

OREGON RURAL HEALTHCARE QUALITY NETWORK BYLAWS

Article I: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and for educational purposes.

The corporation shall have three primary purposes: (1) conduct educational activities and services for healthcare providers including facilitating performance of periodic evaluation, utilization review, quality assurance, credentialing, education, and training of physicians and other healthcare providers and other types of peer review as described in 42 CFR 485.641 and/or ORS 41.675, in support of tax exempt or governmental hospitals [in Oregon] which qualify as a rural and critical access hospital or a rural acute care hospital; (2) conduct educational outreach to the public by providing the tools and coordination to engage healthcare consumers and community members in assessing their local services, and, in turn, make publicly available the results of how this input is used to improve safety and quality outcomes; and (3) foster the advancement of research in improving systems of care and the dissemination of the results of that research to community members to enhance their healthcare decision-making.

Article II: Nonmembership

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These network members shall be limited to tax exempt and governmental agencies [in Oregon], which assist or qualify as rural and critical access hospitals or rural acute care hospitals. Such members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

If any director ceases his or her affiliation with the network member that designated him or her as director, then the network member shall nominate to the Board a new individual to fill the unexpired term of the director whose affiliation has ceased. The Board may then elect the new designee to fill the unexpired term.

Article III: Network

Rural and Critical Access Hospitals and rural Acute Care Hospitals in the State of Oregon that are tax exempt or public hospitals and have a current network agreement with this Corporation shall be considered network members of the Oregon Rural Healthcare Quality Network (Network).

Article IV: Board of Directors

Section 1. Duties.

The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications.

The number of Directors shall be twelve.

Section 3. Term and Election.

Nine of the directors shall be members of the Network. There shall be no greater than two directors from the same network hospital serving on the board at any given time. The Board will elect one additional director at large. Regular election of directors for vacancies on the board shall be held at the Annual Meeting. The Oregon Hospital and Health Systems Association will designate one additional director. In addition, the Oregon Office of Rural Health will designate one director. The terms of office of the twelve directors shall be three (3) years. The Board shall be divided into three (3) groups: Group I members, Group II members, and Group III members. Members first elected Group I members shall serve terms ending November 2007, and the subsequent term for each such Group member shall be each three (3) year period following November 2007; members first appointed Group II members shall serve a term ending November 2008, and the subsequent term for each such Group members shall be each three (3) year period following November 2008; members first appointed Group III members shall serve a term ending November 2009, and the subsequent term for each such Group member shall be each three (3) year period following November 2009. Notwithstanding the foregoing, each Board member shall serve until his or her successor shall have been appointed and qualified or until his or her earlier death, resignation, or removal.

Section 4. Nominations.

The president may appoint an ad hoc nominating committee in advance of the Annual Board Meeting or when vacancies occur to nominate candidates to fill vacancies. Further nominations may be made from the floor at the Annual Meeting.

Section 5. Removal.

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 6. Vacancies.

Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors from person(s) nominated as provided in Section 4.

Section 7. Quorum and Action.

A quorum at a board meeting shall be fifty-one percent of the number of Directors prescribed by the Board. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8. Voting.

Once a quorum of Directors is present, action must be taken by at least a majority vote of the Directors present.

Section 9. Annual Meetings.

The annual meeting of the Corporation and Board of Directors shall be held at or near the time of the annual Oregon Office of Rural Health (ORH) conference.

Section 10. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 11. Special Meetings.

Special meetings of the Board of Directors may be called by the president or, if absent, unavailable or refusing to act, by the vice-president, or by three (3) Directors. Notice of such meetings shall be delivered to each Director personally or by telephone, or by mail, not less than two (2) days prior to the special meeting.

Section 12. Alternative Meeting Venue.

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 13. No Salary.

Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service.

Section 14. Action by Consent.

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Committees**Section 1. Executive Committee.**

The Board of Directors may elect an Executive Committee consisting of President, Vice President, Treasurer and Secretary. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2. Other Committees.

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Authority.

Any committee that exercises any authority of the Board of Directors shall be composed of two or more voting Directors, elected by the Board of Directors by a majority vote of the Directors prescribed by the Board.

Section 4. Quorum and Action.

A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees.

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article V: Officers**Section 1. Titles and Qualifications.**

The officers of this corporation shall be the President, Vice President, Secretary and Treasurer. These officers of this corporation must be voting members of the Board of Directors.

Section 2. Election.

The Board of Directors at its Annual Corporation Meeting shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy.

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers.

The Board of Directors may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President.

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Vice President.

The Vice President shall act as President in the absence or unavailability of the President.

Section 7. Secretary.

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; and (c) authentication of the records of the corporation.

Section 8. Treasurer.

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

Article VI: Corporate Indemnity

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Article VII: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors, by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

DATE ADOPTED: March 16, 2009

President

Secretary