

## **Charter for the Texas Indigent Health Care Association**

**To promote, in conjunction with the Texas Conference of Urban Counties, and the cooperation of the Texas Association of Counties, a forum for developing collaborative nonpartisan representation, advice and technical expertise on Indigent Health Care issues, the Texas Indigent Health Care Association, is hereby established and shall be organized as an unincorporated affiliate of the Texas Conference of Urban Counties as follows:**

**Article I – Name**The name of this organization shall be the Texas Indigent Health Care Association.

### **Article II – Purposes**

The Texas Indigent Health Care Association is established for the following purposes:

- A. To serve as a forum for the development of a united voice for all entities relative to their responsibilities under Chapter 61, Health and Safety Code.
- B. To provide representation, advice and technical expertise on indigent health care issues during policy discussions conducted by local governing boards and state county government associations.
- C. To serve as a source of news and information on indigent health care.
- D. To strengthen dialogue and networking among professionals managing the delivery of indigent health care services.
- E. To provide quality education offerings to association members and others involved in the delivery of indigent health care services.
- F. To promote opportunities and maximize resources for organizations providing indigent health care services.
- G. To serve as a source for technical assistance and peer review for indigent health care services in the State of Texas.

### **Article III – Members**

#### **Section 1. Eligibility for Membership.**

Entities with responsibilities under Chapter 61, Health and Safety Code, are eligible for membership in the Texas Indigent Health Care Association.

#### **Section 2. Dues and Membership Categories.**

Annual membership dues for the Texas Indigent Health Care Association shall be as follows:

- Standard Membership: \$200
- Charter Membership: \$500

Members shall receive a discount on registration for the annual conference.

Dues shall be payable each year on the last day of January.

**Section 3. Delinquency of dues.**

A member shall be considered in good standing when dues are paid on time. If dues are not paid within two months after the due date, membership shall be forfeited. Upon full receipt of payment, membership shall be reinstated.

**Section 4. Representatives.**

Each member shall appoint a membership representative to the Association. Each representative shall serve until a successor is appointed by the governing body of the respective member political subdivision, or as otherwise determined by the governing body of the member. Any such appointment shall be made in writing. Any notice to be sent to the membership shall be sent to the respective representatives. Only duly appointed representatives may act on behalf of members in the conduct of business of the Association.

**Section 5. Voting.**

In order to be eligible to vote at the association's annual meeting, an individual must be employed by a member in good standing. Each member of the Association shall be entitled to one vote, to be cast by the member's representative, on all matters voted upon by the Membership as decided by the Board of Directors. Proxy voting will be permitted, but only if a written proxy is presented to the Chair prior to the call for a vote.

**Article IV – Officers**

**Temporary provision.**

The Board of Directors will be elected at the first organizational meeting for the Association and will serve until the first annual meeting.

**Section 1. Election of officers.**

The officers, except for the chair, shall be elected at the Association's annual meeting; the Chair shall be the Chair-Elect for the previous term of office. They shall take office following the adjournment of the meeting at which they are elected. Elected officers shall serve a term of two years or until their successors are elected. A majority vote of member representatives, registered at the annual meeting, is required to elect the Association officers.

Following the election of Directors at the Association's first annual meeting, the Board of Directors will self-determine which five (5) Board seats shall serve for a three-year term, and which six (6) Board seats shall serve for a two-year term; thereafter, successors to directors whose terms expire will be elected and serve for two (2) year terms and until

their qualified successors are elected. Notwithstanding, a Director shall not be precluded from being re-elected and serving more than one term.

## **Section 2. Duties of Officers.**

The elected officers of the Texas Indigent Health Care Association shall be a Chair, Chair-Elect and Secretary.

### **A. Chair.**

The Chair shall be the chief executive officer of the Texas Indigent Health Care Association and shall serve a two-year term. The Chair shall serve as Chair of the board of directors and preside over the annual meeting. The Chair shall have the power to appoint committees subject to the approval of the board of directors. The Chair shall submit a yearly budget for adoption by the board of directors.

### **B. Chair-Elect.**

In addition to other duties assigned by the Chair or board of directors, the Chair-Elect shall work closely with the Chair during any public policy discussions undertaken by the association relating to indigent health care. It shall be the duty of the Chair-Elect to preside at all meetings when the Chair is not present, and to assist the Chair in carrying out the duties of the office of the Chair.

### **C. Secretary.**

In addition to other duties assigned by the Chair or board of directors, the secretary shall keep accurate records of membership and board of director meetings and shall work closely with the Chair to plan and provide quality education programs for association members.

## **Article V – Meetings**

### **Section 1. Annual meeting.**

An annual meeting of the Texas Indigent Health Care Association shall be held for the purpose of election of officers and directors and consideration of amendments to association bylaws. The meeting agenda may include reports by officers, the board of directors and committees, and any other business that shall properly come before the meeting. Notice of the annual meeting accompanied by a detailed agenda shall be sent to members at least thirty (30) days prior to the date of the meeting.

### **Section 2. Special meetings.**

Special meetings may be called by the board of directors, provided that notice of such meetings shall be postmarked to the member representative of all members in good

standing at least fifteen (15) days prior to the date of the meeting. Notice shall include the specific business to be conducted at the special meeting.

### **Section 3. Quorum.**

#### **A. Membership meetings.**

A quorum of any meeting of the association shall exist when all members have been duly notified of the time and place of the meeting and representation from at least one third (1/3) of the members are in attendance; provided that at least a majority of members of the board of directors are present. The quorum for the annual meeting shall be a majority of those registered for the meeting.

#### **B. Board of Directors Meetings.**

A quorum for meetings of the board of directors shall be a majority of the officers and directors.

#### **C. Committee Meetings.**

A quorum of any meeting of a committee shall exist when all committee members have been duly notified of the time and place of the meeting and at least 50% of the committee members (or their designees) are in attendance.

## **Article VII: Board of Directors**

### **Section 1. Composition.**

There shall be a Board of Directors, referred to hereafter as the Board. The Board shall consist of the elected officers, the immediate past Chair and seven (7) directors elected at the annual meeting. The directors shall be elected for a term of two (2) years or until their successors are elected. A member of the staff of the Texas Association of Counties and the Texas Conference of Urban Counties shall serve as an ex-officio member of the Board.

### **Section 2. Responsibilities.**

The Board shall be responsible for the management and administration of the Texas Indigent Health Care Association in all respects and for all purposes. The Board shall have the power to conduct the business of the Association except that which is retained by the membership as provided by their bylaws. The Board shall be responsible for adoption of the annual budget.

### **Section 3. Vacancies.**

If a Directorship becomes vacant a majority of the Board shall select an eligible membership representative, in accordance with this Charter, to serve during the remainder of the term for which the vacating Director was elected. In the event a vacancy should occur in the office of Chair, the Chair-Elect shall succeed to the office of Chair. Vacancies among directors shall be filled by the Board for the remainder of the term.

### **Section 4. Board of Director Meetings.**

Board of director meetings shall be held at least twice a year. The Chair shall make notice of regular board meetings at least forty-five (45) days in advance.

### **Section 5. Special Meetings of the Board of Directors.**

The Chair or any three (3) directors may call special meetings of the board of directors. Notice of the special meeting shall be sent to directors at least five (5) days prior to the date of the meeting and shall state the purpose of the meeting.

## **Article VIII – Committees**

### **Section 1. Purpose.**

The purpose of any committee established shall be to provide information and recommend a course of action to the Board on matters relevant to the business of the Association.

### **Section 2. Establishment.**

The Board may establish such committees, and appoint representatives thereto from among the Membership, as it deems appropriate.

## **Article IX – Dissolution or liquidation**

### **Section 1. Dissolution or liquidation.**

In the event of the dissolution or final liquidation of the Association, after paying or making provisions for payment of all liabilities, the remaining assets will be distributed equally between all members in good standing.

## **Article X – Amendments**

### **Section 1. Amendments.**

These bylaws may be amended by a two-thirds vote at any annual or special meeting, provided that written notice of the proposed amendment shall have been given to the membership at least 30 days prior to the meeting.

**Section 2. Effective date of amendments.**

Amendments to these bylaws shall take effect at the adjournment at which they are adopted unless otherwise provided.

Last Amended: 11/2007