

**MISSOURI ASSOCIATION OF RURAL HEALTH CLINICS
STATE CHAPTER BYLAWS**

**RECOMMENDED CHANGES PRESENTED BY THE BY-LAWS COMMITTEE
ADDITIONS HIGHLIGHTED IN YELLOW**

ARTICLE I: Name

Section 1. The name of this State Chapter is the Missouri Association of Rural Health Clinics, hereinafter referred to as the "State Chapter," a State Chapter of the National Association of Rural Health Clinics, hereinafter referred to as "NARHC."

ARTICLE II: Purpose

Section 1. The purposes of the State Chapter are the following:

1. To study, discuss, and exchange professional knowledge, expertise, and ideas with regard to federally certified rural health clinics.
2. To promote high standards for quality patient care.
3. To stimulate interest in continuing education for rural health clinic health care providers and employees.
4. To improve access to quality health care through the establishment of federally certified rural health clinics and through cooperative efforts with other professional health care organizations and individuals.
5. To promote and maintain communication and cooperative relationships with other professional health care organizations.

ARTICLE III: Membership

Section 1. Definition

- A. A Rural Health Clinic is a facility recognized by the federal government as a federally certified Rural Health Clinic as established by PL 95-210.

Section 2. Classification

- A. Voting Member
 1. A Rural Health Clinic as defined above. Each clinic shall identify an individual who shall serve as that clinic's representative.
- B. Associate/non-voting Member
 1. An individual who is neither the owner nor an employee of a rural health clinic but who has an interest in the work of the state chapter.
- C. Honorary Member
 1. One who has rendered notable service to the State Chapter and is approved by the State Chapter upon recommendation of the State Chapter's Board of Directors, hereinafter referred to as "Board of Directors" or "Directors".
 2. Voice and/or vote for an honorary member shall be based on the criteria in subsections A, B, or C of this section.

ARTICLE IV: Finance

Section 1. Fiscal Year. The fiscal year shall be the calendar year.

Section 2. Budget. The Board of Directors of the State Chapter shall adopt an annual operating budget covering all activities of the State Chapter.

Section 3. Audit.

- A. *The accounts of the State Chapter shall be audited annually, or as directed by the Board of Directors.*
- B. *Within sixty days following completion of the audit, a financial report for the fiscal year just concluded shall be made available to all State Chapter members.*

Section 4. Bonding. Trust or surety bonds may be furnished for the officer or Directors of the State Chapter as directed by and in an amount determined by the Board of Directors.

Section 5. Liability Insurance. Liability insurance should be furnished for the officers or Directors of the State Chapter as directed by and in an amount determined by the Board of Directors.

Section 6. Check Signing. Authorization for signing checks and the amount shall be determined by the State Chapter.

ARTICLE V: Nominations and Elections

Section 1. Nominations

- A. At least sixty days prior to the elections, the Nominating Committee shall present a list of candidates for each office to be filled. The Nominating Committee will strive for a representative balance of candidates by giving consideration of the following when compiling a list of potential candidates for the board:
 - a. Independent Based
 - b. Provider Based
 - c. Geographical Area
- B. Nominations may be made from the floor provided written consent of the nominees has been obtained in advance and their eligibility has been verified.
- C. Eligibility of Officers and Directors
 - 1. A member holding an elective position may not be nominated for another position for which the term would begin before expiration of the term of the current position unless the member resigns from her/his current elective position.
 - 2. A candidate shall be an active member of the State Chapter. If elected, the Officer/Director shall maintain an active status in the State Chapters.
 - 3. To be a candidate for an officer position, she/he must have served on the Board of Directors for a minimum of one year, unless approved by the majority of the Board of Directors.

Section 2. Elections

- A. Elections shall be by ballot, the date and hours to be determined by the Board of Directors.

- B. Election of Officers & Directors shall be by a plurality vote. In the case of a tie, a decision shall be by ballot of the tied candidates and plurality shall elect. In the event of a second tie, a decision shall be by lot.
- C. A Tellers Committee shall be appointed by the President.
- D. The President-Elect shall be elected each year, the Secretary and three Directors shall be elected in odd-numbered years, and the Treasurer and three Directors shall be elected in even-numbered years (in the event a single person is Secretary/Treasurer, he/she shall be elected in odd-numbered years).

ARTICLE VI: Officers

Section 1. The officers of the State Chapter shall be the following: President, President-elect, Secretary, and Treasurer.

Section 2. Term of Office of Officers

- A. The President-Elect shall serve for a term of two years or until a successor has been elected, at which time she/he shall automatically assume the office of President. The President shall serve for a term of two years or until a successor is elected.
- B. The Secretary and Treasurer shall serve for a term of two years or until their successors have been elected.
- C. All newly elected officers shall assume office at the close of the elections.
- D. No officer may serve more than two consecutive terms in the same office unless a replacement is not available.
- E. Any amount of time served that equals more than half a term shall be considered a full term of office.

Section 3. Duties of Officers

- A. The President or her/his designee shall be the official representative of the State Chapter.
- B. The officers shall perform the duties prescribed by these Bylaws and the parliamentary authority as stated in Article XIII.

Section 4. Vacancies of Officers

- A. A vacancy occurring in the office of President shall be automatically filled by the President-Elect. The President-Elect shall also serve the term for which she/he was elected.
- B. A vacancy occurring in the office of President-Elect shall be filled at the next election.
- C. A vacancy occurring in the office of Secretary or Treasurer between elections shall be filled for the unexpired term by the Board of Directors with an individual meeting the eligibility requirements for the office.

Section 5. Within twenty-one (21) days following the completion of a term or a resignation, the respective officer shall transmit to the successor all State Chapter records and property of that officer.

ARTICLE VII: Meetings

Section 1. The State Chapter shall meet annually unless otherwise ordered by the Board of Directors.

Section 2. The voting body for elections shall be the voting members of the State Chapter. Voting by active members shall be in person and each voting member will be entitled to one vote.

Section 3. State Chapter Business Meetings

- A. There shall be a minimum of one business meeting each year.
- B. Business meetings shall be open. Every member shall have a voice. Any active members may make a motion but only voting members may vote on motions.
- C. Ten active members of the total possible active State Chapter members shall constitute a quorum for a business meeting.
- D. *Special Meetings*
 - 1. *Special meetings of the members may be called by the Board of Directors or upon written request of five members of the Board of Directors or by one-third of the total number of active members. Thirty days' written notice of the time, place, and business to be considered at the special meeting shall be given to all members. Only business identified in the written notice may be conducted at the special meeting.*

ARTICLE VIII: Board of Directors

Section 1. The Board of Directors shall consist of the Officers and eight other elected Directors.

Section 2. Term of Office of Directors

- A. Directors shall serve for a term of three years or until their successors have been elected.
- B. All newly elected Directors shall assume office at the close of the elections.
- C. No Director may serve more than two consecutive full terms unless a replacement is not available.
- D. Any amount of time served that equals more than half a term shall be considered a full term of office.

Section 3. Vacancies of Directors

- A. Vacancies of Directors occurring between elections shall be filled for the unexpired term by the Board of Directors (see Article X, Section 1.A.2.c.)

Section 4. Duties of the Board of Directors

- A. Shall fulfill any other duties as specified in these Bylaws.
- B. Shall read and review the State Chapter's Bylaws as necessary.
- C. *Shall have the authority to transact business between meetings of the active members.*
- D. *Shall formulate the state chapters policies and procedures.*
- E. *Shall foster the growth and development of the State Chapter.*
- F. *Shall have the authority to establish Board of Directors standing committees.*
- G. *Shall review all committee reports and determine appropriate action to be taken.*

- H. *Shall authorize the awarding of all contracts.*
- J. *Shall authorize the exclusive use of the official insignia of the State Chapter.*

Section 5. Meetings of the Board of Directors

- A. The Board of Directors shall hold at least two meetings per year. Members of the Board of Directors must attend a minimum of 50% of Board meetings in order to remain on the Board, unless approved by the majority of Board members.
- B. Special meetings may be called by the President or upon written request of three members of the Board of Directors. Written notice of such a special meeting shall be sent at least thirty days prior to the meeting unless waived by a majority vote of the Board of Directors.
- C. Five members of the Board of Directors, at least two of whom are officers, shall constitute a quorum of the Board of Directors.
- D. Minutes of all Board of Directors' meetings shall be distributed and maintained in the State Chapter records.

Section 6. Voting by the Board of Directors shall be by either voice, mail ballot, telephone conference call, fax, or any other form of electronic transmission.

ARTICLE IX: Committees

Section 1. Types of Committees

- A. *Standing Committees. The standing committees, if the State Chapter decides to have one or more such committees, shall be Bylaws, Conference, Legislative, Nominating, and Membership. The chairpersons shall be appointed by the President with the approval of the Board of Directors.*
 - 1. *Committee terms.*
 - a. *Committee members shall serve for a term of one year or until their successors have been appointed.*
 - b. *All committee members shall assume their positions at the close of the elections.*
 - c. *The Chairperson shall be appointed by the President.*
 - d. *Any amount of time served which equals more than half a term shall be considered a full committee term.*
 - 3. *Special Committees*
 - A. *Special committees may be appointed by the President, with the approval of the Board of Directors.*
 - B. *Committee term*
 - 1. *A special committee is appointed, as the need arises, to carry out a specified task, at the completion of which it ceases to exist.*

2. *A special committee should not be appointed to perform a task that falls within the assigned function of an existing standing committee.*

C. *Guidelines for such committees shall be determined by the Board of Directors.*

Section 2. Eligibility of Standing Committee Members

A. *All standing committee members are encouraged to be active members in NARHC.*

B. *Special committee members may include nonmembers of the State Chapter or NARHC.*

Section 4. The President shall be an ex-officio member of all committees.

ARTICLE X: Official Publication.

Section 1. A monthly newsletter shall be published.

ARTICLE XI: Parliamentary Authority

Section 1. The latest edition of Robert's Rules of Order Newly Revised shall govern the State Chapter in all cases not covered by these Bylaws.

ARTICLE XII: Amendments

Section 1. The voting members may amend the State Chapter Bylaws where permitted (any italicized section of these Bylaws) by a two-thirds vote of the voting members present and voting.

A. All proposed amendments shall be submitted to all State Chapter members at least sixty days prior to voting on the amendments.

B. All proposed amendments must be submitted to NARHC for review.

Section 2. Amendments to the NARHC bylaws shall be incorporated into the State Chapter's Bylaws immediately upon adoption by NARHC.

Section 3. State Chapter amendments shall not be in conflict with NARHC bylaws.

ARTICLE XIII: Dissolution

Section 1. In the event of the dissolution of the State Chapter, all State Chapter assets shall be assigned to the NARHC Treasury. None of the funds shall inure to the benefit of individual members.

Section 2. In the event of the dissolution of the State Chapter, the State Chapter Charter document must be returned to NARHC.

State Chapter Bylaws are designed to encourage consistency with the National bylaws and fairness to all members. Accordingly:

- 1) Any item in the recommended State Chapter Bylaws which is not in italics or underlined italic print must be included in the State Chapter's bylaws.
- 2) Any item in the State Chapter Bylaws in ***italics print and underlined*** may be changed to fit the Chapter's needs, but must be included in the bylaws.

- 3) Any item only in *italic print* may be omitted by crossing out the unwanted section. These sections may also be modified to fit the Chapter's needs, providing they are not in opposition with NARHC bylaws.
- 4) The State Chapter may propose new bylaws which will be reviewed and are subject to approval by the NARHC Board of Directors.