coalition” or “CPHCC”), a non-profit Coalition, with situs in the State of California.

Article II – Purpose of The Coalition

The specific and primary purpose of the Coalition is to operate a Business League within the meaning of Section 23701e of the California Revenue and Taxation Code. This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

- A. To provide a forum for discussion, study, development, and implementation of recommendations of mutual interest.
- B. To advance the following goals and objectives:
 - 1. To train members and their employee/participants
 - 2. To jointly negotiate with providers, carriers, insurance companies, etc.
 - 3. To jointly pool efforts in administration
 - 4. To enhance the marketing concept of the Coalition.
 - 5. To network and share information.
 - 6. To increase cooperation among labor and management.
 - 7. To lower costs and improve benefits.
 - 8. To actively promote quality improvement steps in the State of California.

Limitation of Powers

Notwithstanding any of the above statements of purposes and powers, this Coalition shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Coalition.

Article III – Membership

- A. Membership shall be open to California public sector employers and private sector employers; associations or unions representing members employed by public sector employers or private sector employers; and trust funds and pools formed by such associations or unions to provide benefits to their employees; jointly-managed employer/employee Trust Funds and pools; and other public sector or private sector benefit plans duly organized under the laws of California, hereafter collectively referred to as “Members”. All Members shall be administered by a healthcare decision making body consisting of labor and management representatives. Organizations applying for membership shall be accepted or rejected by majority of the Board of Directors of CPHCC.
(9-16-2019)



B. Dues/Assessments, or Individuals:

1. Membership dues shall be assessed according to the Member’s constituency in accordance with the following scale based upon the number of employees of the public employer or private sector employer; members represented by the association or union representing public sector employees or private sector employees; number of subscribers in the trust fund formed by such association or union providing benefits to their employees; number of subscribers of jointly- managed trust funds; or, number of subscribers of other public sector or private sector benefit plans duly organized under the laws of California:

Amended 3-13-2023

Member Constituency	Annual Dues
0 to 10,000	\$2,400
10,001 to 30,000	\$6,000
Over 30,000	\$9,000

2. The Coalition’s fiscal year is January 1 through December 31 of each year. New Members applying for membership in the Coalition shall pay prorated dues during the current fiscal year and then be assessed at the dues structure as referenced above.
3. Changes in membership dues or the implementation of any assessment shall require approval of two-thirds (2/3) of the Members based on the authorized votes of each Member.
4. Membership Dues Late Fee Policy – Effective January 1, 2021, Member annual dues will be considered late if not received or postmarked by April 15th. If dues are received after this date, a 5% penalty will be assessed to the member.
(3-16-2020)

C. Board of Directors – Authorized Votes

5. Each Member shall be entitled to appoint two Directors to the Coalition Board to represent the interests of the Member. The Directors representing the Member are entitled to cast the number of authorized votes as determined by the Member’s Constituency and the Member’s paid dues, in accordance with the following scale:

Member Constituency	Authorized Votes
0 to 10,000	2
10,001 to 30,000	4
Over 30,000	6



6. Directors representing their Member organization shall be entitled to cast their authorized votes in accordance with the certified Voting Proxy Letter (Exhibit A) presented to the Coalition Chair or Administrator prior to the Coalition meeting. Nothing shall prohibit a Member from authorizing alternative representatives to act as Directors in accordance with a certified Voting Proxy Letter.
(3-15-2021)

Article IV – Authority

- A. The Coalition’s membership shall have the authority at Coalition meetings to elect officers, establish committees and collect dues, fees, and assessments. There shall be a minimum of four (4) Coalition meetings per year.
 - B. The Coalition shall have no authority to make decisions affecting individual Members.
 - C. Voting shall occur, if a quorum exists, by a majority of Directors casting a single vote of the number of votes authorized by a certified Voting Proxy Letter (Exhibit A) of the Member.
(3-15-2021)
 - D. A quorum shall be defined as Directors present representing at least fifty percent (50%) of the authorized votes on the Coalition. A Director representing a Member and holding a certified Voting Proxy Letter (Exhibit A) on behalf of another Member will be allowed to cast authorized votes and have authorized votes included in the quorum count. Dispute resolution among the Directors of the Coalition shall be governed by “Robert’s Rules of Order.”
(3-15-2021)
 - E. Election of officers, appointment of committees and other Coalition functions shall be decided by a simple majority vote of Coalition Directors, provided a quorum exists as defined in Article IV, Section D, and shall not require ratification by each individual Member.
 - F. The officers shall be Chairperson, Vice-Chairperson, Secretary and Treasurer, and these officers shall serve as CPHCC Executive Board members.
7. The term of office shall be for two years. The Chairperson and Vice-Chairperson shall be elected at the Coalition meeting immediately prior to October 1 of each odd-numbered years. The Secretary and Treasurer shall be elected at the Coalition meeting prior to October 1 of each even-numbered years.
 8. Officers must be Directors of Members as defined in Article III, Section A.
- G. Officer Vacancies:
 9. A vacancy in office shall be deemed to exist in case of the resignation, inability to serve, recall of the officer, or if the officer becomes ineligible for membership. A recall of an officer may be initiated by a vote of two-thirds (2/3) of the member Directors present at a Coalition meeting, provided a quorum exists as defined in Article IV, Section D.
(5-14-2018)



10. If the vacancy occurs in the office of Chairperson, the Vice-Chairperson shall assume the duties of Chairperson for the remainder of the term and the Coalition shall refer to Article IV, Section G.2 to fill the office of Vice-Chairperson.
(5-14-2018)
 11. When a vacancy occurs during the two (2) year term, of the Vice-Chairperson, Secretary, or Treasurer, the vacancy shall be filled by special election for the remainder of the term.
(3-15-2021)
- H. Duties of the Chairperson:**
12. Preside at all meetings of the Board
 13. Appoint all committee chairpersons and participants of committees with the approval of the Board.
 14. Perform such other duties as are customarily associated with the office
(3-15-2021)
- I. Duties of Vice-Chairperson:**
15. Act in the absence of the Chairperson
 16. Perform such other duties as may be assigned by the Chairperson.
- J. Duties of Treasurer:**
17. Oversee the collection, disbursement and management of Coalition funds to ensure the proper disbursement of funds according to guidelines approved by the Board.
 18. Report the Coalition's financial status at each Coalition meeting.
 19. Oversee the preparation of a Coalition financial statement.
 20. Oversee the preparation of the annual budget.
- K. Duties of the Secretary:**
21. Maintain current copy of the Coalition's Bylaws as amended or otherwise altered.
 22. Keep an accurate roster of the membership of the Coalition and of all committees.
 23. Maintain a book of minutes of all meetings with Directors, including the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present, the proceedings thereof.
- In addition, the Secretary shall see that all notices are duly given in accordance with provisions of law or these By-Laws, exhibit at all reasonable times to any Director of the Coalition (on request thereof) the By-Laws, minutes of proceedings of the Directors, and in general perform all duties incident to the office of Secretary as may be required by law, these By-Laws, or action of the Board of Directors.
(3-15-2021)
- L. Committees:**
24. The Chairperson shall appoint such special committees and committee chairpersons as deemed necessary.
 25. Committees shall meet at the call of the committee chairperson or when requested by a majority of the committee participants at times and places set by the committee.
 26. Committee participants and chairpersons shall be selected from the Directors as set forth in Article III, Section C.



M. Agreements with Insurers and Other Service Vendors:

The Coalition shall have the authority to negotiate enabling agreements with insurance carriers and other service vendors for the provision of services at reduced fees and under special terms and conditions to Members. Consideration may be given to the size, experience and other characteristics of the Members that elect to participate under such an arrangement. Each Member can appoint a representative to be involved in the negotiation process. Once negotiations conclude in an enabling agreement, each Member shall have the option to either accept or reject the benefits of the enabling agreement. If accepted, the Member is bound by the terms and conditions of the agreement.

N. Coalition Fund Reserve:

The Coalition shall establish and maintain a Reserve to ensure funding for two years of CPHCC operating budget. The initial reserve amount is established at \$168,000 based on operating budget as of January 2016. This Reserve funds are to be set aside and not utilized in the ongoing operating costs, current programs or in the development of new programs. Annually the Reserve amount shall be reviewed and approved based on the prior year's operating budget and ongoing financial commitments.

(3-16-2016)

Article V – Termination of Membership

A. Voluntary Termination:

A Member may resign its membership after thirty (30) day written notice to the Coalition Chairperson or Administrator.

B. Involuntary Termination:

27. A Member shall automatically cease to be a Member immediately upon failing to satisfy any of the conditions in Article III, Section A set forth in these By-Laws.

28. A Member shall cease to be a Member if it fails to pay its dues or assessments within one hundred twenty (120) days after the due date, provided the Member is given written notice of delinquency and the final date for payment is at least sixty (60) days before the effective date of termination.

29. A Member shall cease to be a member if at least seventy-five percent (75%) of all Coalition Directors, excluding the Directors of the affected Member, vote to terminate a Member's membership.

C. Rights upon Termination:

30. All rights, interests, and financial benefits of a Member in the Coalition shall cease upon termination of membership.

31. A terminated Member is not relieved of obligations owed to the Coalition.



Article VI – Amendments to By-Laws

- A.** Any Director, as defined in Article III, Section C, may propose to amend these By-Laws at any regular or special Coalition meeting, provided a quorum exists as defined in Article IV, Section D, which shall constitute a first reading. Upon a majority vote, the Chairperson shall cause the proposed amendment(s) to be placed on the agenda at the next scheduled meeting of the Coalition. The meeting agenda will be distributed in advance with a copy of said changes.
- B.** An amendment to the By-Laws shall require approval by two-thirds (2/3) of the authorized votes of the Directors present at the next meeting following approval of the Board of Directors.
(3-15-2021)

Amended 5-14-2018
Amended 9-16-2019
Amended 3-16-2020
Amended 3-15-2021
Amended 3-13-2023