

NORTHWEST REGIONAL TELEHEALTH RESOURCE CENTER BYLAWS

Article I. NAME.

The organization shall be known as the Northwest Regional Telehealth Resource Center (referred to as "NRTRC"). The NRTRC is a voluntary, informal association of programs and persons sharing common interests in telehealth.

Article II. PURPOSE.

The purpose of NRTRC shall be to support and advance efficient and effective telehealth services in an association that includes eight states (Alaska, Hawaii, Idaho, Montana, Oregon, Utah, Washington, Wyoming - referred to as "states") and the United States Affiliated Pacific Islands (herein after referred to as the "Pacific Islands") by promoting a "best practices" approach to telehealth service delivery. An additional purpose will be to develop partnerships with other telehealth resource centers and institutions both nationally and internationally. This will be accomplished in a peer based, non-competitive, objective environment through the sharing of information, leveraging of existing resources, collaborative research, and assistance for program innovation and development through expertise sharing and organized technical assistance.

Article III. MEMBERSHIP.

Membership in the NRTRC is open to individuals or organizations actively supporting or delivering telehealth services in the states or Pacific Islands identified in Article II. Any ambiguity regarding whether an individual or organization is eligible for membership shall be resolved by the Board of Directors. Members will receive the benefits of shared resources from the NRTRC, will receive a call to Board meetings, minutes of Board meetings, and a contact list of NRTRC membership.

Section 3.1 Charter Member. Charter Members are selected by their state or the Pacific Islands (hereafter called the geographic area) through a process determined by the geographic area they represent. Charter Members may serve on the Board of Directors until replaced by a Contributing Member from that geographic area. Charter Members may apply for membership status as a Contributing, Associate or Individual Member with all rights and privileges of that membership. Charter Members receive access to all the shared resources of the NRTRC while serving on the Board.

Section 3.2 Contributing Member. Contributing Membership is limited to organizations that are actively involved in telehealth. Contributing Membership is contingent upon approval by the Executive Director, and may require an initial and/or annual contribution of a resource to be shared in a manner consistent with the Purpose of the NRTRC. Contributing Members receive access to all the shared resources of the NRTRC.

Section 3.3 Associate Member. Associate Membership is available to organizations that are interested in telehealth. Associate members receive access to some of the shared resources of the NRTRC. Associate Membership may be held for a period of two years during which time, Associate Members will be

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expected to work toward Contributing Membership status. Extension of Associate Membership status beyond the initial two year period may occur only with approval of the Executive Director.

Section 3.4 Individual Member. Individual Membership is available to persons, regardless of location, that are interested in telehealth. Individual members receive access to some of the shared resources of the NRTRC.

Section 3.5 Student Membership. Student membership is open to students currently enrolled either part time or full time at a degree granting institution.

Section 3.6 Fees. The Board of Directors shall establish annual membership dues, review the fee schedule annually, and set a schedule for the payment of fees.

Section 3.7 Termination of Membership. The Board of Directors may revoke the membership of a member after due process, including the opportunity for the member to address any concerns that have been raised before a special panel duly authorized by the Board of Directors.

Section 3.8 Resignation. Any member may resign by filing a written resignation with the Secretary.

Article IV. FISCAL AGENT.

The Board or Directors will negotiate and appoint a Fiscal Agent for receiving fees, disbursing payments, and managing the funds of the NRTRC. All expenses must be approved in writing by the Treasurer. Other functions of the Fiscal Agent may be assigned by the Board of Directors in mutual agreement with the Fiscal Agent. The Fiscal Agent will provide the Treasurer with monthly financial statements. The Treasurer will provide for an independent annual financial audit. The Fiscal Agent must be bonded, show proof of bonding up to \$1,000,000 within 30 days of approval as the NRTRC Fiscal Agent and maintain this bonding level while serving as fiscal agent.

Article V. NRTRC OFFICE.

The Board of Directors may establish an NRTRC Office and staff to carry out the vision and mission of the NRTRC, contingent on the availability of funding. The NRTRC Office will be managed by an Executive Director as approved by the Board of Directors.

The functions of the NRTRC Office shall be determined by the Board of Directors. The office may perform its duties via direct hire staff and/or contract staff, and shall develop an annual operating plan and capital, operational, and facility budgets for approval by the Board of Directors.

Article VI. BOARD OF DIRECTORS.

The implementation of resource center activities shall be guided by the NRTRC Board of Directors. The purpose of the Board of Directors is to ensure compliance with the stated mission and goals of the NRTRC.

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Section 6.1 General Powers. All powers of the NRTRC shall be exercised by or under the authority of the Board of Directors. The business and affairs of the NRTRC shall be managed under the direction of the Board of Directors.

Section 6.2 Board Composition. The number of Directors shall not be less than three (3), nor more than eighteen (18), including Officers. No more than two (2) Directors may represent each state, and no more than two (2) Directors may represent all the Pacific Islands. The Board of Directors may add non-voting ex-officio members as necessary or desired through the regular Action of the Board.

Section 6.3 Nomination and Selection Process. Each Contributing Member may nominate one person to represent their respective state or Pacific Islands. Nominations will be solicited by the Board on an annual basis. Each state and the Pacific Islands will select their Board membership from these nominations through a process determined by the state or Pacific Islands.

The Board will initially be composed of Charter Members. Charter Members may continue as Board members until replaced by the geographic area through the selection of a Contributing Member to the Board of Directors.

Section 6.4 Duties of the Board of Directors. The Board of Directors shall have general supervision of the affairs of the NRTRC between its business meetings, fix the hour and place of meetings, represent the needs and issues of their constituency, make recommendations to the NRTRC, report NRTRC activity to their constituency and perform other duties as are specified in these bylaws.

Section 6.5 NRTRC Office Oversight. The Board of Directors shall have oversight of the NRTRC office, as it pertains to goal implementation and resource use. The NRTRC Executive Director shall report to the Board quarterly regarding center activities, financial management and goal implementation.

Section 6.6 Terms of Board Members. Board members shall serve a term of two years beginning at the first Annual Board meeting after their election. A board member elected to fill a vacancy will serve the remaining portion of the term for that vacancy. All members of the Board must be members in good standing and have met all requirements for membership including but not limited to payment of dues and provision of promised resources where applicable. No limits are placed on the number of terms a Board member may serve.

Section 6.7 Proxy Representation. If a Board member is unable to attend a Board meeting the Board member may send a proxy representative in their place or assign the proxy to another Board member. The proxy representing the member state or Pacific Islands shall have all of the voting privileges of the absent Board member.

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Section 6.8 Meeting Attendance. Board members are expected to attend quarterly Board meetings, either in person, by VTC, or teleconference when available. If a Board member fails to participate in or provide adequate representation for two or more regularly scheduled meetings in a calendar year, Board membership must be reviewed by the Executive Committee of the Board with consideration of finding an appropriate alternate Board member.

Section 6.9 Conflict of Interest. A director shall disclose all conflicts of interest. A director is disqualified from participating in the board's consideration or voting on any matter that substantially involves the director's personal financial interests or those of the director's immediate family. It is not a disqualifying conflict of interest for a director to participate in the board's consideration or to vote on a matter that relates to or involves the interests of the director's employer.

Article VII. MEETINGS.

Meetings of the NRTRC Board shall be called by the Board Chair with notice provided by the Secretary and conducted either face to face, or by audio, video or virtual conferencing, so long as all board members have the ability to participate. The board shall meet at least once annually and may meet more often to conduct the business of the board. An annual meeting date shall be set by the Board. Officers shall be elected at the Annual meeting of the Board.

Board meetings shall be open to all interested persons. Minutes shall be coordinated by the Board, or the NRTRC staff at the Board's direction, and made available to interested parties.

Section 7.1 Special Meetings. Special meetings of the Board may be called by the Chairman or by majority vote of the Board members. Notice of a special meeting shall be given to all Board members. Special meetings may be conducted in the same manner as regular meetings of the board.

Section 7.2 Quorum. A majority of NRTRC Board of Directors in attendance at a scheduled meeting shall constitute a quorum.

Section 7.3 Voting. Each Board member shall have one vote. If voting is conducted by email or phone, two officers shall participate in collecting the votes and verifying and documenting results.

Section 7.4 Required Numbers to Constitute an Act of the Board. The act of a majority of the Board of Directors present at a meeting at which a quorum is present, either in person or via telecommunications, when the vote is taken shall be the act of the Board of Directors. If no quorum is present at a meeting of Directors, the Directors may not take action on any board matter other than to adjourn the meeting to a later date.

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Section 7.5 Board Action without a Meeting. The Directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if:

1. A 2/3 majority of Directors indicate agreement to take the action by signing or faxing a written consent specifically describing the action taken, and
2. All actions and written consents are filed with the official records of the NRTRC, maintained by the Board secretary.

Unless otherwise specified, any such actions must be completed within 2 weeks. Action taken by written consent is effective when the last Director required for a 2/3 majority signs the written consent, unless the written consent specifies a different effective date. A signed written consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

Article VIII. OFFICERS

Section 8.1 Election of Officers. The Board shall elect a Chairman from the Board members. The Board Chairman shall be a voting member of the Board. The Board Chairman shall serve a two year term, or until a successor is elected. A Vice-Chairman, Secretary and Treasurer shall be elected from the Board members and shall serve a two year term and shall have voting privileges. In the Chairman's absence, the Vice-Chairman shall act as the Chairman of the Board.

Section 8.2 Term Limitations. No Board member shall serve more than two consecutive terms in the same office.

Section 8.3 Compensation. Board members and Officers shall receive no compensation from the NRTRC for their time attending Board meetings or conducting business of the Board. Expenses associated with attending a Board meeting may be compensated by the NRTRC, depending on available funding and NRTRC priorities. However, Board members should assume all travel expenses, meals and lodging will be uncompensated by the NRTRC for participation on the Board.

Article IX. COMMITTEES.

The Chairman of the Board and the Board of Directors may establish one or more committees delegate specific authority to a committee, and appoint or remove members of a committee. A committee shall include one or more Directors and may include persons who are not Directors. The Chairman shall be an ex officio member of all committees.

Section 9.1 Authority. Each committee may exercise the specific Board authority which the Board of Directors confers upon the committee in the resolution creating the committee, provided, however, a committee may not

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1. Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the NRTRC's assets;
2. Elect, appoint, or remove Directors or fill vacancies on the board of Directors or on any of its committees; or
3. Adopt, amend, or repeal the articles or bylaws.

Article X. PARLIAMENTARY AUTHORITY.

Section 10.1 Parliamentary Authority. The rules contained in the latest edition of *Robert's Rules of Order Newly Revised*, shall govern the NRTRC Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the NRTRC Board may adopt.

Article XI. AMENDMENT OF THE BYLAWS.

Section 11.1 Amendment of the Bylaws.

The Board of Director shall annually review these bylaws. These bylaws may be amended by the NRTRC Board of Directors by a two-thirds vote, provided that the amendment has been submitted in writing to members of the Board of Directors two weeks prior to the vote.

Article XII. DISSOLUTION.

The NRTRC may be dissolved by a two-thirds vote of the Board of Directors. After payments of all financial obligations, any remaining funds will be disbursed on a pro rata basis to all members, determined by membership fees paid in the 12 month period preceding dissolution.

Article XIII. ETHICS STATEMENT.

The NRTRC is intended to create a safe, noncompetitive environment for telehealth systems to share resources for the mutual benefit of each system. Members may not use the resources provided by the NRTRC for competitive or market advantage to the detriment of other members. When developing items for publication, including but not limited to notices, information, pamphlets, press releases, research, reports, and signs, members shall properly credit and acknowledge the NRTRC and other member sources when using shared resources. Members shall respect intellectual property rights of other members.

Article XIV. DISCLAIMER.

The NRTRC assumes no liability and shall provide no indemnity for the acts of any member or officer of the Board of Directors, its members or the programs they represent, whether or not such acts are deemed to be conducted on behalf of the NRTRC.

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These bylaws are hereby approved and authorize the establishment of a voluntary organization subject to the terms and conditions set forth, by the following Charter Board Members whose names appear on the following pages.

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(Alphabetic by Region, then Last Name)

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