

School-Based Health Alliance Bylaws

Final 9/20/2022

ARTICLE I: NAME AND LOCATION

Section 1. Name.

The name of this organization shall be School-Based Health Alliance.

Section 2. Location.

School-Based Health Alliance is incorporated under the laws of the Commonwealth of Virginia and shall maintain a registered agent in the Commonwealth of Virginia.

ARTICLE II: TAX STATUS

School-Based Health Alliance 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. School-Based Health Alliance will adhere to the restrictions and guidelines of a 501(c) 3 tax-exempt organization.

ARTICLE III: OFFICERS AND DIRECTORS

Section 1. Board of Directors.

The Board of Directors shall be comprised of officers and directors who are members in good standing.

- a) *Elected Officers.* The officers shall be a Chair of the Board and Chair-elect (each of whom shall serve a two-year term in each office or until a successor is determined and assumes office), a Treasurer and a Secretary (who shall each serve two-year terms).
 - a. The Chair-elect, Treasurer and Secretary shall be elected by the Board of Directors. The Chair-elect shall become Chair of the Board upon expiration of term as Chair-elect.
 - b. Officers (Chair of the Board, Chair-Elect, Treasurer and Secretary) shall serve as the Executive Committee. Officers may not serve more than one term in the same office.
- b) *Directors.* The Board of Directors shall be constituted with a minimum of five directors, up to four of whom will act as officers. The number of directors shall not exceed 19 Board members with 15 as the optimal number.
 - a. The directors will be recommended by the President to serve staggered terms of three years each. The Board of Directors will vote on each individual recommendation.
 - b. A Director may serve two consecutive terms on approval of the Board.
 - c. There will be representation on the Board from State affiliates.
 - d. Directors who leave their current positions are required to notify the Board Chair and President and to offer their resignations, which at the discretion of the full Board, may or may not be accepted.
- c) *President.* The President/CEO is hired and supervised by the Board, and is a permanent non-elected and voting member of the Board. The President's initial base salary will be set by the Board. All future compensation, including benefits

and bonuses, will be commensurate with the overall staff and will be approved by the Board during its annual budget review.

Section 2. Duties.

- a) The Chair of the Board shall chair the Board of Directors and Executive Committee meetings.

The Executive Committee will be responsible for the annual review of the President/CEO. The review will be consistent with the process used for all employees and is to be completed by October of each year.

Section 3. Role and Responsibilities of the Board.

The role of the Board of Directors is to provide oversight of the organization. The Board of Directors has the following responsibilities:

- a) Hire the President/CEO
- b) Review and support the Organization's Vision and Mission
- c) Ensure progress towards vision and mission
- d) Provide financial oversight
- e) Maintain ethical standards and compliance as required by law
- f) Review and accept the annual budget and compensation plan developed by President / CEO and staff
- g) Review and accept independent Financial Audit (annual)
- h) Elect new members to the Board.

Section 4. Role and Responsibilities of the President/CEO.

The President/CEO is hired by the board and will provide overall management to meet the vision and mission of the School-Based Health Alliance in compliance with the law. The President / CEO will:

- a) Oversee all support services for the work of the Board and the Executive Committee.
- b) Attend all board and executive committee meetings,
- c) Report on the progress of the organization,
- d) The President/CEO will ensure that the vision and mission of SBHA guides all decisions and growth of the organization.
- e) The President/CEO is responsible for all financial transactions and is empowered to execute or cause to be executed contracts, checks, or other instruments on behalf of School-Based Health Alliance.
- f) The President will attend all Executive Committee and Board meetings and report on the progress of the School-Based Health Alliance, except for executive session if called by the Chair for the purpose of reviewing the President's performance.
- g) Ensure compliance with IRS Regulations
- h) Hire and manage all staff
- i) Carry out other duties as requested by the board.

Section 5. Removal from Office

Any Board Member may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at a special meeting called for that purpose. If a director or officer does not attend three board meetings without the Chair of the Board's approval, they will be considered to have resigned and the vacancy can be filled.

Section 6. Vacancies.

A vacancy in a director position may be filled by the Board of Directors for the remainder of the established term.

Section 7. Meetings and Quorum.

- a) There shall be at least two (2) meetings of the Board of Directors each year. The Board of Directors, upon advance notice of not less than five (5) days, may conduct business via conference calls, virtual meetings, and electronic communication such as fax or email, or mail ballot as determined by the Chair of the Board.
- b) A quorum of the Board of Directors is necessary to conduct business and shall consist of 50% of the membership of the Board of Directors plus one (1).
- c) The Executive Committee shall meet at the discretion of the Chair. The Executive Committee may conduct meetings through conference calls, virtual communication, or email.
- d) Robert's Rules of Order Revised shall be utilized by School-Based Health Alliance for all meetings when not in conflict with the provisions of these Bylaws.

Section 8. Nominating Procedures.

- a) The President /CEO is responsible for identifying and developing new board members that further the mission of SBHA.
- b) The President/CEO makes recommendations for potential Board members to the Board Chair, and incoming Board Chair if at the end of the Board Chair's term and then to the full Board for approval.

ARTICLE IV: ORGANIZATIONAL STRUCTURES

Section 1. Standing Committees.

The Executive Committee is the only standing committee of the Board of Directors and meetings are open to all Board members to attend at their discretion.

Section 2. Ad Hoc Committees.

There may be such additional ad hoc committees so designated by the Board of Directors at the discretion of the Board.

ARTICLE V: FINANCE

- a) The Board of Directors will approve the annual operating budget and the annual audit. The staff will coordinate the audit process and Board approvals
- b) The staff will provide quarterly financial reports to the entire Board.
- c) The Executive Committee and any Board member may attend the staff monthly financial review.

ARTICLE VI: INDEMNIFICATION

School-Based Health Alliance shall indemnify any officer, Director, or employee and any other person 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 School-Based Health Alliance to the maximum extent permitted by law, provided the officer, Director, 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 School-Based Health Alliance, with respect to any criminal action or proceeding, and had no reasonable cause to believe the conduct was unlawful. The School-Based Health Alliance will maintain adequate levels of Directors and Officers liability insurance.

ARTICLE VII: DISSOLUTION

Upon any 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 School-Based Health Alliance and which qualify as organizations exempt from federal income tax under Section 501c)(3) of the Internal Revenue Code of 1954.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended or repealed by a majority of the Board of Directors.