

**TEXAS RURAL HEALTH ASSOCIATION
BYLAWS**

ARTICLE I.

The name of the corporation shall be the Texas Rural Health Association. The corporation is organized exclusively for charitable, educational purposes under the Texas Non-Profit Corporation Act. It is tax exempt under 501(c)(3) of the Internal Revenue Code.

The activities of this corporation may include, but are not limited to, the following:

- Receive and administer funds for charitable, educational, and scientific purposes, and to that end, to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein without limitation as to amount of value;
- Sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principle or the income thereof in such a manner as, in the judgment of the directors of the corporation will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the bylaws of the corporation, Section 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended, or any other laws applicable hereto.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and entitled to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 publishing or distribution of statements) in political campaigns on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on:

- a) by a corporation exempt from federal income under 501(c)(3) of the Internal Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or,
- b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and its regulations as they not exist or as they hereafter be amended.

ARTICLE II. Goals

- Serve as a strong and unifying voice for rural health.
- Build a network of organizations, healthcare providers, policy makers, community leaders, and concerned citizens.
- Focus attention on access to equitable, quality rural healthcare.
- Provide a forum for exchange and distribution of information.
- Develop educational materials and create opportunities to impact rural health.
- Enable members to advocate on rural health issues.

ARTICLE III. Membership

Section 1. Membership Categories

- A. Individual. An Individual Member is any individual who has an interest in rural health in Texas. Individual members shall be voting members of the corporation.
- B. Student. A Student Member is any individual who is enrolled in a health professions or related education program.
- C. ~~Corporate/Organizational Group~~. A ~~Corporate/Organizational Group~~ Member is any corporation, agency, professional society, institution, or other organization that supports hospitals, rural and community health centers, health systems and organizations in staying current with rural health matters. The number of individual persons allowed a membership as part of the ~~Organization~~/Group membership category shall be set by the Board. Each individual allowed a membership shall be a voting member of the Association.
- D. Honorary. An Honorary Member is designated by the board of directors. Honorary members shall be non-voting members of the corporation.
- E. Corporate: A Corporate Member is any individual or entity that provides goods and/or services and wants to advertise to the general membership. Levels for Corporate Members will be set by the Board. Corporate Members are non-voting Members.
- D.F. _____

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Section 2. Annual Dues and Fees

The amount of annual dues for each membership type and other fees shall be set by a majority of the Board of Directors present and voting at any meeting of the Board. The membership year shall be 12 consecutive months from January to December of each year. Policy for payment of membership dues and other fees shall be determined by the Board of Directors.

Section 3. Termination of Membership

Any membership may be terminated for cause shown by a vote of the majority of the Board members present and voting at any meeting of the Board, provided that the Secretary shall have given fifteen (15) days advance written notice to all Board members and the Individual, of the meeting and of the action to be voted on.

Any member whose dues are in arrears for ninety (90) days from anniversary date shall automatically be dropped from membership, but may be re-instated upon full payment of dues.

ARTICLE IV. Meetings of Members

Section 1. Annual Meeting

An Annual Meeting of the Corporation membership shall be held at such time and place as determined each year by the Board. Notice therefore shall be given to all members.

Section 2. Special Meetings

Other meetings of the members of the Corporation may be called by the President, the Board of Directors, or by written petition of 20% of the Voting Members. Notice therefore shall be given of not less than 10 days prior to the date set for the meeting.

ARTICLE V. Board of Directors

Section 1. General

The activities and affairs of the corporation shall be managed by the Board of Directors.

Section 2. Composition

The Board shall be composed of ~~24~~no more than 21 Directors.

~~A. The Director of the State Office of Rural Health or his/her designee shall hold an ex-officio position~~

~~B.A.~~ All other directors shall be elected by the voting members from a slate of candidates submitted by the nominating committee.

Four at large positions

~~B.B.~~ Ex-Officio members may be appointed and serve in an advisory position to the organization upon approval by the Board. These positions shall have no vote but may serve on committees.

~~D.C.~~ Each officer, upon completing their term, shall, continue as a director for the remaining portion of their elected term on the board.

Section 3. Term and Election

Each director shall be elected for a three year term by the voting membership. Terms shall be staggered so that one-third of the board membership will be elected each year. Each three year term shall begin ~~October-January~~ 1 and end on ~~September-December~~ 30~~1~~. The election shall be conducted by ballot distributed to the voting membership. Directors may serve for three consecutive terms. Time served by a director completing an

unexpired term shall not count as consecutive service. Reelection for additional terms may occur following a one year absence from the Board.

Section 4. Vacancies

Any vacancy on the Board may be filled by a majority vote of the Board. Any person filling a vacancy shall serve until the term of that director would have expired, and shall be eligible to be re-elected as provided in Section 3 above.

Section 5. Meetings of the Board

Regular Meetings. Regular meetings of the Board of Directors shall be held at least every quarter. Meetings shall be in person or by electronic/telephonic means. Directors shall be given written notice at least ten (10) days prior to the meeting. Such notice shall include the agenda.

Special Meetings. Special meetings of the Board may be called by the President at any time and shall be called by the President upon request of one-third of the members of the Board. Special meetings shall be held in person or by electronic/telephonic means. Notice of special meetings shall state the purpose or purposes of the meeting and shall be given to each Board member at least fifteen (15) days prior to the meeting. In case of an emergency, notice may be given by telephone, telegram, or other electronic means.

Section 6. Staff

The Board may contract with and or employ staff necessary to delegate and/or perform the activities and duties of the Board on behalf of the organization.

Section 7. Quorum

Those members of the Executive Committee and Board of Directors present shall constitute a quorum at all meetings.

Section 8. Voting

Each member and each officer shall be entitled to one in-person vote. There shall be no proxy voting.

Section 9. Participation

Board members are expected to participate in board activities at least 50% of the time. Board participation, including unexcused absences, may be reviewed annually.

ARTICLE VI. Executive Committee

Section 1. General

The Executive Committee is empowered to act for and on behalf of the Association between the meetings of the Board of Directors with the exception of matters dealing with board membership, bylaws amendments, and other issues limited herein to Board consideration. Voting actions of the Executive Committee members participating in a decision may be in-person, by telephone, by mail, by fax, or by email. All actions of the Executive Committee shall be voted upon as necessary and shall be reported to the Board of Directors at the next meeting of the Board.

Section 2. Composition

The Executive Committee shall consist of the President, President Elect, Immediate Past-President, Secretary, and Treasurer.

Section 3. Meetings

The Executive Committee shall meet on the call of the President. Written or electronic notice of any meeting shall be given to each Committee member not less than three (3) days in advance. Meetings shall be held at a location or electronically as designated by the President. In case of an emergency, notice may be given either by telephone, email, or other electronic means not less than twenty-four (24) hours prior to the meeting.

Section 4. Quorum

The presence of a majority of the members of the Executive Committee shall constitute a quorum at all meetings of the Committee.

Section 5. Voting

Each Executive Committee member shall be entitled to one in person vote. There shall be no proxy voting.

Section 6. Presiding Officer

Meetings of the Executive Committee shall be presided over by the President, or if absent, the President Elect.

Section 7. Unanimous Consent

Action taken by unanimous written consent of all Committee members shall constitute actions taken by the Committee. Such consent shall be filed with the Secretary of the Corporation.

ARTICLE VII. Officers

Section 1. Composition

The officers of the corporation shall be President, President Elect, Immediate Past-President, Secretary, and Treasurer.

Section 2. Election and Term of Office

Officers shall be elected by the Board at the first meeting after the election of the Directors. The president shall be limited to one term of office. All others may be re-elected for one additional term. The regular term for all officers shall be for two years following their election. Candidates for officer positions must have served a minimum of one year as a director in order to be eligible for consideration for an officer position.

Section 3. Duties of Officers

A. President

The President shall be the chief executive officer of the Association; shall have oversight of Association's operations; shall preside at all meetings of the Board, Executive Committee, and all Association meetings including the Annual Meetings and shall perform all duties normally incident to the office. At the Annual Meeting of the Members, the President shall report to the members concerning the affairs of the Association. The President will also be responsible for directing and promoting the governmental and legislative affairs of the Association, and shall serve as chairperson of the Advocacy Committee.

B. President Elect

The President Elect shall serve in training for the presidency. The President Elect, in the permanent or temporary absence or disability of the President, shall perform all acts pertaining to the Office of the President. The President Elect shall also serve as chairperson of the annual conference committee.

C. Immediate Past-President

The Immediate Past-President shall be an advisor to the President, shall carry out whatever duties may be assigned by the President, shall serve as Chair of the nominating committee, and Chair of the President's Council.

D. Secretary

The Secretary shall be the custodian of the records of the Association; shall be responsible for the giving of all notices of meetings of the Board and the Executive Committee; shall be custodian of the seal to all documents when so ordered by the President; and shall perform all other duties incident to the office.

E. Treasurer

The Treasurer shall be the financial officer of the Association, shall provide administrative oversight of and be responsible for, all funds of the Association and funds in the name of the Association in depositories selected by the Board; shall render to the President and the board, at each Board Meeting, an account of all transactions and of the financial condition of the Association; shall, if required to do so by the Board, furnish bond in such risks as the Executive Committee may determine; and shall perform all other duties incident to the office. At the Annual Meeting of Members, the Treasurer shall report to the members upon the state of the Association's finances, which may include audits if requested by the Board of Directors.

Section 4. Removal from Office

Any officer may be removed for cause shown by two-thirds vote of the Board of Directors. The President shall immediately notify the officer of their removal. In the case of the removal of the President, the Secretary shall notify the President.

Section 5. Filling of Vacancies

Any office declared vacant for any reasons by the Board shall be filled by a majority vote of the Board until an appropriate election occurs

ARTICLE VIII. Committees

Section 1. Standing Committees

The corporation shall have standing committees as designated by the Bylaws. All Standing Committees shall be under the direction and control of the Board of Directors and shall report to the Board.

A. Nominating Committee

This committee shall recommend a slate of nominees for the election of members to the Board of Directors. Membership shall consist of the Immediate Past-President as Chair, and not less than two additional members approved by the board.

B. Advocacy Committee

This committee shall oversee the activities of the Association in relation to the laws and regulations related to access and delivery of health care services. Membership shall consist of a chair appointed by the President and members approved by the board.

C. Conference Committee

This committee shall oversee the annual conference and other such conferences and meetings conducted by the Association. Membership shall consist of a chair appointed by the President and members approved by the board.

D. Communications committee

This committee shall be responsible for soliciting articles for the newsletter, providing input for other communication vehicles and other duties as determined by the Board. Membership shall consist of a chair appointed by the President and members approved by the board.

E. Membership committee

This committee shall be chaired by the Secretary and be composed of other members as approved by the board. It shall be responsible for oversight of membership records and activities related to maintaining a strong and viable membership.

F. By laws committee

Shall be appointed by the president.

G. Awards Committee

Membership shall consist of a chair appointed by the President and members approved by the board.

Section 2. Ad Hoc Committees

Other committees may be authorized and created from time to time as determined by the President and Board of Directors and shall have such powers and duties as are designated by the Board.

Section 3. Committee Meetings

Meetings may be called by the President or Committee Chair or by written petition of 20 percent (20%) of the committee membership. At least ten (10) days written notice shall be given for committee meetings. In case of an emergency, notice may be given by telephone, email, or other electronic means not less than twenty-four (24) hours prior to the meeting. Those members of the committee present shall constitute a quorum. Committees may meet in person or by telephone conference call, and may conduct business by electronic means.

ARTICLE IX. Presidents Council

All Past Presidents shall be members of the Presidents Council. The purpose of the Council is to serve as a resource to the corporation, the President, and the Board of Directors. The Immediate Past-President shall chair the Council. If he/she cannot fulfill this duty, then the members of the Council shall elect a member to fulfill this position. Members of the Council shall be invited to the Board meetings and planning sessions as ex-officio participants as requested by the board. Members of the Council may have a special role at the annual conference and the Council chair shall confer with the Conference chair as to the nature of this role. The Council may work on a special project each year as deemed appropriate by the board.

ARTICLE X. General Provisions

Section 1. Conflict of Interest

No Board or Committee member shall vote on any proposal or resolution if there is an actual or possible conflict of interest. When necessary, the Board of Directors, by a majority vote, may determine whether an actual or possible conflict of interest exists.

Section 2. General Standards of Conduct

The Officers and Board of Directors shall discharge their duties as prescribed by these bylaws in good faith, with ordinary care, and in a manner the Board of Directors reasonably believes to be in the best interest of the corporation. In the discharge of any duty, a Board of Director member may, in good faith, rely on information, opinions, or reports prepared or presented by officers, contracted service providers, legal counsel, or public accountants of the corporation, or by a committee of the Board of Directors of which a member or officer is not a member.

Section 3. Liability of Board of Directors

Board of Director members are not liable to the corporation, any member, or any other person for any action taken in good faith as an officer or Board of Director with ordinary care, and in the manner that the Board of Director member reasonably believed to be in the best interests of the corporation.

Section 4. Indemnification

The corporation shall indemnify any and all persons who serve or have served at any time as members of the Board of Directors and their respective heirs, administrators,

successors, and assigns, against all liabilities (including but not limited to the amounts of judgments, settlements, fines, or penalties) and reasonable expenses necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any one of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been a member of the Board of Directors or officer of the corporation; provided such persons discharged their duties to the corporation in good faith and reasonably believed that their conduct was in the best interest of the corporation. The corporation shall not indemnify any person in connection with any claim, action or proceeding in which:

- A. The person is found liable on the basis that personal benefit was improperly received, whether or not the benefit resulted from an action taken within the scope of their office or position with the corporation.
- B. The person is found liable to the corporation; or
- C. The person is found liable or willful or intentional misconduct in the performance of their duty to the corporation.

Section 5. Waiver of Notice

Whenever a notice is required to be given by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time dated therein, shall be deemed equivalent to such notice. In addition, attendance at a meeting shall constitute waiver of notice of such meeting.

Section 6. Parliamentary Authority

Parliamentary procedure for all meetings of the Board of Directors and committees shall be in accordance with "*Robert's Rules of Order*", as most recently revised unless otherwise specified in the Bylaws.

Section 7. Removal from Office

Any director or officer of the corporation may be removed by two-thirds vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served. Failure to attend 50% of board meetings during a year shall be cause for removal. The President shall immediately notify the director or officer of the removal,

ARTICLE XI. Voting Procedures

Section 1. Voting procedures shall be consistent with Association bylaws. The Board may determine the voting procedure required to decide the business at hand, i.e., mail ballot, teleconference, other electronic means or voice.

Section 2. During any voting procedures involving the general membership, voting members will each be eligible to cast one (1) vote. There shall be no proxy voting.

ARTICLE XII. Amendments

These bylaws may be revised by a majority vote of the membership. Notification of proposed bylaws changes must be given to the membership thirty (30) days prior to any vote. A majority shall be defined as 51 % of votes received.

Revised May 27, 2016 Revised August 2017