

**BYLAWS
OF
WASHINGTON COUNTY WELLNESS INITIATIVE, INC.**

ARTICLE I - NAME

The name of this corporation is Washington County Wellness Initiative, Inc., hereafter referred to as “WCWI,” and it is incorporated as a non-profit corporation in the State of Oklahoma.

ARTICLE II – PURPOSE AND FUNDAMENTAL PRINCIPLES

Section 1. Purpose

WCWI is organized exclusively for charitable and educational purposes, including, for such purposes as the making of distributions to non-profit organizations established to nurture healthy communities.

Section 2. Fundamental Principles

To strengthen and transform the public health infrastructure through community-based action, WCWI will:

- A. Achieve Efficiencies. We will focus on identifying ways to achieve better system efficiencies and improve regional and/or local rural health care services.
- B. Expand Access To, Coordinate and Improve the Quality of Essential Health Care Services. We will focus on ways to build capacity and a network infrastructure that enables entities to coordinate care and increase to build capacity and a network infrastructure that enables entities to coordinate care and increase access to care for rural communities.
- C. Strengthen the Rural Health Care System as a Whole. We will focus on ways to enhance community and partner relationships to promote involvement and participation in network planning activities.

ARTICLE III - JURISDICTION AND ACCOUNTABILITY

Section 1. Jurisdiction

- A. The territory under jurisdiction of the WCWI is Washington County, Oklahoma.
- B. The principal office shall be in such offices or places of business as may be designated by the Board of Directors, hereafter referred to as the “Board.”

Section 2. Accountability

Through the Board, WCWI shall be accountable to the Public Health Institute of Oklahoma for adherence to the terms and conditions of Community Health Improvement Organization Certification. Including, but not limited to:

- A. Endorsing and adopting the County Health Improvement Plan (CHIP) for WCWI's jurisdiction.
- B. Encouraging the Board to obtain training in Mobilizing Action through Planning and Partnerships (MAPP) offered by the Oklahoma State Department of Health.
- C. Maintaining policies and procedures prioritizing acceptance of and distribution of resources/funds.
- D. Maintaining an appropriate balance of influence from the community sectors and workgroups as defined in Article IV ensuring no single agency or organization represented on the Board shall have undue influence over the assessment of health and health care priorities or opportunities.

ARTICLE IV - MEMBERS

Section 1. Voting Members

WCWI shall have voting members who shall be the officers and directors of the Board 16 years of age and over. Voting members of WCWI shall elect the officers and directors of the Board pursuant to the provisions of Article VII.

Section 2. Nonvoting Members

The nonvoting members of WCWI shall be all persons participating in WCWI workgroups.

Section 3. Categories of Members

The Board may establish categories of voting and nonvoting members, dues and privileges for members, provided they are not in conflict with these bylaws.

Section 4. Termination of Membership

The Board, by a two-thirds (2/3) vote, may terminate or withhold membership, with or without cause, provided that proper notice is given and that the member is so notified.

Section 5. Honorary Members

- A. Prominent persons within WCWI's jurisdiction who have made outstanding contributions to WCWI or other community programs may be selected as Honorary Members.
- B. Honorary Members shall not be considered voting members of WCWI unless they otherwise meet the qualifications to become voting members.

Section 6. Workgroups

- A. WCWI's work includes identifying community needs and gaps in services, as well as developing strategic planning and action plans, in order to accomplish WCWI goals. This work is done through community-based workgroups.
- B. Workgroups formed to respond to a specific community need and/or gap may apply for acceptance as a WCWI Workgroup Member in accordance with WCWI Application Policies.
- C. Each WCWI Workgroup will report its activities to the WCWI Board and agrees to provide information for the annual report in compliance with WCWI policies.
- D. Workgroups may present a written request for removal from WCWI to the Executive Committee.

ARTICLE V - OFFICERS

Section 1. Officers

Officers of WCWI shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Election of Officers

- A. Officers shall be elected at the Annual Meeting.
- B. The President shall be elected for a term of two (2) years, and shall serve in the same office for no more than one (1) term.
- C. The Vice-President, Secretary and Treasurer shall be elected for a term of one (1) year each and may serve in the same office up to three (3) consecutive terms.

Section 3. Duties of the Officers

Officers shall attend Board meetings and Executive Committee meetings and give reports on the progress of the committees they supervise.

- A. The President shall:
 - 1. Be the chief corporate officer; and
 - 2. Preside at all meetings of the Executive Committee and Board;
 - 3. Perform all functions pertaining to that office;
 - 4. Submit an annual report of WCWI at the Annual Meeting;
 - 5. Assign duties to other Board members or Officers;
 - 6. Annually designate a member of the Executive Committee to preside over meetings and assume all duties of the office of President in the absence of the President.

- B. The Vice-President shall assist the President in assigned duties.

- C. The Secretary shall:
 - 1. Be responsible for minutes of all meetings of the Board and the Executive Committee;
 - 2. Furnish copies of minutes to members of the Board and Executive Committee before their next meeting;
 - 3. Ensure that minutes are preserved in the Corporate Records held at the WCWI office.

- D. The Treasurer shall:
 - 1. Ensure that a full and accurate account is kept of all monies received and paid out;
 - 2. Present a financial report at each regular meeting of the Executive Committee and the Board;
 - 3. Present a fiscal statement of the financial operations of the WCWI at the Annual Meeting;
 - 4. Participate in the selection of a reputable firm of independent certified public accountants, approved by the Board, to perform an audit of the WCWI's annual financial statements as needed; and
 - 5. Present the final audit report to the Executive Committee and the Board as applicable.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition

The Board of Directors shall establish an Executive Committee composed of the officers of the Board.

Section 2. Responsibilities

The Executive Committee shall:

- A. Exercise the powers of the Board between meetings of the Board, bound at all times by previous action of the Board and subject to ratification, modification or rejection of its actions by the Board at its next meeting.
- B. Receive workgroup reports and make recommendations to the Board.
- C. Adopt an agenda for each meeting of the Board.
- D. Report to the Board its activities since the last Board meeting.

Section 3. Regular Meetings

Regular meetings of the Executive Committee shall be held monthly unless otherwise ordered by the Executive Committee.

Section 4. Special Meetings

Special meetings may be called by the President, or upon the written request of two (2) members of the Executive Committee.

Section 5. Quorum

A majority of the officers shall constitute a quorum for all meetings of the Executive Committee.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Governance Committee

- A. The Board of Directors, at its Annual Meeting, shall elect a Governance Committee of five (5) members, which shall be a Standing Committee of the WCWI.
- B. The chair and four (4) members shall be elected to serve for a term of two (2) years. No member shall serve more than two consecutive terms.

- C. At the Annual Meeting, the Governance Committee shall present a slate of workgroups nominated to become members of WCWI.

Section 2. Elections

- A. Election of board members, board officers, and members of the Governance Committee shall take place at the Annual Meeting of WCWI.
- B. Nominations shall be made from the floor.
- C. If there is only one nominee for any office, election of that nominee may be by voice vote. However, if there is more than one nominee, voting shall be by ballot and a majority of the votes cast shall be necessary for election.

Section 3. Filling Vacancies in Elected Positions

Vacancies occurring during the year in any officer or director positions shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Acceptance of New Workgroups

A majority vote by the Board shall be necessary for acceptance of new workgroups into WCWI.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition

- A. The Board shall be composed of members of WCWI in good standing who are:
 - 1. Officers of WCWI;
 - 2. Board members, including one member from each CHIO Sector, who shall be voting members of the board; and
 - 3. Each WCWI Workgroup may have one at-large Board member, who shall be voting members of the board.
- B. The total membership of the Board of Directors shall be not less than twenty-five (25) nor more than forty (40) in number.

Section 2. Term of Office

- A. Board members shall be elected at the Annual Meeting for a term of three (3) years and shall be eligible to serve no more than two (2) consecutive terms.

- B. After an absence of one year, a director may be re-elected to the Board.

Section 3. Board of Directors Meetings

- A. The Board of Directors shall have no less than two (2) regular meetings annually.
- B. Special meetings may be called by the President or may be called upon the written request of at least three (3) board members, or one-tenth (1/10) of the number of Board members, whichever is the larger.

Section 4. Notification of Meetings

Notice of board meetings may be sent by first class mail, e-mail, facsimile, or other electronic means and shall be sent at least seven (7) days in advance of a meeting. Such notice shall include the date, time and location of the meeting, as well as the purpose of the meeting.

Section 5. Powers of the Board

The management of WCWI shall be under the direction of the Board, which shall exercise all powers of WCWI.

Section 6. Electronic Participation in Board Meetings

- A. At the discretion of the Executive Committee, board members may participate in regular or special meetings or conduct a meeting through the use of any means of electronic communication through which either:
 - 1. All board members participating may simultaneously hear or read each other's communications during the meeting or
 - 2. All communications during the meeting are immediately transmitted to each participating board member, and each is able to send messages immediately to all other participating board members.
- B. If a meeting is conducted through the use of a means described in Section A above, then:
 - 1. All participating directors must be informed that a meeting is taking place at which official business may be transacted and
 - 2. A director participating in the meeting by this means is deemed to be present in person at the meeting.
- C. Electronic votes may be utilized between board meetings to make time-sensitive decisions at the discretion of the Executive Committee. Board members will be given 24 hours from the time a written electronic notification is sent to cast their vote. The results of votes shall be recorded as official minutes.

Section 7. Quorum

The quorum for all meetings shall be at least one-third (1/3) of the members of the Board.

Section 8. Removal from the Board

- A. Any member of the Board may be removed with or without cause by a two-thirds (2/3) vote of the total Board membership at any regular or special meeting, providing prior notice is given.
- B. Any member of the Board who is absent from three (3) consecutive regular board meetings, unless excused, may be removed by the President.

Section 9. Conflict of Interest

A conflict of interest may exist where an interested party, agency, organization or an associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or partnership entered into by the organization. This policy applies to all board members and voting privileges should be recused for such a conflict. If the Executive Committee has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, they shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. The Executive Committee will then determine appropriate voting privileges.

Section 10. Whistle Blower Policy

If a Board member or employee reasonably believes that some policy, practice, or activity of the WCWI is in violation of the law, a written complaint may be filed with the Executive Committee. The WCWI will not retaliate against the member or employee who, in good faith, has made a protest or raised a complaint against some practice of the WCWI.

ARTICLE IX – ANNUAL MEETINGS

Section 1. Annual Meetings

- A. Annual Meetings of WCWI shall be held in the month of December, and at such time as shall be determined by the Board of Directors or in the absence of action by the Board, as determined by the President.
- B. The purpose of the Annual Meeting shall be to:
 - 1. Elect board members, board officers, members of the Governance Committee, and acceptance of new workgroups;
 - 2. Amend bylaws and Articles of Incorporation;

3. Receive reports of the officers and the Board;
 4. Receive reports from all member workgroups; and
 5. Consider such other business as may come before the Board.
- C. The agenda shall be prepared by the Executive Committee; this shall not preclude introduction of other business from the floor, provided previous notice is not required.

Section 2. Notice of Annual Meeting

- A. Notice of Annual Meetings of WCWI shall be given at least thirty (30) days in advance of the Annual Meeting. Such notice may be sent by first class mail, e-mail, facsimile, or other electronic means and shall include the date, time and location of the meeting, as well as the purpose of the meeting.
- B. At the request of the Board, the Governance Committee, or ten (10) voting members of WCWI, other agenda items also must be given previous notice.
- C. Items requiring previous notice shall be:
 1. Amendments to Bylaws and Articles of Incorporation
 2. Report of the Governance Committee
 3. Policies affecting voting membership rights

Section 3. Quorum

The quorum for all meetings shall be a simple majority of the members of the Board.

ARTICLE X – COMMITTEES OF THE BOARD

The Board shall establish and determine the functions of such committees, as it deems necessary, to assist the Board in carrying out its functions.

Section 1. Standing Committees

Standing committees of the Board shall be recommended by the Executive Committee upon approval of the Board.

Section 2. Other Committees

Other committees of the Board shall be recommended by the Executive Committee upon the approval of the Board.

Section 3. Accountability

The Chairperson of each Committee shall be accountable to the Board.

Section 4. President as Ex-Officio Committee Member

The President of the Board shall be an ex-officio member of all committees except the Governance Committee.

ARTICLE XI - EXECUTIVE DIRECTOR

Section 1. Employment and Release

- A. The Board of Directors by a majority vote shall be responsible for the determination of the person or company responsible for fulfilling the duties of Executive Director.
- B. The Board of Directors by a majority vote of the entire Board, shall have the authority to release the person or company responsible for fulfilling the duties of Executive Director, provided that previous notice has been given to the entire Board and the person or company.

Section 2. Responsibilities/Accountability

The Executive Director duties are to:

- A. Administer the work of WCWI as delegated by the Board.
- B. Be responsible for the selection, appointment and release of staff and volunteers.
- C. Be responsible for the delivery of program services in accordance with the policies, requirements and standards of the Public Health Institute of Oklahoma.
- D. Be accountable to the Board through the President.

Section 3. Rights and Privileges

The Executive Director shall have the right to attend all Board and committee meetings and participate in debates, but shall not have voting privileges.

ARTICLE XII - FISCAL YEAR

The Board shall determine the fiscal year of WCWI in compliance with IRS standards.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern WCWI in all cases in which they are not inconsistent with these bylaws or any special rules of order WCWI may adopt.

ARTICLE XIV – AMENDMENTS TO BYLAWS

These bylaws may be amended at any regular or special meeting of WCWI by a two-thirds (2/3) vote of the board members of WCWI then in office, provided that a written copy of the proposed amendment has been sent to all board members with the notice of the meeting.

ARTICLE XV - DISSOLUTION OF THE CORPORATION

Section 1. Dissolution of the Corporation

- A. WCWI may be dissolved by a two-thirds (2/3) vote of board members at a duly called regular or special meeting of the Board of Directors of WCWI at which a quorum is present. Forty-five (45) days prior notice shall be required at any meeting of the Board of Directors at which dissolution is to be considered, and a copy of such notice shall be transmitted to the Secretary-Treasurer of the Public Health Institute of Oklahoma. Such notice shall be sent by first class mail, e-mail, facsimile, or other electronic means; shall include the date, time, and location of the meeting; shall state that the purpose or one of the purposes of the meeting is to consider dissolution of WCWI; and shall contain or be accompanied by a copy or summary of a plan of dissolution.

- B. In the event of the dissolution or final liquidation of WCWI, after all liabilities and obligations of WCWI have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of WCWI shall be distributed, conveyed, assigned, or transferred to another 501(c)(3) organization within the guidelines provided by any applicable funding agencies.

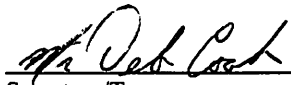
CERTIFICATION OF BYLAWS:

These bylaws were amended by at least a three-fourths (3/4) majority of the voting members of the Executive Committee for the Washington County Wellness Initiative, Inc. at a duly called meeting of the Executive Committee on 28 August 2014 with a quorum present as prescribed by the bylaws.

The minutes of this meeting are on file in the WCWI office.

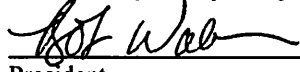


 President
 Mr. Bob Walker




 Secretary/Treasurer
 Ms. Deb Cook

Pursuant to Article XIII, Section 8.1 of the WCWI Bylaws* adopted 25 September 2012, these Amendments were confirmed by a simple majority of the WCWI Board on the 28 day of AUGUST, 2014.



 President
 Mr. Bob Walker



 Secretary/Treasurer
 Ms. Deb Cook

* ARTICLE VIII Amendment to By-laws Section 8.1 In order for the by-laws to be amended, a three fourths (3/4) majority of The Executive Committee will be in agreement of the proposed amendment. The amended By-Laws will be taken to the next Coalition meeting for a vote of simple majority.