

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.

NATIONAL RURAL HEALTH ASSOCIATION

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CONTENTS

Article I—Purpose	5
Article II—Membership	5
Section 1—Advocate Membership	5
Section 2—Individual Membership	5
Section 3—Organizational Membership	5
Section 4—Supporting Membership	5
Section 5—Affiliate Membership	6
Section 6—Student Membership	6
Section 7—RHC/FQHC Membership	6
Section 8—Commercial Entities	6
Section 9—Dues and Membership Criteria	6
Article III—Board of Trustees	6
Section 1—Composition and Qualifications	6
Section 2—Scope of Responsibility	6
Section 3—Terms of Office	7
Section 4—Meetings	8
Section 5—Voting	8
Section 6—Vacancies	8
Section 7—Resignations	8
Section 8—Removal of Officers, Trustees or Chairs	8
Section 9—Conflict of Interest	9
Article IV—Executive Committee	9
Section 1—Composition	9
Section 2—Role, Authority and Limitations	9
Section 3—Meetings	10
Section 4—Quorum	10
Article V—Committees and Task Forces	10
Section 1—Standing Committees – Identification	10
Section 2—Standing Committees – General Requirements	11
Section 3—Standing Committees – Composition, Duties and Responsibilities	11
Section 4—Ad Hoc Committees and Task Forces	12
Article VI—Constituency Groups	12
Section 1—Purpose and Composition	12
Section 2—Designation Process and Requirements	13
Section 3—Review of Designations	13
Section 4—Constituency Group Chairs	13
Section 5—Board of Trustees Membership	13
Section 6—Rural Health Congress Representation	14
Section 7—Elections of Chairs and Rural Health Congress	

Representatives	14
Section 8—Removal of Chairs and Rural Health Congress Representatives	14
Section 9—Interest Groups	14
Article VII—Rural Health Congress	15
Section 1—Purpose and Composition	15
Section 2—Rural Health Congress Chair and Vice Chair	15
Section 3—Elections of Chair and Vice Chair	15
Section 4—Removal of Chair or Vice Chair	15
Section 5—Attendance and Removal of Members	16
Section 6—Procedures	16
Section 7—Meetings	17
Section 8—Quorum and Voting	17
Section 9—Vacancies	17
Section 10—Transitions in Membership	17
Article VIII—State Association Council	18
Section 1—Purpose	18
Section 2—State Affiliates	18
Section 3—Membership	18
Section 4—State Association Council Chair	18
Section 5—Rural Health Congress Representation	19
Section 6—Removal of Chair and Rural Health Congress Representatives	19
Section 7—Meetings	19
Article IX—State Office Council	19
Section 1—Purpose	19
Section 2—State Affiliates	20
Section 3—Membership	20
Section 4—State Office Council Chair	20
Section 5—Rural Health Congress Representation	20
Section 6—Removal of Chair or Rural Health Congress Representatives	20
Section 7—Meetings	20
Article X—Rural Health Equity Council	21
Section 1—Purpose	21
Section 2—Membership	21
Section 3—Rural Health Equity Council Chair	21
Section 4—Rural Health Congress Representation	22
Section 5—Removal of Chair and Rural Health Congress Representatives	22
Section 6—Meetings	22
Article XI—Officers	22

Section 1—Positions	22
Section 2—Qualifications	23
Section 3—Elections	23
Section 4—Terms of Office	23
Section 5—Vacancies	23
Section 6—President	23
Section 7—President-elect	23
Section 8—Secretary	24
Section 9—Treasurer	24
Section 10—Chief Executive Officer	24
Article XII—Nominations and Voting	24
Section 1—Nominations and Credentials Committee	24
Section 2—Credentialing Date	25
Section 3—Voting	25
Section 4—Leadership Development	25
Article XIII—Membership Meetings	25
Section 1—Notification	25
Section 2—Annual Membership Meeting	26
Section 3—Quorum	26
Article XIV—Alternative Voting Methods	26
Article XV—Fiscal Year	26
Article XVI—Amendments	26
Section 1—Bylaws	26
Section 2—Articles of Incorporation	27
Article XVII—Official Records	27
Article XVIII—Parliamentary Authority	27
Article XIX—Discrimination	27

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—Advocate Membership

Advocate membership shall be granted to unemployed or retired individuals who share the Association's vision for rural health care issues, have applied and have been accepted for membership, and have paid the required dues. Advocate members shall have one (1) vote in all matters brought before the membership but shall not be entitled to the other privileges of the Association.

Section 2—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 3—Organizational Membership

Organizational membership shall be granted to corporations, agencies, professional societies, state rural health associations, state offices 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 4—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 5—Affiliate Membership

Affiliate membership shall be granted to 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 6—Student 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) 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.

Section 7—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 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.

Section 9—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.

ARTICLE III—BOARD OF TRUSTEES

Section 1—Composition and Qualifications

The Board of Trustees shall consist of the elected Chair of each designated and qualified constituency group, the Chair of the State Association Council; the Chair of the State Office Council; the Chair of the Rural Health Equity Council; the Chair of the Rural Health 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 and during the term of office. The Chairs of the constituency groups, the State Association Council, the State Office Council, the Rural Health Equity Council, and the Rural Health Congress shall be elected by the membership of their respective groups. 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. Establish and revise policies for the Association, within the limits of the bylaws;
- d. After considering the recommendations of the Executive and Finance Committees, adopt an annual budget for the Association;
- e. Review and approve the Association’s required income tax returns;
- f. Upon recommendation of the Finance and Executive Committees, annually appoint independent auditors to audit the financial statements, position, and operations of the Association;
- g. 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;
- h. Establish policy for the guidance of the Executive Committee and the officers;
- i. Approve the establishment, charters, and dissolution of standing committees, except as otherwise specifically delineated in these bylaws;
- j. 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;
- k. 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;
- l. Review and either ratify, modify or overturn actions taken and policies adopted by the Executive Committee on behalf of the Association;
- m. 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;
- n. Establish Association positions on public policy in the absence of policy established by the Rural Health 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 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 Congress. If the Board overturns a position adopted by the Rural Health 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
- o. 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 of the Rural Health Congress, the Chair of the State Association Council, the Chair of the State Office Council, and the Chair of the Rural Health Equity Council shall be two (2) years or until their successors are duly elected and qualified, subject to the restriction that 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 elected and qualified, or they resign, or are removed, or are otherwise unable to fulfill an unexpired term.

Section 4—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 other technology 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 5—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 6—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 Congress. The Board of Trustees may then designate an individual to serve in that position until the next annual election is held. In all such cases, however, the Board of Trustees shall retain the right to designate the replacement trustee.

Section 7—Resignations

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

Section 8—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 Congress, the State Association Council, the State Office Council, or the Rural 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 Congress, the State Association Council the State Office Council, or the Rural Health Equity Council that

elected 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 Congress, the State Association Council, or the State Office Council approving the dismissal. In the case of the Rural 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 Congress, or the Rural 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 Congress or the Rural 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.

Section 9—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 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 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.

Section 3—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 present at any meeting at which there is a quorum shall be the act of the Executive Committee.

Section 4—Quorum

A quorum shall be four (4) voting members of the Executive Committee.

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, Communications, 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.

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 technology.

Section 3—Standing Committees – 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.
- 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 advocacy priorities within the policies of the Association as set by the Rural Health Congress and Board of Trustees; educate and inform policymakers about advocacy priorities as recommended by the GAC and approved by the Board of Trustees; report on its activities at each meeting of the Rural Health Congress; make recommendations to the Rural Health Congress on issues requiring their review and approval; provide expertise to staff on legislative and regulatory issues; ensure the Association’s guiding principles and mission are promoted through its advocacy program. The Government Affairs Committee shall consist of up to twenty-four (24) members, including one representative from each constituency group and council, the Chair and vice Chair of the Rural Health 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 balance. In making these appointments, the President shall seek the counsel and advice of the Chair of the Government Affairs Committee and 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. Communications Committee – to advise the Board of Trustees and Association staff on matters relating to the Association’s internal and external communications strategies and activities; assist in designing and implementing offerings to inform members of the Association about the structure and activities of the Association; and assist other components of the Association in designing and implementing

effective communications strategies and activities. (Members of this particular committee shall not have term limits.)

- f. 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 by the President-Elect of the Association.
- g. 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).
- h. 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*.
- i. Past Presidents Council – to serve in an advisory capacity to the President. 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.

Section 4—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 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) 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 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 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 elect a constituency group Chair who will sit as a voting member of the Rural Health Congress. The Chair may designate another member of the constituency group to serve in his or her position on the Rural Health Congress.

Section 5—Board of Trustees Membership

If a constituency group achieves at least one hundred (100) members, the constituency group Chair shall sit as a voting member of the Board of Trustees.

Section 6—Rural Health Congress Representation

Each designated constituency group shall elect one (1) representative to the Rural Health 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—Elections of Chairs and Rural Health Congress Representatives

By July 1 of each year, the Nominations and Credentials Committee shall notify the membership of vacancies and solicit nominations for constituency group Chairs and Rural Health Congress representatives from the membership. Each year, on the first business day following the credentialing of the membership under Article XII – Section 2, constituency group Chairs shall be informed of their current group status and the number of representatives for which each constituency group has been credentialed for the following year's elections. Nominees for constituency group Chair and Rural Health Congress representatives must be voting members of the Association and voting members of the constituency group. The election of the constituency group Chair and Rural Health Congress representatives shall be conducted as described in Article XII. The Association membership will be notified of the results of the election prior to January 1.

Section 8—Removal of Chairs and Rural Health 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 Congress representatives of constituency groups are required to abide by the attendance and removal provisions of other Rural Health Congress Representatives as described in Article VII—Section 5.

Section 9—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 CONGRESS

Section 1—Purpose and Composition

The Rural Health Congress shall determine the Association's positions regarding public policy. The Rural Health Congress shall be composed of the elected representatives of constituency groups; elected representatives of the State Association Council; elected representatives of the State Office Council; elected representatives of the Rural Health Equity Council; the Chair and Vice-Chair of the Rural Health 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 Congress shall have one (1) vote in all deliberations of the Congress. Voting by proxy shall not be allowed.

Section 2—Rural Health Congress Chair and Vice Chair

The Rural Health Congress shall elect a Chair and a vice Chair from its membership. The Chair of the Rural Health Congress shall conduct the Rural Health 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 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 Congress at least sixty (60) days prior to the Fall meeting of the Rural Health Congress. In addition, nominees shall be accepted from the floor. Each nominee shall have the opportunity to address the Rural Health Congress prior to the conduct of the election. The election shall be by a majority of the secret ballots cast. In the case of a lack of a majority on any ballot, the candidate receiving the least number of

votes shall be eliminated and an additional ballot shall be taken on the remaining candidates until one candidate obtains a majority.

Should a current member of the Rural Health Congress be elected to another position on the Rural Health Congress, such as Chair or vice Chair, that member shall vacate the previous position held and retain the current position to which he or she has been elected.

Section 4—Removal of Chair or Vice Chair

The members of the Rural Health 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 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 Congress are required to ratify a dismissal initiated by the Board of Trustees against the Rural Health Congress 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 Rural Health Congress approving the dismissal.

The members of the Rural Health 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 Congress. Such dismissal is not required to be ratified by the Board of Trustees.

Section 5—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 may notify the Chair of the Congress of any excused absences from their constituency groups or councils.

When a member misses two meetings unexcused or notifies the constituency group or council Chair of inability to continue as a Congress member, the constituency group or council Chair may 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 6—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 7—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 the 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 8—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 9—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 in Article III—Section 6 shall be used to fill that vacancy.

Section 10—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 and retain the current position to which he or she has been elected.

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 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 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 elected through the procedures of election used by the Association for constituency group Chairs (see Article VI—Section

7).

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 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 Congress.

Section 5—Rural Health Congress Representation

The State Association Council shall elect three (3) representatives to the Rural Health Congress through the procedures of election used by the Association for constituency group representatives (see Article VI—Section 7). The State Association Council Chair shall be counted as the first representative elected for the Council.

Section 6—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 7—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 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 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 elected through the procedures of election used by the Association for constituency group Chairs (see Article VI—Section 7). 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 Congress. The Chair may designate another member of the State Office Council to serve in his or her position on the Rural Health 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 5—Rural Health Congress Representation

The State Office Council shall elect two (2) representatives to the Rural Health Congress through the procedures of election used by the Association for constituency group representatives (see Article VI—Section 7). The Chair of the State Office Council shall be counted as the first representative elected for the Council.

Section 6—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 7—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 X—RURAL HEALTH EQUITY COUNCIL

Section 1—Purpose

The Rural 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 multiracial and multicultural health 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 Congress.

Section 2—Membership

Membership of the Council shall be appointed jointly by the President of the Association and the Chair of the Rural 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 Rural 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 Rural Health Equity Council shall be elected through the procedures of election used by the Association for constituency group Chairs (see Article VI—Section 7).

The Chair of the Rural Health Equity Council shall serve as a member of the Board of Trustees and sit as a member of the Rural Health 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 Congress.

Section 4—Rural Health Congress Representation

The Rural Health Equity Council shall elect two (2) representatives to the Rural Health 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 elected for the Council.

Section 5—Removal of Chair and Rural Health Congress Representatives

The members of the Rural Health Equity Council may petition the Board of Trustees for dismissal of the Rural 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 Health Equity 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 Rural Health Equity Council are required to ratify a dismissal initiated by the Board of Trustees against the Rural 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 Rural Health Equity Council approving the dismissal.

Rural Health Congress representatives of the Rural 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 6—Meetings

The Rural 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 Rural 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 Rural Health Equity Council shall constitute a quorum of 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 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 Congress and two at-large members of the Rural Health Congress selected by election at its fall 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.

By July 1, 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 all 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 with the ballot. 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 Congress, and other purposes specified in these bylaws. On April 2 of 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 on or before October 1 each year. 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. All returned ballots must be independently dated no later than November 10 each year. 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.

Section 4—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.

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 and electronically mailed or 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 previously 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, religion, color, sex, national origin, or creed.

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

