

**POLICIES OF THE
AMERICAN SOCIETY FOR HEALTHCARE HUMAN
RESOURCES ADMINISTRATION (ASHHRA)**

OF THE

**AMERICAN HOSPITAL ASSOCIATION
(AHA)**

**Revised by vote of the board
August 21, 2017**

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 OF THE
 AMERICAN HOSPITAL ASSOCIATION (AHA)

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The American Society for Healthcare Human Resources Administration (“ASHHRA”) does not discriminate in membership, service or employment on the basis of race, color, sex, gender identity and expression, age, religion, disability, national origin, ancestry, sexual orientation, order of protection, marital status, parental status, military service or discharge status or any other protected classification defined under applicable federal, state and local laws. Should you have any questions or need assistance regarding this policy, please contact the office of the American Society for Healthcare Human Resources Administration, 155 N. Wacker Drive, Suite 400, Chicago, Illinois 60606.

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From the AHA / ASHHRA Charter:

ARTICLE 1 NAME

The organization's name shall be the American Society for Healthcare Human Resources Administration (hereinafter "ASHHRA") of the American Hospital Association (AHA).

ARTICLE 2 PURPOSE

ASHHRA's mission is to advance the vision of the AHA, a society of healthy communities, where all individuals reach their highest potential for health by advancing the health of individuals and communities.

Specifically, ASHHRA strives to advance health care through the support and development of a knowledgeable and connected network of human resources professionals by providing innovative resources, tools and strategies.

ASHHRA, and the professionals they represent, provide a primary professional, technical, and administrative resource from which the AHA receives guidance and representation in formulating policy, determining membership programs, and fulfilling its advocacy role in influencing the public, legislation, and regulations.

SECTION 1. MISSION STATEMENT

To advance health care through the support and development of a knowledgeable and connected network of human resources professionals by providing innovative resources, tools and strategies.

SECTION 2. VISION AND VALUES

2.1. Vision

An inspired community of health care human resources professionals that reaches its highest potential as a catalyst for positive change in an evolving health care landscape.

2.2. Values

Trust, Collaboration, Integrity, Innovation, Leadership, Inclusion, Community, and Stewardship.

SECTION 3. GOALS

3.1. Membership

ASHHRA will meet the needs of a diverse member base, from all facets of health care and at various points within their health care careers.

3.2. Organization Management

ASHHRA will be a well-managed, member responsive, fiscally sound, and appropriately governed organization.

3.3. Information and Knowledge Transfer

ASHHRA will be both a recognized source and resource to its members, providing information and knowledge to support their success and professional development.

3.4. Strategic Partnerships

ASHHRA will support its members in positioning themselves and HR as strategic business partners who actively work to attain and maintain the level of trust and respect.

SECTION 4. RELATIONSHIP TO THE AHA BOARD OF TRUSTEES

From the AHA / ASHHRA Charter:

ARTICLE 3 AUTHORITY

ASHHRA functions as a Professional Membership Group (PMG) of the AHA operating in accordance with the PMG Division's Standing Procedures (SP) and ASHHRA's Policies & Procedures (P&P).

Although the AHA Board of Trustees retains ultimate authority and responsibility for the PMGs, AHA has empowered PMG leadership to act on behalf of AHA in carrying out the mission and objectives of the PMG. The PMG is not a separate legal entity and must operate in a manner consistent with AHA's policies. The elected PMG Board defines the constituency to be served and sets overall directions for the PMG.

SECTION 5. MEMBERSHIP

From the AHA / ASHHRA Charter:

ARTICLE 4 MEMBERSHIP

Membership is open to professionals whose job responsibilities include healthcare human resources administration or who have demonstrated a bonafide interest in the field of healthcare human resources administration and who agree to support the mission, vision and code of professional responsibility of the Society.

5.1. Category and Eligibility

5.1.1. Practitioner Membership

Practitioner membership in ASHHRA shall be granted to individuals who have professional responsibilities for Human Resources or employee relations functions in organizations across the continuum of care.

5.1.2. Past President Membership

Past president membership shall be granted to individuals who have served as president of the ASHHRA Board.

Past president members shall receive waiver of annual membership dues and annual conference registration fees.

5.1.3. Emeritus Membership

Emeritus membership shall be granted to former practitioner members who are no longer active in the profession due to retirement or disability. The emeritus member shall have had at least ten years of membership in ASHHRA in good standing and have performed with distinction in the human resources profession, their affiliated chapter(s) or within ASHHRA.

This distinction is limited to those who have been an officer, board member or committee/task force member and/or made some outstanding contribution to ASHHRA. All nominations must be submitted through a board member. The appropriate board member will present the recommendation with endorsement to the board at its next regular meeting. Board approval is required for this type of membership.

Emeritus members shall receive waiver of annual membership dues.

5.1.4. Consultant Membership

Consultant membership in ASHHRA shall be granted to individuals who support Human Resource leadership in organizations across the continuum of care through consultative services.

5.1.5. Academic Membership

Academic membership in ASHHRA shall be granted to individuals who are currently enrolled in a degree-seeking program and provide proof of enrollment in a college or university, or individuals who serve as faculty in a human resources academic program.

5.1.6. Retiree Membership

Retiree membership in ASHHRA shall be granted to individuals who formerly supported organizations across the continuum of care, but are no longer regularly working or consulting in organizations across the continuum of care. (Must have been a previous ASHHRA member.) Consultant members are not eligible.

5.2. Limitations

The following memberships shall be limited as indicated:

Practitioner members in temporary roles, consultant members and academic members shall not be entitled to vote and shall not be eligible for elective office or for appointment to the board.

Consultant members and academic members may serve on committees/task forces; however, they are not eligible to be appointed chairperson.

5.3. Establishment of Membership

Membership in ASHHRA shall become effective after approval by the executive director or their delegate of any qualified individual, as defined by classifications in Section 5.1, who has completed a formal application and paid any required membership dues.

5.4. Transfer of Membership

ASHHRA membership is personal and not transferable to another person. Members who change their membership category are required to give the executive director written notice within sixty (60) calendar days of such change. Membership will be changed to the appropriate category.

5.5. Termination of Membership

5.5.1. Resignation

A member may at any time file a resignation from ASHHRA by written correspondence to the executive director.

5.5.2. Suspension or Expulsion

The board of ASHHRA may suspend or expel any member for just cause after giving such member the opportunity for a hearing before the ASHHRA Board. Such hearing shall be conducted in a manner similar to the hearing procedure established by the AHA regulations. Any member suspended or

expelled may be reinstated by affirmative vote of a majority of the members of the ASHHRA Board present and voting. For purposes of this subparagraph, the term "for just cause" shall include, but not be limited to, any of the following:

- Any violation of these bylaws.
- Any conduct on the part of said member that is prejudicial to the interests and welfare of ASHHRA and its members.

5.5.3. Loss of Eligibility

If an individual who has been an active member for at least three (3) consecutive years becomes unemployed, yet actively seeks another position in a health care organization, the executive director may extend the member's eligibility for maximum one (1) year from the member's next renewal date. Consultant members are not eligible for this category.

5.5.4. Non-payment of Dues

Members who fail to pay dues within sixty (60) calendar days after due and payable shall have their membership automatically terminated.

SECTION 6. DUES

From the AHA / ASHHRA Charter:

ARTICLE 5 DUES

Annual dues of the Society shall be established by the ASHHRA Board according to the policies and procedures set forth by the Society.

6.1. Establishing Dues

Annual dues of ASHHRA shall be established by the executive director, with the endorsement of the ASHHRA Board.

6.2. Dues Ownership

All dues paid to ASHHRA shall become the property of AHA, which shall allocate operating funds to ASHHRA upon presentation and approval of an annual budget incorporated into the total AHA budget. No portion of the dues paid by a member shall be refundable due to membership being terminated under Section 5.5.2.

6.3. Dues Applicability

All members, except those in the emeritus or past president membership categories, shall pay the fixed annual dues established by ASHHRA for their membership category.

SECTION 7. MEETINGS

From the AHA / ASHHRA Charter:

ARTICLE 6 MEMBERSHIP MEETINGS

The Society shall meet at least annually for the transaction of the affairs of the Society.

7.1. Annual Business Meeting

ASHHRA shall meet at least once each year for the transaction of its affairs. A report of the annual meeting, written by the executive director, shall be distributed to all ASHHRA members by the executive director.

7.2. Special Meetings

Special meetings may be called by a two-thirds majority of the Board or unanimous approval of the Executive Committee of ASHHRA. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings, unless it is otherwise ordered by unanimous consent of the members present and voting.

7.3. Affiliated Chapter Leadership Workshop (CLW)

A chapter leadership workshop shall be held annually unless the board by a two-thirds majority vote decides otherwise. The CLW could be a face-to-face or virtual meeting and may be held in conjunction with the annual meeting.

7.4. Notice of Meetings

The executive director or president shall notify the membership by mail or email of annual or special meetings involving the general membership no less than thirty (30) calendar days prior to the date of the meeting.

7.5. Order of Meetings

ASHHRA shall adopt regulations for conducting meetings and may amend them from time to time by a majority vote of those present and voting at the annual meeting. These regulations shall be in accord with Robert's Rules of Order Revised when the latter are not in conflict with the bylaws of the AHA or of ASHHRA. The immediate past president will act as parliamentarian for all meetings of ASHHRA, its board and executive committee.

7.6. Voting

7.6.1. Eligibility to Vote

Each practitioner, emeritus and past president member of ASHHRA who is in good standing shall be entitled to one vote. Proxy voting shall not be permitted.

7.6.2. Vote

Voting shall require the use of first-class mail, email, or electronic voting. If a vote is conducted by U.S. mail, returned ballots shall be counted if postmarked on or prior to the mailing date specified on the ballot. If vote is by email, returned email ballot shall be counted if received by 4:30 pm Central time on the final date of voting.

7.6.3. Majority

Except as otherwise specified herein, all matters shall be settled by a simple majority vote, a majority of votes returned or a majority of members voting in assembly.

7.7. Quorum

A quorum at the annual meeting shall consist of no less than ten (10) percent of the eligible voting members of ASHHRA, based on the number of ASHHRA members as of the preceding calendar year. A quorum in votes is the number of votes received by the executive director or designee within the designated voting period.

SECTION 8. BOARD MEMBERS

From the AHA / ASHHRA Charter:

ARTICLE 7 ASHHRA BOARD

The Board shall be composed of ASHHRA members. Eligibility, composition, term, nomination, selection, and meeting frequency shall be according to the policies and procedures set forth by the Society.

The Board of the Society shall have the authority to conduct the affairs of the Society and to act on behalf of the Society on issues related to healthcare human resources administration.

The Board shall have the power to develop plans, objectives, and purposes for the Society; approve and revise all rules and regulations for the operation of the Society; establish ad hoc committees consistent with the objectives of the Society; review and approve the recommendations of committees; provide for the conduct of the Society's annual meeting; and maintain fiscal responsibility. The actions of the Board shall conform to the regulations of the AHA.

8.1. Eligibility

Only practitioner members of ASHHRA who are currently practitioners (Section 5.1.) in compliance with all provisions of the bylaws and who meet the criteria outlined for the position shall be eligible to serve on the board of ASHHRA. Eligibility to serve as a board member terminates if that member retires, or in some manner becomes ineligible for practitioner membership in ASHHRA based on the criteria of the individual board

position description. (Section 5.5.) Past president members are eligible to serve on the ASHHRA Think Tank as described in Section 11.1.5.

As a part of board member eligibility, it is strongly preferred that all ASHHRA Board members have their certification in health care human resources (CHHR). Anyone wishing to be considered for the role of Vice President must have or be actively pursuing the CHHR, and must attain it before they can become President.

8.2. Composition

The ASHHRA Board shall include the president, the vice president, a treasurer, two members representing HR leadership in organizations across the continuum of care, an appointed health care facility CEO, four at-large members, one regional member, one new-to-the-profession practitioner with no more than five years' experience in health care human resources, and the immediate past president as voting members.

Committee chairpersons and task force chairpersons may participate in board meetings, as non-voting members, when invited by the president. The executive director is an ex-officio member on the board and acts as the board's secretary.

The president may, with executive committee approval, appoint special liaison(s) to the board as non-voting member(s).

8.3. Approval of Slate

8.3.1. Slating Process

The Nominating Committee shall present a slate of officers and board members to the full membership for approval. (Refer to Section 11.2 for nomination procedures.)

The selection of board members shall be conducted annually by mail or electronically. The slate will be sent to each voting member no later than November 1, voting ending 30 days after. Only ballots that are properly marked will be tabulated. The votes will be tabulated confidentially, independent of the executive director, the officers, and members of ASHHRA.

Challenges to the slate presented to membership will be conducted through a write-in procedure. Write-in votes will be tabulated based on the established procedure. In the event of a tie vote, a runoff election will be held between the tied candidates, and a plurality will determine the results of the runoff election.

8.3.2. Results

The slate will be approved with a majority of votes as described in Section 8.6.3. The results of slating shall be reported first to the president by the executive director (or their delegate) as soon as the votes are tabulated. The president shall then notify the slate of candidates and the board. The results shall be published in ASHHRA publications and on the ASHHRA website.

8.4. Term of Office

The ASHHRA Board shall serve for a term of one or two years, based on the term of office described in the individual board position description. Terms of office commence January 1 following the ratification of the slate.

All members of the board (excluding officers) shall be eligible for re-slating for a second consecutive term. Members of the board who have served two (2) consecutive full terms shall be ineligible for re-slating as a board member until two (2) years have elapsed from the date office was vacated. However, this does not prevent a member of the board who has served two consecutive terms from being slated as an officer.

No member of the board, including officers, may serve more than seven (7) years cumulatively on the ASHHRA Board. Time served as a replacement due to a special election or appointment shall not count as a term.

8.5. Powers

The ASHHRA Board has the responsibility to formulate the strategic directions of ASHHRA and implement plans to accomplish them. The board is empowered to establish and oversee standing committees and task forces to implement ASHHRA's business plans.

The ASHHRA Board may establish liaison relationships and committee/task force membership with other organizations, agencies or associations related to ASHHRA's purpose. It shall advise the AHA on the development of materials or the revisions of materials relating to ASHHRA's purpose. The ASHHRA Board shall also plan programs from funds available to ASHHRA.

The actions of the ASHHRA shall at all times be in conformity with the bylaws of the AHA.

The executive director, in conjunction with the executive committee and with approval from the ASHHRA Board, will be responsible for preparation of the ASHHRA budget, recommendation of the budget to the Vice President of the Professional Membership Groups and the AHA Chief Financial Officer and review of the budget at each meeting of the Board. Annual budgets are subject to final approval from the AHA Executive Vice President and Chief Operating Officer or his/her designee.

The ASHHRA Board shall annually review and update ASHHRA's strategic long range plan in order to project ASHHRA's goals and programs at least three (3) years in advance. It is also responsible for reviewing and approving the operational budget in keeping with ASHHRA's strategic plan, as well as developing an annual business plan that sets forth priorities and expenditures for each calendar year.

8.6. Meetings

The ASHHRA Board shall meet not less than twice a year. Additional meetings may be called by the president in consultation with the executive committee.

8.7. Forfeiture of and Removal from Office

Board members shall forfeit their office if they lose eligibility for membership or are expelled from membership pursuant to Section 5.5.2. Board members are also subject to removal from office pursuant to Article 14 or by a vote of two-thirds of the ASHHRA Board for failure or inability to fulfill the duties of office.

8.8. Vacancies

Any Board vacancies, other than those outlined in Section 9.6., shall be filled by appointment by the President, with a majority approval by the Board.

From the AHA / ASHHRA Charter:

ARTICLE 8 OFFICERS

An ASHHRA member shall be chosen annually to serve as the president of the Society who shall act as chairman of the Board and shall preside at all meetings of the Board. The nomination and selection process, duties, and continued eligibility to serve as president shall be according to the policies and procedures established by the Society.

SECTION 9. OFFICERS

9.1. Officers

The officers shall be a president, a vice president, a treasurer, and an immediate past president.

9.2. Eligibility

9.2.1 Treasurer

Only practitioner members of ASHHRA who are currently practitioners in compliance with Section 5.1. of this document who have been members of ASHHRA for at least five (5) years and who have served as a board member, chapter officer, and/ or committee chair for a combined minimum of three (3) years shall be eligible to be Treasurer.

9.2.2 Vice President

Only practitioner members of ASHHRA who are currently practitioners in compliance with Section 5.1. of this document who have been members of ASHHRA for at least five (5) years, who have served as a board member for at least two (2) years, and have served as a chapter officer and/ or committee

chair for a minimum of one (1) year shall be eligible to be Vice President.

9.2.3 Loss of Eligibility

Should an officer become ineligible for practitioner membership, the member may, subject to board approval, retain the office during the ninety (90) calendar days following loss of eligibility to allow for an orderly transition.

9.3. Approval of Slate

9.3.1. Timing

The selection of the vice president shall be conducted annually by mail or electronically. The nominating committee shall slate a vice president to the full membership for ratification. Refer to Section 11.2 for nomination procedures. The slate will be sent to each voting member no later than November 1, voting ending thirty (30) calendar days after. Only ballots that are properly marked will be tabulated. The votes will be tabulated confidentially, independent of the executive director, the officers, and members of ASHHRA.

The selection of the treasurer shall be conducted semi-annually by mail or electronically. The Nominating Committee shall slate a treasurer to the full membership for ratification. Refer to Section 11.2 for nomination procedures. The slate will be sent to each voting member no later than November 1, voting ending thirty (30) days after. Only ballots that are properly marked will be tabulated. The votes will be tabulated confidentially, independent of the executive director, the officers, and members of ASHHRA.

Challenges to the slate presented to membership will be conducted through a write-in procedure. Write-in votes will be tabulated based on the established procedure. In the event of a tie vote, a runoff election will be held between the tied candidates, and a plurality will determine the results of the runoff election.

9.3.2. Results

The slate will be approved with a majority of votes as described in Section 7.6.3. The results of slating shall be reported first to the president by the executive director or their delegate as soon as the votes are tabulated. The president shall then notify the slate of candidates and the board. The results shall be published in ASHHRA publications and on the ASHHRA website.

9.4. Term of Office

The following are the terms of office for each position:

- President – One year
- Vice President – One year
- Immediate Past President – One year
- Treasurer – Two years

The vice president shall be selected for a term of one year and shall take office on January 1 following the slating. At the end of that calendar year, the vice president will transfer to president for the following calendar year. The subsequent calendar year, the president shall become the immediate past president. The total term is for three (3)

calendar years in three different positions.

9.5. Duties

9.5.1. President

The president serves as the champion of ASHHRA's mission, vision and guiding values. Through the president's leadership and strategic vision, the board and ASHHRA will deliver value to members who serve in the health care community. The president develops relationships with internal and external audiences across all levels to develop future human resources and ASHHRA leaders. As a visionary leader committed to advancing the profession, the president is the primary communicator to the members and the health care human resources community.

9.5.2. Vice President

The vice president supports the president, providing visionary leadership for the board and ASHHRA, and represents the board and ASHHRA in the president's absence. As preparation for his/her role as the next president, the vice president will model leadership behavior to support and motivate other board members, committee and task force chairs, members, and ASHHRA staff. During his/her term, the vice president learns about the president's responsibilities and prepares for the transition to become president.

9.5.3. Immediate Past President

The immediate past president uses expertise in human resources leadership combined with past ASHHRA experience to serve as an actively engaged board member who provides context and experience for the board. The immediate past president serves as the liaison to other past presidents of ASHHRA.

The immediate past president shall attend meetings as appropriate for ASHHRA, serve as chair of the national nominating committee, and serve as chair of the bylaws/conflict of interest committee. The immediate past president will be responsible for reviewing any conflicts disclosed on the conflict of interest disclosure forms (Section 13) and making recommendations to the full board where appropriate. The president may appoint an ASHHRA member to assist the immediate past president, if needed.

The immediate past president shall act as parliamentarian at all board and executive committee meetings.

9.5.4. Treasurer

The treasurer serves as a steward of ASHHRA resources by monitoring expenditures based on the ASHHRA strategic and operational plans. The treasurer engages other board members in discussions about ASHHRA financial resources to make values-based decisions on behalf of ASHHRA members in line with established budgetary guidelines.

The treasurer meets with the executive director and AHA representatives to

understand and monitor the current and future financial position of ASHHRA.

9.6. Vacancies

9.6.1. Vacancy of President

In the event that the president becomes unable or ineligible to fulfill the term of office, the vice president shall act as president until assuming the presidency.

9.6.2. Vacancy of Vice President

In the event that the vice president becomes unable or ineligible to fulfill the term of office, a member of the ASHHRA Board shall be appointed by the board to carry out the duties of the vice president for the remainder of the term. At the next regular slating, a president and vice president shall be selected in accordance with these bylaws. The new president shall take office upon receipt of results of the slating process.

9.6.3. Vacancy of President and Vice President

If both the president and the vice president shall become unable or ineligible to fulfill their terms of office, the ASHHRA Board shall appoint, from the members of the ASHHRA Board, a president and a vice president pro tempore to serve for the remainder of the term. At the next regular slating, a president and a vice president shall be selected in accordance with these bylaws.

9.6.4. Vacancy of Treasurer

In the event that the treasurer becomes unable to fulfill the term of office, a member of the ASHHRA Board shall be appointed by the board to carry out the duties of the treasurer for the remainder of the term.

9.6.5. Vacancy of Immediate Past President

In the event that the immediate past president becomes unable or ineligible to fulfill the term of office, the president shall appoint the eligible practitioner member to most recently vacate the office of president who is willing to assume these duties until another president becomes eligible for immediate past president status.

9.7. Forfeiture of and Removal from Office

Officers shall forfeit their office if they lose eligibility for practitioner membership or are expelled from membership pursuant to Section 5.5. Officers are also subject to removal from office pursuant to Article 14 or by a vote of two-thirds of the ASHHRA Board for failure or inability to fulfill the duties of office.

SECTION 10. EXECUTIVE DIRECTOR

10.1. Appointment

The executive director is appointed by the Vice President of the Professional Membership Groups of the AHA upon recommendation from the ASHHRA Executive Committee and is an employee of the AHA.

10.2. Duties

10.2.1. Secretary

The executive director shall serve as secretary for ASHHRA and the ASHHRA Board. The executive director shall attend all meetings of ASHHRA, the ASHHRA Board and the ASHHRA Executive Committee maintain the official minutes and records of ASHHRA and be responsible for distribution of required reports to the Executive Committee, the board and ASHHRA members. The executive director shall be the main liaison between ASHHRA and the AHA and shall coordinate activities, including the utilization of the AHA's support services.

10.2.2. Maintenance of Records

The executive director shall maintain the appropriate and required records of ASHHRA and prepare and report the ASHHRA budget, providing an analysis of same at all meetings of the ASHHRA Board.

10.2.3. Other Duties

The executive director shall perform all other duties as may be necessary to coordinate and advance ASHHRA's objectives.

SECTION 11. COMMITTEES

From the AHA / ASHHRA Charter:

ARTICLE 10 COMMITTEES

There shall be standing committees of the Society according to the policies established by the Society. The president of the Society may appoint, from time to time, additional committees and/or ad hoc task forces for purposes compatible with the objectives of the Society.

11.1. Standing Committees

Committee charges, including membership criteria and deliverables, will be established for each standing committee. These committee charges will be reviewed and updated as needed by the executive committee and executive director.

All members may serve on committees/task forces. The incoming and/or current president shall appoint committee/task force members and chairpersons to serve during

their respective term of office. All appointments shall be for one (1) year. Meetings may be called by the respective committee/task force chairperson, but only after consultation with and approval of the Executive Committee and must be in accordance with approved budget expenditures.

The size, composition and structure of each committee and task force may differ depending on the purpose, roles and responsibilities and objectives of each. Committee charges outline the specific tasks and responsibilities of each committee. Factors to be considered in appointing committee and task force members include:

- Knowledge and skills,
- Types of organization represented,
- Gender, racial and other forms of diversity,
- Geographic representation,
- Development of future board members,
- Leadership potential.

The incoming president may also appoint a board member(s) to serve on committees and/or task forces. Each committee/task force is also assigned the executive director or a designated staff member who shall attend meetings as appropriate and serve as resource support.

The president, vice president, and the immediate past president are ex-officio members of all committees/task forces and shall attend meetings of the committees/task forces as appropriate.

11.1.1. Executive Committee

The Executive Committee, comprised of the officers of the ASHHRA Board, provides leadership and governance to the monitoring board. This committee is dedicated to the sound and responsible operation of ASHHRA and will base its decisions on effective management and governance principles, the organization's guiding values, and the best interest of its members.

The Executive Committee acts as ASHHRA's Finance Committee. It has authority to review and authorize modifications to the budget that support the objectives set by the board and are within the budget as described in Section 8.5.

11.1.2. Regional, Chapter, and Member Services Committee

This committee will work closely with regional and chapter leaders to serve the needs of ASHHRA members by soliciting feedback from members; recommending goals and strategies to retain current members and recruit new members; and assisting in the training and development of chapter leaders. This committee acts as the "eyes and ears" of the nine regions providing a conduit for dialogue and discussion between the grassroots membership and the ASHHRA Board.

11.1.3. Advocacy Committee

This committee will monitor national and state legislative and labor developments. The committee shall research, develop and promote advocacy programs that align with the AHA's positions and represent the interests of the membership, human resources professionals and the health care industry.

11.1.4. Learning and Education Committee

This committee will assess the needs of members by analyzing internal and external market research to identify those services and product opportunities that bring value to membership. The committee will develop programs, products, and services that support ASHHRA's strategic plan and will work closely with ASHHRA staff to identify resources to design and implement them, as well as provide members with a valuable professional development opportunity.

11.1.5. Think Tank

As the president and the ASHHRA Board identify upcoming health care trends that will affect the HR professional, they will convene the think tank. The think tank offers proven leaders, including the past presidents of ASHHRA, an opportunity to contribute their thoughts, experience, and insights through a formalized process. The president will make appointments to the ASHHRA Think Tank, including continuum of care representation. Attorneys may be appointed, being mindful of AHA's designated outside counsel relationships.

The think tank shall be advisory to the ASHHRA Board, and shall serve in such activities as deemed appropriate by the executive committee. The chairperson of the think tank shall be the immediate past president.

11.1.6. Bylaws/Conflict of Interest Committee

This committee shall review and update ASHHRA bylaws as needed and formulate appropriate recommendations to the ASHHRA Board. It shall also review any conflicts noted on the conflict of interest disclosure forms and makes recommendations to the board. This committee will be chaired by the immediate past president.

11.2. Nominating Committees

11.2.1. Regional Nominating Committee

The ASHHRA Regional Nominating Committee chairpersons shall be appointed from within each region scheduled for election in that year by the regional representative of ASHHRA. The chairpersons will be responsible for the election of regional consultants who will serve on the committee.

The regional representative's selections for each regional nominating committee chairperson will be made from recommendations submitted by the presidents of the chapters within the region, the regional consultant (if not running for a second term), or a member of the current board.

The Regional Nominating Committee chairperson shall recommend one member per state represented within their region to serve on the nominating committee. The Regional Nominating Committee shall be composed of three (or five) eligible ASHHRA members not from the same chapter (including the chair) from within the region it represents. The regional nominating committees shall conduct their business by mail, email, or by conference telephone calls. Each Regional Nominating Committee shall interview and nominate at least two (2) but no more than three (3) eligible candidates from its region for election as a regional consultant. Nominees must be practitioner or past president practitioner members in ASHHRA in good standing. In the event the Regional Nominating Committee cannot secure a second candidate for nomination, a write-in option shall be included on the ballot.

The Regional, Chapter, and Member Services Chair shall outline the schedule for the regional nomination process, including all dates for submission of candidates.

11.2.2. National Nominating Committee

This committee communicates board volunteer opportunities to members and articulates the skills and experience needed for specific board roles. The committee is responsible for developing a comprehensive and strategic slate of candidates that meets the current and future needs of ASHHRA members.

Committee members shall be recommended to the ASHHRA Board by the immediate past president. The committee shall be chaired by the immediate past president of ASHHRA. The remaining members will be the vice president, two members elected by the ASHHRA Board from among its own members, one ASHHRA member appointed by the president with board approval, one ASHHRA member who served on and was selected by the previous nominating committee, and one additional past president. If the immediate past president is unable to serve, the chairperson will be appointed by majority vote of the board members not serving on the committee.

The committee shall conduct its business by mail, email, and/or conference telephone calls. The committee manual will be reviewed and modified as needed by ASHHRA staff and the Executive Committee on an annual basis. Changes to the manual will be approved by a majority vote of the Executive Committee.

The committee will provide the membership with detailed job descriptions for each open position and ask for nominations. Specific dates and application materials for nominations will be provided. The committee will provide the proposed slate to the president for approval by the ASHHRA Board no later than thirty (30) days before the slate is to be sent to members who are eligible voters for ratification.

The committee will be responsible for reviewing all interested candidates for board positions, including sitting board members. They will review

qualifications of current board members who will be considered for the slate. The committee will consider many factors, including: length of service on the board, meetings attended, committees served, and other contributions to ASHHRA. The committee may consider any sitting board member for the slate, but will pay particular attention to the following:

- Effect of removing a current board member from his/her role prior to the end of their established term
- Developing a slate that ensures continuity of board efforts while supporting an appropriate and seamless succession plan.

11.3. Task Forces

Task Force(s) may be appointed by the president from time to time as authorized by the business plan. The ASHHRA Board will provide input and recommend members.

SECTION 12. REGIONAL CONSULTANTS

12.1. Duties of Regional Consultants

The nine regional consultants serve on the ASHHRA Regional, Chapter and Member Services Committee, providing feedback on the needs and desires of the regions to the ASHHRA office and acting as the “eyes” and “ears” of members and non-members in their region.

The regional consultant will advocate the value of ASHHRA services and programs to regional/local chapters and work with the regions to develop targeted strategies to increase membership in ASHHRA. The regional consultant will educate regions on the benefits of national professional awards and recognition offered by ASHHRA, and offer coaching in the preparation of award submissions.

The regional consultant will attend regional/local chapter events as appropriate. They will represent ASHHRA and participate in the development of products and programs as needed.

12.2. Term of Regional Consultants

The ASHHRA Regional Consultants shall serve for no more than two (2) consecutive two (2) year terms. Time served as a replacement due to a special election or appointment shall not count as a term.

12.3. Vacancy of Regional Consultants

In the event that a regional consultant becomes unable or ineligible to fulfill the term as a regional consultant, the ASHHRA President shall appoint, after consultation with the board and others in the region, a replacement who shall serve until the next election.

SECTION 13. CONFLICT OF INTEREST OF BOARD MEMBERS AND OFFICERS

From the AHA / ASHHRA Charter:

ARTICLE 9 CONFLICTS OF INTEREST

All elected and appointed representatives of the Society, as defined by policies and procedures set forth by the Board, shall comply with all conflict of interest provisions of the Society and the AHA.

All elected and appointed representatives of the Society shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and fair dealing with the Society. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Society's interest and that of the individual. All acts of board members shall be for the benefit of the Society in any dealing that may affect the Society adversely. The board member shall not accept any favor or gratuity that might influence their actions affecting the Society or its members.

13.1. General

The board members and officers of ASHHRA shall administer its affairs honestly and economically and exercise their best care, skill and judgment for the benefit of ASHHRA.

The board members and officers shall exercise the utmost good faith in all transactions relating to their duties in ASHHRA. In their dealings with and on behalf of ASHHRA, they are held to a strict rule of honest and fair dealing with ASHHRA. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between ASHHRA's interest and that of the individual. All acts of board members and officers shall be for the benefit of the society in any dealing that may affect ASHHRA adversely. The board members and officers shall not accept any favor that might adversely or improperly influence their actions affecting ASHHRA or its members.

During their terms of office, board members, officers, all committee and task force members, and staff members shall promptly make full disclosure to the immediate past president of any existing or new employment, activity, investment or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of ASHHRA.

13.2. Disclosure of Conflict of Interest

Each officer, board member, nominee for officer or board member, all committee and task force members and staff members shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office and annually during the term of office. Such a written disclosure shall be made on such form or forms as are adopted by the ASHHRA Board for the purpose.

Written disclosures must be provided to the immediate past president within thirty (30) days of appointment or receipt of form, whichever is later, or the person will be considered to have resigned from office as of that date. Failure to submit the form will require position replacement.

13.3. Resolution of Conflict of Interest

13.3.1. Upon disclosure of a conflict of interest, or a challenge on that basis, any persons delineated in Section 13.2. shall resolve such conflict in a manner consistent with that provided in the AHA Guidelines on Resolution of Conflicts of Interest in Health Care Institutions or the AHA policy on conflicts of interest for its trustees, officers and employees or by any other ethical manner.

13.3.2. Any person delineated in Section 13.2. who fails to make written disclosure or is found to have an unresolved conflict of interest that does or will substantially impair faithful and diligent performance of the duties of office shall be removed from office.

13.3.3. Conflict of interest forms shall be delivered to the immediate past president for review and decision. Appeal of adverse decisions shall be made directly to the Board in a manner similar to the hearing procedure established by the AHA Regulations. Any interested board members shall not participate in the appeal decision.

SECTION 14. AFFILIATED CHAPTERS

14.1. Purpose of Affiliation

From the AHA / ASHHRA Charter:

ARTICLE 11 CHAPTER AFFILIATIONS

The purpose of chapter affiliations with the Society is to provide an organized structure at the local, state, regional, and international level for members of the Society and others in the field of human resources administration to address problems of mutual interest; to conduct educational programs; to serve as a resource to related healthcare associations; to enhance communication between the Society and affiliates; and to promote the purpose of, and membership in, the Society.

14.2. Affiliation Agreement

From the AHA / ASHHRA Charter:

ARTICLE 11 CHAPTER AFFILIATIONS

Affiliation Agreement

The request for affiliation shall be initiated by the local, state or international group utilizing the affiliated chapter agreement provided by the AHA. The affiliation shall be approved by the Board of the Society.

The request for affiliation shall be initiated by the state or local group. It is subject to approval by the board of ASHHRA and is signed by a corporate officer of the AHA.

The affiliation agreement may be terminated by either party upon ninety (90) days written notice.

14.3. Requirements for Affiliation

14.3.1. A group seeking affiliation with ASHHRA at Tier One shall have at least 10 percent of its current members in common with ASHHRA.

A group seeking affiliation with ASHHRA at Tier Two shall have between 11 to 19 percent of its current members in common with ASHHRA.

A group seeking affiliation with ASHHRA at Tier Three shall have 20 percent or more of its current members in common with ASHHRA.

Percentages of membership in common with ASHHRA must be verified at the beginning of the second and subsequent years of affiliation for affiliation to continue as outlined in the Chapter Agreement of Affiliation.

14.3.2. To qualify for continued affiliation each chapter shall provide to the executive director an up-to-date roster of chapter membership no less than once a year. The roster shall denote which members are ASHHRA members, the chapter officers and the chapter representative, if such representative is not the chapter president.

14.4. Separate Entity

From the AHA / ASHHRA Charter:

ARTICLE 11 CHAPTER AFFILIATIONS

Affiliated Chapter as Distinct Entity

Any local, state, regional, or international chapter affiliated with the Society under this article is not an extension or part of the Society or the Association but remains a distinct separate entity. Any such affiliated chapter is therefore independently responsible for its own governance and operation, maintaining its own financial records, filing appropriate notices and forms with state, federal, or appropriate governmental tax and/or authorities, maintaining necessary insurance coverage, and so forth. Only the Board of the Society, and not the affiliated chapters, can speak on behalf of the Society.

Any international, state or local chapter affiliated with ASHHRA under this Article is not an extension or part of ASHHRA or of the AHA but remains a distinct separate entity. Any such affiliated chapter is therefore responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal tax authorities, maintaining necessary insurance coverages and so forth. Separate affiliations may be approved for more than one human resource/personnel organization within an area or country.

14.5. Chapter President

The chapter president represents the chapter to ASHHRA and must be a member of ASHHRA. In the event the chapter president is unable to serve, the chapter shall follow the vacancy procedure outlined in its bylaws.

The chapter president shall:

Maintain dialogue with the ASHHRA regional consultant for their region to communicate on chapter goals, meetings and other activities.

- Promote ASHHRA membership to chapter members. Serve on ASHHRA or regional committees as required. Represent the chapter at the chapter leadership conference. Maintain liaison between ASHHRA and the chapter members.
- Provide the ASHHRA executive director or appropriate ASHHRA staff with up-to-date membership rosters for the chapter.

SECTION 15. AMENDMENTS

These policies may be amended by satisfying all of the following requirements:

15.1. Amendment Proposals

Amendments can be proposed for approval by: a written petition to the president signed by either at least twenty-five (25) members or by a majority of the board or as recommended by the Bylaws Committee and approved by two-thirds of the board present and voting at a regular board meeting.

15.2. Voting on Amendments

The proposed amendment(s) shall be mailed or emailed to all voting members for review. An affirmative vote from a majority of the voting members WHO RETURN A VALID BALLOT or vote online will be required to amend the policies. Voting will close thirty (30) days after the date of mailing or emailing.