

BYLAWS OF THE ASSOCIATION OF RURAL HEALTH CLINICS OF COLORADO (ARHCC)

**ADVISORY COMMITTEE APPROVED DRAFT ONLY. BYLAWYS TO BE FORMALLY
APPROVED BY ARHCC MEMBERS ON APRIL 21, 2010**

ARTICLE I: AFFILIATION, MISSION AND VISION

Section 1: Affiliation and Location

The Association of Rural Health Clinics of Colorado (ARHCC) is a subsidiary division of the Colorado Rural Health Center located at 3033 S. Parker Rd. Suite 606, Aurora, CO. All organizational, administrative and fiscal aspects associated with the operation of the ARHCC shall fall under the governance and oversight of the Colorado Rural Health Center.

Section 2: Mission

The Association of Rural Health Clinics of Colorado advocates, supports, strengthens and promotes Rural Health Clinics locally and nationally in order to provide vital access to quality healthcare services in rural Colorado.

Section 3: Vision

As a member of a family of certified Rural Health Clinics across the country, Colorado's rural health clinics will be recognized and valued as essential to the delivery of quality healthcare services in Colorado's rural and frontier communities.

ARTICLE II: MEMBERSHIP

Section 1: Eligibility and Effective Membership

Federally certified Rural Health Clinics in the State of Colorado are eligible for membership in ARHCC. Any federally certified Rural Health Clinic outside the state of Colorado is an eligible member of ARHCC. Individuals having interest in Colorado's federally certified Rural Health Clinics or the Rural Health Clinic Model of Care are eligible members of ARHCC.

Organizations having an interest in Colorado's federally certified Rural Health Clinics or the Rural Health Clinic Model of Care are eligible members of ARHCC. A student currently enrolled in an undergraduate or graduate health professions or public health program is an eligible member of ARHCC. The rights and privileges assigned to ARHCC membership are effective upon 1) receipt of ARHCC membership application by the association's secretary and 2) payment of ARHCC annual dues as indicated in Article II, Section 2 and 3.

Section 2: Membership Categories, Voting Members, Voting & Officer Exclusions

Clinic Member: A clinic member is any federally certified Rural Health Clinic and who retains membership in ARHCC as described in Article II, Section 1. A clinic member, to ARHCC shall hold only one membership in the Association and shall have one (1) vote in ARHCC matters. Upon dues collection a clinic member shall retain all rights and privileges as a member of both the ARHCC and the Colorado Rural Health Center.

Individual Member: Any individual member of a federally certified Rural Health Clinic or any individual having interest in Colorado's federally certified Rural Health Clinics or the Rural Health Clinic Model of Care and who retains membership in ARHCC as described in Article II, Section 1. An individual member to ARHCC shall hold only one membership in the Association, shall have one (1) vote in ARHCC matters and may hold an official position on the ARHCC Advisory Committee. Upon dues collection an individual member shall retain all rights and privileges as a member of both the ARHCC and the Colorado Rural Health Center.

Sponsor Member: Any organization or individuals having an interest in Colorado's federally certified Rural Health Clinics or the Rural Health Clinic Model of Care and who retains membership in ARHCC as described in Article II, Section 1. A sponsor member to ARHCC shall retain all rights and privileges associated with membership except voting and holding office. Upon dues collection a sponsor member shall retain all rights and privileges as a member of both the ARHCC and the Colorado Rural Health Center.

Student Member: A student currently enrolled in an undergraduate or graduate health professions or public health program and who retains membership in ARHCC as described in Article II, Section 1. Student members to ARHCC retain all rights and privileges associated with membership except voting and holding office. Upon dues collection a student member shall retain all rights and privileges as a member of both ARHCC and the Colorado Rural Health Center.

Honorary Member: The ARHCC Advisory Committee may grant honorary ARHCC membership to individuals or organizations whose work advance the Association's mission. Designated honorary members to ARHCC retain all rights and privileges associated with membership except voting and holding office.

Section 3: Dues Collection & Holding

The amount of membership dues for all clinic members is \$300.00, renewable within twelve months from the date on which the previous year's dues were received. The amount of membership dues for individual members is \$ 45.00, renewable within twelve months from the date on which the previous year's dues were received. The amount of membership dues for student members is \$30.00, renewable within twelve months from the date on which the previous year's dues were received. The amount of member dues for sponsor members is

\$3,000, renewable within twelve months from the date on which the previous year's dues were received. Upon dues collection a member shall retain all rights and privileges as a member of both ARHCC and the Colorado Rural Health Center and are subject to exclusions outlined in Article II, Section 2. ARHCC dues shall be allocated between the Colorado Rural Health Center and ARHCC as follows:

Individual Member

\$22.50-Colorado Rural Health Center

\$22.50-Association of Rural Health Clinics of Colorado

Student Member:

\$15.00-Colorado Rural Health Center

\$15.00-Association of Rural Health Clinics of Colorado

Clinic Member:

\$150.00-Colorado Rural Health Center

\$150.00-Association of Rural Health Clinics of Colorado

Sponsor Member:

\$1,500.00-Colorado Rural Health Center

\$1,500.00-Association of Rural Health Clinics of Colorado

ARTICLE III: MEETINGS

Section 1: Annual Meeting

The annual meeting of ARHCC membership will be held as a general or lunch session at the Colorado Rural Health Center's Annual Rural Health Clinics Forum. The purpose of ARHCC's Annual Meeting is to elect members to the ARHCC Advisory Committee and conduct business as necessary to support the mission of ARHCC. All ARHCC members may attend the annual ARHCC meeting. Should the ARHCC Annual Meeting require a vote from its member's only votes from the Association's eligible voting members as outlined in Article II, Section 2 shall be counted.

Section 2: Special Meetings

The ARHCC Advisory Committee may request, at anytime, a special meeting of the ARHCC membership. Any ARHCC clinic or individual member may request, at anytime, a special meeting of the ARHCC membership or Advisory Committee so long as the member's request contains written and signed support from 25% of the entire ARHCC voting membership. Student, sponsor and honorary members of ARHCC are not permitted to request a special meeting of the ARHCC membership.

Special meeting requests, along with written and signed support from 25% of the entire ARHCC voting membership, shall be forwarded to the ARHCC Secretary and approved by majority vote of the ARHCC Advisory Committee within seven (7) days of the meeting request. Notice of an ARHCC Special Meeting shall be given by the Secretary to all ARHCC voting members. The special ARHCC meeting shall be conducted, by phone, no later than thirty (30) days from the date upon which the meeting request was approved by the ARHCC Advisory Committee.

Section 3: Advisory Committee Meetings

The (9) nine member ARHCC Advisory Committee will meet quarterly by phone. The ARHCC Annual Meeting may substitute as a quarterly Advisory Committee meeting.

Section 4: Quorums:

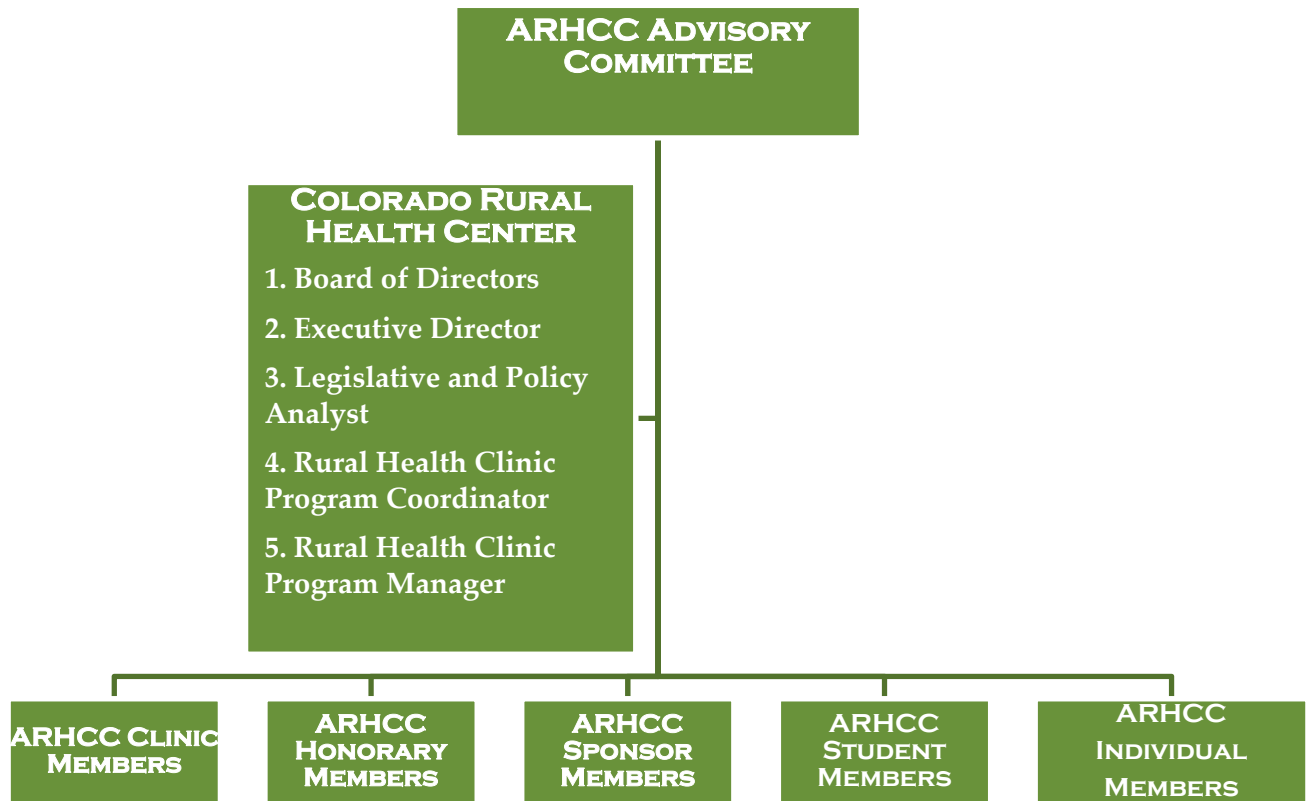
1. A quorum for the transaction and approval of business at the ARHCC Annual Meeting or approved special meetings shall be represented by fifty percent (50%) of the Association's clinic members. To the extent that the ARHCC Annual Meeting cannot accommodate teleconferencing options, a member must be counted as present for quorum and voting purposes.
2. A quorum for the transaction and approval of business during ARHCC Advisory Committee quarterly meetings shall be represented by the presence of two thirds (2/3) or six (6) of the elected members of the Advisory Committee. Advisory Committee members may attend scheduled quarterly meetings in-person or by phone in order to be counted as present for quorum and voting purposes.

Section 4: Voting:

A majority of the votes of the members constituting a quorum at the ARHCC Annual Meeting or quarterly meeting of the elected members of the ARHCC Advisory Committee shall be sufficient to transact business. Proxy voting is not permitted.

ARTICLE IV: GOVERNANCE AND DECISION MAKING

Section 1: Organizational Structure



Section 2: Decision-making on Legislative Affairs

The ARHCC Advisory Committee, acting on behalf of the Association’s entire membership shall support, not-support or take no position on State and Federal legislation that directly impact Colorado’s Rural Health Clinics. In declaring a position on such legislative matters the following decision-making matrix will be used.

The Colorado Rural Health Center’s Legislative and Policy Analyst, who also retains the role of lobbyist, acting on behalf of the Colorado Rural Health Center only and acting within the rules and regulations for registered lobbyists in the State of Colorado shall be responsible for advancing the position of the ARHCC. The Colorado Rural Health Center’s Legislative Policy Analyst will serve as a liaison between legislation, identified has having impact to Colorado’s certified Rural Health Clinics, and the ARHCC Advisory Committee.

Is this bill congruent with, or in opposition to, our mission?	YES	NO
Does this bill set a precedent for future policy?	YES	NO
Does this policy make sense in the long term as well as the short term?	YES	NO
How big of an impact would this bill have on ARHCC members?		
Will this impact RHCs? If so, how? (Provider-based vs. Independent Free-Standing)		
Who else is working on this issue? Can we partner with them?		
Who is likely to support or oppose this bill?		
Who will be harmed by this legislation (what's the down side)?		
Are there compromises to this legislation that we are willing to amend? If yes, what?	YES	NO
What would be our distinct role?		
Does this issue have consensus within our membership?	YES	NO
Could our involvement on this bill make a difference?	YES	NO
Consider, is it a winnable issue? (consideration only)	YES	NO
What Association resources would be needed?		
Does this build power for our organization?	YES	NO
Will membership be excited to work on it?	YES	NO

Section 3: Action

Based on the Advisory Committee's determination of the level of impact of proposed State and Federal legislation on Colorado's federally certified Rural Health Clinics the Advisory Committee may choose the following action(s):

1. Take no action

2. Formulate recommendations of policy implications on Colorado's federally certified Rural Health Clinics for communication by CRHC's Legislative and Policy Analyst to State and Federal representatives
3. Formal, written, letter containing names and signatures of the Associations Advisory Committee acting on behalf of the Association's membership with regards to policy implications on Colorado's federally certified Rural Health Clinics and addressed to specific members of the Colorado General Assembly, the United States House of Representatives or the United States Senate.

ARTICLE V: ADVISORY COMMITTEE, QUALIFICATIONS & RESPONSIBILITIES

Section 1: Composition and Number

The number of elected ARHCC Advisory Committee members shall be nine (9). The advisory committee shall consist of a President, Vice President, Secretary and Treasurer. With the consent of all nine advisory committee members, the Secretary position may be held by a member of the Colorado Rural Health Center and in this case, the Secretary will not have a vote.

Section 2: Eligibility

In order to serve on the ARHCC Advisory Committee a prospective Advisory Committee member must be a staff member of a Rural Health Clinic certified in the State of Colorado and must hold membership in ARHCC as either a clinic member or individual member as defined in Article II, Section 2.

Section 3: Powers and Duties

The ARHCC Advisory Committee shall have the authority to conduct all business and affairs of the Association in furtherance of its mission and goals through the following specific powers and duties:

1. Serve as the voice and representative for federally certified Rural Health Clinics located in the State of Colorado and who are members of ARHCC.
2. Act on behalf of all federally certified Rural Health Clinics certified in the State of Colorado and who are members of ARHCC on matters associated with the furtherance of the Association's mission and goals.
3. Maintain a complete record of all minutes and acts of the ARHCC Advisory Committee, and present a full written statement at the ARHCC Annual Meeting of the condition and affairs of the Association.

Section 4: Regional Representation

Each region shall have at least one (1) Advisory member. Each Advisory Committee member shall represent the voice and presence of the federally certified Rural Health Clinics who are ARHCC members within their region. The President, representing all federally certified Rural Health Clinics who are ARHCC members in the State of Colorado, is not assigned a county region. Newly certified Rural Health Clinics will be assigned to a region, appropriately suited to the county in which they are certified:

1. Northeast Plains: Morgan, Logan, Sedgwick, Phillips, Washington, Yuma
2. Central Plains: Crowley, Cheyenne, Kit Carson
3. Southeast Plains: Kiowa, Las Animas, Otero, Prowers, Baca
4. Central Mountains: Chaffee, Fremont, Custer, El Paso
5. San Luis Valley: Conejos, Rio Grande, Mineral
6. Southwest: Mineral, Hinsdale, Montezuma, San Miguel
7. Western Slope: Montrose, Delta, Mesa,
8. Northwest:, Jackson, Garfield
9. Secretary (if held by a member of CRHC is not assigned a region)

Section 4: Election, Appointment & Term

An ARHCC Advisory Committee member shall be elected to three-year terms by the voting membership of the Association. In successive three-year cycles, the membership shall elect (a) three Advisory Committee members the first year, (b) three Advisory Committee members the second year, and (c) three Advisory Committee members the third year, such that the ARHCC Advisory Committee will retain at least two-thirds of its members from year to year. The Officers of the ARHCC Advisory Committee will serve one-year terms, except the secretary if the Secretary is a member of the Colorado Rural Health Center and in this case, the Secretary shall serve at the pleasure of the Advisory Committee. The mechanism of nominations and elections shall be determined by policy of the Advisory Committee and shall be circulated to the membership at least five (5) days, but not more than sixty (60) days prior to the ARHCC Annual Meeting. Election shall be determined by a majority vote of the qualified members as detailed in Article II, Section 2.

Section 5: Vacancy

In the event that an Advisory Committee member vacates his or her position the vacancy notice shall be communicated to the entire ARHCC clinic and individual membership. Representation from the departing member's region shall be recruited from the regions clinic or individual members and through a process determined by the ARHCC Advisory Committee. The new Advisory Committee member shall serve as interim pending a majority vote of approval by the elected members of the ARHCC Advisory Committee. The vote shall occur no more than five (5) days not to exceed sixty (60) days of the announced vacancy. If the departing Advisory

Committee member is an Officer of the ARHCC Advisory Committee, the Advisory Committee shall determine how the position shall be filled until the next Annual ARHCC Meeting.

Section 6: Officers' Duties

President: The President shall be the principal officer of the Association and shall preside over meetings of the Advisory Committee and the membership of the Association. The President may be assigned other powers and duties by the Advisory Committee. The President shall be authorized to sign all warrants, contracts, or instruments as directed by the ARHCC Advisory Committee and to represent them in carrying out the business of the Association.

Vice President: The Vice President shall preside at all meetings in the absence or disability of the President, assuming all duties of the President during such absence or disability and shall perform such other duties as the ARHCC Advisory Committee may require. The Vice President shall be nominated by the Advisory Committee to succeed the outgoing President for the continuity of the Association.

Secretary: The Secretary shall issue all notices and shall attend and keep the minutes of all meetings of the membership and the Advisory Committee. The Secretary shall have charge of all non-financial books, records, and papers of the Association. The Secretary shall attest with his/her signature all instruments executed for the Association and shall perform all other such duties the ARHCC Advisory Committee may require. It is the responsibility of the ARHCC Secretary to report, on a quarterly basis, the number of the Association's members to the ARHCC Advisory Committee. The ARHCC Secretary shall be responsible for the collection of membership dues

Treasurer: The Treasurer shall make reports of the finances and transactions of the Association as may be required by the ARHCC Advisory Committee and shall prepare and present at the ARHCC Annual Meeting a full statement regarding the financial condition of the Association.

Section 7: Removal

Any officer may be suspended or removed by a two-thirds (2/3) vote of all Advisory Committee members whenever, in their judgment, the best interest of the Association will be served.

Section 8: Parliamentary Authority

All meetings and business of the Association will be conducted under the provisions of Robert's Rules of Order (revised), except as superseded by these Bylaws.

ARTICLE VI: INDEMNIFICATION

Section 1: Liability and Penalty

The Board of Directors , Executive Director of the Colorado Rural Health Center or any staff of the Colorado Rural Health Center shall not be held responsible for any judgment or fine rendered or levied against an Officer of the ARHCC Advisory Committee or member of this Rural Health Clinic association in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by the Officer or Member while providing a service on behalf of the ARHCC unless the action for which liability or judgment was is rendered was specifically directed by the Colorado Rural Health Center acting on behalf of ARHCC.

ARTICLE VII: FUNDS & FISCAL YEAR

Section 1: Deposit

All funds of the Association shall be deposited in a timely fashion to the credit of the Association as described in Article II, Section 3. In the absences of the Secretary member affiliated with CRHC, the duty shall fall to CRHC's Director of Finance in collaboration with the ARHCC Treasurer.

Section 2: Contracts and Agents

The ARHCC President (with 2/3 approval of the Advisory Committee members) may authorize any Officer or Officers, Agent or Agents, of the Association to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association within the provisions of these Bylaws. Such authority may be general or may be confined to a specific instance or transaction.

Section 3: Revenue

The Executive Director of the Colorado Rural Health Center, any member of the Colorado Rural Health Center Board of Directors or the ARHCC President may accept in the name of, and on behalf of the Association, any contribution, gift, grant, contract bequest or device for any purpose of the Association, including dues as set forth in Article II, Section 3. Any revenue generated by the Association shall become the property of the Colorado Rural Health Center and shall be deposited for use by ARHCC as stipulated in Article II, Section 3.

Section 4: Loans

No loan of ARHCC funds shall be made by the Association to its Directors or Officers or to any Association member.

ARTICLE VIII: DISSOLUTION

Section 1: The activities of the Association shall be so conducted that no part of its income or property and earnings shall inure to the benefit of any Member, Officer, or other individual or institution or association. Upon dissolution, any assets of ARHCC shall become the property of the Colorado Rural Health Center.

ARTICLE IX: AMENDMENTS

Section 1: The Membership of the Association by affirmative vote of two-thirds (2/3) of a quorum may alter, amend, or revoke these Bylaws at any general or special membership meeting of the Association, providing that written notice shall be given to all members at least five (5) days, but not more than sixty (60) days prior to any action being taken. All proposed amendments shall be reviewed and approved by the ARHCC Advisory Committee.