

S²AY Rural Health Network, Inc.

Bylaws

May 25, 2005

Revision:

2/28/14

2/27/15

11/03/17

S²AY Board Bylaws

It is the policy of the S²AY Rural Health Network to provide equal opportunity to all members, employees, contractors, subcontractors, and volunteers regardless of any individual's race, religion, sex, sexual orientation, veteran's status, national origin, age, disability or any protected class status in accordance with applicable federal law. In addition, it is the policy of the S²AY Rural Health Network to comply with applicable state and local laws governing nondiscrimination.

In support of this policy, the S²AY Rural Health Network expressly prohibits any form of harassment based on race, religion, sex, sexual orientation, veteran status, national origin, age, disability or an individual's status in any class protected by applicable federal, state, or local law. (Title VI)

1. **Membership:** The counties included in the S²AY Rural Health Network are: Chemung, Livingston, Ontario, Schuyler, Seneca, Steuben, Wayne and Yates.
2. **Name:** The name of the organization will be the S²AY (coming from the first four counties: Schuyler, Steuben, Allegany and Yates) Rural Health Network. The Board will be called the S²AY Rural Health Network Board of Directors.
3. **Mission:** To be a leader in improving health outcomes for our rural communities.
4. **Vision:** Our rural communities will be among the healthiest in the nation.

5. **Values:**

- **Shared Voice** – providing a cohesive voice for all Network Public Health Departments.
- **Integrity** - being honest and ethical in all interactions.
- **Culturally Competent** – embracing and acting on the social, cultural, and linguistic needs of all served.
- **Collaborative** – working together to improve the health of all served, through community partnerships.
- **Visionary** – planning for the future by supporting innovative and inspiring ideas.
- **Leadership** – guiding through expertise.
- **Efficient** – working in a well-organized way.
- **Quality** – providing services with the highest level of excellence.

6. **Purpose:** The purpose of the Board will be to advise the S²AY Rural Health Network in the programs it operates throughout the eight member counties with respect to the discharge of the Coordinator’s duties, powers and responsibilities, including, but not limited to:

- Advisement regarding the health needs, resources and facilities in the region;
- Provision of public health programs and management of network employees;
- Determining which public health programs are most efficiently and effectively offered and/or provided over a multi-county area;
- Other responsibilities that may appropriately come before the Board.

Additionally, the S²AY Rural Health Network Board of Directors function as the

Health Services Advisory Board (HSAB) for some of its member counties. In this capacity, the S²AY Rural Health Network Board of Directors will advise the Directors of Public Health with respect to the discharge of the Director's duties, powers and responsibilities.

7. Meetings: Regular meetings of the Board will be held at least quarterly, at a location agreed to by a majority of the members.

8. Offices: The Offices of the Network will be at the offices of the Network Coordinator, though the Board may elect to change the office location at any time.

9. Officers: The Board will have a Chairperson who will be a Director of Public Health.

The Chairperson will rotate on a quarterly basis, which will be determined at the annual meeting and published as part of the yearly meeting schedule.

The Treasurer will be elected annually at the February (annual) meeting of the Board of Directors. The Secretary will be elected annually at the February (annual) meeting of the Board of Directors. The Treasurer will sign the Charities Registration Bureau report annually. The Secretary will sign the Board minutes.

10. Members: For each county included, membership on the Board will be comprised of the Public Health Director, a legislator, a consumer, and a health care provider representing that County. These representatives may be appointed by the legislature of

the respective county.

11. **Terms of Office:** Directors of Public Health will have on-going terms. The members of the Board shall have fixed terms of four years, except that initial appointments shall be staggered by member county alphabetically as follows:

Consumer	2 years
Provider	3 years
Legislator	4 years
Consumer	3 years
Provider	4 years
Legislator	2 years
Consumer	4 years
Provider	2 years
Legislator	3 years
Continue rotation	

A term shall be deemed to have started the first day of the year in which the appointment is made. Other than the Directors, no members shall serve more than two full consecutive terms. If other counties join the Network, their terms will be staggered as above as well. A member who has completed two full four year terms can extend their term for another four year term if so approved by a vote of the Board.

12. **Quorums:** A quorum will consist of a simple majority of membership at the time of the meeting. No vote will be binding unless at least one representative from five (5) of the eight (8) counties are present. No vote will be binding unless a majority of the member counties have at least one representative present.

13. **Parliamentary Procedure:** All meetings and business of the Association will be conducted under the provisions of Roberts Rules of Order (revised), except as superseded by these bylaws.
14. **Voting:** There will be no proxy voting. However, for issues that may be deemed necessary by the Management Team for the Board to act on between regularly scheduled meetings, electronic voting may be used provided that at least 75% of the Board has access to email and that a “reply all” method of voting is used. Those without email will receive a paper vote form to be submitted to the Network office.
15. **Network Consultants:** Network Consultants serve as ex-officio members of the Board and will record all minutes of the meetings.
16. **Attendance:** Any member who is absent from three consecutive regular meetings may be removed by a majority vote of the Board.
17. **Conflict of Interest:** Any member having a perceived or actual personal financial interest in any issue to come before the Board is required to declare such interest and abstain from any vote on that issue. They will, however, be permitted to participate in the discussion leading to a vote. All such potential conflicts of interest shall be disclosed by the individual member involved prior to discussion of the related issue. Each Board member shall annually complete a Conflict of Interest form, declaring any

conflicted relationships.

18. Vacancies: Any resignations should be in writing, and shall take effect at the stated time. If no time is stated, resignations will take effect at the time of receipt by the Chairperson. It is the responsibility of the Public Health Director to inform the Chairperson and the Network Coordinator of any resignations of members representing their county. Vacancies should be filled as quickly as possible by the party originally responsible for appointing that representative.

19. Committees: The Management Team shall be comprised of one Public Health Director from each of the eight counties, although other staff may attend the meetings. They shall function as an Executive Committee of the Board, conducting such business as may occur between regular Board meetings. They shall meet monthly, holding at least ten (10) meetings per year either in person or via telephone or video conference. Each County will have one vote on action items placed before the Management Team. Other Committees may be appointed as deemed necessary by the Board and/or Management Team.

20. Compliance with NY State Laws: policies and programs recommended by the Board shall comply with the standards set forth in the Public Health Law of New York State.

21. **Amendment:** These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the members.

22. **Dissolution:** Upon dissolution of the corporation, all assets remaining after paying, or making provision for payment, of all liabilities, shall become the property of Yates County.