

# *Bylaws*

## *Rural Health Association of Utah*

*Adopted February 25, 2000*

*Amended November 3, 2000*

*Amended December 13, 2001*

*Amended November 4, 2005*

## *ARTICLE I*

### **Name**

#### **Section 1. Name.**

The name of the corporation shall be the Rural Health Association of Utah (RHAU), incorporated under the laws of State of Utah as filed in the Office of the Secretary of State as provided by the General Not-For-Profit Corporation Act of Utah, herein after referred to as the Association.

#### **Section 2. Mission**

The mission of the Rural Health Association of Utah is to provide a unified voice to promote and enhance the quality of rural health through leadership, advocacy, coalition building, education, and to affect policy and legislation.

## *ARTICLE II*

### **Offices**

The principal office of the Association shall be in a Utah location designated by the Board of Directors.

The Association shall have and continuously maintain in the State of Utah a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not-For-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

## *ARTICLE III*

### **Members**

#### **Section 1. Eligibility**

The Association's diverse constituency shall be composed of individuals, honorary members, consumer representatives, corporations, students, and organizations interested in supporting and providing leadership on rural health issues through communication, education and advocacy.

#### **Section 2. Definition of Membership Categories**

- A. Individual                      Individual not holding membership in another category (except Honorary).
  
- B. Organization                      Organization which is approved by the Board of Directors has the authority to identify four (4) members of their organization as individual members and is encouraged to include members of the outside community within this group.

- C. Student                      Person who is enrolled in secondary or post secondary education.
- D. Honorary                      Honorary memberships may be granted by the Board of Directors and shall have all rights and privileges of membership, except voting and holding office, with no dues.
- E. Corporate Sponsor                      Company that provides support to the Association.

**Section 3. Voting Rights**

- A. Each individual and student member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
- B. Honorary and Corporate members shall have all the rights and privileges of membership, except voting and holding office.

**Section 4. Privileges**

Each individual, student member, and designated organizational member, in good standing, may hold office, be eligible to be elected as a member of the Board of Directors, and serve on Association committees.

**Section 5. Term**

Membership shall be effective upon receipt of dues and shall continue through the end of the calendar year. Membership shall be renewable annually, and dues paid after October 1st shall continue the membership through the following calendar year.

**Section 6. Dues**

The amount of membership dues shall be determined for all categories by the Board of Directors and approved by the general membership.

*ARTICLE IV*  
**Parliamentary Authority**

All meetings and business of the Association will be conducted under the provisions of Roberts Rules of Order (revised), except as superseded by these bylaws.

*ARTICLE V*  
**Meetings of Members**

**Section 1. Annual Meeting - General Membership**

An annual meeting of the Association membership will be held at a time and place to be determined by the board. The purpose of such a meeting will be to confirm the election of the Officers and Board of Directors and to conduct all such business as may be necessary to support the mission and goals of the Association.

**Section 2. Special Meetings - General Membership**

Special meetings of the membership of the Association may be called at any time by the president or a majority of the Board of Directors, or at the request of the membership upon receipt of a written request signed by at least ten (10) percent of the members of the Association.

Notice of a special meeting, stating the purpose thereof, shall be provided by the president to all members.

**Section 3. Place of Meeting - General Membership**

The Board of Directors shall designate the location of all general membership meetings.

**Section 4. Quorum - General Membership Meetings**

Those members present at the annual meeting or a Special Meeting of the Association shall constitute a quorum for the purpose of conducting Association business.

*ARTICLE VI*  
**Officers and Executive Committee**

**Section 1. Officers**

The officers shall be a president, president-elect, treasurer, secretary, and immediate past president.

**Section 2. Election and Terms of Office**

A president-elect, treasurer, and secretary shall be elected annually by the members of the Association, from among the membership. A candidate for the office of president-elect must be a current or past member of the board.

A ballot shall be included in the conference packet of each Association member attending the conference to elect officers and board of directors of the Association. Individuals not attending the annual conference may request an absentee ballot thirty (30) days prior to the conference. The ballot must be postmarked to the Association ten (10) days prior to the conference.

**Section 3. Vacancies**

- A. A vacancy in the office of president shall be filled automatically through succession in the following order: president-elect, treasurer, and secretary.

- B. A vacancy in the office of president-elect shall be appointed by the Board in an interim position until the next annual meeting where the president and appointed president-elect will be voted by the general membership.
- C. A vacancy in the office of the treasurer or secretary shall be appointed by the Board of Directors.
- D. Any vacancy filled by succession in office or by appointment shall be filled by election at the next annual meeting.

#### **Section 4. President**

The president shall be a member of the Executive Committee, the Board of Directors, and shall be an ex-office member of all other committees of the Association.

The president shall be the principal executive officer of the Association and shall in general supervise all the business and affairs of the Association and shall preside at all meetings of the members and of the Board of Directors. The president may execute, with the treasurer, or any other individual of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized.

#### **Section 5. President-Elect**

The president-elect shall be a member of both the Executive Committee and the Board of Directors.

The president-elect shall assist the president as presiding officer and shall perform all duties as incident to the office of president-elect and other duties as may be prescribed by the Board of Directors or president.

#### **Section 6. Treasurer**

The treasurer shall be a member of both the Executive Committee and the Board of Directors.

The treasurer shall be provided with a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories, and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors. The treasurer will cause an annual audit to be performed by a Certified Public Accountant and assure adequate copies to be presented to the Board of Directors.

The treasurer is limited in serving up to three (3) consecutive one (1) year terms.

The treasurer performs all duties as incident to the office of treasurer and other duties as may be prescribed by the Board of Directors or president.

## **Section 7. Secretary**

The secretary shall be a member of both the Executive Committee and the Board of Directors. The secretary shall keep complete records of all proceedings of the Association, Executive Committee, and the board; shall have custody of all records except as otherwise provided for in the Management Manual of the Association; shall notify all officers and committee members of their election or appointment; and shall perform all other duties as may be prescribed by the Board of Directors or president.

The secretary is limited in serving up to three (3) consecutive one (1) year terms.

The secretary shall perform all duties as incident to the office of secretary and other duties as may be prescribed by the Board of Directors or president.

## **Section 8. Immediate Past President**

The immediate past president shall be a member of both the Executive Committee and the Board of Directors. The immediate past president shall be the chairperson of the nominating committee.

## **Section 9. Executive Committee**

The Executive Committee shall consist of the president, president-elect, treasurer, secretary, immediate past president, the director of the State Office of Rural Health, and at least two (2) board members at the discretion of the president. They shall meet regularly and when requested by any member of the Executive Committee.

The purpose of the Executive Committee is to carry out the day to day activities of the organization and to make decisions which cannot be postponed until the regular meeting of the Board of Directors.

# *ARTICLE VII*

## **Board of Directors**

### **Section 1. Composition and Number**

The corporate powers of this Association shall be vested in and exercised by or under the authority of a Board of Directors which consists of the officers and the elected board members. The Board of Directors shall have no fewer than eleven (11) nor more than fifteen (15) voting members.

At the annual meeting of the general membership, the members may, by majority vote, increase or decrease the existing number of board positions.

A decrease, however, may only be as a result of a vacancy. Any increased board positions approved by the general membership shall be appointed by the president with the consent of the board for a term to last until the next annual meeting of general membership.

## **Section 2. Eligibility**

In order to be nominated for, or hold office on the Board of Directors, the individual must be a member of the Association as defined in Article III.

## **Section 3. Board Members' Term of Office**

All members of the board shall serve three year terms at which time they may, through the formal nominating process, be re-elected to serve an unlimited number of three year terms.

Election shall be by ballots, as with officers of the Association. Election shall be determined by a plurality vote of the returned ballots of qualified members.

## **Section 4. Board Members' Powers and Duties**

Subject to any limitation in the Articles of Incorporation and these bylaws, and the laws of the State of Utah, the Board of Directors shall have the responsibility and authority to supervise and direct the activities and resources of the Association, and to conduct all business and affairs of the Association in furtherance of its mission and purposes.

A board member shall perform duties, including service on any committee of the board, in good faith and in a manner which the board member believes to be in the best interests of the Association.

### **BOARD MEMBERS SHALL:**

- A. Cause to be kept a complete record of all minutes and acts, and to present a full statement at the annual membership meeting of the general membership, showing in detail the condition and affairs of the Association.
- B. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.
- C. Act as trustee for all property, real and personal, the Association may acquire.
- D. Approve and authorize all unusual or extraordinary expenditures of Association funds.
- E. Adopt the annual budget for the Association.
- F. Adopt such rules as are necessary to conduct its affairs.
- G. Establish committees and define their duties, except as otherwise provided in these bylaws.
- H. Approve the appointment of official representatives and define their duties.
- I. Authorize payment for clerical assistance required by the officers in performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a member of the board concurrent with the term of employment.
- J. Elect or remove any officer, agent, or employee of the Association; prescribe such powers and duties for them as may be consistent with the laws of the

State of Utah, the Articles of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.

- K. Employ staff; fix their compensation; and define their duties.
- L. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.
- M. Fill vacancies consistent with the intent of the bylaws.

## **Section 5. Regular Meetings**

Regular meetings of the board shall be held at least quarterly at a time and place determined by the board. All regular, special, or committee meetings of the board are open meetings. However, only members of the board and committee chairs or designee are required to be notified of such meetings.

## **Section 6. Special Meetings**

Special meetings of the board may be called by the president or a majority of the members of the board. At least five (5) days in advance, notice of the time and place of such meetings shall be given to each board member and committee chair personally, verbally, or by mail, telephone or wire.

- A. **Action Without Meeting.** Any action required to be taken at a meeting of the directors of the corporation or any other action which may be taken at a meeting of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to subject matter thereof.
- B. **Attendance By Telephone.** Board members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

## **Section 7. Vacancy/Removal from Board**

Any member of the board who misses three (3) consecutive meetings shall submit a written resignation to the president of the association for action. If such resignation is not received prior to the fourth consecutive absence, the board may declare the position vacant.

Also, any board member may be removed, with cause, by two-thirds (2/3) vote cast by members of the Association having privileges, represented in person, at any regular or special meeting of the board.

Any vacancy may be filled through appointment by the president for the remainder of the term of the vacated position.



## **Section 8. Quorum**

A majority of the members of the Board of Directors, including the number present at the business segment of the annual meeting, shall constitute a quorum for the transaction of business.

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 Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

## **Section 9. Compensation**

Members of the Board of Directors shall receive no compensation for their services but may, as determined by board policy, receive reimbursement for such reasonable expenses as may be necessary pursuant to the business of the Association.

## *ARTICLE VIII* **Representatives**

### **Section 1. National Rural Health Association**

The president of the Rural Health Association of Utah shall recommend to the Board of Directors two (2) representatives in good standing to serve on the National Rural Health Association's State Association Council. The board-approved representatives shall serve for three (3) years with staggered terms.

### **Section 2. Other Representatives**

The Board of Directors shall decide to which other organizations the Association shall send representatives and prescribe the qualifications for each representative.

### **Section 3. Appointments**

The president shall have the authority to appoint from the members in good standing the official representatives of the Association to other organizations. The term of appointment shall run concurrently with that of the president.

## *ARTICLE IX* **Committees**

### **Section 1. Committee Structure**

The committee chairperson shall be responsible for overseeing the activities of the committee and be responsible for.

- A. Appointment of a vice chairperson.
- B. Reporting to the president-elect regularly on the progress of the committee.

- C. Assuring that minutes are recorded.
- D. Being prepared to report committee activities at regular board meetings (in person or by written report).
- E. Briefly summarizing activities for the past year for presentation at the annual meeting.

## **Section 2. Committees of the Association**

The following committees shall serve as standing committees of the Association. The president shall appoint all committees except the nominating committee.

The president and president-elect shall serve ex officio on all standing committees.

### **Nominating Committee**

The nominating committee shall be elected annually by Board of Directors and be responsible for identifying persons qualified to serve as officers of the Association.

There shall be a nominating committee comprised of five (5) members with terms of one (1) year's duration. The Chair of the nominating committee shall be the past president of the Association.

The nominating committee shall be responsible for identifying persons qualified for, and interested in, becoming board members.

The chairperson of the nominating committee shall accept additional nominations if such nomination is accompanied by the written consent of the candidate, endorsed by ten (10) members in good standing, and submitted in writing. The chairperson of the nominating committee shall validate the additional nominations and forward the names of these candidates with a short biography to the secretary to be included with the official ballot.

The nominating committee shall also be responsible for conducting the election, counting ballots of the election and reporting the results of the election at the annual meeting. A ballot shall be included in the conference registration packet for each Association member attending the conference to elect officers and board of directors of the Association. For individuals not attending the conference, an absentee ballot will be made available, upon request, thirty (30) days prior to the annual conference. The ballot must be returned to the Association ten (10) days prior to the conference.

### **Publicity Committee**

The purpose of the public relations committee shall be to promote the organization through internal and external communication.

### **Policy Committee**

The purpose of the policy committee shall be to develop and present policy recommendations that address issues to the Board of Directors.

### **Awards Committee**

The awards committee shall seek out for formal recognition on an annual basis those individuals and organizations that strive to fulfill the mission of the Rural Health Association of Utah. The awards committee shall present recommendations concerning candidates to the Board of Directors for further action.

### **Membership Committee**

The membership committee shall be responsible for marketing the Association in the recruitment and retention of members.

### **Annual Conference Committee**

The chairperson (Article VI, Section 5) of the annual meeting shall recommend the subcommittee chairpersons to the board. The annual meeting chairperson and the subcommittee chairpersons shall constitute the annual conference committee.

### **Bylaws Committee**

The major purpose of the bylaws committee is to review, update and recommend proposed changes in the bylaws to the board and general membership at the annual meeting.

### **Legislative Committee**

The Rural Health Association of Utah supports the legislation of rural health interests. The Association seeks to establish broad membership consensus on issues that affect the quality and quantity of services and activities for the public's health. To this end, the Association is committed to creating legislation, providing education on legislative issues, and to participating in coalitions to advance the interests of the public's health.

The legislative interests of the Association are defined as those interests that are brought forth through resolutions passed by the general membership and goals established by the Board of Directors. The legislative committee functions in support of these broad commitments and interests.

### **Education Committee**

The education committee shall:

- A. Develop programs to promote the benefits of rural health care and service.
- B. Determine the conditions for Rural Health Association of Utah sponsorship of other organizations, programs, and events.

### **Research Committee**

The research committee shall be responsible for the Association's research interests. Specifically:

- A. To promote research related to rural health in Utah.
- B. To establish a linkage with other agencies/facilities that conduct original research related to rural health matters in Utah.
- C. To seek, support, and/or publish original research related to rural health in Utah.

The president shall establish such working or ad hoc committees as are needed to conduct the business of the Association.

### **Section 3. Term of Office**

Each member of a committee shall serve for the term of the president.

### **Section 4. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **Section 5. Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting, including the business segment of the annual meeting at which a quorum is present, shall be the act of the committee.

### **Section 6. Rules**

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## *ARTICLE X*

### **Contracts, Checks, Deposits and Funds**

#### **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract and execute and deliver any instrument in the name of or on behalf of the Association within the provisions of these bylaws. Such authority may be general or may be confined to a specific instance or transaction.

#### **Section 2. Checks and Drafts**

Signatures on all checks drawn on Rural Health Association of Utah accounts shall be that of the treasurer, of the president, or other authorized member of the board of directors.

#### **Section 3. Deposits**

All funds of the Association shall be deposited in a timely fashion to the credit of the Association as described in Article VI, Section 6. The treasurer shall establish or maintain a

checking account in the corporate name of the Association at a bank convenient to the treasurer. All accounts shall be insured by an agency of the Federal Government.

The treasurer, with the advice and consent of the president, shall be responsible for establishing or maintaining a savings account with, and for the purchase of appropriate investment vehicles, from a bank or other financial institution convenient to the treasurer. This account and investments shall be used for depositing Association funds not needed for regular operating expenses. All deposits and withdrawals must be reviewed by the board and entered into the official minutes of the Association. The treasurer shall request board approval of an investment plan at a board meeting.

#### **Section 4. Revenue**

The Board of Directors may accept in the name of, and on behalf of the Association, any contribution, gift, grant, contract bequest or device for any purpose of the Association. Any revenue generated by the Association shall become the property of the Association and shall be deposited accordingly. All gifts will be accepted within boundaries of the appropriate ethics as established by the board.

#### **Section 5. Bonding**

All officers and other persons authorized to handle or disburse the funds of the Association may, at the discretion of the board, be bonded at the expense of the Association in such amount as the board may determine to be adequate for the protection of the Association.

#### **Section 6. Loans**

No loans shall be made by the Association to its board members or officers.

### *ARTICLE XI* **Books and Records**

#### **Section 1. Responsibility**

The secretary and the treasurer shall each be responsible for assuring that correct and complete books and records of the Association are maintained. The Association will keep a complete record of proceedings of meetings of the Board of Directors and all committees. The board shall be responsible for assuring the accuracy of all records.

#### **Section 2. Liability Limits**

The board members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under Utah State Law, provided, however, that this limitation shall not eliminate or limit the liability of a board member for acts or omissions that involve intentional misconduct by a board member, or a knowing violation of law.

#### **Section 3. Fiscal Year**

The fiscal year of the Association shall be January 1 through December 31.

## *ARTICLE XII*

### **Indemnification**

#### **Section 1**

The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former board member, officer, or employee of the Association in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by a person while the board member, officer, or employee, or by the Association, or by both, whether or not the Association is joined as a party dependent, provided the Board of Directors determines in its sole discretion that such board member, officer, or employee was acting in good faith within, or within what he/she reasonably believed to be, the scope of his/her employment or authority and for a purpose which was, or which he/she reasonably believed to be, in the best interest of the Association.

#### **Section 2**

Payment authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and costs of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisees of such person.

## *ARTICLE XIII*

### **Dissolution**

#### **Section 1**

The activities of the Association shall be so conducted in such fashion that no part of its income or property and earnings shall inure to the benefit of any member, director, officer, or other individual or institution or association. Upon dissolution, any assets of the Association shall be distributed to an organization enjoying an exempt status under Section 501C 3 of the Internal Revenue Code or successor statutory authority.

## *ARTICLE XIV*

### **Waiver of Notice**

#### **Section 1**

Whenever any notice is required to be given under the provisions of applicable statutes, bylaws or Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Signing an approval of any minutes or resolution of any meeting of the board shall be deemed a waiver of notice thereof. Audio tapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

## *ARTICLE XV*

**Amendments**

**Section 1**

The membership of the Association by affirmative vote of two-thirds (2/3) of the members present may alter, amend, or revoke these bylaws at any general or special membership meeting of the Association, providing that written notice shall be given to all members at least thirty (30) days prior to any action being taken.

*ARTICLE XVI*  
**Management Manual**

These bylaws will have a Management Manual as an accompanying document which shall be approved by the Board of Directors and may be modified by them as needed.

KNOW ALL PERSONS BY THESE PRESENT, that the foregoing bylaws were adopted as the bylaws of the Association by resolution of the Board of Directors, and ratified by the membership of the Association at its annual meeting in 1996.

*IN WITNESS WHEREOF*, the following signatures are provided:

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date