**Bylaws of the Kentucky Rural Health Association**

Revised and Approved

**ARTICLE I Name**

The name of this association shall be the Kentucky Rural Health Association (KRHA), organized as a non-profit corporation under the laws of the Commonwealth of Kentucky as filed in the Office of the Secretary of State, herein after referred to as the Association.

**ARTICLE II. Object**

The purpose of the Association shall be to advocate for equitable distribution and access to improved health status for rural Kentuckians.

**ARTICLE III. Geographic Presence**

The Association shall continuously maintain in the Commonwealth of Kentucky, a registered office, and a registered agent whose office is identical with such registered office, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE IV. Members**

The Association's constituency shall be composed of individuals and organizations interested in supporting and providing leadership on rural health issues through communication, education and advocacy. There shall be two classes of membership, Individual and Organizational.

**Section 1. Individual Membership**

 The right to hold office, to vote, or to serve the Association in any capacity shall be open to all individual members in good standing.

1. Any individual invested in the purpose of the Association shall be eligible for membership according to procedures prescribed by the Board of Directors.
2. The Board of Directors shall have the authority to establish, define, discontinue, and alter individual membership categories.
3. Honorary Membership. Distinguished service supporting the purpose of the association may be recognized by Honorary Membership in the Association. Election is made on the recommendation of the Board of Directors. Honorary Membership shall not confer voting rights in the Association except that Honorary Members who are also members shall retain all of the privileges of Association Membership.

**Section 2. Organizational Membership**

1. Any organization invested in the purpose of the Association shall be eligible for membership according to procedures prescribed by the Board of Directors.
2. The Board of Directors shall approve all applications for organizational membership by a three-fourths vote.
3. The Board of Directors shall have the authority to establish, define, discontinue, and alter organizational membership categories.
4. Organizational members are allotted four (4) individual memberships.

**Section 3. Membership Term**

1. Membership shall be effective upon receipt of dues and shall continue until the same calendar date of the following year.

**Section 4. Discontinuation of Membership**

1. Nonpayment of dues shall be cause for discontinuance of membership of any constituent after a grace period to be determined by the Executive Board. Constituents who membership has been discontinued for nonpayment may be reinstated, provided such individual or organization complies with the eligibility requirements set forth by the Board of Directors.
2. If, in the opinion of the Board of Directors, any Association member acts in a manner as to reflect discredit upon the Association, membership or affiliation with the Association shall be terminated.

**Section 5. Dues**

1. The amount of membership dues shall be determined for all categories of membership by the Board of Directors.
2. Changes in the structure of dues shall occur following the fiscal year of the association.
3. At no time may the Board of Directors exempt themselves from dues-payment.

**Section 6. Voting Rights**

1. Each individual member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
2. Honorary members are not eligible to vote.
3. Each designated organizational member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership

**ARTICLE V Officers**

**Section 1. Composition**

 The officers of the Association shall be a President, President-Elect, Secretary, Treasurer, an Executive Director, and Immediate Past President. The officers, with the exception of the President, the Executive Director, and Immediate Past President shall be elected by a vote of the membership.

**Section 2. Eligibility**

1. In order to serve an individual must be a member of the Association as defined in Article IV.
2. A candidate for the office of president-elect must be a current member or previous member of the Board of Directors.
3. Organizations may not serve as elected officers of the association, but individuals who are a member of the association through organizational membership may.
4. A President-Elect, Secretary, And Treasurer shall be proposed by the Nominating Committee and confirmed by the members of the Association, from among the voting membership.

**Section 3. Powers and Duties**

 The President, President-Elect, Secretary, Treasurer, and Immediate Past President shall be a member of both the Executive Committee and the Board of Directors.

1. 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. The president may execute, with the secretary, treasurer (or any other individual of the Association authorized by the Board of Directors), any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized.
2. The President-Elect shall assist the president as presiding officer and shall perform all duties incident to the office of president-elect and other duties as may be prescribed by the Board of Directors or president.
3. The Secretary shall keep complete records of all proceedings of the Association, Executive Committee, and the Board of Directors; 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 shall not serve more than three (3) consecutive one (1) year terms. The secretary shall perform all duties incident to the office of secretary and other duties as may be prescribed by the Board of Directors or president.
4. The Treasurer shall be responsible for all funds and securities of the Association; and assure that monies due and payable to the Association from any source whatsoever, are received, and receipted, and deposited in the name of the Association in such banks, trust companies or other depositories, and in general, perform all 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. The treasurer will cause an annual, internal audit to be performed by the Finance Committee and assure adequate copies to be presented to the Board of Directors.
5. The Immediate Past President shall be the chairperson of the Nominating Committee.

**Section 4. Terms of Office**

1. The President-elect, President, and Immediate Past President shall each serve a one-year term with the President-Elect succeeding to the President and the President succeeding to the Immediate Past President at the end of the term.
2. The Treasurer and Secretary shall serve one-year terms.
3. The Executive Director shall be appointed by the Board of Directors, which shall define the duties, authority, and terms of office of the Executive Director.

**Section 5. Vacancies**

1. A vacancy in the President position shall be filled automatically through succession in the following order: President-Elect, Secretary, Treasurer.
2. In the event of the President being unable to fulfill their duties the President-Elect shall serve the unexpired term of the President and their own term consecutively.
3. A vacancy in the President-Elect position shall be filled by the Board in an interim position until the next annual meeting where the President-Elect will be confirmed by the general membership.
4. A vacancy in position of Secretary or Treasurer shall be filled by the Board of Directors, at their discretion, following the guidelines of the Nominating Committee, for the remainder of the term.

**Section 6. Executive Committee**

1. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and one (1) board member elected by the Board of Directors They shall meet regularly and when requested by any member of the Executive Committee. The Executive Director shall serve ex-officio.
2. The purpose of the Executive Committee is to carry out the day to day activities of the organization and to make decisions when the Board of Directors are not in session. The decisions of the Executive Committee are subject to affirmation by the Board of Directors.
3. The President shall have the authority to appoint no more than two non- voting (2) Ex-Officio Members to the Executive Committee. The term of appointment for the Ex-Officio members shall coincide with that of the appointing President. Appointed Ex-Officio members should be selected based on their knowledge, employment, or experience with rural health issues in Kentucky. Ex-Officio members may sit at Board of Director meetings with approval of the Board of Directors.

**ARTICLE VI Board of Directors**

**Section 1. Composition and Number**

* 1. 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 President-Elect, President, Immediate Past-President, Secretary, Treasurer and no fewer than thirteen and more than seventeen voting members.
	2. The board shall be composed from the following member categories: at least one (1) student; three (3) individual members; three (3) organizational individual members; with the remainder of the board members elected without consideration for their member category. Consideration should be made to ensure the board members represent the composition of the organization at large. If no appropriate candidate for a category can be determined, defined composition may be waived by the board for one year by a vote of the Nominations Committee

**Section 2. Eligibility**

1. In order to be nominated for, or hold office on the Board of Directors, an individual must be a member of the Association as defined in Article IV.
2. No more than two (2) members of the Board of Directors may be employees of the same organization regardless of membership classification. No more than one (1) organizational individual member representative of the board can be employed by the same organization.

**Section 3. Board Members' Term of Office**

1. All members of the Board of Directors shall be elected to serve two-year terms, beginning at the conclusion of the meeting in which they were elected.
2. Board Members may not serve more than two terms.
3. Time served as an Officer does not apply to board member’s term of office.
4. The fulfillment of the remainder of the term of another board member, by appointment, shall not be included in the two-term limit.

**Section 4. Nomination and Election of Board of Directors**

The Nominating Committee will identify board representation needs according to geographic and categorical representation guidelines outlined by these Bylaws and as directed by the Board of Directors.

**Section 5. Quorum**

A quorum of the Board of Directors shall consist of a majority of voting members.

**Section 6. Board Members' Powers and Duties**

Subject to any limitation in the Articles of Incorporation and these bylaws, and the laws of the Commonwealth of Kentucky, the Board of Directors shall have the responsibility and authority to supervise and direct the activities and resources of the Association, and to conduct all business affairs of the Association in furtherance of its mission and purposes. Board members 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:

1. Keep a complete record of all minutes and acts, and present a full statement at the annual membership meeting of the general membership, showing in detail the condition and affairs of the Association.
2. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.
3. Act as trustee for all property, real and personal, the Association may acquire.
4. Approve and authorize all unusual or extraordinary expenditures of Association funds.
5. Adopt the annual budget for the Association.
6. Adopt such rules as are necessary to conduct its affairs.
7. Establish committees and define their duties, except as otherwise provided in these bylaws.
8. Approve the appointment of official representatives and define their duties.
9. 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 law of the Commonwealth of Kentucky, the Articles of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.
10. Employ staff; fix their compensation; and define their duties.
11. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.
12. Fill vacancies consistent with the intent of the bylaws.
13. In its discretion, honorary memberships may be granted by the Board of Directors and shall have all rights and privileges of membership, except voting and holding office, with no dues. Members of the Kentucky Legislature may be included in this category.

**Section 7. Meetings**

1. Regular Meetings of the board shall be held at least quarterly and at a time determined by the board. All regular, special, or committee meetings of the board are open meetings. However, only members of the board and committee chairs or designee are required to be notified of such meetings.
2. Special Meetings of the Board of Directors may be called by the President or a majority of the members of the board at least five (5) days in advance. Notice of a special meeting, stating the purpose thereof, shall be provided to each board member and committee chair.
3. Action Without Meeting. Any action required to be taken at a meeting of the Board of Directors of the Association or any other action which may be taken at a meeting of the Board of Directors, may be taken without meeting if consent is given in writing or by electronic communication, setting forth the action so taken, shall be approved by all of the Board of Directors entitled to vote with respect to subject matter thereof.
4. Attendance by Telecommunications. Board members may participate in any meeting through the use of a teleconference, video conference, or other means of electronic communication by which all persons participating in the meeting can communicate with each other and such participation in a meeting shall constitute presence in person at the meeting.

**Section 8. Vacancy/Removal from Board of Directors**

1. Any member of the Board of Directors who misses a specified number of consecutive meetings as determined by the Board shall submit a written resignation to the president of the board for action. If such resignation is not received prior to the next consecutive absence, the board may declare the position vacant.
2. The Board of Directors may vote to remove a member by three-fourths vote if it is found that member has discredited the association, not discharged their duties, are unable to fulfill their duties, or for other extenuating circumstances.
3. Any vacancy may be filled through appointment by the president for the remainder of the term of the vacated position.

**Section 9. Compensation and Reimbursement**

1. 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.
2. Changes to the board policy on reimbursement shall not take effect until the preceding fiscal year.

**ARTICLE VII Representatives**

 The Board of Directors shall have the authority to appoint official representatives of the Association to other organizations.

**Section 1. National Rural Health Association**

The president of the Kentucky Rural Health Association shall recommend to the Board of Directors two (2) representatives in with membership good standing to serve on the National Rural Health Association's State Association Council. The board-approved representatives shall serve for two (2) years with staggered terms.

**Section 2. Other Appointments and Organizations**

The President of the Kentucky Rural Health Association shall recommend to the Board members in good standing, as needed, to those organizations the Board of Directors shall decide the Association shall send representatives. The Board of Directors shall prescribe the qualifications for each representative. The term of appointment shall run concurrently with that of the President. Representatives may serve until replaced.

**ARTICLE VIII Committees**

 The Board of Directors shall have the authority to create Standing Committees of the Association. Unless prescribed elsewhere, the Board of Directors shall have the authority to decide the scope, mission, purpose, and membership of each Committee. Members and Chairpersons of the committee must be members of the association in good standing. The President shall appoint all committees, with approval of the Board of Directors, except where noted. The President and President-Elect shall serve as ex-officio on all standing committees.

**Section 1. Committee Chairperson Powers and Duties**

Each Standing Committee will have at least one Chair. The committee chairperson shall be responsible for overseeing the activities of the committee and be responsible for:

1. Appointment of a vice chairperson.
2. Reporting to the president-elect regularly on the progress of the committee.
3. Assuring that minutes are recorded.
4. Being prepared to report committee activities at regular board meetings (in person or by written report.)
5. Briefly summarizing activities for the past year for presentation at the annual meeting.
6. Except where noted, the structure of the committee is left to the discretion of the Chair.

**Section 2. Term of Office**

Each committee members term shall coincide with that of the appointing President.

**Section 3. 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 4. 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, shall be the act of the committee.

**Section 5. Rules**

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

**Article IX Committees of the Association**

The following committees shall serve as standing committees of the Association.

**Section 1. Nominations Committee**

1. The Nominating Committee shall be elected annually by the Board of Directors and be responsible for identifying persons qualified to serve as officers and Board of Directors of the Association.
2. There shall be a Nominating Committee comprised of five (5) members with terms of one

year duration.

1. The Chair of the Nominating Committee shall be the Immediate Past-President of the Association.
2. One member shall be from the following categories: student, individual, and organizational individual. No member may serve more than two (2) consecutive terms.
3. The Nominating Committee shall be responsible for identifying persons qualified for, and interested in, becoming officers and board members, based on these bylaws and the Board of Directors.

**Section 2. Membership Committee**

The Membership Committee shall be responsible for marketing the Association in the recruitment and retention of members.

**Section 3. Annual Conference/Awards Committee**

1. The Annual Conference/Awards Committee shall be responsible for the planning and execution of the annual meeting of the Association and solicitation and selection of Association award winners.
2. The President-Elect shall serve as the Chair of the Annual Conference/Awards Committee.

**Section 3. Finance Committee**

1. The Finance Committee shall be responsible for tracking all revenues and expenditures of the Association, develop an operational budget, conduct an annual internal audit and report to the Association.
2. The Treasurer shall serve as chair of this committee.

**Section 4. Legislative Committee**

1. The Legislative Committee is responsible for ensuring the legislative priorities of the association are obtained. The Association supports the legislation of rural health interests. The Association seeks to establish broad membership consensus on issues that affect access to quality health care. To this end, the Association is committed to creating legislative proposals, providing education on legislative issues, and to participating in coalitions to advance the interests of the public's health. The legislative interests of the Association are defined as those interests that are brought forth through resolutions passed by the general membership and goals established by the Board of Directors. The legislative committee functions in support of these broad commitments and interests.

**Section 5. Governance Committee**

The Governance Committee shall oversee issues concerning the infrastructure of the Association, such as amendments to the bylaws, modifications and additions to the Policy Manual, and leadership development.

**Section 6. Student Organization Committee**

The Student Organization Committee is shall be responsible for promoting the interest and involvement of higher education students in Kentucky with a concern for health care in rural Kentucky.

**Section 7. Ad Hoc And Working Committees**

1. The President shall establish such working or ad hoc committees as are needed to conduct the business of the Association.
2. These committees shall serve for the duration of the appointing President’s term of office.

**ARTICLE X Meetings of Members**

**Section 1. Annual Meeting**

An annual meeting of the Association membership will be held at a time and place to be determined by the Board of Directors.

**Section 2. Special Meetings**

Special meetings of the membership of the Association may be called at any time by the President or a majority of the Board of Directors, or at the request of the membership upon receipt of a written request signed by at least ten (10) percent of the members of the Association. Notice of a special meeting, stating the purpose thereof, shall be provided by the president to all members.

**Section 3. Quorum**

Those members present at the Annual Meeting or a Special Meeting of the Association shall constitute a quorum for the purpose of conducting Association business. The act of a majority of the members at which a quorum is present shall be the act of the General Membership, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

**ARTICLE XI Parliamentary Authority**

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

**ARTICLE XII Dissolution**

**Section 1. Incorporation**

Upon, incorporation, the duration of the Association is perpetual.

**Section 2. Dissolution**

1. If the Association is dissolved voluntarily, such action shall follow the terms of the bylaws, the laws of Kentucky, and laws of the jurisdiction In which the headquarters of the Association is located at the time of dissolution.
2. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. No part of the net assets of the Association shall inure to the benefits of or be distributed to its members, directors, officers, and other private persons except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in this Article.
3. In the event of dissolution of the Association, any of its assets not required by law or by conditions imposed by the donor to be otherwise applied or distributed shall be distributed as the Executive Committee may direct to one or more organizations organized and operated exclusively for the purposes described in Sections 501 (c) (1), (c) (3), (c) (4), or (c)(6) of the Internal Revenue Code of 1986 or their successors.

**ARTICLE XIII Amendments**

 The bylaws may be amended by a two-thirds vote of members voting, provided **t**hat written notice shall be given to all members at least thirty (30) days prior to any action being taken.