

# North Dakota Rural Health Association Bylaws

Revised: June 5, 2015

## ARTICLE I

### Association

#### Section 1: Name

The name of this non-profit corporation shall be the North Dakota Rural Health Association and will be referred to in this document as "Association". The affairs of the Association shall be managed by its Board of Directors, hereafter referred to as "Board", subject to the adopted policies and procedures.

## ARTICLE II

### Membership

#### Section 1: Membership Levels

The Association shall have four (4) membership levels – organizational members, individual members, sponsor, and student members. An organization or individual may become a member and exercise voting rights by (i) completing and submitting a current enrollment form; and (ii) paying current dues.

#### Section 2: Voting Rights

Each organization/individual member shall be entitled to one vote in meetings of the membership, and voting rights of the two membership levels shall be identical. Organizational members shall have one vote through the designated representative as reflected on the membership books of the Association. Members shall be entitled to vote on those items of business enumerated in the Revised Articles of Incorporation and such other items of business as the Board places before the members for vote.

#### Section 3: Categories

The Board may create, for membership solicitation and dues purposes, separate "categories" evidencing different levels of support.

## ARTICLE III

### Board of Directors

There shall be no less than seven (7) and no more than thirteen (13) Directors. The Board of Directors shall be elected annually during the regular meeting of the members. Each Director shall hold office until his successor shall have been duly elected and shall have qualified or until death, resignation, or removal.

The Board will be selected to be broadly representative of the health needs of rural North Dakotans.

## ARTICLE IV

### Terms of Office

#### Section 1: Officers

The officers of the Association shall be qualified members of NDRHA as defined in Article II, Section 1. Officers shall include: President, President-elect, Secretary/Treasurer, Immediate Past President, and such other officers as may be elected in accordance with the provisions of this bylaw.

#### Section 2: Election and Term of Office

The officers of the Association shall be elected annually and may serve up to two (2) consecutive terms of such office. The Board of Directors shall elect officers at the regular annual meeting of the Board of Directors. If the election of officers cannot be held at such meeting, the election shall be held as soon thereafter as is conveniently possible. New offices may be created by a quorum at any meeting of the Board of Directors. Each officer shall hold office, until his successor shall have been duly elected, until death, resignation, disqualification, or removal. Term appointment or expiration dates should be duly noted.

### **Section 3: Removal**

Any officer elected by the Board of Directors may be removed by a vote of a majority of the Directors in office whenever, in their judgment, the interests of the Association would be served thereby.

### **Section 4: Vacancies**

A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

## **ARTICLE V**

### **Officers**

#### **Section 1: President**

The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Association, and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### **Section 2: President-Elect**

In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

#### **Section 3: Secretary/Treasurer**

The Secretary/Treasurer shall ensure that minutes of the meetings of the Board of Directors are retained in one or more places provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; act as the custodian of the corporate records; see that the execution of all documents on behalf of the Association is duly authorized in accordance with the provisions of these Bylaws; keep a register of the office of Secretary and such duties as from time to time may be assigned to him or her by the President or by the Board of Directors

The Secretary/Treasurer shall be responsible for carrying out all fiscal policies and procedures of the Association adopted by the Board of Directors. He/she shall cause to be recorded all receipts, securities and disbursements, and shall be responsible for the preparation of financial statements for presentation

to the Board of Directors, the general membership meetings and all other audit and governmental requirements. Deposits of all monies in the name of the Association shall be in such banks or other depositories as selected and approved by the Board of Directors. The Secretary/Treasurer shall be responsible for the safeguarding of the assets of the Association, including the proper depositing and disbursing of cash, maintaining of proper insurance and bonding, and upholding policies of internal control.

The Executive Director shall assist the Secretary/Treasurer in the performance of such duties. The Board of Directors may require a bond for the faithful discharge of the Treasurer's and/or the Executive Director's duties and shall pay for such required bond.

#### **Section 4: Immediate Past President**

The Immediate Past President shall be a member of the Board and shall have voting privileges if his or her regular term has expired.

#### **Section 5: Executive Director**

The Board of Directors shall be assisted in the performance of their duties by a non-elected staff head, employed or contracted by and directly responsible to the Board of Directors. Compensation may be provided as determined by the Board of Directors. The Executive Director shall be an officer of the Association and an ex-officio member of the Board of Directors; the Executive Committee and all other standing committees; without voting privileges. He/she shall direct and manage all functions and activities of the Association not assigned to other officers; shall assist such officers and perform such other duties as may be specified by the Board. The Executive Director may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Director.

### **ARTICLE VI** Committees

#### **Section 1: Executive Committee**

The Executive Committee shall consist of the officers of the Board. Other members of the Board may be appointed to this committee by the President. The President shall be the Chairman. This Committee shall have power to conduct only such affairs as are of an urgent nature and shall require attention between meetings of the Board of Directors and shall report any action taken at the next meeting of the Board of Directors.

#### **Section 2: Nominating Committee**

The Nominating Committee shall consist of two current Board members and one (1) member of the Association who is not a member of the Board. The President shall appoint members to the nominating committee.

- A. Duties: The Nominating Committee shall:
  - a. Receive and process nominations for positions on the Board of Directors
  - b. Conduct elections at the annual meeting of the members;
  - c. Determine and publish its own nominations for positions on the Board of Directors;
  - d. Nominate Directors for positions as officers of the Associations; and
  - e. Perform such other tasks as the Board shall assign.

B. **Nomination Process:**

The Nominating Committee shall meet and select nominees not less than thirty (30) days prior to the date scheduled for the Annual Meeting and shall communicate its list of nominees with the notice of the Annual Meeting. Nominations from the floor during the annual meeting shall be permitted. All nominees shall provide written or oral communication agreeing to serve if elected.

All Board members must be members of the Association. All contested elections shall be conducted by secret ballot.

**Section 3: Communications/Membership Committee**

The Communications/Membership committee shall be responsible for designing and preparing membership and promotional materials. The committee shall also solicit new members and solicit renewals from existing members in an attempt to provide membership diversity in order to address unique issues. They shall be the principal spokesperson for the Association, disseminate information, and develop media and promotional materials for the Association to the public.

**Section 4: Annual Conference Committee**

The Annual Conference Committee shall be responsible for planning, publicizing, and conducting the annual conference, which will be the annual educational offering of the Association. The Committee may include members who are not members of the Board.

**Section 5: Finance Committee**

The Treasurer shall sit on the Finance Committee and may serve as chair. The Finance Committee shall seek sources of support for the work of the Association, assist in the preparation of the annual budget, and generally assist the Treasurer. The President-Elect is a member of the Finance Committee.

**Section 7: Policy Committee**

The Policy Committee is responsible for providing information on legislative and other rural policy issues.

**Section 8: Other Committees**

The President of the Board shall appoint such other committees as may be necessary from time to time to study and make recommendations to the directors on matters not covered by the committees described above.

**Section 9: Committee Chairman; Minutes; Members**

The President will select all committees and appoint the chairperson, unless the composition or chair is specified in these Bylaws. All committees will keep records of the meetings. Members who are not members of the Board are eligible for appointment to committees.

**ARTICLE VII**  
**Meetings**

**Section 1: Annual Meeting**

Notice of the Annual Meeting shall be given at least thirty (30) days prior to the date set for said meeting by electronic or written notice, sent by regular mail, postage prepaid, to each member at his or her address as shown on the records of the Association. The notice may be incorporated into a larger

notice describing the education offering and other events. At the annual meeting, the election of officers will be held as described in Article IV, Section 2.

- A. Quorum: One-half (1/2) of the total number of the members in attendance shall constitute a quorum for the transaction of business at any meeting.

### **Section 2: Regular Board of Director Meetings**

Additional regular meetings shall be held at least quarterly, at a time, place, and date selected by the President.

- A. Quorum: One-half (1/2) of the total number of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- B. Manner of Acting: The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. Each Director shall have one vote on any given matter before the Board. No Director may vote by proxy.
- C. Compensation: No Director shall receive any salary or compensation for his or her services as such Director, except that Directors may be reimbursed their reasonable cost of attendance at said meetings as determined by the Board of Directors.
- D. Informal Action by Directors: Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.
- E. Teleconference Meetings: Members of the Board of Directors may participate in any regular or special meeting of such Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear and speak with each other at the same time.
- F. Ex-Officio: The Executive Director shall be an ex-officio member of the Board of Directors without voting privileges.

### **Section 3: Special Board Meetings**

Special Board meetings may be called by or at the request of the President or any two (2) Directors; or by petitions signed by any ten (10) members and presented to the Board. The person or persons calling such special Board meeting shall fix the time and place for such special Board meeting. Notice of any special meeting may be by regular mail, electronic or by oral contact with the Board members.

- A. Meeting Notices: Notice of any special Board meeting shall be given not less than five (5) days prior to the date set for such special meeting. Notice of any special Board meeting shall list the subject or subjects to be discussed at such meeting, and no subject not listed in the notice shall be addressed as an action item.  
Any member may waive notice of a meeting.
- B. Quorum: With due notice given, business shall be determined by a majority of the Board members present.
- C. Manner of Acting: The act of a majority of the Board members present at a meeting, at which a quorum is present, shall be the act of the members unless the act of a greater number is required by law or by these bylaws. Each Board member shall have one vote on any given matter before the Board members. No Board member may vote by proxy.
- D. Teleconference Meetings: Meeting of Board members may be held in multiple locations, simultaneously, provided that each location is linked through voice contact with each other

location and that Board members at one location can hear what is said at, and speak to, each other location.

**ARTICLE VIII**

Fiscal Year

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE IX**

Amendment to Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the membership in attendance at any annual or at any special meeting if at least thirty (30) days notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

**ATTESTED TO:**

I hereby certify that the above revised Bylaws have been adopted in accordance with Article IX Amendment to Bylaws and are in effect this day of \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

These bylaws replace any and all bylaws previously approved by the North Dakota Rural Health Association Board of Directors.