

BYLAWS  
HAWAII ISLAND RURAL HEALTH ASSOCIATION

ARTICLE I:  
NAME AND MISSION

SECTION 1.

The name of the corporation shall be the Hawaii Island Rural Health Association, Inc., herein after referred to as the Association, incorporated under the laws of the State of Hawaii as filed in the Department of Commerce and Consumer Affairs.

SECTION 2.

The Association is a non-profit membership organization whose mission is to work for the preservation and enhancement of health for the residents of the island of Hawaii.

ARTICLE II:  
OFFICES

The principal office of the Association shall be located in city of Hilo, Island of Hawaii. The Association may have such other offices, within the State of Hawaii, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE III:  
MEMBERS

SECTION 1. ELIGIBILITY:

The Association's membership shall be composed of individuals, honorary members, students, and organizations interested in providing leadership on rural health issues through communication, education and advocacy.

SECTION 2. DEFINITION OF MEMBERSHIP CATEGORIES:

- A. INDIVIDUAL: Any eligible individual 18 years or older.
  
- B. HONORARY: Honorary membership may be granted by the Board of Directors as appropriate to further the purpose of the Association; honorary members shall have all rights and privileges of membership except voting and holding office.
  - 1. STUDENT: Persons who are enrolled as full time college or high school students.
  - 2. SPONSOR: An individual or organization providing significant monetary or in-kind support recognized by the Board of Directors.

SECTION 3. VOTING RIGHTS:

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

SECTION 4. DUES:

The amount of membership dues shall be determined annually by the Board of Directors and approved by the general membership.

SECTION 5. TERM:

- A. The year shall begin January 1 and end December 31.
- B. Individual: Membership shall be effective upon receipt of dues and shall continue through the end of the fiscal year and shall be renewable annually. Initial membership dues paid after April 1st shall continue the membership through the following fiscal year.
- C. Honorary: Membership shall be effective upon appointment by the Board of Directors and shall be reviewed by the Board of Directors annually.

ARTICLE IV:  
MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING - GENERAL MEMBERSHIP:

An annual meeting of the Association membership will be held at a time and place to be determined by the Board. The purpose of such a meeting will be to elect the officers and Board of Directors and to conduct all such business as may be necessary to support the mission and goals of the Association.

SECTION 2. SPECIAL MEETING - GENERAL MEMBERSHIP:

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

Notice of a special meeting, stating the purpose thereof, shall be given by the Secretary to all members.

SECTION 3. PLACE OF MEETING - GENERAL MEMBERSHIP:

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

SECTION 4. QUORUM - GENERAL MEMBERSHIP MEETING:

Those members present at the annual meeting or a special meeting of the Association shall constitute a quorum for the purpose of conducting Association business.

ARTICLE V:  
OFFICERS

SECTION 1. OFFICERS:

The officers shall be a President, Vice President, Treasurer and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE:

A President, Vice President, Treasurer and Secretary shall be elected for two year terms by the members of the Association from among the membership. Starting with the first year, a Secretary and Treasurer shall be elected for one year with subsequent Secretary and Treasurer terms for two years. The vote shall be cast at the annual meeting. A plurality of votes cast by eligible members shall elect. In case of a tie, the membership shall choose by secret ballot among the candidates who received an equal number of votes.

SECTION 3. VACANCIES:

A vacancy in any of the offices shall be filled by the Board upon a 3/4 majority vote, to serve the unexpired portion of the term until the next membership meeting. The exception would be a vacancy of the presidency in which case the Vice President shall assume the office, duties and responsibilities for the remainder of the term.

SECTION 4. PRESIDENT:

The President shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and of the Board of Directors and may sign, with the Treasurer or any other proper officer of the Association authorized by the board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Association. In general, he/she shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The president shall be an ex-officio member of all Association committees.

SECTION 5. VICE PRESIDENT:

The Vice President shall serve as presiding officer and as executive officer in the absence of the President. The Vice President shall serve as chairperson of one of the Standing Committees with the exception of the Nomination Committee.

SECTION 6. TREASURER:

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties is such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-laws; and in general perform all the

duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. SECRETARY:

The Secretary shall keep complete records of all proceedings of the Association and the Board, shall have custody of all records except as otherwise provided for in the procedures of the Association, shall notify all officers and committee members of their election or appointment, and shall perform other duties as set forth in the By-laws.

ARTICLE VI:  
BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND NUMBER:

The corporate powers of this Association shall be vested in and exercised by or under the authority of a Board of Directors. The Board of Directors shall consist of a total of nine elected Directors, four of which will serve as officers.

SECTION 2. ELIGIBILITY:

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

SECTION 3. DIRECTOR'S TERM OF OFFICE:

The first year, one-third of the members shall be elected for three years, one-third for two years, and one-third for one year terms. Subsequently, all members of the Board shall serve three year terms not to exceed two (2) consecutive terms. Any director may succeed himself/herself but may not serve more than two terms in succession unless as necessary to fulfill elected office. The fulfillment of the initial year of Board membership, or the remainder of the term of another Board member, shall not be included in the two term limit.

SECTION 4. DIRECTOR'S POWERS AND DUTIES:

Subject to any limitation in the articles of incorporation and these By-laws, and the laws of the State of Hawaii, 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 goals.

A director shall perform his/her duties, including service on any committee of the Board, in good faith and in a manner which such director believes to be in the best interest of the Association.

A. DIRECTORS SHALL:

1. Cause to be kept a complete record of all minutes and acts, and to present a full statement at the annual membership meeting showing in detail the condition and affairs of the Association.
2. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.
3. Act as trustee for all property, real and personal, the Association may acquire.

4. Develop, approve and authorize the Association's budget and approve and authorize all unusual extraordinary expenditures of Association funds.
5. Adopt such rules as are necessary to conduct its affairs.
6. Establish and appoint committees and to define their duties except as otherwise provided in these By-laws.
7. Approve the appointment of official representatives and define their duties.
8. 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 Hawaii, the articles of incorporation and these By-laws; fix their compensation, if any, and may require from them security for faithful performance.
9. Act on business not otherwise provided for by the articles of incorporation and these By-laws.
10. Fill vacancies.

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. However, only the members of the Board and its committee chairpersons are required to be notified.

SECTION 6. SPECIAL MEETINGS:

Special meetings of the Board may be called by the President or a majority of the members of the Board. Notice of the time and place of such meetings shall be given to each director verbally, or by other means, so as to allow reasonable time to enable such director to attend, and in any case at least five (5) days in advance.

SECTION 7. REMOVAL FROM OFFICE:

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, the Board may declare the office vacant and the vacancy shall be filled in accordance with the provisions of Articles V, Section 3 of these By-laws.

Also, any director may be removed, with cause, by two-thirds (2/3) vote cast by members of the Association having privileges, represented in person, at any regular or special meeting of the membership.

SECTION 8. QUORUM/ADJOURNMENT:

A majority of the board of Directors' members shall constitute a quorum for the transaction of business.

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 statute, these By-laws, or the articles of incorporation.

SECTION 9. 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 in pursuance of the business of the Association.

SECTION 10. INFORMAL ACTION BY DIRECTORS:

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE VII:  
COMMITTEES

SECTION 1. COMMITTEES OF THE ASSOCIATION:

The following committees shall serve as standing committees of the Association.

NOMINATING COMMITTEE:

There shall be a Nominating Committee comprised of five (5) members of the Board with terms of one (1) year duration.

The Nominating Committee shall be responsible for identifying persons qualified to serve as officers of the Association.

The Nominating Committee shall be responsible for identifying persons qualified for, and interested in becoming Board members.

The Nominating Committee shall also be responsible for conducting the election, counting ballots of the election and reporting the results of the election at the annual meeting.

MEMBERSHIP COMMITTEE:

The Membership Committee shall be responsible for marketing the Association, and for the recruitment and retention of members.

BY-LAWS COMMITTEE:

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

LEGISLATIVE COMMITTEE:

The Hawaii Island Rural Health Association, Inc. supports the legislation of rural health interests. The Association seeks to establish board membership consensus on issues that affect the quality and quantity of services, and activities for the public's health. To this end, the Association is committed to creating legislation, providing education on

legislative issues and participating in coalitions to advance the interests of the public's health.

The legislative interests of the Association are defined as those interests that are brought forth through resolutions passed by the general membership and goals established by the Board of Directors. The Legislative Committee functions in support of these board commitments and interests.

**EDUCATION COMMITTEE:**

The Education Committee shall:

- 1) Develop programs to promote the benefits of rural health care and service; and
- 2) Determine the conditions for Hawaii Island Rural Health Association, Inc. sponsorship of other organizations, programs, and events.

The President shall establish working or ad hoc committees as needed to conduct the business of the Association.

**SECTION 2. 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 By-laws.

**SECTION 3. TERM OF OFFICE:**

The President of the Association shall appoint a chair person for all functioning committees.

Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**SECTION 4. 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 at which a quorum is present shall be the act of the committee.

**SECTION 6. RULES:**

Each committee may adopt rules for its own governance consistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII:  
CONTRACTS, 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 By-laws. Such authority may be general or may be confined to a specific instance or transaction.

SECTION 2. DEPOSITS:

All funds of the Association shall be deposited in one or more federally insured savings and checking accounts at such banks, trust companies and other depositories as shall be selected by the Board of Directors.

The Treasurer, with the advice and consent of the President, shall be responsible for establishing and/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. These institutions shall be insured by an agency of the federal government. 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 3. WITHDRAWALS:

The Board of Directors shall designate the persons who shall be authorized to make withdrawals from the various checking and savings accounts of the Association.

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 directors or officers.

ARTICLE IX:  
BOOKS AND RECORDS

SECTION 1. RESPONSIBILITY:

The Secretary and the Treasurer shall each be responsible for assuring 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. LIABILITY LIMITS:

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

SECTION 3. FISCAL YEAR:

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

ARTICLE X:  
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 director, officer, or employee of the Association in an action brought by a third party against such person to impose a liability of penalty on such person, for an act alleged to have been committed by a person while the director, officer, or employee, or by the Association, or by both, whether or not the Association is joined as a party defendant, provided, the Board of Directors determines in its sole discretion that such director, 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.

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 state, personal representative, heirs, legatees, or devisees of such person.

ARTICLE XI:  
DISSOLUTION

The activities of the Association shall be so conducted in such fashion that no part of its income or property and earnings shall benefit 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 authorized by the Board of Directors.

ARTICLE XII:  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of applicable statutes, By-laws 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. Audio tapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

ARTICLE XIII:  
AMENDMENTS

The Board of Directors, by affirmative vote of two-thirds (2/3) of the board members present may alter, amend, or revoke these By-laws at any regular or special meeting of the Board of Directors, providing that written notice of proposed by laws changes be provided to members of the Board and to the membership at least thirty (30) days prior to any action taken.