

# BYLAWS OF NORTH COUNTRY HEALTH CONSORTIUM

## ARTICLE I

### Name, Business Address and Purposes

The name, business address and purposes of the corporation shall be as set forth in the Articles of Agreement as amended from time to time.

## ARTICLE II

### Seal

The seal of the corporation shall be such as is designated by the Board of Directors in their discretion.

## ARTICLE III

### Members

Section 1. Designation of Members. The members of this corporation shall be determined in accordance with the provisions of the Articles of Agreement as amended from time to time.

Section 2. Categories. Membership in the corporation is open to any individual, organization, professional association, government body, business, or foundation who demonstrates support for the corporation and its purposes and upon paying the annual membership fee. Membership will continue so long as payment of the annual membership fee is current.

### **Voting Membership**

Individual. Each individual member shall have one vote in corporate matters.

Founding Organization. There shall be founding organization memberships consisting of Ammonoosuc Community Health Services; Androscoggin Valley Home Care Services; Androscoggin Valley Hospital; Coos County Family Health Services; Cottage Hospital; Indian Stream Health Center; Littleton Regional Hospital; North Country Home Health and Hospice; Northern Human Services; Weeks Medical Center; Tri County Community Action Program; Upper Connecticut Valley Hospital. Any legally constituted organization shall hold one membership and shall have one vote in corporate matters.

Organization. Any legally constituted organization shall hold one membership and shall have one vote in corporate matters.

### **Non-Voting membership**

Honorary. Honorary memberships may be granted by the Board of Directors as appropriate to further the purposes of the corporation. Employees of NCHC shall also be granted honorary membership. Honorary members shall have all rights and privileges of membership except voting and holding office.

Student. Students enrolled in any health professions training program shall be granted individual membership and shall have all the rights and privileges of membership except voting and holding office. In addition, the Board may offer student membership to other types of students to facilitate greater youth engagement.

Sponsoring. Sponsoring memberships may be granted by the Board of Directors as appropriate to further the purposes of the corporation.

Section 3. Term. Membership shall be renewable on the first day of the calendar year.

Section 4. Dues. The amount of membership dues for all categories shall be determined by the Board of Directors. The Board of Directors shall have the authority to reduce or waive membership dues.

Section 5. Quorum of Members. One third (1/3) of members, but at least five (5) members present at a meeting or a Special Meeting of the corporation shall constitute a quorum for the purpose of conducting the corporation's business.

Section 6. Votes. Each member, except the non-voting members in Section 2, shall have one vote on all matters to be considered by the members, and the vote of a majority of the members present at any properly constituted meeting shall be necessary to adopt proposals, except as provided by statute, the Articles of Agreement or these Bylaws. Members may not vote by proxy.

Section 7. Meeting of Members. The annual meeting of the members shall be held on a date during the month of November as designated by the Board of Directors. Written notice by electronic mail (reply requested), facsimile, or regular mail shall be given by the Secretary to each member at the address appearing on the books of the Corporation. At the annual meeting of the members, members shall elect the Board of Directors.

General meetings of the membership will be held at a time and place determined by the Board. The purpose of such meetings will be to conduct business to support the mission and goals of the corporation. Written notice by electronic mail (reply requested), facsimile, or regular mail shall be given by the Secretary to each member at the address appearing on the books of the Corporation. The notice shall be sent no fewer than ten (10) days prior to the date of such meeting.

Section 8. Special Meeting of Members. Special meetings of the membership may be called at any time by the President or a majority of the Board of Directors, or at the request of the membership upon receipt of a written request signed by at least ten (10) percent of the voting members of the Corporation.

Section 9. Notice of Special Meetings. Written notice by electronic mail (reply requested), facsimile, or regular mail shall be given by the Secretary to each member at the address appearing on the books of the corporation at least three (3) days prior to the date of such meeting.

Such special meetings shall be held at the time and place specified in the notice. Business transacted shall be confined to the specific purpose or purposes stated in the notice of the meeting and matters reasonably related to the purpose.

#### **ARTICLE IV** Board of Directors

Section 1. Constitution and Election of Board. The Board of Directors shall consist of not fewer than nine (9) and not more than twenty-one (21) directors. There shall be at least five voting directors who are not of the same immediate family or related by blood or marriage. No employee of the corporation shall hold the position of chairperson or presiding officer of the Board of Directors. Each founding organization, as listed in Article III, Section 2, shall be offered a seat on the Board. The remaining directors shall represent a broad institutional and geographic mix of health providers and the public. Individuals who represent for-profit health care entities are excluded from serving on the Board of Directors.

Directors shall serve on the board only for the charitable purposes of the organization; persons having other expressed or intended reasons for being a director shall not be elected nor permitted to serve as director. Directors will act in good faith and in the best interests of the corporation, including carrying out the duty of loyalty and the duty of care as detailed in State of New Hampshire law. In addition, Directors will provide a leadership role in defining purpose, providing fiduciary oversight, and the development of broad strategies; provide oversight and support of the agency's executive director; attend activities and events sponsored by the corporation; and disclose conflicts of interest as required by the State of New Hampshire statute (RSA 7:19-a).

The directors may be residents of any state or country. In order to be nominated for, or hold office on the Board of Directors, the individual must be a voting member of the Association as defined in Article III, in good standing.

A Nominating Committee, appointed by the President, will solicit nominations and recommendations from the general membership. The Nominating Committee will include at least two (2) directors, the executive director, and one (1) member of the corporation. After taking these nominations and recommendations into consideration, the committee will seek additional nominees, if necessary, to ensure the Board of Directors represent a broad institutional and geographic mix of health providers and the public. Directors shall be elected at the annual meeting of members. Vacancies on the Board may be filled by a majority vote of those directors present at any meeting of the Board of Directors. The term of a director elected to fill a vacancy on the Board will end when the term of the director (s)he replaced would have ended.

Section 2. Term of Office. Except as otherwise provided for in the election of November 2009 where directors' terms will be staggered as determined by a lottery, each director shall serve a three-year term, and until his successor shall be elected to office, unless he is sooner removed by death, resignation or vote of two-thirds of the members present and voting, with or without cause, at a meeting of the membership. Directors may be re-elected for successive terms without limitation.

The Board may declare vacant the office of a Director for any or all of the following causes:

- Death
- Resignation
- Felony conviction.
- Absence from regular Board meetings for either three (3) or more consecutive meetings or six (6) or more meetings in any one calendar year.

The Board may remove any Director, with cause, by approval of two-thirds (2/3) of the Directors then in office.

Section 3. Powers and Duties of the Directors. The Board of Directors shall have the responsibility for management of the business and affairs of the corporation and shall have and exercise all of the powers possessed by the corporation itself insofar as such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the Articles of Agreement, or with these Bylaws. The Board of Directors shall have the power of electing all of the officers of the corporation. The Board of Directors shall hire a qualified executive director, establish that person's compensation, review that person's performance on an annual basis, and offer positive criticism, where appropriate.

Section 4. Annual Meeting of the Board of Directors. An annual meeting of the Board of Directors shall be held on a date during the month of November, as designated by the Board. The officers of the corporation shall be elected at this meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Directors will be determined at meetings of the Board and may be held at such times and at such places as the Board may determine.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be held at any time or place whenever called by the secretary upon request of the president or whenever called by the secretary upon the request in writing by the Board of Directors then in office.

Section 7. Notice of Special Meetings. Written notice of any special meeting must be delivered to, or sent by mail, postage prepaid, or by telecopy, facsimile communication, overnight carrier, or similar means of communication, to each director at his address on file with the corporation at least three (3) days prior to the date of such meeting.

Any such special meeting of the Board of Directors may be held without such written notice providing all of the directors are present or those not present have waived written notice thereof. The attendance of a director at a meeting shall constitute a waiver of notice of such

meeting unless the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Such special meetings shall be held at the time and place specified in the notice, and business transacted thereat shall be confined to the specific purpose or purposes stated in the notice of the meeting and matters reasonably incident thereto.

Section 8. Meetings by Conference Call. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation by these means shall constitute presence in person at a meeting.

Section 9. Quorum of Directors. At any meeting of the Board of Directors, a majority of the directors fixed pursuant to Section 1 of this Article IV shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, such quorum shall then be able to vote on all matters that could have been voted on at the original meeting.

Section 10. Votes. Each director shall have one vote on all matters to be considered by the Board of Directors, and the vote of a majority of the directors present at any properly constituted meeting shall be necessary to adopt proposals, except as provided by statute, the Articles of Agreement, or these Bylaws. A director 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 taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Action Approved in Writing. Any action approved in writing by all directors shall be valid, regardless of whether a meeting of the directors has taken place.

Section 12. The Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the corporation unless otherwise provided by the Board of Directors. The Executive Committee shall be authorized to act between meetings of the Board of Directors and exercise the same authority as the Board of Directors except the authority to remove or replace directors, to appoint or terminate committees or to amend these Bylaws.

Section 13. Other Committees. All other committees of the corporation shall be appointed or terminated by the President with the approval of the Board of Directors and their terms of office shall be for a period of one year unless sooner terminated.

## **ARTICLE V**

### Officers

Section 1. Composition and Election. The officers of the corporation and the Board of Directors shall consist of a President, a Vice President, a Treasurer, a Secretary and such other officers as the Board of Directors may determine and elect from time to time. All officers shall be members of the Board of Directors. Two or more offices may be held by the same person. Officers shall serve the corporation only for the charitable purposes of the corporation; persons having other expressed or intended reasons for being an officer shall not be elected nor permitted to serve as officer of the corporation.

Officers shall be elected by the Board of Directors at its annual meeting. The Board may elect officers to fill vacant positions at any properly constituted meeting of the Board.

Section 2. Term of Office. Officers shall each serve a one-year term and until their successors are elected (unless sooner removed by death, resignation or removal by the Board of Directors). Officers may be re-elected for up to three consecutive terms.

Section 3. Removal of Officers. The Board of Directors may, by a vote of the two-thirds (2/3) majority of directors present at any meeting called for the purpose, remove from office, with or without cause, any officer or agent elected by it. Removal shall be immediately effective upon receipt of written notice by the officer.

## **ARTICLE VI** Duties of Officers

Section 1. The President. The President shall, by virtue of his office, be the Chairman of the Board of Directors. He shall be the chief executive officer of the corporation and shall, when present, preside at all meetings of the Board of Directors. He shall present at each annual meeting of the membership an annual report of the work of the corporation. He shall have such powers as may be reasonably construed as belonging to the chief executive of a corporation, and he shall have general supervision of the affairs of the corporation, shall make reports to the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, designate.

Section 2. The Vice President. The Vice President shall, in the event of the absence or inability of the President to exercise his office, becoming the Acting President of the corporation with all the rights, privileges, powers, responsibilities and duties as if he had been the duly elected President. He shall have such other executive responsibility as the Board of Directors may, from time to time, designate.

Section 3. Treasurer. The Treasurer of the corporation shall be the principal financial officer of the corporation. He shall have and exercise under the supervision of the Board of Directors all of the powers and duties commonly incident to his office. He shall deposit the funds of the corporation, or cause them to be deposited, in one or several accounts, in one or more state or federally-chartered banks or duly established savings and loan associations or trust companies as the Board of Directors may, from time to time, designate. The Treasurer shall render or cause to be rendered, at stated periods as the Board of Directors shall determine a written account of the finances of the corporation. He shall keep or cause to be kept accurate books of account of all corporation transactions, which books shall be the property of the corporation and, together with

all other of its property in his possession, shall be subject at all times to the inspection and control of the Board of Directors.

The Treasurer shall perform such other duties and shall have such other powers as the Board of Directors may, from time to time, designate.

Section 4. The Secretary. The Secretary of the corporation shall keep accurate minutes and records of the corporation in books provided for that purpose of all proceedings at the meetings of the Board of Directors and the membership. It shall be the duty of the Secretary to file any certificates required of a secretary by any statute, federal or state. The Secretary shall give and serve all notices required by any statute, the Articles of Agreement or these Bylaws to members of this corporation and the Board of Directors. The Secretary shall be the official custodian of the records and any seal of this corporation. He shall submit to the Board of Directors any communication which shall be addressed to him as Secretary of the corporation. The Secretary shall maintain an accurate roster of all members of the corporation. He shall attend to all correspondence of the corporation and shall exercise all the duties normally incident to the office of secretary, as well as such other duties as the Board of Directors may, from time to time, designate.

Section 5. Assistant Secretary. If the Board of Directors elects an Assistant Secretary, that officer may perform all duties that the Secretary is authorized to perform under applicable law, under these Bylaws and under any resolution of the Board of Directors that is consistent with applicable law and with these Bylaws.

Section 6. Secretary Pro Tempore. In the absence of the Secretary and Assistant Secretary from any meeting, a Secretary Pro Tempore may be elected.

## **ARTICLE VII** **Indemnification**

Each director, officer, and committee member of the corporation and his respective heirs, executors, and administrators shall be indemnified by the corporation against any cost, expense, judgment, and liability, including attorneys' fees, reasonably incurred by or imposed upon said person in connection with any action, suit, or proceeding to which he may be made a part or with which he shall be threatened, by reason of being, or having been a director, officer, or committee member of the corporation, except (a) with respect to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct as such director, officer, or committee member and (b) with respect to matters described in RSA 292:2, V-a as to which the articles of agreement of a voluntary corporation may not eliminate or limit the personal liability of a director or officer. In the event of settlement of any such action, suit, or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the corporation is advised by counsel that such director, officer, or committee member is not liable for willful misconduct as such. The foregoing right of indemnification shall be in addition to any other rights to which any director, officer, or committee member may otherwise be entitled.

## **ARTICLE VIII**

### **Contracts, Loans, Checks, and Deposits**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year of the corporation shall end on September 30.

## **ARTICLE X**

### **Inspection of Books and Records**

All books, records, papers, and documents of every kind belonging to the corporation shall be maintained at the principal place of business of the corporation and shall be open to the inspection of the directors at all reasonable times.

## **ARTICLE XI**

### **Antidiscrimination Clause**

No otherwise qualified individual shall be excluded from participation in, or denied the benefits of, or subjected to discrimination under any programs or activities of this corporation solely by reason of race, color, creed, sex, national origin or handicap.

## **ARTICLE XII**

### **No Private Inurement**



This corporation may hire and pay employees and contract for goods and services in the pursuit of its objectives, but no part of its receipts shall be distributed to any private individual.

**ARTICLE XIII**  
Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, director, employee, or representative of this corporation shall take any action to carry on any activity by or on behalf of the corporation which is not permitted by Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. No such action may be taken as may violate Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIV**  
Amendments

Except as otherwise provided by law, these Bylaws may be amended, added to, altered, or repealed, in whole or in part, by the vote of the members at any meeting called for that purpose as provided in the corporation's Article of Agreement.

Adopted by the incorporators of North Country Health Consortium as of August 28, 1998 prior to the recording of the corporation's Article of Agreement pursuant to RSA 292:6.

Dated as of 8/28/98  
*Amended Nov. 13, 2009*  
*Amended Nov. 12, 2010*  
Amended April 8, 2011