



**Restated Bylaws of the
Northeast Oregon Network**

**ARTICLE I
Name and Location**

Section 1 Name

- a. The name of this organization is Northeast Oregon Network, hereinafter referred to as NEON.

Section 2 Place of Operation

- a. NEON will primarily operate in the three rural and frontier counties of Eastern Oregon; that is: Wallowa, Union and Baker counties. However, the Board of Directors may choose to expand the geographic scope of the organization's operations.
- b. The principal office of NEON will be located at 1802 4th St., Suite A; La Grande, Oregon 97850. Other offices may be established in other counties and/or locations, under direction of the Board of Directors.

**ARTICLE II
Purpose**

Section 1 Nonprofit Corporation Purpose

- a. As provided in Articles of Incorporations, NEON is a rural health collaborative of providers, agencies and community members from Wallowa, Union and Baker counties. The organization shall be operated and organized exclusively for charitable and educational purposes consistent with the organization's status as a nonprofit public benefit corporation organized under Chapter 65 of the Oregon Revised Statutes (or corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or corresponding future provisions), and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, (or corresponding future provisions).
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any

other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2 Mission, Vision, Values and Guiding Principles

- a. As provided in the key document entitled, “The Mission, Vision, Values and Guiding Principles of the Northeast Oregon Network,” the purpose of NEON and the values and principles that underpin its work are stated. The document content is a key driver of the strategic and operational decisions of the organization.
- b. The Board of Directors may amend or repeal this key document or adopt new Mission, Vision, Values and Guiding Principles by a two-thirds (2/3) vote of the board members in office.

ARTICLE III Non-Membership

This organization shall have no members as that term is defined in Oregon Revised Statutes Chapter 65 but may have members for other purposes. These members shall have none of the rights or duties described in Oregon Revised Statutes Chapter 65 (or any corresponding future statutes).

ARTICLE IV Board of Directors

Section 1 Powers and Responsibilities

- a. The Board of Directors will manage and oversee the business and affairs of the organization.
- b. The Board of Directors will adopt policies as will be required to conduct the affairs of NEON.
- c. The Board of Directors will establish structures and processes to ensure constituency engagement.
- d. The Board of Directors will assure that strategic planning processes, strategic directions and work plan are adopted and reviewed annually.
- e. The Board of Directors will hire an Executive Director to manage the affairs of NEON, and may terminate the Executive Director, if necessary. The Executive Director may hire staff within board specifications and limitations, as may be necessary to meet the organization's purpose, mission and values.
- f. The Board of Directors may choose to clarify these responsibilities and those of the Executive Director in the form of job descriptions or other policy-oriented documents.

Section 2 Composition

- a. The Board of Directors will consist of no less than three (3) members, one from each county (Wallowa, Union and Baker).
- b. The Board of Directors will consist of no more than fifteen (15) members.
- c. The Board will consist of, but not limited to payers, health care professionals (not from a single organization) and qualified employers from the community per OAR 409-040-0110. The Board will seek to include members representing diverse populations and geographic areas served by the organization.

- d. Board members shall contribute to the organization based on their knowledge and expertise, and shall not represent or advocate for specific organizations, businesses or constituency groups.
- e. No paid staff person may serve on the Board of Directors with the exception of the Executive Director who will serve in an ex-officio status, with no voting rights. The Executive Director does not count toward the quorum.

Section 3 Term of Office

- a. The initial board members will be appointed by the Incorporators.
- b. At the first annual meeting, one third (1/3) of the board members will be elected to serve one year terms, one third (1/3) of the board members 2 year terms, and one third (1/3) of the board members 3 year terms.
- c. A term of office will be three years subsequent to the election and service of the first full board.
- d. A Board Member may serve a maximum of two (2) consecutive terms of office.

Section 4 Board Member Nominations and Elections

- a. The Board of Directors will establish a nomination process for potential Board Member candidates consistent with the diversity goals; requirements of OAR 409-040-0110; and expertise needs of the organization.
- b. The Board of Directors will elect board members based on a majority vote of a Quorum.

Section 5 Compensation

- a. The Board of Directors will receive no compensation for their services as board members.
- b. A Board Member may be reimbursed for necessary expenses incurred in the performance of their duties at the discretion of the Board.

Section 6 Vacancies and Removal

- a. Any vacancy in the Board of Directors shall be filled for the unexpired term by action of a majority vote of a Quorum.
- b. A Board Member may be removed by a two-thirds (2/3) vote of the board members in office for three consecutive unexcused absences at meetings of the Board of Directors.
- c. A Board Member may be removed by a two-thirds (2/3) vote of the board members in office for actively engaging in activities that are inconsistent with the overall purpose, mission, vision, values and guiding principles of NEON, or activities that may be viewed as detrimental to the organization.

**Article V
Officers**

Section 1 Officers

- a. There shall be three (3) officers; Chairperson, Vice-Chairperson, and Secretary/Treasurer. All officers must be board members.

Section 2 Election, Removal and Vacancy

- a. The Board of Directors shall elect the officers at the annual meeting to serve one-year terms. An officer may be reelected without limitation on the number of terms s/he may serve.
- b. Officers may be removed, with or without cause, by the Board of Directors. An officer removed as a board member is also removed as an officer.

- c. Upon the vacancy of any officer position, the Board of Directors shall elect an officer to complete the remainder of the term not later than the second regular meeting of the Board of Directors following the vacancy.

Section 3 Duties

- a. Chairperson – The Chairperson shall be the principal officer of the organization and shall have all powers and duties usually exercised by the President of a nonprofit organization. The Chairperson shall sign all contracts and other instruments authorized to be executed, unless the signing and the execution are expressly delegated by the Board of Directors through job descriptions or policy, or are required by law to be performed by some other officer or agent of the organization. The Chairperson shall (a) facilitate meetings of the Board of Directors; (b) serve as an advisor to the Executive Director in confidential personnel matters and in other matters where the Executive Director may choose advice; and (c) have any other powers and duties as may be prescribed by the Board of Directors.
- b. Vice-Chairperson – The Vice-Chairperson shall perform duties of the Chairperson if the Chairperson is unwilling or unable to perform them.
- c. Secretary/Treasurer – The Secretary/Treasurer shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary/Treasurer shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the organization; (d) maintenance of full and accurate accounts of all financial records of the organization; (e) deposit of all monies and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) presentation of financial reports as to the financial condition of the organization to the Board of Directors; (h) convene financial committee(s) of the Board as necessary; and (i) any other duties as may be prescribed by the Board of Directors. If expressly delegated by the Board of Directors, through job descriptions or policy, another officer or agent of the organization may perform said duties.

ARTICLE VI Committees

Section 1 Executive Committee

- a. The Board of Directors may establish an Executive Committee by a two-thirds (2/3) vote of the board members in office and it will be comprised of the officers of the organization.
- b. When authorized by the Board of Directors, the Executive Committee will be empowered to act on behalf of the Board of Directors.
- c. A written report of the actions taken by the Executive Committee shall be made at the next meeting of the Board of Directors and it shall be included in the minutes.

Section 2 Other Committees

- a. The Board of Directors may establish other Board Committees for other purposes (e.g.: Executive, ED Evaluation, Finance). Their purposes, roles and responsibilities, duration and composition will be set forth in writing by the Board of Directors upon establishment. Such committees exercise the authority of the Board of Directors and must have at least two board members then in office serving on the

Committee. Their establishment will be by a two-thirds (2/3) vote of the in office and it will be comprised of only board members.

- b. Advisory and Task Orientated Committees may be established for other purposes. Their purposes, roles and responsibilities, duration and composition will be set forth in writing by the Board of Directors upon establishment. Their establishment will be by a majority vote of the quorum.
- c. As a general rule of operation, all Committees will be staffed/supported by the professional staff of NEON and will meet as needed, to fulfill their assigned purposes.

Section 3 Quorum and Action

- a. Will be determined by Article VI Meetings, Section 4 Quorum and Action.

**ARTICLE VII
Meetings**

Section 1 Regular, Annual and Special Meetings

- a. An annual Board meeting will be held each year for the purpose of filling vacant Board Member positions, electing officers and business matters as set by the Board of Directors.
- b. Regular Board meetings shall be held at least quarterly at a time and place to be determined by the Board of Directors.
- c. Special meetings for any purpose may be called by the Chairperson, Executive Director, or upon request of a quorum of the Board of Directors, in writing within 20 days of receipt of the request.
- d. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, web-communications or electronic means, as long as all board members can hear or read each other's communications during the meeting.

Section 2 Notice of Meetings

Board members shall receive written notice of the date, time and place of annual, regular and special meetings. Board members shall receive written notice at least forty-eight (48) hours prior to a meeting. The purpose of a special meeting shall be given and the notice may be mailed, emailed or faxed.

Section 3 Action by Consent

Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the board members. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a board member with the intent to sign.

Section 4 Quorum and Action

- a. At a meeting of the Board of Directors, 51% of the board members then in office must be physically or electronically present to constitute a quorum. If a quorum is present, action is taken by a majority vote of the board members present, except as otherwise provided by these Bylaws or required by law.
- b. The following actions require a two-thirds (2/3) vote of the board members in office: (a) to establish Board Committees to exercise board functions; (b) to amend the Bylaws and Articles of Incorporation; (c) to remove a Board Member; (d) to amend the Mission, Vision, Values and Guiding Principles of NEON; (e) to sell assets not in the regular course of business; (f) to merge, or to dissolve, or for other matters where such action is required by law.

ARTICLE VIII
Amendments to Bylaws

The Board of Directors may amend or repeal these Bylaws or adopt new Bylaws by a two-thirds (2/3) vote of the board members in office, at any meeting of the Board of Directors. Board members shall receive at least 2 days written notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and notice shall state that one of the purposes of the meeting is to consider a proposed amendment of the bylaws and shall contain a copy of the proposed amendment.

ARTICLE IX
Indemnity

NEON, Inc. will indemnify to the fullest extent permitted by Oregon law its board members who are made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer or agent of the organization.

ARTICLE X
Dissolution

As provided in the Articles of Incorporation, upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: 4/3/2011

Amended: