

**BY-LAWS OF  
HEALTHY CAROLINIANS OF MACON COUNTY, INC.**

**1.0 NAME AND PURPOSE**

The name of this organization is Healthy Carolinians of Macon County, Inc., an affiliate of North Carolina Healthy Carolinians.

**The purpose of the corporation is:**

Healthy Carolinians of Macon County, Inc. is a community-based, public-private, volunteer coalition that strives to include concerned individuals and organizational representatives who desire to work to improve the health of the people of Macon County.

The mission of Healthy Carolinians of Macon County, Inc. is to assess and develop community health resources for Macon County. We will accomplish this mission by:

- a. Assessing the health status of the residents of Macon County.
- b. Identifying and prioritizing health needs.
- c. Facilitating the identification and appropriate utilization of health care resources.
- d. Facilitating the planning and coordination of health promotion, health care, and related services.
- e. Serving as a public forum through which health and health care issues may be discussed by individuals or organizations.
- f. Advocating for public policy that supports the vision and mission of Macon Partners for a Healthy Future, Inc.
- g. Seeking funding for assessing, planning, and implementation of health related projects and services.

**1.1**

Healthy Carolinians of Macon County, Inc. will seek to support direct services and collaborative efforts with existing providers in the community.

**2.0 PRINCIPAL OFFICE**

The principal office of Healthy Carolinians of Macon County, Inc. shall be in Macon County, North Carolina at 1830 Lakeside Drive, Franklin, NC, 28734. Healthy Carolinians of Macon County, Inc. may from time to time have other offices at such places as the Board of Directors may establish or as the business of Healthy Carolinians of Macon County, Inc. may require.

**3.0 MEMBERS**

Healthy Carolinians of Macon County, Inc. general membership strives to include all concerned individuals and organizational representatives who desire to work to improve the health of the people of Macon County. Membership is based on participation in subcommittee and other work of the Partnership. Hereafter, "members" denotes the general membership of Healthy Carolinians of Macon County, Inc. unless otherwise described.

**3.1 Member Designation, Qualifications, Rights, and Obligations**

**Conditions of Admission and Membership** - Membership shall be granted upon invitation only from the Board of Directors. The nominating committee shall submit nominees for membership to

the Board of Directors for approval.

**Voting Rights and the Manner of Exercising Voting Rights** - Members shall have the right to vote to elect officers at the annual meeting. Voting shall be by written ballot. There shall be no proxy of this voting right. Members shall have no other voting rights.

**The relative rights and obligations of members among themselves, to the corporation, and with respect to the property of the corporation** - Members shall serve the corporation for the purposes set forth in section 1.0 above. Members shall not have any rights or obligations with respect to any property of the corporation.

**The manner of terminating membership in the corporation** - A member shall have the right to terminate membership with or without cause at any given time. By a two-thirds (2/3) vote of the Board of Directors any member may be removed with or without cause.

**The rights and obligations of the members and the corporation upon such termination** - Upon termination of membership, a member shall have no continued involvement in the corporation's business.

**The transferability or nontransferability of memberships** - Membership is nontransferable. This does not preclude members being designated by their position in an organization or agency.

**Any other matters** - None

### **3.2 Annual Meeting**

Healthy Carolinians of Macon County, Inc. full membership shall meet annually at such place and time as the Board of Directors may select. Notice thereof shall be given as may be determined by the Board of Directors. The full membership meeting shall be open to the public. The annual Board of Directors meeting will not be open to the public

### **3.3 Notice of Meetings:**

Notice of the time, date, place and purpose of any meeting of the members of Healthy Carolinians of Macon County, Inc. shall be mailed or delivered by regular postal or electrical means to all members. Notice of any Healthy Carolinians of Macon County, Inc. membership meeting shall be given not less than ten (10) and no more than thirty (30) days prior to the date of such meeting. A public notice will be submitted to the newspaper of general circulation.

### **3.4 Special Meetings:**

Special meetings of the general membership may be called at any time by the Board of Directors, upon not less than seven (7) days written notice. Business to be conducted at the special meeting shall be summarized in the notice of the meeting.

### **3.5 Annual Review of Membership:**

The Board of Directors shall conduct an annual review of the membership roster following each annual meeting. The Board of Directors shall recruit members as needed to maintain a fair and equitable balance of representation from the following constituents: community representatives; business, industry and government representatives; health provider/organization representatives; and non-profit organization representatives.

## **4.0 BOARD OF DIRECTORS**

### **4.1 General Powers:**

The affairs of Healthy Carolinians of Macon County, Inc. shall be conducted by its Board of Directors.

#### **4.2 Qualifications:**

The number of directors shall not exceed 13, with a minimum of 9. Each director shall hold office for three (3) years following his election and until his successor shall have been elected and qualified. Any board member may be re-elected to subsequent terms. These provisions shall take effect with the terms beginning in 1998 or thereafter. The Macon County Health Director or designee is a standing member of the Board of Directors. The Program Director shall be a board member with no voting rights. It is desired that the following organizations have representation on the Board of Directors: Macon County Board of Health, Angel Medical Center, Highlands-Cashiers Hospital, Macon County School System Administration, Macon Program for Progress, Macon County Department of Social Services, Smoky Mountain Mental Health, Macon County Ministerial Association. It is also desired to have participation from the Board of Education, local business and/or business organizations, and institutions of higher learning. The intent of board membership is to represent a diversity of backgrounds and institutions. No Board of Directors shall be spouses, siblings, or parents.

#### **4.3 Vacancy:**

Any vacancy occurring in the Board of Directors shall be elected by the members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

#### **4.4 Compensation:**

No salary or compensation shall be paid to the Directors for performance of their duties as Directors.

#### **4.5 Resignation:**

A Director may resign from membership on the Board of Directors at any time by giving notice of his resignation in writing addressed to the Chairman or Secretary of Healthy Carolinians of Macon County, Inc. or by presenting his written resignation in person at annual, regular or special meeting of the Board.

#### **4.6 Removal:**

Two-thirds (2/3) of the Board may remove any Director with or without cause upon notice to such Director and to the Board of Directors.

#### **4.7 Failure to Attend Regular Meetings:**

Any member of the board who is unable to attend a meeting shall, in writing addressed to the chairperson or secretary, state the reason for his or her absence; if the reason is accepted by the board, the director's absence shall be excused. If the director has three consecutive unexcused absences, his or her resignation shall be deemed to have been tendered and accepted.

#### **4.8 Meetings:**

Regular Healthy Carolinians of Macon County, Inc. board meetings shall be held on a quarterly basis. Special meetings of the Board of Directors may be called by or at the request of the chairperson or three or more of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, within Macon County, as the place for holding such special meeting. The annual meeting of the Board of Directors shall coincide with the annual full membership meeting. The annual meeting of the Board of Directors shall not be open to the

public. Steering Committee members will be invited to Board of Directors meetings, but will not be voting members.

#### **4.9 Notice of Meetings:**

Notice of the time, date and place, and as to special meeting, the purpose of annual, regular or special meetings of the Board of Directors and all Committees shall be mailed by regular postal or electrical means or delivered to each member of the Board of Directors or such committee. As to special meetings, no business other than that stated in such notice shall be transacted. Notice of an annual or regular meeting shall be mailed not less than ten (10) or more than thirty (30) days prior to the date of the meeting. Notice of any special meeting shall be mailed not less than seven (7) or more than thirty (30) days prior to the date of such meeting. Any member of the Committee or Director may waive notice of any meeting. The attendance of a Director or Committee member at a meeting shall constitute waiver of notice of such meeting.

#### **4.10 Quorum:**

At all meetings of the Board of Directors, a majority of Directors then in office shall be present in person (including at least one officer) or by proxy in order to constitute a quorum for the transaction of business; provided that any number not less than a quorum shall have the power to adjourn the meeting to a later fixed time and place.

#### **4.11 Vote:**

At all meetings of the Board of Directors, each Director, with exception to the Program Director, shall have one vote. At any meeting, a majority vote by Directors present in person shall be required to take any action.

### **5.0 OFFICERS**

#### **5.1 Officers:**

The officers of Healthy Carolinians of Macon County, Inc. shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.

#### **5.2 Election, Qualification and Term of Office:**

The officers of Healthy Carolinians of Macon County, Inc. shall be Directors, nominated by Nominating Committee, and shall be elected annually by full membership at the annual meeting. Officers shall serve for a term of one (1) year and be able to serve two (2) consecutive terms. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

#### **5.3 Resignation, Vacancy, and Removal:**

If an office shall become vacant, a successor shall be nominated by the Nominating Committee and elected to fill the unexpired term by the Board of Directors at a regular meeting, provided that notice of such nomination and election shall have been given. Any officer may resign at any time by giving written notice to the Chairman or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it. An elected or appointed officer may be removed at any time by the Board by a two-third (2/3) vote of the full Board.

#### **5.4 Chairperson:**

The Chairperson shall preside at all meetings of the Board of Directors and of its Executive Committee and shall perform such other functions as ordinarily pertain to the position of Chairperson or as may be prescribed by the Board of Directors

#### **5.5 Vice Chairperson:**

During the absence or inability of the Chairperson, the duties, responsibilities and functions of the Chairperson shall be performed and carried out by the Vice-Chairperson. When so acting, the Vice-Chairperson shall have all the powers and be subject to all the responsibilities given or imposed upon the Chairperson. The Vice-Chairperson shall perform such other functions as ordinarily pertain to the position of Vice Chairperson or as may be prescribed by these Bylaws or the Board of Directors. Also, the Vice-Chairperson will serve as Chair of the Steering Committee. If both the Chairperson and Vice Chairperson are unavailable to preside at a meeting, of the Board of Directors, the Directors attending a meeting shall select a Director to so preside at such meeting.

#### **5.6 Secretary:**

The Secretary shall be responsible for maintaining minutes of the meetings of Healthy Carolinians of Macon County, Inc. and shall perform such other functions as ordinarily pertain to the position of Secretary. The Secretary shall appoint a minutes-taker and shall keep the minutes of the Board and Executive Committee. The Secretary shall also perform such other functions as may be delegated by the Board of Directors or as may be prescribed by these Bylaws.

#### **5.7 Treasurer:**

The Treasurer shall be responsible for tracking all funds of Healthy Carolinians of Macon County, Inc. The Treasurer shall also see that any accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation and, further, that reports of such transactions are presented to the Board of Directors at all regular quarterly meetings of the Board. The Treasurer shall cause deposit of the funds only in banking institutions approved as depositories of such funds by the Board of Directors or the Executive Committee and shall disburse said funds only in accordance with the policies fixed from time to time by the Board of Directors. The Treasurer shall also perform such other functions as ordinarily pertain to the position of Treasurer, as may be delegated or as may be prescribed by these or the Board of Directors.

#### **5.8 Bonding:**

At the discretion of the Directors, the Treasurer and/or any other officer or employee of Healthy Carolinians of Macon County, Inc. shall be bonded.

#### **5.9 Other Employees or Agents:**

The Directors may employ or authorize the employment of such other advisors, agents and employees as shall be considered necessary or advisable for the conduct of the affairs of Healthy Carolinians of Macon County, Inc. and shall assign their duties and fix or approve their compensation.

#### **6.0 EXECUTIVE COMMITTEE**

## **6.1 Composition:**

The Board of Directors, by resolution adopted by a majority of the directors may designate and appoint an Executive Committee which shall consist of the in office Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and one additional Board member.

## **6.2 Powers and Duties:**

The Executive Committee shall have all the powers and duties of the Board of Directors when the Board is not in session except that it shall not have authority as to the following matters:

- a. The dissolution, merger or consolidation of Healthy Carolinians of Macon County, Inc.; the amendment of the charter of the corporation; or the sale, lease, or exchange of all or substantially all of the property of Healthy Carolinians of Macon County, Inc.
- b. The designation of any other committee.
- c. The amendment or repeal of the bylaws, or the adoption of new by-laws.
- d. The amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repeatable; and
- e. Any other matters that the Board of Directors may from time to time by resolution specifically reserve to itself.

## **6.3 Quorum:**

A majority of the Executive Committee shall constitute a quorum at any meeting. Unless otherwise specified, action at a meeting of the Executive Committee shall be by majority of the quorum.

## **6.4 Meetings:**

The Executive Committee shall meet at the call of the Chairperson of Healthy Carolinians of Macon County, Inc. Meetings may be conducted by conference call or other electronic means so long as all members of the quorum can speak to the group and can hear all deliberations.

## **6.5 Notice of Meetings: :**

Notice of each meeting of the Executive Committee shall be given not less than ten (10) or more than thirty (30) days prior to the date of the meeting and shall be mailed or delivered by regular postal or electrical means to the committee members.

## **7.0 STEERING COMMITTEE**

The Vice-Chair of the Board of the Directors will chair the Steering Committee. Membership will be made up of the chairpersons from the 8 standing subcommittees. The Program Director and Board of Directors will be invited to all Steering Committee meetings. Steering Committee meetings will be held five (5) times yearly with a preference to meet bimonthly

## **8.0 SUBCOMMITTEES**

The Board of Directors may also establish Subcommittees with the concurrence of the Board of Directors, for special tasks as circumstances warrant. A subcommittee shall limit its activities to the accomplishment of the task for which it was established, and it shall have only those powers that are expressly conferred upon it by the Board of Directors. When the task is completed, the

subcommittee shall be automatically dissolved and its members discharged; provided that the Board of Directors may dissolve a subcommittee at any time.

### **8.1 Subcommittee Chairs:**

Subcommittee chairs shall be appointed by the members of the subcommittee, except in the case of the Finance Committee, where the Treasurer will serve as chairperson, and the Personnel Committee, where the Health Director or designee will serve as chairperson.

### **8.2 Subcommittee Meetings:**

Meetings of Subcommittees will be held at a time and place agreed upon by individual Subcommittee members.

## **9.0 NOMINATING COMMITTEE**

The Nominating Committee, appointed by the Board of Directors, shall present as necessary, prior to the annual meeting or at such other times as requested by the chairperson, names of candidates for election as Directors and Officers of Healthy Carolinians of Macon County, Inc. The Nominating Committee shall present suggestions for members to the Board of Directors. The Nominating Committee shall be made up of 2 Board of Directors and 3 members of the full membership who are not Board of Directors. The Board of Directors designates one of the five as chairperson of the Nominating Committee. The Nominating Committee:

- a. Seeks input from full membership and Board of Directors for suggestions of individuals to serve as members, directors, and officers
- b. Ensures that each nominee agrees to perform the duties of the office for which he/she is nominated
- c. Nominates one individual for each Director vacancy and office - Chair, Vice Chair, Secretary, and Treasurer
- d. Presents the slate of officers to the full membership at a scheduled meeting of the full membership

## **10.0 FINANCE COMMITTEE**

The Finance Committee shall be chaired by the Treasurer of the Board of Directors and shall consist of not less than three (3) members from the Board of Directors. The function of the Finance Committee is to review and consider all fiscal and budgetary matters affecting Healthy Carolinians of Macon County, Inc., including fundraising and grant activities, and to make recommendations to the Board of Directors regarding fiscal and budgetary matters as well as to recommend an auditor for the books and records and receive and review all audits and reports of the Corporation.

## **11.0 PERSONNEL COMMITTEE**

The Personnel Committee shall be chaired by the Macon County Health Director or designee and shall consist of not less than three (3) members from the Board of Directors. The function of the Personnel Committee is to review and consider all personnel matters affecting Healthy Carolinians of Macon County, Inc. and to make recommendations to the Board of Directors regarding personnel matters as well as to recommend contents of employment contractual relationship with outside organizations.

## **12.0 MEMBERSHIP COMMITTEE**

The Membership Committee will be made up of not less than three (3), but no more than five (5) members from the general membership. The Membership Committee will recruit new members, review retention issues of the general membership and provide orientation for new members.

## **13.0 CONTRACTS, CHECKS AND DEPOSITS AND FUNDS**

### **13.1 Contracts:**

The Board of Directors may authorize any officer or officers, agent or agents of Healthy Carolinians of Macon County, Inc., to enter into any contract or execute and deliver any instrument in the name of and on behalf of Healthy Carolinians of Macon County, Inc. and such authority may be general or confined to specific instances.

### **13.2 Checks, Drafts, etc:**

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Healthy Carolinians of Macon County, Inc. shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **13.3 Deposits:**

All funds of Healthy Carolinians of Macon County, Inc. shall be deposited to the credit of Healthy Carolinians of Macon County, Inc. in such banks, trust companies or other depositories as the Board of Directors may select.

### **13.4 Gifts:**

The Board of Directors may accept on behalf of Healthy Carolinians of Macon County, Inc. any contribution, gift, bequest or device for the general purposes or for any special purpose of Healthy Carolinians of Macon County, Inc.

## **14.0 BOOKS AND RECORDS**

Healthy Carolinians of Macon County, Inc. shall keep correct and complete records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. Any members, or his agent or attorney may inspect the tax return, form 990 and any audits or reviews of Healthy Carolinians of Macon County, Inc. for any proper purpose at any reasonable time.

## **15.0 FISCAL YEAR**

The fiscal year of Healthy Carolinians of Macon County, Inc. shall be the fiscal year basis, July 1 through June 30.

## **16.0 DUES**

Members of Partnership shall pay no dues for Healthy Carolinians of Macon County, Inc.



## **17.0 RULES**

At all regular and special meetings of the Board of Directors and committees, Roberts' Rules of Order, as may from time to time be amended, shall govern the procedure of such meetings.

## **18.0 WAIVER OF NOTICE**

A waiver of any notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the waiver for holding a meeting, shall be deemed equivalent to the giving of such notice.

## **19.0 INDEMNIFICATION**

Any person who at any time serves or has served as a member of the Board of Directors, officer, employee, agent or committee member of Healthy Carolinians of Macon County, Inc., or in such capacity at the request of Healthy Carolinians of Macon County, Inc. for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by Healthy Carolinians of Macon County, Inc. to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by that person in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and including any derivative action or proceeding on behalf of Healthy Carolinians of Macon County, Inc., seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. In no event, however, shall there be any indemnification when Healthy Carolinians of Macon County, Inc. itself brings any of the above proceedings upon specific authorization of the Board of Directors or if the actions of the member were intentional or malicious, unless the Board of Directors subsequently specifically determines indemnification to be appropriate.

The Board of Directors of Healthy Carolinians of Macon County, Inc. shall take all such action as may be necessary and appropriate to authorize Healthy Carolinians of Macon County, Inc. to pay the indemnification required by this by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due and giving notice to, and obtaining approval by, the members of Healthy Carolinians of Macon County, Inc..

Any person who at any time after the adoption of this by-law serves or has served in any aforesaid capacities for or on behalf of Healthy Carolinians of Macon County, Inc. shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this by-law.

## **20.0 AMENDMENTS**

These and the Articles of Incorporation may be amended, altered, or repealed by a two-third (2/3) vote of all Directors at any regular or annual meeting of the Board of Directors or at a special meeting, if at least one regularly scheduled meeting prior notice is given of the intention to take such action, thereof for that purpose. Notice of such amendment, giving the wording of the change proposed to be made therein shall be given to each Director along with the notice of the regular or special meeting at which the proposed change is to be submitted.

## **21.0 CONFLICT OF INTEREST**

Members of the Board of Directors, committees, and/or full membership shall not have any undisclosed conflicts of interest with Healthy Carolinians of Macon County, Inc.