



## **BYLAWS**

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**Reviewed with Changes**

**by TRHC Board on October 16, 2024**

**BY-LAWS**  
of  
**TWO RIVERS HEALTH CLINIC**

**ARTICLE I                    NAME**

SECTION A                    The name of the organization shall be “Two Rivers Health Clinic”.

**ARTICLE II                    DEFINITIONS**

SECTION A                    The Association — shall mean “Two Rivers Health Clinic”.

SECTION B                    Charter — shall mean the Certificate of Association of Two Rivers Health Clinic as from time to time amended.

SECTION C                    Officers — shall consist of Chair, Vice Chair, Treasurer and Secretary.

SECTION D                    Board of Directors — shall consist of all elected members to include officers of the Association.

SECTION E                    Board Member(s) — shall mean a member or members of the Board of Directors of the Association who have become such in accordance with the provisions of these By-Laws.

SECTION F                    Ex-Officio Member — shall be a member of the Board of Directors who may attend any and all meetings but have no voting privileges. They shall be appointed by the Executive Committee.

SECTION G                    Whenever a masculine pronoun appears it is for convenience only and shall mean either a male or female.

**ARTICLE III                    OBJECTIVES**

SECTION A                    To provide access to free quality health care to uninsured residents of Effingham County between the ages of 18-64 that are at or below 200% of the current Federal Poverty Guidelines. Notwithstanding anything in the by-laws, this organization will at all times operate only within the confines of section 501(c)3 of the Internal Revenue Code, and operate exclusively for charitable purposes.

**ARTICLE IV                    BOARD OF DIRECTORS**

SECTION A                    The business of the Association except as otherwise expressly provided by law or by the Articles of Association, shall be managed by the Board of Directors.

SECTION B                    The Board shall consist of a range of 12 to 18 members named as Directors in the Charter. The number of Directors serving on the Board may be changed from time to time by either adding or deleting members.

SECTION C                    The term of the members of the Board shall be three (3) years. The Board will be split into three groups of members at the first meeting thus allowing for only one third of the members to rotate off at the end of any given year. The election of board members shall take place at the annual election meeting.

SECTION D Members of the Board may serve more than one term in succession, not to exceed two consecutive terms, with the approval of the remaining members of the Board. Ex Officio members may only serve a one year.

SECTION E Any Board Member may resign at any time by giving written notice to the Board Chair or to the Board. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, acceptance shall not be necessary to make it effective.

SECTION F Any Board Member may be removed, either with or without cause, at anytime, by an affirmative vote of a majority of the Board of Director.

SECTION G Active board member participation is defined as participating in at least 50% of meetings, not missing three (3) consecutive meetings and/or a total of three (3) scheduled board meetings. Board members are also expected to be an active participant of a standing committee. Not meeting the attendance requirements will constitute cause for removal of any board member.

SECTION H At each meeting a majority of the Board members must be present to constitute a quorum. The decision of the majority present at any such meeting shall be the act of the Board. A Board Member shall act only as a Board, and no individual member shall have any authority as such,

## **ARTICLE V OFFICERS**

SECTION A The Board of Directors will annually choose officers filling the positions of Chair, Vice Chair, Secretary and Treasurer. These positions are voted upon by the members of the Board. The term of service will be one year with the ability to be reelected to the same position. Elections of officers shall be held at the annual meeting.

SECTION B The Chair shall preside at all meetings of the Board and in general, shall perform all duties incident to the office of Chair, and such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION C The Vice Chair shall assume all the duties of the Chair in the Chair's absence or disability, the Vice Chair shall perform all the duties of the Chair and, when acting, shall have all the powers of the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

SECTION D The Secretary shall keep the records and minutes of all meetings and attend to the Association's correspondence. The Secretary shall perform all duties as from time to time may be assigned to them by the Chair or by the Board of Directors.

SECTION E The Treasurer is in charge of, and responsible for, all funds and securities of the Association. Treasurer shall account for funds following the Two Rivers Health Clinic Financial Policies and Procedures Manual as approved by the Board of Directors

## **ARTICLE VI STANDING COMMITTEES**

SECTION A The following are standing committees: Executive Committee and others as designated by the current strategic plan.

SECTION B The Executive Committee has the right to appoint an Ex-officio member to each committee, should it desired.

SECTION C The Board shall, at their discretion, create or disband any standing committee or ad hoc committee,

SECTION D The Board shall appoint all committee chairpersons and approve all activity at the committee level.

SECTION E The Board shall make available guidelines for all standing committees. Said guidelines shall be reviewed and/or updated by the Board and the committee chairperson each year and a copy of said guidelines will be maintained with the Secretary as part of the Association's record.

## ARTICLE VII **MEETINGS**

SECTION A The regular meetings of the Board of Directors shall be held bi-monthly unless otherwise specified by the Board. These meetings shall occur on the third Wednesday of the months of February, April, June, August, October and December.

SECTION B The annual meeting will be held at the February Board Meeting

SECTION C Special meetings, if necessary, may be called by any member of the Executive Committee.

## ARTICLE VIII **ANNUAL FINANCIAL REPORT**

SECTION A The Treasurer shall be required to prepare a financial report at the close of the Treasurer's term and to file *copies* of this report with the Board at the annual meeting and with such other internal or external groups or individuals as the Board shall direct. The annual financial report shall become part of the permanent record of this Association.

SECTION B The fiscal records of the organization shall be audited or reviewed each year, at the annual meeting. The fiscal year end will be December 31st

## ARTICLE IX **QUORUM**

SECTION A A quorum is defined by a minimum of two thirds (2/3) board presence.

## ARTICLE X **ELECTIONS**

SECTION A A Nominating Committee Shall be appointed by the Board at the regular scheduled meeting in October each year. Nominations shall be presented at the December meeting at which time nominations may be made from the floor after the report of the Nominating Committee.

SECTION B Officers are to be elected at the regular February meeting. They shall take office at the conclusion of the regular February meeting.

SECTION C In the event of the vacancy of any elected officer, the Board shall call a special election to fill such a vacancy.

**ARTICLE XI**

**AUTHORITY**

SECTION A

Executive Committee, upon approval of the Board of Directors, shall have the authority to recruit, hire, evaluate and terminate contractor(s) and/or employee(s) to conduct the business of the Program as deemed necessary.

SECTION B

The rules contained in "Robert's Rules of Order, Revised" shall govern this organization in all cases except when they conflict with the by-laws of this organization.

**ARTICLE XII**

**AMENDMENTS**

SECTION A

The By-Laws may be amended by a quorum. The amendment(s) must have been presented at least 30 days prior to a vote by either US Mail or electronic mail and must not conflict with the provisions of this organization's charter.

This document was approved by a quorum on October 16, 2024.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Vice Chair

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary

