

BYLAWS
NATIONAL ORGANIZATION OF STATE OFFICES OF RURAL HEALTH
Adopted - October 9, 2007
Revisions Submitted to Membership September 9, 2008
Additions in yellow – deletions in red

ARTICLE I – PURPOSE

The purpose of the National Organization of State Offices of Rural Health (NOSORH) is to promote a healthy rural America through state and community leadership.

The organization will engage in the following actions in furtherance of its purpose:

- a. Ensure the continuation of state offices of rural health and strengthen their leadership and policy coordination role
- b. Provide a forum for the exchange and distribution of information
- c. Collaborate with state rural health associations to ensure that the health needs of rural populations are met.
- d. Establish partnerships with community, state and national organizations
- e. Advocate for a visible and viable Federal Office of Rural Health Policy;
- f. Provide leadership in rural health resource allocation decisions; and
- g. Provide leadership for national, state and community based rural health activities.

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.

Section 2 - Other Types of Membership

Associate Member

Any individual or organization that supports the purpose of NOSORH is eligible to become an associate member, subject to approval by the board of directors. The Board of directors shall determine the rights and privileges of Associate Members except that Associate Members shall not be eligible to vote on matters that come before the membership.

~~Section 3 – Resignations~~

~~Any NOSORH member may terminate membership by written notification to the NOSORH board of directors. A member who has resigned may be reinstated by written request to the board of directors~~

Section 4 – Removal

Any member may be removed for cause by the affirmative vote of not less than two-thirds of the total membership of NOSORH

Section 5 – Dues

The board shall recommend the dues structure for adoption by the membership. All dues shall be approved by a majority of the voting members.

Section 6 - Annual Meeting

The membership shall meet annually at a time and place designated by the board of directors. A majority of those voting members attending the meeting shall constitute a quorum.

ARTICLE III – OFFICERS

Section 1 - Positions

The elected officers of NOSORH shall be the president, president-elect, past president, secretary, and treasurer.

Section 2 – Qualifications

Officers shall be a member, ~~or the staff of a member~~, of ~~the~~ a State Office of Rural Health

Section 3 - Term of Office

The term of office for the secretary ~~and treasurer~~ shall be one year, limited to three consecutive terms. The term of office of the treasurer shall be two years, limited to three consecutive terms. The term of office for the president-elect is three consecutive years. The person elected as president-elect serves one year as president elect, the second year as president and third year as past president.

Each officer shall begin the term of office on January 1, following the annual membership meeting.

Section 4 - Vacancies

If a vacancy occurs in the office of president, the president-elect shall fill the office for the remainder of the year and then complete his or her full term as president. Any other vacancies among the officers shall be filled by election by the NOSORH board of directors from the current membership of the board of directors. Such replacement officers shall serve until the next regular election of officers.

Section 5 – President

The president shall be the principal elected officer of NOSORH; shall, in general, supervise and conduct the business and affairs of the organization. The president, when present, shall preside at all meetings of the organization and the board of directors. The president shall have authority to sign, execute, and acknowledge, on behalf of the organization, those instruments necessary or proper, to be executed in the course of the organization's regular business, or which shall be authorized by resolution of the board of directors. In addition the president may appoint an organizational parliamentarian who is a current NOSORH member. The president shall perform all duties incident to the office of president and such other duties as may be described by the board from time to time.

Section 6 - President-Elect

In the absence of the president, the president-elect shall have the powers and duties of the president.

Section 7 – Secretary

The secretary shall keep the minutes of all meetings of the organization and see that all notices are given in accordance with the bylaws. The secretary shall be custodian of the organization's records. The secretary shall maintain the register of the addresses of the members. The secretary shall perform all duties and exercise such other authority as from time to time may be delegated or assigned by the president or the board.

Section 8 - Treasurer

The treasurer shall receive and be accountable for any funds NOSORH may receive; shall render periodic financial reports to the Board of Directors and to the membership; and shall perform all duties incident to the office of treasurer.

ARTICLE IV - ELECTION OF OFFICERS

Section 1 - Elections

The Past President shall serve as chairperson of the nominating committee. ~~Prior to September 1 of each year~~ The President shall appoint a nominating committee consisting of five (5) members in good standing at least two (2) of which are non Board members. The nominating committee shall have the responsibility of notifying the membership of the election dead lines, requirements, and processes of the election and soliciting interested candidates at least sixty (60) days prior to the annual meeting. The nominating committee shall submit a slate of officers to the membership at least fifteen (15) days prior to the annual meeting of the organization, and the election of officers shall be at the Annual Meeting

Section 2 – Voting

The election of officers shall be held by ballot at the annual meeting. Provision shall be made for proxy voting. Proxy vote assignments must be in writing, and must be assigned by the SORH Director to either a member of her/his SORH staff, or to another NOSORH voting members. Written proxies must be submitted prior to the vote to the NOSORH Secretary.

A member who cannot attend the annual meeting can submit, in writing, the appointment by proxy who may vote on their behalf during the election.

The chairperson of the nominating committee will submit the slate to the membership prior to the vote and present the election results to the President for presentation prior to the close of the annual meeting.

Election of officers shall be by a written ballot providing for a space for nominations from the floor. If a candidate has no opposition, then a candidate may be approved through voice acclamation.

The candidates receiving a plurality of the votes cast for that office shall be elected.

Section 3 – Compensation

Officers shall serve without compensation but may be reimbursed for appropriate expenses

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 **Legislative Policy Liaison**, **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.

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 secretary and treasurer shall be one year, limited to three consecutive terms. The term of office for the president-elect is three consecutive years. The person elected as president-elect serves one year as president-elect, the second year as president and third year as past president.~~

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 President, no term limit

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

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

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

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

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

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

Each ~~officer~~-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 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 provide technical assistance to the Regions for the express purpose of nominating and electing Regional Representatives. The Nominating Committee shall recommend procedures for the selection and/or election of regional representatives.~~ 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

The legislative policy liaison shall be appointed annually by the president with advice and consent of the board of directors. The legislative 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 Legislative 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 is a current NOSORH member.

Section 13– Development Liaison

The development liaison shall be appointed annually by the president with advise and consent of the board of directors. The development liaison will work to establish and track a fund diversification strategy for the organization, ensures 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.

ARTICLE VI – COMMITTEES

The president, with advice and consent of the board, shall ~~appoint all committees from among the membership of the organization and shall~~ appoint the chair of all committees except the nominating committee and finance committee.

NOSORH standing committees do preliminary work on ongoing, long term issues of concern regarding the capacity of the organization. NOSORH ad hoc committees provide an ongoing focal point for pursuit of particular work which has a specific focus.

The board of directors shall establish such *ad hoc* committees ~~or task forces~~ as may be necessary to meet the needs of the membership. The duties of each committee shall be designated by the board.

Each committee shall be chaired by at least one member of the board of directors. The president shall have the authority to appoint a task force to exist until it's special duty has been accomplished. The committee or task force chairs shall be accountable to the board of directors for all activities and appointment of NOSORH members to the committee.

Section 1 - Executive Committee

The Executive Committee shall be a standing committee comprised of the President, Immediate-Past President, President-Elect, Secretary, and Treasurer, and is authorized to act for the Board of Directors between regular meetings as necessary for the conduct of business. Written minutes of all meetings shall be maintained and circulated to the full Board prior to the next regularly scheduled Board meeting.

The Executive Committee shall be responsible for hiring and evaluating the NOSORH Director. Procedures for such hiring and evaluation will be submitted by the Executive Committee to the Board for approval.

Section 2 – Policy Committee

The policy committee shall be a standing committee composed of five (5) to twelve (12) persons and shall include representation from all five (5) NOSORH

regions. The legislative policy committee shall be responsible for tracking legislative issues of interest to NOSORH and coordinating legislative communication and educational activities for the organization. The committee shall report to the membership on its activities at least quarterly.

Section 3 - Nominating Committee

The nominating committee shall be a standing committee chaired by the past-president and comprised of four (4) additional members, at least two (2) of whom are non-Board members. The committee members shall serve for one (1) year. The nominating committee shall have the responsibility of notifying the membership of the election deadlines, requirements and processes of the elections and soliciting interested candidates for officers and regional representatives at least sixty (60) days prior to the annual meeting. The nominating committee shall submit a slate of officer candidates to the membership at least fifteen (15) days prior to the annual meeting. The election of officers shall be at the annual meeting by written ballot. In addition the nominating committee is responsible for contacting each region regarding the election of regional representatives.

Section 4 - Awards Committee

The awards committee shall be a standing committee responsible for developing awards criteria and presenting them to the board for approval, prior to implementation. The committee shall also evaluate and select the awardees and make arrangements for securing appropriate recognition symbols. Nominations for candidates to receive awards shall be solicited by the awards committee from the NOSORH membership. The awards shall be presented at appropriate occasions during the NOSORH annual meeting by the president and chair of the awards committee.

The Awards shall be: NOSORH Award of Merit; NOSORH Distinguished Service Award; NOSORH Legislative Award: NOSORH Recognition Award; The Distinguished Andrew W. Nichols Award; and the James D. Bernstein Mentoring Award.

Section 5- Finance Committee

The finance committee shall be a standing committee responsible for fiduciary oversight of NOSORH including review of an annual budget, financial reporting and ensuring appropriate policies in place for the appropriate financial oversight of the organization. The Finance Committee is chaired by the NOSORH Treasurer.

Section 6 – Educational Exchange Committee

The Educational Exchange Committee shall be a standing committee. The committee 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.

Section 7 – Strategic Planning Committee

The Strategic Planning committee shall be a standing committee. The committee shall have the responsibility to ensure NOSORH actively engages in meaningful

short and long term planning of the organizations business, member and partner services and to support the Board in its evaluation efforts.

ARTICLE VII – AMENDMENTS

The NOSORH by laws may be amended, repealed or altered by a two-thirds vote at ~~any~~ **the** annual meeting of the voting members present. ~~A majority of the members attending shall constitute a quorum.~~ Proposed amendments shall be provided to the membership at least fifteen days before the meeting. The approval of amendments shall be held by ballot at the annual meeting, except that a provision shall be made for proxy voting. A member who cannot attend the annual meeting can submit, in writing, the appointment of a proxy who may vote on their behalf.

~~No proxy voting shall be allowed for amendments to the Bylaws, during the annual meeting~~

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Except as may be otherwise specified in these bylaws, all business affairs of NOSORH shall be conducted pursuant to the current edition of Robert's Rules of Order Newly Revised.