

New England Rural Health RoundTable Bylaws

ARTICLE I. NAME OF THE ORGANIZATION

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

ARTICLE II. PURPOSES

The purpose of the RoundTable is to serve as the rural health association for the New England region and improve the health of rural New England communities by: informing, convening rural health leaders and supporting related collaborative regional efforts. New England is defined as the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

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

ARTICLE III. MEMBERSHIP

Types of membership in the RoundTable are Individual, Organizational and Corporate (collectively referred to herein as the “Members”).

INDIVIDUAL: An Individual Member is any individual who has an interest in rural health in New England and includes students, senior citizens, consumers and professionals. The Individual Members are responsible for electing the members of the Board of Directors on an annual basis.

ORGANIZATIONAL and CORPORATE: An Organizational Member is any organization with an interest in rural health including, but not limited to providers, businesses and governmental entities.

- Organizational membership includes three (3) individuals who are named and have access to the same benefits and responsibilities as Individual Members.
- Corporate membership allows six (6) individuals who are named and have access to the same benefits and responsibilities as Individual Members. Therefore Organizational memberships include 3 votes and Corporate memberships include 6 votes.

ADMISSION TO MEMBERSHIP. Memberships are annual and expire at the end of the fiscal year. The RoundTable does not discriminate on any basis including but not limited to race, color, creed, gender, national origin, disabilities or sexual orientation.

ANNUAL DUES AND FEES. The annual dues and other fees shall be determined and approved by the Board of Directors.

MEETING OF THE MEMBERS. An Annual Meeting of the Members shall be held in conjunction with the annual conference or at a time and place as determined each year by the Board of Directors.

OTHER MEETINGS. Other meetings of the RoundTable's general membership may be called by the President upon ratification by the Executive Committee. Special meetings of the RoundTable must be called by the President upon request of one-third (1/3) of the members of the RoundTable.

NOTICE. Notice of any meeting of the Members shall be provided to each Member by mail, facsimile, e-mail or any other electronic communication as is determined by the Board, not later than fourteen (14) calendar days prior to the day on which the meeting is to be held. Notice of any meeting of the Members need not be given to any member, however, if waived by him, her or it in writing or by email or facsimile, whether before or after such meeting be held, or if he or she shall be present at such meeting, unless his, her or it's attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the members shall be a legal meeting without notice thereof having been given, if all of the Members shall be present thereat.

QUORUM. At all meetings of the Members, those present at the meeting shall constitute a quorum for the transaction of business. There shall be no proxy voting.

PARTICIPATION IN A MEETING BY ELECTRONIC DEVICE. A member may participate in a meeting by means of telephone conference, video conference or other communication equipment enabling all members participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ACTION WITHOUT MEETING. If all of the Members entitled to vote consent in writing to any action taken or to be taken by the RoundTable, such action shall be valid as though it had been authorized at a meeting of the members. Email or other electronic transmissions intended to constitute the consent and signature of the sender and otherwise complying with Maine Ch. 1051, Uniform Electronic Transaction Act, will constitute writing for the purpose of this provision. The Secretary shall file such consent or consents with the minutes of the meetings of the Members.

ARTICLE IV. BOARD OF DIRECTORS

GENERAL. The property, affairs and business of the RoundTable shall be controlled and managed by the Board of Directors. Without limiting the generality of the foregoing, such control shall include the power to: hire any and all employees, enter into employment agreements with employees when deemed advisable; determine levels of employee compensation and benefits; terminate the employment of an employee; determine conditions of employment; authorize the purchase or rental of property; and determine all policies of the RoundTable with regard to the conduct of the business of the RoundTable. The Board may from time to time delegate particular responsibilities to specified officers, Committees (defined herein) of the RoundTable or the Executive Director, as it shall deem advisable. It may adopt such rules and regulations for the conduct of its meetings and the management of the RoundTable not inconsistent with these Bylaws, the RoundTable's Articles of Incorporation, or the laws of the State of Maine as it may deem proper.

NUMBER OF BOARD OF DIRECTORS. The number of members of the Board of Directors shall be twenty-three (23), with each state's membership selecting two (2) members maximum, and the addition of the President-Elect, President, Immediate Past President, Secretary and Treasurer. This total number of twenty-three (23) includes six (6) non-voting Ex-Officio members described below.

EX OFFICIO BOARD MEMBERS. The Office of Rural Health from each of the New England states shall have an Ex-Officio position as a member of the Board of Directors for the SORH Director or his/her annually appointed designee. The Ex-Officio members shall be non-voting members of the Board of Directors.

ELECTION. Current members of the RoundTable will nominate representatives from their state for consideration by the Nominating Committee. The Nominating Committee will present a slate of Board Member candidates to be voted on by the Board of Directors prior to or at the Annual Meeting and results will be announced at the Annual Meeting.

REQUIREMENTS OF THE BOARD OF DIRECTORS. Members of the Board of Directors must be current members of the RoundTable. Board members are elected as individuals representing specific states not representing specific organizations. Unless otherwise excused by the President of the Board, the Board members are required to participate in a minimum of fifty percent (50%) of the Board of Directors meetings. Elected Board members not fulfilling this obligation may be asked by the Executive Committee to resign. If warranted absences may be excused with a written request to the President.

TERM IN OFFICE. The term of office of each Director shall be two (2) years. One (1) board member will be elected annually with board members from within individual states elected on alternate year cycles. Board members may serve two (2) consecutive terms and then must take a break for one (1) year – unless they are elected to serve as an officer. In recognition that it can be difficult to fill the seats in some states, if necessary, Board members may serve an additional year to give the Board of Directors time to find a replacement for them.

RESIGNATIONS. Any Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

VACANCIES. Any mid-term vacancy on the Board of Directors shall be filled for the remainder of the term. Candidates for the vacancy will be considered by the Nominating Committee and confirmed by the Board.

REGULAR MEETINGS. Regular Meetings of the Board of Directors shall be held at least every two (2) months. The Board of Directors shall be given written notice at least fourteen (14) days prior to the meeting. Meeting agendas will be provided before meetings. Meetings will be held in a manner that ensures full participation.

SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President at any time with a majority vote of the Executive Committee or by the President upon request of one-third (1/3rd) of the members of the Board of Directors. Special meetings may be held at a place designated by the President, unless a majority of the Board of Directors members designate otherwise. Written or telephone notice of the special meetings shall state the purpose(s) of the meeting and shall be given to each member of the Board of Directors not less than three (3) days in advance. Notice may be waived if agreed to by all members of the Board of Directors. Special meetings will be held in a manner that ensures full participation.

QUORUM. The participation of a simple majority of the Board of Directors, excluding vacant positions, but not less than five (5) members, of the Board shall constitute a quorum at all meetings of the Board of Directors.

PARTICIPATION IN A MEETING BY ELECTRONIC DEVICE. A member of the Board may participate in a meeting by means of telephone conference, video conference or other communication equipment enabling all members of the Board participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ACTION WITHOUT MEETING. If all of the members of the Board of Directors entitled to vote consent in writing to any action taken or to be taken by the RoundTable, such action shall be valid as though it had been authorized at a meeting of the members. Email or other electronic transmissions intended to constitute the consent and signature of the sender and otherwise complying with Maine Ch. 1051, Uniform Electronic Transaction Act, will constitute a writing for the purpose of this provision. The Secretary shall file such consent or consents with the minutes of the meetings of the Board of Directors.

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

VOTING. Each member of the Board of Directors shall be entitled to one (1) vote. There shall be no proxy voting.

REMOVAL FROM THE BOARD. A Director may be removed at the discretion of the Board of Directors by a two-thirds (2/3rds) vote of the Board of Directors.

NO COMPENSATION. The Directors shall receive no compensation for attendance at regular or special meetings or for services rendered to the RoundTable, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the RoundTable.

ARTICLE V. EXECUTIVE COMMITTEE

GENERAL. The Executive Committee shall, subject to limitations set by the Board of Directors, act with the full authority of the Board of Directors for the transaction of business between meetings of the Board. The President will report actions of the Executive Committee to the Board of Directors. The Executive Committee will establish the agenda for the Board meetings and the annual meeting.

COMPOSITION. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer of the Board of Directors and one (1) member of the Board of Directors elected at large. The Member-at-Large is a duly elected Board member who is elected at large from the Board to serve on the Executive Committee.. This position is elected at the first full Board meeting following the Annual Meeting.

MEETINGS. The Executive Committee shall meet at the request of the President. Meetings shall be held at a location designated by the President unless a majority of the Executive Committee designates otherwise. Prior twenty-four (24) hour notice must be provided to each member of the Executive Committee for any meeting of the Executive Committee. A regular schedule of meeting monthly is encouraged. Meetings will be held in a manner that allows full participation.

QUORUM. A minimum of three (3) voting members of the Executive Committee shall constitute a quorum at all meetings of the committee.

VOTING. Each Executive Committee member shall be entitled to one (1) vote. There shall be no proxy voting.

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

ARTICLE VI. OFFICERS (EXECUTIVE COMMITTEE MEMBERS)

NUMBER. The officers of the Board of Directors shall be a President, President Elect, Immediate Past President, Secretary, Treasurer and the Member-At-Large.

ELECTION AND TERM. The Nominating Committee will present a slate of Officers for consideration by the Board of Directors. Officers will be elected by the existing Board of Directors at the Board meeting immediately preceding the Annual meeting. New Officers will be presented to the General Membership at the Annual Meeting. The term of office for President, President-Elect and Past-President shall be for two (2) years. Term of office for all other officers shall be for one (1) year. There are no term limits for Executive Committee members.

QUALIFICATIONS. Executive Committee members must be current members of the Board of Directors. Nominees are considered by the Nominating Committee.

PRESIDENT. The President shall exercise general supervision and control over all activities of the RoundTable. The President shall preside at all meetings of the Members and Board of Directors, may sign, when authorized by the Board of Directors, any contract which has been approved by the Board of Directors. The President shall perform all other duties generally incident to the office of the President and such duties may be prescribed by the Board of Directors. In the role of President he or she will be an affiliate member of the National Rural Health Association (NRHA) and a

member of the State Association Council (SAC). At the Annual Meeting of the General membership, the President shall report to the members concerning the affairs of the RoundTable.

PRESIDENT-ELECT. The President-Elect shall in the absence or disability of the President, perform all acts pertaining to the Office of President and shall perform all other duties normally incident to the office. The President-Elect shall perform such additional duties as may from time to time be assigned by the President or the Board of Directors. Unless other action is taken by the Board, the President-Elect assumes the office of President at the expiration of the President's two (2) year term.

IMMEDIATE PAST PRESIDENT. The Immediate Past President shall function in the capacity of as an advisor to the RoundTable, be on the Nominating Committee, and perform those tasks as may from time to time be assigned by the Board of Directors.

SECRETARY. The Secretary shall ensure that notices of all meetings are provided and shall attend and keep minutes of all meetings of the: general membership, the Board and the Executive Committee. The Secretary will work with Executive Director to distribute minutes in a timely manner. The Secretary serves on the bylaws committee.

TREASURER. The Treasurer shall be the financial officer of the RoundTable. The Treasurer will keep and maintain adequate and correct accounts of the properties and business and financial transactions of the Association. The Treasurer will chair the Finance Committee which will assist in the development of an annual proposed budget prior to start of the fiscal year. He/she will review and report on quarterly and annual financial statements. At the Annual Membership meeting, the Treasurer will report to the members on the state of the RoundTable finances.

RESIGNATIONS. Any Officer may resign at any time by giving written notice to the President of the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

REMOVAL FROM OFFICE. Officers may be removed at the discretion of the Board of Directors by two-thirds (2/3rds) vote of the Board of Directors.

FILLING OF VACANCIES. Any office declared vacant for any reason by the Board of Directors shall be filled by a Board Member nominated by the Nominating Committee and approved by a majority vote of the Board of Directors for the unexpired term of the office.

ARTICLE VII. STANDING COMMITTEES

For all Committees:

1. Committees shall report to the Board of Directors.
2. Committee work will be guided by the RoundTable's bylaws and the annual work plan that is approved by the Board of Directors.
3. Committee members in attendance at meetings will constitute a quorum (with the exception of the Executive Committee which will require a simple majority).
4. Meetings will be held in a manner that allows for dialogue and immediate exchange of ideas.
5. Unless otherwise noted, the chairs will be appointed for one year term by the President with confirmation by the Board of Directors.
6. Whenever possible Committees should have representation from each state.
7. Meetings may be called by: the President, Committee Chairs, twenty-five percent (25%) of the committee membership or the Executive Director.
8. Board Members are welcome to sit in on standing committee meetings, in a non-voting capacity, with prior notification to the committee chair.
9. Committee activities and recommendations will be submitted by committee the chair as agenda items for Board action, as needed.

The following committees are hereby designated as STANDING COMMITTEES:

BYLAWS and GOVERNANCE COMMITTEE. The Bylaws and Governance Committee is responsible for presenting policy and procedural recommendations for general organizational management to the Board for approval. The Secretary of the Board of Directors will serve on this committee. Membership to this committee is limited to the Board of Directors.

ANNUAL CONFERENCE COMMITTEE. The Conference Committee shall be responsible for planning and executing the annual conference to meet the goals set forth in the annual work plan and budget. Membership to this committee is open to the General Membership and invited guests.

FINANCE COMMITTEE. The Finance Committee shall include the Treasurer of the Board of Directors, as its chair. The Finance Committee shall assist the Treasurer and Executive Director in developing an annual budget for adoption by the Board of Directors, review expenditures according to budget and make recommendations for adjustments and assist in the development of financial policies, provide information to the audit committee, and develop appropriate recommendations to the Board of Directors for long-term financing of the RoundTable. Membership to this committee is limited to the Board of Directors.

NOMINATING COMMITTEE. The Nominating Committee shall prepare the slate of Officers of the Board of Directors to be voted on at the Board meeting held immediately preceding the annual meeting. The Nominating Committee is also responsible for proposing a slate of candidates for presentation to the Board of Directors prior to the Annual Membership meeting, for the Board of Directors. In the event of vacancy of an Officer from the Board of Directors the Nominating Committee will consider, evaluate and nominate a candidate from the Board for consideration. The Past President will serve on this committee. The Nominating Committee is open to the Members.

POLICY COMMITTEE. The Policy Committee is charged with reviewing external issues impacting rural health in New England that are brought to the Committee's attention, by the Board or the Members. The Policy Committee will recommend, to the Board, the language of any formal positions that the RoundTable may take on such issues, as well as proposing activities designed to increase awareness and understanding of these issues and their potential impact on rural health in the region. The Policy Committee may also undertake purely educational activities to inform the membership on particular topics of policy interest if the activities do not involve the RoundTable taking any formal position on an issue. The President-Elect will serve on the Policy Committee. The Policy Committee is open to the General Membership and invited guests.

MEMBERSHIP COMMITTEE: The Membership Committee is charged with assisting the Executive Director and Board in proposing and executing activities designed to meet with membership goals established in the Annual work plan and budget. Activities may include, assisting with creating and implementing an annual membership recruitment and retention plan, reviewing membership statistics and trends and helping to inform decisions regarding membership fees. The Member-At-Large will serve on the Membership Committee. The Membership Committee is open to the General Membership.

AD HOC COMMITTEE (Task Groups): The Board of Directors may authorize the establishment of additional committees as appropriate to the interest of the RoundTable and consistent with these bylaws. They must be time limited and have a specific charge from the Board. Membership of Ad Hoc committee will be determined by the Board of Directors.

ARTICLE VIII. EXECUTIVE DIRECTOR

EXECUTIVE DIRECTOR. The Board shall appoint, on such terms of remuneration and duration of employment as it chooses, an Executive Director to serve as its agent in the active conduct of ongoing administration of the tax-exempt purposes and activities of the RoundTable, its delegate in policy implementation, and its representative in dealing with the community, groups and individuals. The responsibilities and duties of the Executive Director shall be subject to the discretion of the Board, and shall be reviewed periodically and may be altered by the Board from time to time.

OTHER OFFICERS OR AGENTS. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

ARTICLE IX. GENERAL PROVISION

REPRESENTATIVES OF THE ROUNDTABLE ON COMMISSIONS, BOARD OF DIRECTORS, TASK FORCES, AND LIKE GROUPS. Individuals representing the RoundTable on external policy making and advisory bodies will be appointed in collaboration with the President of the Board and the Executive Director.

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

ARTICLE IX. VOTING PROCEDURES

Voting procedures shall be adopted by the Board of Directors consistent with the business at hand.

ARTICLE X. CALENDAR

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

BOARD OF DIRECTOR'S YEAR. The Board of Directors year is Annual Meeting to Annual Meeting.

ARTICLE XI. INDEMNIFICATION:

To the fullest extent now or hereafter permitted by law, the RoundTable shall indemnify any Member, Director or Officer made a party to a proceeding because he or she is or was a Member, Director or Officer of the RoundTable, against liability incurred in the proceeding, provided, however, that no indemnification shall be provided for any Member, Director or Officer with respect to any matter as to which he or she is finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the

RoundTable or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

CONTRACTS The Board of Directors may authorize any officer or officers, agent or agents of the RoundTable to enter into any contract and agreements and execute and deliver any instrument in the name of or on behalf of the RoundTable directly related to the day-to-day operation of the RoundTable. Such authority may be general or may be confined to a specific instance or transaction.

LOANS. No loans shall be contracted on behalf of the RoundTable and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors so to do, any officer or agent of the RoundTable thereunto authorized may effect loans and advances at any time for the RoundTable from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the RoundTable and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the RoundTable as security for pledge, hypothecate or transfer any securities or other property of the RoundTable as security for any such loans or advances. Such authority may be general or confined to specific instances.

DEPOSITS All funds of the RoundTable shall be deposited in a timely fashion to the credit of the RoundTable. All deposits and withdrawals must be reviewed by the Board of Directors.

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

BOOKS and RECORDS RESPONSIBILITY The Secretary and Treasurer shall each be responsible for assuring that correct and complete books and records of the RoundTable are maintained. The RoundTable will keep a complete record of proceedings of meetings of the Board of Directors and all committees. The Board of Directors shall be responsible for assuring the accuracy of all records. All archival materials will be stored at a place designated by the Board of Directors.

LIABILITY LIMITS The members of the Board of Directors of the RoundTable shall enjoy the greatest limitation on individual liability that may be authorized under Maine law, provided however, that this limitation shall not eliminate or limit the liability of a member of the Board of Directors for acts or omissions that involve intentional misconduct by such member, or a knowing violation of law.

ARTICLE XII. DISSOLUTION

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

ARTICLE XIII. AMENDMENTS

Any proposed changes to these bylaws should be submitted in writing to the Bylaws and Governance Committee for consideration and action when appropriate. The bylaws may be altered, amended, repealed or supplemented, subject to appeal or change by the Board of Directors by an affirmative vote of the majority of the Board of Directors, at any
Bylaws Approved on 9/10/2015 during a Special Meeting of the Membership

scheduled meeting or special meeting of the Board of Directors called for the purpose, provided that notice of the proposed change is given in the notice of the meeting.

ARTICLE XIV. APPROVAL

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