

BYLAWS

OF THE

WASHINGTON STATE HEALTHCARE

HUMAN RESOURCE ASSOCIATION

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ARTICLE I: NAME AND AFFILIATION

The name of the organization is the Washington State Healthcare Human Resource Association (WSHHRA) an affiliated chapter of the American Society for Healthcare Human Resource Administration (ASHHRA) of the American Hospital Association (AHA) and an affiliate of the Washington State Hospital Association (WSHA).

The Association is organized exclusively for education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code. The Association is not organized for profit, and no part of the net earnings shall benefit any private shareholder.

ARTICLE II: MISSION STATEMENT

WSHHRA is dedicated to the development of the visionary and strategic abilities of healthcare human resource professionals to be influential in advancing the business and community interests of their organizations.

ARTICLE III: MEMBERSHIP CATEGORIES

Section 1: Membership Categories - The Association shall be divided into Membership, Associate, Consultant, Student, and Emeritus membership categories.

Membership: The Membership shall consist of individuals who administer the personnel, labor relations and/or human resource function(s), or a portion of these functions in a healthcare facility located within the State of Washington. A healthcare facility shall be defined as an acute care hospital, a chemical dependency or psychiatric facility, a clinic, health maintenance organization, skilled nursing facility, or other organizations whose purpose is to deliver healthcare to either the general population or a special segment thereof.

Associate Membership: The Associate Membership shall consist of individuals who administer the personnel, labor relations and/or human resource function(s), or a portion of these functions in a healthcare facility located within the states of Oregon, Alaska, Idaho, and Montana. A healthcare facility shall be defined as an acute care hospital, a chemical dependency or psychiatric facility, a clinic, health maintenance organization, skilled nursing facility, or other organization whose purpose is to deliver healthcare to either the general population or a special segment thereof.

Consultant Membership: Consultant membership in the organization shall be granted to individuals whose primary function is human resource/personnel administration consulting.

Student Membership: Student membership shall consist of those individuals who are actively enrolled in an undergraduate or post-graduate program in personnel, labor relations or healthcare management.

Emeritus Membership: Emeritus membership shall be granted to former practitioner members who are no longer active in the profession due to retirement or disability. Emeritus Membership may be granted by a vote of the Board of Directors. Emeritus members thus receive free yearly membership.

Business Partner Membership: Business Partner membership shall consist of individuals who provide business services and products to healthcare organizations. Business Partners shall not have voting rights or access to the membership list. Business partners are not eligible to serve on the WSHHRA Board.

Section 2: Membership Application - Application for membership shall be made to the Membership Liaison on forms approved by the Board of Directors and provided by the Association. Applicants shall designate the category of membership for which they are applying. The Board of Directors will have the final decision on an applicant's membership and category based on appropriateness.

ARTICLE IV: MEMBERSHIP RIGHTS

Only members and associates are eligible to vote, hold office, conduct Association business, and serve on Association committees. All categories of membership are welcomed and encouraged to attend Association business meetings.

ARTICLE V: DUES

The Board of Directors shall establish the annual dues structure for the membership once per year. The membership year is a rolling 12-month cycle dependent on the applicant's initial sign up date.

ARTICLE VI: MEETINGS

Section 1: Regular Meetings - There shall be regular statewide meetings for the transaction of Association business and for the purpose of fulfilling the objectives of the Association. The Board of Directors shall set times for regular meetings and there shall be at least one meeting per year conducted at times as directed by the Board.

Section 2: Special Meetings - Additional meetings may be called at the discretion of the President. Notice of a special meeting will be given at least seven (7) days in advance.

Section 3: Quorum - A quorum of the Association is required to transact Association business. A quorum shall consist of a minimum of twenty (20) members and associate members.

Section 4: Meeting/Conference Scholarships - The Board has the authority to award up to two scholarships for attendance at WSHHRA conferences which shall include a waiver of the conference fee and may include hotel accommodations.

ARTICLE VII: VOTING, NOMINATIONS, ELECTIONS, AND VACANCIES

Section 1: Voting - All members and associate members are entitled to a single vote. Proxy votes may be provided for and accepted by decision of the Board of Directors. Proxy votes shall be submitted in writing to the President.

Section 2: Nominations - The Nomination Committee, chaired by the Immediate Past President, shall strive to submit two candidates per each vacant office in writing to the Membership and Associate Membership.

Section 3: Elections - Elections will be conducted annually to all members and associate members. The ballot will contain brief background information on each candidate. The election shall be held to assure

that the results may be tabulated and validated, and the new officers announced following election results.

Section 4: Vacancies - The Board of Directors shall appoint an active member to fill a vacancy of more than three (3) months - except for the position of President or President-Elect. The President-Elect will automatically serve the remaining vacant term of President, plus serve the next regular term as President. Vacancy of the office of President-Elect for three (3) months or more shall be filled by a vote of the membership and associate membership. Note: except for the vacancy of the office of President, vacant terms of less than three (3) months shall remain vacant until the next regular Association elections.

ARTICLE VIII: OFFICERS

Section 1: Definition - Officers of the Association shall be President, President-Elect, Membership Liaison, Secretary, Treasurer, Immediate Past President and Legislative and Legislation Liaison, Website and Social Media Liaison.

Section 2: Term of Office – The initial term of office for the Membership Liaison, Secretary, Treasurer, Legislative Liaison, and Website and Social Media Liaison shall be two years followed by additional years of elected service in one year increments. The President-Elect shall serve one year as the President-Elect and then succeed to the Presidency and then succeed to the office of Immediate Past President for a total of three years of service.

Section 3: Duties - The following is a brief description of each of the officer's duties.

- A. Duties of the President - The President shall preside at all meetings of the Association and the Board of Directors. The President shall, with the advice and consent of the Board of Directors, appoint the standing and special committee and designate the Chairperson of each such Committee giving due recognition to a balance of geographical representation. The President shall represent the Association at the annual ASHHRA Leadership Conference. The Association will pay for all reasonable expenses not paid for by ASHHRA. The President shall be a member of ASHHRA.
- B. Duties of the President-Elect - The President-Elect in the absence or incapacity of the President shall perform all duties and assume all responsibilities of the President. The President-Elect shall chair the Program Committee. The President-Elect shall represent the Association at the ASHHRA Annual Conference at the Association's expense. The President-Elect shall represent the Association at the annual ASHHRA Leadership Conference. The Association will pay for all reasonable expenses not paid for by ASHHRA. The President-Elect shall be a member of ASHHRA.
- C. Duties of the Membership Liaison - The Membership Liaison shall perform the duties of membership coordinator to include recruitment and processing of applications. The Membership Liaison shall strive to produce updates in consultation with the Legislative Liaison and other Association members. The Membership Liaison shall be a member of ASHHRA.
- D. Duties of the Secretary - The Secretary shall record and distribute written minutes of each regular and special meeting of the Association. Minutes of the Board of Directors meetings shall be reported at regular meetings. Minutes of regular and special meetings shall be distributed to the membership prior to the next meeting.

- E. Duties of the Treasurer - The Treasurer shall be responsible for the supervision of all financial affairs of the Association in accordance with the authorization of the Board of Directors. The Treasurer shall provide a complete written financial report at each business meeting and at each Board of Director meeting. The financial report shall include a written budget and budget compliance report. The Treasurer is authorized to invest WSHHRA funds in Federally Insured Investment Products. The Treasurer will seek the concurrence of the other Board Members prior to making any investments.
- F. Duties of the Immediate Past President - The Immediate Past President shall serve as a resource person and historian for the newly elected officers. They will chair the Nominating Committee and validate elections for officers by tabulating ballot results. Members of the Association may direct concerns and questions regarding the performance of duties of officers or committee members to the Immediate Past President. They will be responsible for completing and submitting the Annual ASHHRA Chapter Management Awards program application. The Immediate Past President will also be responsible for the nomination and presentation of the annual Kathy Franz Award.
- G. Duties of the Legislative and Labor Advocate – The Legislative Liaison shall coordinate efforts to initiate, monitor, influence and communicate state legislative, legal, labor and regulatory issues, impacting healthcare human resources. Such actions will be predicated on advocating for the needs of our patients, employees, and association membership. The Association will reimburse all reasonable expenses incurred by the Legislative Liaison that are incurred in the course of his/her duties. The President will determine any discrepancies of reasonable expenses.
- H. Duties of the Website & Social Media Liaison - The Website & Social Media Liaison shall act as a resource person and primary person responsible for updating and maintaining the Association's website and social media.

ARTICLE IX: BOARD OF DIRECTORS

Section 1: Composition, Duties and Powers - The business of the Association shall be guided by the Board of Directors, which shall be composed of the seven (7) elected officers and the Immediate Past President of the Association. The Association shall pay for the annual joint ASHHRA/SHRM membership dues for the following officers, President, President Elect and Membership Liaison that are required under the ASHHRA chapter membership program. Since membership in ASHHRA is expected of all members of the Board, scholarships for memberships are available to those in need as approved by the full board.

The Board shall meet to discuss the activities of the Association; establish dates and locations of statewide meetings; review activities of standing committees; and to review bylaws as often as needed but not less than every three years. Robert's Rules of Order will guide meetings. Between meetings of the Association, the Board shall have the authority to do and perform all acts and functions consistent with these bylaws or with the action taken by the membership in regular or special meetings. The Board is obligated to report such action to the membership.

Section 2: Meetings

- A. Regular meetings of the Board of Directors shall be held as designated by the Board Members.

- B. Special meetings of the Board of Directors may be called at any time by the President or may be called upon written request of any member of the Board. Notice of special meetings shall be given at least seven (7) days in advance.

Section 3: Quorum - A majority of the Board of Directors shall constitute a quorum.

Section 4: Conference Financial Support - Attendance at conferences is expected of all Board Members. The conference fee shall be waived for conferences each year for all Board members. Since attendance at the conferences is expected of all Board members, scholarships for reasonable lodging are available to those in need as approved by the full board.

ARTICLE X: COMMITTEES

Section 1: Committees – As needed, the following committees may be appointed for a period of one year. Such committees shall report to the applicable Board Member.

- A. Program Committee - The Membership Liaison shall serve as Chairperson of the Program Committee. It shall be the duty of the Program Committee to plan Association programs consistent with the stated objectives of the Association and based on identified needs of the membership.
- B. Nominating Committee - The Immediate Past President shall serve as Chairperson of the Nominating Committee. The committee shall be responsible for reporting to the Association its nomination for officers.
- C. Other Committees - Special committees may be appointed by the President as deemed necessary. With the advice and consent of the Board of Director, the President shall appoint the members of such committees and shall designate the Chairperson. Such committees shall report to the Board of Directors.

ARTICLE XI: AMENDMENTS

Section 1: Procedure - These bylaws may be amended by the affirmative vote of two-thirds of the board members present at any regular or special meeting of the Board..

Any member with a proposed amendment must submit it to the Board of Directors for consideration and endorsement.

ARTICLE XII: EFFECTIVE DATE OF BYLAWS AND/OR AMENDMENTS

Provisions of the bylaws or amendments thereto, when adopted, shall become effective upon adoption unless otherwise stated in the bylaws or the amendments.

ARTICLE XIII: DISSOLUTION

Upon dissolution of the Association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Adopted by the active membership of WSHHRA on:

Reviewed and amended 2/29/2020.

Spring 2020

Kimberly Washburn
President, WSHHRA