



OZARKS WELLNESS NETWORK

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Bylaws

Adopted: December 2, 2014
Amended: August 4, 2015
Amended: April 5, 2016
Amended: October 3, 2017
Amended: June 4, 2019

BYLAWS

ARTICLE 1

NAME

The name of this organization shall be the Ozarks Wellness Network, Incorporated; DBA OWN it.

ARTICLE 2

PRINCIPAL OFFICE

SECTION 1: PRINCIPAL OFFICE

The principal office of the corporation is located in Taney County, Missouri at 15479 Highway 160, Forsyth, MO 65653.

Phone: (417) 334-4544, Fax: (417) 335-5727

SECTION 2: CHANGE OF PRINCIPAL OFFICE ADDRESS

The Board of Directors, with membership approval, may change the principal office to another address by noting the changed address and effective date below, and such a change of address shall not be deemed, nor require, an amendment to these Bylaws.

New Address: _____

Dated: _____ 2 _____

ARTICLE 3

PURPOSE

The Ozarks Wellness Network is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Members will work together to create a healthier community by aligning local health and wellness initiatives in Stone and Taney Counties and promoting a healthy community by enabling residents to take ownership of their health. This work will be accomplished through maintaining the values of community, collaboration, compassion, and commitment.

ARTICLE 4

MEMBERSHIP

SECTION 1: GENERAL MEMBERSHIP

Membership in the organization (corporation) shall consist of Individual memberships which are individuals not affiliated with an agency and/or organization and Agency Representative memberships which are those affiliated with an agency and/ or organization interested in the health and wellness of the communities of Stone and Taney Counties.

SECTION 2: MEMBERSHIP IN GOOD STANDING

Memberships, Individual and Agency Representatives, shall be considered in good standing when the member is current on all dues and fees.

SECTION 3: MEMBERSHIP PRIVILEGES

Individual members, who are in good standing, shall have the right to vote, attend meetings, and hold office in the organization.

All Agency Representatives, who are in good standing, shall have the right to attend meetings and hold office in the organization (apart from any exceptions noted in the bylaws for holding office). Each member agency or organization shall designate one representative who shall have one vote representing the agency or organization.

SECTION 4: MEMBERSHIP NON-DISCRIMINATION

Membership of the Ozarks Wellness Network will not be restricted on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The organization is committed to providing an inclusive and welcoming environment for all classes of membership, staff, volunteers, subcontractors, and vendors.

SECTION 5: DUES

The Board of Directors, with approval from the general membership, will determine annual dues. Fees for services may be considered as deemed necessary. Membership, Individual and Agency Representative, shall pay annual dues to the organization. Dues shall be paid by December 31st and fees will be paid as appropriate.

ARTICLE 5

BOARD OF DIRECTORS

SECTION 1: NOMINATION AND ELECTION

The Board of Directors shall consist of nine (9) members. Board members will be selected through a combination of appointment and election from the general membership during the December General

Membership meeting as presented by the Nominating Committee. Three (3) seats will consist of one (1) representative from Cox Health, one (1) representative from Taney County Health Department (TCHD), and one (1) representative from Stone County Health Department (SCHD). These representatives will be appointed by their respective organization by the November board meeting to be introduced at the December General Membership meeting. The remaining six (6) board members will be elected from the general membership as presented by the Nominating Committee. Board of Directors shall assume duties at the beginning of the organization's fiscal year, January 1.

In the event the Nominating Committee is unable to fill all Board of Director(s) vacancies at the December General Membership meeting, the organization may function with less than nine (9) members, but no less than seven (7). The Nominating Committee shall continue to function and seek to fill all vacant Board of Director seat(s). The Nominating Committee shall present a slate of candidate(s) at the next General Membership meeting for approval.

SECTION 2: TERMS OF OFFICE

Board of Directors term of office shall be two (2) years from January 1 through December 31. Five (5) members shall be appointed/ elected in even numbered years and four (4) shall be appointed/ elected in odd numbered years. Upon completion of a two-year term, a sitting board member may be reelected for a two-year term. A board member is not eligible to serve more than two (2) consecutive terms. After serving on the board for four years consecutively, a board member will not be eligible to serve on the board for a period of two (2) years.

SECTION 3: BOARD OF DIRECTOR VACANCY

Any board member vacancy that results in an unexpired term shall be presented by the Nominating Committee and approved by the Board of Directors. No vote of the general membership is required. The appointed board member shall serve for the remaining term of his/her predecessor, and is then eligible to be elected for a two-year term. The partial term served, will not count against serving four (4) consecutive years on the board.

SECTION 4: CONFLICT OF INTEREST

If a board member has a financial or personal interest in any matter presented to the Board of Directors, the board member shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the organization (corporation) to do so. The minutes of meeting(s) at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION 5: REMOVAL FROM BOARD OF DIRECTORS

The Board of Directors may replace any Board Member under the following conditions:

- a. A Board Member who fails to attend a minimum of four (4) board meetings annually, unless it is due to medical or extenuating circumstances to be determined by the board. In the event of an extended absence due to medical or extenuating circumstances, the remaining members of the board may appoint a temporary replacement.
- b. A Board Member may be removed from the board due to unlawful, unethical, or immoral actions that adversely affect the reputation or operations of the organization.

- c. The vacancy or vacancies created by the removal of board members shall be filled as provided in Article 5, Section 3.

SECTION 6: E-VOTE

Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Members have the right to submit a vote within no more than seven calendar days).

Vote by e-mail will be conducted in the following manner:

- a. The President or any three (3) Board Members may request a vote via e-mail. Board Members shall have 3 options regarding their vote:
 - i. Vote to pass the motion.
 - ii. Vote to reject the motion.
 - iii. Express the opinion that the motion is not amenable to an electronic vote.
- b. If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.
- c. All Board Members must have access to electronic mail, and it is the responsibility of each director to inform the Executive Director of the correct e-mail address for purposes of correspondence and e-mail voting.

ARTICLE 6

OFFICERS

SECTION 1: EXECUTIVE BOARD

The officers of the organization shall be Chair, Vice-Chair, Secretary, and Treasurer. The officers of the board shall be considered the Executive Board.

All Executive Board members in good standing shall have the right to vote in board meetings.

SECTION 2: ELECTION OF OFFICERS

Officers of the board shall be elected by a simple majority vote of the Board of Directors immediately following the election of board members at the December General Membership Meeting, in separate session. Officers will assume duties at the beginning of the organization's fiscal year, January 1.

SECTION 3: TERM OF OFFICE

The term of office shall be up to two (2) years for each elected officer, depending on the remaining term of the board member. Following the second year of his/her two-year term, he/she may be reelected to the board, and may be reelected to a two-year term to the Executive Board.

SECTION 4: DUTIES

The Chair presides over all Board and Executive Board meetings and is Ex-Officio member on board committees.

The Vice-Chair assumes the duties of the Chair in the absence of the Chair.

The Secretary maintains written minutes of all Board, Executive Board and General Membership meetings; keeps a current list of membership; monitors attendance at all meetings, answers and keeps on file all correspondence relating to the organization.

The Treasurer is responsible for all organization funds; collecting dues and receiving monies; keeping accurate accounts and presenting financial statements at Board and General Membership meetings; and presents an annual Financial Report at the General Membership meeting in February. The Treasurer will present a proposed operating budget for the next fiscal year to the Board of Directors at the November meeting. The proposed operating budget will be voted and approved by the Board of Directors at the November board meeting. The approved operating budget will be presented at the December General Membership meeting.

ARTICLE 7

COMMITTEES

SECTION 1: NOMINATING COMMITTEE

The Nominating Committee shall be appointed by the board chair at the October General Membership meeting. A five (5) member Nominating Committee shall consist of three (3) board members and two (2) General Membership members. The Chair shall not be a member of this committee. The Nominating Committee shall present a slate of candidates for Board of Director(s) at the December General Membership meeting for approval.

SECTION 2: ADDITIONAL COMMITTEES

The Board of Directors may establish additional committees as deemed necessary.

ARTICLE 8

MEETINGS

SECTION 1: OPEN MEETING

All meetings shall be open or as specified by Board of Directors. Closed meetings will conform to all applicable State Statutes and organizational requirements.

SECTION 2: BOARD OF DIRECTORS MEETINGS

The Board of Directors shall hold regular monthly meetings on a date agreed upon by board members. In addition, the Board of Directors may meet any time as deemed necessary by the Executive Board. The Executive Board will meet prior to the Board of Directors monthly meeting, as

needed.

SECTION 3: GENERAL MEMBERSHIP MEETINGS

The General Membership shall meet a minimum of six (6) times annually: February, April, June, August, October, and December.

SECTION 4: SPECIAL MEETINGS

Special board meetings may be held at the discretion of the Chair or a majority of board members, five (5), in order to consider necessary business. Special meetings of the General Membership may be requested through a written statement from a majority of members in good standing to the Board of Directors.

SECTION 5: QUORUM

The quorum for a Board Meeting shall be a majority of Board members, five (5). A Board member may attend by electronic medium with prior approval by Executive Board. A quorum for a General Membership meeting shall be a majority of General Membership present in good standing.

SECTION 6: MEETING NOTICES

The meeting notice shall be posted through email and social media 48 hours prior to a Board, General Membership or Special meeting.

ARTICLE 9

ELECTIONS

SECTION 1: BOARD OF DIRECTORS

The Nominating Committee shall present a slate of candidates for the annual election of the Board of Directors at the December General Membership meeting. The General Membership shall be allowed to make nominations at the regular December General Membership meeting. The nominee(s) must be present or have a signed, dated letter accepting the nomination. The Board of Directors shall assume office at the beginning of the organization's fiscal year, January 1.

SECTION 2: MEMBERSHIP VOTING

Individual members, in good standing, shall have the right to vote.

Each Member Agency shall have one vote per agency and/or organization. Each member agency or organization shall designate one representative, in good standing, who shall have one vote representing the agency or organization.

ARTICLE 10

POLICIES

SECTION 1: FISCAL YEAR

The fiscal year of the organization shall be January 1 through December 31.

SECTION 2: DOCUMENTS

All documents made, accepted, or executed by the organization shall be signed by the Chair and Secretary of the organization if they are to be retained. Internal memos and/or email, and all other documents will be retained/ filed according to The Sunshine Law requirements, tax law requirements, accepted accounting practices, and at the direction of the Board.

SECTION 3: FUNDRAISING AND GRANT APPLICATIONS

Fundraising and grant applications made on behalf of the organization are subject to review and approval of the Board of Directors.

SECTION 4: DISBURSEMENTS

All members of the Executive Board can sign checks drawn against the organization, and the board must approve all funds disbursed. The Treasurer or another member of the Executive Board are required to sign checks. The Treasurer of the organization may be responsible for regular occurring bills without prior approval of the board.

The Board of Directors may establish an appropriate purchasing limit for normal operating expenses.

SECTION 5: INUREMENT OF INCOME

The organization shall be nonprofit and is not for gain or profit of any type for its members, incorporators or Directors. No part of net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except to pay reasonable compensation for services.

SECTION 6: GRANT OR CONTRACT FOR SERVICE

The organization may exercise all legal powers permitted to general not-for-profit corporations. It may act as a grantee or contractor to provide services, with board approval.

SECTION 7: OPERATIONAL LIMITATIONS

The organization shall exist exclusively for charitable and educational purposes. It is allowed to make distributions for such purposes to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from Federal Income tax under Section 501(c)(3) of Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 8: LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the organization (corporation) shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 11

AMENDMENTS AND PARLIAMENTARY AUTHORITY

The bylaws may be amended at any regular or special General Membership meeting. Changes may be proposed in writing by twenty-five (25) percent of the General Membership members in good standing to the Executive Board or by the Executive Board. An affirmative vote of two-thirds of the General Membership members present and in good standing are required to adopt changes.

The bylaws may be amended at a regular or special General Membership meeting providing that previous notice of proposed amendment change(s) is provided to the general membership at least ten (10) weekdays in advance.

ARTICLE 12

DISOLUTION

Upon the dissolution of the Ozarks Wellness Network, assets shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the organization is then located, exclusively of such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.