



Virginia Rural Health Association

Affiliate of the National Rural Health Association

VRHA BOARD OF DIRECTORS

Potential Member Information

So you want to be on the Virginia Rural Health Association Board of Directors? Or maybe a current member is trying to recruit you into service and you would like to know more. This document should serve as a guide for most of your questions.

Eligibility

Any VRHA Individual Member, Retired Member, or Agent of an Organization Member (as defined in the VRHA membership application) is eligible to serve of the Board of Directors. Non-members, who are otherwise good candidates for board membership, are required to join VRHA before they can be nominated. Any VRHA member can nominate another member to the board. The board members are elected by the VRHA membership at the annual meeting of the membership each year – typically during the annual conference. In some cases, members can be appointed temporarily by the existing board mid-year to fill an open position, but the appointment must be affirmed by the membership at the annual meeting if that person wishes to continue. The current list of board members can be found on the VRHA website at: <http://www.vrha.org/board.html>

Meetings

The board has four regular (quarterly) meetings each year. Three meetings are held via conference call. The meeting time & date is selected by the board and could be changed at any time if the board wishes. A face-to-face meeting is typically held just after dinner the night before the annual conference at the conference site. Additional meetings can be called as necessary.

In addition to the regular meetings; VRHA holds an annual board retreat on a Sunday and Monday in late winter or early spring. The purpose of the board retreat is to select officers for the year, give committees time to plan upcoming activities, and conduct strategic planning. The date and location of the board retreat is selected by the board.

Committees

Each board member is expected to be an active participant on one committee. Currently the standing committees are Conference Planning, Membership, Student Development, and Legislative/Advocacy. Additional committees are formed as needed and may include, but are not limited to Awards, Bylaws, Finance and Nominating.

Term of Office

Board members are elected to serve for a two-year term (January to December). At the end of the term, the board member may choose to serve for a second term without needing to be elected by the VRHA membership. At the end of the second term, the board member must step down for at least one year before being eligible for re-election to the board. A board member who has been appointed mid-year to fill an open slot will be considered to have served a first term.

Application

Persons wishing to be considered for the Board of Directors should complete the board application form and e-mail it to the Executive Director. The form can be downloaded off the VRHA website at: <http://www.vrha.org/Board/bdapplication.doc>

Other

If you have additional questions about the Virginia Rural Health Association or the VRHA Board of Directors, please do not hesitate to contact Executive Director Beth O'Connor at 540-231-7923 or boconnor@vcom.vt.edu

Section of the VRHA Bylaws specific to board members:

ARTICLE IV

4.1 Number.

The Association shall be governed by a Board of not less than fifteen (15) nor more than twenty-three (23) Directors. Until otherwise determined by the Board, the Board shall consist of twenty-three (23) Directors, one of whom shall be the Director of the State Office of Rural Health or her designee, who shall serve as an ex-officio member without vote. The Board may, from time to time, increase or decrease the number of Directors within the foregoing range, but no decrease in the number of Directors shall affect the then current term of any incumbent Director.

4.2 Eligibility.

To be nominated as a Director, an individual must be an Individual Member or the Authorized Agent of an Organizational Member of the Association.

4.3 Term of Office.

Directors shall be divided into two (2) classes, as equal in number as possible. Each Director shall serve a two-year term, not to exceed two (2) consecutive two-year terms. At each annual Members' meeting, one class of Directors shall be elected for a two-year term, such that approximately one-half of the Association's Directors shall be elected at each annual Members' meeting.

4.4 Powers and Duties.

Subject to any limitation in the Association's Articles of Incorporation, these Bylaws and/or the laws of the Commonwealth of Virginia, all corporate powers of the Association shall be exercised by or under the authority of, and the business of the Association managed under the direction of, the Board. A Director shall discharge his or her duties, including duties as a Member of any committee, in accordance with his or her good faith judgment of the best interest of the Association. Unless a Director has knowledge or information concerning the matter in question that makes reliance unwarranted, a Director is entitled to rely on information, opinions, reports or statements, including financial statements, prepared or presented by Officers or employees of the Association whom the Director believes, in good faith, are reliable and competent, legal counsel, public accountants or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence, or a committee of the Association of which the Director is not a Member, if the Director believes, in good faith, that the committee merits confidence.

4.5 Resignation and Removal.

A Director may resign at any time by delivering written notice to the Board, the President or the Secretary of the Association. Any resignation is effective when delivered unless it specifies a later date. Any Director may be removed by a vote of the Members at any annual meeting or special meeting called for such specific purpose, with or without cause. Upon the resignation or removal of any Director, the Board shall appoint an individual to fill the unexpired term of such Director.

4.6 Meetings.

The Board shall hold regular meetings at least semi-annually at a time and place determined by the Board. Special meetings of the Board may be called by the President or by a majority of the Board, upon written request to the Secretary of the Association. The time and place of regular or special meetings shall be established by the President, subject to change by the Board. The President may cancel or postpone any regular meeting if, in his or her opinion, there is not likely to be a quorum present at the meeting.

4.7 Telephonic Meetings.

Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. Any Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.8 Action without a Meeting.

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by all Members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director, either before or after the action taken, and shall be included in the minutes or filed with the Association's records. Action taken without a meeting becomes effective when the last Director signs the consent, unless the consent specifies a different effective date, in which case the action is considered effective as of the date specified therein, provided the consent states the date of execution by each Director.

4.9 Attendance.

Any Director who has three (3) consecutive unexcused absences from Board meetings shall be deemed to have resigned from the Board. The Board may excuse any absence in its sole discretion, upon written or verbal explanation by such Director received on or before the next Board meeting. Any vacancy occurring by reason of such deemed resignation shall be filled by action of Directors for the unexpired term of a resigning Director.

4.10 Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of a quorum of Directors shall be deemed the act of the Board unless a greater vote is required by the Association's Articles of Incorporation, these Bylaws or the laws of Virginia.

4.11 Compensation.

Directors shall receive no compensation for their services, but may receive as Directors, in accordance with the policies, procedures or resolutions of the Board, reimbursement for reasonable expenses incurred in executing their duties as Directors on behalf of the Association.

4.12 Notices of Meetings.

Notice of each regular or special meeting of the Board of Directors stating the place, day and hour of the meeting and, in the case of special meetings, the purpose of such meeting, shall be delivered at least five (5) working days in advance of the meeting in person, by regular mail, or by a form of electronic transmission, including e-mail or facsimile if consented to by the Director to whom such notice is given as in accordance with the other requirements of Virginia Code § 13.1-866.