

# Arizona School-Based Health Care Council, Inc.

## By-Laws

### Article I: Name and Location

Section 1: Name. The name of this organization shall be the Arizona School-Based Health Care Council, Inc.; hereafter referred to in this document as the “Council” or the “Corporation”.

Section 2: Location. The Council is incorporated under the laws of the State of Arizona and shall maintain a registered agent in the State of Arizona. The offices of the Council shall be in such locality as determined by the Board of Directors.

### Article II: Purpose, Mission, Values, Vision and Goals

#### Section 1: Tax Status

The Council shall at all times be operated exclusively as a 501(C)(3) tax-exempt, charitable, educational and scientific organization as defined in the Internal Revenue Code of 1986, as amended,.

#### Section 2: Restrictions

No part of the net earnings of the Council shall inure to the benefit of or be distributed to its officers, directors or members. However, the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein stated.

#### Section 3: Mission, Values, Vision and Goals.

**Mission** - *To support and advocate for school-based health centers throughout Arizona.*

**Values** - The Council values high quality, culturally sensitive, family centered care. The Council seeks to improve performance and quality of care to demonstrate the efficacy of school-based/school-linked health centers. To the end, the Council values the collection of meaningful performance and outcome data. The Council values collaboration between the public, Arizona lawmakers and school staff to promote the viability of Arizona’s school-based/school-linked health centers through a variety of channels.

**Vision** - ASBHC will have membership from all school based health sponsoring agencies and serve as the voice of school based health in state and national advocacy efforts.

**Goals** include –

- a. To educate public and lawmakers about school-based/school-linked health care centers
- b. To develop strategies to help school-based/school-linked care centers statewide
- c. To collect data to be used to measure the effectiveness of school-based/school-linked care centers
- d. To provide information, resources and technical assistance to school based health centers.

## **Article III: Membership**

Section 1: Requirements and Privileges. The members shall consist of individuals and organizations that actively support the mission of the organization. Each individual member shall have one vote, and each organizational member shall have up to three individual members. Members are eligible to vote, hold office and participate in the works of the Council when their dues are current. Failure to pay dues within 90 days of each new fiscal year shall cause loss of their active membership status.

Section 2: Application Process. In order to become a member, a candidate shall submit to the Council a completed application form provided by the Council with current dues payment and agree to support the mission and goals of the organization.

Section 3: Categories. The types of membership shall be:

### Members

- a. Individual. Any individual who supports the mission and goals of the Council. Individual members may vote, serve on committees and hold office.
- b. Organizational. Any organization whose mission is consistent with the mission and goals of the Council. Organizational Members may designate up to three individuals as its representatives to the Council who may vote, serve on committees and hold office.

The Board of Directors shall have the ultimate authority to determine whether an individual or organization meets the qualifications for membership in the Council.

### Section 4: Voting.

Each member shall be entitled to vote in person or by written proxy on the matters set forth in these Bylaws. Except as expressly provided in these Bylaws, the business and affairs of the Corporation shall be managed and controlled solely by the Board of Directors

### Section 5: Membership Fees.

Persons qualified for membership may become members of the corporation upon approval by the Board of Directors and payment of any membership fees as required by the Board of Directors. The amount and time of payment shall be fixed from time to time by the Board of Directors and shall be subject to increase or decrease. Should the dues of a member remain unpaid for 90 days after the date when such dues are payable, the Secretary shall send such member written notice requiring the payment of such dues within 15 days from the date of such notice, upon penalty of suspension of membership. If such dues are not paid as required by such notice, such person's membership shall, without further notice, be immediately terminated until such dues shall be fully paid.

### Section 6: Membership not Transferable.

Membership in the Corporation is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment or encumbrance shall be void and of no effect.

### Section 7: Discipline.

A member, for cause, may be reprimanded, suspended, or expelled from the Corporation by two-thirds (2/3) vote of all the Directors, but only after such member shall have had an opportunity to present his or her defense. One week's notice of the time when the Board will consider the charges against him or her, accompanied with a written specification thereof, shall be considered as affording such member sufficient opportunity to present a defense.

#### Section 8: Written Ballot.

Any action that the members may take at a meeting of the members may be taken without a meeting by written ballot pursuant to this Section. The secretary will mail or deliver a written ballot to every member entitled to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against the proposed action. An action shall be approved by written ballot only if both (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the members; and (2) the number of approvals received equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve the matter (other than election of directors), and specify the time by which the ballot must be delivered to the corporation in order to be counted, which time shall not be less than seven days after the date the corporation delivers the ballot.

#### Section 9: Proxy Voting.

A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form authorizing another member to vote or act on his or her behalf. Any appointment of a proxy shall be effective on receipt by the secretary or other officer authorized to tabulate votes. The corporation may accept the proxy's vote or other action as that of the member making the appointment.

#### Section 10: Annual Meetings.

The annual meetings of the members of the Corporation shall be held each year at such time, on such day, and at such place as shall be fixed by the Board of Directors, for the purpose of electing directors, and for the transacting of such other business properly coming before said meeting.

#### Section 11: Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a majority of the Board of Directors, and shall be called by the President at the request in writing of ten percent of the members. Such request shall state the purpose or purposes of the proposed meeting.

#### Section 12: Place of Meetings.

The Executive Committee may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting of the members.

#### Section 13: Notice of Meetings.

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, by written notice delivered personally, by mail, or by other commercially acceptable means of business communications including, but not limited to, overnight mail, electronic mail, or facsimile to each member at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposited in the United States mail, postage prepaid, addressed to the member.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days a notice of the adjourned meeting shall be given to each member.

Section 14: Quorum.

The number of Members present at any meeting shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 15: Presiding Officer and Order of Business.

Meetings of members shall be presided over by the President, or, if he or she is not present or there is none, by the President-elect, or, if he or she is not present or there is none, by a person chosen by the Board of Directors; if no such person is present or has been chosen, a majority of the members who are present in person or represented by proxy shall choose any person present to act as chairman of the meeting.

**Article IV: Officers and Directors**

Section 1: Elected Officers

The officers shall be President, President-Elect, Immediate Past President, Secretary (each of whom shall serve a one-year term in each office or until a successor is determined and assumes office) and Treasurer (who shall serve a three-year term). Officers shall be elected by the Members and shall serve on the Board of Directors. Officers may not serve more than two (2) consecutive terms in the same office.

- a. The president shall serve on the Board of Directors and shall have overall responsibility for the affairs of the Corporation, subject to the control of the Board of Directors. The president shall preside at all meetings of the Board of Directors and members. Unless otherwise directed or authorized by the Board of Directors, the president shall sign all contracts and other instruments for the Corporation. The president shall perform such other duties as may, from time to time, be assigned by the Board of Directors.
- b. The president-elect shall be a director of the Corporation and shall perform the duties of the President in the President's absence, death, disability, resignation or removal. The president-elect shall perform such other duties and exercise such other powers as may be assigned to the office from time to time by the President or by the Board of Directors. The President-elect shall automatically become the President of the Corporation following the expiration of the President's term of office.
- c. The immediate past president shall be a director of the corporation and serve as the chair of the nominations committee. The immediate past president shall perform such other duties and exercise such other powers as may be assigned to the office from time to time by the president or by the board of directors.
- d. The secretary shall be a director of the Corporation. The responsibilities of this office are:
  1. keep the minutes of the proceedings of the members and the Board of Directors
  2. see that all notices are duly given in accordance with the provisions of these By-laws
  3. be custodian of the Corporations' records and in general
  4. perform all duties as from time to time may be assigned by the president or Board of Directors.
- e. The Treasurer shall be a director of the Corporation and shall be the principal financial officer of the Corporation. The Treasurer shall also:
  1. have the care and custody of all funds, securities, evidence of indebtedness and other personal property of the Corporation
  2. keep accounts of all moneys received on behalf of the Corporation

3. prepare an annual budget for approval by the Board of Directors and membership at the annual business meeting
4. perform all duties as from time to time may be assigned by the president or Board of Directors

### Section 2: Directors

The business and affairs of the Corporation shall be managed by its Board of Directors. There shall be six elected (6) directors who, along with the elected officers and executive director, shall constitute the Board of Directors.

The six (6) directors shall be selected in the following manner –

- a. Three (3) regional directors shall be elected by the membership to serve staggered terms of three (3) years each; one from each region designated as southern, central and northern Arizona. Annually, one regional director will be elected from the region being vacated, unless other vacancies occur. Each of the regional directors shall be school based health center personnel.
- b. Three (3) at-large directors shall be elected by the membership to serve staggered terms of three (3) years each. Annually, a number of at-large Directors equal to the number whose term then expires shall be elected for terms of three (3) years.

### Section 3: Executive Director

The Executive Director shall:

1. be an ex-officio (non-voting) member of the Board of Directors,
2. serve as the chief executive officer of the Corporation,
3. in coordination with the treasurer, oversee the accounting, keeping of the books and records, preparation of all required reports and the general administration of the Corporation,
4. deposit all moneys and valuables in the name of and to the credit of the Corporation in such banks or depositories as the Board of Directors shall designate,
5. be directly responsible to the President,
6. be empowered to carry out the policies and procedures of the Corporation within the guidelines approved by the Board of Directors,
7. have such other powers and perform such other duties as may be determined by the president and the Board of Directors from time to time.

### Section 4: Vacancies

A vacancy in an elected office or director position may be filled until the next election by presidential appointment with concurrence of the Board of Directors. . Should the office of president-elect become vacant, the nominating committee shall conduct a special election of the membership to fill the vacant position.

### Section 5: Removal from Office

Officers or directors may be removed from the Board of Directors, with or without cause, by a two-thirds (2/3) vote of members in good standing.

### Section 6: Conflict of Interest

This Board of Directors shall avoid the active participation of any officer or director in a manner that poses a conflict of interest with respect to that officer or director.

A conflict of interest arises when any matter under consideration involves the potential for a significant or material benefit to a member of the Board of Directors, any member of his or her immediate family or to

any business, financial or professional organization of which the Board of Directors member or any member of his or her immediate family is an officer, director, member, owner or employee.

Whenever any matter comes before the Board of Directors which any officer or director recognizes may give rise to a potential conflict of interest, the Board of Directors shall not approve any action bearing upon the conflict unless the following procedures are observed:

- a. The affected officer or director shall make known the conflict and, after answering any questions posed by the other officers and directors, brought to a vote to determine if there is a conflict. The affected member shall neither be present nor cast a vote.
- b. If the withdrawal of the affected officer or director results in the absence of a quorum, no action shall be taken on the matter until a quorum of disinterested members is present.

#### Section 7: Quorum.

One-third (1/3) of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 8: Annual and Special Meetings.

Meetings of the Board of Directors, annual or special, shall be held at such time, on such day, and at such place as the President or a majority of the Board of Directors shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

#### Section 9: Notice.

Notice of any meeting shall be delivered at least two (2) days prior to the meeting and delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail, or facsimile to each director at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid.

#### Section 10: Compensation and Expenses.

Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors. A director shall not be precluded from serving the Corporation in any other capacity or from receiving compensation for such services.

#### Section 11: Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary of the Corporation within ten days after the adjournment of the meeting, or at the time of the next meeting, whichever is sooner. Such right to dissent shall not apply to a director who voted in favor of such action.

## **Article V: Committees**

### Section 1: Committees.

The Board of Directors, by resolutions adopted by a majority of the Board, may appoint such committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more directors.

### Section 2: Tenure.

Each member of a committee shall continue as a member thereof until the expiration of his or her term as a director or his or her earlier resignation or death, unless sooner removed as a member or as a director.

### Section 3: Committee Changes.

The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

### Section 4: Executive Committee.

The Board of Directors, by resolution adopted by a majority of the full board, may designate an Executive Committee consisting of one or more directors. One of the members of the Executive Committee shall be designated as President of the Executive Committee. To the extent provided in such resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have or exercise any authority otherwise prohibited by Arizona law.

## **Article VI: Nominations and Elections**

The Nominations Committee shall, under the direction of the Immediate Past Present, solicit nominations from the membership for vacancies and shall propose nominations for elected positions each year.

Diversity in geographical representation, professional background, functional responsibility and academic background should guide the committee in developing the slate.

### Section 1: Procedures

The Nominations Committee shall solicit nominations from the membership at least 90 days prior to the annual business meeting. They shall contact nominees to ascertain their interest in being placed on the ballot and they shall present the slate to the membership.

Elections may be by regular or electronic mail ballot or by vote of those present at the annual business meeting, as determined by the Board of Directors. If mail ballots are used, ballots should be sent to members in good standing at least 30 days prior to the annual business meeting. A plurality vote shall govern and in the event of a tie, a coin shall be flipped.

Elected officers shall take office in January.

## **Article VII: Finance**

The Board of Directors shall determine initial and annual dues.

The Board of Directors determined the fiscal year which shall be a calendar year, January 1 to December 31.

The Board of Directors may order an annual accounting of the Corporation by requesting an audit.

The Board of Directors may receive and disburse funds, enter into contracts and exercise all other powers as generally reside with governing bodies. Such responsibilities may be delegated.

### **Article VIII: Indemnification**

The Council shall indemnify any officer, director or employee and any other person acting on its behalf pursuant to an official election, appointment or direction, who is made a party to any legal proceeding or is threatened with any legal action relating to the personal activities on behalf of the Council to the maximum extent permitted by law, provided the officer, director or employee or other person acted in good faith and in a manner the personal reasonably believed to be in, or not opposed to, the best interests of the Council, with respect to any criminal action or proceeding, and had no reasonable cause to believe the conduct was unlawful.

### **Article IX: Dissolution**

Upon any dissolution or final liquidation, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities (including provision for a reasonable separation pay for the employees), distribute all of the assets to one or more organizations having aims and objectives similar to the Council and which qualify as organizations exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986.

### **Article X: Amendments**

These ByLaws may be amended or repealed by a majority vote of the members present at any annual business meeting of the Council provided that written notice of such proposed changes has been sent to the members before such meeting. Alternatively, such proposed changes may be effected by a majority affirmative vote of members voting a mail ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of a majority of members in good standing addressed to the Board of Directors. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.

**Approved initially at the regular meeting of the Board of Directors on August 2000.**

**Amended at the annual meeting of the Board of Directors on November 15, 2001.**

**Amended at the annual meeting of the Board of Directors on November 24, 2003.**

**Amended at annual meeting of Board of Directors, November 21, 2008.**