

## **NATIONAL AHEC ORGANIZATION**

### **ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION**

#### **ARTICLE I**

The name of the corporation is NATIONAL AHEC ORGANIZATION.

#### **ARTICLE II**

The name of its commercial registered office provider and the county of venue is; C/O CT Corporation System, Philadelphia County.

#### **ARTICLE III**

The period of duration of this corporation is perpetual.

#### **ARTICLE IV**

This Corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:

##### **Purpose:**

To support the national network of Area Health Education (AHEC) and Health Education Training Center (HETC) programs dedicated to improving the supply, distribution and quality of health care professionals through community/academic partnerships;

##### **Goals:**

- A. To provide a forum that brings together representatives of member organizations to enhance the national network, including NOAPD, NACDA and other clearly defined entities such as program service groups, board members, and faculty/staff from diverse health disciplines and fields;
- B. To facilitate the development and distribution of professional educational and technical assistance materials to the membership;
- C. To provide a mechanism for policy development and dissemination to external audiences regarding the mission, goals and impact of AHEC and HETC programs; and
- D. To enhance opportunities for collaborating with other organizations that have an interest in health care and health workforce issues.

##### **The Limitations for this corporation as organized are:**

1. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee, officer, or member of the corporation, or any private individual.

2. This organization is organized exclusively for charitable and educational purposes with the meaning of the section 501 (c) (3) of the Internal Revenue Code. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
3. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or 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 public purposes. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V**

The corporation shall have the power to establish and adopt Bylaws; to contract and be contracted with; to sue and be sued; to receive, accept, purchase, acquire or otherwise hold in any lawful manner, real and personal property and dispose of the same by gift, deed, sale or other lawful means; to form one or more subsidiary, for-profit-corporations in which the corporation is the sole shareholder; to form one or more not-for-profit corporations; any and all such subsidiaries shall be formed to provide services and/or revenue sources consistent with the purposes stated in Article IV.

#### **ARTICLE VI**

Membership in the corporation shall be limited, not as to number, but as to persons representing organizations and interests pertinent to the interest/business of governance of AHEC and HETC organizations or as otherwise defined in the Bylaws of this corporation. Membership shall be by application, except those organizations signatory to this original document. The Bylaws may provide for various classes of membership.

The Board of Directors shall establish membership fees.

The Board of Directors shall establish a Membership Committee whose duties are specified in the Bylaws.

#### **ARTICLE VII**

The Board of Directors (Board) shall number not less than three (3) nor more than thirty (30). The number, qualifications, terms of office, manner of election of Directors and, time and place of meeting shall be such as are prescribed by the Bylaws of the corporation. The officers shall be elected from the Board for one year terms and the immediate past

President shall automatically be an officer of the Board for one year following the end of his/her term as President. A quorum shall consist of one-half of Board members in attendance for the purpose of conducting all meetings. Each Board member may vote by written proxy presented to President prior to a meeting and each Board member shall have one vote on those issues requiring a vote. Only elected Board members shall be permitted to vote; alternates shall not be allowed.

The Board may establish an Executive Committee composed of the President, Vice President, Secretary, Treasurer and the Immediate Past President. A quorum of three shall be required to transact business or exercise powers of the Executive committee. The powers, duties and responsibilities of the Executive committee shall be provided in the Bylaws.

### **ARTICLE VIII**

The Board shall have the general supervision, management, and control of the affairs and business of the corporation, as vested by law, including the power to buy, sell, acquire, or otherwise encumber the resources of the corporation for occupancy of real estate. Any such purchase, sale, acquisition or other encumbrance for the use of occupancy of the corporation must be approved by a majority of members in attendance. There shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by the members of the Board and whose terms of office shall be one year.

### **ARTICLE IX**

Membership in the corporation may be terminated in the manner provide, in the Bylaws of the corporation; and unless otherwise provided in the Bylaws, all rights of a member in the corporation shall cease on termination of membership.

### **ARTICLE X**

Members of the corporation shall not be personally liable for any debt or obligation solely by reasons of being members.

### **ARTICLE XI**

The names and addresses of the Directors who shall first manage the affairs of the corporation until the first annual meeting of the membership, as provided in the Bylaws, and until their successors are elected and qualified, are as follows:

**J. Ocie Harris, MD, Co-Chair**

AHEC Program Director  
PO Box 103581, JHMHC  
Gainesville, FL. 32610-3581

**Ida B. Walden, BSN,MSHA, Co-Chair**

Executive Director, Western Colorado AHEC  
592 32 Road,  
Clifton, CO 81520

---

**Michael E. Byrne**

AHEC Project Director, Sc. Of Medicine

**Steven R. Shelton, MBA-PA-C**

AHEC Program Director  
University of Texas Medical

---

University of Louisville  
Louisville, KY 40292

301 University Blvd.  
Galveston, TX 77555-1056

---

**Alfonso H. Holquin, MD, MPH**  
Project Director, HETC  
Alliance of Texas  
The Univ. of Texas Health Science  
Center at San Antonio  
7703 Floyd Cnrl Drive  
San Antonio, TX 78284-5942

---

**Caroline Ford, MPH**  
Deputy director  
Nevada AHEC  
School of Medicine  
201 Mackay Science Building, Mail Stop 150  
University of Nevada  
Reno, NV 89557-0046

---

**Dawn Wynne, Director**  
Ujima AHEC  
1508 E. Sixty-third,  
Chicago, IL 60640

---

**Julia Beatrice Reed, Esq.**  
Executive Director  
Greater Richmond AHEC  
PO Box 85622  
Richmond, VA 23285

---

**Steven Meltzer, PA-C**  
Execuitve Director  
Eastern Washington AHEC  
WSU Spokane  
601 W. 1st. Ave.  
Spokane, WA 99204

---

The name and address of the Incorporator is as follows:

Ida B. Walden, RN, BSN, MSHA, Executive Director, Western Colorado Area Health Education Center, 592 32 Road, Clifton, CO 81520. Serving as Co-Chair of the founding Board of Directors, National AHEC Organization (NAO) and Chair, National AHEC Center Directors Association (NACDA).

### **ARTICLE XIII**

The Articles of Incorporation may be amended and the Bylaws may be adopted, altered or rescinded by either written consent of two thirds of the corporation's voting members or the vote of two thirds of those members who are present and voting at a meeting duly called; upon written notice to the members for the specific purpose of amending the Articles of Incorporation or adopting, altering or rescinding the Bylaws.

No such amendment shall terminate, shorten or lengthen the term of office of any incumbent officer or Board member, nor shall it operate to disqualify any member who is in good standing on the date of adoption.

In witness thereof, I have set my hand this 17<sup>th</sup> day of July, 1997.

Ida B. Walden  
Ida B. Walden, Incorporator

State of Colorado ) COLORADO  
County of Mesa ) Mesa

Subscribed and sworn to before me this 17 day of July, 1997.

(Seal)

My Commission expires



Jennifer Storler  
Notary Public

My Commission Expires  
10-22-1997