

**MARYLAND ASSEMBLY ON SCHOOL BASED HEALTH CARE, INC.
BYLAWS**

Revised: July 2020

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is set forth in the Articles of Incorporation. The principal office of the corporation shall be a Post Office Box address located in Baltimore, Maryland, or at such other location as shall be approved by the Board of Directors, herein after referred to as "The Board." The corporation may conduct its business anywhere within the state of Maryland as the Board deems advisable.

ARTICLE II - PURPOSES

The purposes of the Corporation are set forth in the Articles of Incorporation.

ARTICLE III - 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 IV - AFFILIATION

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

ARTICLE V - MEMBERSHIP

Section 1. Membership

The Board shall determine criteria for membership in the Corporation. Membership is available to any organization or individual that supports the mission and purposes of the Corporation, and pays timely dues, if such exist. However, the Board shall have the right to deny or terminate membership, or to deny access to or participation in the programs and activities of the Corporation.

Section 2. Rights of Members

2. A. Members are entitled to participate in programs of the Corporation. Members may be nominated for election to the Board and appointment to committees.

2. B. Membership Dues.

Membership dues are established by the Board. Dues, if such exist, are payable on or before July 1 of each calendar year.

Section 3. Meetings

3. A. Annual Meeting of the Members. The Annual Membership Meeting shall be held each year at a place and time determined by the Board. A minimum of a thirty (30) day prior notice of the meeting shall be communicated to the members; however, failure of notice to any member shall not invalidate the meeting or any action taken at the meeting. At the Annual Meeting, the membership will be presented with the newly elected board members and officers.

3. B. Special Meetings of the Members. Special Meetings may be held at any time or place upon call by the President of the Board, or by Directors constituting a majority of the Board, and upon not less than ten (10) days written notice. The notice shall state the purpose or purposes for which the meeting is called.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board shall exercise all corporate powers and manage the business and activities of the Corporation, except as otherwise provided by law, the Corporation's Articles of Incorporation, or Corporations Bylaws.

Section 2. Composition

The Board shall be comprised of not less than 9 and no more than 15 Directors. The composition of the Board shall be the elected officers and elected directors at large. There shall be 4 elected officers and no less than 5 and no more than 11 elected directors at large.

In addition to the voting directors, the Immediate Past President, corporation staff and any non-board member who is a committee chairs shall be ex officio non-voting directors of the Board and shall not be counted for purposes of determining board composition or quorum.

Section 3. Qualifications

The elected Board shall be composed of volunteers who serve without compensation and shall be composed of unrelated individuals who:

- Are personally committed to the mission of the organization
- Are willing to commit the required time to participate in and carry out the responsibilities of a member of the board of directors
- Are in possession of the skills to govern an organization

- Are reflective of the diversity of the communities served by the organization taking into account race, gender, economic status, age, subject matter expertise and other factors

Section 4. Nomination

There shall be a formal director and officer selection process determined by the Immediate Past President in consultation with the Board and corporation President. Recommendations for nominations will be solicited from the membership. The proposed slate of nominees will be presented to the Board for election at least 30 days prior to the Annual Meeting. The elected officers and directors will be presented at the Annual Meeting. Officers will be selected by the Board from among the Directors.

Section 5. Term of Office

Board Officers and Directors shall be elected by the board according to Article IV Section 4. Board Officers shall serve a term of two (2) years in their elected office and until their successors are elected. No Board Officer shall serve more than two (2) consecutive two (2) year terms in the same executive office. Directors may serve in different roles in the executive team consecutively.

Section 6. Resignation and Removal

Any Director may resign by giving written notice of his or her resignation to the Secretary of the Corporation. Resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive meetings of the Board without good cause acceptable to the Board shall be deemed to have resigned. The Board may remove any Director whenever, in its judgment, the best interests of the Corporation shall be served thereby. The removal of any director shall be by an affirmative vote of the majority of the Board.

Section 7. Vacancies

Nominations to fill vacant officer or director's positions are proposed and voted on by the Board. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor. The time served by such director does not count towards future terms. Any vacancy to be filled by reason of an increase in the number of directors or resignation may be filled for a term of office continuing only until the next election.

Section 8. Regular Meetings

An Annual Meeting of the Board shall be held at a place and time as shall be determined by the Board. The Board shall hold at least four (4) regular meetings each year; one of which may be the Annual Meeting. Notice of regular meetings, including time and location, shall be made in writing, including electronic transmission, at least seven (7) days in advance of the meeting.

Section 9. Special Meetings

Special meetings of the Board may be called by or at the request of the Board President or a group of Directors who constitute a majority of the Board. Notice of special meetings, shall be made in writing, including electronic transmission, at least two (2) business days in advance of the meeting; except in the event of an emergency as determined by the Executive Committee, when a special meeting may be called with less than two (2) days' notice, provided the majority of the Executive Committee can be convened.

Section 10. Executive Session

At any meeting of the Board where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only the voting members of the Board of Directors may be present. The minutes of executive session should record the decision to enter executive session and only the actions/decision resulting from the discussion. Executive session minutes may be kept separately and confidentially.

Section 11. Manner of Voting

Decisions of the Board shall be by vote of a majority (fifty-one percent (51%)) of those present and eligible to vote, assuming a quorum. Each eligible Director shall have one vote and may vote only in person or as defined by Article IV Section 14. There shall be no proxy voting.

Section 12. Quorum

At meetings of the Board, a quorum shall consist of a simple majority (fifty-one percent (51%)) of the voting members of the Board of Directors.

Section 13: Action without Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if there is unanimous consent documented in writing (including email or other electronic modality) setting forth the action taken and attributable to each of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Section 14. Participation by Means of Communications Equipment

A member of the Board may participate in a meeting by conference telephone or other communication equipment if all persons can hear and speak to each other. Participating in a meeting by such means constitutes presence in person at the meeting.

ARTICLE VII – OFFICERS, DIRECTORS AT LARGE, STAFF, AND DUTIES

Section 1. Officers

The officers of the Corporation shall consist of a President, President Elect, Secretary, Treasurer (all voting) and Immediate Past President (non-voting). The officers shall be elected by the Board, from among the Directors. Any vacancy occurring in any office shall be filled through a board nomination and elected by the Board. A Director so elected shall fulfill the term of his/her predecessor.

Section 2. Officer - Terms of Office

All officers of the Corporation shall be elected by the Board prior to the Annual Meeting. Each officer shall hold his or her office for two (2) years and until their successors are elected. No officer shall serve more than two consecutive two-year terms in the same office.

Section 3. Officer - Resignation and Removal

Any officer may resign at any time by giving written notice of his or her resignation to the Secretary of the Corporation. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board may remove any officer whenever, in its judgment, the best interests of the Corporation shall be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the Board. Vacancies among the officers shall be filled through nomination and election process by the Board.

Section 4. Officer Duties

The Officers of the Corporation shall have the following primary duties in addition to any others specified within these Bylaws:

4. A. President Duties

The President shall preside at and conduct all meetings of the Membership, Board and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

4. B. President Elect Duties

The President Elect shall perform the duties of the President if the President is unable to do so or is absent; and perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. It is expected that the President Elect will assume President position when the term expires.

4. C. Secretary Duties

The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.

4. D. Treasurer Duties

The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as this committee's chair.

4. E Immediate Past President Duties

The Immediate Past President shall serve, ex officio, as a member of the Executive Committee, the Board and Chair the Nominating Committee.

Section 5. Directors at Large

Directors at Large ("Directors") shall be responsible for attending board meetings, actively participating on at least one standing committee, and representing the greater community served by the Corporation.

Section 6. Executive Director and Staff

The Board may retain an Executive Director to coordinate its business. The Executive Director shall be subject to hire and termination by the Board. The Board will set the Executive Director's compensation, establish organizational priorities and annually evaluate the Executive Director's performance. In cases where a designated committee performs one of these responsibilities, the decision should be approved by the full Board. The Board will delegate duties and award customary authority to the Executive Director and help to ensure his or her success in managing the Corporation. These duties and authorities will be memorialized in a written job description for the Executive Director position. Except when the Board is meeting in executive session, the executive director shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

Other staff shall be subject to hire and termination by the President unless the Corporation has retained an Executive Director. If retained, staff shall be subject to hire and termination by the Executive Director.

ARTICLE VIII – COMMITTEES

Section 1. Committees

The Board of Directors may create committees with designated powers. The President of the Corporation shall appoint members to chair the committees. The Committee Chairs shall report to the Board.

Section 2. Executive Committee

The Executive Committee shall be comprised of the Officers of the Corporation. Additionally, the Immediate Past President and if hired, the Executive Director, shall be ex officio (non-voting) members of the Executive Committee. When the Board is not convened, the Executive Committee shall possess and exercise all powers of the Board in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee. The Executive Committee shall provide reasonable notice under the circumstances to the Board of action taken by the committee between meetings. The Executive Committee shall then provide summary of the circumstances requiring any expeditious actions taken by the Executive Committee and minutes from the meeting at the next meeting of the Board. This report may be done in an executive session of the Board if needed.

The duties of the Executive Committee are to oversee the administration of the Corporation including finance, fundraising, marketing and governance matters. The Executive Committee also serves as an agent of the Board and acts on the Board's behalf when the Board is in recess. The Executive Committee also performs other functions as specified by these Bylaws.

Section 3. Standing Committees

The Standing Committee Chairs shall be appointed by the President of the Corporation in consultation with the Executive Director, if hired, and other members of the Board. The following committees shall be Standing Committees:

3. A. Policy Committee

The Policy Committee's purpose is to lead and address school-based health center advocacy and legislative efforts for the Corporation.

4. B. Nominating Committee

The Nominating Committee shall be responsible for recruitment and nomination of well-qualified candidates for positions on the Board. The committee shall be chaired by the Immediate Past-President.

Section 5. Establishing Committees

Establishing ad hoc committees may be accomplished by a majority vote of the Executive Committee.

ARTICLE IX – FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30.

Section 2. Budget Approval

The Treasurer, in conjunction with the President and Finance Committee, shall be responsible for proposing an annual budget to the Board for approval.

ARTICLE X – INDEMNIFICATION

Section 1. Indemnified Parties

The Corporation shall indemnify its directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.

The Corporation shall indemnify each person (including the heirs, executors, administrators, or estate of such person) who serves as a Board member, officer, employee, or agent of the Corporation and who is made party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative and whether formal or informal) by reason of the fact that such person is or was a Board member, officer, employee, or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), liabilities, judgments, penalties, fines, and amounts to the extent permitted by Maryland law.

Section 2. Insurance

The Board and President shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors' and officers' liability insurance.

ARTICLE XI – CONFLICT OF INTEREST

Section 1. Conflict of Interest

The Board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party. The policy and statement shall be read and signed by board members, staff, and volunteers at the time of initial affiliation with the organization and at least annually thereafter.

Article XII – MASBHC Trusted Advisors

Section I. MASBHC Trusted Advisors

The MASBHC Trusted Advisors are individuals who bring unique knowledge and skills which the President and, if hired, the Executive Director can call upon as needed. These individuals will be volunteers serving without compensation or vote. These Advisors will be appointed by the President in consultation with the Executive Director, if hired, and ratified by the Board of Directors.

ARTICLE XIII – DISSOLUTION

The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board, by two-thirds (2/3) vote, shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

ARTICLE XIV – AMENDMENTS

Section 1. Bylaw Amendment Process

The power to alter, amend, or repeal the Bylaws of the Corporation, or to adopt new Bylaws, is vested in the Board. The affirmative vote of two-thirds (2/3) of the Directors of the Board shall be sufficient to effectuate such action.

Section 2. Notice of Bylaw Amendments

Bylaw amendments may be proposed provided a written notice of the proposed changes is sent to each Director at least 10 days prior to the meeting at which the amendments of the Bylaws are to be voted upon.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Maryland Assembly on School Based Health Care, Inc
2. That the foregoing Bylaws constitute the Bylaws of the organization as duly adopted and approved on July 14, 2020 by the Board of Directors.

In witness whereof, the undersigned has executed this Certificate of Secretary this (spell out day, month and year)

Joan Glick July 15, 2020
Joan Glick, Secretary

Joy Twesigye July 15 2020
Joy Twesigye, President