



NEBRASKA RURAL HEALTH ASSOCIATION

Administrative
Policy Manual

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SECTION A

NEBRASKA RURAL HEALTH ASSOCIATION

BYLAWS

ARTICLE I. NAME

Section 1. Name.

The name of the corporation shall be the Nebraska Rural Health Association, (the “Association”) incorporated under the laws of State of Nebraska as filed in the Office of the Secretary of State as provided by the Nebraska Nonprofit Corporation Act, as amended (the “Act”), herein after referred to as the Association.

ARTICLE II. OFFICES

The principal office of the Association shall be located in a Nebraska city designated by the Board of Directors.

The Association shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the 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. MEMBERS

Section 1. Eligibility

The Association's diverse constituency shall be composed of individuals, community representatives, corporations, students, and organizations interested in supporting and providing leadership on rural health issues through legislation, communication, education and advocacy.

Section 2. Definition of Membership Categories

A. Individual. Eligible individual not holding membership in another category.

B. Organization. An organization that ~~is~~ has the authority to identify five (5) members of their organization as individual members and is encouraged to include members of the outside community within this group.

C. Student. A natural person who is enrolled as full-time (at least 12 credit hours) college or a high school student.

E. Consumer. Community persons who are non-health care providers.

F. Corporate Sponsor. A company that provides support to the Association. Corporate sponsors which are approved by the Association’s Board of Directors have the authority to identify up to (5) members of their organization as individual members depending on the level of sponsorship.

G. Health Professional

H. Rural Health Clinics. The federally designated RHC that has the authority to identify three (3) members of their organization as individual members and is encouraged to include members of the outside community within this group.

Section 3. Voting Rights

A. Each individual and consumer in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

B. Organizational (Five votes) and Rural Health Clinics (3 votes) in good standing shall be entitled the number of votes on each matter submitted to a vote of the membership.

C. Non-Voting Members: Students and Corporate Sponsors are not entitled to vote on any matter submitted to a vote of the membership.

Section 4. Privileges.

Each member of the Association, in good standing, may hold office, be eligible to be elected as a member of the Board of Directors, and serve on Association committees.

Section 5. Term

Membership shall be effective upon receipt of dues and shall continue through the end of the calendar year. Membership shall be renewable annually. Any member failing to pay their dues by March 1st of each year shall be dropped as a current member of the Association.

Section 6. Dues.

The amount of membership dues shall be determined annually for each category of membership by the Board of Directors.

ARTICLE IV. PARLIAMENTARY AUTHORITY

All meetings and business of the Association will be conducted under the provisions of Roberts Rules of Order (revised), except as superseded by these bylaws.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting of the Members.

The members shall hold an annual meeting on the second Friday of November of each year. At the annual meeting, members shall complete the election of Board members up for election and vote on such other business stated in the notice to members, delivered in accordance with the Act. Members may participate through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

Section 2. Special General Membership Meeting

Meetings of the general 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 members of the Association. Notice of a special meeting, stating the purpose, time and place thereof, shall be provided by the President to all members.

Section 3. Place of Meeting

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

Section 4. Quorum: Action of Members

Ten percent of the votes entitled to be cast on a matter shall constitute a quorum of the members. Any action that may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.

The written ballot shall one set forth the proposed action, and to provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of those cast by ballot exceeds the quorum required above, and the number of approvals equals at least a majority of votes cast or such other number required by the Act. Also cetaceans for votes by written ballot shall:

- i. indicate the number of responses required to constitute a quorum;
- ii. state the percentage of approvals necessary to improve each matter; and
- iii. specify the time by which a ballot must be received to be counted.

Provided that a written ballot meets the foregoing requirements, the associate Association may send such ballots electronically to the email address to each member on record with the Association.

ARTICLE VI. OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers

The officers shall be a President, President-Elect, Treasurer, Secretary, and immediate past President.

Section 2. Elections

A President, President-Elect, Treasurer, and Secretary shall be elected annually by the Board of Directors at their final meeting of the calendar year for serving during the next calendar year.

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, Treasurer, Secretary. 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 Board, upon three-fourths (3/4) majority vote, shall appoint a past President to fill the unexpired portion of the term.

B. A vacancy in the office of President-Elect shall be filled by the Board in an interim position by the Board of Directors the next regularly scheduled meeting.

C. A vacancy in the office of the Treasurer or Secretary shall be filled by the Board of Directors.

D. After completing their terms as officers, the President, Secretary, Treasurer, and Past President may return to their Board seats to complete the remaining years of their Board terms.

Section 4. President

A. Committee Membership. The President shall be a member of the Executive Committee, the Board of Directors, and all committees of the Association.

B. Duties. The President shall be the principal executive officer of the Association and shall in general supervise all the business and affairs of the Association and shall preside at all meetings of the members and of the Board of Directors. The President may execute, with the Treasurer, or any other individual of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized.

C. Term Length. The President shall serve a one-year term.

Section 5. President-Elect

A. Committee Membership. The President-Elect shall be a member of both the Executive Committee and the Board of Directors.

B. Duties. The President-Elect shall assist the President as presiding officer and shall perform all duties as incident to the office of President-Elect and other duties as may be prescribed by the Board of Directors or President. The President-Elect shall be responsible for the Board of Directors nomination process outlined in ARTICLE X, Section 1.

C. Term Length. The President-Elect shall serve for a one-year term.

Section 6. Treasurer

A. Committee Membership. The Treasurer shall be a member of both the Executive Committee and the Board of Directors.

B. Duties. The Treasurer shall be provided with a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be responsible to oversee all funds and securities of the Association; oversee the process of the Executive Director's handling of Association finances including receive 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. In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

At the direction of the Board of Directors, the Treasurer will cause an audit or review to be performed by a Certified Public Accountant every other year and assure adequate copies to be presented to the Board of Directors. The Treasurer performs all duties as incident to the office of Treasurer and other duties as may be prescribed by the Board of Directors or President.

The Executive Director shall assist the Treasurer in the performance of such duties. The Board of Directors may require a bond for the faithful discharge of the Treasurer's and/or the Executive Director's duties and shall pay for such required bond

C. Term Length. The Treasurer shall serve a one (1) year term.

Section 7. Secretary

A. Committee Membership. The Secretary shall be a member of both the Executive Committee and the Board of Directors

B. Duties. The Secretary shall oversee the complete records of all proceedings of the Association, Executive Committee, and the Board and shall perform all duties as incident to the office of Secretary and all other duties as may be prescribed by the Board of Directors or President. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; act as the custodian of the corporate records; see that the execution of all documents on behalf of the Association. The Executive Director shall have custody of all records except as otherwise provided for by the Board of Directors; shall notify all officers and Board members of their election or appointment.

C. Term Length. The Secretary shall serve a one-year term.

Section 8. Immediate Past President

The immediate past President shall be a member of both the Executive Committee and the Board of Directors.

The Immediate Past President shall serve out their one-year term regardless of the number of terms they have served on the Board.

Section 8. Executive Director.

The Board of Directors shall be assisted in the performance of their duties by an Executive Director, employed or contracted by and directly responsible to the Board of Directors. Compensation may be provided as determined by the Executive committee of the Board of Directors. The Executive Director shall be an officer of the Association and an ex-officio member of the Board of Directors; the Executive Committee and all other standing committees; without voting privileges. He/she shall direct and manage all functions and activities of the Association not assigned to other officers; shall assist such officers and perform such other duties as may be specified by the Board. The Executive Director may be hired or removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Director.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition and Number

A. The corporate powers of this Association shall be vested in and exercised by or under the authority of a Board of Directors, which consists of the officers and the elected Board members. The Board of Directors shall have twelve (12) voting members.

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 and must either be a resident of or employed in the state of Nebraska.

Section 3. Board Members' Term of Office.

All members of the Board shall serve three-year terms not to exceed two (2) consecutive terms. Any Board member may succeed himself/herself but may not serve more than two terms in succession. The fulfillment of the remainder of the term of another Board member shall not be included in the two three year term limits.

Section 4. Board Members' Powers and Duties.

Subject to any limitation in the Articles of Incorporation and these bylaws, and the laws of the State of Nebraska, the Board of Directors shall have the responsibility and 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 purposes.

A Board member shall perform duties, including service on any committee of the Board, in good faith and in a manner that the Board member believes to be in the best interests of the Association.

BOARD MEMBERS SHALL:

A. Cause to be kept a complete record of all minutes and acts, and to present a full statement at the annual membership meeting of the general membership, showing in detail the condition and affairs of the Association.

B. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.

C. Act as trustee for all property, real and personal, the Association may acquire.

D. Approve and authorize all unusual or extraordinary expenditures of Association funds.

E. Adopt the annual budget for the Association.

F. Adopt such rules as are necessary to conduct its affairs.

G. Establish committees and define their duties, except as otherwise provided in these bylaws.

H. Approve the appointment of official representatives and define their duties.

I. Elect or remove, or fill vacancies of, any officer, agent, or employee of the Association; prescribe such powers and duties for them as may be consistent with the laws of the State of Nebraska, the Articles of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.

J. Employ or contract for administration staff or Executive Director; Approve a compensation plan and job descriptions.

K. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.

Section 5. Regular Meetings.

Regular meetings of the Board shall be held at least five (5) times during a calendar year at place determined by the President. Board meeting can be held either-face-to-or by electronic communication. All regular, special, or committee meetings of the Board are open meetings. However, only members of the Board and are required to be notified of such meetings. A schedule of meeting for the year shall be developed by the Executive Director and approved by the President.

Section 6. Special Meetings.

A. Special meetings of the Board may be called by the President or a majority of the members of the Board. At least five (5) days in advance, notice of the time and place of such meetings shall be given to each Board member, verbally, or by mail, email, telephone or wire.

Section 7. Electronic Communication

A. Attendance by telephone or video conferencing. Board members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting. The same notice shall be given of the conference as would be sufficient to constitute a quorum at the meeting.

B. Action Without Meeting. Any action required to be taken at a meeting of the Directors of the corporation or any other action which may be taken at a meeting of Directors, may be taken without meeting if requested by the President. Any action taken without a meeting must be recorded in the minutes and approved at the next regularly scheduled Board meeting. An act of the Board that requires an affirmative vote may be collected by commonly used forms of electronic communications, such as email.

Section 8. Vacancy/Removal from Board

Any member of the Board who misses three (3) consecutive meetings shall submit a written resignation to the President of the Board for action. If such resignation is not received prior to the fourth consecutive absence, the Board may declare the position vacant.

A. Removal. Any Board member may be removed, by a majority vote of the members at a special meeting of the members pursuant to a notice specifying the purpose of the meeting.

B. Vacancy. Any vacancy on the Board may be filled through appointment by the remaining members of the Board for the remainder of the term of the vacated position or as otherwise prescribed by these bylaws.

Section 9. Quorum

The Board of Directors present, but not less than one-half (1/2) of the current Board members shall constitute a quorum for the transaction of business.

Section 10. Compensation

Members of the Board of Directors shall receive no 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.

Section 11. Conflict of Interest

Each Board member will be required to complete a conflict of interest statement which will describe the policy on an annual basis.

Section 12. Ex-Officio Members

Ex-officio members to the NERHA Board shall be determined by the Executive Committee, with the approval of the Board.

Section 13. Manner of Acting.

The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. Each Director shall have one vote on any given matter before the Board. No Director may vote by proxy.

Section 14. Policy and Legislation

The Board of Directors is responsible for the Association's representation and advocacy efforts at the state and federal level. The Association seeks to establish broad membership consensus on issues that affect the quality and quantity of services and activities for the public's health.

ARTICLE VIII. REPRESENTATIVES

Section 1. National Rural Health Association

The President and Executive Director shall serve on the National Rural Health Association's State Association Council. They shall serve one (1) year terms.

Section 2. Other Representatives

The Board of Directors shall decide to which other organizations the Association shall send representatives and prescribe the qualifications for each representative.

Section 3. Appointments

The President shall have the authority to appoint from the members in good standing as the official representatives of the Association to other organizations. The term of appointment of such representative shall run concurrently with that of the President.

ARTICLE IX. COMMITTEES

Section 1. Committees of the Association

The following committees shall serve as standing committees of the Association. The Board of Directors shall appoint all committee members.

A. Executive Committee

The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, immediate past President. The purpose of the Executive Committee is to make decisions that cannot be postponed until the regular meeting of the Board of Directors. The Executive committee shall be responsible all personnel issues with the Association's administrative staff or Executive Director, including all hiring and firing, contract development and performance evaluations.

B. Annual Conference Committee

The conference committee is responsible for providing input on the programming and content of the annual Nebraska Rural Health Conference. The Executive Director shall serve as the chair of the conference committee. Committee membership shall be recruited from the general membership and shall have no less than four (4) members and will not exceed 10 members. Committee members shall be approved by the Board of Directors on an annual basis.

Section 2. Ad Hoc Committees

The Board of Directors shall establish such working or ad hoc committees as are needed to conduct the business of the Association, The ad hoc committee will serve a specified period of time as determined by the President and issue a final report to the Board of Directors.

Section 3: Committee Chairman; Minutes; Members.

The Board of Directors will select all committees and appoint the chairperson, unless the composition or chair is specified in these Bylaws. All committees will keep records of the meetings. Members who are not members of the Board are eligible for appointment to committee.

Section 4. Term of Office

Each member of a committee shall serve for the term one (1) year.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting, including the business segment of the annual meeting at which a quorum is present, shall be the act of the committee.

ARTICLE X. NOMINATIONS PROCESS

Section 1. Nominations to the Board of Directors

By August 1st of each year, the President-Elect shall notify the membership of vacancies on the Board and solicit nominations from the membership. The President-Elect shall oversee the Executive Director in developing a Nominations Form including a list of questions to be answered by all candidates that shall serve the purpose of demonstrating both their qualifications and interest in the offices or positions. Any failure to respond to any or all of these questions is not cause for an individual's name to be removed from the ballot. All nominations shall be sent to the President-Elect on or before September 15st of each year.

Section 2. Membership Voting.

The Executive Director will present in writing to the membership the nominations for the Board of Directors a on or before October 15th each year. Each member, in good standing, shall have the opportunity to vote as set forth in Section 4, Article V, or as otherwise provided by the Act. Each member is entitled to cast the number of votes as determined for their membership category outlined in Article III for each Association Board member to be elected. The candidates receiving a plurality of the votes cast for that office shall be elected. Voting shall be completed by the second Friday of November each year. In the event of a tie, the election shall be held again between the two candidates.

ARTICLE XI. CONTRACT, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract and execute and deliver any instrument in the name of or on behalf of the Association within the provisions of these bylaws. Such authority may be general or may be confined to a specific instance or transaction.

Section 2. Financial Policy

A. Checks and Drafts. Signatures on all checks drawn on Nebraska Rural Health Association accounts shall be that of the Executive Director and the Treasurer, or other authorized member of the Board of Directors. All payments to the Executive Director must be signed by the Treasurer.

Section 3. Deposits

All funds of the Association shall be deposited in a timely fashion to the credit of the Association as described in Article VI, Section 6. The Executive Director shall establish or maintain a checking account in the corporate name of the Association. All accounts shall be established according to the fiscal policies established by the Board of Directors. All bank statements shall be sent directly to the Treasurer.

The Treasurer, with the advice of the Executive Director, shall be responsible for establishing or maintaining a savings account with, and for the purchase of appropriate investment vehicles, from a bank or other financial institution convenient to the Treasurer. This account and investments shall be used for depositing Association funds not needed for regular operating expenses. All deposits and withdrawals must be reviewed by the Board and entered into the official minutes of the Association. The Treasurer shall request Board approval of an investment plan at a Board meeting.

Section 4. Revenue

The Board of Directors may accept in the name of, and on behalf of the Association, any contribution, gift, grant, contract bequest or device for any purpose of the Association. Any revenue generated by the Association shall become the property of the Association and shall be deposited accordingly. All gifts will be accepted within boundaries of the appropriate ethics as established by the Board.

Section 5. Bonding

All officers and other persons authorized to handle or disburse the funds of the Association may, at the discretion of the Board, be bonded at the expense of the Association in such amount as the Board may determine to be adequate for the protection of the Association.

Section 6. Loans

No loans shall be made by the Association to its Board members or officers.

ARTICLE XII. BOOKS AND RECORDS

Section 1. Responsibility

The Secretary and the Treasurer shall oversee the Executive Director to assure that correct and complete books and records of the Association are maintained. The Association will keep a complete record of proceedings of meetings of the Board of Directors and all committees. The Board shall be responsible for assuring the accuracy of all records.

Section 2. Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE XIII. INDEMNIFICATION

Section 1

The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former Board member, officer, or employee of the Association in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by a person while the Board member, officer, or employee, or by the Association, or by both, whether or not the Association is joined as a party dependent, provided the Board of Directors determines in its sole discretion that such Board member, officer, or employee was acting in good faith within, or within what he/she reasonably believed to be, the scope of his/her employment or authority and for a purpose which was, or which he/she reasonably believed to be, in the best interest of the Association.

Section 2. Liability Limits

The Board members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under Nebraska State Law, provided, however, that this limitation shall not eliminate or limit the liability of a Board member for acts or omissions that involve intentional misconduct by a Board member, or a knowing violation of law.

Section 3

Payment authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and costs of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisors of such person.

ARTICLE XIV. DISSOLUTION

Section 1

The activities of the Association shall be so conducted in such fashion that no part of its income or property and earnings shall inure to the benefit of any member, Director, officer, or other individual or institution or Association. Upon dissolution, any assets of the Association shall be distributed to an organization enjoying an exempt status under Section 501 (C) 3 of the Internal Revenue Code or successor statutory authority.

ARTICLE XVI. WAIVER OF NOTICE

Section 1

Whenever any notice is required to be given under the provisions of applicable statutes, bylaws or Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Signing an approval of any minutes or resolution of any meeting of the Board shall be deemed a waiver of notice thereof. Audiotapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

ARTICLE XV. AMENDMENTS

Section 1

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by two thirds of the votes cast or a majority of the voting power, whichever is less, of the members if at least thirty (30) days' notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

ARTICLE XVI. ADMINISTRATIVE POLICY MANUAL

These bylaws will be accompanied by an Administrative Policy Manual containing the policies established by the Board of Directors. All policies governing the Association shall be approved by the Board of Directors and may be modified by them as needed.

ARTICLE XVII. STATEMENT OF NONDISCRIMINATION

It is the policy of the Nebraska Rural Health Association to provide equal opportunity to all members, Board members, employees, contractors, subcontractors, and volunteers regardless of any individual's race, religion, sex, national origin, age, disability or any other protected class status in accordance with applicable federal law. In addition, it is the policy of the Nebraska Rural Health Association to comply with applicable state and local laws governing nondiscrimination.

In support of this policy, the Nebraska Rural Health Association expressly prohibits any form of harassment based on race, religion, sex, national origin, age, disability or an individual's status in any class protected by applicable federal, state, or local law. (Title VI)

SECTION B

DUTIES OF OFFICERS

All officers and members of committees must be members, in good standing, of this Association at the time of their election or appointment and must maintain such membership during their terms of office.

Elected and appointed terms shall run January 1st to December 31st of each NERHA fiscal year. Elected officers hold office for one year. Secretary and Treasurer who shall hold office for two years alternating offices or until their successors are elected and installed.

When an office or committee member shall cease to be a member of this Association, he/she shall also cease to be an officer or committee member and the President of this Association shall declare his/her position vacant. The NERHA Board of Directors shall have the power to fill any vacancies in a committee or in the office of Vice President, Secretary, Treasurer until the next election by membership. In the event of a vacancy in the office of President, the President Elect will fill the unexpired term of office.

GENERAL REQUIREMENTS:

1. Must be a member of NERHA in good standing.
2. Shall serve as a member of the Board of Directors, holding no more than one (1) voting position.
3. Shall represent the general membership to the best of their ability.
4. Shall be familiar with NERHA's bylaws, policies, and procedures.
5. Shall be familiar with the parliamentary procedures guidelines.
6. Shall review the Board Policy Manual periodically for deadline dates of various responsibilities.
7. Shall notify the Executive Director and President seven (7) days in advance if unable to attend a Board meeting or Annual Session.

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8. Elected officers shall attend fifty percent (50%) of the scheduled meetings on an annual basis.
 9. Absences in excess of this percentage may be subject to suspension or termination from their leadership capacity. Written notification immediately to the President if any prolonged absence from NERHA activities is necessary.
 10. Shall promptly submit requests for reimbursement of budgeted expenses to the Executive Director.
 11. Student members may be appointed to serve on committees at the discretion of the NERHA Board of Directors. Student members are non-voting members and are not eligible to hold an office or chair position or vote on any matter.

Conflicts of Interest

In accepting a position with the NERHA, a Board member makes a commitment to perform his/her duties honestly, responsibly and in good faith. NERHA recognizes that those selected to serve with the organization may have diverse financial and professional interests. Nonetheless, the member agrees that he/she shall not use his/her position with NERHA for personal gain and shall exercise particular care that no detriment to NERHA results from conflicts between the member's interests and those of NERHA.

The member acknowledges and agrees that a conflict of interest may exist when the interests or concerns of the member, an immediate family member of the member, or any other group affiliated with the member, may be viewed as competing with the interests or concerns of NERHA. The member further acknowledges and agrees that a conflict of interest may also exist if the member, an immediate family member of the member, or any other group affiliated with the member has a financial interest in or may gain personally from a policy or activity that is directed by NERHA.

Any the member who believes he or she may have a conflict of interest shall disclose the nature of the potential conflict to NERHA Board of Directors. If NERHA, excluding the member who has the potential conflict of interest, determines that a conflict does exist, NERHA shall take steps necessary to ensure that the conflict does not adversely impact the organization. (For example, if the conflict of interest is relevant to a matter requiring action by NERHA, the member involved shall be excused from the room during the deliberation of the matter, and shall not vote on the matter. Further, the minutes of the relevant meeting shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion and did not vote)

At such time, he/she shall be required to submit a statement regarding the existence of any conflicts of interest. Further, the member shall immediately notify NERHA if a conflict of interest should arise after the submission of the annual disclosure statement.

SPECIFIC DUTIES OF OFFICERS - EXECUTIVE RESPONSIBILITIES:

A. PRESIDENT – EXECUTIVE RESPONSIBILITIES

The President shall serve as:

- The official NERHA representative at all professional functions.
- Chair of the Board of Directors, presiding at all meetings.
- Ex-officio member of all committees.
- Call special meetings of the Board of Directors as necessary.
- Receive a per diem per travel day when conducting NERHA business a distance greater than 100 miles from place of residence, as budgeted.
- Attend the annual rural health conference.
- Appoint chairs and members of Ad Hoc committees created by the Board of Directors.

GENERAL RESPONSIBILITIES:

- Serve a one (1) year term.
- Approve recommended time and place for all Board meetings.
- Answer all correspondence related to the office, sending copies to related individuals and keeping a copy on file.
- Submit a color photo.
- Serve in accordance with the NERHA Bylaws.

SPECIFIC RESPONSIBILITIES:

The President shall:

- a. Issue public statements in the name of the Nebraska Rural Health Association only when that statement is clearly in accord with the policies of this Association as expressed by the NERHA Board of Directors.
- b. Call a minimum of (5) five meetings a year of the Board of Directors.
- c. Submit names to be approved by the Board of Directors for all appointive officers and standing committees.
- d. Keep the President Elect informed of all of the duties and activities of the office of the President since the President Elect may be called upon at any time to assume the duties of the President.
- e. Call any special sessions of the NERHA as specified in the Bylaws.
- f. Notify honorary members and life members of election to membership and present same with certificates/plaques.
- g. Deliver an address at Annual Rural Health Conference.
- h. Prepare project proposals, consisting of objectives and strategies, to be submitted to the President Elect for the Strategic Planning Meeting.

B. PRESIDENT-ELECT – EXECUTIVE RESPONSIBILITIES

The President-Elect shall serve:

- As a NERHA officer and voting member of the Board of Directors.
- A (1) one year term and succeed to the office of President without another election at the next Annual Session.
- As President during any absence or disability of the President.

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- As an ex-officio member of all NERHA committees as requested
 - Assist the President as required.
 - Plan all proposed committee, liaison, and special committee appointments with input from component Directors.
 - Submit a color photo.
 - Serve in accordance with the NERHA Bylaws.

SPECIFIC RESPONSIBILITIES:

The President-Elect shall

- a. Perform the duties and carry out responsibilities as delegated by the President and Board of Directors.
- b. Fill the unexpired term of the President in case of death, resignation or removal from office.
- c. Act as an official representative of NERHA for any liaison with other organizations under the direction of the President and with the approval of the Board of Directors.
- d. Promote liaison activity and serve as an advisor to all components.

C. IMMEDIATE PAST-PRESIDENT – EXECUTIVE RESPONSIBILITIES

GENERAL RESPONSIBILITIES

The Immediate Past-President shall:

- Serve a one (1) year term.
- Assist the President as requested.
- Submit a color photo.
- Serve in accordance with the NERHA Bylaws.

SPECIFIC RESPONSIBILITIES:

The Immediate Past President shall:

- a. Perform all duties that are incidental to this office, prescribed by the Board of Directors or by the Bylaws.
- b. Serve as a voting member of the Board of Directors.
- c. Oversee elections each year.

E. SECRETARY - EXECUTIVE RESPONSIBILITIES

GENERAL RESPONSIBILITIES

The Secretary shall:

- Serve a (2) year term.
- Assist the President as requested.
- Submit a color photo.
- Serve in accordance with the NERHA Bylaws.

SPECIFIC RESPONSIBILITIES:

The Secretary shall:

- a. Call roll, certify quorum, and record minutes of NERHA meetings.
- b. Serve in accordance with the NERHA Bylaws.
- c. Serve as a voting member of the Board of Directors.
- d. Perform the duties and carry out responsibilities as delegated by the President and Board of Directors.
- e. Serve as secretary for all business meetings of the NERHA including reviewing the minutes taken by the Executive Director within (2) two weeks following the Board of Directors Meeting.
- f. Request reports from all officers and committee chairs as needed.
- g. Refer pertinent correspondence and requests for information to the appropriate committee.

F. TREASURER - EXECUTIVE RESPONSIBILITIES

GENERAL RESPONSIBILITIES

The Treasurer shall:

- a. Serve a two (2) year term.
- b. Serve as a voting member of the Board of Directors.
- c. Assist the President as requested.
- d. Submit a color photo
- e. Serve in accordance with the NERHA Bylaws.

SPECIFIC RESPONSIBILITIES

The Treasurer shall:

Oversee the Executive Director in regard to all financial activities of the Association including:

- a. Maintaining NERHA checking and savings accounts.
- b. Provide a report of the financial status of NERHA at each Board meeting.
- c. Oversee the filing of Form 990, IRS Return of Organization Exempt from Income Tax, at the end of each fiscal year (May 30th).
- d. Collect all bank statements on a monthly basis and review all statement for appropriate transactions.
- e. Ensure that the Corporate Bi-Annual Report with Nebraska Secretary of State is filed.
- f. Sign all checks for contract payments to the Executive Director

BOARD OF DIRECTORS - EXECUTIVE RESPONSIBILITIES

The Board shall:

- a. Meet five (5) times a year.
- b. Adhere to the bylaws of NERHA.
- c. Control and manage the property and affairs of NERHA.
- d. Conduct the business of NERHA.
- e. Review all reports and resolutions submitted to the Board, make a judgment, and direct them to the appropriate officer, committee or special committee

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- f. Review all financial plans, make a judgment, and present them to the appropriate committee.
 - g. Create special committees as necessary.
 - h. Review all contracts prior to signing.

Board members shall:

- a. Attend all Board meetings.
- b. Notify President and Executive Director if unable to attend a Board meeting.
- c. Any Director missing three (3) consecutive Board meetings shall be replaced.
- d. Attend Strategic Planning Session.
- e. Review reports prior to BOD meeting and contact appropriate office or committee for clarity or concern if needed.

STANDING RULES OF THE BOARD OF DIRECTORS

The order of business for regular sessions of the Board of Directors shall include the following:

1. Call to order
2. Roll call
3. Approval of minutes of previous meeting as emailed
4. Approval of agenda
5. Report of executive director
6. Reports of committees
7. Reports of special committees
8. Review and Evaluate Strategic Plan
9. Unfinished business
10. New business
11. Announcements
12. Adjournment

Agenda:

- a. The agenda shall be prepared by the Executive Director and shall be distributed to Board members prior to the board meeting.
- b. Agenda items may be omitted by unanimous consent of the Board.
- c. New business may be added to the agenda by majority consent of the Board.
- d. More important items of business shall be scheduled at a reasonably early time during the meeting, if necessary.
- e. The President shall officially call for submission of agenda items. Board members who have business to be placed on the agenda shall submit the item to the President observing a deadline set by the President.
- f. The adoption of the agenda shall not prevent items of business from being postponed, considered, or decided during the meeting.
- g. Postponements shall be avoided if at all possible.
- h. A majority vote of the Board shall be required to allow a Board nonmember to attend an executive session. The President shall determine a time limit for informal discussion and executive session.
- i. No Board of Directors member shall speak in debate more than one (1) time on the same question until each member wishing to speak to the issue has done so. Debate is limited to three (3) minutes per speaker.

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- j. Motions not contained in the report of an officer, committee, liaison, or special committee shall be introduced under New Business.
 - k. Resolutions contained in an officer's report shall require a second for consideration. Resolutions presented in the report of a committee, liaison, or special committee shall be moved and seconded by Board members for consideration.
 - l. A resolution may be withdrawn by the maker with the consent of the Board. A withdrawn resolution does not appear in the minutes.
 - m. In order to move the previous question (call the question—to close debate), one must obtain the floor, a second must be obtained, and a two-thirds vote is required for passage.
 - n. When a member of the Board leaves before the meeting is adjourned, that person should acquire recognition by the chair and request permission to do so.

EXECUTIVE DIRECTOR - EXECUTIVE RESPONSIBILITIES

The Executive Director shall be an officer of the Association and an ex-officio member of the Board of Directors; the Executive Committee and all other standing committees; without voting privileges. He/she shall direct and manage all functions and activities of the Association not assigned to other officers; shall assist such officers and perform such other duties as may be specified by the Board. The Executive Director may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Director.

The Executive Director shall:

- Maintain a current list of mail and e-mail addresses and home/office/fax telephone numbers of all NERHA officers, committees, liaisons, special committees, and component officers. The year each officer's term ends shall be indicated beside their name.
- Maintain all NERHA files including electronic files.
- At least two weeks in advance of each Board meeting, provide Board of Directors with all materials and information needed including written reports submitted.
- Provide minutes to the Secretary for review and email copies to all Board members prior to the next BOD meeting. Retain a copy of each report.
- Conduct all correspondence required of you by the Association and the Board of Directors, with copies sent to the President and any other person having a direct interest in the correspondence.
- Establish and maintain a communication network with appropriate media:
 - Radio
 - Television
 - Newspapers
 - Social media
 - E-mail
 - Website
- Utilize communications network to disseminate information pertaining to NERHA activities in the following areas:
 - Legislative
- Evaluate effectiveness of the communication networks.
- Propose recommendations based on evaluations of the effectiveness of the communication networks.

PARLIAMENTARY PROCEDURES FOR NERHA - EXECUTIVE RESPONSIBILITIES

INCEPTION OF RECOMMENDATIONS AND RESOLUTIONS - BOARD OF DIRECTORS

- It is a standing rule that Board minutes are approved as e-mailed with corrections.
- All resolutions involving bylaws changes must be submitted to the Bylaws chair thirty (30) days prior to the next Board meeting to assure compliance with ADHA standards.
- The Board follows basic parliamentary procedure to either accept or reject each resolution.
- An accepted resolution resulting in a change of procedure but not policy is adopted and referred to the appropriate entity for implementation.
- If a resolution affects a change in bylaws, it is presented to the membership for a vote.

BASIC PARLIAMENTARY PROCEDURE

- To make a motion: “Name - I resolve that. . .” or “I move that. . .”
- To second the motion: “Name - Second”
- To debate the motion: “Name - I speak for/against this motion because. . .”
- To call for the question: “Name - I call the question” or just “Question”
- To vote on a motion: By show of vote cards, hands, standing, or roll call by the Executive Secretary
 - By voice - “yea” or “nay.”
 - By ballot (always for elections).
 - By general consent. Any member may call for a counted vote when in doubt.

SECTION C

GENERAL INFORMATION FOR NERHA COMMITTEES

INTRODUCTION TO COMMITTEES

The NERHA committee structure was developed to support the Association’s mission. Committee members are appointed by the NERHA President with the approval of the Board of Directors at the next Board of Directors meeting. Appointments are made to provide for equitable representation of the NERHA. In the event of a vacancy, the President appoints a successor with the approval of the Board.

COMMITTEE STRUCTURE

Members:

- Each committee shall consist of not less than three (3) members including the chair.
- Members shall be appointed annually with tenure limited to four (4) consecutive years.
- The chair should have a minimum of one year’s experience as a committee member prior to serving as chair of that particular committee, the entire tenure on a committee shall not exceed a total of four (4) years.
- The NERHA President shall serve as ex-officio members of all committees.

Board Representation on Committees:

- The President shall appoint one member of the Board of Directors to serve as advisor to each committee. The advisor serves in a non-voting capacity. The appointment shall be made on an annual basis.
- The responsibilities of the advisor are to:
 - Be familiar with the NERHA Strategic Plan and budget.
 - Be familiar with the work of the committee through reviewing minutes and reports of the previous three years and by conferring with the previous advisor, the Secretary, and the President.
 - Serve as the liaison between the Board and the committee.
 - Serve as the resource person for the committee.
 - Ensure that the Committee reviews all directives and inquiry forms.

 - Assist the President in assessing Committee activity.
 - Assist the Committee in identifying areas of interest/concern similar to those of other Committees so that they may work together, but without duplication.
 - Assist the Committee with the modification and evaluation of the three (3) year strategic plan with full regard to the NERHA operational objectives.
 - Provide comparative review of the Committee's recommendations with current NERHA policies and procedures.
 - Facilitate the Committee's extension of objectives into the future.

Subcommittees:

- As a need to accomplish the duties of the Committee is identified, the Committee Chair, with the approval of the President, may appoint a subcommittee.
- The parent Committee is responsible for the subcommittee. The Committee Chair is responsible for the continuance of the subcommittee until its duties are completed.

ADDITIONAL GENERAL INFORMATION

The committee chairs shall:

- Submit a progress report and a financial report for all Board of Directors meeting. Prior to the meeting, e-mail one (1) copy to the Secretary and one (1) copy to the President.
- Notify the President in advance if unable to attend Annual Session so that a replacement may be appointed at the first Board meeting to fulfill any Annual Session responsibilities of that committee.

Upon completion of term, the Chairs must:

- Pass on any relevant information.

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- Furnish a file containing a list of activities and committee reports during term, proposed or passed resolutions pertaining to committee, any pertinent correspondence, and a list of suggestions.

SPECIFIC DUTIES OF COMMITTEES

A. ANNUAL CONFERENCE COMMITTEE

The Annual Conference Committee shall be responsible for planning, publicizing, and conducting the annual conference, which will be the annual educational offering of the Association. The Committee may include members who are not members of the Board.

The Executive Director shall:

- Serve as the chair of the committee.
- Secure all speakers for Annual Session.
- Submit speakers' bios and course descriptions for printing.
- Secure all speakers A/V needs.
- Oversee publication of printed materials.
- Write thank you notes to guest speaker

B. LEGISLATIVE COMMITTEE

The Committee can be filled with NERHA Directors or a separate committee can be appointed. Chair(s) appointed by the President.

The committee shall:

- Be a NERHA representative for legislative activities.
- Evaluate legislative policy for implementation by the NERHA.
- Formulate legislative policy for approval by the BOD.
- Evaluate all proposed legislation affecting rural health and respond appropriately.

SECTION D

Membership Categories:

Student - \$25

This category of membership is designed for active students enrolled in any health-related training program. This is a non-voting membership.

Consumer/Community Member - \$35

This category of membership is designed for rural health advocates, consumers and community representatives. This level of membership entitles consumers and community members to full benefits and privileges listed below:

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- ◆ One vote on NeRHA matters
 - ◆ Discounts on NeRHA educational conferences and workshops
 - ◆ Monthly electronic newsletter
 - ◆ Electronic advocacy alerts and updates
 - ◆ Participation on committees
 - ◆ Other publications

Individual/Healthcare Professional - \$50

This category of membership is designed for rural health care professionals, providers, government representatives and others working in the healthcare field. This level of membership entitles healthcare professionals to full benefits and privileges listed below:

- ◆ One vote on NeRHA matters
- ◆ Discounts on NeRHA educational conferences and workshops
- ◆ Monthly electronic newsletter
- ◆ Electronic advocacy alerts and updates
- ◆ Participation on committees

Organizational Membership - \$500

Organizational membership is designed to support health care facilities (including hospitals, nursing homes, public health and mental health facilities, community centers, etc.), nonprofit organizations, government agencies, educational institutions and other organizations. This level of membership entitles organizations to full benefits and privileges listed below:

- ◆ 5 votes on NeRHA matters
- ◆ Discounts on NeRHA educational conferences and workshops (up to five people)
- ◆ Monthly electronic newsletter (up to five people)
- ◆ Electronic advocacy alerts and updates (up to five people)
- ◆ Participation on committees
- ◆ How-to-manuals for advocacy and media training
- ◆ Consultation and membership assistance
- ◆ Policy briefs on topics of importance to your organization and community
- ◆ Notices of rural health funding opportunities
- ◆ Membership directory
- ◆ Job listings on web site

Rural Health Clinics - Constituency Section - \$150 first /\$50 each additional

(Please note: If you have an organizational membership, RHCs will be \$50 each)

Rural Health Clinics – Constituency Section provides many valuable services and benefits to rural health clinics in the state including:

- ◆ Serve on Advisory Committee RHC-CS
- ◆ Three votes on NeRHA matters
- ◆ Discounts on NeRHA educational conferences and workshops

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- ◆ Monthly electronic newsletter (up to three people)
 - ◆ Electronic advocacy alerts and updates
 - ◆ Monitoring and reporting legislative and regulatory issues relating to rural health clinics

 - ◆ Sharing information and experience
 - ◆ Networking with peers and others having expertise related to rural health clinics
 - ◆ Coordination with other organizations dealing with rural health issues
 - ◆ Mutual problem solving
 - ◆ Educational conferences and workshops
 - ◆ How-to-manual for advocacy and media training

Corporate Sponsorship Program

The Nebraska Rural Health Association views its relationship with sponsors and underwriters as a partnership that is vital to our mission. Your investment generates dividends for NERHA by supporting its mission of advocacy. In return, our corporate sponsors gain the opportunity to develop long-term relationships with key decision makers in the rural health community.

Corporate Sponsorship Levels:

PLATINUM - \$3,500

One year membership in NeRHA, recognition on the web site and newsletters, rural health conference signage, complimentary prime exhibit booth at the Annual Rural Health Conference, including three conference registrations, recognition at annual awards dinner, annual meeting printed program, may contribute items for annual meeting conference bags. (Limited to one).

GOLD - \$3,000

One year membership in NeRHA, recognition on the web site, rural health conference signage, complimentary prime exhibit booth at the Annual Rural Health Conference, including two conference registrations, recognition at annual awards dinner, annual meeting printed program, may contribute items for annual meeting conference bags. (Limited to two).

SILVER - \$2,500

One year membership in NeRHA, recognition on the web site, rural health conference signage, complimentary exhibit booth at the Annual Rural Health Conference, including one conference registration, annual meeting printed program, may contribute items for annual meeting conference bags: (Limited to two).

BRONZE - \$2,000

One year membership in NeRHA, recognition on the web site, Annual Rural Health Conference signage, complimentary exhibit booth at the Annual Rural Health Conference, annual meeting printed program. (Limited to two).

SECTION E

NERHA STRATEGIC PLAN

The Board of Directors will fulfill the roles of oversight and implementation of the strategic plan. The strategic plan is a systematic process of envisioning the association's future, and translating this vision into broadly defined goals or objectives and a sequence of steps to achieve them. The strategic planning process begins during the summer Strategic Plan Meeting.

BOD members are urged to present testimony verbally and in writing for all forums. The Board of Directors reviews all testimony during Strategic Plan meeting, where the Board proceeds with the strategic planning process as they create proposed objectives, strategies and action plans which fall within the parameters of the Associations' goals. The strategic plan is then sent to committees for implementation.

The Education committee establishes a cost proposal with funding requests to be sent to the State Treasurer. The State Treasurer reviews the proposed budget, refines it further, and proposes recommendations. The budget is presented to the Board for consideration and approval at the fall Board meeting.

At the 4th quarter Board of Directors meeting the strategic plan for the upcoming year is reviewed again, finalized, and approved. The process repeats itself annually.