

BYLAWS

**NATIONAL ORGANIZATION OF STATE OFFICES OF RURAL HEALTH
As adopted by vote of the membership October 16, 2019**

ARTICLE I – PURPOSE

The purpose of the National Organization of State Offices of Rural Health (NOSORH) is to promote the capacity of State Offices of Rural health and their stakeholders to improve health, in rural America through leadership development, advocacy, education, and partnerships.

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

- a. Ensure the continuation of State Offices of Rural Health and their stakeholders to lead population health and health equity initiatives
- b. Strengthen State Offices of Rural Health and their leadership through:
 - a policy;
 - education, distribution of information, networking;
 - Data driven creativity in planning, programming, partnering, and positioning of State Offices of Rural Health
- c. Provide leadership and innovation to ensure vital rural health infrastructure and landscape
- d. Collaborate with state rural health associations to ensure that the health needs of rural populations are met;
- e. Establish partnerships with community, state and national organizations;
- f. Advocate for a visible and viable Federal Office of Rural Health Policy

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 – 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 4 – 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 5 – 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 of a State Office of Rural Health and NOSORH.

Section 3 – Term of Office

The term of office for the Secretary 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 a three year term: one year as President-Elect, year two as President, and year three 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. In the event no member of the Board volunteers the President shall appoint a replacement officer. 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, provide oversight of 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 appoints the liaisons, ex-officios and committee chairs with the advice and consent of the Board. 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 oversee and ensure that meeting minutes and actions of the Board and Executive Committee are appropriately recorded and distributed in accordance with the bylaws. The Secretary provides oversight to ensure the maintenance of appropriate legal documents of NOSORH. The Secretary shall ensure the register of the addresses of the members is maintained. 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 leads the Board of Directors fiduciary oversight of NOSORH’s finances and is accountable for all NOSORH funds. The Treasurer serves as an authorized signer for financial matters pertaining to the organization, oversees development and/or suggested revisions to the financial policies and procedures, oversees review and approval of financial reports prepared by the Financial Services Provider including tax documents with the NOSORH CEO and Board. Presents financial report to Board monthly and to membership at the Annual Meeting.

ARTICLE IV - ELECTION OF OFFICERS

Section 1 – Elections

The Past President shall serve as chairperson of the Nominating Committee. 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 deadlines, 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 written ballot providing a space for nominations from the floor at the annual meeting. If a candidate has no opposition, then a candidate may be approved through voice acclamation. 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.

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.

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, State Office Council Liaison, National Advisory Committee on Rural Health and Human Services Liaison, the Policy Ex-Officio, the Development Ex-Officio, the Educational Exchange Ex-Officio, the Communications Ex-Officio, the Executive Committee and the Parliamentarian a voting board member. In addition, the President, with the advice and consent

of the Board of Directors, may appoint up to five liaison members of the Board of Directors. 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 defining the organizations mission, for providing overall leadership and strategic direction; and
- b. Develop policies and procedures, unless outlined in the bylaws for the conduct of business; and
- c. Ensure the Boards effectiveness, including attendance at 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 III:

President-Elect: is one three year term: one year as President-Elect, year two as President, and year three as Past President.

Secretary: one year, limited to three consecutive terms

Treasurer: two years, limited to three consecutive terms

Section 4 – Liaisons

Terms of Office

The term of office for Liaisons, which are appointed by the President, is a one year term, limited to six consecutive terms.

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.

State Office Council Liaison

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

National Advisory Committee on Rural Health and Human Services (NACRHHS) Liaison

Any SORH representative appointed to the NACRHHS by the Federal Office of Rural Health Policy shall be appointed to the NOSORH Board of Directors to support dissemination of information regarding the Committee activities, and provide representation of the SORH perspective to the Committee.

Section 5 – Ex-Officio Members of the Board

Terms of Office

The term of office for Ex-Officio's, which are appointed by the President, is a one year term, limited to six consecutive terms.

Policy Ex-Officio

The Policy Ex-Officio shall be appointed annually by the President with advice and consent of the Board of Directors. The Policy Ex-Officio shall represent the organization in other appropriate settings as designated by the President, with advice and consent of the Board of Directors. The Policy Ex-Officio is a current member of NOSORH.

Development Ex-Officio

The Development Ex-Officio 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 Ex-Officio 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 Ex-Officio communicates works directly with the Board, Executive Committee, and their designated committees.

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.

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.

Section 6 – Regional Representatives

Terms of Office

The term of office for Regional Representatives is a three year term, limited to six consecutive terms.

Regional Representatives:

Each regional representative shall serve a three year term with a limited to two consecutive elected 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 7 – 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 simple majority of the Board of Directors shall constitute a quorum.

Section 8 – 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 9 – 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 10 – Member Voting System

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

Section 11 – 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 12 – 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 13– Parliamentarian

The Parliamentarian is appointed by the Board President and shall serve a one-year term and is a voting member. The Parliamentarian advises the presiding officer and other officers, committees and members on matters of parliamentary procedure according to the current edition of Robert’s Rules of Order Newly Revised. The Parliamentarian provides advice to the Board on matters concerning the Bylaws and works with the Bylaws committee on updating and revisions to the Bylaws.

ARTICLE VI – COMMITTEES

The President, with advice and consent of the Board, 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.

Each committee shall be chaired by at least one member of the Board of Directors. The Board and Directors and President shall have the authority to appoint an ad hoc committee to meet the needs of membership, has a specific charge and is time limited. The committee chairs shall be accountable to the Board of Directors for all activities and appointment of NOSORH members to the committee.

Terms of Office

The term of office:

Executive Committee: as defined in Article III – Officers, Section 3 – Term of Office

Finance Committee:

Nominating Committee: term limit of one year
All other committees do not have a term limit

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. The Parliamentarian may serve as a voting member of the Executive Committee at the invitation of the President. 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 CEO. 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 and shall invite representation from all five NOSORH regions. The Policy Committee shall be responsible for tracking legislative issues of interest to NOSORH and coordinating legislative communication and educational activities for the organization.

Section 3 – Nominating Committee

The Nominating Committee shall be a standing committee chaired by the past-President and comprised of four additional members, at least two of whom are non-Board members. The committee members shall serve for one 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. The Nominating Committee shall submit a slate of officer candidates to the membership at least fifteen 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.

Section 5 – 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.

ARTICLE VII – AMENDMENTS

The NOSORH by laws may be amended, repealed or altered by a two-thirds vote of the voting members present at the annual meeting. 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.

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.