

Maryland Assembly on School Based Health Care

Board of Directors By Laws

ARTICLE I: Name & Location

Section 1: Name

The name of this organization shall be the Maryland Assembly on School-Based Health Care hereafter to be referred to in this document as the Maryland Assembly.

Section 2: Location

The Maryland Assembly is incorporated under the laws of Maryland and shall maintain a registered agent in Maryland. The offices of the Maryland Assembly shall be in such locality as determined by the Executive Committee of the Board of Directors of the Maryland Assembly.

ARTICLE II: Tax Status

The Maryland Assembly 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 1954, as amended. The Maryland Assembly will adhere to the restrictions and guidelines of a 501 (c)(3) tax-exempt organization.

ARTICLE III: Affiliation

The Maryland Assembly will serve as a State Affiliate of the National Assembly on School-Based Health Care.

ARTICLE IV: Vision, Mission, Purpose, & Goals

Section 1: Vision

Schools and communities in Maryland will provide quality health care services for children and youth in order to enable each child to reach his or her full potential.

Section 2: Mission

To promote and advance school-based health care as a mechanism to ensure that children and youth have access to quality health care services in a setting that is uniquely tailored to meet the needs of the students and the community.

Section 3: Purpose

The Maryland Assembly is an advocacy organization that promotes school-based health care as a means to advance the belief that all Maryland children and youth have a basic fundamental right to access and receive quality health care that is comprehensive and preventative. School-based health care represents an essential strategy toward improving the lives of Maryland's children and their families and optimizing their ability to become contributing members of society. School-based health care is compassionate and competent, addresses the unique needs of children and youth and increases access to medical, mental, dental and/or other health related services.

Section 4: Goals

1. To provide a unified voice for school-based health care at the local, state and national level;
2. To disseminate information from the national office to members at the state and local level
3. To advocate for services, policies, funding, programs and other necessary support from legislators, agency staff, community-based organizations, foundations, civic and religious leaders, and other potential supporters of school-based health care;
4. To be the advocacy and information resource to local, state and national leaders and legislators on issues related to school-based health care and ensure that these leaders work to support the provision of school-based health care;
5. To publicize the work of local school-based health programs;
6. To provide technical assistance and networking opportunities to local school-based health programs through professional development programs;
7. To be an organization that values diversity, collaboration, and student and community engagement.

ARTICLE V: Membership

Section 1: Eligibility

The Maryland Assembly maintains a policy of openness without regard to race, gender, ethnicity, color, religion, sexual orientation, economic status, national origin or disability.

All individuals or organizations interested or involved in the delivery, administration or promotion of or who are recipients of school-based, school-linked, or school-related mobile health and prevention services are eligible for membership. The Maryland Assembly will actively recruit broad representation to the membership, the Board of Directors and the Executive Committee of the Board of Directors.

Section 2: Membership Categories:

a. Individual Membership:

Individual members shall have all the rights of membership and may run for executive office, chair committees, have the privilege of the floor, make motions, vote and participate in the annual meeting.

b. Organizational Membership:

Organizational members shall be those organizations whose mission or purposes align with and support the Maryland Assembly's mission. Representatives may be asked to participate on committees and other ad hoc groups. Organizations that apply for membership will be expected to make an annual donation to the Maryland Assembly on School-Based Health Care.

Organizational members and their representatives to the Maryland Assembly cannot hold office, chair committees, have the privilege of the floor, make motions or vote. Individuals that are part of any Organizational Membership may join as an individual member of the Maryland Assembly and if so, shall have all the rights and privileges of an Individual Membership.

c. Youth/Student Membership:

A Youth/Student Member shall be any student enrolled in school who wishes to be involved with promoting school-based health care. Students who are minors must have the permission of their parent/guardian to apply for membership. Current students enrolled in a school-based health center may be appointed to the student advisory seats on the Board of Directors with parental/guardian permission. There will be no membership fee for student members.

Youth/Student members may make motions, vote and have the privilege of the floor in the annual membership meeting.

Section 3: Dues

Dues for Individual Membership and Organization Membership will be established and reviewed by the membership committee. Recommendations for changes to the dues will be made by the membership committee to the Executive Board and voted on by the Board of Directors. Upon the recommendation of the membership committee, the Executive Board has the authority to waive dues for individual members.

ARTICLE VI: Officers and Board of Directors

Section 1. Officers

1. The officers shall be President, President-Elect, Secretary, and Treasurer. The President, President-Elect, Secretary, and Treasurer shall be elected by the membership with a majority vote. These officers shall comprise the Executive Committee of the Board of Directors of the Maryland Assembly on School-Based Health Care. The President/President-Elect, Secretary and Treasurer shall serve staggered two-year terms.
2. The President-Elect shall become President upon the expiration of the President's term or upon the resignation of the President prior to the expiration of his/her term and the President shall become Immediate Past President upon expiration of his/her term as President.
3. No officer may serve more than two consecutive terms in the same office.

Section 2. Duties

1. The President shall serve as the chief elected officer and assume all responsibilities consistent with such a position, including serving as Chair of the Board of Directors and membership meetings. The President shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or

permanent. He/she shall ensure all financial accounting, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization.

2. The President-Elect shall assist the President, and assume the responsibilities of the President during the absence of the President. The President-Elect shall, in the event of the absence or inability of the President to exercise the office, become President of the organization with all the rights, privileges and powers as if he/she had been the duly elected President.
3. The Secretary shall serve as the recording officer of the organization, producing Board meeting minutes and maintaining a historical record of Board activities.
4. The Treasurer shall be responsible for oversight of all fiscal activities and shall report on fiscal affairs and serve as Chair of the Finance Committee. He/she shall be one of the officers who may sign the checks or drafts of the organization.
5. Officers shall by virtue of their office be members of the Board of Directors.

Article VII: Board of Directors

Section 1: Composition

The Board of Directors shall be composed of an odd number of voting members, no fewer than 9 and no more than 17 voting members of which four (4) shall be the elected officers, 5 to 13 to be members at large to be elected by the membership for a two year term. Recruitment shall be made with due regard to geographic distribution, operational needs of the Maryland Assembly, consumer participation, cultural diversity, and maintenance of a balance between lay and school-based health professional membership on the board.

Section 2: Ineligibility for Election

A person receiving monetary consideration or serving as a paid staff member of the Maryland Assembly shall not be eligible for election as a member of the Board of Directors.

Section 3: Qualifications of Board Members

The Maryland Assembly will strive to maintain representation that demonstrates the diversity of the stakeholders of school-based health care, to be an open and participatory organization and to serve the best interest of the entire state.

To be considered for a position on the Board of Directors, an individual must be a current individual member of the Maryland Assembly.

Board members must be committed to the mission of the organization and to advancing school-based health care in the state of Maryland.

Section 4: Duties

The Board of Directors shall be responsible for setting the overall policy directions of the Maryland Assembly, shall ensure the financial stability of the organization, and shall be responsible for the conduct of annual business meetings.

The Board of Directors will develop a strategic plan; oversee the allocation of financial resources; establish and oversee operational policy; and approve policy positions pertinent to the direction of the organization.

Section 5: Terms of Office

A member of the Board of Directors shall hold office for the term specified. Members at large may serve no more than 2 terms of 2 years each, for a total of four (4) consecutive years.

Section 6: Removal of Board Member

Any member of the Board of Directors shall be subject to removal without notice following 3 consecutive absences from official meetings of the full Board. The intent to remove shall be on the agenda and voted on at the next regular meeting of the Board. Board members may be removed, with or without cause, by a 2/3 majority vote of the membership. An officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect upon the receipt of such notice by the President or at any later time specified in that notice.

Section 7: Meetings and Quorum

a. Minimum Number of Meetings Annually

There shall be a minimum of four (4) meetings annually of the Board of Directors, one of which shall be the Annual Business Meeting.

b. Notification

The Board of Directors, upon advance notice of not less than five (5) days, may conduct business via conference calls, by electronic communication such as fax or e-mail, or mail ballot as determined by the President. A quorum of the Board of Directors is necessary to conduct business. Notice of all regular meetings shall be sent by mail or electronically to all members of the Board of Directors at least ten (10) days before the meeting. Notice of special meetings shall state the purpose of the meeting and shall be sent either by mail or electronically at least ten (10) days prior to the meeting.

c. Quorum

Quorum shall consist of a simple majority of the existing Board members entitled to vote. Once quorum is established, all votes and actions taken thereafter are official, even if quorum is subsequently lost due to the departure of a Board member.

d. Voting

All questions shall be decided by a majority vote of members entitled to vote.

e. Mail ballots

Mail ballots on specific issues may be authorized by the Executive Committee.

f. Special meetings

Special meetings of the Board of Directors may be called by the President or shall be called by him/her upon the written request of a simple majority of the Board of Directors.

g. Regular Meetings

For all regular meetings of the Board of Directors, the Board will establish procedures for the conduct of its business.

ARTICLE VIII: Nominations and Elections

Sections 1: Elected Positions

1. Officers will be elected by ballot at the annual meeting. They shall take office following the close of the meeting. No officer can serve more than two consecutive 2-year terms in the same office. A majority vote shall elect.
2. The Maryland Assembly will seek nominations from the membership for vacancies on the Board of Directors. The Immediate Past President will chair the Nominations Committee. The Nominations Committee shall develop and maintain policies and procedures for the nomination and election process and these will be approved by the Board of Directors.
3. Elections may be by mail ballot or by a vote of those present and eligible to vote at the annual meeting, as determined by the Board of Directors.

Section 2: Notice Requirement

1. Within 30 days prior to the annual business meeting, the membership will receive the slate of candidates.
2. Any petition for substitute candidates must be submitted to the Chair of the Nominations Committee no later than 7 days prior to the official start or Call to Order of the annual meeting.

Section 3: Vacancies

1. A vacancy in a position on the Board of Directors may be filled, until the next election, by Board President Appointment with vote of simple majority of the Board of Directors.
2. Should the office of President-Elect become vacant, the Board of Directors shall conduct a special election of the membership to fill the vacant position

ARTICLE IX: Conflict of Interest Policy

MARYLAND ASSEMBLY will maintain a Conflict of Interest Policy separate and apart from these bylaws, which is incorporated by reference herein.

ARTICLE X: Meetings

Sections 1: Regular Meetings

Board of Directors meetings shall be held a minimum of 4-times/year at a time and place to be determined by the Executive Committee. These meetings will be for the purpose of reports and receipt of

information and to conduct official business of the organization, and other purposes to further the organization. All meetings of the Maryland Assembly will be open meetings.

Section 2: Annual Business Meeting

The annual business meeting shall be held yearly. This meeting will be for the purpose of election of officers, receiving of reports from the Board of Directors and committees, and for other business which shall properly come before the membership. Notice of the annual meeting accompanied by a detailed agenda shall be sent to members at least 30 days prior to the date of the meeting.

Section 3: Special meetings

Special meetings of the membership may be called by the Board of Directors provided that notice of such meetings shall be postmarked to members at least 15 days prior to the date of the meeting. Notice shall include the special business to be conducted at the meeting.

Section 4: Quorum

A quorum for the regular and special meetings of the membership shall be 10% of the total membership provided that at least 5 members of the board of directors are present. The quorum for the annual meeting shall be a majority of those registered for the meeting.

ARTICLE XI: Finance

Section 1. Annual Membership Dues

The annual membership dues shall be recommended by the membership committee to, and voted on by, the Board of Directors. Dues may be modified based on individual circumstances. The Board retains the right to waive dues in individual circumstances. The fiscal year shall be determined by the Board of Directors. The Treasurer shall prepare a report of the fiscal status of the organization and an annual budget for the Board of Directors and membership at the Annual Meeting.

Section 2: Fiscal Year

The fiscal year of Maryland Assembly shall be designated by the Board of Directors and is established as the calendar year, January 1-December 31.

Section 3: Funds

All funds received by Maryland Assembly shall be placed in depositories approved by the Board of Directors

a. Check Signing

All checks drawn by Maryland Assembly shall be signed by person(s) authorized by the Board of Directors.

b. Adherence to adopted budget

Checks shall be issued for all bills owed by Maryland Assembly within the provisions of the budget adopted by the Board of Directors. The Treasurer shall consult with the Executive Committee regarding any extraordinary income and expenses and these shall be reported back to the Board of Directors at its next meeting.

c. Audit

All the accounts of Maryland Assembly may be audited annually after the close of the fiscal year by a certified public accountant.

ARTICLE XII: Indemnification

The Maryland Assembly shall indemnify any officer, employee or other persons 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 Maryland Assembly to the maximum extent permitted by law, provided the officer, or employee, or other person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Maryland Assembly, with respect to any criminal action or proceeding and had no reasonable cause to believe the conduct was unlawful.

ARTICLE XIII: Dissolution

Upon 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 Maryland Assembly and which qualify as organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE XIV: Amendments

Section 1:

These Bylaws may be amended, revised or repealed by a two-thirds vote of the members present at any general meeting of the Maryland Assembly, provided that written notice of such proposed changes has been sent to the members not less than thirty (30) days before such meeting. Alternatively, such proposed changes may be effected by a two-thirds affirmative vote of members voting a mail ballot within not less than 15 days of distribution. Amendments may be proposed by the Board of Directors on its own initiative, or upon written petition of any 25 members and addressed to the Board of Directors. All such proposed amendments shall be presented by Board of Directors to the membership with or without recommendation.

ARTICLE XV: Operating Committees

Section 1: Executive Committee

The Executive Committee shall be comprised of the officers of the Board of Directors (President, President-Elect, Secretary, and Treasurer). The Executive Committee shall have the authority of the Board of Directors in the management of the Corporation between meetings of the Board of Directors, except that such Committee shall have no authority to amend, alter or repeal bylaws. Actions of the Executive Committee shall be reported to the entire Board of Directors.

Section 2: Nominations Committee

1. The Nominations Committee shall be composed of five (5) members, at least two (2) of whom shall be members of the Maryland Assembly Board of Directors and the remaining being general members of the Maryland Assembly.
2. Nominations Committee members shall be elected for a two (2) year term by the voting membership at its annual membership meeting.
3. The chair of the Nominations Committee shall be the immediate past president and shall serve a two (2) year term.
4. The Nominations Committee shall nominate persons for election as officers, Board of Directors and members of the succeeding Nominating Committee as required by these bylaws. A list of such nominees shall be sent to all members entitled to vote with the notice of the annual membership meeting.
5. In the event of a vacancy on the Nominations Committee, a person to fill the vacancy shall be recommended by the Nominations Committee and approved by the Board of Directors.
6. The act of a majority of the entire committee shall constitute the act of the committee.

Section 3: Finance/Fundraising

1. The Finance/Fundraising committee shall be responsible for developing the financial and budgetary policy of Maryland Assembly for approval by the board of directors and shall report on the fiscal position of Maryland Assembly on a regular basis.
2. The Finance/Fundraising committee shall consist of the current Board Treasurer, who will chair the committee, and at least two (2) others to be appointed by the President.

Section 4: Other Operating Committees of the Maryland Assembly

The Board of Directors may from time to time create other committees with such membership, powers, and duties as may be deemed necessary in conducting the business, activities and affairs of the Maryland Assembly. The Board shall appoint the members thereof.

Committee members need not be members of the Maryland Assembly Board unless specified by these bylaws.

The chair of any such committee shall be appointed by the President and if not a board member shall serve as an ex-officio member of the Maryland Assembly board in a non-voting capacity.

