

# **Genesee Valley Health Partnership By-Laws**

## **Article 1. Name**

The name of the organization shall be the Genesee Valley Health Partnership Inc., known henceforth in this document as the GVHP.

## **Article 2. Vision and Mission Statement of the GVHP**

**Vision Statement:** Livingston County residents will be the healthiest in New York State.

**Mission Statement:** To improve the health and well being of the Livingston County community through collaboration, education, and prevention.

## **Article 3. Purpose of the GVHP**

The purpose of the GVHP is to:

- A. Strengthen the local health care system
- B. Improve the health status of Livingston County residents
- C. Improve health care access, including pre-hospital care, primary care, hospital and after-care services

The Comprehensive Community Health Assessment drives the goals of the GVHP. These goals are reflected in the GVHP strategic work plan, which is reviewed annually by the Board of Directors.

## **Article 4. Membership**

### **Section 1. GVHP Membership**

- A. There shall be no limit placed on the number of members who represent agencies and organizations, or as individuals involved in the GVHP as long as their membership furthers the attainment of the Vision, Mission and Purpose of the GVHP. The Director or designated representative of each agency will serve on the GVHP. Any person who lives or works within Livingston County or from contiguous counties whose affiliation serves Livingston County may join the GVHP.
- B. In the case of an agency or organization having more than one member on the GVHP, it shall be the responsibility of that organization to designate which of its members will speak officially for them when necessary. Likewise, each agency will have one vote.
- C. It is the intention of the GVHP that each agency and/or organization will have equal decision-making power on the GVHP and that a person not join as an

individual member to further the interest of a particular agency and/or organization.

**Section 2. Member Responsibility**

- A. Members (agencies, organizations or individuals) must advance the Vision, Mission, and Purpose of the GVHP.
- B. Members must actively participate in the activities of the GVHP through committee work, chairing a committee or other collaborative activities.

**Section 3. Attendance**

- A. General Membership: In order to remain a member in good standing on the GVHP, participating agencies and individuals must provide a representative who will attend at least one half of the GVHP's scheduled meetings within one calendar year.
- B. Committees: In order to remain a member in good standing (new) on the GVHP, participating agencies and individuals must provide a representative who will attend at least one half of the CHIP scheduled meetings within one calendar year

**Article 5. Meetings-General Membership**

**Section 1. Number of Annually Scheduled Meetings**

The number of regularly scheduled meetings shall be no fewer than four (4) meetings per calendar year. A meeting may be canceled at the discretion of the GVHP President in the case of emergency or extenuating circumstances.

**Section 2. Notice of Regular meetings**

A schedule of yearly meetings shall be established by the Board of Directors and published annually. Written/electronic notices, with agenda, will be ~~sent~~ distributed one week in advance of a regularly scheduled meeting.

**Section 3. Special Meetings**

- A. Special meetings may be initiated by the President with the agreement of two (2) other members of the Board of Directors.
- B. An annual meeting of the Membership shall be held annually and the agenda will include the Election of Officers and appointment of members to the Board of Directors. This meeting will be in conjunction with the final regularly scheduled meeting of the year.

**Section 4. Quorum**

At all meetings of the General Membership, fifty percent (50%) representation of the members in good standing shall constitute a quorum, providing each member agency is notified pursuant to Article 5 Section 2.

**Section 5. Manner of Acting**

Unless otherwise stated in these By-Laws, business shall be conducted according to Roberts Rules of Order. Business shall be enacted by a majority vote of the members present, except in those situations that require a 2/3 majority vote for passage and provided there is a quorum present.

**Section 6. Order of Business**

The order of business at regular Membership and Board meetings of the GVHP will be determined by the President of the Board of Directors.

**Article 6. Board of Directors**

**Section 1. Board of Directors Composition and Duties**

- A. The Board of Directors shall consist of 7-11 members.
- B. The members of the Board of Directors shall work or reside in Livingston County, or from contiguous counties whose affiliation serves Livingston County.
- C. New members of the Board of Directors shall be elected by a majority vote of the Membership.
- D. The Board of Directors shall meet at least six times per year.
- E. The Board of Directors is responsible for overall policy and direction of the GVHP. The Board of Directors shall have general power to control and manage the affairs and property of Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation.
- F. The term of office for each elected Board Member of the Board shall be two (2) years and may serve no more than 3 consecutive terms. Individuals may return for nomination after one-year absence from the Board. Exception to term limits must be discussed and approved by Board on case-to-case basis.

- G. Vacancies shall be filled by appointment for any un-expired terms by a majority vote of the Board of Directors, subject to approval by the Membership at its next regularly scheduled meeting.
- H. The Board of Directors may conduct business and allow for Directors to participate via conference call or by any other means of communication by which all persons participating are able to hear one another provided a majority of the Directors are in attendance at the meeting place. Such participation shall constitute presence at the meeting.
- I. Quorum: At all meetings of the GVHP Board of Directors, a simple majority of the filled Director's positions shall constitute a quorum for transaction of business, providing notice of said meeting was properly given.
- J. Manner of Acting: At any regular or special meeting at which a quorum is present, unless otherwise required, a simple majority of the directors present shall be sufficient to enact business. All business, unless otherwise stated by these By-Laws, shall be conducted according to Robert's Rules of Order.
- K. Per Non-Profit Revitalization Act 2013, all Board members will be required to sign a Code of Conduct and Annual Potential Conflicts Disclosure statements.

**Section 2. The Duties of the Officers shall be as follows:**

- A. The President shall preside over the Board of Directors and all other functions and meetings; represent the GVHP at forums and events as appropriate; sign appropriate communication of the GVHP as authorized by the GVHP; serve as liaison between the GVHP and other affiliate or related organizations; appoint the chairpersons and members of all standing committees and ad-hoc committees; serve as ex-officio member to all Committees and perform other related duties as necessary and appropriate.
- B. The Vice-President shall assist the President in the work of the GVHP. The Vice-President shall preside at meetings in the absence of the President and shall perform such duties as may be assigned by the President. In the absence or incapacity of the President, the Vice-President shall perform the duties of the President. Should the office of President become vacant, the Vice-President shall succeed the President until the next meeting for election of officers.
- C. The Secretary shall report to the Board of Directors. The Secretary shall be primarily responsible for recording the minutes of the regular and any special meetings and Executive Committee meetings. In the event of the Secretary's

absence from a meeting, the President shall appoint a member to record the minutes of the meeting.

- D. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall or cause to have all moneys deposited and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he or she shall at all reasonable times exhibit the books and accounts to the officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board of Directors. Annually, at a meeting of the Board, the Treasurer shall present a report showing in appropriate detail:
1. The assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting;
  2. The principal changes in assets and liabilities during that fiscal period;
  3. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period; and
  4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

The report shall be filed with the minutes of a meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York, which includes the information specified above. The Treasurer shall, if required by the Board of Directors, give such security for the faithful performance of his or her duties as the Board of Directors may require.

### **Section 3. Election of Officers**

- A. A three member Nominating Committee, shall be appointed by the President of the GVHP annually in September. The Committee will provide nominations for the position of President, Vice-President, Secretary and Treasurer, as well as unfilled Director's positions. Nominees must be current members and in good standing with the Board of Directors.
- B. All Officers shall serve two (2) year terms
- C. In the event an Officer vacancy occurs, the Board of Directors shall appoint, by a majority vote, an Interim to serve until the next annual meeting.

## **Article 7. Committees**

- A. The GVHP Board of Directors may create, add, delete, and modify committees from time to time as necessitated by the Mission. Such committees may include:
- a. Finance/Audit
  - b. Planning (Strategic Planning)
  - c. Evaluation
  - d. Nominating
  - e. By-Laws

## **Article 8. Contracts, Checks, Deposits, Funds**

### **Section 1: Contracts**

The Board of Directors may authorize any officer or agent to act on behalf of the GVHP to enter into any agreement or contract. However, no member shall contract for, or cause to be incurred in the name of the GVHP, any debt or other obligation without prior approval by the Board of Directors.

### **Section 2: Checks, Drafts, Etc:**

All checks, drafts, and other negotiable instruments shall be prepared and signed by the Treasurer or other signatory approved by the Board of Directors and listed as a signor at the depository on which the check is drawn. Any expense in excess of \$500.00 is subject to the approval of the president.

### **Section 3: Receipts, Deposits, Etc:**

All monies received by the GVHP shall be deposited in the name of the GVHP with such banks, trust companies, or savings institutions as the Board of Directors may direct. The Treasurer may place excess funds, temporarily, in interest bearing accounts in the name of the GVHP.

## **Article 9. Removal of Officers and Directors**

### **Section 1 Removal for Cause**

Any director may be removed, for cause, by a vote of a majority of the entire Board, at any meeting of the Board.

### **Section 2 Board of Directors Meeting Attendance**

A director who misses three consecutive meetings, without a legitimate reason for the absences, will be contacted by the president of the board to determine if the individual wishes to continue on the board. If they do not desire to continue their resignation will be requested. If they indicate a desire to continue as a board member but miss a fourth consecutive meeting they will be removed as a member of the GVHP board;

## **Article 10. Adoption Amendment**

### **Section 1. By-Laws Adoption**

These By-Laws shall take effect upon their approval of 2/3 of the members present at any regular or special GVHP Board of Directors meeting.

### **Section 2. By-Laws Amendments**

The By-Laws may be amended by a 2/3 vote of the members present at any regular or special Membership meeting.

## **CERTIFICATION**

These By-Laws were approved at the meeting of the Board of Directors and General Membership on February 18, 2016.



2/18/16

---

Secretary

---

Date

Adopted 9/28/00  
Revised 11/06  
Approved Interim Board of Directors 1/3/07  
Membership Approval 1/18/07  
Revised 8/09  
Approved Board of Directors 9/16/09  
Membership Approval 10/21/09  
Approved Board of Directors 8/08/13  
Membership Approval 9/16/13  
Approved by Board of Directors: 2/18/16  
Membership Approval: 2/18/16