



**TECHE ACTION BOARD, Inc. dba TECHE ACTION CLINIC**

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FROM THE DESK OF: Gary M. Wiltz, M.D.

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April 22, 2024

Ms. Paloma Hernandez

Chair of the Board of Directors

National Association of Community Health Centers

Dear Chair Hernandez:

On behalf of Teche Action Clinics, an organizational member of the National Association of Community Health Centers ("NACHC"), acting pursuant to Article IX, Section II of the NACHC bylaws, I hereby submit proposed amendments to the NACHC bylaws as set out in the attached document. For your convenience, proposed changes are indicated in attached memo and specific changes to bylaws language are reflected in the attached copy of the NACHC Bylaws with "tracked" changes.

The proposed amendments were approved by the Bylaws Committee at its meeting of February 11, 2024.

Teche Action Clinics respectfully requests that the Board of Directors report the proposed amendments to the NACHC House of Delegates with a recommendation for adoption at the upcoming Annual Meeting of the House of Delegates.

Sincerely,

Gary M. Wiltz, MD

**Louisiana Campus Locations:**

Franklin, Morgan City, Houma, Reserve, Pierre Part, Edgard, Dulac, Thibodaux, Gramercy

**Louisiana School-Based Clinics:**

Baldwin, Laplace, Edgard, Reserve, Houma, Vacherie



# ARTICLE I

## Name, ~~Purpose~~Mission, Seal, Definitions, Nondiscrimination

**SECTION I – NAME:** This Association shall be known as the National Association of Community Health Centers, Inc.

**SECTION II – ~~PURPOSE~~MISSION:** To promote ~~the provision of efficient~~ high quality, comprehensive health care that is accessible, coordinated, culturally and linguistically competent, and community directed, ~~for all medically underserved populations and patient-centered for all.~~

- A. To work toward effective solutions to assure that high quality care is available to all regardless of ability to pay.
- B. To provide a forum for the exchange of information between Community Health Centers.
- C. To provide a vehicle whereby Community Health Centers may collectively exercise self-determination and self-help in meeting the current crises and future challenges to adequate health care in our respective communities.
- D. To provide education and training to ensure the maintenance of professional standards of persons in Community Health Centers who are making policy decisions, administering and providing services to the communities served.
- E. To form and operate a communication network to gather, compile and disseminate pertinent information to the staffs and community boards of Community Health Centers and to unite for joint action on issues of common interest to Community Health Centers throughout the nation.
- F. To promote communication among Community Health Centers and to foster joint action on issues of common interest to Community Health Centers by chartering and working collaboratively with State, Territorial and Regional Affiliates.
- G. To develop improved management techniques for Community Health Centers and provide appropriate training to the Health Centers' staff and community boards.
- H. To foster development of permanent and dependable financing for community health centers, including identifying and maximizing the utilization of alternative funding sources.
- I. To promote and provide community health education.
- J. To promote and provide liaison with Consumer and other provider groups.

**SECTION III – SEAL:** The seal of the Association shall be circular in form and bear on its outer edges the words, "National Association of Community Health Centers, Inc."

**SECTION IV – OFFICE:** The office and mailing address of this Association shall be the address of the National Office of this Association or such address as determined by the Board of Directors.

### **SECTION V – DEFINITIONS:**

- A. The National Association of Community Health Centers, Inc. may be referred to in these bylaws as "NACHC" or "Association".
- B. The term "health centers" includes community, migrant and other health center corporations which are governed by a representative, consumer majority board and corporations that are the direct recipients of Section 330 Public Health Service Act funds to support the operation of health care programs serving homeless individuals and residents of public housing, provided that any such corporation must provide comprehensive primary care services as defined by the NACHC Board of Directors.
- C. The term "Board of Directors" may be referred to in these bylaws as "Board" or "NACHC Board".
- D. The term "President and Chief Executive Officer" may be referred to in these bylaws as "President" or "President and CEO."

**SECTION VI – NONDISCRIMINATION:** All affairs of the Association shall be carried on without discrimination as to race, sex, creed, age, color, marital status, sexual orientation, disability, or national origin.

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## ARTICLE II

### Association Membership

**SECTION I – CLASSIFICATION:** There shall be three (3) classes of membership in this Association:

- 1) Individual Member
- 2) Organizational Member
- 3) Associate Member

**A. INDIVIDUAL MEMBERSHIP** - Individual membership in the Association is open to any person supporting the purposes of the National Association of Community Health Centers. Individual members are entitled to benefits as determined by the Board of Directors but such benefits do not include voting privileges in the House of Delegates.

1. Individual Life Membership -- Individual Life Membership in the Association is open to any person that meets the criteria for such category as established by the Board of Directors.

**B. ORGANIZATIONAL MEMBERSHIP** - Organizational membership in the Association shall be available to any public or non-profit health center committed to the purposes of this Association as stated in the Articles of Incorporation and these bylaws and meeting such other criteria as may be established by the Board. Organizational members in good standing shall have four (4) votes in the House of Delegates.

1. Organizational Member Representation -- Each organization in good standing may designate up to four (4) persons to serve as its representative in the House of Delegates, to vote on its behalf, and in general to represent it in its relationship to the Association at the Annual Meeting.

**C. ASSOCIATE MEMBERSHIP** - Any organization which supports the purposes of the Association and which is not eligible to become an organizational member is eligible to become an Associate Member and shall, if approved for membership, be entitled to such benefits as may be determined by the Board of Directors. Associate Membership does not include voting privileges in the House of Delegates. Admittance to this class of membership shall not be construed to be an endorsement of the activities of any organization by the National Association of Community Health Centers.

**SECTION II - APPLICATION FOR MEMBERSHIP:** Any organization and/or individual seeking membership shall submit an application on the form prescribed by the Board of Directors, to the President and CEO. Upon a determination by the President and CEO of such organization's or individual's eligibility, the applicant may join by paying dues.

**SECTION III - REVOCATION OF MEMBERSHIP:** A determination to revoke the membership of any organization or individual may be made by the Membership Committee when it determines that such member has violated any provision of these bylaws, or does not adhere to the goals and objectives stated herein, or otherwise fails to meet criteria recommended by the Membership Committee and adopted by the Board of Directors. Any revocation determination may be appealed to the NACHC Board. The Board's decision shall be final.

## ARTICLE III

### Dues

The Association shall have an overall dues structure as approved by the membership at the House of Delegates. Specific dues amounts for the various categories of membership shall be recommended by the Finance and Membership Committees, and approved by the Board of Directors.

Dues shall be based on the membership year July 1 - June 30. If a member is thirty (30) days delinquent in paying dues the member shall be deemed not to be in good standing and lose all benefits of membership, including, but not limited to, voting rights. Upon payment of any and all delinquent dues for a membership year, a member shall be returned to good standing for that year.

## ARTICLE IV

# Organizational Structure

## SECTION I - HOUSE OF DELEGATES:

- A. COMPOSITION** - The House of Delegates shall consist of organizational members in good standing in NACHC.
- B. POWERS** - The House of Delegates shall have the ultimate and final authority for the affairs of the National Association of Community Health Centers, subject to powers delegated in these bylaws to the Board, Executive Committee and Chief Executive Officer.
- C. QUORUM** - One-third of the total organizational members credentialed and present, in person or electronically, for the outset for the House of Delegates shall constitute a quorum.
- D. ANNUAL MEETING** - There shall be an Annual Meeting of the House of Delegates to be held in conjunction with the Annual Conference of the Association. The House of Delegates may conduct its Annual Meeting electronically in the event that there is in effect a national emergency declared by the Federal government or an emergency declared by a governmental unit having jurisdiction over the location where the Annual Meeting is scheduled to take place. The House of Delegates shall elect the officers of the Association, review and approve an annual report from the Board, and take other actions and activities as may be required by these bylaws.
- E. VOTING RIGHTS** - All elections and all matters brought before the House of Delegates, except bylaws and amendments thereto and dissolution, shall be decided by majority vote of the organizational members credentialed and voting, in person or electronically, in the House of Delegates.
1. Organizational Membership -- Each organizational member in good standing is entitled to four (4) votes and may designate up to four (4) persons to register such votes. Organizational members wishing to be eligible for voting rights at the annual meeting of the House of Delegates must join the National Association of Community Health Centers and be in good standing at least 30 days prior to the Annual Meeting.
    - i. The Credentials Committee shall certify all organizational members in good standing to cast votes during the Annual Meeting of the House of Delegates, or any special meeting thereof.
  2. Individual Membership -- Individual members shall have no vote.
  3. Associate Organizational Membership -- Associate organizational members shall have no vote.
- F. NOTICES** - Notices of the time, place and purpose of the Annual Meeting of the House of Delegates shall be communicated in writing at least thirty (30) days prior to such meeting. To the extent feasible, appropriate notice shall be given for special meetings no less than thirty (30) days prior to such meeting.
- G. RULES OF ORDER** - Robert's Rules of Order, Newly Revised, shall govern all deliberations and procedures of this Association and the various parts and divisions thereof, when not inconsistent with these bylaws. When procedural or parliamentary questions and problems arise during sessions of the Board of Directors and House of Delegates, they shall be referred to the Parliamentarian for study and opinion in consultation with the Association's corporate counsel. Questions involving the interpretation of the Association's bylaws shall be referred to the Association's corporate counsel.

## SECTION II - BOARD OF DIRECTORS:

- A. CONFLICT OF INTEREST** - A director has a fiduciary duty to NACHC and must give the Association his or her loyalty. Directors must conduct their affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the NACHC Board. If any matter comes before the Board in which a director has a financial interest or may otherwise benefit the director shall disclose such a duality of interest to the Board of Directors. Personal benefit includes not only personal and pecuniary advantage but also situations in which there is a duality or diversity of interests between NACHC and another organization with which the director also is associated. The Board of Directors shall adopt Standards of Conduct for directors to address conflict of interest issues in a manner consistent with these bylaws.
- B. COMPOSITION**

1. The Board of Directors of the Association shall consist of the:
  - Chairperson
  - Chairperson-Elect
  - Immediate Past Chairperson
  - Speaker of the House
  - Vice-Speaker of the House
  - Secretary
  - Treasurer
  - Parliamentarian
  - NACHC-Elected Consumer/Board Member Representative
  - Two (2) Representatives from each of the ten (10) regions described in Article V of these bylaws elected in accordance with subsection B.4.
  - Two (2) Health Center Board Member Representatives elected in accordance with subsection 5.
  - Two (2) Clinician Representatives elected in accordance with subsection 6.
  
2. General Qualifications of Regional Representatives – With the exception of the Health Center Board Member and Clinician Representatives, in order to qualify as Regional Representative to the NACHC Board a person must:
  - i. be an individual member in good standing of NACHC; and
  - ii. be employed by, or serve on the Board of, an organizational member;
 

or
  - iii. be employed by (1) a chartered State, Territorial or Regional Affiliate of NACHC, or (2) by a Health Center Controlled Network (defined as an entity that is majority controlled or, as applicable, majority owned, by health centers receiving funds authorized under Section 330 of the Public Health Service Act); and
  - iv. be determined by the NACHC Board to have the ability to carry out his or her fiduciary duty to NACHC as a member of the Board of Directors including, but not limited to, complying with NACHC Board Member Standards of Conduct and committing to attend NACHC Board Meetings; and
  - v. meet such other criteria as may be established by the NACHC Board.
  
3. Special Qualifications for Health Center Board Member Representatives and Clinician Representatives - In addition to possessing the qualifications described in subsection B.2.i., iv. and v., in order to be eligible for election to the NACHC Board of Directors:
  - i. Board Member Representatives must be currently serving on the board of directors of an organizational member.
  - ii. Clinician Representatives must regularly provide health care services for an organizational member as an employee or an independent contractor and hold a valid license to provide health care services in the state in which the organizational member is located.
  
4. Election of Regional Representatives
  - i. Regional Representatives shall be elected each year, no later than August 31, by the majority of the NACHC organizational members voting in an election conducted by the applicable chartered Regional Affiliate. The chartered Regional Affiliate shall notify NACHC of the results of the election in writing within ten (10) days after the election.
  - ii. Regional representatives shall be elected for a term of two (2) years.
  - iii. Notwithstanding the fact that a chartered Regional Affiliate may serve more than one of the Association’s regions as described in Exhibit A to these bylaws, organizational members of the Association shall the right to vote for such representatives by region in accordance with the regional structure set forth in Exhibit A and the voting schedule set forth in these bylaws.

- iv. In the absence of a chartered Regional affiliate, regional representatives shall be elected by majority vote of the NACHC organizational members in the region, in an election conducted by NACHC or, if requested, by one or more chartered State and/or Territorial Affiliates in the region in accordance with the voting schedule set forth in these bylaws.

5. Election of Health Center Board Member Representatives

- i. Health Center Board Member Representatives shall be elected at the Annual Meeting of the House of Delegates by majority vote of the organizational members present at the House of Delegates. The process for nomination and credentialing of candidates shall be the same as the process set forth in Article IV, Section III B, 5 & 6, for officers.
- ii. Health Center Board Member Representatives shall be elected for a term of two (2) years, provided that, of the Health Center Board Member Representatives elected in regional elections in 2009, one shall have a term of one (1) year to be determined by lot.

6. Election of Clinician Representatives

- i. Beginning with the 2010 Annual Meeting of the House of Delegates, Clinician Representatives shall be elected by majority vote of the organizational members present at the House of Delegates. The process for nomination and credentialing of candidates shall be the same as the process set forth in Article IV, Section III B, 5 & 6, for officers.
- ii. Clinician Representatives shall be elected for a term of two (2) years, provided that, of the Clinician Representatives elected at the 2010 meeting of the House of Delegates one shall have a term of one (1) year to be determined by lot.

**C. DUTIES AND RESPONSIBILITIES** - The Board of Directors shall meet at least three (3) times each year and shall oversee the funds, property and affairs of the Association and furthermore the Board shall:

1. ratify all appointments made by the Executive Committee;
2. adopt personnel and financial management policies including policies as appropriate and consistent with these bylaws;
3. authorize an officer or employee of the Association to enter into contracts as provided in Article VIII herein or execute and deliver any instrument in the name and on behalf of the Association;
4. perform any acts and functions which are consistent with these bylaws;
5. make decisions regarding appointment and termination of the President and CEO;
6. receive proposed amendments to the bylaws from Organizational Members and determine whether to refer a proposed amendment to the voting membership for approval pursuant to Article IX of these bylaws. The Board may, in its discretion, refer a proposed amendment to one or more committees and receive recommendations from such committees with respect to such amendment; and
7. evaluate the performance of the President and CEO on an annual basis.

**D. VACANCIES** - Except as provided in Article IV, Section III, with respect to officer directors, if a director is unable to perform his/her duties because of death, poor health, or other reasons, and resigns or is removed from the Board or if a director is not timely seated in accordance with Article IV, Section II.B, the vacancy may be filled by appointment by the Executive Committee of an individual who meets the qualifications in subsection B.

**E. REMOVAL** - Upon thirty (30) days notice, any director of the NACHC Board may be removed for cause by a two-thirds vote of the Board members present. For purposes of this Section, "for cause" includes, but is not limited to, acts determined by the Board to be contrary to the best interests of NACHC or two (2) unexcused absences from duly called meetings in a single year.

**F. EXECUTIVE SESSION** - The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary including, but not limited to, litigation (actual or threatened), the evaluation of the President and Chief

Executive Officer, and to receive the results of the annual audit. The President and Chief Executive Officer shall have the right to attend executive sessions except a session, or a portion of a session, during which his or her performance is evaluated. The Chairperson may invite such persons as he or she deems appropriate to attend an executive session.

- G. VOTING** - Except as otherwise provided in these bylaws, all matters brought before the Board of Directors shall be decided by a majority vote of the Directors present.
- H. QUORUM** - One-third of the total board members shall constitute a quorum at any meeting of the Board of Directors.
- I. ACTION WITHOUT MEETING** - Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- J. APPROVAL OF TEMPORARY AMENDMENTS TO THE NACHC BYLAWS** – Notwithstanding the provisions of Article IX of these bylaws, during a national emergency declared by the Federal government, the Board of Directors may adopt amendments to these bylaws to address urgent matters that cannot await action at the Annual Meeting of the House of Delegates. Any such temporary bylaws shall cease to be effective on the earlier of: (1) the end of the declared national emergency, or (2) the adjournment of the next Annual Meeting of the House of Delegates if the House of Delegates has not ratified the amendments.

**SECTION III – OFFICERS:** The Officers of the Association shall be:

- Chairperson
- Chairperson-Elect
- Immediate Past Chairperson
- Treasurer
- NACHC-Elected Consumer/Board Member Representative
- Secretary
- Speaker of the House
- Vice-Speaker of the House
- Parliamentarian

**A. QUALIFICATIONS AND TERM**

1. In order to qualify for elected office, a person must be an individual member in good standing with the National Association of Community Health Centers, and also be
  - i. employed by, or serve on the Board of, an organizational member, or
  - ii. employed by a chartered State, Territorial or Regional Affiliate of NACHC, or by a Health Center Controlled Network, as defined in Article IV, Section II.B.2.iii;  
and
  - iii. meet such other criteria as may be recommended by the Nominating Committee and adopted by the Board.
2. All elected Officers shall hold office for two (2) years or until their successors are elected and seated. Upon completing a two-year term, the Chairperson-Elect shall succeed to the office of Chairperson.
3. Subject to Section III B.1, all elected officials shall take office at the close of the final session of the Annual Meeting of the House of Delegates at which they are elected.

**B. ELECTIONS**

1. Every odd-numbered year at the Annual Meeting there shall be elected a Chairperson-Elect, Speaker of the House, and Treasurer.
2. Every even-numbered year at the Annual Meeting there shall be elected a Vice-Speaker of the House, Secretary, and NACHC-Elected Consumer/Board Member Representative.
3. No individual may be elected to or serve in more than one office of the National Association of Community Health Centers at one time.
4. All candidates seeking verification of credentials by the Nominating Committee must have their names and resumes submitted to the Chairperson of the Nominating Committee no later than thirty (30) days prior to the Annual Meeting. Candidates for each office whose credentials have been verified will be placed on the ballot as they are nominated from the floor of the House of Delegates.



5. The Nominating Committee shall formally make its reports on candidate credentials during the Annual Meeting, both in person in the House of Delegates and in electronic form to the electronic mail address on file for those persons authorized to cast votes remotely on behalf of organizational members. After the Nominating Committee's final report, no nominations may be accepted from the floor of the House of Delegates.
6. Organizational members in good standing may cast their four (4) votes in person at the House of Delegates or remotely in accordance with instructions provided to each organization's designee(s) at least one week prior to the Annual Meeting. Voting shall take place after the final report from the Nominating Committee has been made and shall be conducted (i) electronically or by paper ballot in the House of Delegates, and (ii) electronically for organizational members that choose to vote remotely.

#### C. VACANCIES

1. If the Chairperson is unable to perform his/her duties because of death, poor health, or other reasons, the Chairperson-Elect shall succeed to the office of Chairperson. He/She shall serve as Chairperson for the duration of both terms or until the Chairperson can resume his/her duties.

If the Chairperson-Elect is unable to perform the duties of his/her office, the office shall remain vacant until the next Annual Meeting unless the Chairperson-Elect is serving as Chairperson. In that event, the Board of Directors shall appoint the Speaker of the House as Chairperson to serve the remainder of the unexpired term. At the next Annual Meeting, a Chairperson-Elect shall be elected in accordance with the provisions of these bylaws. If the Speaker of the House is unable to perform his/her duties, the Vice-Speaker of the House shall serve the remainder of the unexpired term.

2. With the exception of the Parliamentarian, if any other office of the Association shall become vacant, the Executive Committee shall appoint a successor to serve the remainder of the unexpired term, with ratification by the Board of Directors. If the office of Parliamentarian becomes vacant, the Chair may appoint a successor.

- D. REMOVAL FROM OFFICE** - Any officer of NACHC may be removed for cause by a two-thirds vote of the Board. For purposes of this section, "for cause" includes, but is not limited to, acts determined by the Board to be contrary to the best interests of NACHC or two (2) unexcused absences from duly called meetings in a single year.

#### E. DUTIES/FUNCTIONS

1. The **CHAIRPERSON** shall preside at all National Association of Community Health Centers Board and Executive Committee meetings. He/she shall serve as Chairperson of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors and the House of Delegates. Between meetings of the Board of Directors the Executive Committee shall be responsible for the affairs of the Association including generally supervising the President and Chief Executive Officer, which responsibility the Executive Committee may delegate to the Chairperson. The Chairperson is authorized to make appointments to all standing and special committees including appointments to fill vacancies, except the Executive Committee, subject to ratification by the Executive Committee. The Chairperson may serve as ex-officio voting member of all committees, except the Nominating Committee.
2. The **CHAIRPERSON-ELECT** shall succeed to the office of the Chairperson, upon completion of the Chairperson's term. The Chairperson-Elect shall perform such duties as may be assigned to him/her from time to time by the Chairperson or Board of Directors.
3. The **SPEAKER OF THE HOUSE** shall preside at all meetings of the House of Delegates and Rules Committee and perform any other duties prescribed by the House of Delegates or assigned to him/her from time to time by the Board of Directors.
4. The **SECRETARY** shall be responsible for keeping the minutes of all meetings of the House of Delegates, Board of Directors and Executive Committee, and shall perform such other duties as may be assigned by the Board of Directors.
5. The **VICE-SPEAKER OF THE HOUSE** shall assume the responsibilities of the Speaker of the House of Delegates in the absence of the Speaker.

6. The **TREASURER** shall be responsible for oversight of all funds of the Association. The Treasurer or designee(s) including, but not limited to the President and Chief Executive Officer and the Vice President for Finance and Administration, shall receive monies in the name of the Association and shall deposit all such monies in the name of the Association in such banks as shall be designated by the Executive Committee.

The Treasurer and his/her designees shall be bonded in such sum as the Board of Directors shall determine.

The Treasurer shall prepare a report on the finances of the Association for inclusion in the Board of Director's Annual Report.

The Treasurer shall serve as Chairperson of the Finance Committee and shall perform other duties as may be assigned to him/her from time to time by the Board of Directors.

7. The **NACHC-ELECTED CONSUMER/BOARD MEMBER REPRESENTATIVE** may perform such duties as authorized by the Board of Directors. Only individuals who are active health center patients and who serve as consumer Board members of such centers are eligible for this office. The NACHC-Elected Consumer/Board Member Representative is responsible for communicating the recommendations and views of the Consumer/Board Member Committee and shall perform such other duties as may be assigned to him/her by the Board of Directors.
8. The **PARLIAMENTARIAN** in consultation with the Association's corporate counsel, shall render interpretations of Robert's Rules of Order, newly revised, the bylaws of the Association, and other rules or procedures governing the House of Delegates, the Board of Directors, and the Executive Committee. Questions concerning an interpretation by the Parliamentarian may be referred to the Board of Directors, whose decision on the matter shall be final. The Parliamentarian shall be appointed by the Chairperson, and shall hold office for one (1) year and shall be a non-voting member of the Board of Directors.

#### **SECTION IV - STANDING COMMITTEES:**

##### **A. COMPOSITION**

To qualify for appointment to a committee, a person must be:

- i. an Individual Member in good standing, and
- ii. employed by or serve on the Board of an organizational or associate member,  
or
- iii. employed by a chartered State, Territorial or Regional Affiliate of NACHC

The Chairperson and the President shall be ex-officio members of all committees except the Nominating Committee. To ensure a well-rounded committee composition, NACHC makes committee appointments with the intent to promote diversity, equity, and inclusion, including but not limited to experience, geographic representation, member organization, race and ethnicity, and gender identity, except as otherwise required by these bylaws.~~As may be practical, committees should be structured to include representation from each region, except as is otherwise required by these bylaws.~~

- B. TERMS OF OFFICE** - Unless otherwise specified in these bylaws, members of committees shall serve two year terms or until their successor is appointed or elected.
- C. QUORUM** - The Quorum for committee meetings shall be one-third of the members of that committee.
- D. NOTIFICATION OF COMMITTEE MEETINGS** - Members of standing committees shall be notified in writing of meetings no less than thirty (30) days in advance of said meeting, unless there is good cause to hold a special meeting. A member should notify the Committee Chair at least five (5) days in advance of the meeting if he or she is unable to attend.
- E. FUNCTIONS AND DUTIES** - The Board of Directors shall establish the responsibilities (in addition to bylaws-stipulated functions) with which each such committee is charged at the Board's first meeting after the Annual Meeting of the Association, which charge may be modified from time to time as the Board may determine.

1. The **EXECUTIVE COMMITTEE** shall be composed of the Chairperson, Chairperson-Elect, Immediate Past Chairperson, Secretary, Treasurer, Speaker of the House, Vice Speaker of the House and NACHC-Elected Consumer/Board Member Representative. The Executive Committee shall meet no less than quarterly and shall act for the Association in all matters otherwise delegated to the Board during the interim periods between meetings of the Board of Directors. The Executive Committee shall have the authority to grant and revoke State, Territorial and Regional affiliate charters, and shall perform other such duties as are delegated to it by the Board of Directors.

The Executive Committee shall, on behalf of the Board, negotiate the President and CEO's employment contract, and supervise the President and CEO in his/her implementation of programs, policies and financial decisions of NACHC. The Committee's supervisory function may be delegated to the Chairperson in the interval between meetings.

2. The **NOMINATING COMMITTEE** shall consist of one Representative from each of the ten (10) regions described in Article V of these bylaws. The term of office shall be one (1) year. The Nominating Committee shall receive and review all petitions of candidacy for office and verify the petitions of qualified candidates. The Nominating Committee shall undertake those additional functions described in Article IV, Section III herein.
3. The **BYLAWS COMMITTEE** shall include the Parliamentarian. The Committee, with the assistance of the Association's corporate counsel, periodically reviews the bylaws of the Association, receive recommendations from the Board regarding amending the bylaws, and recommend amendments, as appropriate, to the Board, which, in turn, is responsible for making recommendations to the House of Delegates consistent with the procedures for amending the bylaws set forth in Article IX.
4. The **FINANCE COMMITTEE** shall include the Treasurer of the Association as chairperson. The Committee's duties are to review the finances of the organization and make appropriate financial reports to the Board, to develop policies related to monies, to develop the annual budget for the Association, to review the Association's annual audit, and to make pertinent recommendations to the Board of Directors.
5. The **HEALTH POLICY COMMITTEE** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
6. The **MEMBERSHIP COMMITTEE** shall review membership categories and make recommendations to the Board of Directors concerning all membership benefits.
7. The **COMMITTEE ON HEALTH CENTER EXCELLENCE AND TRAINING** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
8. The **ETHICS AND GRIEVANCE COMMITTEE** shall hear grievances from members of the organization and make recommendations to the Board of Directors for appropriate action.
9. The **LEGISLATIVE COMMITTEE** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
10. The **AUDIT AND COMPLIANCE COMMITTEE** shall be appointed and issued a charge each year by the Chairperson. At a minimum, its duties shall include: reviewing the request for proposals for audit firms when the current audit firm's engagement expires, recommending to the Board of Directors the selection of the lowest responsible bidder, overseeing the audit process, reviewing the audit report with the auditors and making pertinent recommendations to the Board of Directors. In addition, the Committee shall recommend policies pertinent to, and oversee staff's implementation of, the Association's compliance program.
11. The **RULES COMMITTEE** shall include the Chairpersons of the Bylaws Committee, Membership Committee, and Credentials Committee; Parliamentarian; Vice Speaker of the House; representatives from a cross-section of regions; and one (1) member-at-large. The Rules Committee shall report to the Speaker of the House during the Annual Meeting and shall convene at such other times as may be necessary. The Rules Committee shall recommend for adoption by the House of Delegates, and upon adoption, shall publish all rules of procedure governing the House of Delegates, including voting procedures.
12. The **CREDENTIALS COMMITTEE** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.

13. The **CONSUMER/BOARD MEMBER COMMITTEE** shall be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors. The Consumer/Board Member Committee is composed of individual members of NACHC who are also consumer/board members serving on the boards of health centers, and serves as a forum for exchange of information and ideas among the consumer/board members of health centers and may make pertinent recommendations to the Board.
  14. The **CLINICAL PRACTICE AND PROGRAMS COMMITTEE** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
  15. The **COMMITTEE ON AGRICULTURAL WORKER HEALTH** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
  16. The **HEALTH CARE FOR ~~THE PEOPLE EXPERIENCING~~ HOMELESS COMMITTEE** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
  17. The **RURAL HEALTH COMMITTEE** may be appointed and issued a charge each year by the incoming Chairperson, as developed by the Board of Directors.
  18. **SPECIAL COMMITTEES OR TASK FORCES** - The Board of Directors may also appoint special committees or task forces from time to time. Such committees or task forces shall have such composition, responsibilities and duration as the Board of Directors shall determine. The Chairperson may also appoint special task forces.
- F. REMOVAL OF COMMITTEE MEMBERS** - The Chairperson of a Committee may request that the Executive Committee remove a committee member and declare that member's position vacant by reasons of non-attendance or for failure to further the purposes of the Committee. Non-attendance shall be interpreted as two (2) unexcused absences in a single year.
- G. ELECTRONIC MEETINGS** - Any or all members of the Board of Directors or of a committee may participate in a meeting of the Board of Directors or a committee by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
- H. ACTION WITHOUT MEETING** - Any action that may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee.

## **ARTICLE V**

### **State, Territorial and Regional Affiliates**

#### **SECTION I – PURPOSE OF STATE, TERRITORIAL AND REGIONAL AFFILIATES:**

The collaboration and partnership between NACHC and the State, Territorial, and Regional Primary Care Associations (PCAs) is key to advancing the Community Health Center movement and promoting high quality, comprehensive health care for all. It is in the vital interest of Community Health Centers that NACHC and PCAs jointly define how they will ensure regular and close communication and foster shared action on issues of common interest to Community Health Centers. To that end, this Affiliate chartering process is created.

#### **SECTION II – CHARTERED STATE, TERRITORIAL AND REGIONAL AFFILIATES:**

- A. STRUCTURE** - State, Territorial and Regional primary care associations (“PCAs”) may enter in a Charter Agreement with the Association. The currently chartered PCAs are listed in Exhibit B to these bylaws.
- B. CHARTER CRITERIA** - The criteria to be used in evaluating a PCA’s application for a charter or renewal of a charter will include demonstration that the PCA will serve the purposes of an affiliate set forth in these bylaws, satisfaction of functions defined in the Charter Agreement, compliance with these bylaws and the terms of the Charter Agreement, submission of timely and adequate reports, and conformance with such other criteria as may be established by the Association’s Board.

- C. TERMS OF CHARTER** - Charters for PCAs that meet charter criteria will be issued for a five-year period. Each affiliate must reapply for charter every five years at a time specified by NACHC.
- D. TRANSACTION OF BUSINESS** - Each chartered State, Territorial and Regional Affiliate shall conduct itself in accordance with the provisions of these bylaws and its charter. NACHC and the PCA Leadership Committee will work collaboratively to define the functions of each Affiliate. At a minimum, each Affiliate's functions shall include, but not be limited to:
1. State level policy analysis
  2. Information dissemination
  3. Membership recruitment on behalf of NACHC
  4. Data collection and analysis
  5. Providing technical assistance to organizational members in the applicable State, Territory or Region
  6. Regional communications between NACHC and chartered Affiliates
  7. Such other functions as the NACHC Board of Directors, in consultation with the PCA Leadership Committee, may from time to time prescribe.
- E. REVOCATION OF CHARTER** – The charter of a State, Territorial or Regional Affiliate may be revoked by the NACHC Executive Committee for failure of such affiliate to comply with the provisions of these bylaws or the terms and conditions of its charter. Such action shall be in accordance with policies and procedures for the revocation of a charter established by the Board of Directors.
- F. REPORTS** - Each State and Territorial Affiliate shall submit such reports as may be prescribed by the NACHC Board of Directors.

## **ARTICLE VI**

### **Audit and Fiscal Year**

**SECTION I - ANNUAL AUDIT:** An annual audit shall be made by a Certified Public Accountant selected by the Board of Directors or its designee. The results of the audit shall be presented to the Board of Directors.

**SECTION II - FISCAL YEAR:** The Fiscal year of the Association shall be established by resolution of the Board of Directors.

## **ARTICLE VII**

### **Agents and Representatives**

**SECTION I - PRESIDENT AND CHIEF EXECUTIVE OFFICER:** The President and Chief Executive Officer shall direct the activities of the Association and shall implement the policies and programs established by the Board of Directors and the House of Delegates. Between meetings of the Board of Directors, he/she is responsible to the Executive Committee, which may delegate such authority to the Chairperson of the Association.

**SECTION II - AGENTS AND REPRESENTATIVES:** The Association, through the Board, may appoint such agents and representatives with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors sees fit, so far as may be consistent with these bylaws and authorized by law.

## **ARTICLE VIII**

### **Contracts**

The President and Chief Executive Officer may enter into grants and contracts consistent with the approved budget. For material grants and contracts not within the approved budget, he or she shall consult with the Executive Committee. The Executive Committee may establish guidelines for material expenditures that are not within the approved budget. No other officer, agent or employee of the Association shall have the power to bind the Association by any contract, or to pledge its credit, or render it liable for any purpose or to any amount, without Board approval, provided that in instances where the Chief Executive is unavailable or

otherwise unable to execute a contract necessary or beneficial to the Association, the Chair of the Board of Directors may, subject to the approval of the Executive Committee, execute contracts or otherwise bind the Association.

## **ARTICLE IX**

### **Bylaws**

**SECTION I – BYLAWS:** Subject to the process specified in Section II below, the bylaws of the Association shall be adopted by the membership and amended by the membership at the close of the annual meeting of the House of Delegates.

**SECTION II – PROCESS FOR PROPOSING AMENDMENTS:** Any organizational member may propose changes to the bylaws by submitting written proposed changes to the Board of Directors at least one hundred twenty (120) days before the Annual Meeting. The Board of Directors shall determine whether or not to refer a proposed amendment to one or more committees and whether or not to recommend amendments for adoption. The Board of Directors shall report all proposed amendments timely received to the House of Delegates with a recommendation for or against adoption.

**SECTION III - NOTICE OF AMENDMENTS:** A notice of a proposed amendment to the bylaws with a recommendation of the Board of Directors for or against adoption shall be disseminated by mail to all organizational members at least thirty (30) days prior to the Annual Meeting of the House of Delegates.

**SECTION IV – VOTING:** Proposed bylaw amendments must be approved by a two-thirds (2/3) vote of the Organizational Members voting at the Annual Meeting of the House of Delegates. Amendments approved by the House of Delegates shall become effective and are then binding on the total membership at the close of the Annual Meeting.

## **ARTICLE X**

### **Dissolution**

**SECTION I – PROCEDURE:** The National Association of Community Health Centers may be dissolved in accordance with the Laws of the District of Columbia. The Board of Directors must first approve a resolution recommending dissolution. Such resolution shall then be presented to the House of Delegates at a regular or special meeting. Notice of the proposed action shall be mailed to each member not less than thirty (30) days before the day of such meeting. A resolution to dissolve the Association shall be adopted upon a two-thirds vote of the organizational members present.

**SECTION II - DISTRIBUTION OF ASSETS:** Upon dissolution of the Association, the Board of Directors shall distribute the assets of the Association remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Association to one or more corporations, societies or organizations organized and operated not-for-profit, who, in the judgment of a majority of the Directors in office, shall be deemed to further the field of health centers, provided that such corporations, societies or organizations must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code.