

**BYLAWS**  
**Of the**  
**NATIONAL AHEC ORGANIZATION (NAO)**

**Adopted April 22, 2002**  
**As revised August 2, 2004**  
**As revised December 4, 2006**  
**As revised April 24, 2007**  
**As revised June 30, 2008**  
**As revised June 23, 2010**

**ARTICLE 1**

Mission

- 1.1 The mission of the National AHEC Organization is: To support and advance the work of the AHEC network to improve the health of individuals and communities by transforming health care through education.

Purpose

- 1.2 The purposes and goals of the National AHEC Organization (NAO) are:

Purposes:

- To support the national network of Area Health Education Center (AHEC) programs dedicated to improving the supply, distribution, diversity and quality of health care professionals through community/academic partnerships;
- To improve access to quality health care for underserved areas and underserved populations

Goals:

- To provide a forum that brings together representatives of member organizations to enhance the national AHEC network;
- To facilitate the development and distribution of professional educational and technical assistance materials to the NAO membership;
- To provide a mechanism for policy development and dissemination to external audiences regarding the mission, goals and impact of AHEC programs; and,
- To enhance opportunities for collaborating with other organizations that have an interest in health care and health workforce issues.

## **ARTICLE 2**

### **Organization**

#### **2.1 MEMBERSHIP**

Membership is accorded to organizations and individuals who meet membership requirements and pay their dues. Date of membership begins on the date of receipt of membership application and payment of dues and is renewed by annual dues payable on or before October 1 of each calendar year. Application for membership must be submitted with payment of annual dues to the NAO headquarters.

##### **2.1.1 MEMBERSHIP REQUIREMENT**

Members must meet the following requirements:

- Actively support the purpose and goals of the National AHEC Organization;
- Uphold the NAO Bylaws;
- Pay annual dues as established by the Board of Directors;
- Organizational members from entities that are not affiliated with AHEC Programs created through federal AHEC program funding must be approved by the NAO Board.

Members who meet these requirements are deemed to be members in good standing.

##### **2.1.2 CATEGORIES OF MEMBERSHIP**

###### **2.1.2.1 Organizational Membership**

2.1.2.1.1 AHEC Program Office – Organizations at academic institutions that support a network of regional AHEC Centers in support of community-based health professions training programs, whether or not they are currently receiving Federal funding through the AHEC Program. This category of membership shall be considered an organizational member and have one voting privilege.

2.1.2.1.2 AHEC Center – Organizations with an independent 501(C)3 status that maintain formal affiliation agreements with an AHEC Program Office, or organizations with an independent advisory board that are sponsored by another institution, business, or organization that maintains a formal affiliation agreement with an AHEC Program Office. AHEC Centers that meet membership requirements but do not receive Federal funding or maintain an affiliation agreement but wishing to have full membership rights and privileges may qualify for this membership category. This category of membership shall be considered an organizational member and have one voting privilege.

2.1.2.1.3 Organizational Sponsor – Organizational members wanting to support the NAO beyond the financial requirement of an Organizational membership may upgrade to

the levels of organizational Sponsor to the Medallion level and continue to retain the one voting privilege of their organizational membership in addition to the benefits outlined in the Medallion levels.

#### 2.1.2.2 Other Categories of Membership

2.1.2.2.1 Individual Membership – Individuals such as Board members, faculty, advisory committee members and other community individuals at large that maintain a relationship with an AHEC organization. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.2.2.2 Student Membership - A student or resident enrolled in a program affiliated with an AHEC. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.2.2.3 Affiliate Membership – Governmental agencies, educational institutions, non-profit organizations or businesses professionally affiliated with local or state level AHEC organizations. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.2.2.4 Patron Membership – An organization, institution, business or individual donor that provides annual financial support to NAO with or without current local or state affiliation with an AHEC. This category of membership shall not be considered an organizational member and shall have no voting privilege.

#### 2.1.3 VOTING PRIVILEGES

Organizational members in good standing on or before the Annual Meeting of each year, who remain in good standing shall have voting privileges. Each such member shall have one (1) vote at all membership meetings.

#### 2.1.4 ORGANIZATIONAL MEMBER REPRESENTATION

Each organizational member shall designate in writing to the Board of Directors the name of one (1) representative and one (1) alternate, only one of whom is authorized to vote on its behalf at all membership meetings.

#### 2.1.5 TERMINATION OF MEMBERSHIP

The National AHEC Organization may terminate membership for cause by a vote for a resolution of termination by either written consent of two thirds of the Board of Directors or two thirds of those members of the Board of Directors who are present and voting at any regular or special meeting. A member's representative may also be terminated for cause by a vote for a resolution of termination by either written consent of two thirds of the Board of Directors or two thirds of those members of the Board of Directors who are

present and voting at any regular or special meeting. Should this occur, the organizational member shall be invited to designate, in writing, a new representative.

#### 2.1.6 LEADERSHIP

Board Members, Constituency Group leaders, Committee Chairs and committee members must be staff or board members of NAO Organizational Members in good standing.

### **ARTICLE 3**

#### Board of Directors

#### 3.1 BOARD OF DIRECTORS

The affairs of the Corporation will be exercised, conducted, and controlled by the Board of Directors. The Corporation is accountable to its members for assuring that program administration and Corporate operations comply with all relevant policies, guidelines, and regulations. The Board of Directors will assume the following functions, which may be accomplished by the Board, by designated persons, or by committees appointed by the Board:

- manage and administer affairs of the Corporation;
- elect the officers of the Corporation;
- establish ad hoc committees as it may be deemed expedient for carrying out the objectives of the Corporation consistent with these Bylaws and to terminate the authority of any such committee at any time;
- develop and implement general policies and strategic plans governing the effective operation and growth of the corporation;
- monitor and evaluate Corporate and Board performance;
- oversee the financial operation of the Corporation to include the processes of budget review and recommendations for Board adoption, periodic review of expenditures and expenditure/budget variations with recommendations and/or modifications;
- arrange for the raising of public or private funds to support the programs of the Corporation and to control disbursement of these funds;
- receive, acquire, hold, manage, administer, and expend property and funds for educational and charitable purposes including the assistance and support of educational institutions, associations and undertakings;
- hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount and with all the powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds of a private person, subject only to the terms

- of particular trusts and to the general trust that all its properties and funds must be held for educational and charitable purposes;
- sue, be sued, complain and defend corporate name;
  - enter into such agreements with any government, philanthropic, or other agency as in its judgment will further and be consistent with the objectives of the Corporation;
  - otherwise have and exercise all powers necessary and convenient to effect the purpose of the Corporation not inconsistent with these Bylaws and Federal and State laws, guidelines and regulations;
  - may charge fees for services and receive and use funds obtained from fees, private donations, grants, contracts, and bequests, and from lawful sources for construction, maintenance and support of the activities of the Corporation;
  - choose to engage a chief executive officer who will serve at the discretion of the Board. Based on a written job description, his/her respective duties will be to carry out the objectives of the Corporation within the policies and general directives established by the Board. He/She will recommend policies and procedures to the Board and perform related supervisory duties as may be directed by the Board;
  - upon engaging paid staff, establish, review, and update annually written personnel policies, to review and recommend salary schedules, serve as a grievance committee to all personnel hearings referred to it by the chief executive officer, and interview and engage a chief executive officer;
  - represent the Corporation.

### 3.1.1 DIRECTORS

The Board shall be comprised of six (6) Directors elected from and by the membership of the AHEC Program Directors Constituency Group (PDCG), six (6) Directors elected from and by the membership of the AHEC Center Directors Constituency Group (CDCG), the President Elect, the President, and the immediate Past President of the Board.

Directors shall serve a three year term concurrent with their participation on their Constituency Group Leadership Committee. Directors may be elected to and serve for no more than six consecutive years of service on the Board unless as necessary to fill an elected office. Constituency Groups shall provide for staggered terms, in so far as possible to assure continuity on the Board. Each Director shall serve as liaison for one or more standing committees. Directors shall assume their duties on October 1 of each year.

- ### 3.1.2 Removal from Office/Board Membership – Any Officer or Board member may be removed for cause by a two-thirds vote of the Board of Directors. Causes for removal are: An act involving moral turpitude, commission of a felony, gross neglect of duty, and any willful failure to act in accordance with significant provision of the Charter or Bylaws of the NAO. Such officer or member whose removal is to be considered shall be given at least ten days written notice of the time and place of the meeting at which his/her

case shall be considered and shall be accorded a reasonable time to appear on his/her own behalf before the motion for removal is voted upon. All Board members shall also be given at least ten days prior notice of a motion to remove an officer or member for cause.

### 3.2. OFFICERS

Officers of the Board shall be elected from the Board and shall be the President of the Board (hereafter referred to as President), Past President, President Elect, Secretary, Treasurer and Parliamentarian. The term of office for each position is one year, except Treasurer, who shall serve a two year term. No officer shall serve more than two elected terms of office in succession for the same position, except that the President shall serve only one year as President. The outgoing President cannot serve as the succeeding President Elect.

- 3.2.1 President - The office of President shall be the principal elected officer of the Corporation, and subject to the provisions and limitations of the Articles of Incorporation and these Bylaws, shall in general supervise and control all of the business and affairs of the NAO. He/She shall, when present, preside at all meetings of the NAO. He/She may sign, contracts or other instruments which the NAO Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the NAO membership or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. He/She shall be the official spokesperson of the NAO; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the NAO membership. Except as otherwise indicated in these Bylaws, the President shall appoint Chairs of all standing committees.
- 3.2.2 Past President - After serving one full term the President of the Board shall serve as an officer of the Board with the title Past President. The Past President will also serve as the Chair of the Nominating Committee to the Board.
- 3.2.3 President Elect - In the absence of the President or in the event of his/her death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.
- 3.2.4 Secretary - The Secretary shall (a) be responsible for the minutes of the NAO meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each NAO member which shall be furnished to the Secretary by such members; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.

In addition, the Secretary shall be responsible for certification of the election of officers and notification of the appropriate authority in the state where the organization is incorporated of the new officers, and shall provide authorizations to NAO's management company and banking institution of the individual officers authorized to sign for the NAO.

The Secretary is also responsible for assuring that a current copy of the NAO Bylaws, Committee Charters and Board Policies is available at meetings of the Board.

- 3.2.5 Treasurer - The Treasurer shall (a) have charge and custody of and be responsible for funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source what so ever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) responsibility for preparation of annual budget and recommending fiscal policies to the Board; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.
- 3.2.6 Parliamentarian - The Parliamentarian shall render interpretation of Robert's Rules of Order, newly revised, the Bylaws of the NAO, and other rules of procedures governing the NAO and the Board of Directors. All decisions of the Parliamentarian are final. The Parliamentarian shall chair a regular review of the Bylaws by a committee composed of at least three individuals who are organizational members.
- 3.2.7 Annual Election of Officers – The Board of Directors shall elect by October 1 of each year a President Elect, Secretary, and Parliamentarian. The Treasurer shall be elected to two year terms, in even year elections. Election is by a majority of the fixed membership of the Board (majority of all seats, including vacancies). Board members shall receive notice of nominees for the officer positions at least 14 days prior to the meeting for the election of officers. Officers shall serve until succeeded by proper election, except that the Board of Directors, by majority vote, may at its discretion fill vacancies that occur because of death, resignation, or termination of any members. Such appointment shall constitute authorized membership as an officer to fill the unexpired term of the member vacating that seat.
- 3.2.8 Term of Office – Officers assume their duties on October 1 of each year.

## **ARTICLE 4**

### Constituency Groups

#### 4.1 CONSTITUENCY GROUPS

Groups of AHEC program directors (PD) and AHEC center directors (CD) from Organizational Members of NAO are the Constituency Groups (CGs). Each Constituency Group shall elect a Constituency Group Leadership Committee to represent the constituency.

## **ARTICLE 5**

### Meetings

#### 5.1 BOARD MEETINGS

The Board shall meet no less often than quarterly. A quorum shall be a majority (one more than half) of the entire membership of the Board of Directors (not counting vacancies) present either in person or by conference phone. As provided in the Articles of Incorporation, Board members may vote by proxy presented to the President prior to a meeting. Board members voting by proxy shall not be counted for purposes of determining a quorum.

#### 5.2 MEMBERSHIP MEETINGS

There shall be an Annual Meeting of the members of the NAO on a date and at such place as determined by the Board. Members shall be notified no less than sixty (60) days before the date of the Annual Meeting. One-fourth of the membership in good standing will constitute a quorum for the purpose of conducting business.

#### 5.3 SPECIAL MEETINGS

Special meetings of the Board and/or membership may be called by the President with written notice. Such notice shall be made at least 72 hours prior to that meeting. Such meetings shall not address amendments to the Bylaws or Articles of Incorporation unless at least thirty (30) days written notice is given.

#### 5.4 CLOSED MEETINGS

By a majority vote, the Board of Directors may close any meeting to nonmembers.

#### 5.5 PARLIAMENTARY PROCEDURES

Meetings will be conducted according to Robert's Rules of Order.

## **ARTICLE 6**

### Committees

#### 6.1 STANDING COMMITTEES

There shall be standing committees of the NAO Board to be named Membership, Fund Development, Public Policy, Education, Communications, Executive, Nominating, Research and Evaluation, Conference Planning and External Relations committees.

- 6.1.1 Membership Committee - The Membership Committee determines membership categories and shall make recommendations to the Board concerning all decisions with respect to applications for membership and dues and report upon the status of members in good standing. A second function of the Committee shall be to expand membership through recruitment efforts.
- 6.1.2 Fund Development Committee – The primary purpose of this committee shall be to raise funds to support the work of the NAO.
- 6.1.3 Public Policy Committee - The Public Policy Committee shall have responsibility for legislative and national AHEC program policy issues. It shall make recommendations to the Board on legislation and national AHEC program policy issues.
- 6.1.4 Education Committee - The Education Committee shall aid in the development and implementation of ongoing educational programs for NAO and its members including planning and conducting New Director Orientation sessions, Annual Policy/Leadership meetings, leadership development and providing K-12 program expertise to the AHEC Network.
- 6.1.5 Executive Committee - The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer, and immediate Past President. The President shall chair the Executive Committee. It shall act for the Board between meetings of the Board, but cannot modify any action taken by the Board. All actions of the Executive Committee are subject to review by the Board at its next meeting. Three of the five officers shall constitute a quorum for the transaction of business. For this committee, a majority is specified to be a majority of the entire fixed membership of the committee, or at least three votes regardless of the number of members currently in attendance.
- 6.1.6 Communications Committee - The Communications Committee shall have responsibility for making recommendations to the Board regarding internal and external communications strategies.
- 6.1.7 Nominating Committee – The Nominating Committee has the responsibility of selecting nominees for the officers of the Board of Directors. The committee shall be comprised of at least three people, including the immediate past president, and shall be representative of the constituency groups. The immediate Past President shall Chair the Nominating Committee. No member of the Nominating Committee may be placed in nomination. Board members shall be notified of the nominees for the officer positions at least 14 days in advance of the meeting at which the election is scheduled to take place.
- 6.1.8 Committee on Research and Evaluation (CORE) – The CORE establishes a standard set of evaluation measures for the NAO network, develops an Annual NAO report, conducts

research on new models of evaluation measures for NAO, provides recommendations to the Board relative to the federal reporting requirements, and provides technical assistance to NAO members to facilitate the practice of rigorous examination and evaluation of the effectiveness of their individual programs.

6.1.9 Conference Planning Committee – The Conference Planning Committee is charged with conference planning for biennial national workshops, including planning theme, content, tracks and solicitation, review and selection of abstracts/proposals for presentation.

6.1.10 External Relations Committee – The External Relations Committee is charged with developing guidelines and principles for prioritizing external relations and developing systems and tools for managing and evaluating external relations operations.

## 6.2 STANDING COMMITTEE MEMBERSHIP

Unless otherwise specified in these bylaws, each standing committee shall have a minimum of three members, chosen by the committee chairs subject to the approval of the Board. Committee members must be staff or board members of NAO Organizational members, Individual Members, or Student Members in good standing. Each committee shall have at least one member who is a current member of the Board of Directors and serves as liaison to the Board.

## 6.3 STANDING COMMITTEE CHAIRS

Unless otherwise specified in these bylaws, one member of the Program Director Constituency Group and one member of the Center Director Constituency Group shall be appointed by the President, in consultation with respective Constituency Group Leadership, to serve as co-chairs of each committee.

Committee chairs may or may not be NAO Board Directors but a committee chair does not become an NAO Board Director by reason of his/her chairpersonship. Committee chairs who are not NAO Board Directors are invited to participate in NAO Board meetings but do not vote.

Committee Chairs are responsible for presenting annually a list of committee members.

## 6.4 AD HOC COMMITTEES

The President shall appoint Ad Hoc committees as required. The Board shall prepare a written charge or charter for any ad hoc committees, which shall include an expiration date or review date for the committee.

## 6.5 JOURNAL OF THE NATIONAL AHEC ORGANIZATION EDITORIAL BOARD

The *Journal of the National AHEC Organization* Editorial Board shall oversee publication of the *Journal of the National AHEC Organization*, on behalf of the National

AHEC Organization. The Editorial Board will determine the theme of each issue, solicit articles, compose, and produce the *Journal*. It will conduct these functions in compliance with a Business Plan approved by the NAO Board. The Editorial Board shall consist of at least ten, and not more than fifteen members. New members shall be elected by the Editorial Board, and shall serve a four year term renewable for up to two additional terms. The Co-chairs of the Editorial Board will be elected by current Editorial Board members, subject to confirmation by the NAO Board. The President and Constituency Group Chairs of the NAO serve as ex-officio members of the Editorial Board.

## **ARTICLE 7**

### Dues

- 7.1 The NAO shall have a differential dues structure, which is directly related to category of membership. Annual dues are established for the fiscal year upon recommendation of the membership committee and a majority vote of approval by the Board of Directors. The Board shall have the authority to make special assessments as necessary to meet unanticipated expenses consistent with the stated purpose and goals of NAO.

## **ARTICLE 8**

### Fiscal Policy

- 8.1 The fiscal year of the corporation shall normally be a twelve-month year, ending September 30 each year.
- 8.2 All moneys received by or in the name of the Corporation shall be deposited in a bank account as authorized by the Executive Committee. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such authorized agents, and in such manner as shall from time to time be determined by resolution of the Board.
- 8.3 Bonding shall be required of the President, Treasurer, President Elect, and any employee who expends or receives funds.
- 8.4 An annual financial statement shall be presented to the NAO membership at the Annual Meeting.

## **ARTICLE 9**

### Amendments

- 9.1 ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended and altered or rescinded by either written consent of two thirds of the Corporation's voting members or the vote of two thirds of those members who are present and voting at any annual or special meeting called upon thirty (30) days written notice of the intent to so amend the Articles to the members at the address of record. Full text of the proposed amendment or change in the Articles will be mailed to each voting member not less than 30 days prior to the meeting at which the proposed amendment(s) or change is to be presented.

## 9.2 BYLAWS

These Bylaws shall be reviewed regularly by a committee comprised of the Parliamentarian and three NAO organizational members. The committee shall submit recommendations to the NAO Board for presentation to the membership. Such bylaws may be amended by either written consent of two thirds of the corporation's voting members or the vote of two thirds of those members who are present and voting at any annual or special meeting. Written notice of the intent to so change the Bylaws and full text of the proposed amendment or change shall be sent to members thirty (30) days in advance of the meeting at which the proposed amendment(s) or change is to be presented.

- 9.3.1 In the event of any conflict between the Articles of Incorporation and Bylaws, the Articles of Incorporation shall prevail.

## **ARTICLE 10**

### Conflict of Interest

- 10.1 All officers, directors, and members will diligently avoid any conflict between their own individual professional, or business interests, and the interests of the Corporation. A potential conflict of interest exists whenever a Director is associated in any manner with a business firm, university, organization, facility or other entity which either directly or indirectly has entered into a contract with NAO, or whenever such firm may be a possible recipient of NAO favors or expenditures for services or materials. Directors must disclose all relevant business and personal affiliations to NAO. No Director may vote on a matter in which that Director's involvement may constitute a conflict of interest as described above or under any applicable federal or state statute. Should a conflict arise, the individual in conflict will acknowledge that conflict so that it may be noted in the minutes, refrain from voting on the particular transaction, and refrain from attempting to exert any undue influence to affect a decision. Failure to do so will, at the least, result in automatic membership removal. Board members will not receive any compensation for their services as a Director of the Corporation. Reimbursement is authorized, when consistent with Board policy, of a Director's reasonable expenses associated with attending the meetings and serving as a Director.

No paid employee of NAO or relative in the first degree by blood or marriage of a NAO employee will serve on the Board of Directors. Officers and Directors shall exercise their powers in good faith and with a view to the interests of the Corporation.

## ARTICLE 11

### Indemnification

- 11.1 Members of the corporation shall not be personally liable for any debt or obligation solely by reason of being members. The Board of Directors may authorize the payment of expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former Board Member, Officer, or employee of NAO 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 member, officer, or employee, or by the corporation, or by both, whether or not the corporation is joined as a party defendant, provided, the Board determines in its sole discretion that such member, officer, or employee, was acting in good faith or 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 corporation.
- 11.2 Payments authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and cost of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisees of such person.

\*\*\*\*\*

#### Record of Incorporation and Amendments to Bylaws

Incorporated July 17, 1997  
Ratified August 2, 2000  
Amended July 10, 2001  
Amended April 22, 2002  
Amended August 20, 2003  
Amended August 2, 2004  
Amended December 4, 2006  
Amended April 24, 2007  
Amended June 30, 2008  
Amended June 23, 2010