

Texas Health Ministries Network

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Article I Network Name

Section 1.1. Name: The name of this organization is the Texas Health Ministries Network (THMN).

Section 1.2. Duration: The period of duration of the Network is dependent upon annual review by the Executive Committee.

Article II Offices

Section 2.1. Office: The stable mailing address of this Network will be kept on file at the Department of State Health Services office and with the Chair of Membership Development.

Article III Membership

Section 3.1. Eligibility: Any individual, group, agency, or institution that shares the mission and goals of the THMN may be a member by submitting the designated membership form and the annual membership fees.

Article IV Network Operations

Section 4.1. Membership: The governing body of the Network shall be composed of eligible members defined as those with current paid membership dues to the Texas Health Ministries Network.

Section 4.2. Meetings: The Network shall hold meetings on a periodic basis for the purpose of transacting business, providing education and programs, facilitating networking and/or other activities in support of the mission and goals. Periodic meetings of the Network shall be held at such time and place as determined by the Network's Board of Directors.

Section 4.3. Special Meetings: Special meetings of the Network may be called at any time by the President, a majority (>50%) the Board of Directors, or by written request of at least twenty-five percent (25%) of the membership. Only those items of business set forth in the notice of the special meeting shall be discussed and acted upon at such a meeting.

Section 4.4. Notice of Meetings: Written or printed notice stating the place, day, and hour of the meeting of the Network shall be mailed to each member at least fourteen (14) days prior thereto by written notice delivered by the United States Postal Service and/or email as requested by the member. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered by or at the direction of the President, a majority (>50%) of the Board of Directors, or a written request of at least twenty-five percent (25%) of the membership, to each member at least fourteen (14) days prior thereto by written notice. The delivery shall be made to each member at his/her address as shown by the records of the Network and shall be deemed delivered on the date that the notice is emailed or deposited in the United States Mail, postage prepaid.

Section 4.5. Quorum: Five (5) members, including one (1) Network officer, present and voting shall constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, the meeting shall be adjourned, and no business may be transacted.

Section 4.6. Voting: Voting rights are granted to those persons who have been members (Article IV, Section 4.1) for a minimum of fourteen (14) days prior to a vote or the e-mailing of ballots. Each member with voting rights shall be entitled to one vote on each matter of business brought before said members.

4.6. a. No proxy vote shall be permitted.

4.6. b. Votes shall be submitted via email or the U.S. mail prior to the 10-day deadline or voting deadline established by the officers.

4.6.c. The approval of any matter of business before a regular or special meeting of the members of the Network shall require the presence of a quorum and the affirmative vote of a simple majority (>50%) of the members present and voting. The approval of a matter of business brought for vote by email shall also require the affirmative vote of a simple majority (>50%) of those members who vote. Members with voting privileges with respect to the election of the Board of Directors, removal of a member of the Board of Directors, the replacement of Network officer(s), or the amendment of these bylaws shall be limited to those persons who are members at least fourteen (14) days prior to the mailing of notices of these actions. If an election is to be by mail, members with voting privileges shall be those who were members at least fourteen (14) days prior to the mailing of the ballots.

Section 4.7. Parliamentary Procedures: Except as otherwise provided herein, the parliamentary rules of order contained in *Roberts Rules of Order - Revised* (current edition) shall govern all meetings of the Network.

Article V The Board of Directors

Section 5.1. Function and Selection: The Board of Directors shall manage the business and affairs of the Network between meetings. The Board of Directors shall be elected to terms of office not to exceed two calendar years by and from the membership in accordance with procedures established by Article VII, Section 7.2. of these bylaws. Elections may take by email or mail ballot.

Section 5.2. Membership: The Board of Directors shall consist of the following:

5.2. a. The Officers of the Network/Executive Committee.

5.2. b. Chairs of the major standing committees.

Section 5.3. Appointments: The Board of Directors may appoint committees for the purpose of implementing the programs and goals of the Network.

Section 5.4. Meetings: Regular and special meetings of the Board of Directors shall be held with appropriate notice as defined in Article IV, section 4.4. Board of Directors meetings shall be open to all members of the Network. Non-board members may provide input but do not have voting privileges.

Section 5.5. Quorum: At least majority of the Board of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, the meeting shall be adjourned, and no business may be transacted.

Section 5.6. Removal of Directors: Any board member may be removed from office at any time by the vote of two-thirds (2/3) of the members of the Network members. Voting shall be by email. In the case of the removal of any board member, a new member shall be appointed by the Network's Board of Directors within thirty (30) days of the removal to serve the un-expired term.

Sections 5.7. Vacancies: Any vacancies on the Board of Directors, occurring for reasons other than removal from office, shall be filled by election from eligible Network members via email by which a quorum is represented. Members of the board elected to fill vacancies shall hold office for the un-expired term of their predecessor, or until their removal or resignation from office.

Section 5.8. Compensation: The members and Board of Directors of the Network shall receive no compensation for their services but may be reimbursed for expenses incurred during the performance of their duties of office, as approved by the Network members.

Section 5.9. Limitation of Activities: The Network shall not perform, participate in, nor sponsor in whole or part any activities prohibited to a corporation/organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954.

Article VI Officers

Section 6.1. Officers: The officers of the Network shall be elected from the membership and shall be President, President-elect, Secretary, Treasurer, and Immediate Past-President.

Section 6.2. Election and Term of Office: Eligible Network members shall elect the officers of the Network to terms of office not to exceed two (2) calendar years. The officers so elected shall hold office until their successors shall have been duly elected and qualified. No officer of the Network shall serve more than two (2) successive terms in any one office with out written authorization of the Executive Committee. Any member filling an unexpired term for more than one-half of the term shall be considered to have served one term.

Section 6.3. Vacancies: A vacancy in any office, except that outlined in Article V, Section 5.6., because of death, resignation, disqualification, or otherwise, shall be filled by election via email from the eligible Network members at which a quorum is represented following the vacancy. Officers elected to fill vacancies shall hold office for the un-expired term of their predecessors, or until their removal or resignation.

Section 6.4. President: The President shall be the principal executive director of the Network and shall have general supervision and control over all of the business and affairs of the Network and shall implement policy established by the members. The President shall preside at all meetings of the Network, execute all conveyances, notes, contracts, or other instruments authorized by the members, serve as a ex-officio non-voting member of all standing committees, perform and discharge all duties incidental to the office of the President and such other duties as may be assigned by the members.

Section 6.5. President-Elect: The President-Elect and shall assume the office of the President after completing the term of President-Elect. In the absence of the President, or in event that the President is unable to fulfill the duties of the office for any reason, the Board of Directors shall empower the President-Elect to perform the duties of the President, and when acting, shall have all powers of and be subject to all the restrictions upon the President. The President-Elect shall assume responsibility for review of the Bylaws every three years or as needed. The President-Elect shall perform such other duties as may be assigned to him or her by the President or by the members.

Section 6.6. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Network, keep or cause to be kept complete and accurate financial records, receive and give receipts for monies due and payable to the Network and from any source whatsoever, deposit all such monies in the name of the Network in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the members. Checks shall be signed by the Treasurer and the President or by a Network member designated by the President. Annually, the Treasurer submits to the IRS a 990 Electronic Postcard Filing and the Texas Franchise Form for tax purposes.

Section 6.7. Secretary: The Secretary shall keep or cause to be kept the minutes of the meetings of this Network and shall give or cause to be given notice of all meetings in accordance with these bylaws. The Secretary shall also keep or cause to be kept all Network records and shall in general perform all duties incidental to the office of Secretary and such other duties as may be assigned to him or her by the President or the members. Network records. If records can no longer be kept at the Department of State Health Services Region 6 office in Houston, the Network officers shall keep or cause to be kept all Network records at a designated site.

Section 6.8. Immediate Past-President: The Immediate Past-President shall provide counsel and advice to the President and other officers and perform such other duties as may be assigned to by the President or the members.

Section 6.9. Regional Contacts are appointed by the Executive Committee to fulfill special, specific, defined functions and responsibilities (e.g., provide information regarding Health Ministries Network membership, functions and responsibilities and contacts) as approved by the membership.

Article VII Committees

Section 7.1. Executive Committee: The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, and Immediate Past President. The Executive Committee shall assume the duties and powers of the Board of Directors in the interval between meetings of the Board. Actions taken by the Executive Committee in the interval between meetings shall be presented to the membership at the next regular or special meeting.

Section 7.2. Nominating Committee: A minimum of two years, the Nominating Committee shall be elected by the members and shall prepare a slate of Officers, representative of the various areas of the state, which shall be presented to the membership at the Network's scheduled elections. Nominations from the floor may be made by voting members for candidates who qualify and verify their willingness

to run for office. The nominator must submit a written verification of the candidate's willingness to run if the candidate is absent from the meeting.

Sections 7.3. Standing Committees: The Executive Committee may appoint committees to which may be assigned duties and powers as the Executive Committee may deem desirable in the interest of facilitating the mission and goals of the Network. Chairpersons of committees are appointed by the Executive Committee. Members of committees, except the Executive Committee and Nominating Committee, may be selected by the chairperson of the committee.

Section 7.4. Vacancies: Vacancies in the membership of any committee, except the Executive and Nominating Committees, may be filled by appointment of the Committee chair or the Executive Committee, in the chair's absence.

Sections 7.5. Quorum: A simple majority (>50%) of the whole committee shall constitute a quorum and the act of the members present at a meeting at which a quorum is present shall be the act of the committee. Committees may meet via conference calls and vote by e-mail.

Section 7.6. Rules: Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VIII Network Fiscal Affairs

Section 8.1. Tax Status: The Texas Health Ministries Network is a non-profit organization under Section 501(c)(3) of the Internal Revenue Code. Annually, the Network shall submit to IRS a 990 Electronic Postcard Filing with the federal agency and the Texas Franchise Tax form for tax purposes. The THMN Treasurer is responsible for filing these reports.

Section 8.2. THMN Membership Dues: The individual membership dues shall be remitted to THMN via the Membership Chair who submits the dues to the THMN Treasurer.

Section 8.3. Network Dues: The Network may assess specific membership dues. Responsibility for the collection of these funds shall be the sole responsibility of the Membership Chair who deposits the funds in the designated Network bank and remits the deposit slips plus the members' names to the Treasurer.

Section 8.4. Program Revenue: The Network may sell space for educational exhibits at symposia/conferences/programs and may assess a fee or request a contribution from members and nonmembers attending symposia/conferences/programs. The Network shall review all exhibits and exhibitors' merchandise, free or for sale, to ensure an appropriate image of THMN, consistent with its mission and goals, is reflected at all

times. The Network shall endorse no product or products, exhibit or exhibitor, individual or corporate.

Section 8.5. Funding: All Network funds must be used for the specified mission and goals of the Texas Health Ministries Network. The Network may solicit or accept any unrestricted contribution, gift, bequest, or devise, for financial support of activities or functions from private individuals, private or public foundations, companies, and corporations that does not violate federal regulations for 503(c)(3) tax exempt organizations. Approval from the THMN President is required for co-sponsored programs and for special projects involving the acquisition of major funding from outside sources.

Section 8.6. Contracts: The members may request any Officer or officers, agent or agents of the Network to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Network. This contract must be approved by the majority of the Network membership. Aforementioned authority may be general or confined to specific instances.

Section 8.7. Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money notes or other evidence of indebtedness issued in the name of the Network, shall be signed by the Network Treasurer and the President or the Network member designated by the President in such a manner as so authorized by the Bylaws.

Section 8.8. Deposits: All funds of the Network shall be deposited to the credit of the Network in such bank(s) or other depositories as the Treasurer and members approve. The treasurer and one designated THMN member, as appointed by the President, shall have fund disbursement authority.

Section 8.9. Purpose and Activities: The Network has no capital stock, is not formed for profit and is an organization which does not contemplate the distribution of accumulations, gains, profits, or dividends to the members thereof. No part of the accumulations, gains, or profits of the Network shall inure to the benefit of any private individual and no substantial part of the activities of the Network shall consist of the carrying on of political activities or otherwise attempting to influence legislation; nor shall the Network participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 8.10. THMN Logo: In compliance with federal rules for trademark rights, the THMN logo, in original or altered form, shall not be used without permission of the THMN President.

Section 8.11. Irrevocable Dedication: The property of the Network is irrevocably dedicated to the purposes of THMN and upon liquidation, dissolution, or abandonment of the Network it will not inure to the benefits of any private person(s) but shall be distributed to the national Health Ministries Association within thirty (30) days.

Article IX Network Records

Section 9.1. Records: The Network shall keep correct and complete records of account(s) and shall also keep minutes of the proceedings of its Board of Directors, Executive Committee, general and special meetings, and committees. The Network shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote.

Section 9.2. Inspection: Any member or member's agent may inspect the books and records of the Network for any proper purpose at any reasonable time.

Section 9.3. Record Review: The financial records of the Network shall be reviewed bi-annually by person or persons other than the Network treasurer, finance committee, or persons with fund disbursement signature authority. The report shall be presented to the members at the first regular meeting following the completion of the review and kept on file in the THMN office.

Article X Fiscal Year

Section 10.1. Fiscal Year: The fiscal year for the Network shall begin on January 1st of each year and shall end on the following December 30th.

Article XI Network Status

Section 11.1. Network Status: The Network shall annually submit to the Board of Directors the following:

11.1. a. Annual Financial Report. Responsible person is the Network Treasurer.

11.1. b. Annual Network Activity Report. Responsible person is the Membership Chair.

11.1. c. Copy of the current Network Bylaws. Responsible person is the Secretary.

11.1. d. Roster of officers and membership with contact information for the officers. Responsible person is the Membership Chair.

**Article XII
Amendments to the Bylaws**

Section 12.1. Amendments: These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds of those Network members voting via e-mail called for that purpose. A Bylaws Committee is elected by Network membership and may meet by conference call or by e-mail. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be delivered to each member of the Network at least fourteen (14) days prior thereto by written notice delivered by the United States Postal Service at his/her mailing address or e-mail address as shown by the records of the Network. Such notice shall be deemed to have been delivered on the date that the notice, properly addressed, is deposited in the U. S. mails, postage prepaid or the date the notice is emailed. Any amendment to these bylaws will be effective only after it has been approved in writing by the Board of Directors. Such approval shall be based upon whether the proposed amendment is consistent with the purposes and goals of THMN.

**Article XIII
Adoption**

Section 12.1. Adoption: Adopted at a meeting of the Texas Health Ministries Network.

Rebekah Seymour 11-10-2016
President's Signature / date

Rebekah Seymour
President's Name (typed)

Sharon Skaggs 11/16/16
Secretary's Signature / date

Sharon Skaggs
Secretary's Name (typed)