

ARTICLE I

Name, Mission, Seal, Definitions, Nondiscrimination

SECTION I – NAME: This Association shall be known as the National Association of Community Health Centers, Inc.

SECTION II – MISSION: To champion community health centers delivering affordable, effective, comprehensive primary care that is community-driven and improves health for all.

SECTION III – SEAL: The seal of the Association shall be circular in form and bear on its outer edges the words, "National Association of Community Health Centers, Inc."

SECTION IV – OFFICE: The office and mailing address of this Association shall be the address of the National Office of this Association, or such address as determined by the Board of Directors.

SECTION V – DEFINITIONS:

- A. The National Association of Community Health Centers, Inc. may be referred to in these Bylaws as "NACHC" or "Association."
- B. The term "health centers" includes entities that receive awards of grant funds under Section 330 of the Public Health Service Act, including Section 330 (e), (g), (h), and (i), subrecipients of Section 330 funds, and entities designated as FQHC look-alikes (LALs).
- C. The term "Health Center Controlled Network" or "HCCN" shall be defined as an entity that is majority controlled or, as applicable, majority owned, by health centers receiving funds authorized under Section 330 of the Public Health Service Act.
- D. The term "Board of Directors" may be referred to in these Bylaws as "Board" or "NACHC Board."
- E. The term "President and Chief Executive Officer" may be referred to in these Bylaws as "President" or "President and CEO."

SECTION VI – NONDISCRIMINATION: All affairs of the Association shall be carried on without discrimination in accordance with District of Columbia and federal law.

ARTICLE II

Association Membership

SECTION I – CLASSIFICATION: There shall be five (5) categories of membership in this Association:

- 1) Individual Membership
- 2) Organizational Membership
- 3) Associate Membership
- 4) Health Center Controlled Network (HCCN) Membership
- 5) Corporate Membership

- A. **INDIVIDUAL MEMBERSHIP** - Individual Membership in the Association is open to any person supporting the purposes of the National Association of Community Health Centers. Individual Members are entitled to benefits as determined by the Board of Directors, but such benefits do not include voting privileges in the House of Delegates. Individual Life Membership in the Association is open to any person that meets the criteria for such category as established by the Board of Directors.
- B. **ORGANIZATIONAL MEMBERSHIP** - Organizational Membership shall be available to health centers as defined in

Article I, Section V.B. above, committed to the purposes of this Association as stated in the Articles of Incorporation and these Bylaws and meeting such other criteria as may be established by the Board. Each Organizational Member in good standing shall have four (4) votes in the House of Delegates and may designate up to four (4) persons to serve as its representative(s) in the House of Delegates, to vote on its behalf, and in general to represent it in its relationship to the Association at the Annual Meeting.

- C. **ASSOCIATE MEMBERSHIP** – Associate Membership shall be available to any nonprofit organization which supports the purposes of the Association, and which is not eligible to become an Organizational Member. Such nonprofit organizations shall, if approved for membership, be entitled to such benefits as may be determined by the Board of Directors. Associate Membership does not include voting privileges in the House of Delegates. Admittance to this class of membership shall not be construed to be an endorsement of the activities of such Associate Member by the National Association of Community Health Centers.
- D. **HEALTH CENTER CONTROLLED NETWORK (HCCN) MEMBERSHIP**- HCCN Membership shall be available to any Health Center Controlled Network which supports the purposes of the Association, and which is not eligible to become an Organizational Member. Such HCCN Members shall, if approved, be entitled to such benefits as may be determined by the Board of Directors. HCCN Membership does not include voting privileges in the House of Delegates.
- E. **CORPORATE MEMBERSHIP** - Corporate Membership shall be available to organizations that want to engage with NACHC and health centers. Corporate Members shall, if approved for membership, be entitled to such benefits as determined by the Board of Directors. Corporate Membership does not include voting privileges in the House of Delegates. Admittance to this category of membership shall not be construed as an endorsement of the activities of any Corporate Member by NACHC.

SECTION II - APPLICATION FOR MEMBERSHIP: Any organization and/or individual seeking any category of membership at the Association shall submit an application on the form prescribed by the Board of Directors, to the Association. Upon confirmation of such organization's or individual's eligibility for membership, the applicant may become an active member in good standing by paying dues.

SECTION III - REVOCATION OF MEMBERSHIP: A determination to revoke the membership of any organization or individual may be made by the Ethics and Grievance Committee when it determines that such member has violated any provision of these Bylaws, or does not adhere to the goals and objectives stated herein, or otherwise fails to meet criteria recommended by the Ethics and Grievance Committee and adopted by the Board of Directors. Any revocation determination may be appealed to the NACHC Board. The Board's decision shall be final.

ARTICLE III Dues

The Association shall have an overall dues structure as approved by the membership at the House of Delegates. Specific dues amounts for the various categories of membership shall be recommended by the Finance and Membership Committees and approved by the Board of Directors.

Dues shall be based on the membership year of July 1 - June 30. To participate in the House of Delegates, Organizational Members must be in good standing which shall include being current in their dues (*i.e.*, paid through at least the quarter in which the House of Delegates convenes for the Annual Meeting). Upon payment of any and all delinquent dues for a membership year, a member in any category shall be returned to good standing for that year.

ARTICLE IV
Organizational Structure

SECTION I - HOUSE OF DELEGATES:

- A. COMPOSITION** - The House of Delegates shall consist of Organizational Members in good standing at NACHC.
- B. POWERS** - The House of Delegates shall have the ultimate and final authority for the affairs of the National Association of Community Health Centers, subject to powers delegated in these Bylaws to the Board, Executive Committee, and President & Chief Executive Officer.
- C. QUORUM** - One-third of the total Organizational Members credentialed and present, in person or electronically, for the outset of the Annual Meeting of the House of Delegates shall constitute a quorum.
- D. ANNUAL MEETING** - There shall be an Annual Meeting of the House of Delegates to be held in conjunction with the Annual Conference of the Association. The House of Delegates may conduct its Annual Meeting electronically in the event that there is in effect a national emergency declared by the Federal Government or an emergency declared by a governmental unit having jurisdiction over the location where the Annual Meeting is scheduled to take place. During the Annual Meeting, the House of Delegates shall elect the officers of the Association, review and approve an annual report from the Board, and take other actions and activities as may be required by these Bylaws.
- E. VOTING RIGHTS** - All elections and all matters brought before the House of Delegates, except Bylaws and amendments thereto and dissolution, shall be decided by majority vote of the Organizational Members credentialed and voting, in person or electronically, in the House of Delegates.
1. Organizational Membership -- The Credentials and Rules Committee shall certify all Organizational Members in good standing to cast votes during the Annual Meeting of the House of Delegates, or any special meeting thereof. Each Organizational Member in good standing is entitled to four (4) votes and may designate up to four (4) persons to register such votes. Organizational Members wishing to be eligible for voting rights at the Annual Meeting of the House of Delegates must join the National Association of Community Health Centers and be in good standing at least 30 days prior to the Annual Meeting.
 2. Individual Membership -- Individual Members shall have no vote.
 3. Associate Membership -- Associate Members shall have no vote.
 4. HCCN Membership -- HCCN Members shall have no vote.
 5. Corporate Membership -- Corporate Members shall have no vote.
- F. NOTICES** - Notices of the time, place and purpose of the Annual Meeting of the House of Delegates shall be communicated in writing at least thirty (30) days prior to such meeting. To the extent feasible, appropriate notice shall be given for special meetings no less than thirty (30) days prior to such meeting.
- G. RULES OF ORDER** - Robert's Rules of Order, Newly Revised, shall govern all deliberations and procedures of this Association and the various parts and divisions thereof, when not inconsistent with these Bylaws. When procedural or parliamentary questions and problems arise during sessions of the Board of Directors and House of Delegates, they shall be referred to the Parliamentarian for study and opinion in consultation with the Association's corporate counsel. Questions involving the interpretation of the Association's Bylaws shall be referred to the Association's

corporate counsel.

SECTION II - BOARD OF DIRECTORS:

- A. CONFLICT OF INTEREST** – Each Board member has a fiduciary duty to NACHC and must give the Association the Board member’s loyalty. Board members must conduct their affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the NACHC Board in accordance with the Standards of Conduct. If any matter comes before the Board in which a Board member has a financial interest or may otherwise benefit, then the Board member shall disclose such a duality of interest to the Board of Directors. Personal benefit includes not only personal and pecuniary advantage but also situations in which there is a duality or diversity of interests between NACHC and another organization with which the Board member also is associated.
- B. COMPOSITION**
1. The Board of Directors of the Association shall consist of the:
 - Chairperson
 - Chairperson-Elect
 - Immediate Past Chairperson
 - Speaker of the House
 - Vice-Speaker of the House
 - Secretary
 - Treasurer
 - Parliamentarian
 - NACHC-Elected Consumer/Board Member Representative
 - Two (2) Representatives from each of the regions described in Exhibit A of these Bylaws elected in accordance with subsection B.4.
 - Two (2) Health Center Board Member Representatives elected in accordance with subsection B.5.
 - Two (2) Clinician Representatives elected in accordance with subsection B.6.
 2. General Qualifications of Regional Representatives – With the exception of the Health Center Board Member and Clinician Representatives, in order to qualify as Regional Representative to the NACHC Board a person must:
 - i. be an individual member in good standing of NACHC; and
 - ii. be employed by, or serve on the Board of, an Organizational Member; or
 - iii. be employed by (1) a chartered State, Territorial or Regional PCA Affiliate of NACHC, or (2) by a Health Center Controlled Network; and
 - iv. be determined by the NACHC Board to have the ability to carry out the Board member’s fiduciary duty to NACHC as a member of the Board of Directors including, but not limited to, complying with NACHC Board Member Standards of Conduct and committing to attend NACHC Board Meetings; and
 - v. meet such other criteria as may be established by the NACHC Board.
 3. Special Qualifications for Health Center Board Member Representatives and Clinician Representatives - In addition to possessing the qualifications described in subsection B.2.i., iv. and v., in order to be eligible for election to the NACHC Board of Directors:

- i. Board Member Representatives must be currently serving on the board of directors of an Organizational Member.
- ii. Clinician Representatives must regularly provide health care services for an Organizational Member as an employee or an independent contractor and hold a valid license to provide health care services in the state in which the Organizational Member is located.

4. Election of Regional Representatives

- i. Regional Representatives shall be elected each year, no later than August 31, by the majority of the NACHC Organizational Members voting in an election conducted by the applicable chartered Regional PCA Affiliate. The Chartered Regional PCA Affiliate shall notify NACHC of the results of the election in writing within ten (10) days after the election.
- ii. Regional Representatives shall be elected for a term of two (2) years.
- iii. Notwithstanding the fact that a Chartered Regional PCA Affiliate may serve more than one of the Association's regions as described in Exhibit A to these Bylaws, Organizational Members of the Association shall the right to vote for such representatives by region in accordance with the regional structure set forth in Exhibit A and the voting schedule set forth in these Bylaws.
- iv. In the absence of a Chartered Regional PCA Affiliate, regional representatives shall be elected by majority vote of the NACHC Organizational Members in the region, in an election conducted by NACHC or, if requested, by one or more chartered State and/or Territorial PCA Affiliates in the region in accordance with the voting schedule set forth in these Bylaws.

5. Election of Health Center Board Member Representatives

- i. Health Center Board Member Representatives shall be elected at the Annual Meeting of the House of Delegates by majority vote of the Organizational Members present at the House of Delegates. The process for nomination and credentialing of candidates shall be the same as the process set forth in Article IV, Section III B, 5 & 6, for officers.
- ii. Health Center Board Member Representatives shall be elected for a term of two (2) years.

6. Election of Clinician Representatives

- i. Clinician Representatives shall be elected by majority vote of the Organizational Members present at the House of Delegates. The process for nomination and credentialing of candidates shall be the same as the process set forth in Article IV, Section III B, 5 & 6, for officers.
- ii. Clinician Representatives shall be elected for a term of two (2) years.

C. DUTIES AND RESPONSIBILITIES - The Board of Directors shall meet at least three (3) times each year and shall oversee the funds, property, and affairs of the Association and furthermore the Board shall:

1. ratify all appointments made by the Executive Committee;
2. adopt personnel and financial management policies including policies as appropriate and consistent with these Bylaws;

3. authorize an officer or employee of the Association to enter into contracts as provided in Article VIII herein or execute and deliver any instrument in the name and on behalf of the Association;
 4. perform any acts and functions which are consistent with these Bylaws;
 5. make decisions regarding appointment and termination of the President and CEO;
 6. receive proposed amendments to the Bylaws from the Bylaws Committee and/or Organizational Members and determine whether to refer any proposed amendment to the voting membership for approval pursuant to Article IX of these Bylaws. The Board may, in its discretion, refer a proposed amendment to one or more committees and receive recommendations from such committees with respect to such amendment; and
 7. evaluate the performance of the President and CEO on an annual basis.
- D. VACANCIES** - Except as provided in Article IV, Section III C, with respect to officers, if a Board member is unable to perform the Board member's duties because of death, poor health, or other reasons, and resigns or is removed from the Board or if a Board member is not timely seated in accordance with Article IV, Section II.B, the vacancy may be filled by appointment by the Executive Committee of an individual who meets the qualifications in subsection B.
- E. REMOVAL** - Upon thirty (30) days' notice, any member of the NACHC Board may be removed for cause by a two-thirds vote of the Board members present. For purposes of this Section, "for cause" includes, but is not limited to, acts determined by the Board to be contrary to the best interests of NACHC or two (2) unexcused absences from duly called meetings in a single year.
- F. EXECUTIVE SESSION** - The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary including, but not limited to, litigation (actual or threatened), the evaluation of the President and Chief Executive Officer, and to receive the results of the annual audit. The President and Chief Executive Officer shall have the right to attend executive sessions except a session, or a portion of a session, during which the President & CEO's performance is evaluated. The Chairperson may invite such persons as the Chairperson deems appropriate to attend an executive session.
- G. VOTING** - Except as otherwise provided in these Bylaws, all matters brought before the Board of Directors shall be decided by a majority vote of the Board members present.
- H. QUORUM** - One-third of the total Board members shall constitute a quorum at any meeting of the Board of Directors.
- I. ACTION WITHOUT MEETING** - Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Board members.
- J. APPROVAL OF TEMPORARY AMENDMENTS TO THE NACHC BYLAWS** – Notwithstanding the provisions of Article IX of these Bylaws, during a national emergency declared by the Federal Government, the Board of Directors may adopt amendments to these Bylaws to address urgent matters that cannot await action at the Annual Meeting of the House of Delegates. Any such temporary Bylaws shall cease to be effective on the earlier of: (1) the end of the declared national emergency, or (2) the adjournment of the next Annual Meeting of the House of Delegates if the House of Delegates has not ratified the amendments.

SECTION III – OFFICERS: The Officers of the Association shall be:

- Chairperson
- Chairperson-Elect
- Immediate Past Chairperson

- Speaker of the House
- Vice-Speaker of the House
- Secretary
- Treasurer
- Parliamentarian
- NACHC-Elected Consumer/Board Member Representative

A. QUALIFICATIONS AND TERM

1. In order to qualify for elected officer position, a person must be an individual member in good standing with the National Association of Community Health Centers, and also be:
 - i. employed by, or serve on the Board of, an Organizational Member, or
 - ii. employed by a Chartered State, Territorial or Regional PCA Affiliate of NACHC, or by a Health Center Controlled Network;
and
 - iii. meet such other criteria as may be recommended by the Nominating Committee and adopted by the Board.
2. All elected officers shall hold office for two (2) years or until their successors are elected and seated. Upon completing a two-year term, the Chairperson-Elect shall succeed to the office of Chairperson.
3. Subject to Section III B.1, all elected officers shall take office at the close of the final session of the Annual Meeting of the House of Delegates at which they are elected.

B. ELECTIONS

1. Every odd-numbered year at the Annual Meeting there shall be elected a Chairperson-Elect, Speaker of the House, and Treasurer.
2. Every even-numbered year at the Annual Meeting there shall be elected a Vice-Speaker of the House, Secretary, and NACHC-Elected Consumer/Board Member Representative.
3. No individual may be elected to or serve in more than one office of the National Association of Community Health Centers at one time.
4. All candidates for office must have their credentials verified by the Nominating Committee prior to their names being placed on the ballot for election. All candidates seeking verification of credentials by the Nominating Committee prior to the Annual Meeting must have their names and resumes submitted to the Chairperson of the Nominating Committee no later than thirty (30) days prior to the Annual Meeting. Candidates who present themselves in person at the Annual Meeting and are nominated from the floor will have their credentials verified at the time of the Annual Meeting.
5. The Nominating Committee shall formally make its reports on candidate credentials during the Annual Meeting, both in person in the House of Delegates and in electronic form to the electronic mail addresses on file for those persons authorized to cast votes remotely on behalf of Organizational Members. After the Nominating Committee's final report, no nominations may be accepted from the floor of the House of Delegates.
6. Organizational Members in good standing may cast their four (4) votes in person at the House of Delegates or remotely in accordance with instructions provided to each organization's designee(s) at least one week prior to

the Annual Meeting. Voting shall take place after the final report from the Nominating Committee has been made and shall be conducted (i) electronically or by paper ballot in the House of Delegates, and (ii) electronically for Organizational Members that choose to vote remotely.

C. VACANCIES

1. If the Chairperson is unable to perform the Chairperson's duties because of death, poor health, or other reasons, the Chairperson- Elect shall succeed to the office of Chairperson. The Chairperson-Elect shall serve as Chairperson for the duration of both terms or until the Chairperson can resume the Chairperson's duties.

If the Chairperson-Elect is unable to perform the duties of the Chairperson-Elect's office, the office shall remain vacant until the next Annual Meeting unless the Chairperson-Elect is serving as Chairperson. In that event, the Board of Directors shall appoint the Speaker of the House as Chairperson-Elect to serve the remainder of the Chairperson's unexpired term. At the next Annual Meeting, a Chairperson-Elect shall be elected in accordance with the provisions of these Bylaws. If the Speaker of the House is unable to perform the Speaker of the House's duties, the Vice-Speaker of the House shall serve the remainder of the unexpired term.

2. With the exception of the Parliamentarian, if any other office of the Association shall become vacant, the Executive Committee shall appoint a successor to serve the remainder of the unexpired term, with ratification by the Board of Directors. If the office of Parliamentarian becomes vacant, the Chair may appoint a successor.

- D. REMOVAL FROM OFFICE** - Any officer of NACHC may be removed for cause by a two-thirds vote of the Board. For purposes of this section, "for cause" includes, but is not limited to, acts determined by the Board to be contrary to the best interests of NACHC or two (2) unexcused absences from duly called meetings in a single year.

E. DUTIES/FUNCTIONS

1. The **CHAIRPERSON** shall preside at all National Association of Community Health Centers Board and Executive Committee meetings. The Chairperson shall perform such other duties as may be prescribed from time to time by the Board of Directors and the House of Delegates. Between meetings of the Board of Directors, the Executive Committee shall be responsible for the affairs of the Association including generally supervising the President and Chief Executive Officer, which responsibility the Executive Committee may delegate to the Chairperson. The Chairperson is authorized to make appointments to all standing committees, subcommittees, and task forces including appointments to fill vacancies, except the Executive Committee, subject to ratification by the Executive Committee. The Chairperson may serve as ex-officio voting member of all committees, except the Nominating Committee.
2. The **CHAIRPERSON-ELECT** shall succeed to the office of the Chairperson, upon completion of the Chairperson's term. The Chairperson-Elect shall perform such duties as may be assigned to the Chairperson-Elect from time to time by the Chairperson or Board of Directors.
3. The **SPEAKER OF THE HOUSE** shall preside at all meetings of the House of Delegates and the Credentials and Rules Committee and perform any other duties prescribed by the House of Delegates or assigned to the Speaker of the House from time to time by the Board of Directors.
4. The **SECRETARY** shall be responsible for keeping the minutes of all meetings of the House of Delegates, Board of Directors, and Executive Committee, and shall perform such other duties as may be assigned by the Board of Directors.
5. The **VICE-SPEAKER OF THE HOUSE** shall assume the responsibilities of the Speaker of the House of Delegates in the absence of the Speaker.

6. The **TREASURER** shall be responsible for oversight of all funds of the Association. The Treasurer or designee(s) including, but not limited to the President and Chief Executive Officer and Chief Financial Officer, shall receive monies in the name of the Association and shall deposit all such monies in the name of the Association in such banks as shall be designated by the Executive Committee.

The Treasurer and the Treasurer's designees shall be bonded in such sum as the Board of Directors shall determine.

The Treasurer shall prepare a report on the finances of the Association for inclusion in the Board of Director's Annual Report.

The Treasurer shall serve as Chairperson of the Finance Committee and shall perform other duties as may be assigned to the Treasurer from time to time by the Board of Directors.

7. The **NACHC-ELECTED CONSUMER/BOARD MEMBER REPRESENTATIVE** may perform such duties as authorized by the Board of Directors. Only individuals who are active health center patients (defined as a patient who receives at least one in-scope service at an in-scope health center site within the past 24 months that generated a health center visit) and who serve as consumer Board members of such centers are eligible for this office. The NACHC-Elected Consumer/Board Member Representative is responsible for communicating the recommendations and views of the Consumer/Board Member Committee and shall perform such other duties as may be assigned to the Consumer/Board Member Representative by the Board of Directors.
8. The **PARLIAMENTARIAN** in consultation with the Association's corporate counsel, shall render interpretations of Robert's Rules of Order, newly revised, the Bylaws of the Association, and other rules or procedures governing the House of Delegates, the Board of Directors, and the Executive Committee. Questions concerning an interpretation by the Parliamentarian may be referred to the Board of Directors, whose decision on the matter shall be final. The Parliamentarian shall be appointed by the Chairperson and shall be a non-voting member of the Board of Directors unless they are otherwise elected as a Board member (*e.g.*, Regional Board member).

SECTION IV - STANDING COMMITTEES, SUBCOMMITTEES, TASK FORCES, AND COUNCILS:

- A. **PURPOSE-** Standing committees, subcommittees, and task forces, and councils are established to advance the mission and strategic priorities of the Association by providing specialized expertise, facilitating member engagement, and supporting effective governance. These bodies assist the Board of Directors and staff by conducting focused analysis, developing recommendations, and executing initiatives within their defined areas of responsibility. Standing committees provide ongoing support in key functional areas; subcommittees may be formed to address specific components of a committee's work; and task forces may be established for time-limited projects or emerging issues. All such bodies operate under the authority of the Board of Directors and in accordance with these Bylaws, ensuring that the Association's work is transparent, inclusive, and responsive to the needs of its members and the communities they serve. Standing committees and subcommittees shall be as designated in the Bylaws (Governance Committees) and/or set forth in Exhibit B (Strategic Committees). The Board of Directors determines the Strategic Committees listed in Exhibit B, which may be revised from time to time at the Board's discretion. The Board of Directors and/or the Chairperson may also appoint task forces and councils from time to time. Such task forces and councils shall have such composition, responsibilities and duration as appropriately determined by the Board and/or the Chairperson. Any task force or council created by the Chairperson shall be reported to the Board of Directors.

B. FUNCTIONS AND DUTIES-

1. **STANDING COMMITTEES:** The Association shall have two types of standing committees: **Governance**

Committees and Strategic Committees. Governance Committees, as described in Section IV.G., support the Board of Directors in overseeing the Association’s internal operations, compliance, policies, and fiduciary responsibilities. Strategic Committees, as described in Exhibit B, focus on advancing the Association’s mission, initiatives, and long-term goals by addressing key strategic priorities.

2. **SUBCOMMITTEES:** Subcommittees, as described in Exhibit B, report to an existing Standing Committee while advancing a specific Board charge.
3. **TASK FORCES:** Task forces pursue specific outputs in service of the Board of Directors. Task forces may be open to nonmembers of the Association to serve as consultants.
4. **COUNCILS:** Councils serve as expert advisory bodies that inform the work of the Association by providing insight, guidance, and recommendations on specialized topics relevant to the Association’s mission and members. Councils may be composed of individuals with subject matter expertise, including representatives from member organizations, external stakeholders, and other qualified professionals. Councils shall be staff-led but may include Board members as participants or advisors depending on the purpose and structure of the council. Councils do not report directly to the Board of Directors but may coordinate with Strategic Committees or staff liaisons as outlined in Exhibit B.

C. COMPOSITION AND ELIGIBILITY

Unless otherwise specified, the Chairperson determines the size and composition of each committee, subcommittee, task force, council, or other Board-created volunteer group, and makes appointments of qualified individuals, including selecting one or more chairs or vice chairs for each group. To qualify for appointment to a standing committee, a person must be:

- i. employed by or serve on the Board of an Organizational Member, or
- ii. an Individual Member in good standing employed by or serving on the Board of an Associate Member, or
- iii. employed by a Chartered State, Territorial or Regional PCA Affiliate of NACHC

The Chairperson and the President & CEO shall be ex-officio members of all committees, subcommittees, task forces, and councils except the Nominating Committee. To ensure a well-rounded committee composition, NACHC shall make committee appointments with the intent to ensure a broad range of perspectives and experiences relevant to the communities it serves. All appointments shall be made in a manner that complies with applicable federal and District laws.

- D. **TERMS OF OFFICE** - Unless otherwise specified in these Bylaws, members of committees, subcommittees, task forces, and councils shall serve two-year terms or until their successor is appointed or elected.
- E. **QUORUM** - Quorum for meetings shall be one-third of the members of that committee, subcommittee, task force, or council.
- F. **NOTIFICATION OF MEETINGS** - Members of standing committees, subcommittees, task forces, and councils shall be notified in writing of meetings by the designated NACHC staff lead no less than thirty (30) days in advance of said meeting, unless there is good cause to hold a special meeting. A member should notify the Committee Chair/ designated NACHC staff lead at least five (5) days in advance of the meeting if the member is unable to attend.
- G. **GOVERNANCE COMMITTEES**- The following committees support the ongoing governance of the Association:
 1. The **EXECUTIVE COMMITTEE** shall be composed of the Chairperson, Chairperson-Elect, Immediate Past

Chairperson, Secretary, Treasurer, Speaker of the House, Vice Speaker of the House, and NACHC-Elected Consumer/Board Member Representative. The Executive Committee shall meet no less than quarterly and shall act for the Association in all matters otherwise delegated to the Board during the interim periods between meetings of the Board of Directors. The Executive Committee shall perform other such duties as are delegated to it by the Board of Directors.

The Executive Committee shall, on behalf of the Board, negotiate the President and CEO's employment contract, and supervise the President and CEO in implementation of programs, policies, and financial decisions of NACHC. The Committee's supervisory function may be delegated to the Chairperson in the interval between meetings.

2. The **AUDIT AND COMPLIANCE COMMITTEE** shall be appointed and issued a charge each year by the Chairperson. At a minimum, its duties shall include reviewing the request for proposals for audit firms when the current audit firm's engagement expires, recommending to the Board of Directors the selection of the lowest responsible bidder, overseeing the audit process, reviewing the audit report with the auditors and making pertinent recommendations to the Board of Directors. In addition, the Committee shall recommend policies pertinent to, and oversee staff's implementation of, the Association's compliance program.

3. The **AWARDS COMMITTEE** shall oversee the Association's awards programs. The Committee shall solicit and review nominations, evaluate candidates in accordance with Board-approved criteria, and recommend award recipients to the Board of Directors for approval. The Committee may also recommend new awards, special recognition, revisions to existing awards, or the discontinuation of awards, and shall ensure that the awards process is conducted in a fair, transparent, and timely manner.

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~~3-4~~ 4. The **BYLAWS COMMITTEE** shall include the Parliamentarian. The Committee, with the assistance of the Association's corporate counsel, periodically reviews the Bylaws of the Association, receive recommendations from the Board regarding amendment of the Bylaws, and recommend amendments, as appropriate, to the

Board, which, in turn, is responsible for making recommendations to the House of Delegates consistent with the procedures for amending the Bylaws set forth in Article IX.

~~4-5~~ 5. The **COMPENSATION COMMITTEE** shall establish the executive compensation philosophy and set total compensation (salary, incentive, benefits) levels for the Chief Executive Officer, the Chief Financial Officer, and the Chief Operating Officer. The Compensation Committee will report compensation levels and details to the Executive Committee.

~~5-6~~ 6. The **CREDENTIALS AND RULES COMMITTEE** shall include the Chairpersons of the Bylaws Committee and Membership Committee; Parliamentarian; Speaker of the House; Vice Speaker of the House; representatives from a cross-section of regions; and one (1) member-at-large. The Credentials and Rules Committee shall report to the Speaker of the House during the Annual Meeting and shall convene at such other times as may be necessary. The Credentials and Rules Committee shall verify and certify the credentials of the delegates who are entitled to participate and vote at the annual meetings or elections. The Credentials and Rules Committee shall recommend for adoption by the House of Delegates, and upon adoption, shall publish all rules of procedure governing the House of Delegates, including voting procedures.

~~6-7~~ 7. The **ETHICS AND GRIEVANCE COMMITTEE** shall review and consider grievances from members of the Association, evaluate matters that may warrant revocation of membership, and make recommendations to the Board of Directors for appropriate action in accordance with the Association's policies and procedures.

~~7-8~~ 8. The **FINANCE COMMITTEE** shall include the Treasurer of the Association as chairperson. The Committee's duties are to review the finances of the organization and make appropriate financial reports to the Board, to develop policies related to monies, to develop the annual budget for the Association, to review the

Association's annual audit, and to make pertinent recommendations to the Board of Directors.

~~8.9.~~ The **MEMBERSHIP COMMITTEE** shall review membership categories and make recommendations to the Board of Directors concerning all membership benefits.

~~9.10.~~ The **NOMINATING COMMITTEE** shall consist of one representative from each of the regions described in Exhibit A of these Bylaws. The Nominating Committee shall receive and review all petitions of candidacy for office and verify the petitions of qualified candidates. The Nominating Committee shall undertake those additional functions described in Article IV, Section III herein.

- H. **REMOVAL OF COMMITTEE MEMBERS** - The chairperson of a committee may request that the Executive Committee remove a committee member and declare that member's position vacant by reasons of non-attendance or for failure to further the purposes of the committee. Non-attendance shall be interpreted as two (2) unexcused absences in a single year.
- I. **ELECTRONIC MEETINGS** - Any or all members of the Board of Directors or of a committee may participate in a meeting of the Board of Directors or a committee by means of video conference, telephone conference, or other real-time electronic communication platform that allows all persons participating in the meeting are able to hear one another, and, where applicable, see and speak with one another simultaneously. Participation by such means shall constitute presence in person at the meeting for purposes of quorum and voting.
- J. **ACTION WITHOUT MEETING** - Any action that may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee.

ARTICLE V

Chartered State, Territorial and Regional PCA Affiliates

SECTION I – PURPOSE OF CHARTERED STATE, TERRITORIAL AND REGIONAL PCA AFFILIATES:

The collaboration and partnership between NACHC and the State, Territorial, and Regional Primary Care Associations ("PCAs") is key to advancing the Community Health Center Movement and promoting high quality, comprehensive health care for all. It is in the vital interest of health centers that NACHC and PCAs jointly define how they will ensure regular and close communication and foster shared action on issues of common interest to the health centers. To that end, this Chartered Affiliate Agreement process is created.

SECTION II – CHARTERED STATE, TERRITORIAL AND REGIONAL PCA AFFILIATES:

~~A.~~ a. **STRUCTURE** - State, Territorial and Regional PCAs may enter in Chartered Affiliate Agreements (as defined in subsection b. below) with the Association and, upon execution of such Agreement, shall be referred to as a "Chartered PCA Affiliate" or "Chartered Affiliate."

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b. **CHARTERED AFFILIATE AGREEMENT** - The Chartered Affiliate Agreement shall be in a form approved by the Board of Directors and shall set forth the terms and conditions governing the relationship between the Chartered Affiliate and the Association. Chartered Affiliate Agreements shall be issued for five-year terms. Each Chartered Affiliate must submit a renewal application prior to the expiration of its term and, upon mutual agreement of the parties, execute a new agreement for an additional five-year term.

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ARTICLE VI

Audit and Fiscal Year

SECTION I - ANNUAL AUDIT: An annual audit shall be made by a Certified Public Accountant selected by the Board of

Directors or its designee. The Audit and Compliance Committee shall review the audit findings and present the results to the Board of Directors, along with any recommendations for financial or compliance improvements.

SECTION II - FISCAL YEAR: The fiscal year of the Association shall be July 1- June 30.

ARTICLE VII

Agents and Representatives

SECTION I - PRESIDENT AND CHIEF EXECUTIVE OFFICER: The President and Chief Executive Officer shall direct the activities of the Association and shall implement the policies and programs established by the Board of Directors and the House of Delegates. Between meetings of the Board of Directors, the President and Chief Executive Officer is responsible to the Executive Committee, which may delegate such authority to the Chairperson of the Association.

SECTION II - AGENTS AND REPRESENTATIVES: The Association, through the Board, may appoint such agents and representatives with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors sees fit, so far as may be consistent with these Bylaws and authorized by law.

ARTICLE VIII

Contracts

The President and Chief Executive Officer shall have the authority enter into grants and contracts on behalf of the Association, provided such grants and contracts are consistent with the Board-approved budget. For material grants and

contracts that fall outside the scope of the approved budget, the President and Chief Executive Officer shall consult with the Executive Committee prior to execution. The Executive Committee may establish guidelines to define what constitutes a material expenditure outside the approved budget. The President and Chief Executive Officer may delegate this authority to enter into grants and contracts, in whole or in part, in accordance with policies and procedures approved by the Board of Directors. No other officer, agent or employee of the Association shall have the power to bind the Association by any contract, or to pledge its credit, or otherwise incur liability on its behalf without prior approval of the Board of Directors. Notwithstanding the foregoing, in circumstances where the President and Chief Executive Officer is unavailable or otherwise unable to execute a contract necessary or beneficial to the Association, the Chairperson of the Board of Directors may do so, subject to the prior approval of the Executive Committee.

ARTICLE IX

Bylaws

SECTION I – BYLAWS: Subject to the process specified in Section II below, the Bylaws of the Association shall be adopted by the membership and amended by the membership at the Annual Meeting of the House of Delegates.

SECTION II – PROCESS FOR PROPOSING AMENDMENTS: The Bylaws Committee or any Organizational Member may propose changes to the Bylaws by submitting written proposed changes to the Board of Directors at least one hundred twenty (120) days before the Annual Meeting. The Board of Directors shall determine whether or not to refer a proposed amendment to one or more committees and whether or not to recommend amendments for adoption. The Board of Directors shall report all proposed amendments timely received to the House of Delegates with a recommendation for or against adoption.

SECTION III - NOTICE OF AMENDMENTS: A notice of a proposed amendment to the Bylaws with a recommendation of the Board of Directors for or against adoption shall be disseminated by mail to all Organizational Members at least thirty (30) days prior to the Annual Meeting of the House of Delegates.

SECTION IV – VOTING: Proposed bylaw amendments must be approved by a two-thirds (2/3) vote of the Organizational Members voting at the Annual Meeting of the House of Delegates. Amendments approved by the House of Delegates shall become effective and are then binding on the total membership at the close of the Annual Meeting.

ARTICLE X
Dissolution

SECTION I – PROCEDURE: The National Association of Community Health Centers may be dissolved in accordance with the Laws of the District of Columbia. The Board of Directors must first approve a formal resolution recommending dissolution. Such resolution shall then be presented to the House of Delegates at a regular or special meeting. Notice of the proposed action must be sent to each Organizational Member eligible to vote at least thirty (30) days in advance of the meeting. Notice may be provided by mail or electronic means consistent with the Association’s communication practices. A resolution to dissolve the Association shall be adopted upon a two-thirds vote of the Organizational Members present.

SECTION II - DISTRIBUTION OF ASSETS: Upon dissolution of the Association, the Board of Directors shall distribute the assets of the Association remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Association to one or more corporations, societies or organizations organized and operated not-for-profit, who, in the judgment of a majority of the Board members in office, shall be deemed to further the field of health centers, provided that such corporations, societies or organizations must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

Exhibit A

<p>REGION I Connecticut Maine Massachusetts New Hampshire Rhode Island Vermont</p>	<p>REGION V Illinois Indiana Michigan Minnesota Ohio Wisconsin</p>	<p>REGION VIII Colorado Montana North Dakota South Dakota Utah Wyoming</p>
<p>REGION II New Jersey New York Puerto Rico Virgin Islands</p>	<p>REGION VI Arkansas Louisiana New Mexico Oklahoma Texas</p>	<p>REGION IX Arizona California Guam Hawaii Nevada U.S. Affiliated Pacific Islands</p>
<p>REGION III Delaware District of Columbia Maryland Pennsylvania Virginia West Virginia</p>	<p>REGION VII Iowa Kansas Missouri Nebraska</p>	<p>REGION X Alaska Idaho Oregon Washington</p>
<p>REGION IV Alabama Florida Georgia Kentucky Mississippi North Carolina South Carolina Tennessee</p>		

Exhibit B: Strategic Committees and Subcommittees

The following groups support the Association's strategic priorities in accordance with Article IV, Section IV of the Bylaws:

Consumer/Board Member Committee

Health Center Excellence and Training Committee

Health Center Controlled Networks Committee

- AI in Healthcare Subcommittee

Clinical Practice Committee

- Behavioral Health Subcommittee
- Pharmacy Services Subcommittee
- Oral Health Subcommittee
- Value-Based Care Subcommittee
- Healthy Aging Subcommittee
- Healthy Children Subcommittee
- PRIDE Subcommittee

Health Center Workforce Committee

- Teaching Health Center GME Subcommittee

~~Immigrant and Agricultural Worker Health Committee~~

Vital Conditions Committee

- Emergency Management and ~~Environmental-Weather-Related~~ Health Subcommittee
- Healthcare for the Homeless Subcommittee
- Public Housing Subcommittee
- ~~Food For Health Subcommittee~~

Health Policy Committee

- Health Center Financing and Operations Subcommittee

Legislative Committee

FQHC Look-Alike Committee

Rural Health Committee

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