

BYLAWS

OF THE

**AMERICAN SOCIETY FOR HEALTHCARE
HUMAN RESOURCES ADMINISTRATION
("ASHHRA")**

OF THE

**AMERICAN HOSPITAL ASSOCIATION
("AHA")**

**Revised by vote of the membership
March and December 2015
To take effect in 2016**

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 AMERICAN SOCIETY FOR HEALTHCARE HUMAN RESOURCES
 ADMINISTRATION (“ASHHRA”)
 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.

**BYLAWS
OF THE
AMERICAN SOCIETY FOR HEALTHCARE HUMAN RESOURCES ADMINISTRATION
("ASHHRA")
OF THE
AMERICAN HOSPITAL ASSOCIATION ("AHA")**

ARTICLE 1. NAME

This Society shall be known as the American Society for Healthcare Human Resources Administration ("ASHHRA"), an affiliated personal membership group of the American Hospital Association ("AHA").

ARTICLE 2. VISION AND VALUES

Vision: Be the leaders in health care Human Resources workforce policy, advocacy, and best practices.

Values: Trust, People, Integrity, Leadership, Diversity, Collaboration, Excellence, and Innovation.

ARTICLE 3. MISSION STATEMENT

To advance the human side of health care, the American Society for Healthcare Human Resources Administration ("ASHHRA") leads the way for highly effective, valued, and credible leaders.

ARTICLE 4. GOALS

Section 4.1. 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.

Section 4.2. Organization Management

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

Section 4.3. 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.

Section 4.4. Positioning

Members, key stakeholders and policy makers will view ASHHRA as the voice of health care HR and ASHHRA's input and participation will be actively sought out.

Section 4.5. 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.

ARTICLE 5. MEMBERSHIP RELATIONSHIP TO THE AHA BOARD OF TRUSTEES

ASHHRA may recommend through appropriate channels to the Board of Trustees of the AHA policies within the area of its interest. It may also recommend programs and activities to be undertaken by the AHA. It may review and comment upon policies related to its area of interest that are proposed by other bodies within the AHA structure.

Recommendations and comments may be forwarded to the executive staff with responsibility for personal membership group affairs of the AHA by vote of the Board of Directors of ASHHRA or by a two-thirds vote of the members present and voting at an authorized meeting. ASHHRA statements shall be issued through the regular channels of the AHA.

ARTICLE 6. MEMBERSHIP

SECTION 6.1. Category and Eligibility

6.1.1. 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.

6.1.2. Past President Membership

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

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

6.1.3. 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.

6.1.4. 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.

6.1.5. Academic Membership

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

6.1.6. 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.

SECTION 6.2. 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're not eligible to be appointed chairperson.

SECTION 6.3. 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 6.1, who has completed a formal application and paid any required membership dues.

SECTION 6.4. 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.

SECTION 6.5. Termination of Membership

6.5.1. Resignation

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

6.5.2. Suspension or Expulsion

The board of directors of ASHHRA may suspend or expel any member for just cause after giving such member the opportunity for a hearing before the ASHHRA Board of Directors. 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 of Directors 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.

6.5.3. 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 one (1) year from the member's next renewal date. Consultant members are not eligible for this category.

6.5.4. 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.

ARTICLE 7. DUES

Section 7.1. Establishing Dues

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

Section 7.2. 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 6.5.2.

Section 7.3. 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.

ARTICLE 8. MEETINGS

Section 8.1. 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.

Section 8.2. Special Meetings

Special meetings may be called by a two-thirds majority of the Board of Directors 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.

Section 8.3. Affiliated Chapter Leadership Workshop (CLW)

A chapter leadership workshop shall be held annually unless the board of directors 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.

Section 8.4. 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.

Section 8.5. 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.

Section 8.6. Voting

8.6.1. Eligibility to vote

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

8.6.2. 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 4:30pm Central time on the final date of voting.

8.6.3. 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.

Section 8.7. 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.

ARTICLE 9. BOARD OF DIRECTORS

Section 9.1. Eligibility

Only practitioner members of ASHHRA who are currently practitioners (Article 6, Section 6.1.) 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 directors 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. (Article 6, Section 6.5.) Past president members are eligible to serve on the ASHHRA Think Tank as described in Section 12.1.5.

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.

Section 9.2. Composition

The ASHHRA Board of Directors shall include the president, the vice president, a treasurer, two directors representing HR leadership in organizations across the continuum of care, an appointed health care facility CEO, four at-large directors, one regional director, 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).

Section 9.3. Approval of Slate

9.3.1. Slating Process

The Nominating Committee shall present a slate of officers and board of directors to the full membership for approval. (Refer to Article 12, Section 12.2 for nomination procedures.)

The selection of directors 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.

9.3.2. 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 of directors. The results shall be published in ASHHRA publications and on the ASHHRA website.

Section 9.4. Term of Office

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

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

Section 9.5. Powers

The ASHHRA Board of Directors has the responsibility to formulate the strategic directions of ASHHRA and implement plans to accomplish them. The board is empowered to establish standing committees and task forces to implement ASHHRA's business plans; to review the recommendation(s) of these committees and task forces; and to approve the date(s), location, format and program of ASHHRA's annual meeting and conference and other educational programs.

The ASHHRA Board of Directors 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 of Directors shall also plan programs from funds available to ASHHRA.

The actions of the ASHHRA Board of Directors 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 of Directors, will be responsible for preparation of the ASHHRA budget, recommendation of the budget to the Sr. Executive Director for the Personal Membership Groups and the AHA Chief Financial Officer and review of the budget at each meeting of the Board of Directors. Annual budgets are subject to final approval from the AHA Executive Vice President of Leadership and Business Development or his/her designee.

The ASHHRA Board of Directors 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.

Section 9.6. Meetings

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

Section 9.7. Forfeiture of and Removal from Office

Directors shall forfeit their office if they lose eligibility for membership or are expelled from membership pursuant to Section 6.5.2. Directors are also subject

to removal from office pursuant to Article 14 or by a vote of two-thirds of the ASHHRA Board of Directors for failure or inability to fulfill the duties of office.

ARTICLE 10. OFFICERS

Section 10.1. Officers

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

Section 10.2. Eligibility

Only practitioner members of ASHHRA who are currently practitioners in compliance with Article 6.1. of the bylaws 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 officers in ASHHRA. 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.

Section 10.3. Approval of Slate

10.3.1. 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 12.2 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 12.2 for nomination procedures. 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.

10.3.2. 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 of directors. The results shall be published in ASHHRA publications and on the ASHHRA website.

Section 10.4. 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.

Section 10.5. Duties

10.5.1. 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.

10.5.2. 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.

10.5.3. 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 of directors. 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 (Article 14) 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.

10.5.4. Treasurer

As ASHHRA's financial advisor, 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, which may include the chief financial officer and members of his staff, to understand and monitor the current and future financial position of ASHHRA.

Section 10.6. Vacancies

10.6.1. 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.

10.6.2. 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 of Directors 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.

10.6.3. 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 of Directors shall appoint, from the members of the ASHHRA Board of Directors, 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.

10.6.4. Vacancy of Treasurer

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

10.6.5. 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.

Section 10.7. 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 6.5. Officers are also subject to removal from office pursuant to Article 14 or by a vote of two-thirds of the ASHHRA Board of Directors for failure or inability to fulfill the duties of office.

ARTICLE 11. EXECUTIVE DIRECTOR

Section 11.1. Appointment

The executive director is appointed by the CEO of the AHA upon recommendation from the ASHHRA Executive Committee and is an employee of the AHA.

Section 11.2. Duties

11.2.1. Secretary

The executive director shall serve as secretary for ASHHRA and the ASHHRA Board of Directors. The executive director shall attend all meetings of ASHHRA, the ASHHRA Board of Directors and the ASHHRA Executive Committee and 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.

11.2.2. 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 of Directors.

11.2.3. Other Duties

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

ARTICLE 12. COMMITTEES

Section 12.1. 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.

12.1.1. Executive Committee

The Executive Committee, comprised of the officers of the ASHHRA Board of Directors, 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 9.5.

12.1.2. 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 of Directors.

12.1.3. 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.

12.1.4. 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.

12.1.5. Think Tank

As the president and the ASHHRA Board of Directors 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 of Directors, 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.

12.1.6. Bylaws/Conflict of Interest Committee

This committee shall review and update ASHHRA bylaws as needed and formulate appropriate recommendations to the ASHHRA Board of Directors. 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.

Section 12.2. Nominating Committees

12.2.1. 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 director of ASHHRA. The chairpersons will be responsible for the election of regional consultants who will serve on the committee.

The regional director'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 of directors.

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.

12.2.2. 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 of Directors 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 of Directors 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 of Directors 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.

Section 12.3. Task Forces

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

Article 13. REGIONAL CONSULTANTS

Section 13.1. 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.

Section 13.2. 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.

Section 13.3. 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.

ARTICLE 14. CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS

Section 14.1. General

The directors 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 directors 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 directors and officers shall be for the benefit of the society in any dealing that may affect ASHHRA adversely. The directors 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, directors, 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.

Section 14.2. Disclosure of Conflict of Interest

Each officer, director, nominee for officer or director, 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 of Directors 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.

Section 14.3. Resolution of Conflict of Interest

14.3.1. Upon disclosure of a conflict of interest, or a challenge on that basis, any persons delineated in Section 14.2. 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.

14.3.2. Any person delineated in Section 14.2. 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.

14.3.3. 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 of Directors in a manner similar to the hearing procedure established by the AHA Regulations. Any interested directors shall not participate in the appeal decision.

ARTICLE 15. AFFILIATED CHAPTERS

Section 15.1. Purpose of Affiliation

The purpose of affiliated chapters of ASHHRA is to develop a mutually beneficial relationship between ASHHRA and chapters to partner on membership growth, retention, and program development. The affiliation agreement shall reinforce the benefits for local chapters and ASHHRA focusing on the collective strengths of both entities as the voice for health care HR professionals.

Section 15.2. Affiliation Agreement

The request for affiliation shall be initiated by the state or local group. It is subject to approval by the board of directors 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.

Section 15.3. Requirements for Affiliation

15.3.1. 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.

15.3.2. 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.

Section 15.4. Separate Entity

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.

Section 15.5. 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.

ARTICLE 16. AMENDMENTS

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

Section 16.1. 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 of directors or as recommended by the Bylaws Committee and approved by two-thirds of the board of directors present and voting at a regular board meeting.

Section 16.2. 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 bylaws. Voting will close thirty (30) days after the date of mailing or emailing.