

Bylaws of the National Association of Free and Charitable Clinics

ARTICLE I

NAME AND LOCATION

Section 1.1. Name. The name of this organization shall be the National Association of Free and Charitable Clinics ("NAFC"). The NAFC shall be incorporated as a nonprofit corporation in the State of North Carolina.

Section 1.2. Principal Office. The principal office of the NAFC shall be located in the United States. The directors may change the primary office location from one location to another.

ARTICLE II

PURPOSES

Section 2.1. The purposes of the NAFC are as set forth in the Articles of Incorporation.

ARTICLE III

NATIONAL SCOPE

Section 3.1. The NAFC shall utilize its resources for the purpose of implementing nationally its mission and the policies, positions, directions and goals as adopted by its Board of Directors.

ARTICLE IV

MEMBERSHIP

Section 4.1 Membership Classes. The NAFC may have the following classifications of membership: Clinic, Association and Corporate/Affiliate.

(a) Clinic Membership. All organizations that meet the criteria as defined by the NAFC, from time to time, are eligible to become Clinic Members. Clinic Members have voting rights. Provisional one-year membership, without voting privileges, may be granted to qualifying organizations under appropriate circumstances.

(b) Association Membership. Regional and state free and charitable clinic associations are eligible to become Association Members of the NAFC. Association members have voting rights. Provisional one-year membership, without voting privileges, may be granted to qualifying organizations, under appropriate circumstances.

(c) Affiliate Membership. Businesses, non-profits, individuals or other entities that support NAFC's mission and purposes are eligible to become Affiliate Members. Affiliate members do not have voting rights.

Section 4.2. Admission of members. Admission to membership and determination of membership classification shall be granted based on the meeting of qualifications and payment of dues as determined by the Board of Directors. Disputes or appeals shall be resolved by majority vote of the Board of Directors.

Section 4.3. Removal. Members of any classification may be removed from the membership for cause by a two-thirds vote of the Board of Directors. For these purposes, “cause” shall mean any act or omission that, in the judgment of the Board of Directors, is incompatible with the mission or purposes of the NAFC, or that is detrimental to the NAFC’s reputation, goodwill, or financial interests. Members are expected to be positive ambassadors of the NAFC and its mission, and actions or behaviors that are not courteous, respectful and professional in their dealings with other members, NAFC staff, or others at NAFC-affiliated events shall be considered as cause for removal.

Section 4.4. Resignation. Any member may resign by submission of a written resignation to the NAFC’s Chief Executive Officer. Such resignation shall not relieve the member of the obligation to pay any dues or other charges due and owing at the time of such resignation, nor shall it result in a rebate of dues paid for the current annual period.

ARTICLE V

MEMBERSHIP DUES

Section 5.1. Dues for all classes of membership shall be established by the Board of Directors.

ARTICLE VI

MEMBERSHIP MEETINGS AND VOTING

Section 6.1. Regular Meetings. Meetings of the NAFC membership shall be held at such place, and on such dates, as may be determined by the Board of Directors.

Section 6.2. Special Meetings. Special meetings of the NAFC membership may be called by the Board of Directors at any time, or shall be called by the Board Chair within 30 days after receipt of a written request submitted to the Chief Executive Officer by 10% of the voting members of the NAFC.

Section 6.3. Notice of Meetings. Notice of any meeting of the membership shall be given electronically to the membership.

Section 6.4. Quorum of Members. At any NAFC regular or special meeting of the membership, a quorum shall consist of at least 10% of current, dues-paid members.

Section 6.5. Voting. At all general membership meetings, each Clinic and Associate member shall have one (1) vote. Unless otherwise specified by these Bylaws, a majority of the members present and voting shall govern.

Section 6.6. Voting Electronically or by Mail. In lieu of a meeting, the Board of Directors may authorize an electronic or mail vote to determine the action. At least 10% of eligible NAFC members must cast electronic or mail votes in order to satisfy quorum requirements.

Section 6.7. Cancellation of Meeting. The Board of Directors may cancel or postpone any regular, annual or special meeting upon reasonable notice to the membership.

Section 6.8. Rules of Order. The meetings and proceedings of the NAFC shall be regulated and controlled according to recognized rules of order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

ARTICLE VII
BOARD OF DIRECTORS

Section 7.1. Authority and Responsibility. The affairs of the NAFC shall be governed by, and managed under the authority of, the Board of Directors.

Section 7.2. Size and Composition. The Board of Directors shall consist of no fewer than nine (9) and no more than thirteen (13) voting members.

- (a) If there are nine (9) directors, a minimum of six (6) shall be elected by the members from the clinic membership category. If there are ten (10) or eleven (11) directors, the minimum shall be seven (7), and if twelve (12) or thirteen (13) directors, the minimum shall be eight (8) elected from the clinic membership category.

Of the director positions elected by the Board of Directors, at least one (1) shall be designated for a representative of an Association Member.

- (b) Every attempt shall be made to assure that Board composition includes the competencies, representation (geographic and otherwise), and other attributes that will enhance the Board's capacity to lead NAFC in service to member clinics and the diversity of the patients that they serve. No currently employed staff member is eligible for membership on the Board. Former staff may not serve as a Board member until two years after their staff tenure has ended.

Section 7.3. Term of Office. Directors shall be elected to serve for a term of three (3) years, or until their successors have been elected and assume office. Terms of directors appointed by the Board of Directors, or to fill vacancies, may be adjusted so that approximately one-third of directors' terms expire in a given year. Directors may serve for up to three (3) consecutive three (3) year terms, with the exception of the Immediate Past Chair, whose third term may be extended by one year. Any director who has served three consecutive terms shall be ineligible for re-election until at least one (1) year has elapsed.

Section 7.4. Manner of Election. The Board of Directors shall, in its Governing Policies, establish a process to include a Call for Nominations and screening by a Nominating Committee of candidates for service on the Board.

- (a) Board members elected by the Clinic Membership category: Per section 7.2(a) above, no less than 60% of the Board shall be elected by the members from the clinic membership category. Based upon recommendation of the Nominating Committee, the Board of Directors shall approve and recommend to the members a list of nominees to fill vacancies for Board positions in the clinic membership category. A ballot with all candidates listed shall be sent electronically to each member and members will be asked to vote to fill any open Board positions within fourteen (14) days.
- (b) Any seats on the Board of Directors in addition to those held by members from the clinic membership category (per provision 7.2(a) above) may be elected directly by affirmative vote of the majority of all directors.

Section 7.5. Attendance Requirement. A director who fails to attend one-third or more of the Board's regularly scheduled meetings in a calendar year shall be automatically removed from the Board. Exceptions to such automatic removal may be made by majority vote of the remaining directors only in cases of extenuating circumstances.

Section 7.6. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term.

Section 7.7. Removal. With the exception of a director who fails to meet the attendance requirement as stipulated in provision 7.5 above, a director elected by the members, or a director elected by the Board of Directors to fill a vacancy of a director elected by the members, may only be removed by the membership. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. A director elected by the Board of Directors, with the exception of one elected to fill a vacancy of a director elected by the members, may be removed for cause by affirmative vote of two-thirds of the remaining directors. Cause for this purpose shall be defined as failure of the director, as judged by majority vote of a quorum at a duly noticed meeting, to abide by the provisions of these Bylaws and/or the governing policies of the Board then in-effect.

Section 7.8. Resignation. Any director may resign at any time by giving written notice to the Board Chair. Acceptance of such resignation shall not be necessary to make it effective.

Section 7.9. Compensation. There shall be no compensation of Board members. Board members may be reimbursed for expenses that the Board deems necessary for the performance of official Association duties.

Section 7.10. Quorum of the Board. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7.11. Regular Meetings of the Board. The Board shall have no fewer than four regular meetings each year, at least two of which shall be in-person meetings, held at such time and place as the Board may prescribe. Notice of in-person meetings shall be given to the directors not less than thirty (30) days before the meeting is held. Notice of other regular meetings shall be given to the directors not less than fourteen (14) days prior.

Section 7.12. Special Meetings of the Board. Special meetings of the Board may be called by the Board Chair, or shall be called at the written request of three directors. Written notice of the date and time of each special meeting shall be sent to each director at least forty-eight (48) hours prior to the meeting. Special meetings may be held via teleconference or other remote options. Actions of the Board of Directors at special meetings shall be limited to those relating to items posted in the notice/agenda for said meetings.

Section 7.13. Meeting Through Telecommunication. With exception of the in-person meetings, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.14. Voting. A majority vote of those present and eligible to vote shall prevail as an act of the Board of Directors, unless otherwise specified in these bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the established quorum for that meeting. Voting by proxy is not allowed.

Section 7.15. Action Without a Meeting. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if all voting directors unanimously consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as an affirmative vote of the Board of Directors. Unless stated otherwise in the resolution, motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote by facsimile, electronic mail, or other form of wire or wireless communication permitting by statutes of the State of North Carolina. Such written consent or consents shall be filed with the Minutes of the subsequent board meeting.

ARTICLE VIII
ELECTED OFFICERS

Section 8.1. Elected Officers. The elected officers of the NAFC shall be a Board Chair, Vice Chair, Secretary, and a Treasurer.

Section 8.2. Election of Officers. The elected officers shall be elected annually by the Board of Directors from among its members.

Section 8.3. Term of Office. The Chair, Vice Chair Treasurer, and Secretary shall serve for one (1)-year terms. They may be re-elected to additional one (1) year terms, but may not hold the same office for longer than a three (3)-year period.

Section 8.4. Qualifications for Office. After serving on the Board for a year, any current director shall be eligible for nomination to an officer position. The Nominating Committee shall present a proposed slate of officers to the Board of Directors.

Section 8.5. Resignation/Removal. Any officer may resign at any time by submitting written notice of his/her resignation to the Board of Directors. Any officer elected by the Board of Directors may be removed by the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the interests of the NAFC would be best served by such removal.

Section 8.6. Vacancies. In the event of the death, resignation, or removal of the Board Chair, the Vice Chair shall fill the resulting vacancy for the remainder of the term. In the case of a vacancy in the position of any other officer, the unexpired term shall be filled by a majority vote of the Board of Directors at its next meeting following the vacancy.

ARTICLE IX
DUTIES OF OFFICERS

Section 9.1. Board Chair. Serving as the NAFC's chief governance officer, the Board Chair shall preside at meetings of the Board of Directors and of the membership; be responsible for assuring that the Board of Directors fulfills its governance duties as prescribed by law, these Bylaws and the Board's governing policies then in-effect; and perform such other duties as may be prescribed by the Board of Directors.

Section 9.2. Vice Chair. The Vice Chair shall, in the event of the Board Chair's absence, disability, or refusal to act, perform the duties of the Board Chair, and such other duties as may be assigned by the Board of Directors. The Vice Chair shall succeed the Board Chair in the event that the Board Chair is unable to serve out his or her elected term, and shall serve in such capacity until the next annual election of officers.

Section 9.3. Secretary. The Secretary shall: keep or cause to be kept a register of the address and email address of each Director, record of attendance and the minutes of all Board meetings; ensure the giving of proper notice of meetings; keep or cause to be kept the seal of the Association; affix the seal when required; and shall perform such other duties as may, from time to time, be assigned by the Board of Directors.

Section 9.4. Treasurer. The Treasurer shall serve as chairperson of the Board of Directors' Audit Committee, and shall advise the Board of Directors on matters of fiscal policy.

Section 9.5. Immediate Past Chair. The Immediate Past Chair shall remain on the Board for the length of the term to which elected. If the term of the Past Chair has expired and the individual is not eligible for re-election, an exception to term limits may be made that will allow the Immediate Past Chair to remain on the Board one additional year. The Immediate Past Chair shall chair the Nominating Committee.

ARTICLE X
COMMITTEES

Section 10.1. Authorization of Committees. The Board of Directors may authorize the establishment of committees, advisory groups, or task forces from time to time and assign duties to them. The resolution establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. No Board Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any director, elected officer or employee of the NAFC; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the NAFC not in the ordinary course of business; (f) authorize the voluntary dissolution of the NAFC or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the NAFC; or (h) amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him, or her by law.

ARTICLE XI
EXECUTIVE AND STAFF

Section 11.1. Appointment. The Board shall employ a chief executive officer (CEO), with such duties, for such length of time, and at such compensation as the Board may determine. The CEO shall serve as a non-voting, ex-officio member of the Board of Directors.

Section 11.2. Duties and Responsibilities. The CEO shall be responsible for the timely, efficient, effective management and administration of day-to-day operations of the NAFC in accordance with these Bylaws and the governing policies of the Board then in effect. The CEO shall have the authority to hire and discharge agents, contractors and employees of the NAFC, and shall oversee and direct their activities in carrying out its work.

ARTICLE XII
FINANCE

Section 12.1. Fiscal Period. The fiscal period of the NAFC shall be as prescribed by the Board of Directors.

Section 12.2. Bonding. Trust or surety bonds, or other such protection, shall be furnished for the officers or employees of the NAFC as the Board shall direct. The amount of such protection shall be determined by the Board and the cost paid by the NAFC.

Section 12.3. Contracts. The Board may authorize any officers, employees, or agents of the NAFC, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NAFC. Such authority may be general or confined to specific instances.

Section 12.4. Checks and Drafts. All checks, drafts or orders for the payment of money or other evidences of indebtedness issued in the name of the NAFC shall be approved and signed by such officers and in such manner as shall be determined by resolution of the Board.

Section 12.5. Deposits. All funds of the NAFC shall be timely deposited to the credit of the NAFC in such banks, trust companies, or other depositories as may be selected by, or under the authority of, the Board.

ARTICLE XIII
INDEMNIFICATION

Section 13.1. Indemnification. To the extent that any director, or officer of the NAFC has been successful on the merits, or otherwise, in defense of any action or suit, or in defense of any claim, issue or matter arising out of their duties on behalf of NAFC, (s)he shall be indemnified by the NAFC against expenses and any damage award against that director or officer (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense of such matter. Except in respect to willful misconduct or knowing violation of criminal or civil law, indemnification pursuant to this Section is intended to be the fullest extent permitted by the North Carolina Nonprofit Corporation Act, as such Act exists now or may hereafter be amended.

ARTICLE XIV
GENERAL ISSUES

Section 14.1. Insurance. The NAFC shall purchase and maintain insurance on behalf of any director or officer against any liability arising out of his or her good faith and diligent performance as a director or officer, or in any way connected with his or her being or having been a director or officer of the NAFC.

Section 14.2. General. It shall be the policy of the NAFC that all officers, directors and committee members avoid any conflicts between their own respective individual interests and the interests of the NAFC, in any and all actions taken by them on behalf of the organization. Each director and member of a Board-assigned committee must sign a Conflict of Interest Statement annually.

Section 14.3. Abstention. In the case of a potential conflict of interest, the director, officer, or committee member must disclose the potential conflict and abstain from deliberations and votes.

ARTICLE XV
DISSOLUTION

Section 15.1. Upon the dissolution of the organization and after making provisions for the payment of all liabilities of the organization, the Board of Directors shall dispose of all assets in such a manner or to such organizations as permitted under paragraph 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended.

XVI
AMENDMENTS

Section 16.1. These Bylaws may be amended, modified, or repealed at any regular or special meeting of the Board, duly called and held, upon affirmative vote of at least two-thirds of the Board of Directors. Notice of proposed amendments shall be provided at least seven days in advance.

Amended by vote of the Board on October 25, 2015

_____, Secretary