



Virginia Rural Health Association

The leading voice for rural health in Virginia

VRHA BOARD OF DIRECTORS

Potential Member Information So you want to be on the Virginia Rural Health Association Board of Directors? Or maybe a current member is trying to recruit you into service and you would like to know more. This document should serve as a guide for most of your questions.

Eligibility Any VRHA Individual Member, Retired Member or representative of an Organization Member* is eligible to serve of the Board of Directors. Non-members, who are otherwise good candidates for board membership, are required to join VRHA before they can be nominated. Any VRHA member can nominate him/herself or another member to the board. Application forms received are reviewed by the Nominating Committee and those approved are put forward to the full membership for election. Potential board members are elected by the VRHA membership at the Annual Meeting of the membership each year – typically during the annual conference. In some cases, members can be appointed temporarily by the existing board mid-year to fill an open position, but the appointment must be affirmed by the membership at the next Annual Meeting if that person wishes to continue. The current list of board members can be found on the VRHA website at: <https://vrha.org/board-of-directors/>

* note that only one representative from an Organization may serve at a time

Meetings The board has four regular (quarterly) meetings each year. Two meetings are typically held via conference call. The meeting time & date is selected by the board and could be changed at any time if the board wishes. Face-to-face meetings are typically held at the beginning of the calendar year and in conjunction with the annual conference at the conference site. Additional meetings can be called as necessary.

In addition to the regular meetings; VRHA holds an annual board retreat in late winter or early spring. The purpose of the board retreat is to give committees time to plan upcoming activities, and conduct strategic planning. The date and location of the board retreat is selected by the board.

Committees Each board member is expected to be an active participant on one committee. The standing committees, as stated by the VRHA bylaws are Executive, Nominating, Finance and Audit. Additional committees are formed as needed and may include, but are not limited to Student Development, Governance, Grantwriting and Membership.

Term of Office Board members are elected to serve for a two-year term (January to December). At the end of the term, the board member may choose to serve for a second term without needing to be re-elected by the VRHA membership. At the end of the second term, the board member must step down for at least one year before being eligible for re-election to the board.

A board member who has been appointed mid-year to fill an open slot will be considered to have served a first term.

Application Persons wishing to be considered for the Board of Directors should complete the board application form and e-mail it to the Executive Director. The form can be downloaded off the VRHA website at: <http://www.vrha.org/board-of-directors/>

Other If you have additional questions about the Virginia Rural Health Association or the VRHA Board of Directors, please do not hesitate to contact Executive Director Beth O'Connor at: (540) 231 - 7923 or boconnor@vrha.org

Sections of the VRHA Bylaws specific to board members

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number. The Association shall be governed by a Board of not less than twelve (12) nor more than nineteen (19) Directors. Until otherwise determined by the Board, the Board shall consist of no more than nineteen (19), one of whom shall be the Director of the State Office of Rural Health or designee, who shall serve as an ex-officio member without vote. The Board may, from time to time, increase or decrease the number of Directors within the foregoing range, but no decrease in the number of Directors shall affect the then current term of any incumbent Director.

4.2 Eligibility. To be nominated as a Director, an individual must be an Individual Member or the Authorized Agent of an Organizational Member of the Association.

4.3 Term of Office. Directors shall be divided into two (2) classes, as equal in number as possible. Each Director shall serve a two-year term, not to exceed two (2) consecutive two-year terms. At each annual Members' meeting, one class of Directors shall be elected for a two-year term, such that approximately one-half of the Association's Directors shall be elected at each annual Members' meeting.

4.4 Powers and Duties. Subject to any limitation in the Association's Articles of Incorporation, these Bylaws and/or the laws of the Commonwealth of Virginia, 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 affairs of the Association in furtherance of its mission and purposes.

Board members shall perform duties, including service on any committee of the board, in good faith and in a manner which 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. Authorize payment for clerical assistance and contracts as required by the officers in performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a member of the board concurrent with the term of employment. Board members may not approve loans made or received that are over \$500 without a vote from the membership.
- J. Elect or remove any officer, agent, or employee of the Association; prescribe such powers and duties for them as may be consistent with the law of the Commonwealth of Virginia, the Articles of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.
- K. Employ staff; fix their compensation; and define their duties.
- L. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.
- M. Fill vacancies consistent with the intent of the bylaws.

4.5 Resignation and Removal. A Director may resign at any time by delivering written notice to the Board, the President or the Secretary of the Association. Any resignation is effective when delivered unless it specifies a later date. Any Director may be removed by a vote of the Members at any annual meeting or special meeting called for such specific purpose, with or without cause. Upon the resignation or removal of any Director, the Board shall appoint an individual to fill the unexpired term of such Director.

4.6 Meetings. The Board shall hold regular meetings at least semi-annually at a time and place determined by the Board. Special meetings of the Board may be called by the President or by a majority of the Board, upon written request to the Secretary of the Association. The time and place of regular or special meetings shall be established by the President, subject to change by the Board. The President may cancel or postpone any regular meeting if, in his or her opinion, there is not likely to be a quorum present at the meeting.

4.7 Virtual Meetings. Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may

simultaneously hear each other during the meeting. Any Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.8 Action without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by all Members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director, either before or after the action taken, and shall be included in the minutes or filed with the Association's records. Action taken without a meeting becomes effective when the last Director signs the consent, unless the consent specifies a different effective date, in which case the action is considered effective as of the date specified therein, provided the consent states the date of execution by each Director.

4.9 Attendance. Any Director who has three (3) consecutive unexcused absences from Board meetings shall be deemed to have resigned from the Board. The Board may excuse any absence in its sole discretion, upon written or verbal explanation by such Director received on or before the next Board meeting. Any vacancy occurring by reason of such deemed resignation shall be filled by action of Directors for the unexpired term of a resigning Director.

4.10 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of a quorum of Directors shall be deemed the act of the Board unless a greater vote is required by the Association's Articles of Incorporation, these Bylaws or the laws of Virginia.

4.11 Compensation. Directors shall receive no compensation for their services, but may receive as Directors, in accordance with the policies, procedures or resolutions of the Board, reimbursement for reasonable expenses incurred in executing their duties as Directors on behalf of the Association.

4.12 Notices of Meetings. Notice of each regular or special meeting of the Board of Directors stating the place, day and hour of the meeting and, in the case of special meetings, the purpose of such meeting, shall be delivered at least five (5) working days in advance of the meeting in person, by regular mail, or by a form of electronic transmission, including e-mail or facsimile if consented to by the Director to whom such notice is given as in accordance with the other requirements of Virginia Code § 13.1-866.