

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

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, herein after referred to as the Association.

Section 2. Mission

The mission of the Rural Health Association of Utah is to provide a unified voice to promote and enhance the quality of rural health through leadership, advocacy, coalition building, education, community engagement and to affect policy and legislation.

ARTICLE II

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 with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

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 IV

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and business of the Association will be conducted under the provisions of Roberts Rules of Order (revised), except as superseded by these bylaws.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

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 VI

Officers and Executive Committee

Section 1. Officers or Board Members

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

Section 2. Election and Terms of Office

A president-elect, treasurer, and secretary shall be elected annually by the members of the Board of Directors.

Section 3. Vacancies

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

B. 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.

C. A vacancy in the office of the treasurer or secretary shall be appointed by the Board of Directors.

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 one year.

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 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 which the Board of Directors has authorized.

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.

Section 6. 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 assure adequate copies to be presented to the Board of Directors. The treasurer is limited in serving up to three (3) consecutive one (1) 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 7. 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 in serving up to three (3) consecutive one (1) 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 8. Immediate Past President

The immediate past-president shall be a member of both the Executive Committee and the Board of Directors.

Section 9. Executive Committee

The Executive Committee shall consist of the president, president-elect, treasurer, secretary, immediate past-president. 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 which cannot be postponed until the regular meeting of the Board of Directors.

ARTICLE VII 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) nor more than fifteen (15) voting members.

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.

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

Members of the Board of Directors may be appointed to fill vacant spots on the Board 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 and 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 which the board member believes to be in the best interests of the Association.

BOARD MEMBERS SHALL:

- 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 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, telephone, or email.

A. Action Without Meeting. Any action required to be taken at a meeting of the directors of the corporation or any other action which may be taken at a meeting of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to subject matter thereof. Responding to an email requesting a vote on an action without a meeting shall qualify as a 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 members of the Association having privileges, represented in person, 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 VIII Representatives

Section 1. National Rural Health Association

Each member of the board of the Association shall be a member of the National Rural Health Association.

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 IX Committees

Section 1. Committee Structure

The committee chairperson shall be responsible for overseeing the activities of the committee and be responsible for.

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

Section 2. Committees of the Association

By a majority vote of the Board of Directors, the Association may establish any number of 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 president and president-elect 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 for the term of the president.

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. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting, including the business segment of the annual meeting at which a quorum is present, shall be the act of the committee. The committee may not take actions for the entire board but may make recommendations based on its work to the full Board of Directors for ratification and approval.

Section 6. 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 X

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 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 as described in Article VI, Section 6. The treasurer shall establish or maintain a checking account in the corporate name of the Association at a bank convenient to the treasurer. 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 bequest 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 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 or officers.

ARTICLE XI 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.

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 XII 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 XIII
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 inure to the benefit of any member, director, officer, 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 XIV
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 XV
Amendments****Section 1**

Amendments may be made to these Bylaws 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:

President

Date

Secretary

Date