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The fiscal year of Triangle Area Network, Inc. (TAN Healthcare) is January 1st through December 31st of each year.

Agency Mission:

TAN Healthcare is committed to providing all care to all people.

Agency Vision:

TAN Healthcare aims to be the community's choice for quality, accessible and affordable healthcare.

TAN Healthcare Values:

- ❖ Reliability: TAN Healthcare has proven to be a reliable source in our community since 1987.
- ❖ Collaboration: We value maintaining strong collaborations in the community to eliminate barriers to care.
- ❖ Knowledge: Our providers, support staff and care managers seek knowledge through training and educational opportunities to grow professionally in order to provide new services to our patients
- ❖ Innovation: We use creative ideas and unique talents of all team members to drive positive healthcare change.
- ❖ Compassion: We value the spiritual and emotional wellbeing of people.

ARTICLE I: PRINCIPAL LOCATION

The principal office for the transaction of the business of Triangle Area Network, Inc. dba TAN Healthcare is approved by the Board of Directors as 1495 North 7th Street, Beaumont, Texas, 77702.

ARTICLE II: BOARD OF DIRECTORS

Section 1: NUMBER of BOARD MEMBERS

The Board of Directors shall consist of no less than nine (9) and no more than twenty-five (25) members that govern TAN Healthcare and the role of the Chief Executive Officer in the management of the general operations and compliance of the organization.

Section 2: QUALIFICATIONS FOR MEMBERSHIP

The individuals serving on the Board of Directors shall represent the demographics of TAN Healthcare's service area in terms of area of expertise, percent of income from health center industry, who lives or works in the service area, health center patient status and representation of special populations, if applicable and as outlined on Form 6A **of the HRSA Scope of Service**. Patient members of the board, as a group, represent the individuals who are served by the health center in terms of demographic factors such as race, ethnicity, and gender. Board membership must consist of a minimum of 51% center patients and 49% non-health center patients. For the purposes of board composition, a **patient is an individual who has received at least one service in the past 24 months** that generated a health center visit, where both the service and the site where the service was received are within the HRSA approved scope of project. Non-patient members are selected to provide relevant expertise and skills such as community affairs, local government, finance and banking, legal affairs, trade unions and other commercial and industrial concerns and social services.

A legal guardian of a consumer who is a dependent child or adult, or a legal sponsor of an immigrant consumer, may be considered a consumer for the purposes of Board representation.

~~Non-Consumer members of the board shall be representative of the community in which the center's service area is located and shall be selected for the expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community.~~

No more than one-half (50%) of the non-consumer board members may derive more than 10% of their annual income from the health care industry. Board members must reside in the service area and scope of Triangle Area Network, Inc.

Individuals who previously worked for TAN Healthcare and left in good standing are eligible to seek membership on the Health Center's Board of Directors. All board members must be able to read, write, and speak English. Interpretation services will be made available, as needed, to support

members who require additional language assistance.

Section 3: POWERS OF INDIVIDUAL DIRECTORS

No individual **board member** shall act for **or on behalf** of the Board of Directors except as may be specifically authorized by the full Board membership or delegated by the Executive Committee if ratified by the full board.

Section 4: TERM OF OFFICE

TAN Healthcare shall hold board elections annually in September. Individuals elected to serve on the Board shall be designated as Board Member-Elect from the time of election until their term officially begins in January of the following year.

Each board member shall serve a term of two (2) years, beginning on January 1 and ending on December 31 of the second year. At the end of each term, board members who remain in good standing—demonstrated by consistent attendance at board and committee meetings, active engagement in organizational initiatives, and fulfillment of board responsibilities—shall be eligible for re-election.

There is no limit to the number of terms a board member may serve, provided they are re-elected in accordance with the nomination and voting procedures outlined in these bylaws.

~~Board members shall serve a term of two (2) years, beginning on the date they are officially voted onto the Board of Directors. At the end of each term, members who remain in good standing—demonstrated by consistent attendance and active participation in board-related activities—are eligible for re-election. There is no limit to the number of terms a board member may serve.~~

Section 5: ELECTIONS

Election Timing and Term Start

Elections for new and returning members of the Board of Directors shall be held annually in September. Individuals elected at that time shall be designated as Board Members-Elect and will officially begin their term of service in January of the following year. Current board members seeking to continue their service must also stand for re-election during the September election cycle.

Nomination Process

Nominations for board membership may be submitted by current members of the Board of Directors, TAN Healthcare staff, volunteers, donors, or consumers. All nominations must be submitted in writing to the Nominating Committee no later than thirty (30) days prior to the September election.

The Nominating Committee—established by the Executive Committee—is responsible for reviewing nominations, vetting candidates, and presenting a slate of eligible nominees, including their qualifications, to the full Board of Directors at least fifteen (15) days prior to the election.

Voting Procedures

- Only current members of the Board of Directors are eligible to vote in board elections.
- Voting shall take place by written or electronic ballot during the September meeting designated for elections.
- A simple majority of votes cast is required for election.
- Proxy voting is not permitted under any circumstances.

Mid-Year Appointments

Outside of the regular election cycle, the Board may elect new members by a simple majority vote without a recommendation from the Nominating Committee, provided that:

- The total number of seated board members remains between nine (9) and twenty-five (25);
- The individual meets all qualifications outlined in Article II, Section 2 of these bylaws.

While TAN Healthcare staff are encouraged to attend regular board meetings and may provide information as needed, they do not hold voting privileges and may not vote in any board elections, including those held at the Annual Meeting, to avoid conflicts of interest.

Section 6: RESIGNATION

A Board Member may resign at any time. The Board Member will present the resignation in writing to the President of the Board of Directors. The President will accept it when it is received. If the resignation affects the minimum number of required board members, **the nominating committee** will be enacted to fill the vacant position. Eligible nominees shall be submitted for consideration and election by and to the Board of Directors.

Section 7: ABSENCE FROM MEETINGS

As a condition of HRSA funding, TAN Healthcare is required to hold a minimum of twelve (12) board meetings per calendar year. Active and consistent participation in board meetings is essential to fulfilling fiduciary duties, ensuring timely governance, and maintaining federal compliance.

Attendance Expectations

All members of the Board of Directors are expected to:

- Attend all regular and special board meetings, either in person or through approved remote participation methods (e.g., video or teleconference).
- Participate fully in discussions and decision-making processes.
- Serve on at least one committee and actively engage in its work.

If a board member is unable to attend a scheduled meeting, they must notify the Board Chair (or designee) in writing prior to the meeting, stating the reason for their absence.

Absences and Accountability

- Board members who miss three (3) or more meetings in a calendar year without prior notice or acceptable cause may be subject to review and removal by majority vote of the Board of Directors.
- Excessive absences, even with notice, may be considered grounds for non-renewal at the end of a term, based on the board's assessment of engagement and participation.
- Participation solely through written updates or asynchronous responses does not constitute attendance unless approved by the Executive Committee.

Proxy Voting

Proxy voting is not permitted at any meeting of the Board of Directors, including regular, special, or annual meetings. All board members are expected to participate in votes directly, in real time, and with full access to discussion and deliberation.

Section 8: VACANCY

If a vacancy on the Board of Directors reduces the total number of active members to fewer than nine (9), the Board must take immediate action to restore compliance. This may be done by appointing a qualified individual or by working with the Nominating Committee to identify and nominate eligible candidates. The appointment should be made as soon as reasonably possible to ensure the Board remains compliant with HRSA requirements.

If a vacancy does **not** reduce the total number of Board members below nine (9), the open position will be filled in accordance with the standard nomination and election process outlined by the Nominating Committee. In such cases, the nominee may be elected during the next Annual Meeting.

A vacancy may occur due to resignation, removal for not being in good standing, or death. In each of these cases, a qualified successor shall be nominated by the Board President and/or the Nominating Committee. Eligible nominees will be submitted for consideration and must be elected by a vote of the Board of Directors.

Section 9: REMOVAL OF BOARD MEMBERS

~~A Member can be removed from the board of directors for cause by a vote of two-thirds (66.67%) of the Directors at any regular or special meetings of the Board. (see also Resignation of Officers)~~

A member of the Board of Directors may be removed for cause by a two-thirds (66.67%) vote of the full Board of Directors at any regular or special meeting. Grounds for removal may include, but are not limited to:

- Failure to meet attendance requirements, including exceeding the allowable number of absences or proxy uses per year
- Persistent lack of participation in board duties, committees, or governance responsibilities

- Violation of confidentiality, conflict of interest, or ethical standards
- Behavior that is detrimental to the mission, operations, or public reputation of TAN Healthcare
- Failure to maintain "good standing" as defined by these bylaws

Prior to any vote on removal, the board member in question shall be given written notice at least ten (10) days in advance of the meeting where the removal will be considered. The members shall be provided with an opportunity to respond or address the Board before a final vote is taken.

A vote to remove must be conducted in a closed session and documented in accordance with the Board's official records. Board members removed under this section shall not be eligible for re-election or reappointment for a period of at least one (1) year.

Section 10: THE DUTIES OF BOARD MEMBERS (Board Authority)

Board members are responsible for governing TAN Healthcare in accordance with applicable federal, state, and local laws, and in alignment with the requirements of the Health Resources and Services Administration (HRSA). Each board member shall actively participate in fulfilling the following duties:

1. **Meeting Attendance:** Attend a minimum of twelve (12) regular, annual, or called meetings of the Board of Directors each calendar year, ensuring a quorum is present to conduct official business.
2. **Committee Service:** Actively serve on at least one standing or ad hoc board committee, such as Finance, Strategic Planning, Nominations, Quality Improvement/Compliance, or others as assigned.
3. **Fundraising and Development:** Support the health center's fundraising efforts and contribute to the identification and pursuit of new business opportunities that align with the organization's mission.
4. **Community Engagement:** Explore, understand, and respond to the healthcare needs and resources within the community served by TAN Healthcare.
5. **CEO Oversight:** Hire, evaluate, and, if necessary, terminate the Chief Executive Officer.
6. **Strategic Planning:** Participate in long-range strategic planning efforts at least once every three (3) years, addressing financial sustainability, service delivery, and capital expenditures.
7. **Policy Oversight:** Establish, review, and adopt policies necessary for the effective and compliant operation of the health center.
8. **Regulatory Compliance:** Ensure that the organization operates in full compliance with all applicable laws, regulations, and funding requirements.
9. **Budget and Grant Approvals:** Review and approve the health center's annual operating budget, as well as all major grant applications and renewal submissions.
10. **Service Scope and Operations:** Approve the scope of health center services, as well as the locations and hours of operation for all health center sites.
11. **Financial Monitoring:** Review and monitor the financial performance of the health center, including the results of the annual independent audit, and ensure that appropriate corrective actions are taken when needed.

12. **Organizational Performance Evaluation:** Evaluate the health center's performance using data and reports provided by management, with a focus on:

- Achievement of program and project goals
- Patterns of service utilization
- Quality of care delivered
- Operational efficiency and effectiveness
- Patient satisfaction, including addressing and resolving grievances

Section 11: COMPENSATION

No Board Member may receive compensation for services as a member or a Committee Member, yet may, upon approval of the Board, be reimbursed for reasonable expenses incurred on behalf of TAN Healthcare. (see Employee Handbook)

Section 12: INDEMNIFICATION

To the fullest extent permitted by law, TAN Healthcare may indemnify any Director for expenses reasonably and necessarily incurred, including attorney's fees—arising from any claim, legal action, or proceeding brought against them due to their service as a member of the Board of Directors.

This indemnification does not apply in cases where the Director is found to have engaged in negligence, willful misconduct, or any unlawful act related to the matter for which indemnification is sought.

Indemnification must be approved by resolution of the Board of Directors and shall be subject to any limitations set forth in applicable state or federal law.

Section 13: CONFLICT OF INTEREST

No individual associated with Triangle Area Network ("TAN Healthcare")—including employees, agents, consultants, officers, board members, or elected/appointed officials—may use their position to secure a financial interest or benefit for themselves, their family members, or their business associates.

This prohibition applies to:

- Any activity conducted by TAN Healthcare,
- Any contract, subcontract, or agreement related to such activity, and
- Any financial proceeds arising therefrom.

Individuals in such positions must not participate in decision-making or use insider information concerning any matter from which they, or their close connections, could personally benefit.

TAN Healthcare shall adopt and enforce procedural rules requiring any individual with a potential conflict of interest to:

- Disclose the nature of the conflict, and
- Recuse themselves from all functions, responsibilities, and decision-making related to the specific activity in question.

These rules are in place to ensure transparency, ethical conduct, and compliance with applicable laws and funding requirements.

No Board Member shall be an employee of TAN, nor can they be a spouse, child, parent, grandparent, brother, brother-in-law, sister, sister-in-law, aunt, uncle, or first cousin of an employee.

ARTICLE III: OFFICERS

Section 1: OFFICERS

The Officers of the Triangle Area Network Board of Directors shall include a President, Vice President, a Secretary, and a Treasurer. Members may hold only one office at a time. The Treasurer is the only officer that serves dual roles as Chair of the Finance Committee.

Section 2: QUALIFICATIONS

All officers of TAN Healthcare must be active members of the Board of Directors at the time of their election and throughout their term of office.

To be eligible for election as President or Vice President, a board member must have served on the Board of Directors for a minimum of one (1) year. This one-year service requirement may be waived by a majority vote of the full Board of Directors when deemed necessary.

The selection and removal of officers, including the Board President (Chair) and all other members, is the sole responsibility of the TAN Healthcare Board of Directors. No other entity, committee, or individual outside the Board may appoint, select, or remove officers or board members—whether patient or non-patient representatives.

This ensures the Board retains full authority and autonomy over its leadership in accordance with federal regulations and HRSA governance standards.

Section 3: ELECTION

Officers of the Board of Directors—President, Vice President, Secretary, and Treasurer—shall be elected by a vote of the full Board of Directors in January of each calendar year. This schedule ensures that newly elected board members, who are typically seated following the Annual Meeting in July, have sufficient time to become familiar with TAN Healthcare's mission, operations, and board culture before participating in officer elections. This period allows for more informed decision-making and supports thoughtful leadership transitions.

Officer terms shall be for two (2) years, with officers assuming their roles immediately following the January election. If an officer position becomes vacant mid-term, the Board may hold a special election to fill the remainder of the unexpired term.

This timing also aligns officer transitions with the calendar year, facilitating clear goal setting, planning cycles, and organizational continuity.

Section 4: RESIGNATION OR REMOVAL OF OFFICERS

Any Officer may be removed, either with or without cause, by a two-thirds (66.67%) majority vote of the Board at any meeting of the Board at which a quorum is present. Any Officer may resign at any time by giving written notice to any Officer of the Board of Directors. Any resignation shall take effect on the date of the receipt of notice or at any later time specific therein, and the acceptance of that resignation shall not be necessary to make it effective.

Section 5: OFFICER VACANCIES

In the event that the office of any Officer of TAN Healthcare becomes vacant before the end of the elected term, the Board of Directors shall elect a successor to serve for the remainder of the unexpired term. This election may be conducted by the full Board or delegated to the Executive Committee, as determined by a majority vote of the Board.

An individual elected to fill a vacancy may choose to seek election for a full term during the next scheduled officer election cycle, in accordance with the qualifications and procedures outlined in these bylaws.

This process ensures leadership continuity and allows for timely transitions without disrupting the governance or operations of the Board.

Section 6: PRESIDENT

The President of the Board of Directors—also referred to as the Board Chair—serves as the chief governance officer of TAN Healthcare and shall, subject to the authority of the full Board, provide leadership and oversight of the Board's functions and responsibilities.

The President shall:

1. Lead Board Meetings

- Presides over board and executive committee meetings
- Sets meeting agendas in collaboration with the CEO and/or Executive Committee
- Ensures meetings are focused, inclusive, and decision-oriented
- Keeps discussion on track and ensures all voices are heard

2. Strategic Partnership with the CEO

- Serves as the **primary liaison between the board and CEO**

- Provides regular support, feedback, and performance evaluation for the CEO
- Helps guide the organization's strategic direction in collaboration with leadership

3. Governance Leadership

- Ensures the board is fulfilling its responsibilities (fiduciary, strategic, and generative)
- Oversees board development, including recruitment, onboarding, and evaluation
- Helps maintain strong board engagement and accountability

4. Represent the Organization

- May serve as a **spokesperson** or public face of the board at events, with donors, or in advocacy efforts
- Represents the board at key meetings or ceremonies

5. Oversee Officer & Committee Function

- Coordinates the work of other board officers and ensures **committees are active and effective**
- May appoint or approve committee chairs and members

6. Succession & Transition Planning

- Leads board succession efforts, including identifying future officers
- Helps ensure smooth transitions in board and executive leadership

The President shall not act independently on behalf of the organization unless such authority has been expressly granted by a vote of the Board. The President must model ethical leadership and ensure that the Board operates in compliance with TAN Healthcare's bylaws, applicable laws, and HRSA governance expectations.

Section 7: VICE-PRESIDENT

The Vice President of the Board of Directors—also referred to as the Vice Chair—shall support the President in fulfilling the leadership responsibilities of the Board and serve as the acting Board Chair in the event of the President's absence, resignation, or inability to perform their duties.

The Vice Chair shall:

1. Support the Board Chair

- Acts as a thought partner to the Chair and provides backup during meetings, planning, and board engagement
- Helps the Chair monitor committee activity and board goals

2. Serve as Acting Chair When Needed

- Steps in to facilitate board meetings or represent the organization if the Chair is absent, recused, or unavailable
- May sign official documents or correspondence if delegated by the Chair

3. Assist with Leadership Development

- Supports board member engagement (check-ins, onboarding, mentoring)
 - Often helps identify or prepare future leaders, especially if there's no Board Development Committee
4. Participate in Executive Committee
 - Typically serves as a member of the Executive Committee, helping make decisions between full board meetings
 5. Lead Special Projects or Initiatives
 - May take on a special portfolio (e.g., board self-evaluation, CEO annual review process, equity initiative) depending on their skills or interests
 6. Prepare for Chair Succession (Optional but Ideal)
 - If your organization uses a “chair-elect” model, the Vice Chair is being intentionally groomed to become the next Chair
 - Learns the governance rhythm and builds relationships to ensure a smooth transition

Section 8: TREASURER

The Treasurer shall serve as the financial officer of the Board of Directors and Chair of the Finance Committee. The Treasurer is responsible for overseeing the financial affairs of TAN Healthcare and ensuring regular financial reporting to the Board.

Key responsibilities include:

1. Financial Oversight
 - Reviews monthly and quarterly financial statements
 - Helps the board understand financial documents (balance sheet, income statement, cash flow, budget-to-actuals)
 - Flags concerns and explains trends
2. Budget Leadership
 - Works with the CEO and finance staff to develop and present the annual budget to the board
 - Helps ensure the budget aligns with strategic goals and is realistic
3. Compliance and Risk Management
 - Ensures the organization meets legal and tax reporting requirements (e.g., 990 filings)
 - Monitors internal financial controls and recommends policy updates if needed
4. Support Audit and Finance Functions
 - Chairs the Finance Committee (if you have one) or works closely with that group
 - Oversee the annual audit or financial review, helping select the auditor and reviewing findings
 - Supports development of investment or reserve policies, if applicable

5. Board Financial Literacy

- Help educate fellow board members so they can fulfill their fiduciary duty
- Make sure finance reports are accessible and understandable—especially for non-financial folks

6. Partner to the CEO/CFO

- Serves as a strategic thought partner on cash flow, grants, sustainability, and fundraising planning
- May support high-level finance conversations with funders or banks if needed

The Treasurer shall perform other duties as may be assigned by the Board President or the Board of Directors.

Section 9: SECRETARY

The Secretary shall serve as the chief record-keeping officer of the Board of Directors and ensure the accuracy and accessibility of the organization's official non-financial records.

Key responsibilities include:

1. Maintain Accurate Meeting Records

- Takes (or oversees taking) minutes at all board and Executive Committee meetings
- Ensures minutes are accurate, approved, and stored securely
- Tracks board votes, motions, and decisions to preserve institutional memory

2. Manage Board Records & Documents

- Oversees the organization and archiving of:
 - Agendas and minutes
 - Bylaws and amendments
 - Board policies and resolutions
 - Officer and committee rosters
- Ensures access to current and historical documents as needed

3. Ensure Legal and Policy Compliance

- Ensures board actions and records align with the bylaws and relevant state/federal laws
- Assists in keeping board governance materials up to date

4. Support Board Communication & Scheduling

- May distribute agendas, notices, and meeting materials
- Helps ensure proper notice of meetings and quorum tracking
- Keeps track of board member terms and attendance (especially if there's no Governance Committee)

5. Support Board Elections and Governance

- Helps document and certify board and officer elections

- May assist with onboarding and orientation materials for new members

The Secretary plays a key role in ensuring transparency, good governance, and compliance with record-keeping requirements.

Section 10: CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (CEO) shall serve as the chief administrative and executive officer of TAN Healthcare and shall be responsible for the day-to-day operations and overall management of the organization. The CEO operates in alignment with the strategic direction, policies, and oversight provided by the Board of Directors and is accountable for ensuring the organization's mission, vision, and goals are effectively carried out.

The CEO shall report directly to the Board of Directors and serves at the pleasure of the Board, subject to performance evaluation and contractual terms as determined by the Executive Committee or designated subcommittee.

Key Responsibilities of the CEO include, but are not limited to:

1. Implementing board-approved policies, programs, and directives, and ensuring their effective execution across all departments and initiatives.
2. Overseeing staff, operations, and organizational performance to maintain high-quality service delivery and alignment with TAN Healthcare's strategic plan.
3. Managing financial and human resources, partnerships, and regulatory compliance, with an emphasis on sustainability, innovation, and operational excellence.
4. Advising and informing the Board on key trends, opportunities, risks, and outcomes to support timely and informed governance decisions.

Ex-Officio Role

The CEO shall serve as an ex-officio, non-voting member of the Board of Directors and may attend all board and committee meetings, except where otherwise excluded by the Board—such as during performance evaluations, contract negotiations, or matters requiring executive session.

ARTICLE IV:

Section 1: COMMITTEES EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Treasurer, and Secretary of TAN Healthcare. This committee operates under the authority of the full Board and may not override or restrict the Board's required authorities and functions as defined by federal regulations, including those established by the Health Resources and Services Administration (HRSA).

No individual, entity, or committee, including the Executive Committee—shall have approval authority or veto power over decisions reserved to the full Board of Directors. Collaborations or agreements with external partners shall not infringe upon the Board’s governance responsibilities.

Responsibilities of the Executive Committee include making recommendations to the full Board regarding:

- Amending, altering, or repealing the Articles of Incorporation;
- Amending, altering, or repealing the Bylaws;
- Electing or removing members of any Board Committee;
- Changing the time and/or date of regular board meetings.

In addition, the Executive Committee shall coordinate onboarding and board training for newly elected Board Members, to be completed between their election date and the next regularly scheduled board meeting.

The Executive Committee may be assigned additional tasks by the Board but shall not act independently on matters requiring full Board approval unless expressly authorized.

Section 2: FINANCE COMMITTEE

The Finance Committee is a standing committee of the Board of Directors, established to provide oversight of TAN Healthcare’s financial health, ensure fiscal accountability, and support strategic financial planning.

The Committee shall consist of at least three (3) board members, including the Treasurer, who shall serve as Chair. Additional members may be appointed by the Board President, subject to Board approval. The Chief Executive Officer and finance staff may attend meetings as non-voting participants to provide support and relevant financial information.

The responsibilities of the Finance Committee include:

1. Reviewing and recommending the annual operating and capital budgets for approval by the Board of Directors.
2. Monitoring financial performance and comparing it to approved budgets and prior periods.
3. Reviewing monthly and quarterly financial reports, balance sheets, income statements, and cash flow projections.
4. Ensuring compliance with applicable financial policies, funding requirements, and reporting obligations (including HRSA expectations);
5. Supporting the coordination of the annual independent audit and presenting audit findings to the full Board.
6. Recommending financial policies, procedures, or corrective actions as needed to maintain the organization’s financial integrity.
7. Advising the Board on investment, reserves, risk management, and long-term financial sustainability, when applicable.

The Finance Committee shall meet at least quarterly and may convene more frequently upon the call of the Treasurer or Board President.

Section 3: NOMINATING COMMITTEE

The Nominating Committee is an ad hoc committee established to identify, evaluate, and recommend qualified individuals for service on the Board of Directors of Triangle Area Network, Inc. ("TAN Healthcare").

The Board shall appoint at least three (3) individuals to serve on the Nominating Committee, including a minimum of two (2) current Board members. The Committee shall select its own Chairperson from among the Board members serving on the committee.

The Nominating Committee shall meet as needed, upon the call of its Chairperson or the Board President, and is responsible for the following duties:

1. Board Member Recruitment

- Identify, vet, and recommend new board candidates who align with the organizations:
 - Mission
 - Governance needs (skills, expertise, diversity)
 - Strategic direction
- Develop and maintain a board candidate pipeline
- Conduct outreach, interviews, and reference checks for potential nominees

2. Board Officer Selection

- Recommend a slate of board officers (Chair, Vice Chair, Secretary, Treasurer, etc.)
- Review eligibility (e.g., time on board, engagement) and confirm willingness to serve
- Present officer nominations for election in accordance with bylaws

3. Board Composition and Succession Planning

- Regularly review board composition against current needs (e.g., finance, legal, DEI, lived experience)
- Help set term limits and renewal policies into action
- Plan for leadership transitions (e.g., grooming future chairs, rotating committee roles)

4. Onboarding & Orientation Support

- May help design or oversee onboarding for new board members
- Ensure new members understand roles, responsibilities, and expectations

5. Evaluate Board Member Engagement

- Review attendance, participation, and giving records to determine re-nomination eligibility
- May coordinate board self-assessment processes in collaboration with Governance Committee (if separate)

No individual outside of the Board shall have authority to appoint or approve board members or officers. Final approval of all board and officer appointments rests solely with the full Board of Directors.

~~Section 4: — NOMINATION/BOARD ORIENTATION COMMITTEE~~

~~The Board Orientation Committee shall be responsible for providing training and on-boarding to newly elected Board Members. The committee is an Ad Hoc Committee and shall meet upon call of its Chairperson.~~

Section 5: QUALITY IMPROVEMENT COMMITTEE

The Quality Assurance/Quality Improvement (QA/QI) Committee is responsible for overseeing TAN Healthcare's continuous quality improvement efforts to ensure high-quality, patient-centered care and compliance with applicable federal, state, and HRSA requirements.

The QA/QI Committee shall include at least one (1) member of the Board of Directors and must include representatives from TAN Healthcare's clinical leadership (e.g., Chief Medical Officer, Dental Director, Behavioral Health Director) and executive leadership (e.g., Chief Executive Officer or Chief Operating Officer). Additional staff may participate as needed to support the committee's function.

The QA/QI Committee is responsible for providing board-level oversight of TAN Healthcare's efforts to ensure the delivery of high-quality, safe, and patient-centered care. The committee works in alignment with HRSA requirements and the organization's strategic goals to drive continuous improvement across clinical and operational areas.

Key responsibilities include:

1. Program Oversight
 - Monitor the development, implementation, and effectiveness of TAN Healthcare's Quality Assurance and Quality Improvement (QA/QI) program.
2. Performance Review
 - Review clinical performance measures and patient outcome data, including those required for HRSA's Uniform Data System (UDS) reporting.
3. Recommendations for Improvement
 - Make data-informed recommendations to improve the quality, safety, and efficiency of care and services delivered by TAN Healthcare.
4. Patient Feedback & Systems Improvement
 - Ensure the QA/QI program includes processes for reviewing and responding to patient satisfaction data, grievances, and system-level improvement opportunities.
5. Regulatory Compliance & Readiness

- Support compliance with HRSA's Continuous Quality Improvement (CQI) requirements and assist in preparing for Operational Site Visits (OSVs) and other external audits

6. Board Reporting

- Provide regular reports and updates to the full Board of Directors on QA/QI activities, trends, risks, and progress toward improvement goals.

The committee shall meet at least quarterly, or more frequently as needed, and shall submit recommendations to the Board for approval when required.

Section 6: STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee is responsible for leading and supporting TAN Healthcare's long-range planning efforts to ensure the organization's continued responsiveness to community needs, financial sustainability, and alignment with its mission.

The Strategic Planning Committee shall include at least one (1) member of the Board of Directors and may include additional board members, executive leadership, and other key staff as deemed appropriate by the Board.

Responsibilities of the Strategic Planning Committee include:

1. Leading the development and facilitation of the organization's formal strategic planning process at least once every three (3) years, in compliance with HRSA governance requirements.
2. Ensuring that the strategic plan addresses, at a minimum:
 - Financial management and sustainability.
 - Capital expenditure needs and infrastructure priorities.
 - Workforce development.
 - Community health trends and emerging service needs.
 - Programmatic goals and expansion opportunities.
3. Facilitating stakeholder input from patients, staff, community partners, and funders as part of the planning process.
4. Monitoring progress toward strategic goals and reporting updates to the Board of Directors at least annually.
5. Recommending course corrections or updates to the plan based on internal or external changes.
6. Collaborating with other board committees (e.g., Finance, QA/QI) to ensure integration of priorities and resources across planning efforts.

The Strategic Planning Committee shall meet as needed during the planning cycle and provide regular updates to the full Board of Directors for review and approval.

Section 7: OTHER (Adhoc) COMMITTEES

The board may designate other committees and board representatives to conduct and participate in the business and affairs of TAN Healthcare.

Section 8: AUTHORITY OF THE BOARD WITH COMMITTEES

The board has the power, at any time, to change the powers, and members, of any Committee, to fill Committee vacancies, and to dispose of any Committee, upon the recommendation of the Executive Committee.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: QUORUM

A simple majority (more than 50%) of the currently seated members of the Board of Directors shall constitute a quorum for the transaction of official board business.

No official action of the Board may be taken without a quorum present.

Once quorum is established at a meeting, it shall be presumed to continue until the meeting is adjourned, unless a roll call or other verification demonstrates otherwise.

Only board members who are physically present or participating through an authorized remote or virtual platform—as permitted by law and these bylaws—shall be counted toward quorum. Proxy voting is not permitted, and proxy participants shall not be counted toward quorum.

All actions of the Board shall be decided by a majority vote of those present, unless a greater threshold is required elsewhere in these bylaws or by law.

All decisions shall be made by a majority vote of the members present, unless a greater voting threshold is required by these bylaws or applicable law.

Section 2: VOTING

1: Voting Rights

Each member of the Board of Directors shall have one (1) vote. Only duly seated board members shall be entitled to vote on matters before the Board. Ex-officio members, including the Chief Executive Officer, shall not have voting rights unless otherwise specified in these bylaws.

2: Vote Required for Board Action

Unless otherwise stated in these bylaws or required by applicable law, all actions of the Board shall be decided by a majority vote of the board members present at a meeting at which a quorum has been established.

3: Quorum

A simple majority (more than 50%) of the currently seated members of the Board of Directors shall constitute a quorum for the transaction of business. Quorum may be established by physical presence or by participation through a remote or virtual platform that allows real-time interaction. Proxy votes do not count toward quorum.

Once quorum is established, it shall be presumed to continue for the duration of the meeting, unless a roll call or verification indicates otherwise.

4: Methods of Voting

Voting may take place through any of the following methods, as determined by the Chair:

- Voice vote or show of hands (in person)
- Roll call vote (especially for significant actions or transparency)
- Written ballot (open or anonymous, as appropriate)
- Electronic vote (including secure video or teleconference platforms), provided that all participants can hear and respond to one another in real time

5: Electronic or Asynchronous Voting (Between Meetings)

When necessary, board actions may be taken outside of a formal meeting by unanimous written consent or secure electronic voting, provided:

- The motion and supporting documents are distributed to all seated board members.
- A specific deadline is given for responses (typically 72 hours unless otherwise stated);
- Much of the board responds affirmatively, and quorum is met through verified participation;
- The vote is documented in the next board meeting minutes.

Electronic or email voting procedures must comply with applicable Texas nonprofit law and be authorized by the Board in advance.

6: Conflict of Interest Abstentions

Board members must recuse themselves from voting on any matter where they have a conflict of interest, in accordance with the organization's Conflict of Interest Policy. Such abstentions shall be recorded in the official minutes.

7: Tie Votes

In the event of a tie vote, the motion shall not pass. No board member, including the Chair, shall have an additional or tie-breaking vote unless specifically authorized by law or a provision in these bylaws.

8: No Proxy Voting

Proxy voting is not permitted at any meeting of the Board of Directors. All votes must be cast by the board members directly, either in person or through authorized virtual participation.

Section 3: REGULAR MEETING

Regular meetings of the Board shall be held on the fourth (4th) Thursday of each month, and no fewer than twelve (12) times per calendar year. The Executive Committee of the board may vote at any time to change the time and date of all or one of the regular meetings. Regular meetings are held in person and through videoconferencing (TEAMS/ZOOM).

Section 4: ANNUAL MEETINGS

Beginning January 1, 2026, the Annual Meeting of the Board of Directors of TAN Healthcare shall be held each year in the month of January, at a time and location determined by the Executive Committee. The meeting shall be held within the State of Texas or via electronic means that allow for full participation, in accordance with applicable law and board policy.

Purpose

The purpose of the Annual Meeting is to conduct essential governance activities that mark the beginning of the organization's calendar and fiscal year. Agenda items typically include, but are not limited to:

1. Installation of Officers elected during the preceding November board meeting;
2. Presentation of the Risk Management Report and establishment of Risk Management Goals for the upcoming year;
3. Final approval of the current year's operating budget;
4. Review of the strategic plan, organizational priorities, and performance indicators;
5. Annual conflict of interest disclosures and reaffirmation by all board members;
6. Other business as stated in the official notice of the meeting or introduced in accordance with the organization's bylaws and applicable law.

Notice

Notice of the Annual Meeting, including the time, location, and agenda, shall be provided to all board members no fewer than ten (10) days in advance. Meeting materials shall be distributed in a timely manner to support meaningful discussion and informed decision-making.

Section 5: SPECIAL MEETINGS

The members of the Board of Directors participate in special meetings, including facsimile messaging, telephone, and videoconferencing, email and/or computer messaging meetings, called by the President and/or other Board Members. Board Members present shall transact only such business as stated in the notice of the meeting.

Section 6: TELEPHONE/EMAIL MEETINGS

The President may poll members by telephone/email when urgent circumstances require, but any action authorized by such poll must be ratified at the next meeting. If the President refuses to act on urgent circumstances, then the Vice President or any other officer of the Executive Committee may poll the board for action.

Section 7: COMMITTEE MEETINGS

A meeting of any Committee of the Board shall be held at such a time and in such a place as the Members of the Committee determine. A majority of the authorized membership of the Committee shall constitute a quorum, and every act or decision done or made by a majority of the Members of the Committee present at any meeting at which a quorum is present is an act of the Committee.

ARTICLE VI: BOARD AUTHORITY, CONTRACTS, CHECKS, DEPOSITORY, FUNDS AND RECORDS

Section 1: CONTRACTS AND COLLABORATIVE AGREEMENTS

The Board of Directors retains the authority to approve all contracts, agreements, and legal obligations that materially affect the operations, scope of services, or financial position of TAN Healthcare.

The Board may authorize any Officer or designated Agent, in collaboration with the Chief Executive Officer, to enter contracts or execute and deliver instruments on behalf of TAN Healthcare. Such authorization may be general or limited to specific transactions and shall be documented in the Board's official meeting minutes.

In accordance with HRSA governance requirements, any collaboration, agreement, or partnership with external entities that support TAN Healthcare's HRSA-approved scope of project shall not infringe upon or restrict the Board's required authorities and responsibilities, including but not limited to:

- Approval of the annual budget and scope of services;
- Selection, evaluation, and dismissal of the Chief Executive Officer;
- Strategic planning;
- Quality assurance/quality improvement oversight;
- Legal and policy-level decision-making.

All agreements entered into on behalf of TAN Healthcare must align with applicable federal, state, and HRSA regulations and preserve the Board's fiduciary and governance obligations.

Section 2: EXPENDITURE AUTHORITY

Under the authority and oversight of the Board of Directors, the Chief Executive Officer (CEO) of TAN Healthcare is authorized to approve and execute routine operational expenditures on behalf of the organization in accordance with the Board-approved budget and financial policies.

This authority includes payments necessary for day-to-day operations including the approval of employee salaries or benefits, or changes to personnel compensation structures.

The CEO's expenditure authority shall be exercised within the limits established by the Board through the annual budget and any additional financial thresholds or restrictions set by Board resolution.

All expenditures shall be subject to periodic review by the Finance Committee and reported to the Board of Directors as part of regular financial reporting.

Section 3: CHECKS AND DRAFTS

All checks, drafts, or other orders for the payment of money, or evidence of indebtedness issued in the name of TAN Healthcare, shall be signed in such a manner as authorized by the resolution of the Board of Directors and in accordance with the organization's financial policies and procedures.

The Chief Executive Officer (CEO) is authorized to sign checks or approve payments up to \$1,000. For any payment equal to or exceeding \$1,000, a second signature is required from a board-approved signer, as outlined in TAN Healthcare's internal financial controls policy.

The Board shall approve and review authorized signers annually, and all signatory authority must comply with applicable federal regulations, including HRSA financial accountability requirements.

Section 4: DEPOSITS

All funds of TAN Healthcare shall be deposited, from time to time, to the credit of the organization in such bank(s), credit unions, or other federally insured depositories as may be designated by the Board of Directors.

Deposits shall be made in accordance with TAN Healthcare's Board-approved Finance Policies and Procedures, which outline the processes for safeguarding, reconciling, and managing organizational funds in compliance with applicable laws and funding requirements.

Section 5: GIFTS

TAN Healthcare welcomes charitable contributions that advance its mission to provide high-quality, compassionate care to the communities it serves. Gifts from individuals, foundations, corporations, and other entities play a vital role in supporting the organization's programs, services, and long-term sustainability. The acceptance, management, and use of such gifts shall reflect the organization's commitment to transparency, accountability, and integrity, and shall be

guided by policies that ensure alignment with TAN Healthcare's values, strategic goals, and legal obligations.

- **Authority to Accept Gifts**

The Board of Directors may accept or may authorize designated officers or agents to accept on behalf of TAN Healthcare, any contribution, gift, bequest, or devise of cash, securities, property, or other assets—whether unrestricted or restricted—for the general support of the organization or for any purpose consistent with its mission and charitable purposes

- **Use of Restricted Gifts**

All restricted gifts shall be accepted only if they are consistent with the mission, values, and capacity of TAN Healthcare. Restricted gifts shall be used in accordance with the donor's stated intent and applicable federal and state laws. In cases where a gift includes significant conditions, restrictions, or long-term obligations, such gift must be reviewed and approved by the Board of Directors prior to acceptance.

- **Review and Refusal of Gifts**

TAN Healthcare reserves the right to decline any gift that:

- Is inconsistent with the organization's mission, values, or strategic priorities;
- May create a financial, legal, or reputational risk;
- Cannot be accepted or administered in accordance with applicable laws or donor intent.

- **Guidance and Oversight**

Gift acceptance shall be guided by TAN Healthcare's Board-approved fundraising, finance, and gift acceptance policies to ensure transparency, accountability, and alignment with strategic priorities. The Board may adopt or revise such policies from time to time.

- **Gifts to Individuals**

No board member, officer, or employee may accept any personal gift, gratuity, or benefit from a donor, vendor, or partner that may reasonably appear to influence the actions or decisions of TAN Healthcare. Exceptions may be made for items of nominal value as defined in the organization's Conflict of Interest or Ethics Policy.

Section 6: BOOKS AND RECORDS

TAN Healthcare shall maintain complete, accurate, and secure records in accordance with applicable federal, state, and grantor requirements, as well as nonprofit governance best practices. These records shall include, but are not limited to:

- Financial books and accounts
- Minutes of all board and committee meetings (excluding executive sessions)
- Official board meeting agendas and approved minutes of open meetings
- A current list of all seated members of the Board of Directors

- Policies, governing documents, and regulatory filings as required by law

Public Access and Transparency

Copies of board meeting agendas, approved minutes of open board meetings, and a current list of board members shall be kept on file and made available for public inspection upon request at the principal office of TAN Healthcare, in compliance with applicable laws and transparency standards.

Financial Oversight and Audits

TAN Healthcare shall undergo periodic financial audits or reviews of its books and records:

- In accordance with federal and state regulations, HRSA requirements, and the terms of applicable grants;
- Or as directed by the Board of Directors.

Audit results shall be reviewed by the Finance Committee and presented to the full Board of Directors. Any findings or recommendations shall be documented, and all necessary corrective actions shall be tracked and monitored.

Safekeeping and Retention of Records

TAN Healthcare shall maintain and protect all official records, whether physical or digital—in accordance with a formal Document Retention and Destruction Policy. This policy shall align with legal requirements and nonprofit best practices to ensure long-term organizational accountability, operational continuity, and regulatory compliance.

ARTICLE VII: PARLIAMENTARY AUTHORITY

All formal meetings of the Board of Directors of TAN Healthcare shall operate under a consensus-based decision-making model, encouraging collaboration, shared responsibility, and mutual agreement among members.

In instances where consensus cannot be reached, Robert's Rules of Order (Revised) shall govern the proceedings, provided they do not conflict with TAN Healthcare's Articles of Incorporation, Bylaws, or the laws of the State of Texas.

If consensus fails and Robert's Rules must be applied, the Board shall designate a current member to serve as Parliamentarian to advise on procedural matters and ensure fair, orderly conduct of the meeting.

This approach supports inclusive dialogue while preserving structure and clarity in decision-making.

ARTICLE VIII: AMENDMENT OF BY-LAWS AND DISSOLUTION

Section 1: AMENDMENT OF BY-LAWS

These Bylaws may be amended, adopted, or repealed by a two-thirds (66.67%) vote of the full Board of Directors at any regular or special meeting, provided that written notice of the proposed changes is given to all Board members at least ten (10) days in advance of the meeting.

Proposed amendments must be presented in writing and may be submitted by any Board member or committee authorized to recommend governance changes. All amendments must comply with applicable laws, TAN Healthcare's Articles of Incorporation, and any governing requirements of funding entities such as the Health Resources and Services Administration (HRSA).

Amendments shall take effect immediately upon approval, unless otherwise specified in the motion.

Section 2: DISSOLUTION

Voluntary dissolution of TAN Healthcare may occur when the organization has ceased all operations, and the Board of Directors authorizes dissolution by a two-thirds (66.67%) majority vote of all current members.

Notice and Approval Requirements:

- A written notice of the proposed dissolution must be provided to all Board members at least 20 days in advance of the meeting at which the vote is to occur.
- Approval must be documented by written consent from the directors authorizing the dissolution.

Financial and Legal Obligations Prior to Dissolution: Before any distribution of assets, the following conditions must be met:

1. All debts and obligations to creditors must be resolved.
2. All potential liabilities involving Board members, officers, employees, or clients must be addressed.
3. All outstanding debts and financial obligations must be fully satisfied.
4. All liabilities and obligations of TAN Healthcare must be paid, satisfied, or adequate provisions made for their future settlement.
5. Assets with legal restrictions or obligations (e.g., grant-funded property or donor-restricted assets) must be returned, transferred, or conveyed to the appropriate party as required by law or agreement.

Distribution Plan:

- The Board must adopt a formal resolution recommending a plan of distribution for any remaining assets.
- The plan must be approved by a two-thirds (66.67%) vote of the Board.
- Distribution must comply with TAN Healthcare's governing documents and all applicable federal and state laws, including HRSA and IRS requirements for charitable asset disposition.

Filing Articles of Dissolution: Once the above conditions are met and the Board approves dissolution:

- Articles of Dissolution must be filed with the Texas Secretary of State.
- The Articles must be signed by the Board President or Vice President, and the Secretary, and must include:
 - The full legal name of the corporation
 - The date dissolution was authorized
 - A mailing address for service of process following dissolution
 - A statement confirming that dissolution was authorized by the Board via written consent

Revocation of Dissolution: The voluntary dissolution may be revoked by the Board within **60 days** of filing the Articles of Dissolution, in accordance with Texas law.

Note: As a Health Resources and Services Administration (HRSA)-funded entity, TAN Healthcare must also comply with all applicable federal reporting requirements, including those related to the termination of health center sites, hours of operation, and services (e.g., Forms SA, SB, and SC) as part of its official HRSA-approved Scope of Project.

ARTICLE IX: SUPERSEDES

These Bylaws supersede and replace all previous versions and amendments of the Bylaws of the Triangle Area Network Board of Directors. All prior bylaws and governing provisions inconsistent with these Bylaws are hereby repealed and of no further force or effect.

ARTICLE X: ADOPTION

These Bylaws were **adopted** by the Board of Directors of **Triangle Area Network, Inc. (TAN Healthcare)** on the ____ day of _____, **20**_____.

Board Chair

Board Secretary

Date

Date

Board Member Expectations Summary

[Organization Name] Board of Directors

As a member of the Board of Directors for **[Organization Name]**, I understand that I am entrusted with advancing the mission, values, and long-term sustainability of the organization. I accept this responsibility and commit to upholding the following expectations during my term of service.

Mission & Representation

- Actively support and promote the mission of the organization.
- Serve as an ambassador to the community, donors, and stakeholders.

Board Participation

- Attend and actively participate in scheduled board meetings (minimum 75% attendance expected).
- Prepare for meetings by reviewing materials in advance.
- Engage respectfully and constructively in board discussions and decisions.

Committee Service

- Serve on at least one committee or working group.
- Contribute to committee meetings and assigned tasks

Financial Stewardship

- Review and approve the annual budget and major financial decisions.
- Stay informed about the organization's financial position and risks.

Philanthropy & Fundraising

- Make a personally meaningful annual financial contribution.
- Support fundraising efforts through attendance, introductions, or donor engagement.

Ethics & Confidentiality

- Disclose conflicts of interest and follow board ethics policies.
- Maintain confidentiality of board materials and discussions.

Board Development

- Participate in the recruitment and orientation of new members.
- Engage in periodic board self-evaluations and governance reviews

Term of Service

I understand that board terms are for a period of __ years, as outlined in the bylaws. Reappointment is based on performance, organizational needs, and mutual agreement.

