

1 **By-Laws of the Kansas Rural Health Association**
2 **(Originally Adopted, April 6, 2012)**

3 **ARTICLE I**
4 **Name and Mission**

5
6 Section 1. Name.

7
8 The name of the corporation shall be the Kansas Rural Health Association
9 (KsRHA), incorporated under the laws of the State of Kansas as filed in the
10 Office of the Secretary of State, as provided by the General Not for Profit
11 Corporation Act of Kansas, herein referred to as the Association.
12

13 Section 2. Purpose.

14
15 The Association is a non-profit membership organization whose primary mission
16 is to provide education and advocacy for rural healthcare in the state of Kansas.
17 The vision of the KsRHA is to serve Kansans by providing a common voice to
18 address the challenges and elevate the awareness of rural healthcare issues in
19 Kansas. KsRHA intends to foster a healthcare environment that supports
20 collaboration, rewards innovation, and encourages all rural Kansans and
21 communities to thrive.
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23 **ARTICLE II**
24 **Offices**

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26 The principal office of the Association shall be located in the City of Kansas City,
27 in Wyandotte County, State of Kansas. The Association may have such other
28 offices within the State of Kansas as the Board of Directors may determine or as
29 the affairs of the Association may require from time to time.
30

31 The Association shall have and continuously maintain in the State of Kansas a
32 registered office, and a registered agent whose office is identical with such
33 registered office, as required by the General Not-For-Profit Corporation Act. The
34 registered office may be, but need not be, identical with the principal office, and
35 the address of the registered office may be changed from time to time by the
36 Board of Directors.
37

38 **ARTICLE III**
39 **Membership**

40
41 Section 1. Eligibility.

42
43 The Association's diverse membership shall be composed of individuals,
44 honorary members, students, and organizations/associations/corporations
45 interested in supporting the mission and providing leadership on rural health
46 issues through communication, education and advocacy. For the inaugural year,

1 all members of the National Rural Health Association that reside in Kansas shall
2 be granted a one year membership for the calendar year of 2012.

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4
5 Section 2. Definition of Membership Categories.

6
7 The Board establishes the membership categories.

8
9 Section 3. Voting Rights.

- 10
11 A. Each individual, student, and organizational member in good standing
12 shall be entitled to one vote on each matter submitted to a vote of the
13 membership. An individual duly authorized by the organizational
14 member shall exercise organizational votes.
15 B. Any person holding membership in more than one category can submit
16 only one vote.

17
18 Section 4. Privileges.

- 19
20 A. Individuals designated organizational representatives, and student
21 members in good standing may hold office, serve as member of the
22 Board of Directors, serve on a committee, or serve as an official
23 representative. Members are in good standing when their dues are
24 paid.

25
26 Section 5. Term.

27
28 Membership dues are solicited annually.

29
30 Section 6. Dues.

31
32 For the inaugural year of 2012 there will be a waiver of dues, after which, The
33 Board of Directors shall determine the amount of membership dues for all
34 categories.

35
36 **ARTICLE IV**
37 **Meetings of Members**

38
39 Section 1. Annual Meeting – General Membership.

40
41 An annual meeting of the Association membership will be held at a time and
42 place to be determined by the Board. The purpose of such a meeting will be to
43 install the new Board of Directors and Officers and to conduct all such business
44 as may be necessary to support the mission and goals of the Association.

1 Written, formal notice of the annual meeting shall be given by the Secretary-
2 Treasurer to each member by electronic or surface mail, at the address
3 appearing in the records of the Association. The notice shall be posted no fewer
4 than thirty (30) days or more than ninety (90) days prior to the meeting.

5
6 Section 2. Special Meetings – General Membership

7
8 Special meetings of the membership of the Association may be called at any time
9 by the President, or a majority of the Board of Directors, or at the request of the
10 membership, upon receipt of a written request signed by at least ten (10) percent
11 of the voting members of the Association.

12
13 The Secretary-Treasurer shall give notice of a special meeting stating the
14 purpose of the meeting in the same manner as other Association meetings.

15
16 Section 3. Place of Meeting – General Membership.

17
18 The Board of Directors shall designate the location of all general membership
19 meetings.

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21 **ARTICLE V**
22 **Officers**

23
24 Section 1. Officers.

25
26 The officers shall be a President, President-Elect, Secretary-Treasurer, and
27 Immediate Past-President. All officers shall be voting members of the Board.

28
29 Section 2. Election and Term of Office.

30
31 The members of the Association shall elect the President-Elect, and Board
32 Members at each annual conference. A slate of candidates will be presented by
33 the Nominating Committee at the request of the Board of Directors. A plurality of
34 votes cast by eligible members shall determine those elected to office. In case of
35 a tie, the Board shall choose by secret ballot among the candidates who have an
36 equal number of votes.

37
38 Section 3. Vacancies.

- 39
40 A. A vacancy in the office of President, with fewer than six months to
41 serve in the term, shall be filled automatically through succession in
42 the following order: President-Elect, Secretary-Treasurer. A vacancy
43 in the office of President with more than six months to serve in the term
44 shall be filled by the appointment of a Past President to fulfill the
45 remainder of the term of President. The full Board of Directors, upon

1 majority vote, shall appoint a Past President to fill the unexpired portion
2 of the term.

3 B. A vacancy in the office of President-Elect, with more than six months to
4 serve in the term, shall be filled by a special election called by the
5 President. The provisions under Article VI, Section 2, shall apply
6 except that the special election shall be held within sixty (60) days after
7 the vacancy occurs. A vacancy in the office of President-Elect with
8 fewer than six months to serve in the term shall be filled by a majority
9 vote of the full Board of Directors appointing the President or Past
10 President to fill the unexpired portion of the term. If the President-Elect
11 declines to serve, the President, with consent of the Board, shall fill the
12 position with a previous office holder or a current Board member. A
13 Past President appointed under these provisions shall be ineligible for
14 the reappointment.

15 C. A vacancy in the office of the Secretary-Treasurer shall be filled by
16 election at the next board meeting.

17
18 Section 4. President.

19
20 The President shall preside at all meetings of the members and of the Board of
21 Directors. The President may sign, with the Treasurer or any other proper officer
22 of the Association authorized by Board of Directors, any checks, deeds,
23 mortgages, bonds, contracts, or other instruments which the Board of Directors
24 has authorized to be executed, except in cases where the signing and execution
25 thereof shall be expressly delegated by the Board of Directors, under the By-
26 Laws, or by statute, to some other officer or agent of the Association. The
27 President shall appoint all Committee Chairs (except for the Nominating
28 Committee. The Immediate Past President shall act as Nominating Committee
29 Chair). In general, the President shall perform all duties incident to the office of
30 the President and such other duties as may be prescribed from time to time.

31
32 Section 5. President-Elect.

33
34 The President-Elect shall assist the President as presiding officer. The
35 President-Elect will stand in for the President when the President is unavailable.
36 Further, the President-Elect shall chair the annual Conference Committee.

37
38 Section 6. Secretary-Treasurer

39
40 If required by the Board of Directors, the Secretary-Treasurer shall give a bond
41 for the faithful discharge of duties in such sum and with such a surety or sureties
42 as the Board of Directors shall determine. The Secretary-Treasurer shall keep
43 complete records of all proceedings of the Association and the Board; shall have
44 custody of all the records, except as otherwise provided for in the Procedures of
45 the Association and shall notify all officers and committee members of their
46 election or appointment, The Secretary-Treasurer shall be responsible for all

1 funds and securities of the Association; receive and give receipts and checks
2 (co-signed by another member of the Board) for monies due and payable to the
3 Association from any source whatsoever, and deposit all such monies in the
4 name of the Association in such banks, trust companies or other depositories as
5 shall be selected in accordance with the provisions of Article VII of these By-
6 Laws; and in general perform all the duties incident to the office of Secretary-
7 Treasurer and such other duties as from time to time may be assigned to the
8 Secretary-Treasurer by the President or by the Board of Directors. The
9 Secretary-Treasurer will present an annual report to the Board of Directors. The
10 Secretary-Treasurer is limited in serving up to three (3) consecutive one (1) year
11 terms.

12
13 Section 7. Immediate Past President.

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15 The Immediate Past President shall be the chairperson of the Nominating
16 Committee. This position shall be held for the period of one (1) year.
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20 **ARTICLE VI**
21 **Board of Directors**

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23 Section 1. Composition and Number.

24
25 The corporate powers of this Association shall be vested in and exercised by or
26 under the authority of a Board of Directors. The number of Directors shall consist
27 of no fewer than nine (9) and no more than fifteen (15) voting members. A voting
28 member shall be either an elected Board member or an elected officer. A
29 representative of the Kansas Department of Health and Environment, State
30 Office of Rural Health may serve as an additional member of the Board with full
31 privileges.
32

33 There shall be an initial interim board that will serve no longer than one year with
34 seven members and a standing member from the KDHE with the task of
35 developing a permanent board of directors and suggesting other amendments as
36 required. This Interim Board would have the full function of the BOD to carry out
37 the business of the Kansas Rural Health Association and be tasked with
38 designing the composition of the permanent BOD.
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1 Section 2. Eligibility.

2
3 In order to be nominated for, or hold office on the Board of Directors, the
4 individual must be a member of the Association as defined in Article III.

5
6 Section 3. Directors' Term of Office.

7
8 All members of the Board shall serve three-year terms, not to exceed three (3)
9 consecutive terms. Any director may succeed his or her term but may not serve
10 more than three terms in succession, unless as necessary to fulfill elected office.
11 The fulfillment of the initial year of Board membership, or the remainder of the
12 term of another Board member, shall not be included in the three-term limit.

13
14 Election will be by annual conference or electronic/mailed ballots. Election shall
15 be determined by a majority vote of qualified members.

16
17 Section 4. Directors' Powers and Duties.

18
19 Subject to any limitation in the Articles of Incorporation and these By-Laws, and
20 the laws of the State of Kansas, the Board of Directors shall have the
21 responsibility and the authority to supervise and direct the activities and
22 resources of the Association, and to conduct all business and affairs of the
23 Association in furtherance of its mission and goals.

24
25 A director shall perform all duties, including service on any Committee of the
26 Board, in good faith and in a manner that the Director believes to be in the best
27 interests of the Association.

28
29 DIRECTORS SHALL:

- 30
- 31 A. Attend the meetings of the Board of Directors.
 - 32
 - 33 B. Affirm the work of the Kansas Rural Health Association.
 - 34
 - 35 C. Keep a complete record of all minutes and acts, and present a full
36 statement at the annual membership meeting, showing in detail the
37 condition and affairs of the Association.
 - 38
 - 39 D. Manage the affairs of the Association and make an annual report of
40 its activities to the membership at the annual meeting.
 - 41
 - 42 E. Act as trustees for all property, real and personal, the Association
43 may acquire.
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 - 45 F. Approve and authorize all unusual or extraordinary expenditures of
46 Association funds.

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- 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 Kansas 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 Kansas, 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.
- 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. Executive Session

Executive session may be called during a meeting of the Board to address confidential issues and personnel issues. During any regular meeting of the Board the President must announce that the Board is entering executive session

1 and state the purpose and expected duration of the session. Non-Board
2 members will then be excused from the meeting during executive session.

3
4 Section 7. Special Meetings.

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

11
12 Section 8. Vacancy/Removal from Board.

13
14 Any member of the Board who misses four (4) consecutive regular meetings of
15 the Board shall be removed and shall be notified in writing by the Presiding
16 Officer of the fourth meeting. Any vacancy may be filled through appointment of
17 the Board for the remainder of the term of the vacated position.

18
19 Section 9. Quorum/Adjournment

20
21 A simple majority of the members of the Board of Directors shall constitute a
22 quorum for the transaction of business.

23
24 The act of a majority of the Directors present at a meeting when there is a
25 quorum shall be the act of the Board of Directors, unless the act of a greater
26 number is required by statute, these By-Laws, or the Articles of Incorporation.

27
28 Section 10. Compensation

29
30 Members of the Board of Directors shall not receive compensation for their
31 services, but may, as determined by Board policy, receive reimbursement for
32 such reasonable expenses as may be necessary pursuant to the business of the
33 Association.

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36 Section 11. Liability

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38 Except as otherwise provided in Chapter 504A of the Kansas Code, a director,
39 officer, employee, or member of the corporation is not liable on the corporation's
40 debts nor obligations and a director, officer, member, or other volunteer is not
41 personally liable in that capacity, for a claim based upon an act or omission of the
42 person performed in the discharge of the person's duties, except for a breach of
43 the duty of loyalty to the corporation, for acts or omissions not in good faith or
44 which involve intentional misconduct or knowing violation of the law, or for a
45 transaction from which the person derives an improper personal benefit. If
46 Kansas law is hereafter changed to permit further elimination of limitation of the

1 liability of directors to the corporation or its members, then the liability of a
2 director of this corporation shall be eliminated or limited to the full extent then
3 permitted.

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6 **ARTICLE VII**
7 **Committees**
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9 Section 1. Committee Administration.

10
11 The Committee chairperson shall be responsible for overseeing the activities of
12 the Committee and be responsible for:

- 13
14 A. Appointment of a vice chairperson.
15
16 B. Reporting to the Board regularly on the progress of the committee.
17
18 C. Assuring that minutes are recorded.
19
20 D. Being prepared to report committee activities at regular Board
21 meetings (in person or by written report).
22
23 E. Briefly summarizing activities for the past year for presentation at
24 the Annual Meeting.
25
26
27

28 Section 2. Committees of the Association.

29
30 Executive Committee

31
32 The purpose of the executive committee is to direct the work of the
33 Association between the board meetings. The executive committee is made up
34 of the officers of the Association.
35

36 Budget and Finance Committee.

37
38 The purpose of this committee is financial planning, preparation and
39 administration of the budget and fundraising.
40

41 By-Laws Committee.

42
43 The major purpose of the By-Laws Committee is to review, update and
44 recommend proposed changes to the By-Laws to the Board and general
45 membership at the annual meeting.
46

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

3
4 **ARTICLE VIII**
5 **Dissolution**
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7 Upon the dissolution of the corporation, the Board of Directors shall, after paying
8 or making provision for the payment of all liabilities of the corporation, dispose of
9 all of the assets of the corporation exclusively for the purposes of the corporation
10 in such manner, or to such organization or organizations organized and operated
11 exclusively for charitable, educational, religious, or scientific purposes as shall at
12 the time qualify as an exempt organization or organizations under Section 501 (c)
13 of the Internal Revenue Code, as the Board of Directors shall determine.
14
15

1
2 **Procedures of the Kansas Rural Health Association**
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4 Procedures are defined as those office and administrative practices that carry out
5 the By-Laws and the directions of the Board of Directors. The Board, to direct
6 staff and other functionaries of the Board, sets procedures.
7

8 **Membership Categories:**
9

10 Membership categories are established by the Board of Directors and published
11 in the brochure by the Membership Committee. The categories are listed below:
12

- 13 A. Individual. Any eligible individual not holding membership in another
14 category (except Honorary).
15
16 B. Honorary. The Board of Directors may grant honorary memberships
17 as appropriate to further the purposes of the Association. Honorary
18 members shall have all rights and privileges of membership except
19 voting and holding office.
20
21 C. Student. Persons who are enrolled as full-time graduate school,
22 college or high school students.
23
24 D. Organization. Any legally constituted organization, association or
25 corporation.
26
27 E. Associate. An individual or organizational member who wishes to
28 show support, and receive mailings, but who does not intend to attend
29 meetings. Members in this category would not be eligible to vote, and
30 would not be counted in determining the quorum necessary to conduct
31 business.
32

33 **Membership Term:**
34

35 Membership shall be effective upon receipt of dues and shall continue through
36 the end of the calendar year. Membership shall be renewable annually, and
37 initial dues paid after October 1 shall continue the membership through the
38 following calendar year.
39

40 **Elections and term of office:**
41

42 President: A candidate for the Office of President-Elect must be a current
43 member and either a current or a past member of the Board.
44

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

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BOD officers: Officers are elected by majority vote of the Board at the first Board meeting after the annual conference. Office so elected is Secretary-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.