

Bylaws

of The

ADVISORY BOARD

of

THE ROCKINGHAM COUNTY STUDENT HEALTH CENTERS

UNC Health Rockingham

Eden, North Carolina

(Amended 1/ 20/ 04, 6/ 21/ 2023\_\_\_\_\_)

BYLAWS OF  
THE ADVISORY BOARD OF THE  
ROCKINGHAM COUNTY STUDENT HEALTH CENTERS

PREAMBLE

Recognizing the Responsibility of the Student Health Centers to provide quality health care to the students of Rockingham County and recognizing further the responsibility of the Board to assist in providing quality health care, the Board hereby organizes itself in conformance with these Bylaws as the governing body of the Student Health Centers.

# ROCKINGHAM COUNTY STUDENT HEALTH CENTERS

## ARTICLE I

### DEFINITIONS

- 1.1 The term "Board" shall mean the Advisory Board of the Student Health Centers.
- 1.2 The term "Bylaws" means these Bylaws of the Advisory Board of the Student Health Centers as the same may be duly amended from time to time in accordance herewith.
- 1.3 The term "Chairman" shall mean the individual elected by the Board to serve as the Chairman.
- 1.4 "Members of the Board" shall mean the voting members of the Board, unless specific reference is made to non-voting members of the Board.
- 1.5 The term "Director" shall mean the individual appointed by the board to act on its behalf in the overall daily management of the Student Health Centers.
- 1.6 The term "Executive Committee" shall mean the Executive Committee of the Board which shall consist of Chairman, Vice Chairman, and Secretary, and at least one additional member of the Board elected by the board for two years at its annual meeting.
- 1.7 The term "ex officio" shall mean one who serves as a member of a body or committee by virtue of an office and position held.
- 1.8 The term "Medical Staff" shall mean the duly constituted medical staff of the Student Health Centers.
- 1.9 The term "physician" means independent practitioner.
- 1.10 The term "health professional affiliate" means an individual, other than an

independent practitioner, whose patient care activities require that his or her authority to perform specific patient care services be processed through the medical staff as specified in the bylaws. Such health professional affiliates shall include: CRNA's, clinical nurse specialists, dental auxiliaries, nurse practitioners, physician assistants, speech pathologists, audiologists, psychologists, and social workers.

- 1.11 "Prerogative" means a participatory right granted, by virtue of a staff category or otherwise, to a medical staff member or health professional affiliate and exercisable subject to the conditions imposed in these bylaws and any other hospital and medical staff policies, rules and regulations.
- 1.12 "Special notice" means written notification sent by certified or registered mail, return receipt requested, or delivered personally to the person to whom the notice is directed.
- 1.13 "Fiscal year" means the period beginning on the 1st day of July and ending on the 30th day of June.

## ARTICLE II

### NAME

- 2.1 Name. The name of this organization shall be "Rockingham County Student Health Centers" and is a department of UNC Health Rockingham.

## ARTICLE III

### PURPOSES OF THE ORGANIZATION

- 3.1 Purposes of the Organization. The purposes of the Organization are as follows:
- a. To operate the Student Health Centers according to requirements of these bylaws.
  - b. To establish, operate, and maintain quality, non-profit healthcare facilities, consistent with practices required by the accrediting organization(s).

- c. To carry on education activities related to rendering health care and preventive health services to Rockingham County students.
- d. To participate in any activity designed to promote the general health of the service area.
- e. To insure that no patient shall be refused medical treatment because of race, creed, color, sex, age, or national origin, and such treatment shall be of the same quality as that provided to all other patients with the same health problems.
- f. To engage in such other activities, programs and events as may be determined by the Board.

ARTICLE IV  
MEMBERSHIP OF BOARD OF TRUSTEES

- 4.1 Management and Powers. All powers of the Student Health Centers shall be vested in and exercised by the Advisory Board, all of whose members shall be citizens of the United States. The Board shall have full power and authority to approve bylaws following the provisions of these bylaws. The Board serves in an advisory capacity to approve rules and regulations of the staff to recommend to UNC Health Rockingham board.
- 4.2 Composition and Election of Board. The Board shall be comprised of not fewer than 10 nor more than 20 members. The exact number of members shall be fixed from time to time by resolution of a majority of the Board. No decrease in the number of members shall have the effect of shortening the term of any incumbent member. Board Members shall be elected at any annual or special meeting of the Board by a majority of Board Members then in office.
- 4.3 Term and Appointment of Office. The members of the Board shall serve for terms of three years each with, to the extent possible, the terms of one-third of the members expiring each year.

No member shall hold office for more than 3 consecutive full three year terms. A member who is elected or appointed to serve a partial term of less than three years may be elected to serve three consecutive full terms in addition to such partial term.

Any person who has previously served as a member and whose most recent term of office as a member has been terminated for at least one year shall be eligible for re-election as a member.

Each member shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier death, resignation, or removal. The term of office shall commence on the first day of October and expire on the last day of June.

- 4.4 Vacancies. Vacancies occurring on the Board, including any vacancy created by an increase in the number of members shall be filled by the affirmative vote of a majority of the remaining members at any regular meeting or special meeting called for that purpose and shall be for the balance of the term for which the vacancy exists. A vacancy on the Board caused by the expiration of a term of a member shall be filled at the annual meeting of the Board by the remaining members in a like manner by the election of a successor or the re-election of the member in accordance with these bylaws.
- 4.5 Compensation. Members of the Board shall not receive compensation for services rendered in their capacity as a member. However, nothing herein contained shall be construed to preclude any member from receiving compensation from the corporation for other services actually rendered nor for expenses incurred for serving the corporation as a member or in any other capacity.
- 4.6 Eligibility to Serve on the Board. Board membership shall be open to any resident of the service area except that employees of the Student Health Centers and members of the immediate families of employees are not eligible for Board membership.

4.7 Resignation and Removal. Any member of the Board may resign at any time by giving written notice to the Chairman. Unless specified therein; the acceptance of such resignation shall not be necessary to make it effective. Elected members of the board may be removed for cause at any time by a majority vote of the members of the Board.

The unexcused absence of any member of the Board from three consecutive duly called meetings of the Board may result in his/ her removal as a member of said board by a majority vote of the Board. An absence is defined as unexcused if the Board member does not call the Director of Student Health prior to the meeting, or the day after the meeting, to ask to be excused from the meeting.

4.8 Fiduciary Responsibilities of the Board. Members of the Board are expected to have a duty of loyalty and fidelity to the Student Health Centers, to exercise their responsibilities in good faith and with diligence for the benefit of the Student Health Centers. A Board member who does not observe this may be removed from office and/ or membership by a two-thirds vote of the Board at any regular or special meeting.

## ARTICLE V MEETINGS OF THE BOARD

5.1 Annual Meetings of the Board. The annual meeting of the Board shall be held in September. The annual meeting of the Board shall be held for the purpose of electing officers and Board members of the corporation and for the transaction of such other business as may properly come before the meeting.

5.2 Regular Meetings of the Board. In addition to the annual meeting, regular meetings of the Board shall be held at least three times annually. The date, time, and location of these meetings shall be determined at the annual meeting. Meetings shall generally be held at UNC Health Rockingham or Annie Penn Hospital or at such place and such time as shall be set by the Chairman or resolution of the Board.

- 5.3 Special Meetings of the Board. Special meetings of the Board may be called at any time by the Chairman, the Director, or any five or more Board members. The business to be transacted at any special meeting of the Board shall be limited to those items of business set forth in the notice of the meeting.
- 5.4 Notice of Meetings. Board members shall be given written notice of any meeting of the Board and such notice shall set forth with respect to each meeting the time and place of such meeting together. Notices for special meetings of the Board may be delivered by telephone, or via email not less than two days prior to such meeting.
- 5.5 Notice of Re-Scheduled Regular or Special Meeting. Notice of re-scheduled regular or special meetings shall be given to each member of the Board over the telephone, or via e-mail at least six (6) hours prior to the meeting.
- 5.6 Waiver of Notice. Any member of the Board may waive notice of any meeting, either before or after a meeting. Written waivers of notice shall be filed with minutes of the meeting. The attendance by a Board member at a meeting shall constitute a waiver of notice of such meeting. Except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
- 5.7 Rules of Procedure. Meetings of the Board shall be conducted in accordance with Roberts Rules Of Order. However, in committees of the Board, the Chairman shall be allowed to vote.
- 5.8 Quorum/ Attendance. One third of the Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- 5.9 Manner of Acting. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board. Action may be taken without a meeting by majority consent by each member entitled to vote.
- 5.10 Minutes. Minutes shall be taken by the Student Health Center secretary or a duly designated person, transcribed and sent to the members of the Board; permanent originals will be appropriately filed in the Student Health Center Secretary's office.



ARTICLE VI  
OFFICERS OF THE BOARD OF TRUSTEES

- 6.1 Officers. The officers of the Advisory Board shall be a Chairman, Vice Chairman, a Secretary, and such other officers as the Board may provide. The Chairman shall carry out the duties and responsibilities as hereinafter outlined.
- 6.2 Election and Tenure. All officers of the Board shall be elected at the annual meeting by the Board, and except as otherwise provided in Section 6.3, each shall take office on the first day of October and the term shall expire on the last day of June or in the event this is not possible, shall hold office until their respective successors are duly elected and qualified.
- 6.3 Resignation and Removal. Any officer may resign at any time by giving written notice to the chairman. Any elected or appointed officer may be removed at any time by a majority vote of the board if it determines such to be in the best interest of the Student Health Centers.
- 6.4 Vacancies. Any vacancy occurring in any office of the Board by death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term.
- 6.5 Chairman. The Chairman shall preside at all meetings of the Board. He shall be a non-voting member of all Board committees, unless a regular member of any such committee. The Chairman shall also perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time. The Chairman must be a member of the board.
- 6.6 Vice Chairman. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and in so acting shall have all the powers of the Chairman subject to all of the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time shall be assigned to him by the Chairman. The Vice Chairman must be a member of the Board.

- 6.7 Secretary. The Secretary shall keep or cause to be kept minutes of all meetings of the Board and its committees, and shall send appropriate notices in accordance with these bylaws or as required by law, and shall act as custodian of all records and reports. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Chairman of the Board.

ARTICLE VII  
COMMITTEES OF THE BOARD

- 7.1 Standing and Special Committees. Committees of the Board shall be either Standing or Special. The Standing Committee shall be the Executive Committee, and such other Standing Committees as the Board may from time to time authorize such as Fundraising/ Finance Committee, Education/ Public Relations Committee. One-half the number of members of the Committee who are qualified to vote shall constitute a quorum if at least two members are present.
- 7.2 Executive Committee.
- a. Composition: The Executive Committee shall consist of the Chairman, the Vice Chairman, the Secretary, and at least one additional member of the Board elected by the Board for two years at its annual meeting.
  - b. Powers: The Executive Committee shall have the power and authority of the Board to transact all regular business of the Student Health Centers in the intervals between meetings of the Board, subject to any prior limitations imposed by the Board.
  - c. Meetings, Notice and Quorum. Meetings of the Executive Committee may be called by, or at the direction of, the Chairman or a majority of the voting members of the committee. Notice shall be given by e-mail or by telephone prior to the meeting. A majority of the members of the Executive Committee

who are qualified to vote shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

- d. Manner of Acting. The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. Action may be taken without a meeting by unanimous consent in writing setting forth the action so taken, signed by each member entitled to vote thereat.

### 7.3 Fundraising/ Finance Committee.

The Finance Committee shall consist of the full Board. The Finance Committee shall review the monthly Financial Statement and require such reports as necessary for the proper review of all financial affairs of the Student Health Centers.

The Fundraising/ Finance Committee shall cause to be prepared and shall submit to the Board by its last meeting before the end of the fiscal year, a budget showing the expected receipts, income and expense for the ensuing year.

### 7.4 Education/ Public Relations Committee. The Education/ Public Relations Committee shall consist of at least four Board members, including a representative from both UNC Health Rockingham and Annie Penn Hospital.

The Education/ Public Relations Committee shall promote a positive image of the Student Health Centers through the provision of community education programs, brochures and other promotional venues.

### 7.5 Resignation and Removal. Any member of a Board Committee may resign at any time by giving written notice to the Chairman of the Board. Such resignation need not be accepted to become effective, unless otherwise specified therein. Elected members of the Executive Committee can be removed at any time by a majority vote of the members of the Board. Any appointed or ex officio member of any other Board committee may be removed by the Chairman, if he determines such removal is in the best interest of the Student Health Centers.

### 7.6 Vacancies. Vacancies on a Board Committee due to death, removal, or resignation shall be filled in the same manner in which the original selection to such committee is made.

- 7.7 Special Board Committees. In addition to the standing committees provided in this Article, the Board may, by majority resolution, create Special Board Committees. Such resolution shall designate those members of the Board who are to serve thereon as regular or as ex officio members, the tenure of the committee members, the powers of the Board the committee shall exercise, and such other functions it shall perform.
- 7.8 Notice of Meetings. Notice of Meetings of a committee may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. A majority of the members qualified to vote and present at a meeting shall constitute a quorum.
- 7.9 Manner of Acting. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Action may be taken without a meeting by unanimous consent in writing signed by each member entitled to vote.
- 7.10 Term of Office. Each member of a committee shall continue in office until the next annual meeting of the Board and until his successor is appointed unless the committee of which he is a member shall be sooner terminated by the Board, or until the death, resignation or removal of such member as a committee member or Board member.

## ARTICLE VIII

### DIRECTOR

- 8.1 Director. The Director shall be the Executive Officer of the Student Health Centers and, subject to the control of the Board, shall in general supervise and control the business and affairs of the Student Health Centers. He/ she shall have the power to appoint and remove subordinates, agents and employees. The Director shall keep the Board and the Executive Committee fully informed and shall consult them concerning the business of the Student Health Centers.

He/ she shall be the Board's representative in the management of the Student

Health Centers and shall be qualified by education and experience appropriate to proper discharge of his/ her hereinafter defined responsibilities. He/ she shall be given the necessary authority and responsibility to operate the Student Health Centers in all its activities and departments, subject only to such policies as may be issued by the Board or any committees to which it has delegated power for such action. He/ she shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act as to said Student Health Centers. The Director must designate an individual to act for him in his absence in order to provide the Student Health Centers with administrative direction at all times. He/ she shall carry out the following specific duties, without limitations:

- a. Implement established policies in the operation of the Student Health Centers to meet the health needs of the population served;
- b. Provide liaison among the Board, the Medical Staff and departments of the hospitals;
- c. Assure that all staff and Medical Staff meet as required, with proper documentation;
- d. Send reports to the Board and Medical Staff on the overall activities of the Student Health Centers, as well as on appropriate federal, state, and local developments that affect its operation;
- e. Cooperate with the Medical Staff, and those otherwise concerned with rendering professional services, to assure that the best possible patient care is being provided in the Student Health Centers;
- f. Establish personnel policies and practices that adequately support sound patient care including a standard for content of accurate and complete personnel records;

ARTICLE IX  
CONFLICTS OF INTEREST

- 9.1 Disclosure of Conflicts of Interest. Any potential conflict of interest or duality of interest on the part of any Board member shall be disclosed to the other members of the Board at the first Board meeting following appointment or as soon thereafter as conflict is recognized or becomes apparent by way of a written statement of the potential conflict. This statement of potential conflict shall be amended at any time during the term of office if a change in the potential conflict occurs or if a new potential conflict arises.
- 9.2 Nonparticipation in Voting or Discussions. A Board member having a potential conflict of interest on any matter shall not vote, discuss, or use his personal influence on the matter, and he shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made and the Board member with a conflict abstained.
- 9.3 Answering Questions. The foregoing requirements shall not be construed as preventing the Board member from answering pertinent questions of other Board members.

## ARTICLE X

### ADOPTION

These bylaws may be amended or repealed and new bylaws adopted by the majority vote of the members when a quorum is present. Amendments must be presented to the Board at least one meeting prior to the meeting at which voting will take place. The proposed amendment changes will be included in the minutes so members not present at the first meeting can review the proposal prior to voting.

(2/ 8/ 99 Amendment)

These bylaws are adopted and made effective June 12, 1995 superseding and replacing any and all previous Board Bylaws, and henceforth all activities and actions of the Board and of each and every member of the Board shall occur under and pursuant to the requirements of these bylaws.

ADOPTED by the Board June 12, 1995

Amended by the Board February 8, 1999 (Article X)

Revised by the Board September 13, 1999(Sections 4.7 and 5.8)

Revised by the Board January 20, 2004 (Sections 5.1 and 5.2)

Revised by the Board (Sections 1.6, 1.13, 2.1, 3.1b, 4.1, 4.2, 4.3, 5.1, 5.2, 5.4, 5.5, 5.10, 6.1, 7.1, 7.2a, 7.2c, 7.4 (delete), New 7.4, 8.1c, Article X, Table of

Revised June 21, 2023

Bylaws  
of  
Rockingham County Student Health Centers

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