

Bay Rivers Telehealth Alliance Bylaws

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BYLAWS

ARTICLE 1

NAME

Section 1. The Bay Rivers Telehealth Alliance, formerly the Northern Neck Middle Peninsula Telehealth Consortium is established as a nonprofit and non-stock corporation in the Commonwealth of Virginia and shall be referred to herein as the Alliance.

ARTICLE 2

PURPOSE

Section 1. The Alliance is organized with the intent of maintaining qualification as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the IRC) and as such is formed exclusively for charitable, religious, educational and/or scientific purposes included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC, or the corresponding provision of subsequent tax law. To the extent consistent with the foregoing and with the Alliance's Articles of Incorporation, the primary purposes of the Alliance are (i) to improve access to specialty care, primary care and preventive services and to reduce professional isolation among medical providers, and (ii) to ensure cooperative and collaborative development of telehealth/telemedicine projects among its Members (iii). training and development of the health care workforce. The Alliance's service area shall include, but is not necessarily limited to, the Northern Neck and Middle Peninsula in eastern Virginia. The Alliance's members shall include those organizations and individuals, as more specifically described herein, that exist in or serve Eastern Virginia including the Northern Neck, Middle Peninsula, Peninsula Eastern Shore, Fredericksburg and Richmond regions.

ARTICLE 3

MEMBERS

Section 1. Members of the Alliance shall be those organizations which choose to participate in the Alliance by paying membership dues, as defined by the membership guidelines.

Section 2. The Board of Directors may, in its sole discretion, admit additional members or remove members from time to time by majority vote.

Section 3. The Board of Directors may, by majority vote, develop criteria for membership in the Alliance, different classes of members and other related rules and regulations regarding the members, including, but not limited to, the number of classes,

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the qualification for membership, membership fees, and transferability of membership. The foregoing notwithstanding, it is the intent of the Alliance that all members be persons chosen from the Northern Neck, Middle Peninsula and/or the greater telehealth community who exhibit the desire, time, interest, commitment and ability to support the Alliance and shall be selected based upon interest in and loyalty to the objectives and purposes of the Alliance in compliance with the Articles of Incorporation and these Bylaws. Members should be selected to ensure geographic, cultural, and organizational diversity. Additional member candidates may be presented at any meeting of the Board of Directors where a quorum is present for consideration for membership. Candidates will be admitted as members upon an affirmative majority vote of Directors present.

ARTICLE 4

DIRECTORS

Section 1. The Alliance shall have a Board of Directors consisting of directors elected by the membership of the Alliance in accordance with this Section 1. Each member shall have the right to designate one director. In addition, the Board of Directors may, in its sole discretion, award specific member the right to designate one or more additional directors. The Board of Directors shall also appoint, by majority vote, no fewer than two directors at-large who shall be residents of the geographic area served by the Alliance and shall represent the interests of the community.

Section 2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Alliance managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation. The Board of Directors shall have the power to manage the property and business of the Alliance, and shall have the power to carry out any other functions that are permitted by the Articles of Incorporation, or these Bylaws, except insofar as such powers may be limited by law. These powers shall include but shall not be limited to the following:

- A. Appoint or remove the Officers and administrative officials of the Alliance in accordance with these Bylaws, the power to appoint or remove administrative officials, may in the discretion of the Board, be delegated to the Chair.
- B. Establish annually the budget of the Alliance;
- C. Authorize the construction of new buildings and major renovations of existing buildings;
- D. Authorize the sale of purchase of land, buildings, or major equipment for use of the Alliance;
- E. Institute and promote fund-raising efforts of the Alliance;
- F. Accept gifts to the Alliance; the authority to accept gifts may be delegated by bylaw or resolution of the Board to Officers or administrative officials of the Alliance;
- G. Authorize the incurring of debts by the Alliance and securing thereof by mortgage and pledge of real or personal property, tangible or intangible; and
- H. Invest, dispense and dispose all funds received by the Alliance.

Section 3. The number of Directors of the Alliance shall be no less than 5 and no

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greater than 20 as determined from time to time by the Board of Directors.

Section 4. Directors shall be elected in the manner set forth in Section 1. Each of the directors designated by a member shall serve until the earlier of (i) the date on which such member appoints a new director in his or her place, or (ii) the date on which the member designating such director is no longer a member of the Alliance. The directors elected by the Board of Directors to represent the interests of the community shall serve for a term of two years.

Section 5. The Board shall recognize the need for a variety of skills, background, and experience on the Board when electing individual directors. No individual shall be named or elected as a Director without the individual's prior consent.

Section 6. The Board may remove any Director representing the interests of the community, with or without cause. The notice of the meeting at which such action is taken shall state that the purpose or one of the purposes, of the meeting is the removal of the Director. Voting for removal of a Director shall be effective only if voting is conducted in accordance with the terms hereof. A director appointed by a member may be removed at any time by such member by notice in writing to the Chair.

Section 7. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors may be filled, as the case may be, (1) by the Board of Directors, if such vacancy relates to the Director(s) elected by the Board to represent the interests of the community or (2) if such vacancy relates to a Director appointed by a member, by the member who has the right to appoint such Director. The new Director may not take office until the vacancy occurs.

Section 8. No Director shall be entitled to any compensation for services as a Director but may be reimbursed for reasonable expenses incurred related to service as a Director or reasonable compensation for services rendered as Executive Director or other professional services rendered, as approved by the Board.

Section 9. With the presence of a quorum and upon affirmative majority vote by the Directors present, individuals and organizations may be identified as non-voting advisory members of the Board of Directors.

Section 10. The Directors may at any time, and from time to time, designate individual directors to the status of Board Member Emeritus, with their consent. Such designation shall be in recognition of distinguished and exemplary service to the Alliance. Said Directors shall receive all correspondence and be notified of all Board activities and shall be welcome to participate in said activities. Such Directors shall not have voting rights in the affairs of the Alliance (except to the extent that they are also elected or appointed as active Directors in accordance with these Bylaws). Such Directors shall not be subject to any term limits.

ARTICLE 5

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MEETINGS

Section 1. An annual meeting of the members and the Board of Directors shall be held at a time designated by the Board of Directors for the purpose of electing Directors and Officers and for carrying on such other business as may properly come before the meeting.

Section 2. Regular meetings of the Board of Directors shall be held at such times and at such places, within the Commonwealth of Virginia, as the Chair or the Board shall designate from time to time. Notice of regular meetings of the Board shall be given to each Director in writing in accordance with Section 5 not less than one (1) day before the meeting. Any materials for which action is being requested must be included in the advance meeting notification. Directors are responsible for attending at least fifty percent (50%) of regular meetings each calendar year. If any Director fails to attend either in person or through electronic communications two consecutive scheduled meetings, their sponsoring member will be asked to appoint a replacement at the discretion of the Chair. If an alternate is sent to represent a Director, the Director must notify the Chair prior to the meeting. Failure to meet this requirement shall first result in a warning and a second failure shall result in dismissal of the Director.

Section 3. If any Director is unable to attend a meeting and wishes his or her vote to be recorded in the minutes of the meeting, he or she may submit a proxy to allow a designated Director to cast his or her vote. Designation of vote by proxy does not qualify as attendance at a meeting under Article 5, Section 2.

Section 4. Special meetings of the Board of Directors may be called by the Chair or by a majority of the Directors, and shall be held at such times and at such place, within the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. Notice of a special meeting of the Board shall be given to each Director not less than twenty-four (24) hours before the meeting.

Section 5. Any notices required by this section shall be given in person or delivered to the residence or business address of the Director (or such other place as the Director may have stated in writing) by mail, messenger, telecopy, telegraph, electronic mail or other means of written communication or by telephoning such notice to the Director. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

Section 6. The Board may permit any or all of the Directors to participate in any regular or special meeting by, or conduct the meeting through the use of, and means of communication by which all Directors participating in the meeting may simultaneously hear each other. A Director participating by such means is deemed to be present in person for the meeting.

Section 7. Action required or permitted to be taken at a Board meeting may be taken without a meeting and without notice if the action is taken by a majority of Directors.

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The action shall be evidenced by one or more written consents stating the action taken, signed by each Director authorized to vote either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 7 shall be effective when the last Director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of the execution by each Director. Signature may be communicated and obtained electronically.

Section 8. A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as otherwise set forth herein, the waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. The foregoing notwithstanding, a Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE 6

QUORUM

Section 1. One-third of the number of Directors shall constitute a quorum for the transaction of business at a Board meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors. A Director who is present at a Board or committee meeting when corporate action is taken is deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting, or (2) the Director votes against, or abstains from, the action taken.

Section 2. In the absence of a quorum, the presiding officer may conduct the meeting for information purposes only or may adjourn the meeting.

ARTICLE 7

OFFICERS

Section 1. The Officers of the Alliance shall be the Chair, Vice Chair, Secretary and Treasurer. The Officers of the Alliance shall serve as the Executive Committee of the Board.

Section 2. The Board of Directors shall elect officers (1) at the annual Board of Directors meeting at the conclusion of the respective officers' terms of office; (2) when a new office is created; or (3) when a vacancy occurs.

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Section 3. The Chair shall be selected by majority vote of the Board. The Chair shall serve for a two-year term. The Chair may serve consecutive terms. The Chair shall be responsible for the development of regulations and procedures necessary for the operation of the Alliance and its programs. The Chair shall have the power to sign all duly authorized contracts, deeds, acceptances of gifts and bequests and other instruments in the name of and on behalf of the Alliance. The Chair shall have the power to delegate authority under this subsection to any other officer of the Alliance or administrative official, including the Executive Director, of the Alliance by an instrument in writing. Any such delegation shall be reported at the next regular Board or Executive Committee meeting. The Chair shall preside at all Board meetings, shall have the right to vote on all questions, shall appoint committee members, and shall have such other powers and duties as the Board may prescribe. The Chair shall be a voting member of all committees, and shall serve as the Executive Committee Chair.

Section 4. The Vice Chair shall serve for a two-year term, shall serve concurrently with the Chair, and shall assume the duties of the Chair in his/her absence, disability, or upon resignation by the Chair.

Section 5. The Treasurer shall be the Chief Financial Officer of the Alliance, and shall have charge and custody of, and be responsible for all funds and securities of the Alliance, and shall have responsibility for the presentation of the annual budget of the Alliance. The Treasurer shall sign, or designate persons who may sign, in the name of and on behalf of the Alliance, receipts for all monies, stocks, securities received by the Alliance, shall deposit the monies, stocks, and securities of the Alliance in such depositories or with such custodians as the Board, or any authorized committee thereof, shall direct. The Treasurer shall not disburse the Alliance's funds or withdraw and dispose of stocks and securities except as authorized by the Board, or under such regulations, or with such approval as the Board, or any committee thereof, may prescribe. All funds of the Alliance shall be drawn on checks signed by the Treasurer or such other officers, employees or designees as may be authorized by the Board. The Treasurer shall keep proper books and accounts of all funds received and disbursed on behalf of the Alliance and shall, whenever so required by the Board, render an account of all records and documents pertaining to the office of the Treasurer and the financial condition of the Alliance. The Treasurer shall cooperate with any independent auditors or certified public accountants retained by the Board for the purpose of conducting audits of the accounts or the Alliance.

Section 6. The Secretary shall be a Director. The Secretary shall have the responsibility of sending notices of all Board meetings and keeping the minutes of all such meetings. At each Board meeting, the minutes of the last preceding meeting shall be presented by the Secretary for the approval of the Board. The Secretary shall sign all documents requiring the signature of the Secretary as an Officer of the Board. In the absence of the Chair and the Vice Chair, or in the event of their concurrent disability, inability or refusal to act, the Secretary shall perform the duties of the Chair with full powers of, and subject to the restrictions upon, the Chair, until a special meeting can be

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called of the Directors to elect Officers to fill the respective vacancies.

Section 7. Except as otherwise set forth herein, all officers shall hold office, unless removed, until the next annual Board meeting or, if later, until their successors are elected. Any Officer may resign at any time upon written notice to the Board, and such resignation shall be effective when notice is delivered unless such notice specifies a later effective date.

Section 8. The Board of Directors may remove any Officer at any time, with or without cause.

Section 9. In addition to those powers set forth herein, the Officers shall have such additional powers and duties as may be designated to them by the Board.

ARTICLE 8

EXECUTIVE DIRECTOR

Section 1. The Board of Directors may select and employ a competent and experienced person as Executive Director of the Alliance to manage all affairs of the Alliance and exercise all powers, subject to the supervision of the Board, except those powers as may be specifically delegated to the officers of the Alliance in these Bylaws.

ARTICLE 9

COMMITTEES

Section 1. The Board may create standing committees or special committees.

Section 2. Committee Chairs appointed by the Board Chair shall be responsible for the duties, schedules and tasks assigned to their Committees. Committees will be terminated upon completion of their assigned responsibilities.

Section 3. Any action of a Committee that may be taken at a meeting of the members of the Committee may be taken without a meeting of such Committee if consent in writing setting forth the action so taken shall be signed by all members of the Committee. Such consent shall have the same force and effect as a unanimous vote of the members of the Committee.

ARTICLE 10

CONFLICTS OF INTEREST

Section 1. A Director shall be considered to have a conflict of interest if (a) such individual has existing or potential financial or other interests that impair or might reasonably appear to impair such individual's independent, unbiased judgment in the

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discharge of his or her responsibilities, or (b) such individual is aware that a member of his or her family (defined to include a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the individual), or any organization in which such individual (or member of his or her family) is an officer, director, employee, member, partner, director, or controlling stockholder has such existing or potential financial or other interest.

Section 2. All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time, and no Director shall vote on any matter, under consideration at a Board or committee meeting, in which such Director has a conflict of interest. The minutes of such meeting shall reflect that the Director disclosed the conflict of interest and that the Director with the conflict abstained from voting on the matter.

ARTICLE 11

MISCELLANEOUS PROVISIONS

Section 1. The fiscal year of the Alliance shall begin on September 1 and end on August 30 of the succeeding calendar year.

Section 2. Subject to the provisions of these Bylaws, the Board may authorize any officer or officers, agent or agents, of the Alliance, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Alliance. Such authority must be in writing and may be general or confined to specific instances.

Section 3. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Alliance shall be signed by officers of the Alliance or the Executive Director. Two signatures will be required on any such instruments over five hundred dollars (\$500) which are not already approved by the board in the annual budget. All expenditures exceeding \$2,500 require two signatures.

Section 4. All funds of the Alliance shall be deposited from time to time to the credit of the Alliance in such banks, trust companies, or other depositories as the Board of Directors may direct.

Section 5. Any Director may accept on behalf of the Alliance any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Alliance.

Section 6. For the purposes of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

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Section 7. Except as otherwise provided in the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board of Directors by a two-thirds affirmative vote of the Board; provided, however, that at least ten (10) days written notice of any proposed changes shall be given to each Director in the manner provided herein.

Section 8. These Bylaws, and any amendments or revisions thereof, shall become effective on the day of their adoption.

Adopted by the Board of Directors October 21, 2005
Revised on 4/19/06; Revised 8/23/2006
Name changed to Bay Rivers Telehealth Alliance by Amendment 2/15/ 2011.
Revised on 12/18/2014; Revised 3/26/15

Chair, Board of Director Date