

NEW ENGLAND RURAL HEALTH ROUNDTABLE BYLAWS

Bylaws were last updated at the annual meeting of membership on October 16, 2008

ARTICLE I. NAME OF THE ORGANIZATION

The name of the organization shall be The New England Rural Health RoundTable (RoundTable). The RoundTable is a nonprofit organization with its principal office maintained at such location as the Board of Directors shall determine.

ARTICLE II. PURPOSES

The purpose of the RoundTable is to improve the health of rural New England communities by providing a forum for persons and organizations interested in rural health to collaborate to identify and address rural health issues through strengthened advocacy, support and shared resources. New England is defined as the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

Notwithstanding the foregoing, and by means of limitation to the foregoing, the RoundTable is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code (or the corresponding provisions of any future United States Internal Revenue law), or by corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law). Notwithstanding any other provisions of these Articles, this RoundTable shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this RoundTable.

ARTICLE III. MEMBERSHIP

Types of membership in the RoundTable are Individual and Organizational.

A. INDIVIDUAL. An Individual Member is any individual who has an interest in rural health in New England and includes students, senior citizens, consumers and professionals. These members are entitled to full voting privileges in corporate affairs and constitute a category for the election of member of Board of Directors.

B. ORGANIZATIONAL/COPPRATE. An Organizational

Member is any organization with an interest in rural health including, but not limited to providers, businesses and governmental entities. Each organizational member shall have privileges determined by the Board of Directors.

QUALIFICATIONS. Any individual or organization that pays dues as provided and agrees to be bound by the Articles of Incorporation and bylaws of this RoundTable and such rules and regulations as the Board of Directors may from time to time adopt, is eligible for membership in the RoundTable. The RoundTable does not discriminate on any basis including but not limited to race, color, creed, gender, national origin, disabilities or sexual orientation.

ADMISSION TO MEMBERSHIP. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership. Membership shall become effective on the completion of the application process and payment of dues, as reviewed by the Membership Committee.

ANNUAL DUES AND FEES. The annual dues and other fees shall be approved by the Board of Directors. Policy for payment of membership dues and other fees shall be set and approved by the Board of Directors, providing that such dues and fees shall foster the participation of rural entities and be reflective of the member's ability to pay.

Any member whose annual dues are in arrears for three months in succession shall be dropped from membership, but shall be reinstated upon payment of dues for the remainder of the membership year.

MEETING OF THE MEMBERS. An Annual Meeting of the RoundTable membership shall be held at a time and place as determined each year by the Board of Directors. Written notice thereof shall be given to all members not less than 45 days prior to the date set for the meeting.

OTHER MEETINGS. Other meetings of the RoundTable may be called by the President upon ratification by the Executive Committee. Special meetings of the RoundTable must be called by the President upon request of one-third of the members of the RoundTable. Written notice shall be given to all members not less than 15 days prior to the date set for the meeting.

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ARTICLE IV. BOARD OF DIRECTORS

GENERAL. The governing body shall assume full responsibility for initiating necessary action to maintain the organization and staffing in full conformance with applicable rules, regulations, standards, and laws relative to the NERHRT.

The governing body shall assume full responsibility for the appointment of the executive director. The executive director shall bear the authority and responsibility to act for the Board of Directors in the overall management of the NERHRT.

NUMBER OF BOARD OF DIRECTORS. The number of members of the Board of Directors shall be 23, with each state's membership selecting three members maximum, and the addition of the President-Elect, President, Immediate Past President, Secretary and Treasurer.

EX OFFICIO BOARD MEMBERS. The Office of Rural Health from each of the New England states will have Ex-Officio membership in the RoundTable and an Ex-Officio position as a member of the Board of Directors for the SORH director or his/her designee. The Ex-Officio members will not have voting privileges. This does not preclude a representative from the State Office of Rural Health being elected as one of the state's voting Board members or as an alternate.

ELECTION. Elections will take place by each state's membership prior to or at the Annual Meeting, and results will be announced at the Annual Meeting.

QUALIFICATIONS OF BOARD OF DIRECTORS. Board of Directors must be members of the RoundTable. Board members are elected as individuals representing specific states not representing specific organizations. Board members are required to participate in a minimum of 50% of the Board of Directors meetings. Elected Board members not fulfilling this obligation may be asked by the Executive Board to resign allowing an elected alternate to complete the term of office.

TERM IN OFFICE. The term of office of each Director shall be two years. Two board members are to be elected biannually with board members from within individual states elected on alternate year cycles.

VACANCIES. Any vacancy on the Board of Directors shall be filled by the state's elected alternates to the Board. In the case of having no alternate available, current Board members from the state with the vacancy will nominate a candidate to fill the unexpired term.

REGULAR MEETINGS. Regular Meetings of the Board of Directors shall be held at least every two (2) months. Board of Directors shall be given written notice at least 14 days prior to the meeting. Such notice shall include the agenda. Meetings may be in person or electronically, provided there is a format for immediate exchange.

SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President at any time, and must be called by the President upon request of one-third of the members of the Board of Directors. Special meetings may be held at a place designated by the President, unless a majority of the Board of Directors members designate otherwise. Written, electronic, or telephone notice of the special meetings shall state the purpose or purposes of the meeting and shall be given to each member of the Board of directors not less than three (3) days in advance. Notice may be waived if agreed to by all members of the Board of Directors.

QUORUM. The participation of a simple majority of the members, excluding vacant positions, but not less than five members, of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors.

PRESIDING OFFICER. Meetings of the Board of Directors shall be presided over by the President, or if absent, by the President-Elect, or if absent, by a member of the Board of Directors elected by a majority of the Board of Directors at the meeting.

VOTING. Each member of the Board of Directors shall be entitled to one vote. Members may participate

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ALTERNATES. Each state may elect up to two alternates to the Board. Alternates may participate in Board activities, meetings, and retreats but may not vote unless they are recognized at the time of the vote as representing a Board member who is not present. Alternates may serve as Board members for the purpose of meeting committee composition requirements.

REMOVAL FROM THE BOARD. Board members may be removed at the discretion of the Board of Directors by two-thirds vote of the Board of Directors.

ARTICLE V. EXECUTIVE COMMITTEE GENERAL. The Executive Committee may, subject to limitations set by the Board of Directors, exercise the powers of the Board of Directors for any time-bound decisions when the full Board of Directors is not in session. All actions of the Executive Committee shall be reported to the Board of Directors within *two weeks* of the meeting or at the next meeting of the Board of Directors, whichever is earlier. The Executive Committee will establish the agenda for the Board meetings and the annual meeting. The Executive Committee receives all outside organization requests for funding and/or support.

COMPOSITION. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer of the Board of Directors and one member of the Board of Directors elected at large. The Member-at-Large is a duly elected Board member who is elected at large from the Board to serve on the Executive Committee. The Member-at-Large is not an officer of the organization.

MEETINGS. The Executive Committee shall meet at the call of the President. Meetings shall be held at a location designated by the President unless a majority of the Executive Committee designates otherwise.

Notice must be given up to twenty-four (24) hours prior to the meeting.

QUORUM. The participation of a simple majority of the members of the Executive Committee shall constitute a quorum at all meetings of the committee.

VOTING. Each Executive Committee member shall be entitled to one vote. There shall be no proxy voting. Members may participate via telecommunications.

PRESIDING OFFICERS. Meeting of the Executive Committee shall be presided over by the President, or if absent, the President-Elect, or if absent, by a member elected by a majority of the Executive Committee participating in the meeting.

ARTICLE VI. OFFICERS NUMBER. The officers of the Board of Directors shall be a President, President Elect, Immediate Past President, Secretary and Treasurer.

ELECTION AND TERM. The officers will be elected by the existing Board of Directors at the Board meeting immediately preceding the Annual meeting and will be announced at the Annual Meeting. Term of office for President, President-Elect and Past-President shall be for two years. Term of office for all other officers shall be for one year.

DUTIES:
PRESIDENT. The President shall exercise general supervision and control over all activities of the RoundTable. The President shall preside at all meetings of members and Board of Directors, may sign, when authorized by the Board of Directors, any contract which has been approved by the Board of Directors. The President shall perform all other duties generally incident to the office of the President and such duties may be prescribed by the Board of Directors. At the Annual Meeting of the members, the President shall report to the members concerning the affairs of the RoundTable.

PRESIDENT-ELECT. The President-Elect shall in the absence or disability of the President, perform all acts pertaining to the Office of President and shall perform all other duties normally incident to the office. The

President-Elect shall perform such additional duties as may from time to time be assigned by the President or the Board of Directors.

IMMEDIATE PAST PRESIDENT. The Immediate Past President shall function in the capacity of

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consultant to the RoundTable, be on the Nominating Committee, and perform those tasks as may from time to time be assigned by the Board of Directors.

SECRETARY. The Secretary shall be the custodian of the records of the RoundTable and the Board of Directors; shall be responsible for the giving of all notices of meetings in accordance with the bylaws; shall keep minutes of all meetings of the Board of Directors and the Executive Committee; and shall perform all other duties normally incident to the office. The Secretary shall exhibit at any reasonable time and on demand Bylaws, Articles of Incorporation, membership records, Board of Directors agendas and meeting materials for upcoming meetings and minutes of any meeting to any member of the RoundTable, or to any person or agency authorized by law to inspect them.

TREASURER. The Treasurer shall be the financial officer of the RoundTable and a member of the Finance Committee; shall have charge and custody of, and be responsible for, all funds of the RoundTable, and the financial books and records relating to the same, and shall be responsible for depositing all such funds in the name of the RoundTable in depositories selected by the Board of Directors; shall render to the President and the Board of Directors, upon request, an account of all transactions and of the financial conditions of the RoundTable; shall, if required to do so by the Board of Directors, secure a bond in such form and amount to cover such risks as the Board of Directors may determine; and shall perform all other duties incident to the office. At the Annual Meeting of members, the Treasurer shall report to the members about the state of the RoundTable's finances.

REMOVAL FROM OFFICE. Officers may be removed at the discretion of the Board of Directors by two-thirds vote of the Board of Directors.

FILLING OF VACANCIES. Any office declared vacant for any reason by the Board of Directors shall

be filled by a majority vote of the Board of Directors for the unexpired term of the office.

ARTICLE VII. STANDING COMMITTEES

For all Committees:

1. Committees shall report to the Board of Directors.

2. A simple majority of the standing committee members present shall constitute a quorum at all meetings.
3. Meetings may be in person or electronically, provided there is a format for immediate exchange.
4. Unless otherwise noted, the chairs will be appointed for one year term by the President with confirmation by the Board of Directors.
5. Committees shall consist of at least three (3) members including one Board member. Consideration shall be given to continuity of membership while promoting participation of NERHRT members.
6. Whenever possible, all Committees should have representation from each state.
7. Meetings may be called by the President or Committee Chairs or requested by 25 percent of the committee Membership. At least seven calendar days' written/email notice shall be given for committee meetings; in case of an emergency, however, notice may be given either by telephone or by Facsimile (FAX) up to twenty-four(24) hours prior to the meeting. Said notice shall set forth the day, hour, place and purpose of the meeting.
8. Committee agenda item(s) will be available to all members at least three days prior to meeting.
9. Members may sit on standing committee meetings with prior notification to committee chair.
10. Committee activities and recommendations will be submitted by committee chair as agenda items for Board action, as needed.

The following committees are hereby designated as **STANDING COMMITTEES**:

BYLAWS and GOVERNANCE COMMITTEE. The Committee shall review Bylaws annually, and as necessary, make recommendations to the Board of Directors and/or the membership and review petitions

and challenges from the membership in regard to the Bylaws. The Committee is responsible for presenting policy and procedural recommendations for general organizational management to the Board for approval.

ANNUAL SYMPOSIUM COMMITTEE. The Conference Committee shall be responsible for planning conferences held by the RoundTable,

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including an annual conference to be held at the time of the RoundTable's annual meeting. Conferences in which the RoundTable is the prime sponsor or which involve the expenditure or risk of expenditure of RoundTable funds shall be approved by the Board of Directors.

FINANCE COMMITTEE. The Finance Committee shall include the Treasurer of the Board of Directors. The Finance Committee shall assist the Treasurer in developing an annual budget for adoption by the Board of Directors, review expenditures according to budget

and make recommendations for adjustments and assist in the development of financial policies, serve as the audit committee, and develop appropriate recommendations to the Board of Directors for long-term financing of the RoundTable.

NOMINATING COMMITTEE. The Nominating Committee shall be available to consult with states regarding the process for selection of members to the Board of Directors. The Nominating Committee shall prepare the slate of Officers to be voted on at the first Board meeting held immediately preceding the annual meeting. The slate will be presented to the Board members at least 30 days prior to the annual meeting date. Nominees must be current Board members or committee chairs or must have served previously as a board member or committee chair for a minimum of one year.

POLICY COMMITTEE. The Policy Committee is charged with the responsibility of proposing activities designed to increase the awareness of the needs of rural New England citizens and providers and reviewing policies, procedures, and legislation affected by these areas, making appropriate reports and recommendations to the Board of Directors.

NRHA MEMBERSHIP. Each NERHRT member is entitled to NRHA affiliate membership. Two slots to the NRHA – State Association Council (SAC) are designated to the NERHRT. These membership slots are to be filled by the NERHRT President and the NERHRT Executive Director.

OTHER COMMITTEES. The Board of Directors may authorize the establishment of additional committees

(and task groups) as appropriate to the interest of the RoundTable and consistent with these bylaws. The Board of Directors should report to the membership on the establishment of additional committees (and task groups), their membership and their activities on a periodic basis and at least annually.

ARTICLE VIII. GENERAL PROVISIONS REPRESENTATIVES OF ROUNDTABLE ON COMMISSIONS, BOARD OF DIRECTORS, TASK FORCES, AND LIKE GROUPS. Individuals representing RoundTable on policy making and advisory bodies will be appointed by the President with the approval of the Board of Directors. If there is need for haste, the President may poll the Board of Directors by telephone, Facsimile (FAX) or email. For these purposes, the consent of at least three Board of Directors members is needed. An alternate will be appointed in like manner. Such appointments will stand for one year and will require Board of Directors approval for renewal. Periodic reports shall be made to the Board of Directors on the activities of these entities in a format as determined by the Board of Directors.

CONFLICT OF INTEREST. When necessary, the Board of Directors by a majority vote may determine whether an actual or possible conflict of interest exists. In the exercise of voting rights by members of the Board of Directors, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially, except that such individual may be counted in order to qualify a quorum and, except as the Board of Directors may otherwise direct, may participate in the discussion of such an issue, motion, or resolution if he or she first discloses the nature of his or her interest, personally or on behalf of organizations with which he or she is affiliated. Members of Board of Directors members are required to sign a conflict of interest form annually.

ARTICLE IX. VOTING PROCEDURES
Voting Procedures shall be adopted by the Board of Directors or the RoundTable consistent with the business at hand.

ARTICLE X. CALENDAR
FISCAL YEAR. The RoundTable's fiscal year will be the calendar year.

BOARD OF DIRECTORS YEAR. The Board of Directors year is Annual Meeting to Annual Meeting.

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ARTICLE XI. DISSOLUTION

Upon dissolution of the RoundTable or the termination of its activities, the assets of the RoundTable remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified at the sole discretion of the Board of Directors, which are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B of the New England Revised Statutes as amended. No part of the net earnings of the RoundTable shall inure to the benefit of any member, director, or officer of the RoundTable, or any private individual (except that reasonable compensation may be paid for services rendered to or for the RoundTable in carrying out one or more of its purposes), and no member, director, or officer of the RoundTable, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the RoundTable.

ARTICLE XII. AMENDMENTS

Bylaws will be voted on by mail, email or at the annual meeting. Ballots with a description of all changes will be mailed with a return date of at least 30 days. Revisions or amendments will be adopted upon ratification by a majority of votes returned.

ARTICLE XIII. APPROVAL

This document is in effect, having been approved by the first Board of Directors with a majority vote.