

Reviewed on _____ and Approved as Amended on _____

RESTATED AND AMENDED BYLAWS OF THE MINNESOTA RURAL HEALTH ASSOCIATION

ARTICLE I Name and Purpose

Section 1.1. Name. The name of the corporation shall be the Minnesota Rural Health Association, incorporated under the laws of the State of Minnesota, as filed in the Office of the Secretary of State, hereinafter referred to as the **Association**.

Section 1.2. Purpose. The Association is a non-profit membership organization whose primary purpose is to work for the preservation and enhancement of health for rural citizens in the State of Minnesota.

ARTICLE II Offices

The principal office of the Association in the State of Minnesota shall be located at any Minnesota address designated by the Board of Directors, hereinafter referred to as the **Board**. The Association may have such other offices, within the state of Minnesota, as the Board may determine or as the affairs of the Association may require from time to time. The Association shall have and continuously maintain in the State of Minnesota a registered office and a registered agent, whose office is identical with such registered office. 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.

ARTICLE III Members

Section 3.1. Eligibility. The Association's diverse constituency shall be composed of individuals, honorary members, students and organizations interested in supporting and providing leadership on rural health issues through communication, education and advocacy.

Section 3.2. Definition of Membership Categories.

- A. Individual. Any eligible individual not holding membership in another category (except Honorary).
- B. Benefactor/Lifetime Individual. Same privileges and duties as individual members except for the requirements to pay annual dues.
- C. Honorary. Honorary memberships may be granted by the Board to further the purposes of the Association. They have all rights and privileges of membership except voting and holding offices.
- D. Student. Persons who are enrolled as post graduate, trainee, intern, college or high school students.
- E. Corporate. Any group of persons who identify themselves as an organization who request corporate membership.

Section 3.3. Voting Rights.

Each individual, benefactor, and student member, and each corporate member representative in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 3.4. Privileges. Each individual, benefactor, and student member, and each corporate member representative in good standing may hold office, serve as on the Board, serve on a committee, or as an official representative.

Section 3.5. Term. Membership term shall be effective upon receipt of dues and shall continue for one (1) full year from the date of the application. Membership shall be renewable annually on the anniversary of the member's application, except for lifetime members. The Secretary or Executive Director shall send a renewal notice to the member's registered address.

Section 3.6. Dues. The amount of membership dues shall be modified and determined from time to time by the Board. A benefactor/lifetime individual fee has been established, and may be adjusted, modified or supplemented from time to time by the Board.

ARTICLE IV Parliamentary Authority

Except as otherwise provided by these Bylaws or other procedural authority of the Association, all meetings and business of the Association will be conducted in accordance with the provisions of Roberts Rules of Order (revised), except as superseded by these Bylaws.

ARTICLE V Meetings of Members

Section 5.1. Meetings-General Membership. Meetings of the Association membership will be held at a time and place determined by the Board. The purpose of such meetings will be to conduct business to support the mission and goals of the Association. Written formal notice by electronic mail, facsimile, or regular mail of the annual meeting shall be given by the Secretary to each member, at the address appearing on the books of the Association. The notice shall be sent no fewer than ten (10) days, nor no more that fifty (50) days prior to the meeting.

Section 5.2. Quorum – General Membership Meetings. Those members present at a meeting or a Special Meeting of the Association shall constitute a quorum for the purpose of conducting Association business.

ARTICLE VI Officers and Executive Committee

Section 6.1. Officers. The officers shall be a President, President-elect, Vice President, Secretary, Treasurer and immediate Past-President.

Section 6.2. Election and Term of Office. Officers shall be elected annually by the Board. The Board may elect or appoint such other officers as deemed necessary. A candidate for the office of President-Elect must be a current or past member of the Board. A majority vote by the Board shall elect the officers from among the candidates. In case of a tie, the Board shall choose by secret ballot among the candidates who have an equal number of votes.

Section 6.3. Vacancies.

- A. A vacancy in the office of President, with fewer than six (6) months to serve in the remaining term, shall be filled automatically through succession in the following order: President-Elect, Vice President, Treasurer, and Secretary. A vacancy in the office of President, with more than six (6) months to serve in the term shall be filled by the appointment of a Past-President to fulfill the remainder of the term of President. The Board, upon three-fourths (3/4) majority vote shall appoint a Past-President to fill the unexpired portion of the term.
- B. A vacancy in the office of President-Elect or the Vice-President shall be filled at the discretion of the Board for the remaining term, and such person shall become eligible for election as President at the next term.
- C. A vacancy in the office of the Treasurer or Secretary shall be filled by presidential appointment to fill the unexpired portion of the term.
- D. Any vacancy filled by succession in office or by appointment shall be filled by election at the next annual meeting, except the office of President.

Section 6.4. President. The President shall be a member of both the Executive Committee and the Board. The President shall be the principal officer of the Association and shall supervise and control all Association business. The President shall preside at all meetings of the general members and of the Board. The President may sign, with Treasurer or any other proper officer of the Association authorized by the Board any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where signing execution thereof shall be expressly delegated by the Board, under these Bylaws, or by statute to some other officer. The President shall perform all duties incident to the office of President and any other duties prescribed by the Board.

Section 6.4. President-Elect. The President-Elect shall be a member of the Executive Committee and the Board. In the President's absence, the President may designate the President-Elect to serve as the Association principal officer.

Section 6.5. Vice President. The Vice President shall be a member of the Executive Committee and the Board. In the President's absence, the President may designate the Vice-President to serve as the Association principal officer.

Section 6.6. Treasurer. The Treasurer shall be a member of the Executive Committee and the Board. The Treasurer and/or designee may be provided with a bond for the faithful discharge of duties in such sums and with such surety or sureties as the Board shall determine. The Treasurer and/or designee 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 monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these by laws, file (if necessary) any annual report to the State of Minnesota Office of the Attorney General, and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the officer by the President or by the Board. At such time as the total budget exceeds \$100,000, the Treasurer will cause an annual audit to be performed by a Certified Public Accountant and presented to the Board.

Section 6.7. Secretary. The Secretary may serve as a member of both the Executive Committee and the Board. The Board has discretion to appoint paid staff to serve as Secretary in which case the Secretary serves ex-officio. The Secretary shall keep complete records of all proceedings of the Association, Executive Committee and the Board. The Secretary shall notify all officers and committee members of their election or appointment.

Section 6.8. Immediate Past President. The immediate Past-President shall be a member of both the Executive Committee and the Board. The immediate Past-President shall be the Chairperson of the Nominating Committee.

Section 6.9. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Treasurer, Secretary, and the immediate Past-President. Up to three (3) board members at large may be appointed by the Board to serve on the Executive Committee. A meeting of the Executive Committee may be called by any member of the Executive Committee. Paid staff of the Association may serve as ex-officio on the Executive Committee. The Executive Committee shall help carry out the day-to-day activities of the organization.

Section 6.10. Meeting by Telephone. Any or all members of any committees may participate in any meeting by conference telephone or any other means of communication by which all members of the committee participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII Board of Directors

Section 7.1. Composition and Number. The corporate powers of this Association shall be vested in and exercised by or under the authority of the Board of Directors. The Board shall have no fewer than eight (8) or more than fifteen (15) voting members. A voting member shall be either an elected board member or an officer.

Section 7.2. Eligibility. In order to be nominated for, or hold office on the Board, the individual must be a member of the Association as defined in Article III.

Section 7.3. Board Member's Election and Terms of Office. All members of the Board may serve a maximum of three (3), consecutive three (3) year terms; provided, however that Board members may serve beyond the three term limit when fulfilling responsibilities as a member of the Executive Committee. The Board shall strive toward appointing Board members to staggered terms so that the terms of no more than one-third (1/3) of the members shall expire in each year. If the board member is appointed mid-term to fill the remainder term of another member, that term would not be included in the three (3) term limit. Election of the officers shall be determined annually by a majority vote of the Board members present.

Section 7.4. Board Member's Powers and Duties. Subject to any limitation in the Articles of Incorporation and these Bylaws, the laws of the State of Minnesota, the Board shall have the responsibility and authority to supervise and direct the activities and resources of the Association, and to conduct all business and affairs of the Association to support its mission and goals. A board member shall perform the duties, including service on any committee of the Board, in good faith and in a manner in which the board member believes to be in the best interest of the Association.

BOARD MEMBERS SHALL:

- A. Cause the Secretary or his/her designee to keep a complete record of all minutes and acts;
- B. Cause the Treasurer to keep complete records showing in detail the condition and financial affairs
- C. Manage affairs of the Association and adopt such rules as are necessary to conduct the affairs;
- D. Act as trustee for all property, real and personal, the Association may acquire;
- E. Approve and authorize all non-budgeted expenditures of Association funds, including any debt incurred;
- F. Adopt the annual budget for the Association as prepared by the Treasurer;
- 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 staff or contract labor required by the officers in performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a regular voting member of the Board concurrent with the term of employment;
- J. Elect, hire, appoint, or remove any officer, agent or employee, being consistent with these Bylaws, of the Association, including prescribing such powers and duties for such persons as may be consistent with the laws of the State of Minnesota, the Articles of Incorporation and these Bylaws. Further, the Board shall fix any compensation for such service, if any, and may provide a bond for faithful performance;
- K. Employ staff and make other employment related decisions, including determining compensation and define duties of such staff, including the Executive Director;
- L. Act on business not otherwise provided for by the Articles of Incorporation and these Bylaws; and
- M. Fill vacancies consistent with the intent of the Bylaws.

Section 7.5. Meeting by Telephone. Any or all members of the Board may participate in any meeting by conference telephone or any other means of communication by which all members of the Board participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.6. Action by Written Consent. Action to be taken at a meeting of the Board may be taken without a meeting, if written action is signed by the number of members of the Board that would be required to take the same action at a meeting of the Board at which all members of the Board were present. The written action is effective when signed by the required number of members of the Board, unless a different effective time is provided in the written action. When written action is taken by fewer than all members of the Board, all members of the Board must be notified promptly of its text and effective date. Failure to provide such notice will not invalidate the written action.

Section 7.7. Regular Meetings. Regular meetings of the Board shall be held at least quarterly, at a time and place determined by the Board. All regular, special or committee meetings of the Board are open meetings to all members of the Board. However, only the members of the Board and committee chairs or designee are required to be notified of such meetings.

Section 7.8. Special Meetings. Special meetings of the Board may be called by the President or a majority of 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 mail, telephone, wire, fax or e-mail.

Section 7.9. Vacancy/Removal from Board. Board members may be removed, with cause, by two-thirds (2/3) vote of the Board. Any member of the Board who misses three (3) consecutive meetings may be requested to submit a written resignation to the President of the Board for action of termination by the Board. If such resignation is not received prior to the fourth (4th) consecutive absence, the Board may declare the position vacant. Any vacancy may be filled by the President for the remainder of the term of the vacated Board member.

Section 7.10. Quorum. A majority of the members of the Board present shall constitute a quorum for the transaction of business. The act of a majority of the board members present at a meeting shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation.

Section 7.11. Compensation. Regular voting Board members shall receive no compensation for 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 Representative

Section 8.1. National Rural Health Association. The President of the Association shall recommend to the Board two (2) representatives, in good standing, to serve on the National Rural Health Association's State Association Council.

Section 8.2. Executive Director. The President of the Association may appoint a paid Executive Director to direct the day-to-day operations and business of the Association, including, but not limited to sending annual dues notifications to Members and administering the Association's membership programs. The Executive Director and any proposed compensation, including any benefits, shall be confirmed by an affirmative vote of the Executive Committee. Paid staff may serve as ex-officio members of the Executive Committee and Board.

Section 8.2. Other Representatives. The Board shall decide to which other organizations the Association shall send representatives and prescribe the qualifications for each representative.

Section 8.3. Appointments. The President shall have the authority to appoint the official member representatives of the Association to other organizations, so long as the members appointed are in good standing with the Association. The term of appointment shall run concurrently with that of the President who has appointed such member representative, unless the subsequent incoming President(s) elects to have that member representative continue to serve on behalf of the Association.

ARTICLE IX Committees

Section 9.1 Committee Administration. Committee chairs shall be responsible for overseeing the activities of the committee and be responsible for Reporting to the President-Elect regularly on the progress of the committee. Committees shall also summarize activities for the past year for presentations at the annual meeting of the Board.

Section 9.2 Committees of the Association. The Board has the authority to start or stop action of any of the standing committees, as consistent with the Bylaws. The Board has the authority to create new committees as needed. The President shall appoint all committee chairs or co-chairs except the nominating and audit committees, which are standing committees. The President and President-Elect shall serve ex-officio on all standing committees. The following committees shall serve as standing committees of the Association.

A. NOMINATING COMMITTEE. The Nominating Committee shall be appointed annually by the President and be responsible for identifying persons qualified to serve as Board members and officers. The Nominating Committee shall identify persons who are qualified for and who interested in rural health issues. The Nominating Committee shall also be responsible for conducting the election and reporting the results at the annual meeting.

B. AUDIT COMMITTEE. The Audit Committee shall review the financial records of the Association and make a report to the members at the annual meeting. The Audit Committee shall consist of a minimum of two (2) persons appointed by the President. The treasurer shall provide all financial reports to the Audit Committee, but not serve on the Committee.

ARTICLE X Contracts, Checks, Deposits and Funds

Section 10.1. Contracts. Unless otherwise authorized by an act of the Board, no officer(s) or agent(s) of the Association may enter into any contract and execute and deliver any instrument in the name of or on behalf of the Association within the provision of these Bylaws.

Section 10.2 Checks and Drafts. Any and all funds utilized or debt incurred in the name of the Association over \$3500 must be approved by the Board, and shall require the signature of at least two (2) officers.

Section 10.3. Deposits. All funds of the Association shall be deposited in a timely fashion in an account in the name of the Association as described in Article VI, Section 6.6. The Treasurer or his/her designee shall establish or maintain a checking account in the legal name of the Association at a bank convenient to the Association. The Treasurer or his/her designee, with the advice and consent of the President, shall be responsible for establishing or maintaining a savings account with, and for the purchase of appropriate investment vehicles, from a bank or other financial institution convenient to the Association. These institutions shall be insured by an agency of the Federal

Government. Any and all accounts and investments in the name of the Association shall be used for depositing only Association funds. All deposits and withdrawals must be reviewed by the Board no less than annually, and such review shall be entered into the official minutes of the Association. The Treasurer shall request Board approval of an investment plan at the regular or annual board meeting for the approval of the annual budget.

Section 10.4. Revenue. The Board may accept in the name of, and on behalf of the Association, any contribution, gift, grant, contract bequest or devise for any purpose of the Association. Gifts will be accepted within the boundaries of the appropriate ethics policy, and shall be consistent with the charitable mission of the Association. Any revenue generated by the Association shall become the property of the Association and shall be deposited accordingly.

Section 10.5. 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 10.6. Loans. No loans shall be made by the Association to its board members or officers.

ARTICLE XI Books and Records

Section 11.1. Responsibility. The Secretary, Treasurer and/or Executive Director shall each be responsible for assuring that correct and complete books and records of the Association are maintained. The Association shall keep a complete record of proceedings of meetings of the Board and all committees. The Board shall be responsible for assuring the accuracy of all records.

Section 11.2. Fiscal Year. The fiscal year of the Association shall be January 1st through December 31st.

ARTICLE XII Indemnification; Limitation on Liability

Section 12.1. Exculpation. No current or prior Officer or member of the Board shall be liable, responsible, or accountable, in damages or otherwise, to the Members or to the Association for any loss, damages, liabilities or otherwise, as a result of the exercise or non-exercise of any power given to the Officer or member of the Board by these Bylaws, or for any act performed within the scope of the authority conferred on such Officer or member of the Board by these Bylaws, except for fraud, willful misconduct or recklessness, and actions or failures to act that constitute violations of fiduciary duty.

Section 12.2 Authority to Indemnify. The Board may authorize the Association to pay the 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 determines in its sole discretion that such board member, officer, or employee was acting in good faith within, or within what she/he reasonably believed to be, the scope of her/his authority or employment and for a purpose which was, or which she/he reasonably believed to be, in the best interest of the Association.

Section 12.3 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 devisers of such person.

ARTICLE XIII Dissolution

Section 13.1 The activities of the Association shall be conducted such that no part of the Association's income or property and earnings shall benefit any Member, member of the Board, or Officer, or other individual, organization or association. Upon dissolution, any assets of the Association shall be distributed to an rural health care organization enjoying an exempt status under Section 501(c) 3 of the Internal Revenue Code as enacted or hereafter amended.

ARTICLE XIV Waiver of Notice

Section 14.1 Whenever 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 a majority of the persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Approving of any minutes or resolution of any meeting of the Board shall be deemed a waiver of notice thereof. Audiotapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

ARTICLES XV Amendments

Section 15.1 The membership of the Association by affirmative vote of two-thirds (2/3) of the members present may alter, amend, or revoke these Bylaws at any general or special membership meeting of the Association, provided that written notice shall be given to all members at least thirty (30) days prior to any action being taken.

END OF BYLAWS