



National Organization of State Offices of Rural Health

Business Meeting Agenda

Wednesday November 18, 2009

1. **Call to Order** – President ,Lynette Dickson
2. **Financial Report** – Treasurer, Theresa Cruz
3. **Bylaws Amendments** – President-Elect, Mark Schoenbaum
4. **Policy: Election of Regional Representatives** – Past President & Nominations Chair, Karen Madden
5. **Election of Officers** – Past President Nominations Chair, Karen Madden
6. **Adjourn** – President, Lynette Dickson



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PROPOSED BYLAW CHANGES FOR MEMBER VOTE at

NOSORH Annual Meeting November 19, 2009

All deletions marked in strikeover all additions marked in yellow.

Upon adoption section numbers will be corrected.

ARTICLE V - BOARD OF DIRECTORS

Section 1 – Composition and Qualifications

The board of directors shall consist of two elected representatives from each of the five NOSORH regions, the State Rural Health Association Liaison, the Policy ~~Liaison~~ **Ex-Officio**, the Development ~~Liaison~~ **Ex-Officio**, **the SOC Ex-Officio Member** and the Executive Committee. In addition, the President, with the advice and consent of the board of directors, may appoint up to five ~~ex-officio~~ **liaison** members of the board of directors and a Parliamentarian. All members of the board of directors shall be members of NOSORH at the time of their nomination and election/appointment and during the term of office.

Section 2 – Scope of Responsibility

The board of directors shall:

- a. Have responsibility for supervision, control, and direction of affairs of NOSORH; and
- b. Develop policies and procedures, unless outlined in the bylaws for the conduct of business.
- c. Attend all meetings of the board.

Section 3 – Terms of Office

The term of office for the board of directors are as follows:

Officers as is described in Article IV Section 1:

President-Elect – elected to serve a 3 year term: one year as President-Elect, one year as President, one year as Past President.

Secretary – one year, limited to 3 consecutive terms

Treasurer – two years, limited to 3 consecutive terms

Liaisons:

SRHA Liaison one year, as appointed by the President, no term limit

~~Policy Liaison one year, as appointed by the President, no term limit~~

~~Development Liaison one year, as appointed by the President, no term limit~~

~~Educational Exchange Liaison one year, as appointed by the President, no term limit~~

~~Performance Measures Liaison one year, as appointed by the President, no term limit.~~

Ex-Officio members: one year, as appointed by the President, no term limit

SOC Ex-Officio – the National Rural Health Association State Office Council Chair, as appointed by the President, no term limit.

~~Policy Liaison~~ **Ex-Officio** one year, as appointed by the President, no term limit

Development Liaison- ~~Liaison~~ Ex-Officio one year, as appointed by the President, no term limit
Educational Exchange Liaison- ~~Liaison~~ Ex-Officio one year, as appointed by the President, no term limit
Communication Ex-Officio one year, as appointed by the President, no term limit.

Regional representatives: three year term with a limit of two (2) consecutive terms.

Each member of the board of directors shall begin the term of office on January 1, following the annual membership meeting and shall continue in the position until the completion of the term of office.

Section 4 – Meetings

The board of directors shall meet at least quarterly. Meetings may be by conference call with at least one face-to-face meeting per year. A majority of the board of directors who are present shall constitute a quorum.

Section 5 – Removal

Three unexcused absences from board meetings is cause for removal by a majority vote of the board. Any absence not reported to the Secretary or President in advance of the meeting shall be considered to be unexcused.

Section 6 – Voting

Each member of the board of directors shall have and be limited to one vote on matters coming before the board. Absentee and/or voting by proxy shall not be allowed.

Section 7 – Member Voting System

An online voting system may be adopted by the Board for use by the membership on an as-needed basis

Section 8 – Election of Regional Representatives to serve on the NOSORH board

Each region is responsible for the election of its regional representatives at or before the annual meeting in years when the region has representatives with terms ending. The nominating committee shall ensure compliance with NOSORH election procedures.

Section 9 – Vacancies

In the event of the inability of any regional representative to fulfill the duties of the position, the vacancy created shall be filled by appointment by the president with advice and counsel of the states in the affected region.

Section 10 – Policy Liaison Ex-Officio *NOTE: will move this section upon adoption*

The policy liaison shall be appointed annually by the president with advice and consent of the board of directors to chair or co-chair the Policy Committee. The policy liaison shall represent the organization in other appropriate settings as designated by the President, with advice and consent of the board of directors. The policy liaison be a current member of NOSORH. A co-liaison may be appointed by the President; however, only one liaison may vote on any given matter.

Section 11 – State Rural Health Association Liaison

The state Rural Health Association Liaison shall be appointed by the President with advice and consent of the Board of Directors. The State Rural Health Association

Liaison shall represent the organization in other appropriate settings as designated by the President, with advice and consent of the Board of Directors. The Liaison shall be a current member of NOSORH. A co-liaison may be appointed by the President, however only one liaison may vote on any given matter.

Section 12 – Parliamentarian

The president may appoint an organizational parliamentarian to the board. The parliamentarian shall be a current NOSORH member.

Section 13 – Development Liaison-Ex-Officio

The development liaison shall be appointed annually by the president with advice and consent of the Board of Directors to chair or co-chair the Development Committee. The development liaison will work to establish and track a fund diversification strategy for the organization, ensure ethical practices are in place, that donors and sponsors are acknowledged appropriately, and that fundraising efforts are cost-effective. The development liaison communicates works directly with the Board, Executive Committee, and their designated committees.

New Section - SOC Ex-Officio

The SOC Ex-Officio is elected by the National Rural Health Association's State Office Council. The SOC Ex-Officio shall be appointed to the NOSORH Board of Directors to support the representation of the organization to the National Rural Health Association. The SOC Ex-Officio works directly with the Board, Executive Committee and their designated committees.

New Section– Educational Exchange Ex-Officio

The educational exchange Ex-Officio shall be appointed annually by the president with advice and consent of the Board of Directors to chair or co-chair the Educational Exchange committee. The educational exchange Ex-Officio shall have the responsibility to support and enhance the opportunities for peer-to-peer learning and innovation exchange among SORH and is responsible for strategy which supports the education and training of NOSORH members.

New Section - Communication Ex-Officio

The Communication Ex-Officio shall be appointed annually by the president with advice and consent of the Board of Directors to chair or co-chair the Communication committee. The Communication Ex-Officio shall have the responsibility to support the internal and external communication of the organization with members and partners on efforts.

Regional Representative Election Policy - as recommended by Board of Directors
(see attached bylaws references) or link to entire bylaws

<http://www.nosorh.org/members/resources/files/bylaws.pdf>

Policy: NOSORH elections policy regarding election of Regional Representatives is guided by the bylaws of the organization. The Past-President shall serve as the Nominating Committee Chair and shall provide oversight of the elections.

Procedure:

1. Each year prior to the onset of the regional meetings the Nominating Committee Chair will review the terms of office of Regional Representatives and determine if there is need for an election of any Regional Representatives.
2. If a Regional Representative term is expiring and the representative is eligible for another term of office the Nominating Committee Chair will inquire as to whether the Regional Representative wishes to serve another term.
3. The Nominating Committee Chair will email the Region informing them of the election, the duties of the Regional Representative, the qualifications and skills needed by the NOSORH Board, the election procedure and the interest of the current Regional Representative.
4. Nominations and volunteers for Regional Representative candidates will be confirmed at least 2 weeks in advance of the regional meeting.
5. At the Regional Meeting the nominations will be announced, candidates will be invited to make comment and the election will be held by voice vote of members present. One vote per state.
6. The Board will be informed of the election by the next Board meeting.

Some Bylaw References Related to Elections and Regional Representatives:

ARTICLE II – MEMBERSHIP

Section 1 – State Office Membership

The membership of NOSORH shall be open to all staff of offices of rural health that receive and manage the ORHP SORH grant funding, and that are currently dues-paying NOSORH members. Each state is limited to one voting member in NOSORH. The voting member can be the SORH director or her/his SORH staff designee.

Article IV ELECTION OF OFFICERS

Section 1 – Composition and Qualifications

The board of directors shall consist of two elected representatives from each of the five NOSORH regions, the State Rural Health Association Liaison, the Policy Liaison, the Development Liaison and the Executive Committee. In addition, the President, with the advice and consent of the board of directors, may appoint up to five ex-officio members of the board of directors and a Parliamentarian. All members of the board of directors shall be members of NOSORH at the time of their nomination and election/appointment and during the term of office.

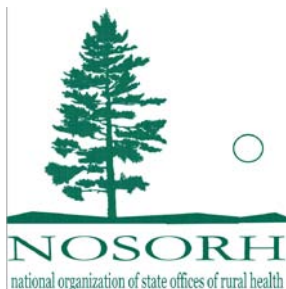
Article V BOARD OF DIRECTORS

Section 3 – Terms of Offices

Regional representatives: three year term with a limit of two (2) consecutive terms. Each member of the board of directors shall begin the term of office on January 1, following the annual membership meeting and shall continue in the position until the completion of the term of office.

Section 8 – Election of Regional Representatives to serve on the NOSORH board

Each region is responsible for the election of its regional representatives at or before the annual meeting in years when the region has representatives with terms ending. The nominating committee shall ensure compliance with NOSORH election procedures.



November 2, 2009

To: NOSORH Members

From: Karen Madden, NOSORH Past President and Nominations Committee Chair

Subject: Nominations

In accordance with the NOSORH By-Laws, the Nominations Committee of NOSORH, consisting of Myself, Charles Dwyer (ME), Alison Hughes (AZ), Tammy Norville (NC), Kris Sparks (WA), and Gloria Vermie (IA) is pleased to provide the following slate of officers to be voted upon at the NOSORH annual meeting on November 18 in Austin, TX.

President Elect: **Caroline Ford (NV)**
Secretary: **Kenny Doppenberg (ND)**

Theresa Cruz was elected to a two year term as Treasurer at the 2008 Annual Meeting and will continue to serve as NOSORH's Treasurer in 2010.

Elections will be held at the Annual Meeting on Wednesday, November 18. Nominations will be taken from the floor. Each SORH shall have one vote. The SORH Director shall designate their state's voting member. Voting may be accomplished by Proxy if the SORH is not present at the Annual Meeting. The Proxy is attached. The President will announce the results of the vote by the conclusion of the Annual Meeting.

Attached for your reference are short biographical sketches about the candidates, along with a description of duties adopted by the NOSORH Board for these offices.

Please do not hesitate to me at (518) 474-5565 or via email at kam13@health.state.ny.us if you have any questions or concerns regarding this process.

We appreciate your support of NOSORH and look forward to seeing you in Austin.

Attachments

Biographical sketches of candidates
Listing of officer duties
Proxy form

2009 Candidates

President-Elect

Caroline Ford, MPH is the Assistant Dean at the University of Nevada, School of Medicine for 26 years and directs the Nevada State Office of Rural Health within the Center for Education and Health Services Outreach. This department spans three office locations across the state and includes 15 major program areas including the Nevada Area Health Education Center Program (Northeastern, Southern and High Sierra Centers), the Nevada Health Service Corps, the Nevada Rural Hospital Flexibility-Critical Access Hospital- Program, the Nevada Geriatric Education Center, the Nevada Area AIDS Education and Training Center, the Office of Continuing Medical Education and Professional Development, the Rural Interdisciplinary Training Program, the Obstetrical Access Program, the Medical Education Council of Nevada, the Center for Health Professions Research and Policy, and the Nevada Telecommunications/Telemedicine Network.

Much of Caroline's work has focused on health policy and the development and implementation of national and state programs to improve health services delivery to vulnerable populations and health workforce development. She chairs her local rural hospital district's Citizen Oversight Committee on a \$98 million dollar bond measure. Her national reputation includes appointments to key rural health advisory boards and expert panels for rural and frontier issues.

Caroline currently serves on the NOSORH Board as the Co Chair of the Leadership Institute, was on the Executive Committee as Secretary in 2007 and 2008, and has been a regional representative.

Secretary

Kenny Doppenberg is the Rural Hospital Program Coordinator for the South Dakota Department of Health – Office of Rural Health. In this position, he coordinates the federal Medicare Rural Hospital Flexibility (Flex) Program and the Small Rural Hospital Improvement Program (SHIP) Grants for the state. He has been with the Office of Rural Health since November 2000 and the Department of Health since January 1997. Prior to this, he worked as a Department of Social Services Caseworker, where he determined client eligibility for the AFDC, Food Stamps, Medicaid, and Day Care Assistance programs.

Kenny has served NOSORH in several capacities. For examples, he was the Region E Representative from 2004 to 2008, a Mentoring Committee Co-Chair from 2004 through 2006, and the Communications Committee Liaison from July 2007 through 2008. He has also served on temporary committees, such as the Conference Planning, Nominations, and GPRA Committees.

Kenny looks forward to the opportunity to continue serving NOSORH as a member of the Executive Committee.

Board President-Elect Responsibilities

- Performs President's responsibilities when the President cannot be available (see attached list of Presidential responsibilities).
- Participates regularly in Executive Committee meetings as a voting member.
- Facilitates strategic planning efforts of the Board and monitors the organization's strategic direction. Ensures members annual review of the strategic plan.
- Is an authorized signer for financial matters pertaining to the organization.
- Performs other responsibilities as assigned by the Board
- Works with the Parliamentarian to regularly review and update bylaws and present changes to the membership for modification and vote at the annual meeting, as stipulated by the bylaws.
- Chairs the annual review of the Program Director in collaboration with the President.

Board President Responsibilities

- Provides leadership to the NOSORH Board.
- Chairs meetings of the Board after developing the agenda with the Executive Committee.
- Sets the Executive Committee and Board meeting agendas with the Program Director, and the Executive Committee.
- Chairs meetings of the Executive Committee and the Board.
- Appoints the chairpersons of committees, in consultation with other Board members per requirement of Bylaws
- Appoints the Policy and State Rural Health Association Liaisons, the Parliamentarian, and the Ex-Officio Communications, Fund Raising, Mentoring and other Ex-Officio members as needed.
- Is an authorized signer for legal, business and financial matters pertaining to the organization.
- Serves ex-officio as a member of committees and may attend meetings of all committees.
- Communicates individually with Board members who are not performing their assigned duties in a manner deemed acceptable to the Board.
- Presents election results.
- Presents awards.
- Appoints vacancies of regional representatives with counsel from the region.
- Participates in the annual review of the Program Director in collaboration with the President Elect
- Performs other responsibilities assigned by the Board and the Executive Committee.

Board Treasurer Responsibilities

- Oversees the management of finances of the organization and is accountable for all NOSORH funds.
- Is a member of and participates regularly in Executive Committee and Board meetings.
- Administers fiscal matters of the organization according to the Financial Policies and Procedures.
- Serves as an authorized signer for financial matters pertaining to the organization.
- Works with the Finance Committee, to solicit input from individual Committees, Executive Committee, Program Director and Board members as needed to develop the annual budget to be presented for Board approval at the winter Board Leadership meeting.
- Oversees the development and/or suggested revisions to the Financial Policies and Procedures, with guidance from the NOSORH Finance Committee and Executive Committee. Submit to Board for approval when necessary.
- Oversees review and approval of financial reports prepared by the Financial Services Provider with the Program Director, Executive Committee and Board, monthly. Present to (monthly) Executive Committee and Board meetings and additional meetings upon request.
- Presents a financial report to the Membership at the Annual Meeting.

- The contracted Financial Services Provider will submit printed checks to the Treasurer for approval, signature and disbursement to recipient.
- Work with the contracted Financial Services Provider to ensure that all necessary documents for filing annual tax documents are available. Assure the documents are submitted in a timely manner.
- Work with the contracted Financial Services Provider and the Program Director for setting of dues and fee amounts and timely collection of member dues and registration fees.

Board Secretary Responsibilities

- Collaborates with the NOSORH Program Director to ensure that meeting minutes and actions of the Board and Executive Committee are appropriately recorded.
- Ensures the distribution of minutes of the Board of Directors to the membership, in collaboration with the NOSORH Program Director.
- Ensures the distributing of minutes of the Executive Committee to the NOSORH Board.
- Coordinates with the NOSORH Program Director to ensure an accurate registry and email list of NOSORH members and affiliated organizations and partners.
- Ensures distribution of Board documents, proposals, actions and policies to the NOSORH membership.
- Coordinates distribution of information and communication of the Board and the NOSORH with the Program Director and Communications Liaison.
- Ensures the maintenance of appropriate legal documents of NOSORH.
- Coordinates activities necessitating notice, in accordance with the by-laws, with the NOSORH Program.
- Ensures the actions of the Committees are reported to the Board, and posted on the Website for membership access.