

# **MISSISSIPPI RURAL HEALTH ASSOCIATION**

## **BY-LAWS**

As amended September 13, 2011  
By membership vote

To replace by-laws distributed December 3, 2010

**ARTICLE 1**  
**Name and Mission**

**Section 1: Name**

The name of the corporation shall be the Mississippi Rural Health Association, incorporated under the laws of the State of Mississippi as a private non-profit corporation, herein after referred to as the Association.

**Section 2: Mission**

The mission of the association is to provide leadership for improvement in the health status of rural Mississippians through education, communication and collaboration.

**ARTICLE II**  
**Office**

The principal office of the Association shall be located in a Mississippi city designated by a majority of the Board of Directors.

**ARTICLE III**  
**Members**

**Section 1: Eligibility for Membership**

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

**Section 2: Definition of Membership Categories**

- A. Individual Member. Any individual not holding membership in another membership category.
- B. Student Member. Persons who are enrolled as full-time students in institutions of higher education. Full-time is defined as twelve (12) or more undergraduate learning hours or nine (9) or more graduate hours.
- C. Organizational Member. Any legally constituted organization or corporation can become a member. The organization can then designate up to five (5) members of their organization as representatives.

**Section 3. Membership Voting Rights**

- A. Each individual in good standing shall be entitled to one (1) vote on each matter submitted to the membership.
- B. Each organizational member in good standing shall be entitled to one (1) vote on each matter submitted to the membership. Said vote shall be exercised by an individual agent authorized in writing by the organization to cast the organization's vote.
- C. Splitting or accumulation of votes is not allowed.

**Section 4: Privileges**

Each individual and designated organizational agent in good standing may serve as a member of the Board of Directors, of a standing or ad hoc committee, or serve as a designated official Association representative.

**Section 5: Term of Membership**

Membership terms shall follow a calendar year. Continued association membership is dependent upon dues being kept current each fiscal year.

**Section 6: Dues**

The amount of membership dues shall be determined for all categories by the Board of Directors and approved by the general membership.

**ARTICLE IV  
Meetings of Members**

**Section 1: Annual Meeting, General Membership**

An annual meeting of the Association membership will be held at a time and place to be determined by the Board of Directors. The purpose of the meeting shall be to confirm the election of the Board of Directors and to conduct such business as may be necessary to support the mission and goals of the Association. The confirmation of the election can, however, be done electronically if agreed upon by a majority of the Board of Directors.

**Section 2: Special Meetings, General Membership**

Special meetings of the membership of the Association may be called at any time by a majority of the Board of Directors, or at the request of the membership upon receipt of a written or e-mailed request from a minimum of the members of the Association equal to the number of sitting members on the Board.

Notice of a special meeting, stating the purpose thereof, shall be given by the Secretary to all members.

**Section 3: Place of Meeting, General Membership**

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

**Section 4: Quorum, General Membership Meetings**

Those members present at the annual meeting or a special meeting of the Association shall constitute a quorum for the purpose of conducting Association business. If conducted electronically, those participating will constitute a quorum.

**ARTICLE V**  
**Officers and Executive Committee**

**Section 1: Officers**

The officers of the Association shall be President, President-Elect, Treasurer, Secretary, and Immediate Past-President.

**Section 2: Election and Term of Office**

Officers of the Association will be elected by the Board of Directors at the first meeting of the calendar year. Officers must be a current member of the Board of Directors.

**Section 3: Vacancies**

- A. A vacancy in the office of President shall be automatically filled through succession in the following order: President-Elect, Treasurer, and Secretary.
- B. A vacancy in the office of President-Elect, Treasurer, or Secretary shall be filled through special election called by the President among the Board of Directors. The special election shall be held at the next board meeting after the vacancy occurs.

**Section 4: President**

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and of the Board of Directors or designate a member of the Board of Directors to preside in his/her absence. He/she may sign, with the Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed.

**Section 5: President-Elect.**

The President-Elect shall assist the President as presiding officer. The President-Elect shall preside at all Board meetings in the absence or inability of the President, assuming all responsibilities of the President during such absence or inability. Unless the Board takes other action, the President-Elect shall take office as President at the expiration of the President's term. The President-Elect shall serve as an ex-officio member of the Finance Committee and Annual Conference Planning Committee.

**Section 6: Treasurer**

The Treasurer shall have charge and be responsible for all funds and securities of the Association. The Treasurer or his/her designee shall 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 as shall be selected in accordance with the provisions of ARTICLE IX of the By-Laws.

The Treasurer will cause an annual audit to be performed by a Certified Public Accountant with adequate copies to be presented to the Board of Directors.

The Treasurer is limited to serving up to three (3) consecutive one (1) year terms.

**Section 7: Secretary**

The Secretary, or designee, shall keep complete records of all proceedings of the Association, Executive Committee, and the Board of Directors and shall notify the membership of officers elected and committees appointed by the Board of Directors.

The Secretary is limited to serving no more than three (3) consecutive one (1) year terms.

**Section 8: Immediate Past President**

The Immediate Past President shall be the chairperson of the Nominating Committee for the purpose of submitting a slate of nominees for the Board of Directors to the membership and shall facilitate the election of officers at the first meeting of the fiscal year. The Immediate Past President shall be the chairperson of the Annual Conference Planning Committee.

**Section 9: Executive Committee**

The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, and Immediate Past President. They shall make decisions that cannot be postponed until a regular meeting of the Board of Directors.

**ARTICLE VI  
Board of Directors**

**Section 1: Composition and Number**

The corporate powers of the Association shall be vested in and exercised by or under the authority of a Board of Directors. The Board of Directors shall have no fewer than eleven (11) and no more than fifteen (15) voting members.

**Section 2: Eligibility**

In order to be a Member of the Board of Directors, a person must hold an individual or organizational membership in the Association as defined in Article III.

**Section 3: Elections**

The members of the Association select the Board members through an election process. The Immediate Past President will chair a nominating committee that will submit a slate of potential Board Members to the membership. Election shall be determined by a plurality vote of the returned ballots of qualified members.

**Section 4: Board Members' Term of Office**

The first year, one-third (1/3) of the members of the Board of Directors shall be elected for three (3) years, one-third (1/3) for two (2) years, and one-third (1/3) for one (1) year terms.

Subsequently, all members of the Board of Directors shall serve three-year terms not to exceed two (2) consecutive terms. After two consecutive terms, a member of the Board must have at least a one year break before returning to a Board position.

The fulfillment of the initial year of Board membership, or the remainder of the term of another Board member, shall not be included in the two (2) -term limits.

### **Section 5: Board Members' Powers and Duties**

Subject to any limitation in the articles of Incorporation and these By-Laws, and the laws of the State of Mississippi, the Board of Directors shall have the responsibility and authority to supervise and direct the activities and resources of the Association in furtherance of its mission and goals.

A Board Member shall perform his/her duties in good faith and in a manner that the Board Member believes to be in the best interests of the Association.

### **Section 6: Regular Meetings**

Regular meetings of the Board of Directors shall be held at a time and place which best fits the Board member's needs. Each Board Member shall be notified of the meeting place and time. The Board will meet a minimum of six times per year.

Board Members may participate in any meeting through the use of a conference telephone or similar communications equipment by which means all persons participating in the meeting can communicate effectively, and such participation in a meeting shall constitute presence in person at the meeting.

### **Section 7: Special Meetings**

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

Board Members may participate in any meeting through the use of a conference telephone or similar communications equipment by which means all persons participating in the meeting can communicate effectively, and such participation in a meeting shall constitute presence in person at the meeting.

### **Section 8: Vacancy/Removal from Board**

Any member of the Board who misses three (3) consecutive meetings shall submit a written resignation to the President of the Board of Directors for action. If such resignation is not received prior to the fourth consecutive absence, the Board may declare the position vacant.

Any Board Member may be removed, with any violation of by-laws, by two-thirds (2/3) vote cast by Members of the Board of Directors.

Any vacancy may be filled through appointment by the President for the remainder of the term of the vacated position.

### **Section 9: Quorum**

A majority of the members of the Board of Directors present shall constitute a quorum for the transaction of business.

The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 10: 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 pursuant to the business of the Association.

**Section 11: Liaison Board Members**

From time to time at the discretion of the Board, individual representatives of organizations with similar interest to the Association may be invited to participate as liaison members of the board. In this manner, liaison members may provide advice and insight to the Board, but will not be voting members of the Board.

**ARTICLE VII  
Board Conflicts of Interest**

Members of the Board of Directors shall not enter into a transaction effected or proposed to be effected by the Association to which, at the relevant time:

- the director is a party; or
- the director had knowledge and a material financial interest known to the director; or
- the director knew that a related person was a party or had a material financial interest.

In keeping with the fiduciary duty each Board member owes to the Association Board members should avoid the appearance of impropriety at all times including, but not limited to, dealings with persons and firms supplying goods and services (including leasing services) to the Association and the members' sponsoring organization(s). The Board of Directors shall require all directors to acknowledge this provision by executing a copy of this policy on an annual basis, on a form to be approved and supplied by the Board.

**ARTICLE VIII  
Association Representation**

**Section 1: National Rural Health Association**

The President of the Mississippi Rural Health Association shall recommend to the Board of Directors two (2) members in good standing of the association to serve as official delegates to the National Rural Health Association's State Association Council. Delegates will be selected from the membership who will be attending the annual meeting of the National Rural Health Association.

**Section 2: Other Representation**

The President shall have the authority, applying any criteria established by the Board of Directors, to appoint from the members in good standing the official representatives of the Association to other organizations. The term of appointment shall run concurrently with that of the President.

## **ARTICLE IX Committees**

### **Section 1: Committees of the Association**

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

The President and the President-Elect shall serve as ex officio members of all standing committees.

A. Nominating Committee:

The Nominating Committee shall be elected annually by the Board of Directors and be responsible for identifying persons qualified to serve as Board members of the Association.

The Nominating Committee will be chaired by the immediate past president of the Association, if still serving on the Board, and be comprised of a total of three (3) members of the Board of Directors. The committee will be responsible for identifying persons qualified for, and interested in becoming Board members.

No later than the end of November, the Nominating Committee shall nominate at least one (1) candidate for each open Board member position and notify the membership of the scheduled date and method (in person or electronically) of the election, the planned slate of nominees, and the date and method by which additional nominees may be added to the ballot.

The Nominating Committee will present a ballot of Association officers to the Board of Directors at the first scheduled meeting of the calendar year.

B. Annual Meeting Committee:

The President-Elect shall serve as the chair of the Annual Meeting committee for the year in which he or she holds said office. Additional members of the Board and the general membership may volunteer to serve on the committee.

C. Financial Review Committee

The Financial Review Committee shall be appointed annually by the Board. The committee shall be chaired by the current Treasurer of the association and be comprised of a total of three members.

The committee will be responsible for developing the annual budget, examining financial records, preparing financial records for audit, and revising the budget as needed.

### **Section 2: Ad Hoc Committees**

As deemed necessary, the President may establish such working or ad hoc committees as are needed to conduct the business of the Association.

### **Section 3: Rules**

Each committee may adopt rules for its own governance consistent with the By-Laws or with the rules adopted by the Board of Directors.

### **Section 4: Committee Administration**

Ad hoc committee chairs will be established by nomination and vote of the Board of Directors. Each committee chairperson shall be responsible for overseeing the activities of the committee and be responsible for the following:

- A. Reporting to the Board of Directors regularly on the progress of the committee (in person or by written report).
- B. Briefly summarizing activities for the past year for presentation at the annual meeting, if requested to do so by the President-elect.

## **ARTICLE X**

### **Contracts, Checks, Deposits, and Funds**

#### **Section 1: Contracts**

The Board of Directors may authorize any officer or officers of the Association to enter into any contract and execute and deliver any instrument in the name of or on behalf of the Association within the provisions of the By-Laws. Such authority may be general or may be confined to a specific instance or transaction.

#### **Section 2: Checks and Drafts**

Signatures on all checks drawn on MRHA accounts shall be that of the Treasurer, President, or other Board designee. No check of the Association shall be written without the approval of the Treasurer or designee, and at least one other authorized person.

#### **Section 3: Deposits**

All funds of the Association shall be deposited in a timely fashion to the credit of the Association as described in ARTICLE V, Section 6 of the By-Laws. The Treasurer, shall establish or maintain a checking account in the corporate name of the Association. All accounts shall be insured by an agency of the Federal Government.

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

#### **Section 4: Revenues**

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

**Section 5: Bonding**

All officers and other persons authorized to handle or disburse the funds of the Association may, at the discretion of the Board of Directors, 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 6: Loans**

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

**ARTICLE XI  
Books and Records**

**Section 1: Responsibility**

The Secretary and the Treasurer shall each 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 meeting of the Board of Directors and all committees. The Board shall be responsible for assuring the accuracy of all records.

**Section 2: Liability Limits**

The Board Members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under Mississippi 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 the law.

**Section 3: Fiscal Year**

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

**ARTICLE XII  
Indemnification**

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

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**

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 as designed by the Board of Directors.

**ARTICLE XIV**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of applicable statutes, By-Laws, or Articles 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 and e-mailed waivers shall be deemed a valid waiver of notice thereof.

**ARTICLE XV**  
**Amendments**

The membership of the Association by affirmative vote of two-third (2/3) of the members present at any general or special meeting of the Association or two-third (2/3) of members responding if by mail or e-mail, may alter, amend, or revoke the By-Laws, providing that written notice (either by mail or e-mail) shall be given to all members at least thirty (30) days prior to any action being taken.

*Note: For the purpose of these by-laws, the word "written" implies traditional paper copy or electronic written messages such as e-mail.*