



Bylaws

Rural Health Association of Utah

Adopted February 25, 2000

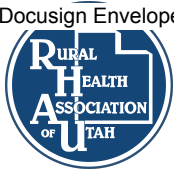
Amended November 3, 2000

Amended December 13, 2001

Amended November 4, 2005

Amended November 17, 2020

Amended May 7, 2025



ARTICLE I Name

Section 1. Name

The name of the corporation shall be the Rural Health Association of Utah (RHAU), incorporated under the laws of the State of Utah as filed in the Office of the Secretary of State as provided by the General Not-For-Profit Corporation Act of Utah, hereinafter referred to as the Association.

ARTICLE II Purpose & Aims

Section 1. Mission

To unify the voice of rural Utah, enhancing healthcare quality through leadership, advocacy, networking, education, and policy influence.

Section 2: Vision

To be the driving force in transforming rural health in Utah, empowering communities to thrive through equitable access to high-quality care.

Section 3: Values

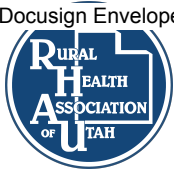
The values of the Rural Health Association of Utah are:

- Community Centric
- Innovation
- Accountability
- Collaboration
- Resilience

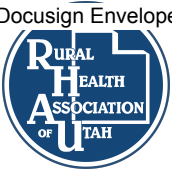
Section 4: Aims/Objectives

The Aims/Objectives of the Rural Health Association of Utah are as follows:

- **Advocacy for Rural Utahns**
 - Champion **state and federal policies** that enhance health equity in Utah's rural and frontier communities.
 - Collaborate with legislators, state agencies, and coalitions to **amplify rural voices** in policymaking
 - Advocate for **funding and infrastructure** that support the sustainability of rural health services.
- **Strengthening the Rural Health Workforce**
 - Support recruitment and retention of **primary care, behavioral health, and oral health providers** in rural Utah.
 - Promote **educational pathways and rural training tracks** for Utah students interested in rural health careers.



- Partner with academic institutions to develop **scholarships, internships, and residency programs** focused on rural practice.
- **Expanding Access to Care Across Utah**
 - Work to **reduce geographic, financial, and technological barriers** to health services in rural areas.
 - Promote **telehealth expansion** and broadband access for remote communities.
 - Collaborate with rural clinics, hospitals, and community-based organizations to **sustain and enhance care delivery**.
- **Education, Training, and Capacity Building**
 - Provide **continuing education opportunities** tailored to the needs of Utah's rural health professionals.
 - Host **webinars, conferences, and community roundtables** on rural health topics like behavioral health, maternal care, and chronic disease management.
 - Support **local leaders and organizations** with technical assistance, grant writing, and strategic planning.
- **Community Engagement and Collaboration**
 - Foster strong partnerships with **tribal nations, frontier counties, faith-based groups, and community stakeholders**.
 - Support initiatives that address **social drivers of health** (e.g., housing, food access, mental health).
 - Elevate **local leadership and persons with lived experience** in identifying and addressing health priorities.
- **Data, Research, and Storytelling**
 - Collect and share **localized health data** to highlight disparities and strengths across Utah's rural regions.
 - Assist communities in completing **Community Health Needs Assessments (CHNAs)**.
 - Use **storytelling and qualitative data** to communicate the real-world impact of rural health challenges and successes.
- **Organizational Sustainability and Rural Innovation**
 - Help rural providers and partners **navigate funding opportunities** and build organizational capacity.
 - Encourage **innovative models of care**, such as mobile health units and community paramedicine.
 - Work toward a **resilient rural health system** that adapts to Utah's changing demographics and healthcare landscape



ARTICLE III Offices

The principal office of the Association shall be in a Utah location designated by the Board of Directors.

The Association shall have and continuously maintain in the State of Utah a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not-For-Profit Corporation Act. The registered office may be but need not be, identical to the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV Members

The Association shall not have voting members. The Association may have dues-paying members who may either be individuals, business entities, or governmental bodies, but who nevertheless do not have voting authority over the membership of the board or any other matter unless so delegated to the membership by the Board of Directors.

ARTICLE V Parliamentary Authority

All meetings and business of the Association will be conducted under the provisions of Roberts Rules of Order (revised), except as superseded by these bylaws.

ARTICLE VI Meetings of Members

Section 1. Annual Meeting - General Membership

An annual meeting of the Association membership will be held at a time and place to be determined by the board to address any business which is properly before the membership.

ARTICLE VII Officers and Executive Committee

Section 1. Officers or Board Members

The executive officers shall be a president, most recent past president, president-elect, vice president, treasurer, and secretary.

Section 2. Election and Terms of Office for Executive Officers

Elections for executive officers shall take place during the annual board member meeting in November each year. Election of officers requires a two-thirds vote by all current board members. Board members who are not present may cast their vote outside of the election via email, and the results will be ratified in the following board meeting.



Elections for president shall take place in odd years. A president-elect shall be elected in even years. Elections for vice president, treasurer and secretary shall take place in accordance with the conclusion of terms for those positions.

Terms for officers shall be on the calendar year, January 1st to December 31st.

Section 3. Board Vacancies

A. A vacancy in an executive officer position shall be appointed by the Board of Directors, with the exception of the president position.

B. A vacancy in the office of president shall be filled automatically through succession in the following order: president-elect, vice president, treasurer, and secretary.

C. A vacancy in the office of president-elect shall be appointed by the Board in an interim position until the position can otherwise be filled by the Board on a permanent basis.

Section 4. President

The president shall be a member of the Executive Committee, the Board of Directors, and shall retain membership on the executive committee for two years.

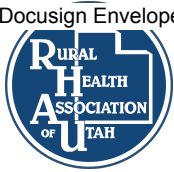
The president shall be the principal executive officer of the Association and shall in general supervise all the business and affairs of the Association and shall preside at all meetings of the members and of the Board of Directors. In the absence of the president, a member of the Executive Committee shall preside. The president may execute, with the support of the Association staff, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized.

The president shall serve a (2) year term. At the conclusion of this term, the president shall assume the roles of immediate past president for a one (1) year term. The President shall perform all duties as incident to the office of President and other duties as may be prescribed by the Board of Directors.

Section 5. President-Elect

The President-Elect shall be a member of both the Executive Committee and the Board of Directors. The president-elect shall assist the president as presiding officer and shall perform all duties as incident to the office of president-elect and other duties as may be prescribed by the Board of Directors or president.

The president elect shall serve a one (1) year term. At the conclusion of this term, the President Elect shall assume the duties of the president. The president-elect performs duties as an incident to the office of President, under the guidance of the current President, and other duties as may be prescribed by the Board of Directors or president.



Section 6. Vice President

The vice president shall be a member of both the Executive Committee and the Board of Directors. The vice president may oversee Board of Director meetings and other official meetings in the absence of a president, and may be assigned other duties by the president.

The vice president is limited to serving up to two (2) consecutive three (3) year terms.

The Vice President performs all duties as incident to the office of vice president and other duties as may be prescribed by the Board of Directors or president.

Section 7. Treasurer

The treasurer shall be a member of both the Executive Committee and the Board of Directors. The treasurer may be provided with a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories, and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors. If directed by the Board, the treasurer will cause an annual audit to be performed by a Certified Public Accountant and ensure adequate copies to be presented to the Board of Directors.

The treasurer is limited to serving up to two (2) consecutive three (3) year terms.

The treasurer performs all duties as incident to the office of treasurer and other duties as may be prescribed by the Board of Directors or president.

Section 8. Secretary

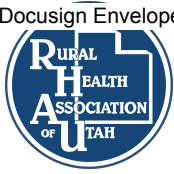
The secretary shall be a member of both the Executive Committee and the Board of Directors. The secretary shall keep complete records of all proceedings of the Association, Executive Committee, and the board; shall have custody of all records except as otherwise provided for in the Management Manual of the Association; shall notify all officers and committee members of their election or appointment; and shall perform all other duties as may be prescribed by the Board of Directors or president.

The secretary is limited to serving up to two (2) consecutive three (3) year terms.

The secretary shall perform all duties as incident to the office of secretary and other duties as may be prescribed by the Board of Directors or president.

Section 9. Immediate Past President

The immediate past president shall be a member of both the Executive Committee and the Board of Directors. The Immediate Past President shall serve a one (1) year term immediately following the conclusion of their term as president. It is anticipated that this term will take place



in years ending with an even number. The role of the immediate past president shall be to support the current president and executive committee as requested.

Section 10. Executive Committee

The Executive Committee shall consist of the president, president-elect or immediate past president, vice president, treasurer, and secretary. They shall meet regularly and when requested by any member of the Executive Committee. The purpose of the Executive Committee is to carry out the day-to-day activities of the organization and to make decisions that cannot be postponed until the regular meeting of the Board of Directors.

Section 11: Impeachment

Should the board determine an executive officer has committed an egregious act or is not adequately fulfilling their role as outlined in previous sections, that officer can be impeached with a two-thirds majority vote of all board members.

Impeached officers may remain on the Board of Directors. See VIII Article Section 7 regarding removal from the Board of Directors.

ARTICLE VIII Board of Directors

Section 1. Composition and Number

The corporate powers of this Association shall be vested in and exercised by or under the authority of a Board of Directors which consists of the officers and the elected board members. The Board of Directors shall have no fewer than three (3) or more than fifteen (15) voting members.

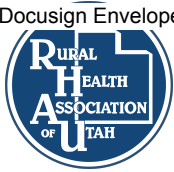
The Board of Directors shall also maintain one (1) student board member. This position shall be a non-voting position, and shall not count toward the total voting members. The term for a student board member is one (1) year.

A decrease in the number of board members may only be as a result of a vacancy. Any increase in the number of board members approved by the Board of Directors shall be appointed by a majority vote of the Board of Directors.

Section 2. Eligibility

In order to be nominated for, or hold office on the Board of Directors, the individual must be a member of the Association, and must reside in Utah with a preference for living and/or primarily working in rural Utah.

The one exception to the requirement to reside in Utah is the immediate past president. Should the president move out of Utah at the conclusion of their term, they can maintain their role on the board for their one (1) year term as immediate past president for the purpose of mentoring.



Board of Director members must complete a Conflict of Interest form annually to disclose any conflicts that may impact operations of the Board of Directors or the Association.

Section 3. Appointment to the Board and Board Members' Term of Office

An individual may be appointed to fill vacant spots on the Board of Directors by an affirmative vote of a majority of the directors then in place. All members of the board shall serve three-year terms at which time they may, through the formal nominating process, be re-elected to serve an unlimited number of three-year terms.

Section 4. Board Members' Powers and Duties

Subject to any limitation in the Articles of Incorporation these bylaws, and the laws of the State of Utah, the Board of Directors shall have the responsibility and authority to supervise and direct all of the activities and resources of the Association, and to conduct all business and affairs of the Association in furtherance of its mission and purposes. A board member shall perform duties, including service on any committee of the board, in good faith, and in a manner that the board member believes to be in the best interests of the Association.

BOARD MEMBERS SHALL PARTICIPATE IN BUT NOT LIMITED TO:

- A. Cause to be kept a complete record of all minutes and acts.
- B. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.
- C. Act as trustee for all property, real and personal, the Association may acquire.
- D. Approve and authorize all unusual or extraordinary expenditures of Association funds.
- E. Adopt the annual budget for the Association.
- F. Adopt such rules as are necessary to conduct its affairs.
- G. Establish committees and define their duties, except as otherwise provided in these bylaws.
- H. Approve the appointment of official representatives and define their duties.
- I. Authorize payment for clerical assistance required by the officers in the performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a member of the board concurrent with the term of employment.
- J. Elect or remove any officer, agent, or employee of the Association; prescribe such powers and duties for them as may be consistent with the laws of the State of Utah, the Articles of Incorporation, and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.
- K. Employ staff; fix their compensation; and define their duties.
- L. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.
- M. Fill vacancies consistent with the intent of the bylaws.

Section 5. Regular Meetings

Regular meetings of the board shall be held at least quarterly at a time and place determined by the board.



Section 6. Special Meetings

Special meetings of the board may be called by the president or a majority of the members of the board. At least five (5) days in advance, notice of the time and place of such meetings shall be given to each board member and committee chair personally, verbally, by telephone, or by email.

A. Action Without Meeting. Any action required to be taken at a meeting of the board of directors of the corporation or any other action which may be taken at a meeting of board may be taken without a meeting with consent in writing, setting forth the action so taken, shall be signed by a majority of the current board of directors entitled to vote with respect to the subject matter thereof. Responding to an email requesting a vote on an action without a meeting shall qualify as consent in writing for the purposes of this Section.

B. Attendance by Telephone. Board members may participate in any meeting through the use of a conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

Section 7. Vacancy/Removal from Board

Any member of the board who misses three (3) consecutive meetings, without prior approval from the president, shall submit a written resignation to the president of the association for action. If such resignation is not received prior to the fourth consecutive absence, the board may declare the position vacant.

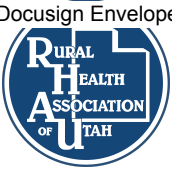
Also, any board member may be removed, with cause, by two-thirds (2/3) vote cast by the Board of Directors having privileges, represented in person or virtually, at any regular or special meeting of the board. Any vacancy may be filled through appointment by an affirmative vote of a majority of the directors then in place for the remainder of the term of the vacated position.

Section 8. Quorum

A majority of the members of the Board of Directors, including the number present at the business segment of the annual meeting, shall constitute a quorum for the transaction of business. The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

Section 9. Compensation

Members of the Board of Directors shall receive no compensation for their services but may, as determined by board policy, receive reimbursement for such reasonable expenses as may be necessary pursuant to the business of the Association.



ARTICLE IX

Executive Director and Staff

Section 1. Executive Director

The Executive Director shall be the chief executive officer of the organization and shall be responsible for the overall management and administration of its affairs, subject to the direction and oversight of the Board of Directors. The Executive Director shall implement the policies, programs, and strategic goals as established by the Board and shall serve as the primary liaison between the Board and the staff.

Duties include, but are not limited to:

1. Managing day-to-day operations and supervising staff.
2. Developing and administering the organization's budget and financial activities.
3. Representing the organization in public, with stakeholders, and in advocacy efforts.
4. Ensuring compliance with applicable laws, regulations, and contractual obligations.
5. Supporting the Board by preparing reports, providing recommendations, and attending Board and committee meetings as needed.
6. Assisting in fundraising, grant writing, and donor relations.
7. Maintaining organizational records and overseeing administrative systems.

The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors and all committees, unless otherwise specified.

Section 2. Appointment

The Executive Director shall be selected and appointed by a majority vote of the Board of Directors. The Board may establish a search committee to conduct a formal recruitment and interview process. The terms and conditions of employment, including compensation, shall be set forth in an employment agreement approved by the Board.

Section 3. Evaluation

The Executive Director shall be subject to an bi-annual performance evaluation conducted by the Board of Directors or a designated committee thereof. The evaluation shall assess performance against organizational goals, job responsibilities, and other criteria as determined by the Board.

Section 4. Supervision

The Executive Director shall report directly to the Board of Directors, with day-to-day oversight provided by the Board President, President-Elect, or an appointed liaison. The Board shall retain ultimate authority over all matters related to the Executive Director's employment, including performance, contract renewal, and termination.

Section 5. Termination

The Executive Director may be terminated by a majority vote of the Board of Directors, in accordance with applicable laws, contractual terms, and due process considerations.



Section 6. Oversight of Staff

The Executive Director shall have full authority to hire, supervise, evaluate, and, if necessary, terminate staff members, consistent with the organization's personnel policies and approved budget. The Executive Director is responsible for maintaining an organizational structure that supports the mission and strategic objectives of the organization, ensuring that staffing levels and assignments are efficient, effective, and aligned with organizational priorities.

The Executive Director shall establish and implement personnel policies, procedures, and systems that promote equity, accountability, and high performance. These policies must be consistent with applicable laws and best practices in human resources management. The Executive Director is responsible for fostering a positive organizational culture, providing leadership and professional development opportunities for staff, and ensuring that all staff operate in accordance with the organization's values, goals, and standards of conduct.

The Executive Director shall keep the Board of Directors informed of significant personnel changes or issues that may impact the organization's operations or reputation. While the Board does not involve itself in day-to-day personnel decisions, it retains the right to review and approve major changes to staffing plans, compensation structures, or human resources policies as appropriate.

ARTICLE X Representatives

Section 1. National Rural Health Association

The Association shall be a member of the National Rural Health Association (RHAU). The Executive Director serves as the main membership administrator, and the remaining 4 membership contacts will be selected from existing board members and staff as determined by the Board of Directors.

Section 2. Other Representatives

The Board of Directors shall decide to which other organizations the Association shall send representatives and prescribe the qualifications for each representative.

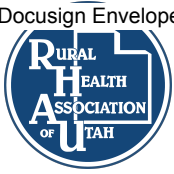
Section 3. Appointments

The president shall have the authority to appoint from the members in good standing the official representatives of the Association to other organizations. The term of appointment shall run concurrently with that of the president.

ARTICLE XI Advisory Council

Section 1. Composition and Number

The Advisory Council shall serve as a coordinating body with the purpose of providing support to the Board of Directors to identify and track efforts happening at the state and federal level to



minimize replication and maximize resources and collaboration with other organizations. The Advisory Committee shall not consist of board members.

The Advisory Council shall have no fewer than three (3) or more than twelve (12) members. The Advisory Council is a non-voting body, but shall make recommendations to the board of directors when appropriate to inform voting by the board.

Section 2. Eligibility

In order to be nominated to the Advisory Council, the individual must be a member of the Association. Council members should reside in Utah preferably, however, individuals may reside outside of Utah on a case by case basis as determined by the Board of Directors. Advisory Council members cannot be actively serving on the Board of Directors.

Section 3. Appointment to the Advisory Council

Members of the Association can be appointed to fill vacant spots on the Advisory Council by a nomination from the existing Advisory Council members. Following a nomination, the Executive Director will present the proposed nomination for an affirmative vote by the majority of the Board of Directors during the next scheduled RHAU Board Meeting. All members of the Advisory Council shall serve two-year terms at which time they may, through the formal nomination process, be re-elected to serve an unlimited term.

Section 4. Advisory Council Member's Powers and Duties

The Advisory Council serves as a dedicated body that drives efforts to increase collaboration, and combat overlap of effort to address the unique healthcare challenges faced by rural communities. This council plays a critical role in championing the needs and priorities of rural populations and ensuring their voices are represented at local, state, and national levels.

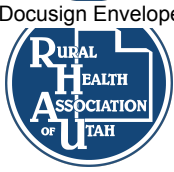
ADVISORY COUNCIL MEMBERS SHALL:

- A. Cause to be kept a complete record of all minutes and meetings and recommendations.
- B. Offering advice on addressing health disparities, improving access to care, and tailoring services to meet the unique needs of rural communities.
- C. Build and maintain relationships between the council, rural communities, healthcare organizations, and policymakers.
- D. Ensuring that RHAU's efforts align with other efforts across the state without replication.

The Advisory Council is designed to make recommendations to the Board of Directors, but does not have the authority to take action on behalf of RHAU. Recommendations from the Advisory Council will move on to the Board of Directors who would then be responsible to vote on taking action per the recommendations.

Section 5. Officers and Term of Office

The Advisory Council shall maintain a chairperson, and vice chairperson elected by an affirmative vote of the majority of Advisory Council Members. The chairperson and vice



chairperson shall serve a one (1) year term, with the intention of the vice chairperson serving as the next chairperson for the Advisory Council. Vice chairpersons shall be promoted to chairperson by a majority vote by Advisory Council members.

Section 6. Vacancy/Removal from Council

Any member of the Advisory Council who misses three (3) consecutive meetings, without prior approval from the chairperson, shall submit a written resignation to the president of the Board of Directors and the Executive Director of RHAU. If such resignation is not received prior to the fourth consecutive absence, the Board of Directors may declare the position vacant.

Also, any Advisory Council member may be removed, with cause, by two-thirds (2/3) vote cast by members of the Advisory Council, sustained or ratified by a majority of the Board of Directors.

Section 7. Regular Meetings

Regular meetings of the Advisory Council shall be held at least quarterly at a time and place determined by the board.

Section 8. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole advisory council shall constitute a quorum and the act of a majority of the members present at a meeting.

Section 9. Compensation

Members of the Advisory Council shall receive no compensation for their services but may, as determined by board policy, receive reimbursement for such reasonable expenses as may be necessary pursuant to the business of the Association.

ARTICLE XII Advocacy Committee

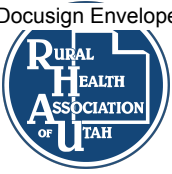
Section 1. Composition and Number

The Advocacy Committee serves as a dedicated body that drives efforts to influence policies, raise awareness, and secure resources to address the unique healthcare challenges faced by rural communities. This council plays a critical role in championing the needs and priorities of rural populations and ensuring their voices are represented at local, state, and national levels.

The Advocacy Committee shall have no fewer than three (3) or more than twelve (12) members. The Advocacy Committee is a non-voting body.

Section 2. Eligibility

In order to be nominated to the Advocacy Committee, the individual must be a member of the Association. Committee members should reside in Utah preferably, however, individuals may



reside outside of Utah on a case by case basis as determined by the Board of Directors. Advisory Council members cannot be actively serving on the Board of Directors.

Section 3. Appointment to the Advocacy Committee

Members of the Association can be appointed to fill vacant spots on the Advocacy Committee by a nomination from the existing Advocacy Committee members. Following a nomination, the Executive Director will present the proposed nomination for an affirmative vote by the majority of the Board of Directors during the next scheduled RHAU Board Meeting. All members of the Advocacy Committee shall serve two-year terms at which time they may, through the formal nomination process, be re-elected to serve an unlimited term.

Section 4. Advocacy Committee Member's Powers and Duties

The Advocacy Committee acts as a bridge between the Association, policy makers, and rural Utah communities, ensuring that advocacy efforts are effective, sustainable, and aligned with local needs. The Advocacy Committee shall present advocacy strategies to the Board of Directors for approval prior to participating in any form of advocacy activities on behalf of RHAU and/or the Board of Directors.

ADVOCACY COMMITTEE MEMBERS SHALL:

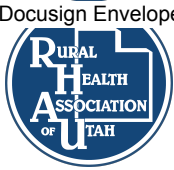
- A. Cause to be kept a complete record of all minutes and meetings and recommendations.
- B. Track Policy Developments and ensure that enacted measures are implemented effectively and benefit rural communities as intended.
- C. Provide strategic guidance and expertise to shape the advocacy agenda and prioritize issues for action.
- D. Build and maintain relationships between the committee, rural communities, healthcare organizations, and policymakers.
- E. Educate Stakeholders including legislators and community members, about the importance of supporting rural healthcare systems.
- F. Advocate for Legislation and Policies that improve access to healthcare, funding, and services for rural areas.

Section 5. Officers and Term of Office

The Advocacy Council shall maintain a chairperson, and vice chairperson elected by an affirmative vote of the majority of Advocacy Council Members. The chairperson and vice chairperson shall serve a one (1) year term, with the intention of the vice chairperson serving as the next chairperson for the Advocacy Council. Vice chairpersons shall be promoted to chairperson by a majority vote by Advocacy Council members.

Section 6. Vacancy/Removal from Committee

Any member of the Advocacy Committee who misses three (3) consecutive meetings, without prior approval from the chairperson, shall submit a written resignation to the president of the Board of Directors and Executive Director for action. If such resignation is not received prior to the fourth consecutive absence, the Board of Directors may declare the position vacant.



Also, any Advocacy Committee member may be removed, with cause, by two-thirds (2/3) vote cast by members of the council having privileges, and sustained by the Board of Directors by a majority vote. Any vacancy may be filled through appointment by recommendation by the council and an affirmative vote of a majority of the directors.

Section 7. Regular Meetings

Regular meetings of the Advocacy Committee shall be held at least quarterly at a time and place determined by the board.

Section 8. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole advocacy council shall constitute a quorum and the act of a majority of the members present at a meeting.

Section 9. Compensation

Members of the Advocacy Committee shall receive no compensation for their services but may, as determined by board policy, receive reimbursement for such reasonable expenses as may be necessary pursuant to the business of the Association.

ARTICLE XIII Ad Hoc Committees

Section 1. Ad Hoc Committee Structure

The Executive Director shall be responsible for overseeing the activities of the committee and be responsible for. These ad hoc committees are created typically for a single purpose, and generally come to an end when that purpose is accomplished.

Ad Hoc Committee Members Shall:

- A. Report to the vice president regularly on the progress of the committee.
- B. Assuring that minutes are recorded.
- C. Being prepared to report committee activities at regular board meetings (in person or by written report).
- D. Briefly summarizing activities for the past year for presentation at the annual meeting.

Section 2. Ad hoc Committees of the Association

By a majority vote of the Board of Directors, the Association may establish any number of ad hoc committees to serve as standing committees of the Association. Unless the Board of Directors otherwise makes appointments to the committee, the president shall appoint all committees.

The Executive Director shall serve ex officio on all standing committees.



The president shall establish such working or ad hoc committees as are needed to conduct the business of the Association.

Section 3. Term of Office

Each member of a committee shall serve at the discretion of the Board of Directors.

Section 4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE XIV

Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract and execute and deliver any instrument in the name of or on behalf of the Association within the provisions of these bylaws. Such authority may be general or may be confined to a specific instance or transaction.

Section 2. Checks and Drafts

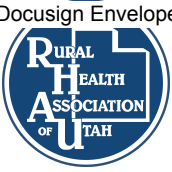
Signatures on all checks drawn on Rural Health Association of Utah (RHAU) accounts shall be that of the treasurer, of the president, or other authorized member of the board of directors or staff.

Section 3. Deposits

All funds of the Association shall be deposited in a timely fashion to the credit of the Association. The treasurer shall be responsible to make sure bank accounts are established in the corporate name of the Association and that the accounts follow appropriate accounting procedures. All accounts shall be insured by an agency of the Federal Government.

Section 4. Revenue

The Board of Directors may accept in the name of, and on behalf of the Association, any contribution, gift, grant, contract bequests or device for any purpose of the Association. Any revenue generated by the Association shall become the property of the Association and shall be deposited accordingly. All gifts will be accepted within the boundaries of the appropriate ethics as established by the board.



Section 5. Bonding

All officers and other persons authorized to handle or disburse the funds of the Association may, at the discretion of the board, be bonded at the expense of the Association in such amount as the board may determine to be adequate for the protection of the Association.

Section 6. Loans

No loans shall be made by the Association to its board members, officers or employees.

ARTICLE XV Books and Records

Section 1. Responsibility

The secretary and the treasurer shall each be responsible for assuring that correct and complete books and records of the Association are maintained. The Association will keep a complete record of proceedings of meetings of the Board of Directors and all committees. The board shall be responsible for ensuring the accuracy of all records, and these records will be available via electronic means.

Section 2. Liability Limits

The board members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under Utah State Law, provided, however, that this limitation shall not eliminate or limit the liability of a board member for acts or omissions that involve intentional misconduct by a board member, or a knowing violation of law.

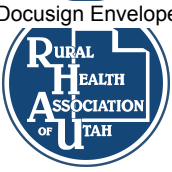
Section 3. Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE XVI Indemnification

Section 1

The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former board member, officer, or employee of the Association in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by a person while the board member, officer, or employee, or by the Association, or by both, whether or not the Association is joined as a party dependent, provided the Board of Directors determines in its sole discretion that such board member, officer, or employee was acting in good faith within, or within what he/she reasonably believed to be, the scope of his/her employment or authority and for a purpose which was, or which he/she reasonably believed to be, in the best interest of the Association.



Section 2

Payment authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and costs of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisees of such person.

ARTICLE XVII Dissolution

Section 1

The activities of the Association shall be so conducted in such fashion that no part of its income or property and earnings shall insure to the benefit of any member, director, officer, employee, or other individual or institution or association. Upon dissolution, any assets of the Association shall be distributed to an organization enjoying an exempt status under Section 501C 3 of the Internal Revenue Code or successor statutory authority as required by then-existing law and the Articles of Incorporation.

ARTICLE XVIII Waiver of Notice

Section 1

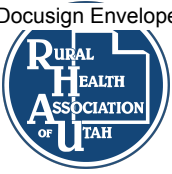
Whenever any notice is required to be given under the provisions of applicable statutes, bylaws or Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Signing an approval of any minutes or resolution of any meeting of the board shall be deemed a waiver of notice thereof. Audio tapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

ARTICLE XIX Emergency Provisions

Section 1. Continuity of Governance During Emergencies

In the event of a declared emergency, disaster, pandemic, or other significant event that renders the normal operation of the Association impracticable, the Board of Directors shall have the authority to adopt temporary measures necessary to ensure the continuity of governance and operations. These measures may include, but are not limited to:

- Holding meetings by electronic means without the usual notice requirements, provided reasonable efforts are made to notify all board members.
- Temporarily delegating the duties of vacant officer or director positions to remaining board members or qualified individuals.
- Modifying the timing, frequency, or format of meetings, elections, or other governance actions if adherence to standard procedures would cause undue hardship or risk.



Section 2. Decision-Making Authority

In circumstances where a quorum cannot reasonably be achieved due to the emergency, the Executive Committee shall be empowered to make decisions on behalf of the Board of Directors. Such actions shall be limited to essential operational and governance matters and shall be reported to the full Board at the earliest opportunity.

Section 3. Resumption of Normal Operations

Emergency provisions shall remain in effect only as long as necessary. Once normal operations can be reasonably resumed, the Association shall revert to the standard procedures outlined in these bylaws.

Article XX Amendments

Section 1

Amendments may be made to these Bylaws at any point in time by the majority vote of the Board of Directors at a properly noticed meeting thereof.

KNOW ALL PERSONS BY THESE PRESENT, that the foregoing bylaws were adopted as the bylaws of the Association by resolution of the Board of Directors on _____ [date].

IN WITNESS WHEREOF, the following signatures are provided:

Signed by:		5/5/2025
<i>Kurt Loveless</i>	_____	_____
<small>A75950F6560645E...</small>	President	Date
Signed by:		5/5/2025
<i>Chaz Whitbeck</i>	_____	_____
<small>33AD182B10A04FE...</small>	Secretary	Date
Signed by:		5/5/2025
<i>Kasey Shakespear</i>	_____	_____
<small>FD568379B347483</small>	Executive Director	Date