

# By-Laws of the Iowa Rural Health Association

## ARTICLE I Name and Mission

### Section 1. Name.

The name of the corporation shall be the Iowa Rural Health Association, incorporated under the laws of the State of Iowa as filed in the Office of the Secretary of State, as provided by the General Not For Profit Corporation Act of Iowa, herein referred to as the Association.

### Section 2. Purpose.

The Association is a non-profit membership organization whose primary mission is to work for the preservation and enhancement of the health of Individuals in rural Iowa, and to provide a mechanism for bringing individuals and organizations/associations/corporations together for the purposes of identifying and addressing rural health issues.

## ARTICLE II Offices

The principal office of the Association shall be located in the City of Des Moines, County of Polk, State of Iowa. The Association may have such other offices within the State of Iowa as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not For Profit Corporation Act. 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.

The Association's diverse membership shall be composed of individuals, honorary members, students, and organizations/associations/corporations interested in supporting the mission and providing leadership on rural health issues through communications, education and advocacy.

Section 2. Definition of Membership Categories.

The Board establishes the membership categories.

Section 3. Voting Rights.

- A. Each individual, student, and organizational member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership. An individual duly authorized by the organizational member shall exercise organizational votes. An individual duly authorized by the organizational member shall exercise voting on behalf of the organization.
- B. Any person holding membership in more than one category can submit only one vote.

Section 4. Privileges.

- A. Individuals designated organizational representatives, and student members in good standing may hold office, serve as member of the Board of Directors, serve on a committee, or serve as an official representative. Members are in good standing when their dues are paid.

Section 5. Term.

Membership dues are solicited annually.

Section 6. Dues.

The Board of Directors shall determine the amount of membership dues for all categories.

**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. The purpose of such a meeting will be to install the new Board of Directors and Officers and to conduct all such business as may be necessary to support the mission and goals of the Association.

Written, formal notice of the annual meeting shall be given by the Secretary to each member by mail, postage pre-paid, at the address appearing in the records of the Association. The notice shall be mailed no fewer than thirty (30) days or more than ninety (90) days prior to the meeting.

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 voting members of the Association.

The Secretary shall give notice of a special meeting stating the purpose of the meeting in the same manner as other Association meetings.

Section 3. Place of Meeting – General Membership.

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

## **ARTICLE V Officers**

Section 1. Officers.

The officers shall be a President, President-Elect, Treasurer, Secretary, and Immediate Past-President. All officers shall be voting members of the Board.

Section 2. Election and Term of Office.

The members of the Association shall elect the President-Elect, and Board Members at each annual conference. A slate of candidates will be presented by the Nominating Committee at the request of the Board of Directors. A plurality of votes cast by eligible members shall determine those elected to office. In case of a tie, the Board shall choose by secret ballot among the candidates who have an equal number of votes.

Section 3. Vacancies.

- A. A vacancy in the office of President, with fewer than six months to serve in the term, shall be filled automatically through succession in the following order: President-Elect, Treasurer, and Secretary. A vacancy in the office of President with more than six months to serve in the term shall be filled by the appointment of a Past President to fulfill the remainder of the term of President. The full Board of Directors, upon majority vote, shall appoint a Past President to fill the unexpired portion of the term.
- B. A vacancy in the office of President-Elect, with more than six months to serve in the term, shall be filled by a special election called by the President. The provisions under Article VI, Section 2, shall apply

except that the special election shall be held within sixty (60) days after the vacancy occurs. A vacancy in the office of President-Elect with fewer than six months to serve in the term shall be filled by a majority vote of the full Board of Directors appointing the President or Past President to fill the unexpired portion of the term. If the President-Elect declines to serve, the President, with consent of the Board, shall fill the position with a previous office holder or a current Board member. A Past President appointed under these provisions shall be ineligible for the reappointment.

- C. A vacancy in the office of the Treasurer, or Secretary, shall be filled by election at the next annual meeting.

#### Section 4. President.

The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Treasurer or any other proper officer of the Association authorized by Board of Directors, any checks, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, under the By-Laws, or by statute, to some other officer or agent of the Association. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed from time to time.

#### Section 5. President-Elect.

The President-Elect shall assist the President as presiding officer. The President-Elect will stand in for the President when the President is unavailable. Further, the President-Elect shall chair the annual Conference Committee.

#### Section 6. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such a surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts and checks (co-signed by another member of the Board) 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 VII of these By-Laws; 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 to the Treasurer by the President or by the Board of Directors. The Treasurer will present an annual report to the Board of Directors. The Treasurer is limited in serving up to three (3) consecutive one (1) year terms.

Section 7. Secretary.

The Secretary shall keep complete records of all proceedings of the Association and the Board; shall have custody of all the records, except as otherwise provided for in the Procedures of the Association; shall notify all officers and committee members of their election or appointment, and shall perform other duties as set forth in the By-Laws. The Secretary is limited in serving up to three (3) consecutive one (1) year terms.

Section 8. Immediate Past President.

The Immediate Past President shall be the chairperson of the Nominating Committee. This position shall be held for the period of one (1) year.

## **ARTICLE VI Board of Directors**

Section 1. Composition and Number.

The corporate powers of this Association shall be vested in and exercised by or under the authority of a Board of Directors. The number of Directors shall consist of no fewer than eleven (11) and no more than thirteen (13) voting members. A voting member shall be either an elected Board member or an elected officer.

Section 2. Eligibility.

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

Section 3. Directors' Term of Office.

All members of the Board shall serve three-year terms, not to exceed two (2) consecutive terms. Any director may succeed his or her term but may not serve more than two terms in succession, unless as necessary to fulfill elected office. 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-term limit.

Election will be by annual conference or mailed ballots. Election shall be determined by a majority vote of the returned ballots of qualified members.

Section 4. Directors' Powers and Duties.

Subject to any limitation in the Articles of Incorporation and these By-Laws, and the laws of the State of Iowa, the Board of Directors shall have the responsibility and the 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 director shall perform all duties, including service on any Committee of the Board, in good faith and in a manner that the Director believes to be in the best interests of the Association.

DIRECTORS SHALL:

- A. Keep a complete record of all minutes and acts, and present a full statement at the annual membership meeting, showing in detail the condition and affairs of the Association.
- B. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.
- C. Act as trustees for all property, real and personal, the Association may acquire.
- D. Approve and authorize all unusual or extraordinary expenditures of Association funds.
- E. Adopt an annual budget for the Association.
- F. Adopt such rules as are necessary to conduct its affairs.
- G. Establish and appoint committees and define their duties except as otherwise provided in these By-Laws.
- H. Approve the appointment of official representatives and define their duties.
- I. Authorize payment for clerical assistance and contracts as required by the officers in performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a member of the Board concurrent with the term of employment.
- J. Elect or remove an officer.
- K. Employ or remove any agent or employee of the Association; prescribe such powers and duties for them as may be consistent with the laws of the State of Iowa, the Articles of Incorporation and these By-Laws; fix their compensation, if any; and may require from them security for faithful performance.

- L. Review By-Laws and procedures.
- M. Act on business not otherwise provided for by the Articles of Incorporation and these By-Laws.
- N. Fill vacancies consistent with the intent of the By-Laws.

#### Section 5. 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 to Association members. However, only the members of the Board are required to be notified of such meetings.

#### Section 6. Special Meetings.

The President, or a majority of the Board of Directors, may call a special meeting. Notice of the time and place of such meetings shall be given to each director personally, verbally, or by mail, telephone, or electronic mail, so as to allow reasonable time to enable such director to attend, and in any case at least five (5) business days in advance.

#### Section 7. Vacancy/Removal from Board.

Any member of the Board who misses three (3) consecutive regular meetings of the Board shall be removed and shall be notified in writing by the Presiding Officer of the third meeting. Any vacancy may be filled through appointment of the Board for the remainder of the term of the vacated position.

#### Section 8. Quorum/Adjournment

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

The act of a majority of the Directors present at a meeting when there is a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-Laws, or the Articles of Incorporation.

#### Section 9. Compensation

Members of the Board of Directors shall not receive 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.10 Liability

Except as otherwise provided in Chapter 504A of the Iowa Code, a director, officer, employee, or member of the corporation is not liable on the corporation's debts nor obligations and a director, officer, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If Iowa law is hereafter changed to permit further elimination of limitation of the liability of directors to the corporation or its members, then the liability of a director of this corporation shall be eliminated or limited to the full extent then permitted.

## **ARTICLE VII Committees**

Section 1. Committee Administration.

The Committee chairperson shall be responsible for overseeing the activities of the Committee and be responsible for:

- A. Appointment of a vice chairperson.
- B. Reporting to the Board regularly on the progress of the committee.
- C. Assuring that minutes are recorded.
- D. Being prepared to report committee activities at regular Board meetings (in person or by written report).
- E. Briefly summarizing activities for the past year for presentation at the Annual Meeting.

Section 2. Committees of the Association.Executive Committee

The purpose of the executive committee is to direct the work of the association between the board meetings. The executive committee is made up of the officers of the association and any other members in good standing as appointed by the President.

Budget and Finance Committee.

The purpose of this committee is financial planning, preparation and administration of the budget and fundraising.

By-Laws Committee.

The major purpose of the By-Laws Committee is to review, update and recommend proposed changes to the By-Laws to the Board and general membership at the annual meeting.

The Board shall establish such committees as needed to conduct the business of the Association.

**ARTICLE VIII**  
**Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) of the Internal Revenue Code, as the Board of Directors shall determine.

## Procedures of the Iowa Rural Health Association

Procedures are defined as those office and administrative practices that carry out the By-Laws and the directions of the Board of Directors. The Board, to direct staff and other functionaries of the Board, sets procedures.

### Membership Categories:

Membership categories are established by the Board of Directors and published in the brochure by the Membership Committee. The categories are listed below:

- A. Individual. Any eligible individual not holding membership in another category (except Honorary).
- B. Honorary. The Board of Directors may grant honorary memberships as appropriate to further the purposes of the Association. Honorary members shall have all rights and privileges of membership except voting and holding office.
- C. Student. Persons who are enrolled as full-time college or high school students.
- D. Organization. Any legally constituted organization, association or corporation.
- E. Associate. An individual or organizational member who wishes to show support, and receive mailings, but who does not intend to attend meetings. Members in this category would not be eligible to vote, and would not be counted in determining the quorum necessary to conduct business.

### Membership Term:

Membership shall be effective upon receipt of dues and shall continue through the end of the calendar year. Membership shall be renewable annually, and initial dues paid after October 1 shall continue the membership through the following calendar year.

### Elections and term of office:

The vote for Board and President-Elect shall be cast by mail on an official ballot either at the annual conference or in a mailed ballot—mailed to the membership by the Secretary no less than thirty (30) or more than sixty (60) days before the annual meeting and returned to the Secretary within fifteen (15) days of such mailing.

**President:** A candidate for the Office of President-Elect must be a current member and either a current or a past member of the Board.

**Board Members:** Once elected, BOD members elect all officers except the President-Elect, the President, and the Past President.

**BOD officers:** Officers are elected by majority vote of the Board at the first Board meeting after the annual conference. Offices so elected are Secretary and Treasurer.

**Vacancies:** Vacancies in Board Offices will be filled as prescribed in By-Laws for the President and President Elect. Vacancies in the other Offices will be filled by Presidential Board-appointment for the remainder of the term.