

**HCAO BYLAWS**

**Revision 07**

**2015-05-30**

Table of Contents

ARTICLE I. PURPOSE .....4

    Section 1. Purpose.....4

ARTICLE II. HCAO MEMBERSHIP .....4

    Section 1. Types of Membership .....4

    Section 2. HCAO Membership Requirements .....4

    Section 3. HCAO Organization and Local Chapter Duties .....4

    Section 4. HCAO Organization and Local Chapter Powers.....5

    Section 5. HCAO Membership at Large Powers.....5

    Section 6. Removal of HCAO Members.....5

    Section 7. Resignation of HCAO Members.....6

    Section 8. Quorum for HCAO Meetings .....6

    Section 9. Decision-Making and Voting.....6

    Section 10. No Proxy Voting.....6

    Section 11. HCAO Meetings .....6

ARTICLE III. BOARD OF DIRECTORS .....7

    Section 1. Composition of the Board .....7

Section 2. Board Duties .....	7
Section 3. Number of Directors.....	8
Section 4. Terms of Directors .....	8
Section 5. Selection of Directors .....	8
Section 6. Removal of Directors .....	8
Section 7. Resignation of Directors .....	8
Section 8. Filling Vacancies.....	9
Section 9. Quorum for Board Meetings .....	9
Section 10. Decision-Making and Voting.....	9
Section 11. No Proxy Voting.....	9
Section 12. Remote Meetings .....	9
Section 13. Notice of Meetings .....	9
Section 14. Decisions Without Meeting.....	10
Section 15. Authority of Directors.....	10
ARTICLE IV. OFFICERS .....	10
Section 1. Officers.....	10
Section 2. Election and Term of Office.....	10
Section 3. Removal of Officers .....	10
Section 4. Filling Vacancies.....	11
Section 5. President.....	11
Section 6. Vice-President.....	11
Section 7. Secretary.....	11
Section 8. Treasurer .....	12
ARTICLE V. COMMITTEES .....	12

Section 1. Establishment .....	12
Section 2. Committee Composition .....	12
Section 3. Committee Duties.....	13
Section 4. Terms of Committee Members .....	13
Section 5. Standing Committees .....	13
ARTICLE VI. HCAO CHAPTERS .....	14
Section 1. Purpose.....	14
Section 2. Membership Status .....	14
Section 3. Names.....	15
Section 4. Functions .....	15
Section 5. Organization .....	15
Section 6. Administrative Relation to HCAO .....	15
Section 7. Coordination with HCAO .....	15
Section 8. Autonomous Chapter Activities.....	16
ARTICLE VII. MISCELLANEOUS PROVISIONS.....	16
Section 1. Compensation of Officers and Directors .....	16
Section 2. Conflict of Interest.....	16
Section 3. Non-Discrimination.....	16
Section 4. HCAO shall not endorse candidates .....	16
ARTICLE VIII. AMENDMENTS.....	16
Section 1. Articles of Incorporation and By-Laws07.....	16

## ARTICLE I. PURPOSE

### Section 1. Purpose

To work for an affordable, comprehensive, publicly funded, high quality universal health care system serving everyone in Oregon and the United States.

## ARTICLE II. HCAO MEMBERSHIP

### Section 1 Types of Membership:

- A) Organization: an existing organization not formed exclusively for HCAO purposes.
- B) Local Chapter: a group of individuals within a community who have formed exclusively as an HCAO body.
- C) Members At Large: individuals who support HCAO.

### Section 2. HCAO Membership Requirements

- A) Organization and Local Chapter Members shall:
  - i) Agree to the HCAO Mission Statement
  - ii) Fulfill the terms of the membership agreement
  - iii) Encourage their members to participate in HCAO structures and activities
  - iv) Communicate to HCAO the priorities and concerns of their constituencies
  - v) Assist HCAO with outreach and advocacy efforts to their constituencies.
  - vi) Make annual contributions to HCAO, including a non-financial option, according to guidelines adopted by the HCAO Board of Directors.**
- B) Members At Large shall:
  - i) Agree to the HCAO Mission Statement.
  - ii) Participate in HCAO structures and activities, locally and/or statewide.
  - iii) Commit to one or more of the following: making a financial contribution to HCAO; working with one or more HCAO state-wide committees; organizing/supporting a Local Chapter raising awareness of and support for HCAO groups to which they belong.

### Section 3. HCAO Organization and Local Chapter Duties

- A) Organization and Local Chapter Members, as defined in Article II, Section 1 A and B, shall:
  - i) Provide guidance to the Board regarding HCAO's direction and policies.
  - ii) Adopt and amend Bylaws.
  - iii) Establish membership requirements.
  - iv) Elect and, if necessary, remove Directors and Officers.

- v) Elect members of the Nominations and Elections Committee pursuant to the Bylaws.
  - vi) Review and provide guidance concerning the organization's budget.
- B) Such Members shall perform other functions not assigned elsewhere that HCAO Members deem appropriate.
- C) Each HCAO Member Organization or Local Chapter shall have the authority to appoint and remove its delegate to HCAO meetings in compliance with the HCAO membership agreement.

#### Section 4. HCAO Organization and Local Chapter Powers

HCAO Members as defined in Article II, Section 1 A and B, are legally “voting members” and as such shall have the power to elect and also to remove Directors of HCAO and to vote on any amendments to the By-Laws or articles, including any which would alter the qualification, selection, removal, obligations, rights or powers of HCAO Members, and to vote on any other matters properly put before them by the Board for an advisory vote. HCAO Members do not have the power to make binding or enforceable decisions on matters reserved for the Board, including adopting budgets, authorizing expenditures, setting policies or determining HCAO's programs and activities.

#### Section 5. HCAO Members At Large Powers:

- A) Members At Large are non-voting at Member meetings, but may attend as observers and make nominations from the floor.
- B) Members At Large may recommend individuals for nomination to the Nominations and Elections Committee.
- C) Members At Large are eligible for nomination, election or appointment to HCAO offices, including Board membership, Committee Chairship, Officer positions, and membership of the Nomination and Elections Committee.
- D) Members At Large may provide advice to the Board and to HCAO Committees regarding HCAO’s direction, policies, and activities.

#### Section 6. Removal of HCAO Members

- A) Members may be removed by at least a two-thirds vote of the Board, not including the member subject to removal, for one of the following reasons:
- i. Failure to fulfill the terms of membership.
  - ii. Conduct which adversely affects HCAO's best interests or conflicts with HCAO's mission.

B) The Board shall provide timely notice to a Member whose status is considered for revocation and an opportunity to respond to the reasons for the proposal.

#### Section 7. Resignation of HCAO Members

Any Member may resign at any time by sending or delivering a written resignation to the Secretary.

#### Section 8. Quorum for HCAO Meetings

A quorum shall consist of the presence **of 20% of Voting Members.**

#### Section 9. Decision-Making and Voting

A) All participating HCAO Organization and Chapter Members, as defined in Article II, Section 1 A and B, shall make decisions at HCAO Member meetings.

B) Insofar as possible HCAO shall use consensus decision-making process. Presiders shall clearly state consensus decision prior to recording in meeting minutes. A consensus decision shall have the same force as any majority or super-majority vote.

C) The President may call for a vote in consultation with Members when a decision is necessary and consensus is unreachable.

- i) The President does not cast a vote unless there is a tie.
- ii) Each Member has one vote.

#### Section 10. No Proxy Voting

Proxy voting is prohibited.

#### Section 11. HCAO Meetings

A) Annual Meetings of HCAO Members shall be held at a date, time and location to be determined by the Board.

B) HCAO shall meet at least twice annually, including the Annual Membership Meeting.

C) Written notice of the Annual Meeting must be sent by first class mail, fax or email, as directed by the Member, to all HCAO Members entitled to receive notice, at the address, email or fax number provided by the Members or as it appear in the corporate records, at least 15 days in advance of the meeting.

D) Special Meetings of HCAO Members may be called by the President, Board or by at least 20% of HCAO Members. Notice for a Special Meeting must be mailed by first class mail, email or fax

as directed by the individual HCAO member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special Meeting is called may be considered at the meeting

### **ARTICLE III. BOARD OF DIRECTORS**

#### **Section 1. Composition of the Board**

A) The Board shall consist of:

- i. Officers.
- ii. Chairs of standing committees required by these By-Laws.
- iii. Constituency Representatives who will help build alliances with specific constituencies and shall strive to include one representative each from:
  - iii.a) Organized labor.
  - iii.b) Health care practitioners.
  - iii.c) Small business.
  - iii.d) Education.
  - iii.e) Communities of faith. Communities of color. Communities whose constituents experience significant barriers to health care.
- iv. Geographic Representatives who will help build regional support, represent and assist Members At Large, and shall whenever possible include one representative each from:
  - iv.a) Region 1 (Valley): Benton, Linn, Marion and Polk counties;
  - iv.b) Region 2 (Cascades-East): Baker, Crook, Deschutes, Gilliam, Grant, Harney, Hood River, Jefferson, Klamath, Lake, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, Wasco and Wheeler counties;
  - iv.c) Region 3 (Northwest): Clatsop, Columbia, Lincoln, Tillamook and Yamhill counties;
  - iv.d) Region 4 (Southwest): Coos, Curry, Douglas, Jackson, Josephine and Lane counties;
  - iv.e) Region 5 (Metro): Clackamas, Multnomah and Washington counties.

B) Directors may represent more than one Board membership category, e.g. represent a particular constituency as well as serve as committee chair or Officer.

#### **Section 2. Board Duties**

All corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of the corporation managed under the direction of the Board, subject to any limitation set forth in the Articles of Incorporation. The Board is responsible for direct management and conduct of daily operations of the Corporation. Under guidance from HCAO Members, the Board shall:

- A) Establish, implement and maintain HCAO policies and strategies, review and change them as necessary to achieve HCAO's mission.
- B) Oversee activities; supervise staff; establish, implement and review a Conflict of Interest Policy.
- C) Secure necessary funds, authorize expenditures, oversee financial affairs including assets and property, be responsible for financial review.
- D) Approve HCAO membership applications; engage membership in strategies that include building a strong grassroots organization, approve the membership applications of organizations and Chapters, ensure valued and inclusive membership in HCAO, full participation of Directors and compliance with relevant federal state laws and regulations.
- E) Report progress regularly to HCAO Members.

### Section 3. Number of Directors

The Board shall have no fewer than five (5) and no more than nineteen (19) Directors.

### Section 4. Terms of Directors

Directors shall serve two year terms. However, unless they formally resign or are removed from office, Directors shall remain in office until their successors are properly elected, designated or appointed.

### Section 5. Selection of Directors

Directors shall be elected at the Annual Meeting of HCAO except that committee chairs shall be appointed to the Board by the President in consultation with the Executive Committee from among Directors or other committed persons recommended by HCAO members.

### Section 6. Removal of Directors

Directors may be removed with or without cause by a two-thirds vote of HCAO Members. Timely notice must be given in advance stating that the removal of a Director is to be considered.

### Section 7. Resignation of Directors

Any Director may resign at any time by sending or delivering a written resignation to the President and Secretary.



## Section 8. Filling Vacancies

The Board may appoint new Directors to fill any vacancies on the Board. A Director appointed to fill a vacancy shall serve only until the next regular election of Directors, at which time the Director must be elected by HCAO members in order to remain on the Board.

## Section 9. Quorum for Board Meetings

A quorum shall consist of the presence or participation of a majority of Directors.

## Section 10. Decision-Making and Voting

- A) Insofar as possible the Board and its committees shall use consensus decision-making process. Presiders shall clearly state consensus decision prior to recording in Board and committee minutes. A consensus decision shall have the same force as any majority or super-majority vote.
- B) The President may call for a vote in consultation with Directors when a decision is necessary and consensus is unreachable.
  - i. The President does not cast a vote unless there is a tie.
  - ii. Each Director has one vote even though the Director may represent more than one Board membership category.

## Section 11. No Proxy Voting

Proxy voting is prohibited.

## Section 12. Remote Meetings

Meetings may be conducted with any or all Directors participating by teleconference, videoconference or electronic means enabling real-time communication.

## Section 13. Notice of Meetings

- A) Notice must be given of every Board meeting, stating the date, time and location of the meeting, and the purpose of the meeting if so required by law or these Bylaws. The notice must be given not less than two days in advance of the meeting if delivered by telephone conversation or in person, and not less than seven days in advance if delivered by first class mail, email, or fax to an address provided by the individual Director.
- B) Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed times and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date and location of the meeting.

The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

#### Section 14. Decisions Without Meeting

The Board may make any decision or take any action within its power without a meeting by calling for a vote via email or written delivered vote. Any decision that the Board may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all Directors on a "Unanimous Consent Resolution." A clearly stated motion must be sent to all Directors by mail, email or fax, with clear instructions that this process requires 100% of Directors to vote "Yes" for the motion to pass. If the motion is sent by mail or fax, then it must be signed and returned by mail or fax by each Director. If the motion is sent by email then each Director must send their vote by email in reply, in which case no signature is necessary. Motions are adopted and effective on the date that all Directors have responded with an affirmative vote. If any Director votes "No," abstains or fails to vote, then the motion does not pass. A printed record of each Director's vote must be kept in corporate records.

#### Section 15. Authority of Directors

No Director may act on behalf of HCAO without specific authorization by the Board to do so.

### **ARTICLE IV. OFFICERS**

#### Section 1. Officers

- A) Officers of HCAO serve as Directors.
- B) Officers include:
  - i. President.
  - ii. Vice-President.
  - iii. Secretary.
  - iv. Treasurer.

#### Section 2. Election and Term of Office

Officers shall be elected by HCAO Members at its Annual Meeting, for a term of **two years**. **In the year 2015 only, the Vice President and Treasurer shall be elected to one year terms**. Officers are eligible for reelection. An Officer may not hold two offices concurrently.

#### Section 3. Removal of Officers

Officers may be removed with or without cause by a two-thirds vote of HCAO Members. Timely notice must be given in advance stating that the removal of an Officer is to be considered.

#### Section 4. Filling Vacancies

The Board may appoint new Officers to fill any vacancies. An Officer appointed to fill a vacancy shall serve only until the next regular election, at which time the Officer must be elected by HCAO members in order to remain in office.

#### Section 5. President

- A) The President functions as the principal Officer of HCAO, providing leadership and overseeing all HCAO affairs.
- B) Duties:
  - i. Chair meetings of the Board, Executive Committee and HCAO.
  - ii. Appoint chairs of all standing committees in consultation with Executive Committee.
  - iii. Carry out directives from the Board and HCAO, including appointment of ad-hoc committees.
  - iv. Serve as ex-officio non-voting member of all standing committees.

#### Section 6. Vice-President

- A) The Vice-President assists the President in the performance of the above duties.
- B) Duties:
  - i. Assume President's duties in event of the President's inability to act.
  - ii. Coordinate plans and arrangements for HCAO meetings.
  - iii. Assist with other duties as requested by the President or the Board.

#### Section 7. Secretary

- A) Duties:
  - i. Record and maintain minutes of Board and HCAO meetings and ensure that Board committee minutes are maintained.
  - ii. Arrange for meeting notices in accordance with By-Laws.
  - iii. Maintain all HCAO records, including current database of all Member organizations and their delegates.
  - iv. Sign contracts and other documents approved by Board in absence of President, Vice-President, and in emergency.
  - v. Maintain supporter database.
  - vi. Assist with other duties requested by the President.

- B) The Secretary may delegate some of these duties but remains responsible for their proper completion.

#### Section 8. Treasurer

- A) Duties:
  - i. Manage and control of all funds of HCAO.
  - ii. Prepare and maintain full and accurate financial records.
  - iii. Present financial reports at all Board and HCAO meetings.
  - iv. Disburse funds consistent with approved budget and upon approval of the President.
  - v. Serve as ex-officio as non-voting member of the Finance Committee and assist with development of the annual budget.
  - vi. Assist with other duties as requested by the Board.
- B) The Treasurer may delegate some of these duties but remains responsible for their proper completion.

### **ARTICLE V. COMMITTEES**

#### Section 1. Establishment

- A) The Board may establish standing or ad-hoc committees by resolution of the Board.
  - i. Resolutions must:
    - i.a) Name the committee and its purpose.
    - i.b) Define its duties and authority.
    - i.c) Define how committee chair and members will be appointed, in the case of ad-hoc committees.
  - ii. Resolutions may state any procedures the committee shall use in carrying out its work.
- B) The Board may amend or repeal committee decisions, subject to legal limitations.

#### Section 2. Committee Composition

- A) Each committee shall strive to reflect the diversity and constituencies of HCAO.
- B) All committees except the Executive Committee shall include a chair appointed by the President in consultation with the Executive Committee.
  - i. Committee chairs may be recruited as needed, seeking advice from HCAO Members, and may be selected from among Directors.
  - ii. Upon appointment, standing committee chairs required by these Bylaws become Directors if not previously elected.

- iii. Committee chairs shall strive to recruit vice-chairs, scribes and other members as needed, seeking advice from HCAO Members.

### Section 3. Committee Duties

Committees shall:

- A) Develop, implement, monitor and evaluate plans to carry out assigned duties.
- B) Propose budget for committee activities and monitor committee expenditures.
- C) Coordinate activities with other HCAO activities and report progress regularly to the Board.

### Section 4. Terms of Committee Members

Committee members shall serve one-year terms and are eligible for reappointment.

### Section 5. Standing Committees

#### A) Executive Committee

- i. Powers: The Executive Committee shall have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the Bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which shall be submitted to the full Board.
- ii. Composition: The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer and a Director elected by the Board from the Board Constituency or Geographic Representatives.
  - ii.a) The elected Constituency or Geographic Representative shall serve a one-year term and is eligible for reelection.
- iii. Duties:
  - iii.a) Provide leadership to achieve the mission of HCAO.
  - iii.b) Oversee and monitor HCAO activities.
  - iii.c) Supervise staff.
  - iii.d) Fulfill legal obligations and manage HCAO monies and property.
  - iii.e) Seek advice from HCAO

#### B) Nominations and Elections Committee

- i. Composition: Five members, comprising:
  - i.a) Three HCAO Member representatives to be elected by HCAO Members at the Annual Meeting.
  - i.b) Two Directors appointed by the President in consultation with the Executive

- Committee.
- ii. Nominations and Elections Committee members shall serve one-year terms and are eligible for reelection or reappointment.
  - iii. Duties:
    - iii.a) Administer election of Board officers and Community representatives.
    - iii.b) Conduct extensive, inclusive, recruitment process among member organizations to propose nominees for Officer, Board and Nominations Committee positions.
    - iii.c) Send nominations to HCAO Members in a timely manner prior to the Annual Meeting.
    - iii.d) Advise and assist Board in appointing persons to fill vacancies and ad-hoc committees.

C) Other standing committees shall be:

- i. Communications
- ii. Education
- iii. Finance
- iv. Legislative
- v. Mobilization
- vi. Organizational Development

## **ARTICLE VI. HCAO CHAPTERS**

### Section 1. Purpose

- A) HCAO seeks organized geographical and constituency representation distributed throughout Oregon for maximum effectiveness in promoting its mission, goals and campaigns. Chapters shall be formed to promote such representation at the request of local residents or may be initiated by HCAO organizers.
- B) Non-chapter local groups.
  - i. The formation of HCAO Chapters is not intended to supersede existing local groups. Where such groups exist, new activists are encouraged to join and build them.
  - ii. Encouragement of existing groups notwithstanding, local activists may form new Chapters in areas with existing local groups, for convenience in meeting and organizing, for reaching new potential activists, or for constituency-based reasons, and the Board may approve such Chapters as members.

### Section 2. Membership Status

- A) The Board shall act upon membership applications from Chapters in the same manner as it acts upon all other membership applications.

- B) Chapters that become HCAO Members are subject to the same rights and obligations detailed in Article II (HCAO Membership).

### Section 3. Names

Chapters may call themselves [HCAO Name][Place Name] or choose another name as seems appropriate to their members.

### Section 4. Functions

- A) Chapters shall perform the following functions as their capacity allows:
- i. Seek to recruit new members.
  - ii. Support and participate in HCAO national and state campaigns and legislative action.
  - iii. Conduct educational efforts.
  - iv. Obtain endorsements from groups and individuals.
  - v. Foster effective relationships with other groups and encourage them to join HCAO.
  - vi. Raise funds for HCAO.
  - vii. Publicize HCAO's mission, goals and work.
- B) Chapters may perform other functions that support or promote HCAO in their areas.

### Section 5. Organization

Chapters may organize their activities to meet their local needs, provided that decisions shall be made by consensus or a democratic voting process.

### Section 6. Administrative Relation to HCAO

- A) Officers and committees shall establish procedures for promoting Chapter formation and developing relationships with Chapters, including finances, subject to advice from Chapters and to the approval of the Board. The aim of such relationships shall be the best functioning of HCAO, including the needs of Chapters.
- B) Local Chapters shall not be legal entities of HCAO and HCAO shall not be legally responsible for their financial affairs or activities.

### Section 7. Coordination with HCAO

Chapters shall coordinate local activities with HCAO activities and campaigns. The bulk of Chapter activities should be conducted in support of HCAO's mission, goals, campaigns and other activities.

## Section 8. Autonomous Chapter Activities

- A) Chapter activities and actions that are not part of HCAO campaigns or statewide work shall be identified as conducted by the Chapter and not HCAO as a whole, unless endorsed by the Executive Committee.
- B) Autonomous Chapter activities should be consistent with HCAO mission and goals.

## **ARTICLE VII. MISCELLANEOUS PROVISIONS**

### Section 1. Compensation of Officers and Directors

- A) No Officer or Director shall receive any compensation for fulfilling the responsibilities of an Officer or Director as defined in these By-Laws. Officers and Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.
- B) If an Officer or Director becomes an employee of the Corporation, then the person shall resign from the Board effective with the date of employment.

### Section 2. Conflict of Interest

All Officers and Directors are required to sign the Conflict of Interest policy.

### Section 3. Non-Discrimination

The Corporation does not discriminate for or against any person on the basis of race, ethnicity, nationality, place of origin, religion, sex, gender or gender identity, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

### Section 4. HCAO shall not endorse candidates

## **ARTICLE VIII. AMENDMENTS**

### Section 1. Articles of Incorporation and By-Laws

- A) The Articles of Incorporation or the By-Laws may be amended, altered or repealed as follows: Any HCAO member organization or chapter or the Board may initiate a proposed bylaw amendment. If the proposed amendment is initiated by a member organization or chapter, the proposed amendment shall be submitted to the Board of Directors a minimum of 60 days prior to the next member meeting.
- B) Notice of amendments must be sent to all voting members a minimum of 30 days prior to the next member meeting. Amendments must include the proposed changes.



- C) Properly submitted proposed bylaw amendments shall be voted on by members with voting privileges at the next membership meeting. Passage requires a two-thirds vote of voting members present.