**GEORGIA SCHOOL-BASED HEALTH ALLIANCE, INC.**

**BY-LAWS**

**November 6, 2013**

**GEORGIA SCHOOL-BASED HEALTH ALLIANCE, INC.**

**BYLAWS**

**ARTICLE I**

**NAME AND LOCATION**

**Section 1. Name.** The name of this Alliance shall be the Georgia School-Based Health Alliance, Inc., a not-for-profit corporation organized and existing by virtue of the laws of the State of Georgia. (Hereinafter referred to as the Alliance).

**Section 2. Location.** The principle office of the Alliance shall be located in the State of Georgia in a locality as determined by the Board of Directors.

**ARTICLE II**

**PURPOSES**

The Alliance is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (hereinafter referred to as the “Code”). The purposes and mission of the Association are:

**Mission**:

The mission of the Alliance is to promote quality healthcare, wellness, and academic success for Georgia’s children through comprehensive school-based health centers.

**Core Values**:

1. To provide support and facilitate development of school-based health centers throughout the State of Georgia.
2. To develop systems of care that incorporate students, families, schools, and communities.
3. To increase access to comprehensive primary care services for Georgia’s children.
4. To reduce health disparities.
5. To maximize academic achievement.
6. To facilitate community collaborations for broad-based support of school-based health centers.
7. To decrease healthcare costs to the State’s health system.
8. To advocate for the total well-being of Georgia’s children.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility.** The governing body of this Alliance shall be the Board of Directors. The Board of Directors shall be the managing body vested with full authority to conduct business, control the affairs, funds and properties of the Alliance subject to these by-laws. The Board of Directors shall have authority to take such action in matters of policy and procedures as, in its judgment, will best promote the interests and welfare of this Alliance.

**Section 2. Composition (Initial Board).** The initial Board of Directors shall consist of the President, Executive Secretary, Treasurer, and no more than ten (10) Directors. Board membership shall reflect the diversity of the state of Georgia and shall not discriminate in the selection of its membership on the basis of age, race, ethnicity, religion, gender, national origin, sexual orientation, income, marital status, or physical disability.

**Section 3. Composition (Subsequent Boards).** Subsequent Boards shall consist of the President, President Elect, Executive Secretary, Treasurer, Immediate Past President and no more than eight (8) Directors. Board membership will reflect the diversity of the state of Georgia.

**Section 4. Executive Committee.** The Executive Committee of the Board of Directors shall be made up of the Officers of the Board.

**Section 5. Election.** Board members may nominate persons to serve on the Board of Directors. A simple majority vote of the Board will confirm election.

**Section 6. Term of Office.** The Initial Board of Directors shall serve staggered terms. Up to four initial board members shall serve a first term of three years, and the remaining initial board members shall serve a first term of four years. Upon expiration of initial board members’ respective first terms, these Directors shall be eligible, but not entitled, to continue service on the Board as set forth in the following paragraph.

Every Director duly elected or appointed subsequent to the initial Board shall serve a three year term. Prior to the expiration of such term, and in December of each year, incumbent Directors shall elect Directors to serve a term of three years from said date. Directors shall be elected, replaced or re-appointed by a majority vote of the Board. Upon expiration of each Director’s initial term, Directors shall be eligible, but not entitled, to serve an additional three year term. Directors may not serve more than two consecutive terms, but may again become eligible for board service one year following their previously expired term.

**Section 7. Vacancies.** Each Director shall hold office until the later of the expiration of his or her current term; his or her death, disability, removal or resignation; or the date upon which his or her successor has been elected and qualified. In the event of the office of President becomes vacant, the President Elect shall become President for the unexpired portion of the term. In the case of vacancy in other offices, the Board of Directors shall appoint qualified members to serve until the next Annual Session.

**Section 8. Advisory Council to the Board.** An Advisory Council consisting of key community stakeholders shall be established. Advisory Council members are non-voting.

**Section 9. Meetings.**

1. Board meetings will be held at least quarterly.
2. The Board of Directors shall hold as many meetings as are deemed necessary to take care of their duties. Special meetings may be called by the President provided two weeks prior written notice has been sent to all Board members. The written notice shall state the purpose of the meeting being called.
3. When practicable, any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 10. Authority to Act Without a Meeting.** No action will be taken without a meeting in person or as described in Article III , Section 9.c.

**Section 11. Failure to Attend.** Failure to attend scheduled meetings may constitute cause for removal from the Board.

**Section 12. Removal of Directors.** A Director may be removed for cause by a simple majority vote of the Board of Directors.

**Section 13. Quorum and Voting.** A simple majority of the Board of Directors is required for a quorum and for any official vote. Vote may be cast in person at the Board Meeting, by phone (if attending the meeting by phone), or by email.

**Section 14. Installation.** The elected Officers shall be installed at the Annual Conference of this Alliance. .

**Section 15. Board Orientation.** Board orientation will be provided for the Initial Board and subsequent board members when elected.

**ARTICLE IV**

**OFFICERS**

**Section 1. Officers.** The elective Officers shall be four (4) in number: President, Executive Secretary, Immediate Past President, Treasurer and no more than nine (9) Directors.

**Section 2. Eligibility.** After the “Initial Board” term, the President, President Elect, and Treasurer must have served as an Officer or a Director.

**Section 3. Election.** The Officers shall be elected by a simple majority of the Board of Directors.

**Section 4. Duties.** Officers shall perform the duties as may be prescribed by these by-laws, the Manual of Procedures and by the parliamentary authority adopted by the Alliance.

**Section 5. Vacancy.** In case of vacancy in an Officer position the President shall appoint, with the approval of the Board, a qualified member to fill the vacancy until the next annual meeting.

**Section 6. Conflict of Interest**. All Directors and Officers will disclose in writing annually a declaration identifying all potential or actual conflicts between personal interests and the interests of the Alliance of which he/she is aware. This includes having a direct business relationship with the Alliance, an indirect business relationship through ownership of another entity that has a direct business relationship with the Alliance, a family member with such a relationship, or a Director who serves as an Officer, Director or member of an entity doing business with the Alliance. In any instance where a conflict of interest exists, the individual having such conflict shall fully disclose the conflict to the Board of Directors. Where the conflict is of a substantial nature, or nature such that a person with conflict could be reasonably expected to be influenced by such conflict or it would appear that the conflict might influence a decision, or if the Board of Directors shall otherwise decide, the person with the conflict shall not participate in the discussion or vote relating to the matter in which the conflict exists and shall withdraw from the decision. If there is a dispute as to whether the member has a conflict which shall disqualify the member from participation, the President of the Board shall decide. The President of the Board will regularly and consistently monitor and enforce compliance with this policy.

**Section 7. Compensation**. Directors and Officers shall serve as such without any compensation. Expenses incurred in performance of their official duties may be reimbursed upon approval of the Board.

**Section 8. Confidentiality.** Board meeting agenda items and discussions shall be held in strict confidence and not discussed outside of Board meetings without the approval of the President of the Board of Directors.

**ARTICLE V**

**MEETINGS OF THE ALLIANCE**

**Section 1. Annual meeting.** The annual meeting of the Alliance may be held each year at such place and on such date as may be determined by the Board of Directors of the Alliance. Written notice thereof shall be given at least 30 days prior thereto.

**Section 2. Special Meetings.** Special meetings of the Alliance may be called by the Board of Directors.

**Section 3. Order of Business**. At any meeting of the Alliance, the order of business shall be stated on the agenda for the meeting furnished prior to the annual meeting.

**ARTICLE VI**

**COMMITTEES**

**Section 1. Committees.** Committees shall be classified as Standing and Special. The following standing committees should be established within the Alliance.

* 1. Standing Committees may be the following;
     1. Communications
     2. Finance/Audit
     3. Advocacy
     4. Governance (Bylaws, Nominating)
     5. Programmatic (QI/Training)
     6. Development (Fund Development/Fundraising)

**Section 2. Appointment.** The Chair of each Standing Committee shall be appointed by the President of the Board. Board members in good standing may serve on the committees as approved by the Committee Chair or other board members. Each board member is required to serve on at least one committee.

**Section 3. Vacancy.** In case of vacancy in a standing committee, the President shall appoint, with the approval of the Board, a qualified member to fill the vacancy until the next annual meeting.

**Section 4. Special Committees.** The President, with the approval of the Board of Directors of the Alliance, shall appoint such other special committees, subcommittees, or task forces as may be deemed necessary and are not in conflict with other provisions of these by-laws. The duties of such committees shall be prescribed by the Board of Directors upon their appointment.

**Section 5. Report of Committees.**  All chairmen of committees shall prepare a report of the year’s activities to be presented at the annual meeting of the Alliance.

**Section 6. Finance/Audit Committee.** With recommendations of the Finance Committee and the Board of Directors, an annual operating budget shall be adopted covering all activities of the Alliance for the next fiscal year. The Board of Directors shall have all accounts audited not less than annually, within 180 days following the end of each fiscal period. A financial report for the year just completed shall be made available by the Treasurer

**Section 7. Nominating Committee**. This committee shall be elected by the Board of Directors. This committee shall be composed of at least three (3) members representing the Board of Directors. The committee shall present a proposed slate of candidates for all officers prior to the Alliance’s annual meeting. The proposed slate shall be announced in the annual session materials.

**ARTICLE VII**

**FINANCES**

**Section 1. Fiscal Year.** The fiscal year of the Alliance shall be January 1 through December 31 of the calendar year.

**Section 2. Appropriations.** Funds appropriated shall be allocated to each funded activity. “Funded activities” are defined as those elements of the Alliance’s anticipated expenses during the fiscal year such as office expenses and committee expenses**.** During the fiscal year, it shall be necessary for each funded activity to receive Board of Director’s approval if it should become necessary to exceed its allocated amount in the annual budget.

**ARTICLE VIII**

**DISSOLUTION**

**Section 1. Dissolution.** The Alliance shall use its funds only to accomplish the objectives and purposes specified in these By-laws and no part of its funds shall inure, or be distributed to any Board members of this Alliance. If, at any time, this Alliance shall be dissolved, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, scientific, or philanthropic organizations to be selected by the Board of Directors.

**ARTICLE IX**

**INDEMNIFICATION**

**Section 1. Litigation.** The Alliance shall indemnify to the full extent provided and permitted by the law, any person who was, or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is, or was a director, officer or agent of the corporation, or who is or was serving at the request of the corporation director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise; against expenses (including attorney’s fees), judgments, fines, and amount paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**Section 2. Directors and Officers Liability Insurance.** The Alliance shall agree to purchase and keep in force liability insurance for Officers and Directors of the Board.

**ARTICLE X**

**PARLIAMENTARY AUTHORITY**

**Section 1. Authority.** Robert’s Rules of Order, Newly Revised Current Edition, shall be parliamentary authority of the Alliance and shall be applicable in all cases where it does not conflict with these Bylaws and the Manual of Procedures.

**ARTICLE XI**

**AMENDMENTS**

**Section 1.** These By-laws may be amended as follows:

1. By a two-thirds (2/3) vote of the Board of Directors provided that the proposed amendments, after recommendation by the Board of Directors, have been presented in writing at least 30 days prior to voting.