

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 1. **Offices**

The Association shall have and continuously maintain in the State of Iowa a principal office, 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

1. 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 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 a 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 members of the 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-Treasurer to each member by electronic or surface mail, at the address appearing in the records of the Association. The notice shall be posted no fewer than thirty (30) days or more than ninety (90) days prior to the meeting.

If an annual meeting does not occur, either in-person or virtual, installation of the new board members will be handled electronically.

2. 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, Secretary, Treasurer, 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, Secretary, Treasurer and Board Members at each annual conference or by electronic/mailed ballots. 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, Secretary, Treasurer. 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 Secretary or Treasurer shall be filled by election at the next board meeting.
- D. A vacancy in the office of the Immediate Past President shall be filled by appointment from the Board of Directors. The position will be an Interim lasting until the current President assumes the position. The Interim officer will fulfill the role as Chair of the Nominating Committee.

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, and shall have custody of all the financial records, except as otherwise provided for in the Procedures of the Association. The Treasurer shall be responsible for all funds and securities of the Association; receive and give receipts and checks 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. Unless otherwise fulfilled by a management organization or executive director, the Treasurer will present a financial annual report to the Board of Directors.

The Treasurer is limited in serving up to three (3) consecutive one (2) year terms.

Section 7. Secretary

Unless managed by a management organization or executive director, the Secretary shall be charged with scheduling meetings, record and keep complete records of all proceedings of the Association and the Board; conducting polling of members; notify all officers and committee members of their election or appointment and their board terms; pull membership report for board meetings and other necessary association reports; assisting with agenda development or call for agenda items; and develop and deliver an annual report to the Board of Directors. Regardless of management structure, the Secretary shall be charged with serving as a point of contact for correspondence and other communication activities not managed by a management organization or executive director, such as, but not limited to website updates and social media posts.

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. If, at the end of their presidency, the board member has completed their three (3) year term, the individual will serve an additional one (1) year term to fulfill the duties of Immediate Past President.

**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 nine (9) and no more than fifteen (15) voting members. A voting member shall be either an elected Board member or an elected officer. A representative of the Iowa Health and Human Services, Office of Rural Health may serve as an additional member of the Board with full privileges.

A. Board Advisors.

Board Advisors may also be elected to the board of directors in a non-officer, At Large capacity. These advisors shall be current healthcare

practitioners to accommodate official representation on the board of rural practitioners in clinical settings whose patient obligations may hinder them from attending regular board meetings. These Board Advisors hold a vested interest in supporting the activities and actions of the Association and maintain good standing by keeping abreast of all board and Association activities, and advise the board on matters that impact rural practitioners. No more than three (3) voting board members can be designated as Board Advisors.

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 (3)-year terms, not to exceed three (3) consecutive terms. Any board member may succeed his or her term but may not serve more than three (3) terms in succession, unless as necessary to fulfill elected office (e.g. If the end of a President's term coincides with the third year of their term, whether serving the first, second, or third term, will serve a fourth year as Immediate Past President). 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 three (3)-term limit.

Election will be by annual conference or electronic/mailed ballots. Election shall be determined by a majority vote 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. Attend the meetings of the Board of Directors.
- B. Affirm the work of the Iowa Rural Health Association.

- C. 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.
- D. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.
- E. Act as trustees for all property, real and personal, the Association may acquire.
- F. Approve and authorize all unusual or extraordinary expenditures of Association funds.
- G. Adopt an annual budget for the Association.
- H. Adopt such rules as are necessary to conduct its affairs.
- I. Establish and appoint committees and define their duties except as otherwise provided in these By-Laws.
- J. Approve the appointment of official representatives of the Iowa Rural Health Association to other entities and associations and define their duties.
- K. 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.
- L. Elect or remove an officer.
- M. 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.
- N. Review By-Laws and procedures every three (3) years.
- O. Act on business not otherwise provided for by the Articles of Incorporation and these By-Laws.
- P. 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, with the exception of those appointed as Board Advisors, 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.

3. 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.

4. 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.

5. 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

2. Committees

1. Section 1. Committee Administration.

In addition to serving on the executive committee, each member of the Board of Directors will serve on at least one (1) committee. 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.

2. 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.

Additional Executive Committee responsibilities extend to include:

A. Bylaws

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

B. Budget and Finance

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

association, either internally or under contract, will also fall to the executive committee.

Nominating Committee

The purpose of this committee is to develop and submit a slate of candidates at the request of the Board of Directors and will be chaired by the Immediate Past President.

Conference and Education Committee

The Iowa Rural Health Association (IRHA) Conference Planning Committee: Members are responsible for planning, organizing, and overseeing aspects of IRHA conference events. Committee members are selected by and accountable to the IRHA Board of Directors and interact with contracted management companies, consultants, and other IRHA committees. Conference planning areas include but are not limited to Logistics, Agenda development, Finances/Budget, Communication/Marketing, Post Follow-up & Evaluation

The committee will report routinely to the IRHA Executive Committee and defer to them for approvals and major decisions. This committee will also develop education and tabling opportunities for IRHA and IRHA membership. This committee is chaired by the IRHA President-Elect.

Membership Committee

This committee shall be responsible for establishing membership categories, oversee membership outreach, develop membership benefits, and strengthen overall membership in the organization. In charge of leading dues renewal campaigns in October.

Grants Committee

The Grants Committee will lead activities pertaining to identifying and applying for grant opportunities to support the IRHA strategic plan and organizational goals.

Policy/Advocacy Committee (ad hoc)

This committee will work with the Legislative Liaison on matters relating to state policy and which bills/provisions IRHA should support. Responsibilities include updating the policy priorities of IRHA and conferring with IRHA membership to ensure these priorities reflect IRHA constituents and partners. This committee will also organize an end-of-session update with IRHA's Legislative Liaison for membership including the impacts, implications, and next steps of the session.

Health Equity

IRHA began a path to health equity and now seeks to reinvest and reach internally to improve our commitment. Health equity is about creating a system where all individuals have equitable access to quality health outcomes. While

health care is important, health equity reaches beyond the proximity to care facilities or one's access to adequate coverage to dive into the community and population needs. The Health Equity Committee will work as Ad Hoc to review previous IRHA work and revise as needed. Learn from the equity commitments by member organizations and partners; then work with the Board, other IRHA committees, and members to:

- Develop an IRHA Equity Statement
- Support rural community health disparity projects
- Commit to Equity education/presentation/articles

Clinical Practitioners and Professionals Committee

This committee, made up of practicing professionals in a clinical setting, will be tasked with raising issues relating to rural care in Iowa for IRHA.

The Board shall establish or dissolve 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 affiliation.
- E. Corporate. A legally constituted business having mutually beneficial goals and vision for Iowa and interested in expanding its reach.

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:

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. The 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.