

1 **BY LAWS OF THE MARYLAND RURAL HEALTH ASSOCIATION**

2 **ARTICLE I**
3 **Name and Mission**

4 **Section 1. Name.**

5 The name of this corporation is the Maryland Rural Health Association (MRHA) hereto known
6 as the Association, incorporated under the laws of Maryland, as filed in the Office of the
7 Secretary of the State of Maryland.

8
9 **Section 2. Mission Statement.**

10
11 The Maryland Rural Health Association is a non-profit organization which advocates for the
12 optimal health of rural communities and their residents.

13
14 **ARTICLE II**
15 **Location of Offices**

16
17 The principal office of the Association shall be located in the State of Maryland as determined by
18 the Board of Directors.

19
20 **ARTICLE III**
21 **Members and Stakeholders**

22
23 **Section 1. Eligibility.**

24
25 The Association's membership shall include individuals, organizations, honorary, student and
26 ex-officio members. Membership is effective upon receipt of dues or upon recognition by the
27 board and continues through the Association's fiscal year. Membership is renewable annually.

28
29 **Section 2a. Definition of Membership Categories.**

- 30
31 A. **Individual:** Persons who join on their own behalf rather than the auspices of another
32 organization. Individual membership normally applies to persons with an interest in rural
33 health care who have paid membership dues on their own behalf.
- 34
35 B. **Organizational:** This category is granted to corporations, state agencies, academic
36 institutions, professional societies, and other legal organizations with an interest in rural
37 health. Dues for small organizations (those with budgets of \$300,000 or less and with 15 or
38 fewer staff) are set at a lower rate than dues for larger organizations (those with over
39 \$300,000 budgets and staff's greater than 15).
- 40
41 C. **Honorary:** An individual or organization who has been recognized by the Board of
42 Directors for achievement or service to MRHA. Honorary members shall have all the rights
43 and privileges of membership except holding office.
- 44

1 D. **Student:** A person enrolled in a full time high school or college course and pursuing a
2 diploma or degree in a health or human service field who has an interest in rural health
3 issues.

4
5 E. **Ex-Officio:** A person who is employed by MRHA, or persons named by the Board of
6 Directors and do not pay dues.

7
8 **Section 2b. Definition of Stakeholder Categories.**
9

10 A. **Corporate:** This category includes the vendors and supplies conducting business with the
11 Association. Unlike organizational members that are involved in rural health, corporate
12 members can be defined as those who want to do business with the Association's
13 constituency.

14
15 B. **Sponsor Associate:** This category is for firms or businesses that contribute funds for
16 MRHA's general operation or for specific activities, such as the annual rural health
17 conference. Sponsor Associate members do not pay dues.

18
19 **Section 3. Voting Rights.**
20

21 A. Each individual, organizational, student and MRHA member in good standing has one vote
22 on each matter submitted to vote of the membership.

23
24 B. Corporate, honorary, ex-officio, and sponsor-associate members and stakeholders have no
25 voting rights.

26
27 **Section 4. Privileges.**
28

29 Each individual, designated organizational representative, or student member in good standing
30 may hold office, serve as a member of the Board of Directors, serve as a member of a committee,
31 or serve as an official representative.

32
33 **Section 5. Dues.**
34

35 The amount of dues is determined by the Board of Directors. Any subsequent changes in the
36 dues structure must be approved by the general membership.

37
38 Membership is effective upon receipt of dues or upon recognition by the board and continues
39 through the Association's fiscal year as otherwise noted in these bylaws. Membership is
40 renewable annually.

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42 **ARTICLE IV**
43 **Parliamentary Authority**
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45 All meetings and business of the Association are conducted in accordance with Roberts Rules of
46 Order (revised), except as superseded by these Bylaws.

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ARTICLE V
Meetings of Members

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Section 1. Annual Meeting – General Membership.

An annual meeting of the Association membership will be held in conjunction with Maryland's annual rural health conference. The purpose of this meeting is to confirm the election of Officers of the Association and the Board of Directors and to conduct all business necessary to support the mission of the Association.

Section 2. Special Meetings – General Membership.

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.

The Secretary shall give written notice of the special meeting to each member, by mail, at the address appearing on the books of the Association. The notice will state the purpose of the meeting and be sent at least seven (7) days before the meeting.

Section 3. Place of Meeting – General membership.

The Annual meeting of the Association membership will be held at the same location as the Maryland Rural Health annual conference.

Board of Directors meetings shall be held at least 6 times a year at a location agreed upon by the Board.

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

Section 4. Quorum – Membership Meetings.

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

ARTICLE VI
Officers and Executive Committee

Section 1. Officers.

The officers shall be a president, vice-president, secretary and treasurer.

Section 2. Nomination, Election, and Term of Office.

Officers of the Association will be nominated and elected as specified in Article VII, Section 3.

1
2 **Section 3. Vacancies.**
3

- 4 A. A vacancy in the office of the president, with fewer than six months to serve in the term,
5 shall be filled automatically through succession in the following order: vice-president,
6 treasurer, secretary. A vacancy in the office of president with six months or more to serve in
7 the term shall be filled by a special election called by the Board of Directors. The election
8 must be held within sixty (60) days after the vacancy occurs.
9
- 10 B. Vacancies in the office of vice-president shall be handled in the same manner.
- 11
- 12 C. A vacancy in the office of the secretary, treasurer or at-large representative shall be filled by
13 presidential appointment with the approval of the Board of Directors.
14
- 15 D. Any vacancy filled by succession in the office or by appointment shall be filled by election at
16 the next annual meeting, except the office of president.
17

18 **Section 4. President.**
19

20 The president shall be the principle executive officer of the Association and shall in general
21 supervise and control all of the business and affairs of the Association. He/she shall preside at
22 all meetings of the members and of the Board of Directors. He/she may sign, with the treasurer
23 or any other proper officer of the Association authorized by the Board of Directors, any deeds,
24 mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to
25 be executed, except in cases where the signing and execution thereof shall be expressly delegate
26 by the Board of Directors, under these bylaws, or by statute to some other officer or agent of the
27 Association. In general, he/she shall perform all duties incident to the office of president and
28 such other duties as may be prescribed by the Board of Directors including legislative lobbying
29 for the Association.
30

31 **Section 5. Vice-President.**
32

33 The vice-president shall assist the president as presiding officer. He/she shall perform all duties
34 as incident to the office and other duties as may be prescribed by the Board of Directors or
35 president.
36

37 **Section 6. Secretary.**
38

39 The secretary shall keep complete records of all proceedings of the association, Executive
40 Committee, and the board; shall have custody of all records of the Association; shall notify all
41 officers and perform all other duties as may be prescribed by the Board of Directors or president.
42

43 **Section 7. Treasurer.**
44

45 The treasurer shall be provided with a bond for the faithful good discharge of duties in such sum
46 and with such surety or sureties as the Board of Directors shall determine. The treasurer shall

1 have charge and custody of and be responsible for all funds and securities of the Association;
2 receive and give receipts for monies due and payable to the Association from any source
3 whatsoever, and deposit all such monies in the name of the Association in such banks, trust
4 companies or other depositories as shall be selected in accordance with the provisions of Article
5 X of these bylaws; and in general perform all the duties incident to the office of treasurer and
6 such other duties as from time to time may be assigned to him/her by the president or the Board
7 of Directors. The treasurer will cause an annual audit to be performed by a Certified Public
8 Accountant and assure adequate copies to be presented to the Board of Directors.
9

10 **Section 8. Executive Committee.**

11
12 The Executive Committee shall consist of the president, vice-president, treasurer and secretary.
13 They shall meet regularly and when requested by any member of the Executive Committee.
14

15 The purpose of the Executive Committee is to carry out the day-to-day activities of the
16 organization and to make decisions which cannot be postponed until the regular meeting of the
17 Board of Directors.
18

19 **ARTICLE VII**
20 **Board of Directors**

21
22 **Section 1. Composition and Number.**

23
24 The corporate powers of this Association shall be vested in and exercised by or under the
25 authority of a Board of Directors which consist of the officers and directors. The Board of
26 Directors shall have nine (9) directors.
27

28 In addition to the officers and directors of this Association there will be two appointed
29 representatives to the Board of Directors: 1) a full voting member appointed by the State Office
30 of Primary Care and 2) an observer appointed by the Rural Maryland Council. The
31 representative from the State Office of Primary Care and Rural Health will be eligible to hold
32 office except that of president.
33

34 **Section 2. Eligibility.**

35
36 In order to be nominated for, or hold office on the Board of Directors, the individual must be a
37 member of the Association as defined in Article III.
38

39 **Section 3. Board Members' Nomination, Election, and Term of Office.**

40
41 At least 60 days prior to the annual membership meeting, the President shall appoint a
42 Nomination Committee consisting of four Board members which will present a nominations
43 slate: 1) Officers: a President, a Vice President (even # years), a Secretary, a Treasurer (odd #
44 years) and 2) nine (9) directors (4 in even #years and 5 in odd # years). Nominees for officer
45 positions must come from among the Association's Board members in good standing and three-
46 quarters of them shall be representatives of Maryland's rural areas. The candidate nomination

1 slate with an accompanying ballot will be sent to the membership by the secretary no later than
2 30-days prior to the annual membership meeting.

3
4 The vote shall be by ballot. Proxy voting will not be allowed. A majority of votes cast by
5 members in good standing, as described elsewhere in these Bylaws, shall elect from among the
6 candidates. Each officer and director shall serve a two-year term and shall be limited to two
7 consecutive terms. The term year of Association Officers and Directors shall be January 1st
8 through December 31st.

9
10 The fulfillment of the initial year of board membership, or the remainder of the term of another
11 board member, shall not be included in the two year limit.

12
13 **Section 4. Board Members' Power and Duties.**

14
15 Subject to any limitation in the Articles of Incorporation and these bylaws, and laws of the State
16 of Maryland, the Board of Directors shall have the responsibility and authority to supervise and
17 direct the activities and resources of the Association, and to conduct all business and affairs of
18 the Association in furtherance of its mission and goals.

19
20 A board member shall perform his/her duties, including service on any committee of the board,
21 in good faith and in a manner which the board member believes to be in the best interest of the
22 Association.

23
24 **THE BOARD SHALL:**

- 25
26 A. Cause to be kept a complete record of all minutes and acts, and to present a full statement at
27 the annual membership meeting of the general membership, showing in detail the condition
28 and affairs of the Association.
29
30 B. Manage the affairs of the Association and make an annual report of its activities to the
31 membership at the annual meeting.
32
33 C. Act as trustee for all property, real and personal, the Association may acquire.
34
35 D. Adopt the annual budget for the Association.
36
37 E. Approve and authorize all unusual or extraordinary expenditures of Association funds.
38
39 F. Adopt such rules as are necessary to conduct its affairs.
40
41 G. Establish committees and define their duties, except as otherwise provided in these bylaws.
42
43 H. Approve the appointment of official representatives and define their duties.
44

- 1 I. Authorize payment for clerical assistance required by the officers in performance of official
2 Association business. No member of the Association, receiving salary from the Association,
3 may serve as a member of the board concurrent with the term of employment.
4
- 5 J. Elect or remove any officer, agent, or employee of the Association; prescribe such powers
6 and duties for them as may be consistent with the laws of the State Of Maryland, the Articles
7 of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond
8 for faithful performance.
9
- 10 K. Employ staff, fix their compensation; and define their duties.
- 11
- 12 L. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.
13
- 14 M. Fill vacancies consistent with the intent of these bylaws.
15

16 **Section 5. Regular Meetings.**
17

18 Regular meetings of the board shall be held at least 6 times a year at a time and place determined
19 by the board. All regular, special, or committee meetings of the board are open meetings.
20 However, only members of the board and committee chairs or designees are required to be
21 notified of such meetings.
22

23 **Section 6. Special Meetings.**
24

25 Special meetings of the board may be called by the president or a majority of the members of the
26 board. At least seven (7) day advance notice of the time and place of such meetings shall be
27 given to each board member and committee chair, personally, by mail, fax, or wire.
28

- 29 A. Action Without Meeting. Any action required to be taken at a meeting of the directors of the
30 corporation or any other action which may be taken at a meeting of directors, may be taken
31 without meeting if a consent in writing, setting forth the action so taken, shall be signed by
32 all of the directors entitled to vote with respect to the subject matter thereof.
33
- 34 B. Attendance By Telephone. Board members may participate in any meeting through the use
35 of
36 a conference telephone or similar communicating equipment by means of which all persons
37 participating in the meeting can hear each other and such participation in a meeting shall
38 constitute presence in person at the meeting.
39

40 **Section 7. Vacancy/Removal from Board.**
41

42 Any member of the board who misses three (3) consecutive meetings shall submit a written
43 resignation to the president of the board for action. If such resignation is not received prior to
44 the forth consecutive absence, the board may declare the position vacant.
45

1 Also, any board member may be removed, with cause, by two-thirds (2/3) vote cast by members
2 of the Association having privileges, represented in person, at any regular or special meeting of
3 the board.

4
5 Any vacancy may be filled through appointment by the president for the remainder of the term of
6 the vacated position.

7
8 **Section 8. Quorum.**

9
10 A majority of the members of the Board of Directors shall constitute a quorum for the transaction
11 of business.

12
13 The act of a majority of the board members present at a meeting at which a quorum is present
14 shall be the act of the Board of Directors, unless the act of a greater number is required by
15 statute, by these bylaws, or the Articles of Incorporation.

16
17 **Section 9. Compensation.**

18
19 Members of the Board of Directors shall receive no compensation for their services but may, as
20 determined by board policy, receive reimbursement for such reasonable expenses as may be
21 necessary pursuant to the business of the Association.

22
23 **ARTICLE VIII**
24 **Representation**

25
26 **Section 1. National Rural Health Association.**

27
28 The president of the Maryland Rural Health Association shall recommend to the Board of
29 Directors two (2) representatives in good standing to serve on the National Rural Health
30 Association's State Association's Council. The board approved representatives shall serve for
31 two (2) years with staggered terms.

32
33 **Section 2. Other Representatives.**

34
35 The Board of Directors shall decide to which other organizations the Association shall send
36 representatives and prescribe the qualification for each representative.

37
38 **Section 3. Appointments.**

39
40 The president shall have the authority to appoint from the members in good standing the official
41 representatives of the Association to other organizations. The term of appointment shall run
42 concurrently with that of the president.

43
44 **ARTICLE IX**
45 **Committees**

1 **Section 1. Committee Administration.**

2
3 The committee chairperson shall be responsible for overseeing the activities the committee and
4 be responsible for:

5
6 A. Assuring that minutes are recorded.

7
8 B. Being prepared to report committee activities at regular board meetings (in person or by
9 written report).

10
11 C. Briefly summarizing activities for the past year for presentation at the annual meeting.
12

13 **Section 2. Committee of the Association.**

14
15 The following committees shall serve as standing committees of the Association. The president
16 shall appoint and remove all standing and special committee members. The president and vice-
17 president shall serve ex-officio on all standing committees.
18

19 **Nominating Committee.**

20
21 The Nominating committee shall be responsible for eliciting from the general membership names
22 of persons qualified, as otherwise defined in these bylaws, to serve as officers and directors of
23 the Association. The committee will draft and submit to the general membership a nominations
24 slate as specified in Article VII, Section 2.
25

26 **Public Relations Committee.**

27
28 The purpose of the public relations committee shall be to promote the organization through
29 internal and external communication.
30

31 **Policy Committee.**

32
33 The purpose of the policy committee shall be to develop and present policy recommendations
34 that address issues to the Board of Directors.
35

36 **Awards Committee.**

37
38 The awards committee shall seek out for formal recognition on an annual basis those individuals
39 and organizations that strive to fulfill the mission of the Maryland Rural Health Association.
40 The awards committee shall present recommendations concerning candidates to the Board of
41 Directors for further action.
42

43 **Membership Committee.**

44
45 The membership committee shall be responsible for marketing the Association in the recruitment
46 and retention of members.

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By-laws Committee.

The major purpose of the bylaws committee is to review, update and recommend proposed changes in the bylaws to the board for information and general membership for vote at the annual meeting.

Legislative Committee.

The Maryland Rural Health Association supports the legislation of rural health interests. The Association seeks to establish board membership consensus on issues that affect the quality and quantity of services and activities for the public’s health.

Education Committee/Annual Conference Committee.

The education committee shall:

- A. Develop programs to promote the benefits of rural health care and service.
- B. Determine the conditions for Maryland Rural Health Association sponsorship of other organizations, programs, and events.
- C. Work with interested parties inside and outside the association in developing the annual rural health conference.

Working or Ad Hoc Committees.

The president shall establish such working or ad hoc committees as are needed to conduct the business of the Association.

Section 3. Term of Office.

Each member of a committee shall serve for the term of the president.

Section 4. Vacancies.

Vacancies in the membership of any committee may be filled by appointment 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 at which a quorum is present shall be the act of the committee.

Section 6. Rules.

1
2 Each committee may adopt rules for its own governance not inconsistent with these bylaws or
3 with rules adopted by the Board of Directors.
4

5
6 **ARTICLE X**
7 **Contracts, Checks, Deposits, and Funds**
8

9 **Section 1. Contracts.**

10
11 The Board of Directors may authorize any officer or officers, agent or agents of the Association
12 to enter into any contract and execute and deliver any instrument in the name of or behalf of the
13 Association within the provisions of these bylaws. Such authority may be general or may be
14 confined to a specific instance or transaction.
15

16 **Section 2. Checks and Drafts.**

17
18 Signatures on all checks drawn on Maryland Rural Health Association accounts shall be that of
19 the treasurer and at least one other member of the board of directors. That other member must be
20 a person so designated by the board for signatory authority for a specific term. A total of three
21 persons, including the treasurer, will be designated to sign checks. However, only two of the
22 designated three signatures will be required on a check.
23

24 **Section 3. Deposits.**

25
26 All funds of the Association shall be deposited in a timely fashion to the credit of the Association
27 as described in Article VI, Section 7. The treasurer shall establish or maintain a checking
28 accounts in the corporate name of the Association at a bank convenient to the treasurer. All
29 accounts shall be insured by an agency of the Federal Government.
30

31 The treasurer, with advice and consent of the president, shall be responsible for establishing or
32 maintaining a savings account with, and for the purchase of appropriate investment vehicles,
33 from a bank or other financial institution convenient to the treasurer. These institutions shall be
34 insured by an agency of the Federal Government. This account and investments shall be used for
35 depositing Association funds not needed for regular operating expenses.
36

37 All deposits and withdrawals must be reviewed by the board and entered into the official minutes
38 of the Association. The treasurer shall request board approval of an investment plan at a board
39 meeting.
40

41 **Section 4. Revenue.**

42
43 The Board of Directors may accept in the name of, and on behalf of the Association, any
44 contribution, gift, grant, contract bequest or device for any purpose of the Association and shall
45 be deposited accordingly. All gifts will be accepted within boundaries of the appropriate ethics
46 as established by the board.

1
2 **Section 5. Bonding.**
3

4 All officers and other persons authorized to handle or disburse the funds of the Association may,
5 at the discretion of the board, be bonded at the expense of the Association in such amount as the
6 board may determine to be adequate for the protection of the Association.
7

8 **Section 6. Loans.**
9

10 No loans shall be made by the Association to its board members or officers.
11

12 **ARTICLE XI**
13 **Books and Records**
14

15 **Section 1. Responsibility.**
16

17 The secretary and treasurer shall each be responsible for assuring that correct and complete
18 books and records of the Association are maintained. The Association will keep a complete
19 record of proceedings of meetings of the Board of Directors and all committees. The board shall
20 be responsible for assuring the accuracy of all records.
21

22 **Section 2. Liability Limits.**
23

24 The board members of the Association shall enjoy the greatest limitation on individual liability
25 that may be authorized under Maryland State Law, provided, however, that this limitation shall
26 not eliminate or limit the liability of a board member for acts or omissions that involve
27 intentional misconduct by a board member, or a knowing violation of law.
28

29 **Section 3. Fiscal year.**
30

31 The fiscal year of the Association shall be January 1 through December 31.
32

33 **ARTICLE XII**
34 **Indemnification**
35

36 **Section 1.**
37

38 The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy
39 a judgement or fine rendered or levied against a present or former board member, officer, or
40 employee of the Association in an action brought by a third party against such person to impose
41 a liability or penalty on such person, for an act alleged to have been committed by a person while
42 the board member, officer, or employee, or by the Association, or by both, whether or not the
43 Association is joined as a party dependent, provided the Board of Directors determines in its sole
44 discretion that such board member, officer, or employee was acting in good faith within, or
45 within what he/she reasonably believed to be, the scope of his/her employment or authority and

1 for a purpose which was, or which he/she reasonably believed to be, in the best interest of the
2 Association.

3
4 **Section 2.**

5
6 Payment authorized hereunder may include amounts paid and expenses incurred in settling any
7 such action or threatened action, including reasonable attorney's fees and costs of suit. The term
8 "person" where used herein, shall include the personal representative, heirs, and legatees, of such
9 person.

10
11 **ARTICLE XIII**
12 **Dissolution**

13
14 **Section 1.**

15
16 The activities of the Association shall be so conducted in such fashion that no part of its income
17 or property and earnings shall inure to the benefit of any member, director, officer, or other
18 individual or institution or association. Upon dissolution, any assets of the Association shall be
19 distributed to an organization enjoying an exempt status under Section 501 (C) 3 of the Internal
20 Revenue Code or successor statutory authority.

21
22
23 **ARTICLE XIV**
24 **Waiver of Notice**

25
26 **Section 1.**

27
28 Whenever any notice is required to be given under the provisions of applicable statutes, bylaws
29 or Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled
30 to such notice whether before or after the time stated therein, shall be deemed equivalent to the
31 giving of such notice. Signing an approval of any minutes or resolution of any meeting of the
32 board shall be deemed a waiver of notice thereof. Audio tapes of telephoned waivers shall be
33 deemed a waiver of notice thereof.

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35
36 **ARTICLE XV**
37 **Amendments**

38
39 **Section 1.**

40
41 The membership of the Association by affirmative vote of two thirds (2/3) of the members
42 present may alter, amend, or revoke these bylaws at any general or special membership meeting
43 of the Association providing that written notice shall be given to all members at least thirty (30)
44 days prior to any action being taken. The membership of the Association may also alter, amend
45 or revoke these bylaw by mail ballot instead of a face to face general or special membership
46 meeting. All rules for voting and for notification will still apply.

1
2 **KNOW ALL PERSONS BY THESE PRESENT**, that the foregoing bylaws were adopted as
3 the bylaws of the Association by resolution of the Board of Directors, and ratified by the
4 membership of the Association at its annual meeting in 1995.

5
6 _____
7 Jake Frego
8 President

October 23, 2003

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11 _____
12 Marita Novicky
13 Secretary

October 23, 2003

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