

**DELAWARE SCHOOL BASED HEALTH ALLIANCE, INC.
BYLAWS**

ARTICLE I: NAME AND LOCATION

Section 1: Name. The name of this organization shall be the Delaware School Based Health Alliance, Inc., a Delaware nonprofit nonstock corporation (the “Corporation”).

Section 2: Location. The Corporation is incorporated under the laws of the State of Delaware and shall maintain a registered agent in Delaware. The offices of the Corporation shall be in such locality as determined by the Board of Directors.

ARTICLE II: TAX STATUS

The Corporation shall at all times be operated exclusively as 501 (c) (3) tax exempt, charitable, educational, and scientific organization as defined in the Internal Revenue Code of 1986, as amended. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, or any successor provision. The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its new earnings or of its principal shall inure to the benefit of any officer or director of the Corporation, or any other individual, partnership or corporation, but reimbursement for expenses or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

ARTICLE III: AFFILIATION

The Corporation will serve as a State Affiliate of the National School-Based Health Alliance.

ARTICLE IV: VISION, MISSION, PURPOSE, AND GOALS

Section 4.1: Vision. Schools and communities in Delaware will provide high quality multidisciplinary health care services with a special focus on health promotion and preventive health care for children and youth in order that every child is able to reach his/her full potential.

Section 4.2: Mission. To promote and advocate for school-based health care to ensure that children and youth have access to high quality multidisciplinary health care services in a manner and setting that is uniquely tailored to meet the needs of students and the community.

Section 4.3: Purpose. The Corporation is an education and advocacy organization that promotes school-based health care so that all Delaware children have access to and receive high quality multidisciplinary, developmentally appropriate, physical and emotional health care that includes a focus on health promotion and management of chronic disease and is prevention oriented.

School based health care is an essential strategy for improving the lives of Delaware children and their families so that children and youth are able to establish their own health care, self-efficacy, health literacy, and healthy behaviors to enable them to establish long term healthy lifestyles into their adult lives.

Section 4.4: Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of nonprofit nonstock corporations organized under the laws of the State of Delaware.

Section 4.5: Goals.

- a) To provide a united voice for school-based health care at the local, state and national levels.
- b) To disseminate information from the national office to members at state and local levels.
- c) To educate stakeholders and advocate for services, policies, funding, programs and other necessary support for school-based health care. Supporters and advocates would include state agencies such as the Department of Education and local school districts, the Department of Services for Children and Youth and Their Families, the Division of Public Health, the Medicaid Division, and the Insurance Commissioner's Office.
- d) To be the advocacy and information resource to local, state, and national leaders on issues related to school-based health care.
- e) To serve in an advisory capacity with regard to the school-based health care to the Division of Public Health, the Department of Education and the Department of Services for Children, Youth and their Families.
- f) To establish committees and/or advisory consultant groups within the organization for such issues as data collection, communication with families and other related concerns.
- g) To provide technical assistance and networking opportunities to local school-based health programs.
- h) To publicize the work of school-based health programs.

- i) To be an organization that values diversity; collaboration; and parent, school, student and community engagement.

ARTICLE V: MEMBERSHIP

Section 5.1: Eligibility. The Corporation maintains a policy of openness without regard to race, gender, ethnicity, color, religion, sexual orientation, economic status, national origin or disability. All individuals or organizations interested in the delivery, administration, or promotion of or who are recipients of school based, school-linked, or school-related mobile health and prevention services may be members. The Corporation will actively recruit broad representation from the membership. Parents, students, education professionals, health providers, and community leaders will be encouraged to become members.

Section 5.2: Membership Categories .

- a) **Individual Membership:** Individuals interested in the promotion and support of school based-health services may be members.
- b) **Organizational Membership:** Organizations interested in the promotion and support of school-based health services may be members.
- c) **Youth/Student Membership:** Youth/student membership shall be open to any student enrolled in school who wishes to be involved with promotion of school-based health care. Students who are minors must have written permission of their parent/guardian to be members.
- d) **Parents:** Membership shall be open to parents of students served by school-based health care and those who are advocating or such services in their schools.

Section 5.3: Membership Powers, Dues and Voting Rights. Except as otherwise required by the laws of the State of Delaware, by the Certificate of Incorporation, or by these Bylaws, the number of classes, qualifications, rights privileges, dues, fees, responsibilities, and the provisions governing the withdraw, suspension, and expulsion of Members of the Corporation shall be determined by the Board of Directors. Except as otherwise provided in these Bylaws, the voting Directors of the Corporation shall be the only voting Members of the Corporation and each voting Member present and in good standing shall be entitled to one vote on each matter upon which Members have voting rights at any duly convened meeting of Members of the Corporation.

ARTICLE VI: MEETINGS OF MEMBERS

Section 6.1: Time and Place of Annual Membership Meeting. The Annual Meeting of the Members will be held each year at a time and place established by the Board of Directors. Notice of the Annual Membership Meeting shall be given to all Members not less than 10 nor more than 60 days prior to the date set for the meeting, except as otherwise required by the laws of the State of Delaware.

Section 6.2: Business to be conducted at the Annual Membership Meeting. The following business or reports may be conducted or presented at the Annual Membership Meeting:

- (a) **Election of Directors.** Elections of Directors to serve on the Board of Directors.
- (b) **Financial Report.** The most recent year's activities and financial report may be presented to the membership.
- (c) **Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation may be presented.
- (d) **Any Other Matter Requiring Member Approval.** Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice in accordance with these Bylaws and the laws of the State of Delaware.

Section 6.3: Nomination and Election of Directors. A slate of nominees for Directors for the Board shall be presented to the voting Members by the Board not less than 10 nor more than 60 days prior to the date set for the Annual Membership Meeting.

Section 6.4: Special Meetings of the Members. Special meetings of the Members may be called by the Chair or the Board of Directors. Notice of any special meeting of the Members shall be given to all Members not less than two (2) nor more than 60 days prior to the date set for the meeting, except as otherwise required by the laws of the State of Delaware.

Section 6.5: Quorum. A majority of voting Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business at any meeting of the Members. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice until a quorum is obtained.

Section 6.6: Proxies. At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with Delaware law or by other reasonable means allowed by Delaware law established in Board policy. The Corporation may recognize a Member's board officers or executive director as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum.

Section 6.7: Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with the laws of the State of Delaware.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.1: Number of Directors. The Corporation shall have a Board of Directors, and the number of Directors serving on the Board shall be set by resolution of the Board of Directors. The Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected at each Annual Membership Meeting. The Board may also include non-voting, ex officio members in addition to the number of Directors set forth herein.

Section 7.2: Powers. Except as otherwise provided by law, all corporate powers are exercised by, or under the authority of, the Board and the business and affairs of the Corporation are managed under the direction of the Board.

Section 7.3: Terms. All Directors will be elected to serve three-year terms; provided, however, that the term may be extended until a successor has been elected. Directors may serve a maximum of two three-year terms in succession, plus time served to fill a vacancy or a term of less than three years.

Section 7.4: Vacancies. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

- (a) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.
- (b) **Filling Previously Unfilled Positions.** Each Director appointed by the Board between the Annual Meeting of the Membership to add a Director to a previously unfilled Board position shall stand for election for the balance of the term with the next slate of candidates presented to the Membership for election under these Bylaws.

Section 7.5: Removal of Directors. A Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the Board Chair has excused the absences.

Section 7.6: Board of Directors Meetings.

- (a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however, the Board Chair or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of two (2) days before the meeting.
- (b) **Special Meetings.** Special meetings of the Board may be called by the Chair or by three (3) Directors. A special meeting must be preceded by at least two (2) days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.
- (c) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Delaware law.

Section 7.7: Manner of Acting.

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.
- (d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephonic or electronic conference call.

Section 7.8: Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is signed either in print format or electronically and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

Section 7.9: Annual Corporate Board Meeting and Election of Board Officers. The Board shall elect Board Officers at the first meeting of the Board and at every Annual Meeting to hold office until their successors are elected and qualified.

ARTICLE VIII: HONORARY DIRECTORS

Any individual whose assistance and expertise is sought by the Board may be elected an Honorary Director by a majority of the Board of Directors. They are entitled to receive minutes of all Board meetings and Executive Committee meetings and may attend all meetings of the Board. An Honorary Director shall not be considered a member of the Board for any legal purpose, including quorum or voting.

ARTICLE IX: ADVISORY BOARDS AND BOARD COMMITTEES

Section 9.1: Establishment of Advisory Boards and Board Committees. The Board of Directors may establish one or more Advisory Boards or Committees from time to time as deemed necessary or appropriate.

Section 9.2: Size, Duration and Responsibilities. The size, duration, composition and responsibilities of such advisory boards and committees shall be established by the Board of Directors

ARTICLE X: OFFICERS AND TERMS OF OFFICE

Section 10.1: Officers.

- a) The officers shall be President, President-elect, Past-president, one or more Vice Presidents, Secretary and Treasurer. A person may hold more than one office.
- b) The officers may appoint an executive chair and/or an executive director (paid or unpaid position) at their discretion.
- c) The President-elect shall become president upon the expiration of the President's term or upon the resignation of the President prior to the expiration of his/her term. The President shall become the immediate Past-President.
- d) Officers shall serve two-year terms. No officer may serve more than two consecutive terms in the same office.

Section 10.2: Duties.

- a) The President shall serve as the chief elected officer and assume all responsibilities consistent with such a position, including the chair of meetings. He/she shall ensure all financial accounting, reports, and certificates required by

law are properly kept or filed. He/she shall be one of the officers who may sign checks or drafts of the organization.

- b) The President elect shall assist the President and assume the responsibilities of the President during the absence of the President or the inability of the President to exercise the office, become president of the organization with all the rights, privileges and powers as if he/she had been elected President.
- c) The Vice President shall assist the President and carry out duties as assigned by the President. Unless the officers have otherwise elected an executive director pursuant to 10.1 (b), The Vice President will assume responsibilities, as a volunteer, to manage the day-to-day functions of the Corporation in a manner similar to a paid executive director.
- d) The Secretary shall serve as the recording officer of the organization, producing meeting minutes, a record of membership, and maintaining the historical record of organization's activities.
- e) The Treasurer shall be responsible for oversight of all fiscal activities and shall report on fiscal affairs of the organization. He/she shall serve as chair of the Finance Committee. He/she shall be one of the officers who may sign checks or drafts of the organization.

Section 10.3: Election and Term.

- a) Officers of the Corporation shall be elected by and serve at the pleasure of the Board. Officers shall be elected at the Annual Meeting of the Board of Directors. The officers shall be elected for two-year terms. No officer may serve more than two consecutive terms in the same office. Provided that an officer is appointed to fill a vacancy shall serve for the remainder of the term of his or her predecessor and shall serve until his successor is elected and qualified in accordance with these Bylaws.
- b) The Board shall seek nominations from the membership for all vacant positions prior to the annual meeting.

Section 10.4.: Vacancies.

- a) A vacancy may be filled until the next election by appointment of the President with affirming vote of the majority of the Board of Directors.
- b) Should the office of President-elect become vacant, the position shall be filled by a special election of the membership.

ARTICLE XI - INDEMNIFICATION

Section 11.1: Availability of Indemnification. Every member of the Board of Directors, officer or employee of the Corporation and every former member, officer and employee of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law against all expenses, liabilities and losses, including counsel fees, reasonably incurred or imposed upon such present or former member of the Board, officer or employee in connection with any threatened, pending or completed action, suit or proceeding to which she/he may become involved by reason of his/her being or having been a member of the Board, officer or employee of the Corporation, or any settlement thereof. Subject to the provisions of the Delaware General Corporation law, the right to indemnification shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such action, suit or proceeding in advance of final disposition. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights, which such member of the Board, officer or employee or former member of the Board, officer or employee of the Corporation is titled.

ARTICLE XII - MISCELLANEOUS

Section 12.1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of January in each year.

Section 12.2: Execution of Contracts. The Board may authorize any officer or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 12.3: Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may elect or as may be selected by the President or by any other officer of the Corporation to whom such power is delegated by the Board

Section 12.4: Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property real, personal, or otherwise, or stocks, bonds or securities, as the Board of Directors may deem desirable, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 12.5: Conflicts of Interests. A director shall be considered to have a conflict of interest if such director has existing or potential financial interests which impair or might reasonably appear to impair such member's independent unbiased judgment in the discharge of his responsibilities to the corporation. All directors shall disclose to the Board any possible conflict of interest at the earliest practical time. No director shall vote on any matter, under consideration of the Board of committee meeting, in which such director has conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the director having the conflict of interest abstained from voting.

Section 12.6: Notices. Any notice or other communication required or permitted to be given by any provision of these Bylaws shall be in writing and shall be deemed to have been given when actually received. Any such notice may be given by first class mail, express delivery, electronic delivery, telegraph or facsimile and shall be addressed to the Member or Director at the address or electronic address designated by the parties.

ARTICLE XIII - AMENDMENT AND REVIEW OF BY-LAWS

Except as otherwise provided in the Bylaws or under the laws of the State of Delaware, these Bylaws may be amended, altered or repealed in whole or in part by the vote of two-thirds of all Directors at a meeting duly called and held for such purpose or by written consent pursuant to Article VII.

ARTICLE XIV - DISSOLUTION

In the event of the dissolution and final liquidation of the corporation, none of the property of the corporation nor any of the proceeds thereof shall be distributed to or divided among any of the Directors of the corporation or inure to the benefit of any individual. After all liabilities and obligations of the corporation have been paid, satisfied, and discharged or adequate provision has been made therefore, all remaining property and assets of the corporation shall be distributed to one or more nonprofit organizations which meet the following criteria:

- (a) such organizations shall be organized and operated exclusively for charitable, scientific, research, or educational purposes;
- (b) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called);
- (c) such organization shall be exempt from Federal income taxes by reason of section 501(c)(3) of the Internal Revenue Code of 1986 (or of the corresponding provision of any subsequent Federal tax law).

ARTICLE XV - INTERNAL REVENUS SERVICE STATUS

The Corporation shall have no capital stock and is not organized for gain or profit, but is exclusively an organization for public, educational, charitable and philanthropic purposes. The Corporation will not participate or intervene in any political campaign nor support or oppose any candidate for public office.

ARTICLE XVI - RULES OF ORDER

Unless otherwise specified, the Board shall observe Robert's Rules of Order in the conduct of all of its business. The Board may approve suspension of the rules by a vote of two-thirds of its Directors.