



Policy and Operations Manual

To Accompany Bylaws of the NRHA

ARTICLE I- Purpose

This policy and operations manual serves as a companion document to the Bylaws of the National Rural Health Association. This manual is to be updated and revised as necessary by NRHA leadership and staff to ensure the efficient operations of the organization.

ARTICLE II- Membership Categories

Section 1— Organizational Membership

Organizational membership shall be granted to a single hospital, corporation, agency, professional society, state rural health association, state office of rural health, and other organizations that have demonstrated an interest in rural health care, have applied and been accepted for membership, and have paid the required dues. Organizational members shall have full privileges of the Association, including two (2) votes in all matters brought before the membership.

Section 2- Health Systems and Networks

Health system/network membership is designed to support hospital systems and networks that would like to purchase a discounted bulk membership for multiple facilities on one invoice. Each Health System and Network members shall have full privileges of the Association, including two (2) votes in all matters brought before membership.

Section 3—Rural Health Clinic (RHC)/Federally Qualified Health Clinic (FQHC)

Membership shall be granted to RHC's or FQHC's that have demonstrated an interest in rural health care, have applied and been accepted for membership, and have paid the required dues. RHC/FQHC members shall have full privileges of the Association, including two (2) votes in all matters brought before the membership.

Section 4- Individual Membership

Individual membership shall be granted to persons who have demonstrated an interest in rural health care, have applied and have been accepted for membership, and have paid the required dues. Individual membership is open to non-industry representatives only. Individual members shall have full privileges of the Association, including one (1) vote in all matters brought before the membership.

Section 5—Student / Resident / Trainee Membership

This category of membership is designed for full-time students enrolled in at least 12 concurrent credit hours per semester (or 9 hours for graduates or post-graduates or full-time dissertation) of a health-related training program at any level. Individuals with full-time employment are not eligible for student membership. Student members shall be granted most privileges of the Association, including one (1) vote in all matters brought before the membership. Membership under the resident category is designed for medical residents actively enrolled in a residency program.

Section 6—Supporting Membership

Supporting membership shall be granted to individuals, corporations, agencies, professional societies, state rural health associations and other organizations that wish to support a higher degree of association activity, have applied and been accepted for membership, and have paid the required dues. Supporting members shall have full privileges of organizational membership, including two (2) votes in all matters brought before the membership, and such other privileges and services as shall be designated by the Board of Trustees.

Section 7—Advocate Membership

Advocate membership shall be granted to retired individuals and members of state rural health associations who wish to support and participate in the advocacy efforts of the Association. Affiliate members shall not be entitled to full privileges of the Association nor have a vote in matters brought before the membership.

Section 8—Industry Membership

Organizational membership shall be granted to industries that provide goods and/or services to members in rural areas, that are primarily commercial in nature, that have demonstrated an interest in rural health care, that have applied and been accepted for membership, and that have paid the required dues. Industry Organizations shall have full privileges of the Association, including two (2) votes in all matters brought before the membership.

ARTICLE III- Board of Trustees**Section 1—Meetings**

The Board of Trustees shall meet a minimum of three (3) times per year. One meeting shall occur at the Association's annual conference. All other meetings shall be set by the Board of Trustees. Emergency meetings of the Board of Trustees may be called by a majority vote of the Board or the Executive Committee. At least thirty (30) days' notice shall be given to the trustees for all Board of Trustees meetings. Members of the Board of Trustees are expected to attend all meetings of the Board.

Except for the meeting at the annual conference, the Board of Trustees may meet by conference call or virtually by which all members of the Board can simultaneously participate in all proceedings and discussion. Additionally, the Board of Trustees may use email or other communications methods as appropriate to conduct the business of the Association. A majority of the Board of Trustees shall constitute a quorum.

Section 2—Resignations

Any constituency group or council Chair who no longer affiliates with the Association or with the constituency group or council that selected her or him, must notify the President and resign from the Board of Trustees within thirty (30) days of that change.

Section 3—Conflict of Interest

Whenever a trustee or officer has a financial or personal interest in any matter coming before the Board of Trustees, the Board of Trustees shall ensure that the interest of such officer or trustee is fully disclosed to the Board of Trustees; no interested officer or trustee may vote or lobby on the

matter or be counted in determining the existence of a quorum at the meeting of the Board of Trustees at which such matter is voted upon; any transaction in which a trustee or officer has a financial or personal interest shall be duly approved by members of the Board of Trustees not so interested or connected as being in the best interests of the Association; any payments to the interested officer or trustee as a result of the board action shall be reasonable and shall not exceed fair market value; and the minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE III – Executive Committee

Section 1- Meetings

Meetings of the Executive Committee shall be called by the President or upon written or e-mail notice of the meeting agreed to by a majority of the voting members of the Executive Committee. The Executive Committee may meet face-to-face or by conference call or other technology by which all members of the Committee can simultaneously participate in all proceedings and discussion.

At any meeting, each voting member of the Executive Committee shall be entitled to one (1) vote. Voting by proxy shall not be allowed. The act of a majority of the voting members presents at any meeting at which there is a quorum shall be the act of the Executive Committee.

Section 2- Quorum

A quorum shall be three (3) voting members of the Executive Committee.

ARTICLE IV – Committees and Task Forces

Section 1—General Requirements

Chairs of standing committees of the Board of Trustees not otherwise members of the Board shall serve as ex-officio members of the Board of Trustees without a vote and shall report on the committee activities and recommend actions to the Board on behalf of the committee. Committee Chairs that are not members of the Board of Trustees shall be allowed to attend all Board meetings by use of conference calls or other communications.

Section 2– Composition, Duties and Responsibilities

The duties and responsibilities of the standing committees are as follows:

- a. **Executive Committee** – to be composed and carry out responsibilities as described in Article IV of the Bylaws.
- b. **Finance Committee** – to advise the Board of Trustees on financial matters; periodically review the financial performance and condition of the Association and review the findings of the annual audit of the Association and make any recommendations resulting from these reviews to the Board of Trustees; propose an annual budget for the Association developed in concert with the staff of the Association; and annually recommend to the Executive Committee and Board of Trustees independent auditors to be appointed to audit the financial statements, position and operations of the Association. In making appointments to the committee, the President shall assure that individuals appointed have experience in organizational finance, preferably with organizations

similar to the Association. The committee shall be chaired by the Treasurer of the Association and a majority of the members shall be members of the Board of Trustees. (Members of this particular committee shall not have term limits.)

- c. **Government Affairs Committee (GAC)** – to provide guidance and recommendations to the Board of Trustees on the Association policy priorities as set by the Rural Health Policy Congress and Board of Trustees. The Committee provides input on the development and implementation of NRHA policies and strategies to ensure that the association's priorities are fully addressed and communicated; provide expertise to staff on legislative and regulatory issues; and ensure the Association's guiding principles and mission are promoted through its advocacy program. The Government Affairs Committee shall consist of up to thirty (30) members, including one representative from each constituency group and council, the Chair and vice Chair of the Rural Health Policy Congress, and the balance consisting of at-large members. Appointments shall be made based on an individual's leadership abilities, interest in advocacy and policy, general willingness to participate, and the needs of the committee to achieve geographic and area of expertise balance. In making these appointments, the President shall seek the counsel and advice of the NRHA staff. Committee members shall elect a Chairperson from GAC membership. The Chair shall serve a two (2) year term, and not more than two (2) consecutive terms of office.
- d. **Membership Committee** – to advise the Board of Trustees on matters relating to the membership of the Association and its dues structure. (Members of this particular committee shall not have term limits.)
- e. **Annual Conference Planning Committee** – to advise the Board of Trustees on matters relating to the Association's Annual Conference and to assist with its planning. The committee shall be chaired and appointed by the President-Elect of the Association.
- f. **Nominations and Credentials Committee** – to advise the Board of Trustees, carry out the nominations and credentialing process of the Association, and cultivate future leaders for the Association (see Article XII, Section 1).
- g. **The *Journal of Rural Health* Editorial Board** – to oversee and direct the content of the *Journal of Rural Health* and make recommendations to the Board of Trustees regarding Association policies, strategies, and activities related to the *Journal*. An open call for membership is held where the existing *Journal of Rural Health* editorial board nominates its members and the chair, which is approved by the NRHA Board of Trustees. Members are selected for 3 year terms, which they can choose to extend for an additional 3 years.
- h. **Past Presidents Council** – to serve in an advisory capacity to the President and Chief Executive Officer. The President shall have the ability to convene or make available for counsel the experience and advice of Past Presidents through the Past Presidents Council. Past Presidents shall not have a vote in board matters but may speak to issues at the invitation of the board. In addition, Past Presidents may play a role in orientation and development of NRHA leadership at the invitation of the President or the Board of Trustees.

ARTICLE V – Rural Health Congress

Section 1- Attendance and Removal of Members

Rural Health Congress members are expected to attend all meetings of the Congress. A member may request an excused absence from a meeting by notifying the Chair of the constituency group or council he or she represents. Such request shall be made prior to the meeting or, in extenuating circumstances, as soon as possible thereafter. Constituency group and council Chairs shall notify the Chair of the Congress and NRHA staff of any excused absences from their constituency groups or councils.

When a Congress member misses one meeting unexcused, the applicable constituency group or council Chair shall contact the member to determine the reason(s) for missing the meeting and shall determine if the Rural Health Congress member is able to fulfill his or her role. The constituency group or council Chair shall inform the member that if he or she wishes to remain on the Rural Health Congress and a second meeting is missed unexcused during his or her current term, the constituency group or council Chair has the obligation to appoint a replacement. If the Rural Health Congress member feels he or she is unable to fulfill the attendance obligation, the constituency group or council Chair should be notified in writing.

When a member misses a second meeting unexcused or notifies the constituency group or council Chair of inability to continue as a Congress member, the constituency group or council Chair shall appoint a person to replace that Rural Health Congress member. That appointee shall serve for the remainder of the position's current term, at which time a new Rural Health Congress member shall be elected to fill the position. If the constituency group or council Chair fails to appoint a replacement prior to the next meeting of the Congress, the Congress Chair, after consulting with the constituency group or council Chair and Executive Committee, may appoint a replacement member.

Section 2- Procedures

The Rural Health Congress shall function according to procedures and structures as shall from time to time be recommended by its members and approved by the Board of Trustees. In determining the Association's positions on public policy, the Rural Health Congress may use an ad hoc committee structure to research and develop policy positions and to receive, review, and report on proposals submitted for the consideration by the Rural Health Congress. Proposed policy positions shall be considered by the Congress only when the position is sponsored by a constituency group, council, or Congress committee, or when forwarded to the Congress by the Board of Trustees or Government Affairs Committee. Any Association member may bring a position for consideration of the Rural Health Congress by submitting it to his or her primary constituency group or council for consideration. The constituency group or council shall consider the proposed position and report its recommendations thereon to the Rural Health Congress.

Members of any ad hoc committee or committees shall be appointed by the Rural Health Congress Chair. Ad hoc committee members must be members of the Association, but such committees may invite the participation, without vote, of persons not members of the Association to provide needed expertise or assistance.

Positions on public policy approved by the Rural Health Congress are official Association positions unless overturned by the Board of Trustees by a two-thirds (2/3) majority vote. The Board of Trustees must vote to overturn a Rural Health Congress approved position within ninety (90) days of its approval.

Section 3- Meetings

The Rural Health Congress shall meet face-to-face a minimum of three (3) times per year. These meetings shall be in conjunction with the Association's annual Rural Health Policy Institute, in conjunction with the Association's annual conference, and in the fall of each year on a date designated by Congress. The Congress may meet at any other time during the year at the call of the Chair. Except for the required meetings, the Congress shall be allowed to meet by conference call or other technology by which all members of the Congress can simultaneously participate in all proceedings and discussion. At least thirty (30) days notice shall be given to the Rural Health Congress members for all face-to-face Rural Health Congress meetings and at least 15 days notice shall be given for all meetings held by conference call or other technology.

Section 4- Quorum and Voting

A majority of the voting members of the Rural Health Congress shall constitute a quorum. At any meeting of the Congress at which a quorum is present, a majority affirmative vote shall adopt a proposed policy. If authorized by the approved procedures of the Congress, a policy may be adopted by a vote conducted by e-mail or other electronic communications method, provided that the number of votes cast fulfills the quorum requirement and a majority affirmative vote is achieved.

Section 5- Vacancies

Except as specified in Section 5 of this Article, in the event of a vacancy for any reason in the seat of any Rural Health Congress constituency group's or council's representative other than the Chair, the affected constituency group's or council's Chair shall appoint a replacement to fill the position until the next year's scheduled elections. In selecting the appointed replacement, the constituency group or council Chair shall review candidates not elected through the previous year's elections as a pool of candidates for the appointed replacement; however, the appointed replacement need not be from that pool of candidates. If the constituency or council Chair position becomes vacant, the process outlined above in procedures shall be used to fill that vacancy.

Section 6- Transitions in Membership

No member of the Rural Health Congress shall hold more than one position on the Rural Health Congress simultaneously. Should a current member of the Rural Health Congress be elected to another position on the Rural Health Congress, such as the Chair or vice Chair of the Rural Health Congress, or a member of the Board of Trustees, that member shall vacate the previous position held to accept the position to which he or she has been selected.

If, following any constituency group or council credentialing period, a constituency group or council should have more representatives on the Rural Health Congress than the current credentialing indicates it should have, the appropriate number of Rural Health Congress representatives for that constituency group or council shall vacate their seats. Reductions of

Rural Health Congress seats should, to the extent possible, be achieved by not filling vacancies during the next elections. If the situation requires that at least one representative vacate his or her seat prior to the end of an elected term, the constituency group or council Chair shall request volunteers to do so. Should no volunteers be forthcoming, the representatives to vacate their seats shall be selected by lot by the constituency group or council Chair from those who would begin the second year of their terms on the first of the next year (January 1). Those who volunteer or are selected to vacate their positions shall do so on December 31.

ARTICLE VI – State Association Council

Section 1- Removal of Chair and Rural Health Congress Representatives

The members of the State Association Council may petition the Board of Trustees for dismissal of the State Association Council Chair if that Chair is thought to have failed to perform the duties of the position or have engaged in conduct deemed unbecoming of the Association. A written petition of at least 25 members or ten (10) percent of members, whichever is greater, of the State Association Council shall be necessary for submission of a dismissal petition to the Board of Trustees. Such dismissal shall be subject to ratification by the Board of Trustees as specified in Article III—Section 8.

Alternately, the members of the State Association Council are required to ratify a dismissal initiated by the Board of Trustees against the State Association Council’s Chair pursuant to the provisions of Article III—Section 8. Such dismissal shall be ratified and effective only upon a vote of 25 members or ten (10) percent, whichever is greater, of the members of the State Association Council approving the dismissal.

Rural Health Congress representatives of the State Association Council are required to abide by the attendance and removal provisions of other Rural Health Congress Representatives as set forth in Article VII-Section 5.

Section 2- Meetings

The State Association Council shall meet face-to-face in conjunction with the Association’s annual conference. Other meetings shall be held at the discretion of the State Association Council. The Council shall be allowed to meet by conference call or other technology by which all members of the Council can simultaneously participate in all proceedings and discussion. A majority of the state affiliates shall constitute a quorum of the State Association Council.

ARTICLE VII – State Office Council

Section 1- Removal of Chair and Rural Health Congress Representatives

The members of the State Office Council may petition the Board of Trustees for dismissal of the Chair if that Chair is thought to have failed to perform the duties of the position or have engaged in conduct deemed unbecoming of the Association. A written petition of at least 25 members or ten (10) percent of members, whichever is greater, of the State Office Council shall be necessary for submission of a dismissal petition to the Board of Trustees. Such dismissal shall be subject to ratification by the Board of Trustees as specified in Article III—Section 8.

Alternately, the members of the State Office Council are required to ratify a dismissal initiated by the Board of Trustees against the State Office Council's Chair pursuant to the provisions of Article III—Section 8. Such dismissal shall be ratified and effective only upon a vote of 25 members or ten (10) percent of the members, whichever is greater, of the State Office Council approving the dismissal.

Rural Health Congress representatives of the State Office Council are required to abide by the attendance and removal provisions of other Rural Health Congress Representatives as set forth in Article VII-Section 5.

Section 2- Meetings

The State Office Council shall meet face-to-face in conjunction with the Association's annual conference. Other meetings shall be held at the discretion of the State Office Council. The Council shall be allowed to meet by conference call or other technology by which all members of the Council can simultaneously participate in all proceedings and discussion. A majority of the members of the State Office Council shall constitute a quorum of the Council.

ARTICLE VIII – Health Equity Council

Section 1- Removal of Chair and Rural Health Congress Representatives

The members of the Health Equity Council may petition the Board of Trustees for dismissal of the Health Equity Council Chair if that Chair is thought to have failed to perform the duties of the position or have engaged in conduct deemed unbecoming of the Association. A written petition of at least five (5) members or twenty (20) percent of members, whichever is greater, of the Rural Multiracial and Multicultural Health Council shall be necessary for submission of a dismissal petition to the Board of Trustees. Such dismissal shall be subject to ratification by the Board of Trustees as specified in Article III—Section 8.

Alternately, the members of the Health Equity Council are required to ratify a dismissal initiated by the Board of Trustees against the Health Equity Council's Chair pursuant to the provisions of Article III—Section 8. Such dismissal shall be ratified and effective only upon a vote of 5 members or twenty (20) percent of the members, whichever is greater, of the Health Equity Council approving the dismissal.

Rural Health Congress representatives of the Health Equity Council are required to abide by the attendance and removal provisions of other Rural Health Congress Representatives as set forth in Article VII-Section 5.

Section 2- Meetings

The Health Equity Council shall meet face-to-face in conjunction with the Association's annual conference. Other meetings shall be held at the discretion of the Health Equity Council. The Council shall be allowed to meet by conference call or other technology by which all members of the Council can simultaneously participate in all proceedings and discussion. A majority of the members of the Health Equity Council shall constitute a quorum of the Council.

ARTICLE IX – Nominations and Credentialing**Section 2—Leadership Development**

The Nominations and Credentials Committee shall recommend to the Board of Trustees, an ongoing plan for development of future leaders for the Association and, upon approval of the plan by the Board, oversee implementation of the plan. The Committee shall report annually to the Board of Trustees on the outcomes of the leadership development plan and make recommendations for needed revisions, if any, in the plan.