



BYLAWS
Of the
**NATIONAL RURAL HEALTH
ASSOCIATION**

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Mission

To improve the health and well-being of rural Americans and their communities through leadership in advocacy, communications, education and research.

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ARTICLE I—PURPOSE

The purposes of the National Rural Health Association (henceforth referred to as the Association or the NRHA) include, but are not limited to, the following:

- a. to identify and represent the health and health care needs and views of rural America;
- b. to increase understanding of the distinctive features of health and health care delivery in small towns and rural areas;
- c. to provide a multi-sector forum for the exchange and distribution of ideas, information, research, and methods relative to the improvement of rural health;
- d. to build coalitions for addressing rural concerns;
- e. to develop and promote solutions to rural health care problems; and
- f. to otherwise represent the interests of the membership of the Association.

ARTICLE II—MEMBERSHIP

Section 1—Dues and Membership Criteria

Dues, membership criteria, and privileges for members of the Association shall be fixed by the Board of Trustees for all membership categories, and shall be reviewed in December of each year, during the budget process, for continued appropriateness. Individual membership categories are outlined in the NRHA Operations Guide.

ARTICLE III—BOARD OF TRUSTEES

Section 1—Composition and Qualifications

The Board of Trustees shall consist of the Chair of each designated constituency group, the Chair of the State Association Council, the Chair of the State Office Council, the Chair of the Health Equity Council, the Chair of the Rural Health Policy Congress, the elected officers of the Association and the Chief Executive Officer, as an ex-officio member without a vote.

All trustees shall be members of the Association at the time of their nomination and election/appointment, and during the term of office. The Chairs of the constituency groups, the State Association Council, the State Office Council, the Health Equity Council, and the Rural Health Policy Congress shall be appointed by the Board of Trustees. An individual member shall not be nominated for, or concurrently serve in more than one capacity on the Board of Trustees.

Section 2—Scope of Responsibility

In addition to any specific responsibilities delineated in other sections of these bylaws, the Board of Trustees shall have responsibility and authority to:

- a. Supervise, control, and direct the affairs of the Association;
- b. Actively pursue its responsibilities and the purposes of the Association;
- c. Revise the Association bylaws, as needed;
- d. Establish and revise policies for the Association, within the limits of the bylaws;
- e. Adopt an annual budget for the Association after considering the recommendations of the Executive and Finance Committees;
- f. Review and approve the Association's required income tax returns;
- g. Annually appoint independent auditors to audit the financial statements, position, and

operations of the Association upon recommendation of the Finance and Executive Committees;

- h. Adopt rules for the conduct of its own business, as deemed advisable, and, subject to the requirements of Article XVI, amend the bylaws of the Association;
- i. Establish policy for the guidance of the Executive Committee and the officers;
- j. Approve the establishment, charters, and dissolution of standing committees, except as otherwise specifically delineated in these bylaws;
- k. Except as otherwise limited by these bylaws, establish Constituency Groups and Councils of the Association; combine or discontinue Constituency Groups and Councils; prescribe the composition of Constituency Groups and Councils; maintain coordination among Constituency Groups and Councils; and establish general rules governing operation of Constituency Groups and Councils;
- l. Approve the establishment of ad-hoc committees and task forces to address specific issues within a defined timeframe and consistent with a charter established by the Board;
- m. Review and either ratify, modify or overturn actions taken and policies adopted by the Executive Committee on behalf of the Association;
- n. Establish, periodically review, and revise, as necessary, a strategy for communicating Association actions and policies to the members of the Association and assure that each component of the Association implements the strategy as part of its activities;
- o. Establish Association positions on public policy in the absence of policy established by the Rural Health Policy Congress, provided that positions so established must be raised for consideration by the Congress at its next meeting. The Board of Trustees also may overturn positions on public policy established by the Rural Health Policy Congress when the position adopted by the Congress is deemed detrimental to the well-being of the Association. A vote of two-thirds of the Board of Trustees is needed to overturn a position established by the Rural Health Policy Congress. If the Board overturns a position adopted by the Rural Health Policy Congress, the president of the Association shall communicate to Congress members, at the next meeting of the Congress or by electronic mail or other communication methods if more timely, the actions and rationale of the Board of Trustees; and
- p. In the execution of its powers, appoint such agents as it considers necessary.

Section 3—Terms of Office

The term of office for constituency group Chairs, the Chair and Vice Chair of the Rural Health Policy Congress, the Chair of the State Association Council, the Chair of the State Office Council, and the Chair of the Health Equity Council shall be two (2) years. They may serve no more than two (2) consecutive terms in the same position. The term of office for all trustees shall be from January 1 immediately following their election until such time as their successors have been duly selected and qualified, or they resign, or are removed, or are otherwise unable to fulfill an unexpired term.

Section 4—Voting

Each member of the Board of Trustees shall possess one (1) vote in matters coming before the Board of Trustees. Voting by proxy shall not be allowed. Unless otherwise stipulated in these bylaws, the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

Section 5—Vacancies

In the event of the inability of any trustee to fulfill the duties of the position, the vacancy thus created shall be filled by the Board of Trustees. In the case of a vacancy, the Board of Trustees shall solicit nominations from the appropriate constituency group, council, or the Rural Health Policy Congress. The Board of Trustees may then designate an individual to serve in that position until the next annual election or nomination is held. In all such cases, however, the Board of Trustees shall retain the right to designate the replacement trustee.

Section 6—Removal of Officers, Trustees or Chairs

The Board of Trustees shall be empowered to dismiss any officer (President, President-elect, Immediate Past President, Secretary, or Treasurer) or the Chair of any standing or ad hoc committee or task force if, in the sole opinion of the Board of Trustees, the individual has failed to perform the duties of that position or has engaged in conduct deemed unbecoming of the Association. Such dismissal shall be effective upon the vote of at least two-thirds (2/3) of all members of the Board of Trustees.

The Board of Trustees shall have the power to initiate a dismissal of the Chair of any constituency group, the Rural Health Policy Congress, the State Association Council, the State Office Council, or the Health Equity Council if, in the sole opinion of the Board of Trustees, the individual has failed to perform the duties of his or her position or has engaged in conduct deemed unbecoming of the Association. A two-thirds (2/3) vote of all members of the Board of Trustees shall be required to initiate a dismissal. Upon the required two-thirds (2/3) vote by the Board of Trustees, the dismissal shall be referred for ratification to the constituency group, the Rural Health Policy Congress, the State Association Council, the State Office Council, or the Health Equity Council that nominated the respective Chair. The dismissal shall be ratified and effective only upon a vote by 25 members or ten (10) percent of the membership, whichever is greater, from the respective constituency group, the Rural Health Policy Congress, the State Association Council, or the State Office Council approving the dismissal. In the case of the Health Equity Council, the dismissal shall be ratified and effective upon a vote of 5 members or twenty (20) percent of the membership, whichever is greater, approving the dismissal.

Alternately, the Board of Trustees shall be required to ratify a dismissal initiated by any constituency group, the State Association Council, the State Office Council, the Rural Health Policy Congress, or the Health Equity Council according to these bylaws regarding the respective Chair of any constituency group, the State Association Council, the State Office Council, the Rural Health Policy Congress or the Health Equity Council. The dismissal shall be ratified and effective only upon a two-thirds (2/3) vote of all members of the Board of Trustees approving the dismissal.

Any removal of Officers, Trustees, or Chairs shall be done in consultation with legal counsel for the Association.

ARTICLE IV—EXECUTIVE COMMITTEE

Section 1—Composition

The Executive Committee shall consist of six (6) voting members, including the officers of the Association and the Chair of the Rural Health Policy Congress. Additionally, the Chief Executive Officer shall be a member in an ex-officio capacity without a vote. The President shall preside over meetings of the Executive Committee.

Section 2—Role, Authority and Limitations

In addition to any other role, authority, and limitations delineated for the Executive Committee in other sections of these bylaws, the Executive Committee shall have responsibility and authority to:

- a. Oversee the administrative work of the Association;
- b. Provide responsive feedback and assistance to the Chief Executive Officer of the Association. The Executive Committee shall also carry out an annual evaluation of the performance of the Chief Executive Officer of the Association and report its findings to the Board of Trustees;
- c. Take any actions necessary to carry out the policies of the Board of Trustees between meetings of the Board and exercise, during intervals between meetings of the Board of Trustees, all powers of the Board in management and direction of the business and professional activities of the Association, in all cases in which specific directions have not been given by the Board. Any action taken by the Executive Committee shall be presented to the Board of Trustees at its next meeting to be considered for ratification, modification or repeal;
- d. Conform to the policies of the Board of Trustees in the conduct of its work and adopt interim policies which shall be in effect until the next meeting of the Board of Trustees, at which time the policies shall be presented to the Board of Trustees to be considered for ratification, modification or repeal. The Executive Committee may not amend the articles of incorporation, nor the bylaws, nor adopt a plan of merger or consolidation, nor adopt a resolution of voluntary dissolution, nor take any action contrary to the policies established by the Board of Trustees; and
- e. Review the annual budget and selection of independent auditors proposed by the Finance Committee and make recommendations to the Board of Trustees regarding adoption of the proposed budget and appointment of independent auditors.

ARTICLE V—COMMITTEES AND TASK FORCES

Section 1—Standing Committees – Identification

The standing committees of the Board of Trustees shall be the Executive, Finance, Government Affairs, Membership, Annual Conference Planning, Nominations and Credentials, Past-Presidents Council, and the *Journal of Rural Health* Editorial Board.

Section 2—Standing Committees – General Requirements

Except as specifically described elsewhere in these bylaws, Chairs and members of standing committees shall be appointed by and serve at the pleasure of the President and shall have a term limit of not more than two (2) consecutive two-year terms. After a break in service of one (1) two-year term, Chairs and members of standing committees may be re-appointed to the

committee on which they previously served. All standing committees must include two (2) or more members of the Board of Trustees but, with the exception of the Executive Committee, may extend beyond the Board of Trustees.

Section 3—Ad Hoc Committees and Task Forces

The Board of Trustees may establish ad hoc committees, task forces, and other issue-specific groups as may be necessary to meet the needs of the Association or as requested by members of the Association. The charge, duties, and duration of such ad hoc committees, task forces, and other issue-specific groups shall be designated by the Board of Trustees, and the committee or task force members and Chair will be designated by the Board of Trustees. The Board of Trustees may delegate these appointments to the President.

ARTICLE VI—CONSTITUENCY GROUPS

Section 1—Purpose and Composition

Constituency groups shall represent the major areas of interests in rural health of the Association's members, shall provide a forum for discussion and development of issues of importance to members of the group, and provide an assured vehicle for the members of the group to be represented on the Board of Trustees and Rural Health Policy Congress. Each voting member of the Association shall select the constituency group(s) affiliation of his or her choice on an annual basis. Individual members of the Association shall possess one (1) vote in the constituency group of their choice and may be granted a subscribing membership in any other constituency group of their choice. Subscribing members shall be eligible to participate in the activities of any constituency group and receive all official information and materials generated by or for that constituency group. Subscribing members shall not possess an additional vote in any additional constituency group. Organizational or supporting members shall possess two (2) votes that may be equally divided between two (2) constituency groups.

Section 2—Designation Process and Requirements

Association members desiring the establishment of a constituency group shall submit a petition to the Board of Trustees for review. The petition shall provide a concise definition of the constituency group's interest area; documentation that its interest area does not substantially duplicate that of an existing constituency group; a description of its proposed goals and objectives; and a work plan. The petition shall also contain the commitment of at least one hundred (100) (any combination of advocate, individual, organizational, supporting, or student members) members who are willing to select the constituency group. Upon approval by the Board of Trustees, a constituency group shall be designated and shall be entitled to one (1) voting representative to the Rural Health Policy Congress.

Section 3—Review of Designations

The Board of Trustees shall review the membership status of all constituency groups each year on the credentialing date set in Article XII, Section 2 for purposes of Rural Health Policy Congress representation. Constituency groups shall provide the Board of Trustees a report on the previous year's activities and objectives and a work plan for the coming year.

Section 4—Constituency Group Chairs

Each constituency group shall nominate a constituency group Chair that will be sent to the Nominations Committee. The Board shall appoint a constituency group Chair based on the Nominations Committee recommendation. The constituency group Chair will sit as a voting member of the Rural Health Policy Congress. The Chair may designate another member of the constituency group to serve in his or her position on the Rural Health Policy Congress.

Section 5—Board of Trustees Membership

The constituency group Chair shall sit as a voting member of the Board of Trustees.

Section 6—Rural Health Policy Congress Representation

Each designated constituency group shall nominate one (1) representative to the Rural Health Policy Congress, in addition to the constituency group Chair, for each fifty (50) votes in the constituency group after the first (100) votes. The number of members shall be established annually through the credentialing process described in Article XII.

Section 7—Removal of Chairs and Rural Health Policy Congress Representatives

The members of any constituency group may petition the Board of Trustees for dismissal of their respective Chairs who are thought to have failed to perform the duties of their positions or have engaged in conduct deemed unbecoming of the Association. A written petition of at least 25 members or ten (10) percent of the members, whichever is greater, of the petitioning group shall be necessary for submission of a constituency group Chair dismissal petition before the Board of Trustees. Such dismissal shall be subject to ratification by the Board of Trustees as specified in Article III—Section 8.

Alternatively, the members of a constituency group are required to ratify a dismissal initiated by the Board of Trustees against the constituency group'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 constituency group approving the dismissal.

Rural Health Policy Congress representatives of constituency groups are required to abide by the attendance and removal provisions of other Rural Health Policy Congress Representatives as described in Article VII—Section 5.

Section 8—Interest Groups

Interest groups can be established to allow members of like interests and common concerns to network together and exchange ideas. An interest group may include members from within or between constituency groups, but interest groups must be sponsored by a single constituency group. Constituency groups may develop interest groups at the request of their membership according to criteria as they may develop. Membership in interest groups is voluntary and may be limited by the sponsoring constituency group.

ARTICLE VII — RURAL HEALTH POLICY CONGRESS**Section 1—Purpose and Composition**

The Rural Health Policy Congress shall determine the Association's positions regarding rural

health policy. The Rural Health Policy Congress shall be composed of the nominated representatives of constituency groups; nominated representatives of the State Association Council; nominated representatives of the State Office Council; nominated representatives of the Health Equity Council; the Chair and Vice-Chair of the Rural Health Policy Congress; the five (5) most recent Presidents of the Association (not counting the Immediate Past President); and the members of the Board of Trustees. Each member of the Rural Health Policy Congress shall have one (1) vote in all deliberations of the Congress. Voting by proxy shall not be allowed.

Section 2—Rural Health Policy Congress Chair and Vice Chair

The Rural Health Policy Congress shall elect a Chair and a vice Chair from its membership. The Chair of the Rural Health Policy Congress shall conduct the Rural Health Policy Congress meetings, appoint members to ad hoc committees and other committees, sit as a member of the Board of Trustees, and report to the Board, at each of its meetings, on the activities of the Congress, the policies adopted by the Congress, and any issues on which the Congress is seeking input. The vice Chair shall function in the role of Chair in the absence of the Chair and shall assist in the conduct of the business of the Rural Health Policy Congress. The Chair and vice Chair shall serve a two (2) year term, and not more than two (2) consecutive terms of office.

Section 3—Elections of Chair and Vice Chair

Nominees for the position of Chair and vice Chair shall be solicited from members of the Rural Health Policy Congress at least sixty (60) days prior to the Fall meeting of the Rural Health Policy Congress. In addition, nominees shall be accepted from the floor. Each nominee shall have the opportunity to address the Rural Health Policy Congress prior to the conduct of the election. Should a current member of the Rural Health Policy Congress be selected to fill another position on the Rural Health Policy Congress, such as Chair or vice Chair, that member shall vacate the previous position held to accept the position to which he or she has been elected.

Section 4—Removal of Chair or Vice Chair

The members of the Rural Health Policy Congress may petition the Board of Trustees for dismissal of their Chair, if the 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 the voting members, whichever is greater, of the Rural Health Policy Congress 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 Rural Health Policy Congress are required to ratify a dismissal initiated by the Board of Trustees against the Rural Health Policy Congress Chair. 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 Rural Health Policy Congress approving the dismissal. The members of the Rural Health Policy Congress have the power to dismiss the vice Chair upon the vote of 25 members or ten (10) percent of the members, whichever is greater, of the Rural Health Policy Congress. Such dismissal is not required to be ratified by the Board of Trustees.

ARTICLE VIII—STATE ASSOCIATION COUNCIL

Section 1—Purpose

The State Association Council shall serve as a forum for the discussion and development of issues of importance to state associations or coalitions, support the development of new state associations, and provide an assured vehicle for the state rural health associations or coalitions to be represented on the Board of Trustees and Rural Health Policy Congress.

Section 2—State Affiliates

State rural health associations or coalitions shall petition the State Association Council to be credentialed as the Association’s state affiliate. The State Association Council shall evaluate such petitions against criteria as it may from time to time develop. The State Association Council must approve petitions by majority vote. Affiliate status for state rural health associations or coalitions is at the discretion of the State Association Council and may be revoked at any time.

Only one state rural health association or coalition may be credentialed from each state, and it shall be considered as the Association’s state affiliate. The State Association Council may allow exceptions from this requirement for purposes of allowing membership on the Council for regional coalitions and the states represented by the regional coalition; however, such exceptions shall be agreed to by a majority vote of the members of the State Association Council.

Section 3—Membership

Credentialed state rural health associations or coalitions may appoint two members, selected in a method of their own choosing, as representatives to the State Association Council.

Section 4—State Association Council Chair

The Chair of the State Association Council shall be nominated through the procedures used by the Association for constituency group Chairs (see Article VI—Section 4). The Chair of the State Association Council shall serve as a member of the Board of Trustees and sit as a member of the Rural Health Policy Congress. The chair shall serve a two (2) year term, and not more than two (2) consecutive terms of office. The Chair may designate another member of the State Association Council to serve in his or her position on the Rural Health Policy Congress.

Section 5—Rural Health Policy Congress Representation

The State Association Council shall nominate three (3) representatives to the Rural Health Policy Congress through the procedures used by the Association for constituency group representatives (see Article VI—Section 4). The State Association Council Chair shall be counted as the first representative nominated for the Council.

ARTICLE IX—STATE OFFICE COUNCIL

Section 1—Purpose

The State Office Council shall create an assured vehicle for state offices of rural health to be represented on the NRHA Board of Trustees and Rural Health Policy Congress, providing a perspective associated with their unique role as administrative agencies in each state. The

chair shall serve a two (2) year term, and not more than two (2) consecutive terms of office. The State Office Council will provide an opportunity for state offices to discuss issues they sense are important to their mission of state plan development and assistance in the states to rural communities.

Section 2—State Affiliates

The entity that is recognized at the state level as the state office of rural health shall submit a letter requesting membership in the State Office Council. Upon receipt of the letter of request and NRHA dues payment at a minimum of an organizational level, the state office of rural health shall be credentialed as a member of the State Office Council.

Section 3—Membership

Each affiliated state office of rural health shall appoint the director or his or her designee as its representative to the State Office Council.

Section 4—State Office Council Chair

The Chair of the State Office Council shall be nominated through the procedures used by the Association for constituency group Chairs (see Article VI—Section 4). The chair shall serve a two (2) year term, and not more than two (2) consecutive terms of office. The Chair of the State Office Council shall sit as a member of the Rural Health Policy Congress. The Chair may designate another member of the State Office Council to serve in his or her position on the Rural Health Policy Congress. Once a minimum of thirty (30) state offices have been credentialed as members of the State Office Council, the Chair shall become a voting member of the Board of Trustees.

Section 4—Rural Health Policy Congress Representation

The State Office Council shall nominate two (2) representatives to the Rural Health Policy Congress through the procedures of election used by the Association for constituency group representatives (see Article VI—Section 4). The Chair of the State Office Council shall be counted as the first representative nominated for the Council.

ARTICLE X—Health Equity Council

Section 1—Purpose

The Health Equity Council shall serve as a forum for the discussion and development of issues related to the needs and concerns of rural minority, multiracial, and multicultural populations; monitor all association activities, programs, and services to assure appropriate cultural competency and sensitivity to rural racial and ethnic minority populations; develop and support a membership recruitment strategy to increase racial and ethnic minority membership in the Association; develop and plan the annual rural health equity conference and other appropriate education offerings and seek appropriate funding for such activities; and provide an assured vehicle for these needs and concerns to be represented on the Board of Trustees and Rural Health Policy Congress.

Section 2—Membership

Membership of the Health Equity Council shall be appointed jointly by the President of the Association and the Chair of the Health Equity Council for the purpose of assuring that the

Council membership includes individuals reflecting the diversity of the membership of the Association. Each voting member of the Health Equity Council shall have a term limit of not more than two (2) consecutive two-year terms. After a break in service of one (1) two-year term, an individual may be reappointed to the Council.

Section 3—Rural Health Equity Council Chair

The Chair of the Health Equity Council shall be nominated through the procedures used by the Association for constituency group Chairs (see Article VI—Section 4). The Chair of the Health Equity Council shall serve as a member of the Board of Trustees and sit as a member of the Rural Health Policy Congress. The chair shall serve a two (2) year term, and not more than two (2) consecutive terms of office. The Chair may designate another member of the Council to serve in his or her position on the Rural Health Policy Congress.

Section 4—Rural Health Policy Congress Representation

The Rural Health Equity Council shall nominate two (2) representatives to the Rural Health Policy Congress through the procedures of election used by the Association for constituency group representatives (see Article VI—Section 7). The Rural Health Equity Council Chair shall be counted as one of the representatives nominated for the Council.

ARTICLE XI—OFFICERS

Section 1—Positions

The elected officers of the Association shall be the President, President-elect, Immediate Past President, Secretary, and Treasurer. Assistant officers and agents, as may be deemed necessary, may be appointed by the Board of Trustees to expedite the affairs of the Association.

Section 2—Qualifications

Officers shall have been members of the Association for five (5) years preceding the time of nomination. The President-elect shall have served at least one term as a member of the Board of Trustees.

Section 3—Elections

The membership shall elect the President-elect, Secretary, and Treasurer of the Association. The election of officers shall occur by electronic ballot, unless an alternate method is approved by the Board of Trustees, cast no later than November 10 each year. Officers elected by the membership shall assume office on January 1 of the following year.

Section 4—Terms of Office

The term of office for the Secretary and the Treasurer shall be two (2) years, limited to two (2) consecutive terms. The term of office for the President-elect is three (3) consecutive years; the first as President-elect, the second as President, and the third as Immediate Past President. The term of office for each officer shall be assumed on January 1 of each year and shall continue in the position until December 31 of the last year of his or her term.

Section 5—Vacancies

If a vacancy occurs in the office of President, the President-elect shall fill the office for the

remainder of the year and then complete his or her full term as President. Any other vacancies among the officers may be filled by election by the Board of Trustees from the current voting members of the Board of Trustees. Such election shall be by majority vote of the Board of Trustees. Replacement officers shall serve until the next regular election of officers. Should an officer position, other than that of the President, become vacant and then be filled by the Board of Trustees through an election by the Board of Trustees of a currently serving trustee, that trustee shall vacate the previously held Board of Trustees position and retain only the current appointed position.

Section 6—President

The President shall be the principal elected officer of the Association; shall preside at the annual membership meeting, meetings of the Board of Trustees, and meetings of the Executive Committee; and shall be an ex officio member, with voting privileges, of all committees except the Nominations and Credentials Committee.

Section 7—President-elect

In the absence or incapacity of the President, the President-elect shall have the powers and authorities of the President, except as limited by resolution of the Board of Trustees. The President-Elect shall be the Chair of the Nominations and Credentials Committee and the Annual Meeting Planning Committee.

Section 8—Secretary

The Secretary, or person designated by the Secretary, shall keep all records of the Board of Trustees; shall see that all notices are duly given in accordance with the provisions of the bylaws and as required by law; shall perform all duties incident of the office of Secretary; and perform other duties as may be assigned by the President or the Board of Trustees.

Section 9—Treasurer

The Treasurer, or person designated by the Treasurer, shall be responsible to receive and be accountable for the funds of the Association. The Treasurer shall render periodic financial reports to the Executive and Finance Committees, the Board of Trustees, and the membership and be responsible for the presentation of budgets and other corporate reports as may be necessary for the conduct of business. The Treasurer shall be the Chair of the Finance Committee.

Section 10—Chief Executive Officer

The Board of Trustees shall be empowered to employ, evaluate, and dismiss the Chief Executive Officer. The Chief Executive Officer shall be directly responsible to the Board of Trustees and shall be the chief executive and operating officer of the Association with responsibilities for the management and direction of all operations, programs, activities, and affairs of the Association under the direction and framework of policies, budgets and programs as determined by the Board of Trustees. These responsibilities include the employment and termination of employees and the determination of compensation of staff and support personnel. The Chief Executive Officer shall be empowered to execute corporate documents and such other forms as necessary to implement Board of Trustees policy. The Chief Executive Officer shall be a non-voting member of the Board of Trustees and the Executive and Finance Committees.

ARTICLE XII—NOMINATIONS AND CREDENTIALING

Section 1—Nominations and Credentials Committee

The Chair of the Nominations and Credentials Committee shall be the President-elect. In addition, one member shall be appointed to the committee by the President, one member shall be the Immediate Past President, one member shall be the Chair of the Rural Health Policy Congress, and two at-large members of the Rural Health Policy Congress shall be selected by self-nomination at its spring face-to-face meeting. Appointed and elected members of the committee shall serve a one-year term and may be reappointed or re-elected to a maximum of four (4) consecutive terms.

The Nominations and Credentials Committee will set the calendar to ensure a timely selection process to have leadership in place by January first of the following year. The Nominations and Credentials Committee shall notify the membership of vacancies in all elected offices and solicit nominations from the membership. The Nominations and Credentials Committee shall develop and present in writing to the membership a slate of candidates on or before October 1st each year. In selecting the slate to be presented to the membership, the Nominations and Credentials Committee shall keep in mind the importance of leadership that is broadly representative of the professional, institutional, geographic, ethnic, and racial makeup of rural health.

The Nominations and Credentials Committee shall develop a list of questions to be answered by candidates that shall serve the purpose of demonstrating both their qualifications and interest in the offices or positions. The questions may differ by office but shall be the same for all candidates seeking the same office or position. Those responses received by the time the ballot is prepared for distribution will be included. Any failure to respond to any or all of these questions is not cause for an individual's name to be removed from the ballot.

Section 2—Credentialing Date

The Board of Trustees shall review the membership status of all constituency groups and councils each year at its April Board of Trustees meeting. The number of votes established for each constituency group and council as of this date will be used as the official number for purposes of determining constituency group status, establishing membership for the Rural Health Policy Congress, and other purposes specified in these bylaws. Each year (or the first business day immediately following the credentialing of the membership) the constituency and council Chairs shall be informed of their current group status and the number of representatives for which each constituency group or council has been credentialed for the following year's election.

Section 3—Voting

The Nominations and Credentials Committee shall develop and present in writing to the membership a slate of candidates. Each candidate shall have the opportunity prior to the election to address the membership eligible to vote in the election through an electronic method made available by the Association. Any candidate may withdraw his or her candidacy prior to the election. Voting shall be by secret ballot with each advocate, individual, and student member entitled to cast one (1) vote and each organizational or supporting member entitled to cast two (2) votes for each Association officer to be elected. Each such member is also entitled

to cast a vote for each office to be filled in the constituency group(s) or council(s) of which he or she is a voting member. The candidates for each office receiving a plurality of the votes cast for that office shall be elected. In the event of a tie, the election shall be decided by a coin toss. The Nominations and Credentials Committee shall oversee the election process of all offices.

ARTICLE XIII—MEMBERSHIP MEETINGS

Section 1—Notification

The membership of the Association shall be notified at least ninety (90) days in advance of any meetings of the membership. The notice of the meetings, including a statement of time and place, shall be in writing on NRHA's communication channels and electronically mailed to the members at the last recorded address. The failure of any member to receive notice of any meeting shall not negate any action that may be taken at the meeting.

Section 2—Annual Membership Meeting

The annual meeting of the membership shall be convened at the annual conference and shall provide information on the previous year's transactions and other such business as may come before the membership. Any proposed bylaws changes must be presented to the membership for consideration at the annual membership meeting if they have not been considered by electronic or mail vote by the membership. The President shall serve as the Chair of the annual membership meeting.

Section 3—Quorum

Ten (10) percent of the votes of the Association shall constitute a quorum for the transaction of business at the annual membership meeting.

ARTICLE XIV—ALTERNATIVE VOTING METHODS

Whenever, in the judgment of the Board of Trustees, any question shall arise that it believes should be put to a vote of the membership or the Board of Trustees, and when it deems it inexpedient to call a special meeting for such a purpose, the trustees may, unless otherwise required by the bylaws, submit such a matter to the membership in writing for vote and decision. The question or position thus presented shall be determined according to a plurality of the votes received by electronic mail within the specified time period for the vote. Any and all actions taken in pursuance of a vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

The Board of Trustees, the Executive Committee, and any other entities of the Association may employ any manner of voting in lieu of face-to-face balloting on questions for which those alternative voting methods are appropriate.

ARTICLE XV—FISCAL YEAR

The fiscal year of the Association shall be determined by the Board of Trustees. A majority vote of the Board of Trustees shall be required to alter the existing fiscal year.

ARTICLE XVI—AMENDMENTS

Section 1—Bylaws

These bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) vote at any regular or special meeting of the Board of Trustees, provided that a copy of the amendment proposed for consideration shall be communicated to the last recorded address of each trustee at least thirty (30) days prior to the date of the meeting. Amendments adopted by the Board of Trustees are subject to ratification by the membership at the next annual membership meeting or by electronic vote. A majority vote of the membership that votes shall be required to ratify bylaws amendments passed by the Board of Trustees. A Bylaws Task Force shall be established every five (5) years for purposes of conducting a formal review of the Bylaws.

Section 2—Articles of Incorporation

The articles of incorporation of the Association may be amended by the Board of Trustees by a two-thirds (2/3) vote of the total Board of Trustees at any regular meeting of the Board of Trustees.

ARTICLE XVII—OFFICIAL RECORDS

The minutes of the proceedings of the Board of Trustees, the membership rolls and the chart of accounts shall be open to inspection at the national office of the Association upon the written request of any active member within thirty (30) days of the receipt of the request. Such inspection may be made by an agent or attorney on behalf of a member and shall include the right to make extracts thereof. Demand of inspection shall be in writing addressed to the President of the Association and the inspection shall be at the member's expense.

ARTICLE XVIII—PARLIAMENTARY AUTHORITY

It is the intent and desire of the Association to conduct its business by consensus; however, Robert's Rules of Order may be employed in cases where parliamentary procedure is required at the discretion of the President or presiding officer, provided that the rules for that meeting are not delineated by the bylaws or the special rules of order of the Association.

ARTICLE XIX—DISCRIMINATION

Neither the Association nor its affiliates may refuse membership on the basis of race, color, religion (creed), gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status.

Amended December 29, 2000 (RLQ)
Amended August 14, 2003
Amended May 2007
Amended October 2010
Amended April 2013 (AEM)
Amended May 2015
Amended May 2023