

**STATE OF ALABAMA  
MONTGOMERY, ALABAMA**

**ALABAMA RURAL HEALTH ASSOCIATION, INC.**

**BY-LAWS**

**ARTICLE I: NAME AND MISSION**

1. The name of the corporation shall be Alabama Rural Health Association, Inc., conducted as a non-profit organization under Ala. Code §10-3A-1, et.seq.

2. The Alabama Rural Health Association is a non-profit membership organization whose primary mission is to work for the preservation and enhancement of health for rural citizens of the state. This effort is to be accomplished by bringing together a diverse constituency with a shared commitment to this mission to assume leadership in its accomplishment through communications, education, and advocacy. The Association will serve as a forum for the unified voices of health care providers, public officials, health care workers, educators, and consumers working to improve health in rural Alabama; will provide a forum for the exchange and distribution of ideas and information related to the improvement of rural health; will serve as an advocate for rural health; and will encourage the development of appropriate health resources for rural Alabama.

**ARTICLE II: ASSOCIATION OFFICES**

The principal office of the Association shall be located at Montgomery, Alabama. The Association may also have offices in such other places as the Board of Directors may, from time to time, appoint or the business of the Association may require.

**ARTICLE III: MEMBERSHIP**

1. Eligibility: Membership shall be made up of individuals and organizations having an interest in rural health care in the State of Alabama who have completed and signed an application form on file with the Secretary of the Association.

2. Categories of Membership:

A. Individual: Each individual member shall have one vote in Association matters.

B. Organizational: Any legally constituted organization shall hold one membership and shall have three votes in Association matters.

C. Sponsor: An individual or organizational member making an annual contribution of an amount determined annually by the Board of Directors shall be designated as a sponsor and receive appropriate recognition. Sponsors shall have three votes in Association matters.

D. Honorary: Honorary memberships may be granted by the Board of Directors as appropriate to further the purposes of the Association. Recipients of the Association's exceptional service awards shall be recognized as Honorary members. Honorary members shall have all rights and privileges of membership including one vote in Association matters.

E. Student: Students enrolled in any health professions training program or otherwise interested in the mission of the Association shall be granted individual membership at one-half the rate of regular individual members, and shall have all the rights and privileges of membership including one vote in Association matters.

3. Term: Membership shall be effective upon receipt of dues and shall be renewable on January 1 of each year. Members joining during July through December of the preceding year will have their first renewal fee prorated.

4. Dues:

A. The amount of membership dues shall be determined annually for all categories by the Board of Directors.

B. The Board of Directors shall have the authority to reduce or waive dues for an individual or organization unable to pay regular dues.

#### **ARTICLE IV: DIRECTORS**

1. Duties of Director: The property and business of this Association shall be managed by a Board of Directors as herein below specified. The number of members or composition of the said Board may be changed by amendment to these By-Laws.

2. Composition of Board of Directors: The Board of Directors shall be composed of eighteen designated positions nominated by the organizations and individuals listed in paragraph 3 and elected by a majority vote of the Board, and an additional eleven at large members elected by the membership of the Association at the Association's annual meeting. One of the eleven at-large Board positions shall be reserved for an Alabama undergraduate or graduate student who has an interest in the mission of the Association. Members serving in a designated position and their alternates shall continue to serve while they are affiliated with the agency or organization which nominated the member, until they resign or until removed from office pursuant to paragraph 7 of the Bylaws. Alternates may serve at any meeting in the place of the primary designated member and exercise the full privileges of the primary member, including the right to vote on all matters. At large members shall be elected by the membership of the Association at the annual meeting and shall serve a term of two years or until the annual meeting of the Association two years hence. The term of office of newly elected directors shall commence at the end of the annual meeting at which they are elected. The president, with concurrence of the Board of Directors, may appoint an at large member to fill a vacancy in any exiting or newly created at large director position and the individual so appointed shall serve until the next annual

meeting of the Association at which time the vacancy shall be filled by election of the membership.

3. Nomination of designated positions on the Board of Directors: One primary director and an alternate shall be nominated by each of the following:

- a. Alabama Department of Public Health-Office of Rural Health
- b. State Health Planning and Development Agency
- c. Family Practice Rural Health Board
- d. Alabama Hospital Association
- e. Alabama Primary Health Care Association
- f. The Lieutenant Governor or the Speaker of the House who will alternate in the nomination of a state legislator
- g. The University of Alabama School of Medicine
- h. The University of South Alabama College of Medicine
- i. Medical Association of the State of Alabama
- j. The Alabama Nursing Association
- k. Alabama Public Health Association
- l. Association of County Commissions of Alabama
- m. Alabama Farmers Federation
- n. Governor's Office
- o. Rural Alabama Health Alliance
- p. Alabama Chapter, American Academy of Family Physicians
- q. Alabama Chapter, American Academy of Pediatrics
- r. Alabama Society of Internal Medicine

4. Ex-Officio Members: The State Health Officer and the Commissioner of the State Medicaid Agency shall be non-voting ex-officio members of the Board of Directors who shall be counted for purposes of quorum. The said State Health Officer or State Medicaid Agency Commissioner may send designees to represent him or her. Such designee shall be counted for purposes of quorum.

5. Executive Committee: There shall be a five member Executive Committee of Directors, one of whom shall be the President, one of whom shall be the Vice-President, and one of whom shall be the Secretary-Treasurer. The Board shall designate two additional Board members to serve as members of the Executive Committee. The two board members selected to serve on the Executive committee shall serve for a period of two years with this term coinciding with the two-year terms of the Association's officers. The Association's Executive Director shall serve the Executive Committee in a non-voting, advisory capacity. The President shall preside at all meetings of the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board of Directors, not in conflict with statute, in the management of the Association; provided however, that such committee's actions and determinations shall be subject to review by the Board of Directors and shall be subject to confirmation or change by the Board at any meeting of the Board, and provided further that such committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation or entering into the sale, lease, exchange, mortgage, pledge, or other

disposition of all or substantially all of the property and assets of the Association, a voluntary dissolution of the Association or a revocation thereof, amending, altering or repealing the By-Laws of the Association, electing or removing officers of the Association or members of the Executive Committee, or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.

6. Removal of Director: Any voting member of the Board of Directors may be removed with or without cause by an affirmative vote of two-thirds of a quorum of the Directors at any meeting, whether regular or called. Any Director who is absent for more than two successive meetings without prior notice to the President shall be subject to removal at the vote of the Board.

7. Board Meeting Rules: The most recent edition of Roberts' Rules of Order shall be the official rules of parliamentary procedure used by the Board of Directors and the Association. At the discretion of the President, the Board of Directors is authorized to meet and conduct business by means of conference telephone or similar communications equipment where all persons participating in the meeting can hear each other at the same time. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote. Notice of any special meeting of the Board of Directors may be given by the President not less than five (5) nor more than twenty-five (25) days before the meeting, either personally or by mail or by other electronic communication to each member at his or her address as it appears on the records of the Corporation.

8. Quorum: Nine of the voting and non-voting members of the Board of Directors shall constitute a quorum.

9. Changes to the Board of Directors: Notwithstanding any other provision of these By-Laws, the Board of Directors may by a majority vote of those members present and voting at a regular or called meeting of the Board, increase or decrease the number of designated positions on the Board, or increase the number of at large positions on the Board or both and in addition may delete or approve additional entities or organizations under Article IV paragraph 3 which are entitled to nominate primary directors and alternates to designated positions on the Board. Actions taken by the Board of Directors pursuant to the authority granted in this paragraph do not require ratification of the membership or amendment to these By-Laws.

## **ARTICLE V: OFFICERS**

1. Designation: The Officers of the Association shall be a President, Vice-President, Secretary-Treasurer.

2. How Chosen: The membership shall choose the officers of the Association at the annual meeting of the Association. Mail-in ballots may be used, if needed.

3. Qualifications: The Officers must be voting members of the Board of Directors.

4. Other Officers: The Board of Directors may appoint such other officers or agents as it shall deem necessary who shall hold their offices for such times and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5. Salaries: Officers, as such, shall not receive any salary or other compensation for their services. But, by resolution of the Board of Directors, expenses may be allowed for any business required for the Association.

6. Term of Office: All officers shall serve for a period of two (2) years or until their successors are chosen and qualified in their steads. Any officer elected or appointed may be removed with or without cause by affirmative vote of a majority of the Board of Directors. The term of newly elected officers shall commence at the end of the annual meeting.

7. Duties and Authorities:

A. President: The President shall preside at all meetings of the Association, the Board of Directors and Executive Committee, and shall have general supervision and management of the organization. No meeting of the Association, Directors or Executive Committee shall be held except at the call of the President except for the annual meeting of the Directors and the Association.

B. Vice-President: The Vice-President shall, in the absence and/or incapacity of the President, perform all the regular duties of the President. The Vice-President shall in addition, perform such other duties as may be assigned by the Board of Directors.

C. Secretary-Treasurer: The Secretary-Treasurer shall attend all the meetings and record all votes and the minutes of such meetings in a book to be kept for that purpose. The Secretary-Treasurer shall give or cause to be given notice of all meetings to Directors and the Association. The Secretary-Treasurer shall be the custodian of the corporate seal and when authorized by the Board of Directors, shall affix the seal of the Association to any instrument requiring it, attesting the same by his or her signature. The Secretary-Treasurer shall have the care and custody of and be responsible for all funds and securities of the Association, and shall deposit such funds and securities in the name of the Association in such bank or safe deposit company as the Board of Directors may direct. The Secretary-Treasurer, as well as any other designated officer or individual, may also sign, make and endorse in the name of the Association all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors. The Secretary-Treasurer shall also be responsible for the keeping of accurate accounts and records for the business of the Association.

## **ARTICLE VI: COMMITTEES**

The Board of Directors shall be empowered to establish any and all committees which it deems necessary or advisable to conduct the affairs of the Association.

## **ARTICLE VII: AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

Amendments to the Articles of Incorporation and Bylaws shall require a majority vote of the Board of Directors and ratification by the membership. Membership ratification may be secured either by a majority vote of the membership at any regular or special meeting of the membership or, if directed by the Board of Directors, by a written mail-in ballot sent to each member who shall indicate concurrence or non-concurrence with the proposed amendment and mail the ballot back to the Association within the time specified by the Board of Directors. The affirmative vote of not less than one-tenth (1/10) of all of the voting members of the Association shall be necessary to ratify any proposed amendment by the written mail-in ballot process.

## **ARTICLE VIII: CONFLICT OF INTEREST**

No member of the Board of Directors or officer shall engage in any business to provide services or equipment to the Association for profit.

## **ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Association shall indemnify and hold harmless each of its Directors and Officers against any and all expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of his or her being or having been a Director or Officer of this Association including, without limiting, the generality of the foregoing, the amount of any judgment or award in such action, suit or proceeding. The Association may purchase a policy of insurance to provide for such. In the event of settlement of such action, suit or proceeding, indemnification shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred by such Director or Officer in connection therewith, but indemnification in the instance of settlement shall be provided only if this settlement is for the best interest of this Association, and the Director or Officer to be indemnified has not been guilty of gross negligence or wanton misconduct in respect to any matter covered by such settlement. Such right of indemnification shall not be deemed exclusive of other right or rights to which he or she may be entitled under any By-Law, vote of Directors, or otherwise.

## **ARTICLE X:**

The Board of Directors shall have the authority to authorize the contractual employment of full or part-time staff with conditions and terms of employment being specified in the contract. Employment is to be of an on-going nature with contract alteration subject to the approval of both parties. Positions established under this article are to be non-voting.