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NEW YORK STATE ASSOCIATION FOR RURAL HEALTH, INC.

BYLAWS

ARTICLE I: NAME AND MISSION

SECTION 1. NAME

The name of the corporation shall be the *New York State Association for Rural Health, Inc.* (“Association”). The Association was incorporated under the laws of the State of New York, as filed in the Office of the Secretary of State pursuant to the Not-For-Profit Corporation Law of the State of New York.

SECTION 2. MISSION AND PURPOSE

A. Mission and Purpose:

The mission of the organization is *to improve the health and well-being of rural New Yorkers and their communities*. The purpose of the Association is to lead and to collaborate on issues that affect the health, welfare, and well-being of rural New York residents and to promote equitable access and availability of health services for rural New Yorkers by partnering with other organizations, associations, and individuals with similar interests in a collegial and collaborative manner.

B. Values:

The values of the Association are to accomplish the mission and purpose stated above by:

1. Maintaining a diverse membership that is representative of geographic locale, culture, gender, economic status, and racial or ethnic background within rural New York.
2. Embracing a holistic or whole person approach to health, which recognizes the inter-relationship that exists among social, physical, and emotional well-being.
3. Recognizing the benefit of partnering with other organizations and associations with similar interests in a collegial and collaborative manner.
4. Respecting the autonomy and supporting the self-determination of local communities in identifying and resolving their unique health care needs and promoting general preventive health practices.
5. Empowering members to effect positive change in rural health through grassroots efforts.
6. Promoting equitable access and availability of health services for rural New Yorkers.
7. Acknowledging well-informed citizens will increase rural health policy development.
8. Promoting the integration of health and human services for rural New Yorkers.

C. Philosophy:

The Association will provide equal opportunity to all members, Board members, employees, contractors, subcontractors, and volunteers regardless of race, religion, sex, national origin, age, disability or any other protected class status in accordance with applicable federal law. In addition, it is the policy of the Association to comply with applicable state and local laws governing nondiscrimination.

ARTICLE II: OFFICES

The principle office of the Association shall be located in a New York municipality designated by the Board of Directors.

The Association shall have and continuously maintain in the State of New York a registered office, and a registered agent whose office is identical with such registered office, as required by the New York Not-For-Profit Corporation Law. 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: MEMBERSHIP

SECTION 1. ELIGIBILITY

Members of the Association shall be comprised of individuals and organizations having an interest in rural health care in New York State who have completed and signed an application form, paid dues to the Association and have been admitted to membership by or pursuant to procedures specified by the Board of Directors as set forth in these bylaws. Membership organizations who have a mission that is aligned with that of NYSARH may become members of the Association in exchange for NYSARH membership in that organization, with or without the exchange of dues, upon mutual agreement.

SECTION 2. CATEGORIES

A. Voting Membership:

Individual and organization members shall have the exclusive right to vote on all matters pertaining to the affairs of the Association, with respect to actions to be taken or to be omitted as is to be determined by the vote of the members of the Association.

1. Individual:

Individual members shall have one vote in Association matters.

2. Organization:

An organization that is approved by the Board of Directors may join as a member of the Association and will then have the authority to identify one representative from the organization to attend to all membership matters on behalf on the organization member. Any such representative will have one (1) vote on behalf of the organization member. The organization representative may also elect to become an individual member.

3. Student:

Individuals who are presently at full-time student status shall have one vote in Association matters. To qualify as a student, one must be enrolled in an institution of higher learning on a full-time basis.

B. Non-Voting Membership:

1. Honorary:

Honorary members may be designated by the Board of Directors in accordance with their capacity to advance the mission of the Association. Honorary members shall not have voting privileges or the right to hold office.

2. Sponsor:

Sponsors may be individual or organizational members that make a substantial financial contribution in an amount determined by the Board of Directors and in support of activities of the Association. As such, sponsor members will receive appropriate recognition to be established by the level of financial support. Sponsors will not have voting privileges or hold office without individual membership status.

SECTION 3. PRIVILEGES

Individual and/or organization (representative) members in good standing may hold office, be eligible to be elected to the Board of Directors. All members in any category named above may serve on Committees of the Corporation.

SECTION 4. TERM

The term of membership is one year.

SECTION 5. DUES

All members of the Association shall pay annual dues that are subject to change upon approval 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. GENERAL MEMBERSHIP

A. Annual Meeting:

The annual meeting of the Association will be held at a time and place to be determined by the Board of Directors. The purpose of such meeting will be to elect the Board of Directors and conduct all such business as may be necessary to support the mission, purpose and goals of the Association. Written notice of the annual meeting shall be given to each member, by mail, at the address appearing on the books of the Association, or via electronic communication. The notice shall be distributed at least thirty (30) days prior to the annual meeting.

B. 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 given by the secretary to all members in the same manner as notice is given for the annual meeting.

C. Place of Meeting:

The Board of Directors shall designate the location of all general membership meetings.

D. Quorum:

Those members present at the annual meeting or a special meeting of the Association shall constitute a quorum for the purpose of conducting business.

E. Voting:

A majority of the votes of the members constituting a quorum shall be sufficient to transact business unless a greater number of votes are required by law, the Certificate of Incorporation, or these Bylaws with respect to some specified action.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. OVERVIEW

Individual members and the designated representative of organizational members are eligible for election to the Board of Directors of the Association. Notice of any regular or special meetings of the Board shall be given at least five (5) days in advance. Notice of the time and place of such meetings shall be given to each Director personally, verbally, or by mail, telephone or e-mail. The Board of Directors of the Corporation is by individual representation, not organizational.

A. Annual Meetings:

Annual meetings of the Board shall be held immediately following the annual general membership meeting for appointing chairs of committees and conducting such business as may be necessary.

B. 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. However, only the members of the Board and appropriate committees are required to be notified.

C. Special Meetings:

Special meetings of the Board may be called by the President or a majority of the members of the Board.

D. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business, so long as no greater or lesser number is required by law or the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board, the Directors who are present may adjourn the meeting from time to time without notice until a quorum shall be present.

E. Electronic Participation:

At the Presidents discretion, Board members may participate in any meeting of the Board through the use of telecommunications or similar equipment by means of which all persons participating can hear each other at the same time. Such participation in a meeting shall constitute presence in person at the meeting. Availability of electronic participation will be noted in meeting notices.

F. Voting:

A majority of the votes of Board Members constituting quorum shall be sufficient to transact business unless a greater number of votes are required by law, the Certification of Incorporation, or these Bylaws with respect to some specified action.

Voting by Board Members via means of written consent, including e-mail, may occur. However, the Board may only authorize an action when all directors act on a resolution AND all are in unanimous support of the action.

SECTION 2. COMPOSTION AND NUMBER

The corporate powers of the 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 fifteen (15) or more than twenty-one (21) voting members. At the annual meeting of the general membership, the members may, by majority vote, increase or decrease the existing number of Board positions by no more than four (4) positions. A decrease, however, may only be as a result of a vacancy. Any increased Board positions approved by the general membership shall be filled by the president with the consent of the Board for a term to last until the next annual meeting of general membership. In the case where the Vice-President does not have sufficient Board term remaining to fulfill the obligation of office, s/he will remain on the Board in addition to the mandated (15-21) members. The Board reserves the right to designate ex-officio members. Ex-Officio members serve on the Association’s Board “by virtue of office.” The member serves on the Board because he or she holds a certain office either within the organization or in the community. If an ex-officio Board member is a dues-paying member of the organization, there is no distinction between the ex- officio member and the other Board members. The ex-officio Board member is counted in the quorum and has the right to make motions, debate motions, and vote on all questions.

SECTION 3. INDEPENDENCE

An Independent Director is a Director who satisfies each of the following conditions. First, the Director is not, and was not at any time during the prior three years, an employee of the Corporation or any affiliate of the Corporation and does not have a relative who has been a key employee during the same time period. Second, the Director has not received, nor does he/she have a relative who has received, more than \$10,000 in direct compensation from the Corporation or any affiliate of the

Corporation at any time in the prior three years. Lastly, the Director is not a current employee of, nor does he/she have a substantial financial interest in, or a relative who is a current officer of, or has a substantial financial interest in, any entity that has made payments (other than charitable contributions) to, or received payments from, the Corporation, exceeding the lesser of \$25,000 or 2% of the Corporation's consolidated gross revenue at any time during the prior three years.

SECTION 4. ELIGIBILITY

In order to be nominated for, or hold office on the Board of Directors, one must be either an individual member or a representative for an organizational member of the Association as defined in Article III.

SECTION 5. POWERS AND DUTIES

Subject to any limitation in the Certificate of Incorporation and these Bylaws, and the laws of the State of New York, 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 and affairs of the Association in furtherance of its mission and goals.

A. Good Faith:

A director shall perform his/her duties, including service on any committee, in good faith and in a manner in which such director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

B. Authority of Board:

The property, affairs, activities, business and concerns of the Association shall be vested in and managed by the Board of Directors who, in connection therewith, may devise and carry into execution such measures as they term proper and expedient to promote the objectives of the Association. In no event, however, may the Association be controlled by disqualified persons, as defined in Section 509 and other applicable provisions of the Internal Revenue Code. In performing his/her duties, a director shall be entitled to rely upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Association;
2. Counsel, public accountants or other persons as to matters which the director believes to be within such person's professional or expert competence;
3. A committee of the Board upon which the director does not serve, duly designated in accordance with a provision in the Certificate of Incorporation or Bylaws, as to matters within its designated authority, which committee the director believes to merit confidence; so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Without prejudice to such general powers, and subject to the same limitations, the Directors shall have the following specific powers and duties:

- a. Employ, 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 New York, the Certificate of Incorporation and these Bylaws; fix their compensation, if any, and require of them, if it so wishes, security for their faithful performance.
- b. Cause to be kept a complete record of all minutes and acts, and to present a full statement at the annual membership meeting showing in detail the condition and affairs of the Association.
- c. Manage the affairs of the Association and report its activities to the membership at the annual meeting.
- d. Act as trustee for all property, real and personal, of the Association.
- e. Approve and authorize all unusual or extraordinary expenditures of the Association's funds.
- f. Adopt the annual Association budget.
- g. Adopt such rules as are necessary to conduct its affairs.
- h. Establish committees and define their duties, except as otherwise provided in these Bylaws.
- i. Approve the appointment of official representatives and define their duties.
- j. No member of the Association, receiving salary from the Association, may serve as a member of the board concurrent with the term of employment.
- k. Act on business not otherwise provided for by the Certificate of Incorporation and these Bylaws.
- l. Fill vacancies consistent with the intent of the Bylaws.

SECTION 6. ELECTION /APPOINTMENT /TERM

A. Elections:

The Board of Directors shall be elected by the membership of the Association. The mechanism of nominations and elections shall be determined by policy of the Board and shall be circulated to the membership at least thirty (30) days prior to the annual membership meeting.

B. Terms:

Directors shall serve three (3) year terms, with a limit of three (3) consecutive terms. The fulfillment of the remainder of the term of another board member shall not be included in the three-term limit.

C. Successive Terms:

Any director may succeed him/herself but may not serve more than three (3) terms in succession unless as necessary to fill a vacant elected office. The fulfillment of the remainder of the term of another board member shall not be included in the three-term limit.

SECTION 7. VACANCY

A. Vacancy:

In the event a director vacates his/her position, the vacancy shall be filled by a majority vote of the remaining directors or left vacant until the next annual meeting. Vacancy due to change in membership status or lapse or termination of membership in the Association shall be automatic and not require Board action.

B. Interim Director:

Directors appointed to fill a vacancy shall hold office until the next annual election by the membership, at which time the Governance Committee may submit their name for election by the membership. If elected, they will be eligible to serve two, three-year terms.

SECTION 8. REMOVAL

Any director may be removed, with or without cause, by two-thirds (2/3) vote cast by members of the Board of Directors at a duly called Board of Directors meeting or by members of the Association having voting privileges, represented in person, at any annual or special meeting of the Association. Any member of the board who has two (2) unexcused consecutive meeting absences shall be contacted by the Executive Director of the Association regarding their intent to serve on the Board. Any member of the Board who has three (3) unexcused consecutive meeting absences shall receive a letter from the President of the Association regarding their absences and shall be requested to submit a letter stating their intent to the Board. If such notice of intent is not received prior to the fourth consecutive meeting, the Board may declare the position vacant.

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 in pursuance of the business of the Association.

SECTION 10. CONFLICTS OF INTEREST

A. Conflicts of Interest:

Conflicts of Interests, including procedures for considering Related Party Transactions, shall be resolved by the Governance Committee pursuant to the Conflict of Interest Policy which is appended to these bylaws and made a part hereof. Modifications to the Conflict of Interest Policy may be made by a majority vote of the Board in attendance at a duly called meeting of the Board at which a quorum is present, without regard to the procedures herein to amend these bylaws.

B. Bonding:

All officers and other persons authorized to handle or disburse 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 protection of the Association.

C. Loans:

No loans shall be made by the Association to its Board members or officers.

ARTICLE VII: OFFICERS

SECTION 1. OFFICERS

The officers shall be a President, Vice-President, Treasurer, and Secretary.

SECTION 2. ELECTION AND TERMS OF OFFICE

A President, Vice-President, Treasurer, and Secretary shall be elected annually by the members of the Association from among the Board of Directors. A candidate for office must have been a member of the Board of Directors for a period of at least one year.

Ballots will be distributed thirty (30) days prior to the annual meeting to elect officers and Board of Directors of the Association. The ballot must be returned to the Association ten (10) days prior to the annual meeting. The results of the balloting will be announced at the annual meeting.

SECTION 3. VACANCIES

A. President:

A vacancy in the office of president, with fewer than six (6) months to serve in the term, shall be filled automatically through succession in the following order: Vice-President, Treasurer, Secretary. A vacancy in the office of president, with more than six (6) months to serve in the term shall be filled by the election by the Board of Directors of a past-president to fulfill the remainder of the term of president upon three-fourths (3/4) majority vote.

B. Vice-President / Treasurer / Secretary:

A vacancy in the office of Vice-President, Treasurer, and/or Secretary shall be filled by the Board on an interim basis until the next annual meeting where such position will be filled by the vote of the general membership.

SECTION 4. PRESIDENT

The president shall be a member of the executive committee, the Board of Directors, and all committees of the Association.

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 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. The president is limited to serving two (2) consecutive one-year (1) terms which may be in addition to two (2), three-year (3) terms of service on the Board of Directors.

SECTION 5. VICE-PRESIDENT

The Vice-President shall be a member of both the executive committee and the Board of Directors. The Vice-President shall preside at all meetings in the absence or disability of the President, assuming all duties of the president during such absence or disability.

The Vice-President shall assist the president as presiding officer and shall perform all duties as incident to the office of Vice-President and other duties, as may be prescribed by the Board of Directors or President. The Vice-President is limited to serving two (2) consecutive one-year (1) terms as vice-president, which may be in addition to two (2), three-year (3) terms of service on the Board of Directors.

SECTION 6. TREASURER

The Treasurer shall be a member of both the executive committee and the Board of Directors. The Treasurer shall 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, 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.

In general, the Treasurer is authorized by the Association to have primary responsibility for interacting with fiscal staff, the corporation's certified public accountants, investment managers, and others as necessary, to monitor the Association's financial position and report to the full Board of Directors. The Treasurer shall act in regular consultation with Finance Committee in fulfilling these responsibilities.

The Treasurer will cause either an annual audit or annual financial review to be performed by a certified public accountant and assure adequate copies to be presented to the Board of Directors. The Board of Directors is responsible for annually determining whether an audit or review is warranted, based upon but not limited to factors such as revenues, funding sources and State and Federal laws and regulations. The Treasurer is responsible for carrying out this decision and reporting to the Board of Directors.

The Treasurer is limited in serving up to two (2) consecutive one (1) year terms, which may be in addition to two (2), three-year (3) terms of service on the Board of Directors.

Signatures on all checks drawn on Association's accounts shall be that of the Treasurer and/or President or other authorized member of the Board of Directors.

All funds of the Association shall be deposited in a timely fashion to the credit of the Association. The treasurer and/or president shall establish or maintain a checking account in the corporate name of the Association at a bank convenient to the treasurer and/or president. All accounts shall be insured by an agency of the federal government.

The Treasurer, with 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 treasurer. This account and investments shall be used for depositing funds not needed for regular operating expenses. All deposits and withdrawals must be reviewed by the Board and entered into the official minutes of the Association. The treasurer shall request Board approval of an investment plan at a Board meeting.

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 perform all other duties as may be prescribed by the Board of Directors or President.

The Secretary is limited in serving up to two (2) consecutive one (1) year terms, which may be in addition to two (2), three-year (3) terms of service on the Board of Directors.

ARTICLE VIII: COMMITTEES

SECTION 1. COMMITTEES OF THE BOARD

Committees of the Board, also referred to as “standing committees,” are those Committees that have the power to bind the Board within statutory limitations. Committees of the Board must be comprised solely of Directors. Committees of the Board include the Executive Committee, the Finance Committee, and the Governance Committee.

A. Executive Committee

The Executive Committee shall be comprised of the President, Vice- President, Secretary, Treasurer, and Chairpersons of all Committees of the Board. Additional members of the Board may be appointed to serve on the Committee at the discretion of the President. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between meetings of the Board. The Committee shall be responsible for overseeing the personnel affairs of the Corporation, including, but not limited to developing and reviewing personnel policies and hiring, training, supervising evaluating and, if necessary, terminating the Corporation’s Executive Director. The Committee shall also be responsible for ensuring that the Corporation engages in strategic planning. Meetings of the Committee may be called by the Chair or by any member of the Committee. The Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

B. Finance Committee

1. The Finance Committee shall be comprised of at least three (3) members of the Board. The Chair shall be appointed by the President.
2. The Finance Committee shall assist the Treasurer in developing an annual budget; review disbursements; make recommendations to the Board with regard to expenditures; seek, develop, and manage additional revenue; and develop appropriate recommendations to the Board for long-term financing of the Association.

C. Governance Committee

The Governance Committee members shall be responsible for identifying persons qualified to serve as officers of the Association. The Chair shall be appointed by the President. The Governance Committee shall be comprised of a minimum three (3) members.

The Governance Committee shall be responsible for identifying persons qualified for, and interested in, becoming board members.

The Chairperson of the Governance Committee shall accept additional nominations if such nomination is submitted in writing and accompanied by the written consent of the candidate. The Chairperson of the Governance Committee shall validate the additional nominations and include the names of these candidates with a short biography in the official ballot.

The Governance Committee shall also be responsible for conducting the election, counting ballots of the election, and reporting the results of the election at the annual meeting. Ballots shall be distributed thirty (30) days prior to the annual meeting for the election of Directors and officers of the Board. The ballot must be returned to the Association ten (10) days prior to the annual meeting.

The Governance Committee shall also periodically review, update and recommend proposed changes to the bylaws to the board.

SECTION 2. COMMITTEES OF THE CORPORATION

The Board may establish Committees of the Corporation, also referred to as “ad hoc” committees. Committees of the Corporation shall not have the authority of the Board. Members of Committees of the Corporation shall be selected by the President and may include both Directors and non-Directors. Committees of the Corporation shall include the Membership Committee, the Policy Committee, the Conference Planning Committee, and such other committees as the Board may establish from time to time.

A. Membership Committee

There shall be a membership committee comprised of at least three (3) members of the Association. The committee shall be responsible for marketing the Association to potential members and the retention of members, including developing value added benefits for membership. The committee will be responsible for determining the eligibility of new applicants. This committee shall be

responsible to promote the Association through internal and external communication and coordinating publications and electronic media.

B. Policy Committee

The New York State Association of Rural Health supports the legislation of rural health and rural health policy. The Association seeks to establish broad membership consensus in support of public policies that assure adequate access to and quality of health services for rural populations in New York State. To this end, the Association is committed to providing education of legislative issues, and to participate in coalitions to advance the interests of the public's health.

The legislative and health policy interests of the Association are defined as those interests that are brought forth by the general membership and goals established by the Board of Directors. The committee shall:

- a) Advise the Board of Directors on existing and emerging policy issues
- b) Assist in formulating persuasive advocacy arguments and positions, and
- c) Monitor and coordinate advocacy activities.

The Policy Committee shall be comprised of at least three (3) members of the Association.

C. Conference Planning Committee

1. The Conference Planning Committee shall be comprised of at least three (3) members of the Association. responsible for the planning, coordination, administration, and evaluation of the NYSARH Annual Conference

There shall be an awards sub-group of the Conference Planning Committee. The awards sub-group shall seek out, *for formal recognition on an annual basis*, those individuals and organizations that strive to fulfill the mission of the New York State Association for Rural Health.

SECTION 3. TERM OF OFFICE

Each member of a committee shall be appointed by the President. Each member of a committee shall serve a term of year.

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.

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 IX: REPRESENTATIVES

Representatives will be responsible for providing regular reports to the Board.

A. National Rural Health Association:

The President shall recommend one (1) member of the Board of Directors to serve with the Executive Director of the Association as representatives to the NRHA State Association Council. The Board approved representative shall serve for the term of the President.

B. Other Representation:

The Board of Directors may decide to which other organizations the Association may send representatives and prescribe the qualifications and terms for each representative with the Executive Director of the Association.

ARTICLE X: BOOKS AND RECORDS

SECTION 1. RESPONSIBILITY

The Secretary, Treasurer, and President shall 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 assuring the accuracy of all records.

ARTICLE XI: FISCAL YEAR

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

ARTICLE XII: INDEMNIFICATION

SECTION 1. AUTHORIZATION

The Association shall indemnify any person against any and all judgments, fines, amounts paid in settling or otherwise disposing of actions or threatened actions, and reasonable expenses, including attorney's fees, actually and necessarily incurred in connection therewith or as a result of such action or proceeding, or any appeal there from, to which she/he is made, or threatened to be made, a party by reason of the fact that she/he is or was a Director or office of the Board, or the Executive Director of the Association, or of any corporation of any kind, domestic or foreign, which she/he served in any capacity at the request of the Association, if and to the full extent permitted by laws. Expenses so incurred by any such person in defending a civil or criminal action or proceeding shall by request be paid by the Association in advance of the final disposition of such action or proceeding, if and to the full extent permitted by law. Upon appropriate action by the Board of Directors, the Association

may purchase and maintain insurance, if and to the full extent permitted by law, relating to the indemnification of its officers and the Association.

SECTION 2. LIABILITY LIMITS

Board members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under New York 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. PAYMENT

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 representatives, heirs, legatees, or devisees of such person.

ARTICLE XIII: DISSOLUTION

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 501(c) (3) of the Internal Revenue Code or successor statutory authority.

ARTICLE XIV: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of applicable statutes, Bylaws or Certificate 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. Audiotapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

ARTICLE XV: AMENDMENTS

The Board of Directors of the Association, by affirmative vote of a two-thirds majority of the Directors, may alter, amend, or revoke these bylaws at any Board meeting of the Association, providing that written notice of proposed changes shall be given to all Board members at least fourteen (14) days prior to any action being taken.

ARTICLE XVI: SEAL

The seal of the Association shall be in such form as the Board of Directors may from time to time determine.

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 September 26, 2002 and ratified by the membership of the Association on November 6, 2002.

In addition, revisions to the bylaws were adopted as the bylaws of the Association by resolution of the Board of Directors, on September 13, 2004 and ratified by the membership of the Association on September 13, 2004.

Further revisions to the bylaws were approved by the Board of Directors on August 5, 2005 and ratified by the membership of the Association on September 14 2005.

Further revisions to the bylaws were approved by the Board of Directors on June 22, 2006 and ratified by the membership of the Association on September 11 2006.

Further revisions to the bylaws were approved by the Board of Directors on July 20, 2007 and ratified by the membership of the Association on September 12, 2007.

Further revisions to the bylaws were approved by the Board of Directors on _____ and ratified by the membership of the Association on September 23, 2009.

Further revisions to the bylaws were approved by the Board of Directors on _____ and ratified by the membership of the Association on September 19, 2011.

Further revisions to the bylaws were approved by the Board of Directors on March 21, 2014 and ratified by the membership of the Association on _____ 2014.

Further revisions to the bylaws were approved by the Board of Directors on September 23, 2016.

Further revisions to the bylaws were approved by the Board of Directors on July 24, 2018.

NEW YORK STATE ASSOCIATION FOR RURAL HEALTH CONFLICT OF INTEREST POLICY

A. Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of the New York State Association for Rural Health (“the Association”) and to protect its interests when it is contemplating entering a transaction or arrangement that might benefit a director, officer, key employee or other related party. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions

1. Key Employee

Any employee of the Association who is in a position to exercise substantial influence over its affairs is a *Key Employee*.

2. Related Party

A *Related Party* means (i) any Director, Officer or Key Employee of the Association or any affiliate of the Association; (ii) any relative of any persons described in (i) above; or (iii) any entity in which a person described in (i) or (ii) has a 35 percent or more ownership or beneficial interest (or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5 percent).

3. Relative

A *Relative* of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in section twenty-nine hundred ninety-four-a of the public health law.”

4. Financial Interest

A person has a *Financial Interest* if he/she may benefit financially from a decision he/she could make in his/her capacity as a related party, including indirect benefits to family members or businesses with which the person is closely associated. This includes:

a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement

--or--

b. A compensation* arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement

--or--

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement

*Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A conflict of interest exists with respect to a person who has a Financial Interest in a particular transaction or arrangement only if the Board of Directors determines that a conflict of interest exists.

5. Interested Person

A person with a financial interest in a transaction is an *Interested Person*.

6. Related Party Transaction

Any transaction, agreement or arrangement with which a Related Party has a Financial Interest, and in which the Association or any affiliate of the Association is a participant, is a *Related Party Transaction*.

7. Conflict of interest

A *Conflict of Interest* is present when, in the judgment of the Board of Directors, an Interested Person's stake in a transaction is such that it reduces the likelihood that his/her influence can be exercised impartially in the best interests of the Association.

C. Procedures pertaining to conflicts

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must, upon learning of the proposed transaction, promptly disclose the existence of his/her Financial Interest in the transaction to the Chair of the Governance Committee or the President.

2. Determining Whether a Conflict of Interest Exists

With regard to a related party transaction, the Governance Committee shall determine if a Conflict of Interest exists. The Interested Person shall provide such information to the Committee as the Committee reasonably requests regarding the Interested Person's Financial Interest in a transaction, but shall not be present during the Committee's discussion or determination of whether a Conflict of Interest exists.

3. Procedures for Addressing a Conflict of Interest

The Board shall follow the procedures set forth below in order to decide what measures are needed to protect the Association's interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

- a. An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations

- a. If the governing board or committee has reasonable cause to believe that a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for this belief and afford the Director an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Director's response and making further investigation as warranted by the circumstances, the Board determines that the Director has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

D. Procedures for Related Party Transactions

Neither the Board nor any committee of the Board shall approve any Related Party Transaction unless it determines that the Related Party Transaction is fair, reasonable and in the Association's best interest.

- a. Prior to entering into a Related Party Transaction the Board or any committee of the Board must consider alternatives to the Related Party Transaction to the extent feasible.
- b. The Board or committee considering the Related Party Transaction must approve the transaction by not less than a majority vote of the directors present at the meeting considering the transaction.
- c. The Board or committee considering the Related Party Transaction must contemporaneously document the basis for the Board's or committee.

E. Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

- a. the name of the Related Party who disclosed or was otherwise determined to have a Financial Interest in a transaction;
- b. the nature of the Financial Interest and whether it was determined to constitute a Conflict of Interest or a Related Party Transaction;
- c. any alternative transactions considered;
- d. the members of the Board or committee who were present during the deliberations

on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations;

- e. any comparability data or other information obtained and relied upon by the Board or committee and how the information was obtained; and,
- f. the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

F. Compensation

- a. A Director who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that Director's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

G. Annual Disclosure and Compliance Statements

Upon the initial election of a Director and annually thereafter, each Director shall provide a written statement disclosing, to the best of the Director's knowledge, any entity in which such Director is an officer, director, trustee, member, owner (including as a partner or sole proprietor) or employee and with which the Association has a relationship and in which such Director may have a Conflict of Interest. Such disclosures shall be reviewed by the Governance Committee.