

BYLAWS MONTANA TELEHEALTH ALLIANCE

ARTICLE I - NAME

Section 1.1 **Name.** The name of this association shall be the Montana Telehealth Alliance (MTA) formerly Montana Healthcare Telecommunications Alliance (MHTA). The MTA is an affiliate of the Montana Hospital Association (MHA), who provides support and technical assistance to the MTA.

ARTICLE II – PURPOSE

Section 2.1 **Mission:** To advocate for and support the advancement of healthcare by the use of telehealth for the benefit of all Montanans.

Section 2.2 **Vision:** To be recognized and utilized as a primary resource for the innovation, advocacy, access and awareness of telehealth in the state of Montana.

Section 2.3 **Goals.** The MTA will pursue the following goals and others subsequently approved by the Executive Committee and/or the general membership:

Pursuit of the Quadruple Aim: Enhancing patient experience, reducing cost, improving population health, improved work-life balance of healthcare providers, including clinicians and staff.

Promoting Interoperability among secure platforms by exploring and or leveraging existing HIPAA compliant technologies the promotion of interoperability among and between systems by exploring and/or leveraging the use of state-wide infrastructure.

Collaboration: Between and among health systems and partners to further telehealth applications and utilization by sharing best practices and effective programs for all stakeholders.

Legislative Activities: Being tenacious in the pursuit of Legislative activities that promotes and advocates for utilization and reimbursement of telehealth at the state and national level.

Evaluation and Research: Promote opportunities for research and evaluation of clinical implementation and outcomes of telehealth applications and utilization.

ARTICLE III - MEMBERS

Section 3.1 **Members.** Membership of the MTA shall be open to Hospitals and health systems, free standing clinics, FQHCs, RHCs, Online provider groups, payors, professional associations, educational organizations, individuals, and vendors that are involved in telehealth in the state of Montana - and - those serving in a

capacity through profession, employment, and/or interest in promoting or enhance the use of telehealth in Montana. The general membership of the MTA will be active in the recruitment of new members of the MTA

Section 3.2 **Membership.** There shall be six (6) categories of membership in the MTA:

Hospitals/Health Systems:

- Hospital systems include all the staffed beds in their entire system.
- Each organization will appoint a “lead” person to be the point of contact for distribution/communication with MTA, and for voluntary attendance at MTA meetings.
- Voting is limited to one vote per hospital/system.
- Hospital owned clinics are part of the hospital membership.

Free standing Clinic/FQHCs/RHCs/Online Provider Groups:

- Each organization will appoint a “lead” person to be the point of contact for distribution/communication with MTA, and for voluntary attendance at MTA meetings.
- Voting is limited to one vote per hospital/system.

Payors:

- Each organization will appoint a “lead” person to be the point of contact for distribution/communication with MTA, and for voluntary attendance at MTA meetings.
- Voting is limited to one vote per payor organization.

Professional Associations/Groups/Educational Organizations:

- Associations include professional groups such as MHA, MGMA, MPCA, MORH/MT AHECs, MSU, UM etc.
- Acknowledging that individuals within an association or organization may have differing perspectives or interests, individuals members within this membership group will be a voting member.

Individuals

- Individual membership has three categories: Regular, student, and legacy members. Individual members are not eligible to vote.

Vendor Sponsors

- Vendors are defined as any organization whose primary sales is hardware and/or software solutions. Each vendor will appoint a “lead” person to be the point of contact for distribution/communication with MTA, and for voluntary attendance at MTA meetings.

Section 3.3 **Dues.** The amount of the annual dues shall be determined by the MTA Executive Committee and approved by the membership. The dues may change from year to year depending on the activities of the MTA. Annual dues are payable on, or before, July 1st of each year.

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- Section 3.4 **Special Fees.** The MTA may assess special fees to members of the MTA to fund projects which may be sponsored by the alliance. Assessment of special fees by the Executive Committee requires a two-thirds vote of the membership.
- Section 3.5 **Voting Members.** Voting privileges in the MTA shall consist of those institutions, organizations, agencies, programs and offices with *institutional memberships*. Voting for institutions is limited to one vote per institution.
- Section 3.6 **General Powers.** All MTA powers shall be vested in and exercised by the Executive Committee. The business and other affairs of the MTA shall be managed by the Executive Committee.
- Section 3.7 **Membership Application.** Institutions, organizations, agencies, departments, offices, programs and individuals wishing to join the MTA shall submit an application to the Executive Committee. Membership will be approved by 2/3 votes of the general membership at quarterly meetings. Dues will be prorated depending on the time of application.
- Section 3.8 **Resignation of Members.** Resignation may be submitted in writing by members at any time. Dues will not be refunded. Any member not paying dues within six months following the annual due date shall be dropped from the membership roles.
- Section 3.9 **Honorary/Legacy Members.** Honorary life memberships in the MTA may be conferred on residents of the State of Montana who have rendered notable service to the MTA and/or to accomplishment of goals, objectives, activities and other services promoting telehealth in Montana. Nominations for honorary life memberships may be made by any member of the MTA. These nominations must be approved by a two-thirds vote of those in attendance at any quarterly meeting. Honorary members shall be exempt from annual dues and shall be entitled to all privileges of regular membership with the exception of holding office and voting.

ARTICLE IV - EXECUTIVE COMMITTEE

- Section 4.1 **Composition and Roles.** The MTA Executive Committee shall be comprised of a *President, Vice President, Treasurer, and Communication Director/Secretary, and the Immediate past president.*
- The President shall be responsible for calling and running MTA meetings, provide leadership in execution of goals of the MTA in accordance with the mission of the MTA.
 - The Vice President will assist the president in their duties, and assist in the auditing of fiscal activities of the MTA.
 - The Treasurer shall monitor income and expenses of the MTA, provide regular reports to the Executive Committee as well as the membership at-

large. The treasurer will also conduct regular audits of the MTA's activities.

- The Communications Director/Secretary shall promote the MTA presence and ensure current information on outward facing materials. They shall also keep official record of regular and executive meetings.
- Executive committee members will be active in the recruitment of new members to the MTA.

Section 4.2 **Election of Executive Committee.** The Executive Committee shall be elected by the membership of the MTA at the annual meeting. The term for members of the Executive Committee shall be one (1) year. The term of office for members of the committee shall begin at the close of the annual meeting at which they are elected.

Section 4.3 **Executive Committee.** The *President, Vice President, Treasurer, and Communication Director/Secretary* shall serve as the Executive Committee to the MTA. The Executive Committee shall perform the duties prescribed by the MTA Bylaws and by the parliamentary authority adopted by the MTA.

Section 4.4 **General Duties of the Executive Committee.** The Executive Committee shall perform the following general duties:

- supervise the affairs of the MTA during and between all meetings
- schedule the hour and place of all meetings
- make recommendations to the membership of the MTA, and
- perform other duties as specified in the MTA Bylaws.

Section 4.5 **Special Meetings of the Executive Committee.** Special meetings of the Executive Committee may be called by the President, or upon written request of three (3) members of the general membership. These meetings may be held in person, via teleconferencing and/or videoconferencing.

Section 4.6 **Vacancies.** In the event an officer of the MTA resigns, or is unable to perform his/her duties, the vacancy will be filled by an interim appointment by the Executive Committee and that person will serve until a new officer is elected at the next annual meeting of the MTA.

Section 4.7 **Term Limitations.** No officer shall serve more than three consecutive terms in the same office. Exceptions to term limitations can be approved by at 2/3 vote of the membership at the time of elections.

ARTICLE V - MEETINGS

Section 5.1 **Regular Meetings of the General Membership.** Regular meetings of the general membership of the MTA shall be held on a quarterly basis; unless otherwise ordered by the Executive Committee. All meetings held by the MTA

(whether regular or special) may be conducted in person, via teleconferencing and/or videoconferencing.

- Section 5.2 **Executive Committee Meetings.** The Executive Committee meetings shall be held at the discretion of the Executive Committee, but at least quarterly.
- Section 5.3 **Annual Meeting of the Membership.** The regular meeting held in the fall shall be known as the annual meeting. The purposes of the annual meeting shall be to elect officers, receive reports of officers, reviewing and conducting other business of the MTA per the goals established in the bylaws. The date of the annual meeting shall be set of the Executive Committee.
- Section 5.4 **Special Meetings of the Membership.** Special meetings may be called by the President, or any executive member. The calling of a special meeting requires a written request to one of the executive committee members on behalf of minimum of four Institutional Members of the MTA. Except in cases of emergency, at least three (3) business days' notice shall be given to the general membership.
- Section 5.5 **Quorum.** A majority of MTA institutional members in attendance at a scheduled board or committee meeting, including meetings conducted via teleconference or video conference, shall constitute a quorum.
- Section 5.6 **Director and Manner of Acting.** In the event that a vote needs to be cast without a quorum, there needs to be a consensus among the executive committee to allow a vote to proceed for those in attendance. In the event of a tie, the president will be the tie breaker

ARTICLE VI - COMMITTEES

- Section 6.1 **Other Committees.** Any Committees as deemed appropriate by the Executive Committee may be appointed by the Executive Committee as deemed appropriate and necessary to carry out the work of the MTA. The President may be an ex-officio member of any committees.
- Section 6.2 **Authority.** Each committee may exercise the specific board authority which the Executive Committee confers upon the committee in the resolution creating the committee; provided, however, a committee may not:
- *approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the alliances assets,*
 - *elect, appoint, or remove directors or fill vacancies on the Executive Committee, or on any of its committees, or*
 - *adopt, amend, or repeal the articles or bylaws.*

ARTICLE VII - PARLIAMENTARY AUTHORITY

Section 7.1 **Parliamentary Authority.** The rules contained in the current edition of *Roberts's Rules of Order Newly Revised* shall govern the MTA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the MTA may adopt.

ARTICLE VIII - AMENDMENT OF BYLAWS

Section 8.1 **Amendment of Bylaws.** These Bylaws may be amended at any regular meeting of the MTA by a two-thirds vote of those present, provided that the amendment has been submitted in writing two weeks prior to the regular meeting.