

PROPOSED AMENDMENTS TO ASHHRA BYLAWS
February 2008

- **ARTICLE 8. MEETINGS**

Section 8.4. Notice of Meetings:

The executive director **OR PRESIDENT** shall notify the membership by mail or e-mail of annual or special meetings no less than 30 days prior to the date of the meeting.

- **ARTICLE 10. OFFICERS**

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 years and who have served as a board member **AND/** or committee chair for a **COMBINED** minimum of three 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 90 days following loss of eligibility to allow for an orderly transition.

- **Section 10.5.** Duties:

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 and shall serve as chair of the national nominating committee, **IDENTIFY THE REGIONAL NOMINATING COMMITTEE CHAIRS, 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 ~~13~~ **14**) **AND MAKES 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.

- **Section 10.6:** Vacancies

Section 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 person eligible for practitioner membership~~ **THE PRESIDENT SHALL APPOINT THE ELIGIBLE PRACTITIONER MEMBER** to most recently vacate the office of president ~~will assume~~ **WHO IS WILLING TO ASSUME** these duties until another president becomes eligible for immediate past president status.

- **ARTICLE 12. COMMITTEES**

- **Section 12.1. Standing Committees:**

All members may serve on committees/task forces. The incoming and/or current presidents shall appoint committee/task force members and chairpersons to serve during their respective term of office. All appointments shall be for one year. **THE PRESIDENT MAY EXTEND THIS APPOINTMENT FOR SOME COMMITTEE/TASK FORCE MEMBERS NOT TO EXCEED THREE (3) CONSECUTIVE YEARS TO ASSURE SMOOTH TRANSITIONS BETWEEN COMMITTEE MEMBERS.** 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.

- **12.1.7. 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 ~~that it provides and collects and upon which it~~ and make decisions and recommendations to the board. This committee will be chaired by the immediate past president.

- **12.2.1. Regional Nominating Committee:**

The ASHHRA Regional Nominating Committee shall be appointed by the immediate past president of ASHHRA and will be responsible for the election of regional consultants who will serve on the ASHHRA Regional, Chapter, and Member Services Committee.

The immediate past president shall appoint a regional nominating committee chairperson from within each region scheduled for election in that year. The committee shall be composed of at least three eligible **ASHHRA** members **(INCLUDING THE CHAIR)** ~~from different chapters~~ from within the region it represents. ~~In the event that a state has more than one chapter not more than one eligible member may be appointed from that state. If a state has no chapter, no member will be appointed from that state.~~ The regional chairperson shall recommend one member per state represented within their region **TO SERVE ON THE NOMINATING COMMITTEE.** The immediate past president's selections for regional chairperson will be made from recommendations submitted by the presidents of the chapters within the region, and the regional consultant, **OR A MEMBER OF THE CURRENT BOARD OF DIRECTORS.** The regional nominating committees shall conduct their business by mail, e-mail, or by conference telephone calls.

Each regional nominating committee shall nominate at least two but no more than three 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 immediate past president shall outline the schedule for the regional nomination process, including all dates for submission of candidates.

- **12.2.2. National Nominating Committee**

The ASHHRA National Nominating 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.

The national nominating committee members shall be recommended to the ASHHRA Board of Directors by the immediate past president. The national nominating committee shall be chaired by the immediate past president of ASHHRA. The remaining members will be two members elected by the ASHHRA Board of Directors from among its own members, one member appointed by the president with board approval, one person recommended 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 ASHHRA National Nominating Committee shall conduct its business by mail, e-mail, and/or conference telephone calls.

The nominating 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 nominating committee will provide the proposed slate to the president for approval by the ASHHRA Board of Directors no later than 30 days before the slate is to be sent to the general membership **MEMBERS WHO ARE ELIGIBLE VOTERS** for ratification.

- **Article 13: REGIONAL CONSULTANTS**

SECTION 13.2 TERM OF REGIONAL CONSULTANTS

THE ASHHRA REGIONAL CONSULTANTS SHALL SERVE FOR NO MORE THAN TWO CONSECUTIVE 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 14.3. 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 ~~13~~ **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 ~~13~~ **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.

- **ARTICLE 15. AFFILIATED CHAPTERS**

Section 15.5. Chapter President:

The chapter president represents the chapter to ASHHRA and ~~is encouraged to~~ **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 ~~Board member in the~~ **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 presidents' **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**

16.2. Voting on Amendments:

The proposed amendment(s) shall be mailed or e-mailed 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 30 days after the date of mailing or e-mailing.

• **ARTICLE 17. TRANSITION YEAR FOR 2007**

~~As ASHHRA develops its new governance structure to support both national issues and regional interests, it will create a transitional structure that will allow seasoned ASHHRA members to serve on the new ASHHRA Regional, Chapter and Member Services Committee. These committee members will be charged with implementing the new duties of this committee as well as making recommendations to the ASHHRA Board of Directors and ASHHRA staff for resources to support their work.~~

~~To support a streamlined and effective transition to the new governance structure, Article 17 outlines the details of the governance transition for the year 2007. Nominating Committee dates and responsibilities are suspended to ensure that the following is accomplished:~~

~~During the calendar year of 2007~~

~~Any current regional board representative from Regions 1, 3, 5, 7, and 9 who is not slated for the 2007 ASHHRA Board of Directors will be invited to sit as a member of the ASHHRA Regional, Chapter, and Member Services Committee. If a board representative from Regions 1, 3, 5, 7, and 9 declines this invitation and/or a vacancy occurs from one of the odd regions, then a regional election will be conducted to fill the membership slot on the ASHHRA Regional, Chapter, and Member Services Committee for the calendar year 2007.~~

~~Individuals from the even-numbered Regions (2, 4, 6, and 8) will be elected to fill the membership slot on the ASHHRA Regional, Chapter, and Member Services Committee for two years; in 2007 as a member of the committee, and in 2008 as a regional consultant with all the duties described in Section 13.1.~~

~~All elections as described above will be in accordance with Section 12.2.1.~~

DURING THE CALENDAR YEAR OF 2008

Members of the ASHHRA Regional, Chapter, and Member Services Committee from even-numbered Regions (2, 4, 6, and 8) will become regional consultants in 2008 with their term as a regional consultant expiring December 31, 2008.

In 2007, regional elections will be **WERE** held for odd-numbered regional consultants whose two-year term will expire December 31, 2009.

This section will expire on December 31, 2008.