**Summary of proposed changes to NYSARH’s Corporate Bylaws**

**As considered and presented by the Governance Committee March 2021**

PLEASE NOTE: This summary does not include minor changes to correct/improve spelling, punctuation, grammar.

**ARTICLE III: MEMBERSHIP**

**SECTION 2. CATEGORIES**

**Part A. Voting Membership, Intro:**

**Current Text**

Individual and organizational 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.

**Proposed Text**

Individual, organizational, and student 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.

**2. Organizational**

**Current text**

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.

**Proposed text**

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 organizational representative may also elect to become an individual member in their own right, provided they pay separate dues.

**PART B. Non-Voting Membership, 2. Sponsor:**

**Current text**

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.

**Proposed text**

[*Proposal to eliminate text on sponsors in its entirety*]

**SECTION 3. PRIVILEGES**

**Current text**

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.

**Proposed text**

All individual members, designated representatives of an organizational member, and student members in good standing may hold office, are eligible to be elected to the Board of Directors, and may also hold an Office of the Board. All members in any category named above may serve on Committees of the Corporation.

**ARTICLE V. MEETINGS OF MEMBERS**

**SECTION 1. GENERAL MEMBERSHIP**

**A. Annual Meeting**

**Current text**

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.

**Proposed text**

The annual meeting of the Association will be held once annually at a time to be determined by the Board of Directors. The purpose of such meeting will be to report the outcome of the election of members to 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.

**C. Place of Meeting**

**Current text**

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

**Proposed text**

The Annual Meeting and any Special Meetings of the general membership will occur at place to be determined by the Board of Directors. These meetings may be conducted virtually, using telecommunications or similar equipment, provided 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.

**D. Quorum**

**Current text**

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

**Proposed text**

Those members participating, whether in person or virtually, at the annual meeting or a special meeting of the Association shall constitute a quorum for the purpose of conducting business.

**ARTICLE VI. BOARD OF DIRECTORS**

**SECTION 1. OVERVIEW**

**Current text**

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.

**Proposed text**

Individual members, designated representatives of organizational members, and student members are eligible for election to the Board of Directors of the Association. It is persons, not organizations, that are elected to the Board of Directors of the Corporation.

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.

**A. Annual Meetings**

**Current text**

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.

**Proposed text**

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

**B. Regular Meetings**

**Current text**

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.

**Proposed text**

Regular meetings of the Board shall be held at least quarterly at a time and place determined by the Board. All regular and committee meetings of the Board are open meetings to members of the Association in good standing. However, only the members of the Board and appropriate committees are required to be notified.

**SECTION 2. COMPOSITION AND NUMBER**

**Current text**

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.

**Proposed text**

The Board reserves the right to designate ex-officio members. Ex-officio members serve on the Association’s Board “by virtue of office” and are recruited for their expertise and influence while in that position. An ex-officio member will not be counted in the quorum, and will not have the right to make motions, debate motions, and vote.

**SECTION 4. ELIGIBILITY**

**Current text**

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.

**Proposed text**

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

**SECTION 7. VACANCY**

**A. Vacancy**

**Current text**

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.

**Proposed text**

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.

**B. Interim Director**

**Current text**

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 consecutive three-year terms.

**Proposed text**

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 three consecutive three-year terms.

**SECTION 8. REMOVAL**

**Current text**

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.

**Proposed text**

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 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 Chair of the Governance Committee 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.

**ARTICLE VII: OFFICERS**

**SECTION 3. VACANCIES, A. President**

**Current text**

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.

**Proposed text**

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, and Secretary. A vacancy in the office of President, with more than six (6) months to serve in the term, shall be filled for the remainder of the term by a Director elected by the by Board of Directors with at least three-fourths (3/4) majority vote.

**SECTION 4. PRESIDENT**

**Current text**

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.

**Proposed text**

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 (1) year terms, which may be in addition to three (3) consecutive, three-year terms of service on the Board of Directors.

**SECTION 5. VICE-PRESIDENT**

**Current text**

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.

**Proposed text**

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 three (3) consecutive, three-year terms of service on the Board of Directors.

**SECTION 6. TREASURER**

**Current text**

…

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.

..

**Proposed text**

..

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

…

**SECTION 7. SECRETARY**

**Current text**

…

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.

**Proposed text**

..

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

**ARTICLE VIII: COMMITTEES**

**SECTION 1. COMMITTEES OF THE BOARD**

**A. Executive Committee**

**Current text**

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.

**Proposed text**

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 Administrator(s). 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.

**SECTION 2. COMMITTEES OF THE CORPORATION**

**Current text**

C. Conference Planning Committee

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 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.

**Proposed text**

C. Education Committee

The Education Committee shall be comprised of at least three (3) members of the Association. responsible for the planning, coordination, administration, and evaluation of NYSARH’s educational activities.

~~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.~~

*[Proposal is to eliminate reference to award sub-group entirely, as function is managed by ExecComm*]

**ARTICLE IX: REPRESENTATIVES**

**A. National Rural Health Association**

**Current text**

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

**Proposed text**

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

**B. Other Representation**

**Current text**

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.

**Proposed text**

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.~~