**NETWORK NAME**

**LIST COUNTIES OR ENTITIES INVOLVED**

**BYLAWS**

Preamble

The NETWORK NAME will focus on coordinating superior mental and physical services for our community. NETWORK NAME will be based on the National Rural Health Association (NRHA) model of collaboration between Critical Access Hospitals (CAH) and Federally Qualified Health Centers to address health disparities in rural LOCATION. Rural Health Clinics will also be incorporated into the program to allow for a broad range of input from medical providers.

NETWORK NAME is a collaborative partnership with several agencies that work together to assist the uninsured population and develop a rural model system of care. Entities of the network include: LIST PARTNERS

Mission

The mission of the NETWORK NAME is to “*MISSION*”

Vision Statement

*“VISION STATEMENT”*

NETWORK NAME members agree to the following guiding principles to improve access to care and the health status of the citizens in their service area. In addition, NETWORK NAME is focused on the ***Healthy People 2020*** initiative.

1. Strategic planning at the community level
2. Promote collaboration between providers such as Critical Access Hospitals and Federally Qualified Health Centers
3. Determine how to incorporate the local Rural Health Clinics, Community Health Centers, Critical Access Hospitals, and regional or tertiary care facilities. What would be the best model of collaboration?
4. Determine how the rural health care system can properly align with the urban health care system or hospitals
5. Identify what kind of model will provide the best continuum of care for the patient living in rural Kentucky
6. Determine how the national shortage of specialty physicians affects the rural health care systems? Will the rural area lose specialists to the more urban area?
7. Determine how to address the issue of the uninsured utilizing the ED
8. Assess the referral pattern of local primary care physicians

**ARTICLE I**

**DEFINITIONS**

As used in these Bylaws, the terms:

1. "Governing Board "or "Board" or "members of the Board" means the members of the Governing Board of the partnering Network organizations.
2. "Network partner organization" or "Network member organization" means that community organizations and/or agencies that have agreed to work collaboratively with other Network member organizations. (Need to address MOU/MOAs here since this will be “formal”)
3. "Chair" means the Board member selected as the principal Officer of the Governing Board

**ARTICLE II**

PHYSICAL OFFICES and PURPOSES

1. Offices
	1. The principal office of the NETWORK NAME is located at COMPLETE PHYSICAL ADDRESS.
2. Purposes
	1. To fulfill the mission of the NETWORK NAME

**ARTICLE Ill**

Governing Board

1. Power and Authority
	1. The Governing Board shall be the governing body of the NETWORK NAME. Except as otherwise provided for in Articles of Incorporation or these Bylaws, the Governing Board, which may exercise all such powers and do all such lawful acts, shall manage the business and affairs of the Network and things as are not inconsistent with the law or these Bylaws.
	2. The Network shall not make any "distributions" to its Governing Board members or Officers.
2. Board membership
	1. Governing Board Members
		1. The Governing Board shall consist of a representative from each Network member organization, which includes the following:
			1. One (1) member shall be the Organization
			2. One (1) member shall be the Organization
			3. One (1) member shall be the Chief Executive Officer of Organization or designee
			4. One (1) member shall be the Chief Executive Officer of Organization or designee.
			5. One ( 1) member shall be the Chief Executive Officer of Organization or designee
			6. One (1) member shall be the Chief Executive Officer of Organization or designee
			7. Additional Members maybe be added upon majority vote of the Governing Board.
		2. All Governing Board Members shall be persons, who exhibit the desire, time, interest, commitment and ability to support the Network, and shall be loyal to the objectives of the Network and serve in compliance with these Bylaws. All Governing Board members described in the preceding section shall serve until such time as that person ceases to be in the above-described position.
		3. Through the Governing Board, Network partner organizations will have administrative oversight of Network projects and affairs as it relates to that respective partner organization.
	2. Ex Officio members
		1. The Governing Board may, at any time, and from time to time, appoint additional individuals to serve as non-voting Ex Officio members to the Board. The Ex Officio members of the Board shall not be considered when calculating the number of members of the Board in accordance to Section II(a) of this article. The State Office of Rural Health and the Network Medical Advisor shall automatically be and Ex Officio member of the Governing Board. (Some networks make the State Office an Ex-Officio member, some make them a voting member – Ex-Officio is often the preferred as we do not want to infringe on your ability to conduct business for what’s best in YOUR community)
	3. Emeritus members
		1. The Governing Board may at any time, and from time to time, designate individual members to the status of Board member Emeritus, with their consent. Such designation shall be in recognition of distinguished and exemplary service to the Network. Said members shall receive all correspondence and be notified of all Board activities and shall be welcome to participate in said activities. Such members shall not have voting rights in the affairs of the Network.
3. Vacancies
	1. All vacancies on the Governing Board, whether due to death, resignation, and removal or otherwise, shall be filled by the respective network member organization as vacancies occur. All vacancies must be filled such that the composition of the Board satisfies the requirements set forth in Section II(a) of this Article.
4. Resignation and Removal
	1. Any Board member may resign at any time by giving written notice to the Chair of the Board or the Secretary of the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at a later time specified therein.
	2. Any Board member may be removed with or without cause at any time by the affirmative majority vote of the members of the Board at any regular or special called meeting called for that purpose.
5. Term of Appointment
	1. Governing Board members shall serve in the capacity of member until such time as they no longer satisfy the requirements as described in Section II(a).
6. Attendance
	1. Board members may select an appropriate agentproxy to represent him/her and the respective Network member organization at Board meetings.
	2. Board member's and/ or their representatives are responsible for attending at least fifty percent (50%) of the meetings each calendar year. Board members and/or their representatives will not have more than three (3) consecutive absences from regularly scheduled meetings. Failure to meet this requirement shall first result in a warning and a second failure shall result in appropriate action taken by the Board members, which may include dismissal.
7. Expenses
	1. Members of the Board may be reimbursed for reasonable expenses actually incurred in the performance of his or her duties, if applicable to the Network project and counted for as direct cost of the project, and approved by the members of the Board. Otherwise, such expense(s) will be counted as in-kind support by that Network partner organization.
8. Voting Rights and Right to Hold Office
	1. Each Governing Board member shall have one (1) vote in Network affairs and business, and is represented by the vote of the respective Board member or its respective designee. (Other option would be to say “Each Organizational Member” depending upon structure)
	2. If a Board member is an acting Officer of the Board, that Board member shall have one (1) vote in Network affairs and business as defined in VII(a) above.
	3. Each member of the Board shall have the right to:
		1. vote on any issue that may properly come before any meeting of the Board, and
		2. Hold any office in the Network to which he/she may be elected or appointed, unless these Bylaws provide otherwise.
	4. If the member of the Board is unable to attend a meeting and wishes his/her vote to be recorded in the meeting minutes, he/she may submit a proxy to their designee and that designee may cast the vote for the Board member.
9. Meetings
	1. Regular meetings of the Board shall be held on a regular basis at a location and time that the Board may from time to time specify.
	2. Special meetings of the Board may be called by the Chair or not by fewer than three (3) members of the Board with a 24-hour notice.
10. Notice and Waiver of Notice
	1. The monthly meeting and regular meetings of the Board shall be held pursuant to electronic notice to each member of the Board stating the date, time and place of the meeting and delivered not less than five (5) days in advance of the date for which the meeting is called.
	2. Special meetings shall be held pursuant to electronic notice to each member of the Board stating the date, time, place and purpose of the meeting and delivered not less than two (2) days in advance of the date for which the meeting is called.
	3. The Governing Board Chair may waive notice of any meeting; provided, however, that such waiver must be email and signed, and delivered to the Network for inclusion in its minutes.
11. Quorum and Majority Vote
	1. A majority of the Board shall constitute a quorum for the Board affairs and transaction of business. The concurrence of a majority of Board members constituting a quorum shall be the action of the Board, except as otherwise provided by the Bylaws or by applicable law.
12. Action by the Board Without a Meeting
	1. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if a majority of the members of the Board shall consent electronically, to such action. Such consent shall be filed with the minutes of the proceedings of the Board. Such electronic action shall have the same force and effect as a majority vote of the members of the Board at a meeting of the Board.
	2. In the event of an emergency, each network partner organization and Board member shall respect the other partner organization and Board member's definition(s) of "emergency". Electronic consent may be given by the Board members via email, phone, or fax. At least three (3) members or Officers shall be contacted for electronic consent in the event of an emergency.
		1. The concerned Board member shall attempt to contact the other Board members in the following order.
			1. Chair
			2. Vice Chair
			3. Secretary
			4. Treasurer
			5. Other members
		2. If, and only if, absolutely no other Board members are obtainable, that concerned Board member may make an emergency decision in the best interest of the Network and its affairs, and shall be peer reviewed by the Board members at the next regular Board meeting. The Board shall file with the minutes of the proceedings of the Board the final decisions, actions and possible protocols based on the peer review by the Board members of the emergency and outcome(s) of that emergency decision.

**ARTICLE IV**

**OFFICERS OF THE BOARD**

1. Officers
	1. The Officers of the Board shall be a Chair, a Vice Chair, a Secretary, and Treasurer, and any other Officers as the Board may authorize. No Board member shall hold more than one (1) office concurrently.
2. Election and Tenure
	1. The Governing Board at its June meeting shall elect all Officers. Each Officer shall assume office at the next regular meeting of the Board and shall serve for a period as specified below or until a successor shall be duly elected. All Officers are limited to two consecutive terms. (Some prefer not to have their annual meeting in June due to potential vacations)
		1. Chair will serve a one (1) year term
		2. Vice Chair will serve a two (2) year term; year 1 as Vice Chair and year 2 as Chair.
		3. Secretary will serve a one (1) year term, with elections based on even and odd years.
		4. Treasurer will serve a one (1) year term, with elections based on even and odd years.
3. Resignation and Removal
	1. Any Officer of the Board may resign at any time by giving written notice to the Chair, Vice Chair, Secretary or Treasurer of the Board. Such resignation shall take effect on the date of receipt or at any later time specified in it. Any elected or appointed Officer of the Board may be removed with or without cause at any time by an affirmative majority vote of the members of the Board at any regular or special called meeting for that purpose.
4. Vacancies
	1. The Board at the next regularly scheduled meeting or at a prior specially called meeting shall fill a vacancy in any office for the unexpired portion of the term.
5. Duties of Officers
	1. Chair
		1. The Chair shall preside at all meetings of the Board. The Chair shall see that all policies, orders and resolutions of the Governing Board are carried out created by these Bylaws.
	2. Vice Chair
		1. The Vice Chair shall perform such duties as may be assigned to him/her by the Board or by the Chair. In the absence of the Chair or in the event of his/her disability, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair with the full powers of, and subject to the restrictions upon, the Chair.
	3. Secretary
		1. The Secretary or designee shall give or cause to be given appropriate notices with respect to meetings of the Board in accordance with these Bylaws and as required by law. The Secretary shall record or cause to be recorded the minutes of all meetings of the Board and sign the same following the approval thereof at the next regular meeting the Board as applicable. The Secretary or designee may designate an assessment from staff support for preparation of minutes and correspondence.
		2. In the absence of the Chair and Vice Chair, or in the event of their concurrent disability, inability or refusal to act, the Secretary shall perform the duties of the Chair with full powers of, and subject to the restrictions upon, the Chair.
	4. Treasurer
		1. The Treasurer or designee shall have charge of the corporate books and seal of the Network (if applicable) and shall perform all other duties incidental to the office and other such duties as may be assigned by the Chair or the Board. The Treasurer or designee shall be the custodian of the funds belonging to the Network.

**ARTICLE V**

POLICIES

1. The power to make or establish policies and directives shall remain exclusively with the Board of Directors and no other committee pursuant to these Bylaws shall have the right to alter, amend, repeal, change, or supplement any policy or policies established by the Board. All policies must be congruent and not conflict with those entities that make up the Network.

**ARTICLE VI**

COMMITTEES

1. The Board may establish committees to assist in carrying out the activities of the NETWORK NAME.

**ARTICLE VII**

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

1. Contracts
	1. Subject to the provisions of these bylaws, the Governing Board may authorize the Chair and/or the Vice Chair approved to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Network. Such authority must be in writing and may be general or confined to specific instances. (Need to add a Network Director here to show that one has been established as the grant guidelines require.)
	2. The Board of Directors should vote to confirm and approve any and all Network contracts.
2. Checks, Drafts. Notes. Etc.
	1. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of *NETWORK NAME* should follow the policies and procedures as set forth by the entities that make up the Network.
	2. Two Board members signatures will be on the checking account, one signature is required on checks and two signatures required for any check equal or greater than $500.00.
3. Deposits
	1. All funds of the Network shall be deposited from time to time to the credit of the NETWORK NAME in such banks, trust companies or other depositories as the Board of Directors may direct.
	2. The Board of Directors may accept on behalf of theNetwork any contribution, gift, bequest, or devise for the generalpurpose or for any special purpose of the Network.

**ARTICLE VIII**

BOOKS AND RECORDS

1. Network Name on Books and Records
	1. The Network shall keep correct and complete accounting books and records, and shall use the full name *NETWORK NAME*
	2. The Network shall keep minutes of the proceeding of its Board of Directors, and any committees having any authority of the Board.

**ARTICLE IX**

MEMBERSHIP FEES

1. The Network May Elect to Establish an Annual Membership Fee
	1. A uniform Membership fee may be determined by the majority of the members (Completely optional, but some do for funding of staff and/or activities)

**ARTICLE X**

AMENDMENTS

1. Notice
	1. The Bylaws of the Network may be amended by an affirmative majority vote of the members present, at any regular or special called meeting at which a quorum is present, provided that notice shall have been emailed or delivered personally to each member of the Board at least five (5) days prior to said meeting, and provided further, that such email notice shall fully represent the proposed amendments.
2. Review
	1. The Governing Board shall review the Bylaws at least once every two (2) years, or as deemed necessary by the Board for appropriate amendments.

**ARTICLE XI**

EFFECTIVE DATE

1. These Bylaws, and any amendments or revisions thereof, shall become effective on the day of their adoption.
2. Adopted the \_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_, in the year \_\_\_\_\_.