

HealtheClinic Inc.



Basic Healthcare for Everyone

Charter & Bylaws **HealtheClinic Inc.**

Article I Name, Purpose

Section 1

The name of the organization shall be **HealtheClinic**.

Section 2

HealtheClinic envisions a world in which every villager, and every city dweller, in every country, has access to their own community-based healthcare.

The purpose of **HealtheClinic** shall be to provide a link between local providers of community-based healthcare in the developing world, and the resources, human and material, that are available to them in the industrialized world.

HealtheClinic will provide a forum in Cyberspace, and the physical world, where dedicated individuals, and members of foundations, private industry, and the healthcare community in industrialized countries—can partner with together will already existing neighborhood groups, villages, schools, and cooperatives in developing countries that are providing, or seeking to provide, their own, community-based healthcare.

HealtheClinic seeks to provide a real time intersection between the industrialized world, where billions of dollars of medicine, medical supplies, and expert help go unused annually, and local healthcare projects in the developing world, which can readily use these resources to provide more, and better, basic healthcare in their communities.

HealtheClinic does not want to re-invent the wheel of healthcare, “Western-style” in the developing world. But rather, to assist those dedicated healthcare workers, and other dedicated citizens and groups, who are *already* providing care and leadership in their communities, or have the intention to do so. Assist them by facilitating partnerships, with caring individuals and groups in more developed economies. Partnerships that can yield expertise, time, talent, and funding, of local healthcare projects in the developing world that are locally generated, managed, and accepted by their communities. Helping to grow and strengthen, the already existing wheel of healthcare in local communities.

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Article II Membership

Section 1 Membership

This corporation has no members.

Article III Board of Directors

Section 1

Number. The number of board members shall be no less than five and no more than twelve.

Section 2

Responsibilities. The board shall be responsible for setting all policy and for governing the organization. The board shall hold the power to conduct all of the corporation's business and may delegate that power as needed to any such agent of the board such as the executive director.

Section 3

Length of Terms. Directors shall serve for a term of three years. The maximum number of consecutive terms a director may serve is two.

Section 4

Selection . New board members shall chosen by two-thirds majority vote by current governing board. Nominations will be put forth by a committee chosen by the board.

Section 5

A **quorum** shall consist of a majority of directors.

Section 6

The corporation shall have **meetings** quarterly, one of which shall be the annual meeting.

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Should hardship force cancellation, a meeting shall take place at least annually. Meetings shall take place at an agreed upon time and place. Teleconferencing, or other live media, are considered same as physical presence.

The board president, the executive committee, or a majority percentage of the directors may call a special meeting.

Board members shall be notified by mail, telephone, e-mail, or fax two weeks before every board meeting.

Section 7

Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. Any director who misses three consecutive board meetings may be removed with approval of two thirds of board. A Board member may be removed for other reasons by a majority vote of the remaining directors.

Section 8

Voting will be left to the discretion of the president. Voice votes, show of hands, or written ballot may be used.

Section 9

Compensation. Directors shall not be compensated for their service except for reimbursement of reasonable expenses.

Article IV Officers of the Board

Officers and Duties. There shall be four officers of the Board consisting of a President, a Vice-President, Secretary, and Treasurer. Officers shall be chosen by a majority vote of the directors. Officers shall serve two-year terms and are limited to two consecutive terms.

Duties as follows:

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Section 1

The **President** presides at all meetings of the board, appoints committees, and shall ensure that proper records are maintained and filed as necessary.

Section 2

The **Vice-President** of the board shall act as the chief board officer in the President's absence. The Vice-Chair will chair committees on special subjects as designated by the board.

Section 3

The **Treasurer** shall oversee financial matters of the organization, ensuring that monies are deposited promptly in the appropriate accounts, maintaining financial records, and issuing checks. The Treasurer shall serve as chairperson of the Budget and Finance Committee. The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 4

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall ensure that all necessary reports and filings to state and federal authorities are made in a timely matter.

Article V Board Committees

Standing Committees of the board shall include: Executive, Development, Budget and Finance, Program, and Nominating. The board may create committees as needed, such as: public relations, education, and data collection. The Board President appoints all committee chairs. Committee chairs must be members of the Board. Committees shall report to the board at meetings, and submit motions for approval.

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Section 1

The **Executive Committee** shall be composed of officers of the corporation. The executive committee shall carry out all necessary decision making between meetings of the board. The **Executive Committee** shall be responsible for reporting on its decision making at all meetings of the board, and all meetings involving the vision and mission of **HealtheClinic**.

Section 2

Responsibilities of the **Development Committee** include ensuring that adequate funds are available for the organization to carry out its mission to provide healthcare and healthcare education. These responsibilities include working with organizational staff and other members of the board to solicit charitable gifts, carry out fundraising events, and secure foundation and corporate grants.

Section 3

The responsibilities of the **Budget and Finance Committee** will include preparing and approving the annual budget, overseeing with the Treasurer the accounting and banking functions of the organization, and arranging for certified audits of the organization's accounts when necessary. The **Treasurer** is chair of the **Budget and Finance Committee**. This Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the **HealtheClinic** are public information and shall be made available to board members and to the public.

Section 4

The **Program Committee** shall oversee and provide advice regarding the specific medical and health education programs developed by **HealtheClinic**. This committee shall meet on a regular basis with program staff to obtain information about the organization's programs and makes regular reports to the board of directors about these activities.

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Section 5

The **Nominating Committee** shall identify candidates for election to the board and assembling a slate of officer candidates to be elected by the full board.

Article VI Director and Staff

Section 1

By election of the board, the position of **Executive Director** may be created.

At such time, the duties of the Executive Director will be specified, in order to carry out the board's policies and goals of **HealtheClinic**.

Article VI Amendments to Bylaws

Section 1

These bylaws may be amended subject to approval of a vote of two-thirds of the sitting directors. All amended bylaws shall be dated and signed by the board president and the secretary.

Article VII Assets Upon Dissolution

Section 1

In accordance with Section 501(c)(3) of the U.S Internal Revenue Service: Should this corporation be dissolved for any reason, all remaining assets will be used exclusively for exempt purposes, such as charitable, religious, educational, and or scientific purposes.