

**MISSOURI RURAL HEALTH ASSOCIATION**

**BYLAWS**

**ARTICLE I**

**Name, Mission and Purpose**

**Section 1. Name**

The name of the organization shall be Missouri Rural Health Association.

**Section 2. Mission**

The Association is a non-profit member-driven 501(c) (3) organization whose mission is to safeguard and improve the health of rural Missourians. The Association accomplishes this mission by engaging in partnerships and providing leadership on rural issues through advocacy, communication, education, and research.

**Section 3. Purpose**

The purposes of the association include but are not limited to: 1) promote rural health as a distinct concern in Missouri; 2) provide a forum for the exchange of information related to the improvement of rural health; 3) encourage development of community-based health care resources in Missouri; and 4) serve as an advocate for rural health.

**ARTICLE II**

**Offices**

The principal office of the Association in the State of Missouri shall be located in Jefferson City.

The Association may have such other offices, within the state of Missouri, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not for Profit Corporation 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**

Membership in the Missouri Rural Health Association is open to individuals and organizations having an interest in rural health in Missouri who complete a membership application and pay dues or fees appropriate to the membership type.

## **Section 2. Membership Categories and Voting Rights**

### **A. Voting Membership**

1. Individual – Any eligible individual not holding membership in another category. Each individual member shall have one vote in each matter submitted to a vote of the membership.
2. Student – Any eligible individual who is enrolled as a full-time high school, college, graduate, or health profession student. A student shall have one vote in each matter submitted to a vote of the membership.
3. Organization – Any eligible organization legally constituted under the laws of a state or the United States. An organization member shall have three votes in each matter submitted to a vote of the membership and shall designate in writing to the Secretary of the Association the individual or individuals, not to exceed three, designated to cast those votes.

### **B. Non-Voting Membership**

1. Honorary – Honorary memberships may be granted by the Board of Directors as appropriate to further the purposes of Association. Honorary members shall have all rights and privileges of membership except voting and holding office.
2. Sponsor – Sponsor memberships may be granted by the Board of Directors to individuals or organizations who make significant financial contributions to the Association but are not eligible for or choose not to apply for voting membership in the Association. Sponsor members shall not be entitled to vote on Association matters or hold office in the Association.
3. Vendor – Any entity that provides services or products that are advantageous to MRHA members. Vendors shall not be entitled to vote on Association matters or hold office in the Association.

## **Section 3 Privileges**

Each individual, student member, and organizational member's designee, in good standing, may hold office, be elected as a member of the Board of Directors, and serve on Association committees. Honorary and Sponsor members may serve on committees.

## **Section 4. Term**

Membership shall be effective upon acceptance of membership application, receipt of dues and shall continue through the end of the calendar year. Membership shall be renewable annually.

**Section 5. Dues**

The amount of membership dues shall be determined for all categories by the Board of Directors.

**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.

Written formal notice of the annual meeting shall be given by the Secretary to each member, by mail, e-mail, or facsimile transmission to send to the address appearing in the records of the Association. The notice shall be sent at least two weeks prior to the meeting.

**Section 2. Special Meetings - 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 (10) percent of the members of the Association.

Notice of a special meeting, stating the purpose thereof, shall be given by the Secretary to all members in the same manner as notice is given for the annual meeting.

**Section 3. Place of Meeting - General Membership**

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

**Section 4. Quorum and Voting - General Membership Meetings**

After due notice, the members present at a meeting shall constitute a quorum for the purpose of conducting Association business. The number of the quorum present for the transaction of business shall be established prior to any vote being taken. A majority of the votes of the members constituting a quorum shall be sufficient to transact business unless a greater number of votes is required by law, the Articles of Incorporation, or these bylaws with respect to some specified action.

**ARTICLE V  
Officers and Executive Committee**

**Section 1. Officers**

The officers shall be a President, Vice-President, Treasurer, Secretary, President-Elect and Immediate Past President. All officers must be members in good standing of MRHA.

## **Section 2. Election and Term of Office**

- A. The President-Elect shall be elected by the members of the Association, from among the membership. The election shall occur at the annual meeting of the Association. A plurality of votes cast by eligible members shall elect from among the candidates. In case of a tie, the Board of Directors shall choose by secret ballot among the candidates who have an equal number of votes.

The term of office for the President-Elect is one year. At the conclusion of the one-year term, the President-Elect shall automatically become the President and shall serve a one-year term. Upon completion of that one-year term, he or she shall serve on additional year as Immediate Past President. The term of office for the Vice-President, Secretary and Treasurer is one year. Officers shall serve until their successors are elected and installed.

- B. The Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from its members at the first Board meeting following the annual meeting. Regional Representatives and Members-At-Large can be elected to these offices. Election shall be by majority vote of the Board members present and voting at the meeting.

## **Section 3. Vacancies**

- A. A vacancy in the office of President shall be filled automatically through succession by the President-Elect. If there is no President-Elect currently in office, the remainder of the term of President shall be filled by a special election called by the Board. The vote shall be cast by mail on an official ballot mailed to the membership by the Secretary within sixty (60) days after the vacancy occurs. Members shall have a minimum of 15 days following the mailing of the ballot by the Secretary to return their ballots to the Secretary for tabulation. In the event that a special election is required, the Vice-President shall serve as President until the results of the special election are known.
- B. A vacancy in the office of President-Elect, with more than six months to serve in the term, shall be filled by a special election called by the President. The vote shall be cast by mail on an official ballot mailed to the membership by the Secretary within sixty (60) days after the vacancy occurs. Members shall have a minimum of 15 days following the mailing of the ballot by the Secretary to return their ballots to the Secretary for tabulation. A vacancy in the office of President-Elect with fewer than six months to serve in the term shall be filled at the discretion of the Board of Directors.
- C. A vacancy in the office of the Vice-President, Treasurer or Secretary shall be filled by presidential appointment with the approval of the Board.
- D. Any vacancy filled by succession in office or by appointment shall be filled by election at the next annual meeting, except the office of President.

#### **Section 4. President**

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

The President shall be the principal officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President 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, under these Bylaws, or by statute to some other officer or agent of the Association. In general, the President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors.

#### **Section 5. President-Elect**

The President-elect shall be a member of both the Executive Committee and the Board of Directors and shall serve as a member of the Finance Committee.

The President-Elect shall assist the President as presiding officer. He/she 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.

#### **Section 6. Vice-President**

The Vice-President shall be a member of both the Executive Committee and the Board of Directors. The Vice-President shall coordinate the standing committees of the association and serve as chair of the Strategic Planning Committee.

An individual is limited to serving three (3) consecutive one (1) year terms as Vice-President. An individual may be subsequently re-elected to the office of Vice-President after having been out of that office for at least one year.

#### **Section 7. Treasurer**

Treasurer shall be a member of the Executive Committee and the Board of Directors and serve as chair of the Finance Committee.

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 have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for 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 as shall be selected in accordance with the provisions of Article IX of these Bylaws; 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 by the President or by the Board of Directors. The Treasurer will cause an annual financial review or audit to be performed and 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.

An individual is limited to serving three (3) consecutive one (1) year terms as Treasurer. An individual may be subsequently re-elected to the office of Treasurer after having been out of that office for at least one year.

### **Section 8. Secretary**

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

The Secretary shall keep complete records of all proceedings of the Association, Executive Committee, and the Board of Directors; shall have custody of all records; shall notify all officers and committee members of their election or appointment; 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.

An individual is limited to serving three (3) consecutive one (1) years terms as Secretary. An individual may be subsequently re-elected to the office of Secretary after having been out of that office for at least one year.

### **Section 9. 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 be the chairperson of the Nominating Committee and serve on the Finance Committee.

### **Section 10. Executive Committee**

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, President-Elect, Immediate Past President and two Board Members appointed by the President. They shall meet regularly at the call of the President and when requested by a member of the Executive Committee.

The purpose of the Executive Committee is to carry out the day-to-day activities of the Association and to make decisions which cannot be postponed until the regular meeting of the Board of Directors.

### **Section 11. Executive Director**

The President, with the approval of the Board of Directors, shall be empowered to employ and dismiss an Executive Director. The Executive Director shall be primarily responsible for managing the administrative and financial activities of the Association as determined by the President, Executive Committee and Board of Directors.

### **Section 12. Removal of Officers**

Any officer may be suspended or removed by a two-thirds vote of all Directors then in office whenever, in their judgment, the best interest of the Association will be served thereby.

**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 12 regional representatives, 3 from each of four regions, five members-at-large, a representative of the Office of Primary Care and Rural Health and one student member. In addition, the President, and President-Elect and Immediate Past-President shall serve as members of the Board of Directors.

- A. Regional Representatives -- Regional Representatives to the Board of Directors shall be elected at the annual meeting by caucuses of the (4) regions shown on the map attached as Exhibit 1 to these bylaws. Each regional caucus, by a plurality of the voting members present who reside or are employed in that region, shall elect three (3) Directors to represent that region; at least one representative shall be an organizational member and at least one representative shall be an individual member. Directors shall be geographically representative of the region. Regional Representatives 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, unless as necessary to fulfill elected office. The fulfillment of the remainder of the term of another Board member shall not be included in the two-term limit.
- B. Members-at-Large -- Five Members-at-Large shall be appointed by the President, with approval of the Executive Committee, to serve a two-year term on the Board of Directors; not to exceed 3 consecutive terms. The Members-at-Large shall represent statewide or multi-county agencies/associations with expertise and/or interest in rural health in Missouri. Their responsibility to the Board of Directors is to share their expertise to assist the Board in making decisions about issues affecting the work of the Missouri Rural Health Association. Each Members-at-large shall have voting privileges on actions of the Board of Directors.
- C. The Representative from the Office of Primary Care and Rural Health shall serve as a non-voting ex-officio member of the board
- C. The President shall appoint a student member to the Board of Directors based on recommendations from the Directors. The student member on the board shall have voting privileges on actions of the Board of Directors.

**Section 2. Eligibility**

In order to be eligible to serve as a Board Director, an individual must be a voting member of the Association as defined in Article III and, if a regional representative, reside or be employed in the region from which elected.

**Section 3. Board Members' Powers and Duties**

Subject to any limitation in the Articles of Incorporation and these Bylaws, and the laws of the State of Missouri, 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 Board Member shall perform his/her 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.

The Board may adopt rules for its own governance not inconsistent with statute, the Association's articles of incorporation, and these bylaws.

#### **Section 4. 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 committee chairs or designee are required to be notified of such meetings.

#### **Section 5. Special Meetings**

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 and committee chair personally, verbally, or by mail, telephone, e-mail, facsimile transmission, or wire.

#### **Section 6. Action Without Meeting**

Any action required to be taken at a meeting of the Board of Directors of the Association or any other action which may be taken at a meeting of the board of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board Directors entitled to vote with respect to the subject matter thereof.

#### **Section 7. Attendance by Telephone**

Board members may participate in any meeting through the use of a conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other and such participation in a meeting shall constitute presence in person at the meeting.

#### **Section 8. Proxy Vote**

Should a Board Member be unable to attend or participate in a duly called meeting of the Board, he/she may give their proxy vote, via email or fax to the President regarding a specific item(s) on the agenda to be discussed.

#### **Section 9. Vacancy/Removal from Board**

The Board may declare a position vacant if any member of the Board misses three consecutive meetings.

Also, any Board Member may be removed by two-thirds (2/3) vote cast by members of the Board represented in person at any regular or special meeting of the Board.

Except as delineated elsewhere in these Bylaws, any vacancy may be filled through appointment by the President for the remainder of the term of the vacated position.

**Section 10. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board Members 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 Bylaws, or the Articles of Incorporation.

**Section 11. 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.

**ARTICLE VII  
Association Representatives**

**Section 1. National Rural Health Association**

The President shall recommend to the Board of Directors two (2) representatives in good standing to serve on the National Rural Health Association's State Association Council. The Board approved representatives shall serve for two (2) years with staggered 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 the official representatives of the Association to other organizations. The term of appointment shall run concurrently with that of the President.

**ARTICLE VIII  
Committees**

**Section 1. Committees of the Board of Directors**

In addition to the Executive Committee the following committees shall be considered standing committees of the Board of Directors – Nominating, Finance and Strategic Planning

Nominating Committee

The Nominating Committee shall be appointed by the President biennially at the Association's annual meeting and shall hold office for a two-year term. Each regional caucus shall nominate two candidates from its region and the

Executive Committee shall nominate four candidates from the current membership. One candidate from each region and two candidates from the general membership shall be appointed. Members of the nominations committee shall not hold any elected office in the Association. The nominating committee shall be chaired by the Immediate Past-President. The Nominating Committee shall be responsible for the following. 1) Soliciting referrals from the membership and encouraging individual members to become candidates for the offices of President-Elect and Board Members of the Association. 2) Distributing to the membership at least one month prior to the annual meeting and by appropriate means its list of candidates. 3) Developing a strategy for taking additional nominations at the annual meeting for President-Elect from any voting member and for Board Members from any voting member in each regional caucus. 4) Conducting the election, counting ballots from the election, and reporting the results of the election at the annual meeting.

Finance Committee -- The Treasurer shall serve as chair of the Finance Committee. This committee shall assist in the development of an annual budget, oversee the financial affairs of the association, and conduct, or cause to have conducted, an annual audit. The Immediate Past President, President Elect and one additional board member shall serve on the committee along with the Treasurer.

Strategic Planning Committee – The Vice President shall chair the Strategic Planning Committee. This committee is responsible for short and long-range program development plans. The Strategic Planning Committee shall be the same as the Executive Committee.

## **Section 2 - Committees of the Membership**

The following committees shall be considered standing committees of the General MRHA Membership.

Membership Committee -- The Committee is responsible for designing and preparing membership and promotion materials, promoting a diverse membership in MRHA and for keeping accurate records regarding membership. This committee shall have a minimum of four members, one from each of the MRHA regions.

Fund Development Committee -- This committee is responsible for planning for the financial sustainability of the association and identifying funding sources to support the Association's program activities. This committee shall have a minimum of three members, in addition to the chair, who have special interest or knowledge of funding options.

Communications Committee -- This committee shall be responsible for amassing, editing and publishing the MRHA Newsletter; designing, editing and maintaining the MRHA website and assisting the Executive Director with other communication functions as they relate to the Membership of the Association. The chair serves as Editor of the Newsletter or may select an Editor from among the committee. This committee shall have a minimum of three members, in addition to the chair.

Education Committee -- This committee is responsible for a) planning, publicizing, and conducting the annual conference; b) working with the regions to develop regional meetings and educational programs; c) generating content for the newsletter and website; and d) developing a platform for the development of MRHA position papers. This committee shall have a minimum of three members, in addition to the chair.

Legislative/Policy/Advocacy Committee -- This committee is responsible for developing a state and federal platform to present to the Board and the membership, for adoption at the annual meeting of the Association. Under policy guidelines adopted by the Board and the membership, the committee shall arrange MRHA's participation in any advocacy events that the Board elects to engage in and present MRHA's policy statement at that time. In the event of a policy change, the committee shall consult the Executive Committee of the Board for direction. This committee shall have a minimum of three members, in addition to the chair, who have special interest or knowledge of legislative, policy and advocacy issues.

Other Committees -- The President of the Board shall from time to time appoint such other committees as may be necessary to carry on the business of the Association.

### **Section 3. – Committee Governance**

- A. Each committee shall be chaired by a Member of the Board of Directors. Committee members will serve at the invitation of the committee chairperson who is appointed by the President with approval by the Executive Committee or Board.
- B. All committees shall report to the Board of Directors. All committees shall maintain minutes of committee meetings and shall submit them to the Secretary. The presence of a simple majority of committee members shall constitute a quorum at all meetings.
- C. The President and President-Elect shall serve ex-officio on all standing committees.
- D. The chairs of all membership committees shall constitute an Advisory Council to the Board of Directors. The Council shall meet regularly on a schedule determined by the Board of Directors and shall advise the Board on all matters under the purview of the committees or as specifically requested by the Board.
- E. In addition to selecting members for the committee and overseeing the activities of the committee, the committee chairs shall: 1) appoint a Vice-chairperson; 2) assure that minutes are recorded; 3) be prepared to report committee activities at regular Board meetings (in person or by written report) and 4) briefly summarize activities for the past year for presentation at the Annual Meeting.

### **Section 3. Term of Office**

Each member of a committee shall serve for the term of the President.

#### **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 Bylaws or with rules adopted by the Board of Directors.

### **ARTICLE IX 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 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. Checks and Drafts**

Signatures on all checks drawn on MRHA accounts shall only be authorized signers on the bank account and shall include the Treasurer, Secretary, President and the Executive Director.

#### **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 V, Section 6. The Treasurer shall establish or maintain a checking account in the corporate name of the Association at a bank convenient to the Treasurer. All accounts shall be insured by an agency of the Federal Government.

The Treasurer, with the advice and consent of the President, 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. 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. A quarterly financial report shall 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. At a minimum, all account signators shall be bonded.

#### **Section 6. Loans**

No loans shall be made by the Association to its Board Members or Officers.

### **ARTICLE X 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 of Directors shall be responsible for assuring the accuracy of all records.

#### **Section 2. Liability Limits**

The Board Members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under Missouri 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. Fiscal Year**

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

### **ARTICLE XI 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, authorized representative, agent 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, authorized representative, agent, 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, authorized representative, agent, 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 estate, personal representative, heirs, legatees, or devisers of such person.

## **ARTICLE XII Dissolution**

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 XIII Waiver of Notice**

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. Audio tapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

## **ARTICLE XIV Amendments**

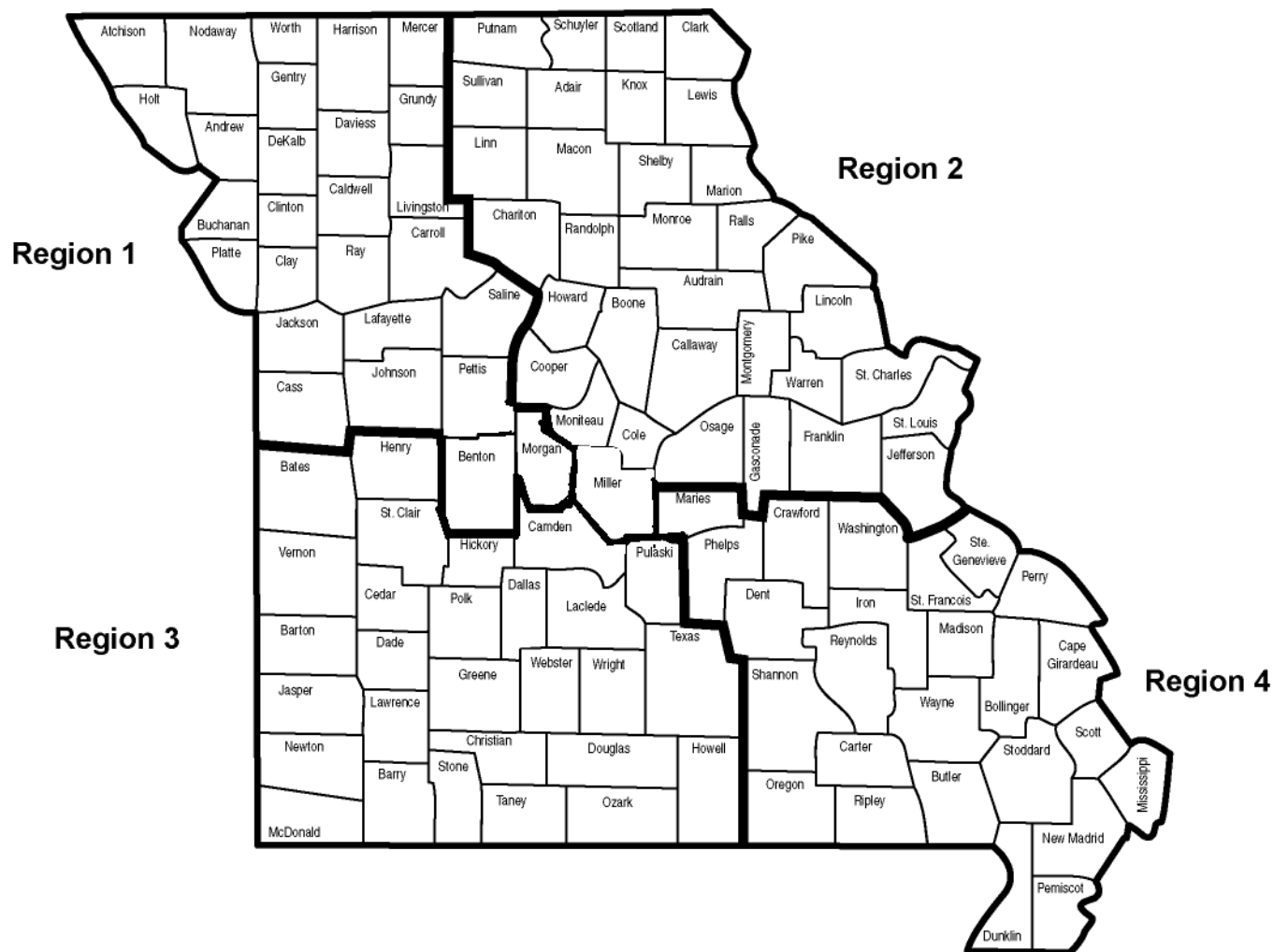
The Membership of the Association by affirmative vote of two-thirds (2/3) of the members present may alter, amend, or revoke these Bylaws at any general or special membership meeting of the Association, providing that written notice shall be given to all members at least two weeks prior to any action being taken.

## **ARTICLE XV 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.

The foregoing Bylaws were adopted as the Bylaws of the Association by the members of the Missouri Rural Health Association on June 17, 2008 at Jefferson City, Missouri.

## Missouri Rural Health Association Regions



Revised September 24, 2008