

**BYLAWS OF THE INDIANA SOCIETY FOR HEALTHCARE HUMAN  
RESOURCES ADMINISTRATION  
March 2011**

**Article I  
Name, Purposes and Powers**

Section 1. Name. The name of this Corporation is Indiana Society For Healthcare Human Resources Administration, Inc. and such Corporation is hereinafter referred to as “ISHHRA,” the “Society” or “Corporation.”

Section 2. Purposes and Powers. The/Corporation is formed to provide and further the following purposes:

- a. To establish and advance the development of the profession of Healthcare Human Resources Administration in hospitals and related healthcare facilities;
- b. To further the professional education and personal development of its members;
- c. To stimulate the exchange of information;
- d. To advocate for and influence the future of the healthcare workforce and those they serve;
- e. To foster beneficial relationships with sponsors and vendors;
- f. To promote student interest in Healthcare Human Resources Administration;
- g. To recognize special contributions of ISHHRA members to the societies;
- h. To operate exclusively for the educational, charitable and association purposes, and to continue to operate in such a manner that no part of its net earnings inure to the benefit of any member, director or officer or other private person, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth herein; and
- i. To operate in a manner so as to carry on only those activities permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

2.2 Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles, the Corporation shall have the following powers: (1) to do everything necessary, advisable or convenient for the accomplishment of any of the purposes herein set out or which shall, at any time, appear conducive to or expedient for the protection or benefit of the Corporation and its members and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and (2) to have, exercise and enjoy in furtherance of the purposes herein set out all the general rights, privileges and powers granted to corporations by the Act as now existing or hereafter amended and by common law, all of which powers shall include, but not be limited to, the power to receive by gift, devise, bequest or otherwise any money or property absolutely or in trust to be used, either the principal or income therefrom, for the furtherance of any or all of the foregoing purposes. This section shall be in addition to the powers authorized by the Act.

2.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation pursuant to the Act in such manner or to such organization, or organizations, organized and operated exclusively for educational, charitable, literary, scientific or other purposes as shall, at the time, qualify as an exempt organization under Section 501 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law as the Board of Directors shall determine. Any such assets not so disposed of shall escheat to the state of Indiana to be used exclusively for public purposes.

## **Article II Records and Accounting**

Section 1. Records. The address of the Corporation shall be the Indiana Hospital Association Headquarters. The following records or copies thereof shall be kept by the Corporation.: the Articles or restated Articles of Incorporation and all amendments to them currently in effect; the Code of Bylaws or restated Bylaws and all amendments to them currently in effect; resolutions adopted by the Board of Directors with respect to membership and fixing their relative rights, preferences, and limitations, if memberships issued pursuant to those resolutions are outstanding; the minutes of all directors' meetings, and records of all actions taken by directors without a meeting, for the past three (3) years; all written communications to Members generally within the past three (3) years, including financial statements furnished for the past three (3) years under the Indiana Business Corporation Law to the extent applicable, or specifically under the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"); a list of the names and business addresses of its current directors and officers; and its most recent annual report delivered to the Secretary of State under the Act. The above referenced records must at all times during regular business hours be open to the inspection of all persons permitted by law to inspect such records at the Corporation's principals office, provided such persons demand to inspect and copy such is made in writing at least five (5) business days before the date on which the person wishes to inspect and copy such records, except as otherwise provided by law. The following records must be made available to a Member for inspection and copying during regular business hours at a reasonable location specified by the Corporation, provided the Member meets the requirements set forth under the Act and gives the Corporation written notice of the Member's demand at least five (5) business days before the date on which the Member wishes to inspect and copy: excerpts from minutes of any meeting of the Board of Directors; records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the Members; records of action taken by the Members or Board of Directors without a meeting, to the extent not subject to inspection under the above paragraph of this section; accounting records of the Corporation which consist of correct books of all the business and transactions of the Corporation; and the record of Members which must contain the names, alphabetically arranged, of all persons who are Members of the Corporation showing such person's address, the time when such person became a member of the Corporation, and the amount, if any, of the consideration paid to the Corporation for such membership.

Section 2. Account Year. The accounting year of the Corporation begins on March 1 and ends on the last day of February, except that the first year of the Corporation begins on the date of incorporation.

Section 3. Accounting Method. The general accounting method of the Corporation is the cash method of accounting, except that the Corporation may use one or more of the special accounting methods, whenever appropriate, for the purpose of reporting.

## **Article III**

### **Meetings of Members**

Section 1. Annual Meetings. Every meeting of the Members shall be held at the principal office of Corporation or at such other place within or without the State of Indiana, that the Board of Directors may select from time to time. An annual meeting shall be held in March for the purpose of transacting the business of the Society as well as to conducting an educational program for the development of the Members.

Section 2. Special Meetings. Special meetings of the Members, unless otherwise provided by law, may be called at the direction of the President or the Board of Directors.

Section 3. Notice of Meetings. Notice of every meeting of the Members must be in writing. Such notice must state the purpose or purposes for which a special meeting is called, but need not state the purpose or purposes for which an annual meeting is called, and must state the date, time, and place where the meeting is to be held, and a copy thereof must be served, either personally or by mail or email upon each Member of record entitled to vote at such meeting, at least thirty (30) days before but not more than sixty (60) days before an annual meeting and at least ten (10) days but not more than sixty (60) days before a special meeting. If mailed or telegraphed, such copy must be directed to each Member at its address as it appears in the Corporation's current record of Members, unless the Member has filed with the Secretary a written request that notices intended for such Member be mailed to some other address, in which case the notice must be mailed to the address designated in such request. Such notice is deemed waived by any Member who attends such meeting in person or by absentee ballot, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A Member may waive any notice required by the Act, the Articles of Incorporation, or this Code of Bylaws before or after the date and time stated in the notice, provided such waiver is in writing and is delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Unless otherwise required by law, notice of any adjourned meeting need not be given if the new date, time, or place is announced at the meeting before adjournment.

Section 4. Quorum for Meetings. Unless otherwise provided in the Articles of Incorporation or in this Code of Bylaws, the presence, in person or by absentee ballot, of twenty percent (20%) or more of the members entitled to vote thereat is necessary to constitute a quorum for the transaction of business at any meeting of the Members. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, a majority of those present in person or represented by absentee ballot, or in the absence therefrom of all the Members, any officer entitled to preside at, or to act as secretary of, such meeting, may adjourn such meeting from time to time until a quorum is present thereat. At any reconvened meeting following an adjournment, any business may be transacted which might have been transacted at the meeting before adjournment if there is a quorum present at such subsequent meeting.

Section 5. Voting at Meetings. Unless otherwise provided by law, or in the Articles of Incorporation or in this Code of Bylaws, each Full Member of record is entitled at each meeting of the Members to one (1) vote and may vote either in person or by absentee ballot, executed in writing by the Member unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, at all meetings of Members, a quorum being present, all matters shall be decided by the simple majority vote of the members present in person or by absentee ballot. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws or unless demanded by a Member present in person or represented by proxy, voting may be by voice and need not be by ballot. Upon a demand by any such Member for a vote by ballot on any question or at the direction of the President that a vote by ballot be taken on any question, such vote must be taken. On a vote by ballot, each ballot must be signed by the Member voting, and the ballot must show the name of the Member voting.

Section 6. Membership.

A. Full Membership.

1. Full membership shall be available to an individual who is employed by a healthcare, provider in the State of Indiana and who is actively involved in the personnel/human resources function of that organization, subject to, the approval by the Board of Directors.
2. All full members in good standing shall have one (1) vote. A member in good standing is one who meets the requirements for eligibility and whose membership has not been terminated as specified in Section E.

B. Associate Membership.

1. Associate membership shall be available to an individual who has demonstrated interest or involvement with healthcare personnel/human resources administration in the State of Indiana and who does not otherwise qualify for full membership, subject to approval by the Board of Directors.
2. Associate members shall enjoy the rights and privileges afforded full members with the exception of the right to vote, to be an officer or a director, and they may not use the Society, name for any type of promotional materials or for any presentation.

C. Honorary/Emeritus Membership.

1. Honorary membership may be bestowed by Board approval to any individual who has contributed significantly to the Society as a professional, but who is not eligible for full membership. It shall carry the following stipulations:
  - a. No dues
  - b. Eligible to attend workshops with no registration fee
  - c. Cannot vote or be an officer or director
2. Emeritus membership may be bestowed by Board approval to any former full member who is no longer active due to retirement or disability and who has served with distinction. This distinction shall be limited to those who have been an officer, Board member or served as a committee chairperson/member. This status may be granted upon member request or Board member recommendation, with Board approval, to those who wish to remain active and contribute to the Society. It shall carry the following stipulations:
  - a. No dues
  - b. Eligible to attend workshops with no registration fee

D. Application for Membership.

1. Applications for membership shall be forwarded to the Membership Committee and/or the Membership Chairperson for review and recommendations shall be made to the Board of Directors of the Society by the Membership Committee.
2. If a Board Meeting is not scheduled to be held within thirty (30) days of receipt of an application for membership, the President may conditionally approve the membership application on the recommendation of the Chairperson of the Membership Committee. The Board of Directors shall act at its next meeting.
3. Membership in the Society shall not be transferable to another person.

E. Termination of Membership.

1. Any member may resign at any time by submitting such resignation to the Board of Directors.
2. Membership may be terminated by the Board of Directors of the Society for noncompliance with provisions of these Bylaws, or failure to pay dues.
3. Membership in the Society will be automatically terminated for failure to pay dues by April 30 of the new year.
4. Any member who, because, of change in their position, is no longer eligible for membership in the Society, shall be automatically terminated at the end of the term for which dues have been paid.

Section 7. Affiliation.

- A. American Society for Healthcare Human Resources Administration. In recognition of their common purpose to develop and advance sound practices and to develop effective human resources departments, the Society shall maintain a standard of membership necessary for affiliation with the American Society of Healthcare Human Resources Administration.
- B. The Indiana Hospital and Health Association, Inc. In recognition of the relationship between The Indiana Hospital and Health Association, Inc. and the hospitals in the State of Indiana from which this Society draws its membership, the Society shall maintain an agreement of affiliation with The Indiana Hospital and Health Association, Inc. with services and benefits as set forth in the agreement. The Board shall determine the services and approve such agreement.

## **Article IV Directors and Officers**

Section 1. Number, Election, and Term of Office. The business of the Corporation must be managed by the Board of Directors as from time to time constituted. All the directors must be of legal age. The Board of Directors shall be elected by the Membership. Nominees for Directors will be selected by the Nominations Committee. The Nominations Committee shall select two (2) eligible members for election for two (2) Director positions. Write-in candidates will be accepted on the official ballot. At all elections of directors, the persons receiving the greatest number of votes cast shall be the directors. The Board of Directors for such year shall consist of six (6) individuals, unless determined otherwise by the Board of Directors. Such elections must be by ballot. The term of office of each director shall be from the time of his or her election and qualification until three (3) years thereafter or until his or her successor is duly elected and qualified, or until his or her death, removal, or until he or she resigns. The directors shall act only as a board.

Section 2. Place of Meetings The Board of Directors may hold its meetings at such place or places within or without the State of Indiana as the Board of Directors may from time to time by resolution determine or as may be specified or fixed in the respective notices or waivers of notice thereof.

Section 3. Regular Meetings. Regular meetings of the Board of Directors will be held in conjunction with each Corporation educational meeting. The Board of Directors shall have at least one annual meeting held in conjunction with the educational meeting of the Members. If any day fixed for a regular meeting is a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day must be held at the same hour on the next succeeding business day at such place. At least ten (10) days notice of regular meetings shall be given by the President.

Section 4. Special Meetings. Special meetings of the Board of Directors must be held whenever called by the President. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, notice of each special meeting must be preceded by at least ten (10) days notice of the meeting day. Such notice shall set out the date, time, place, and matters to be considered at the meeting.

Section 5. Quorum and Voting for Meetings. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, the presence of a simple majority of the actual number of directors elected and qualified, from time to time, is necessary to constitute a quorum for the transaction of business. In the absence of a quorum at any such meeting, fifty-one percent (51 %) or more of the directors present thereat may adjourn such meeting from time to time until a quorum is present thereat. Notice of any adjourned meeting need not be given. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, at all meetings of directors, a quorum being present, all matters shall be decided by the affirmative votes of a majority of the directors present at such meeting.

Section 6. Organization of Meetings. At each meeting of the Board of Directors, the President, or in his or her absence, the President-Elect, or in the absence of both the President and the President-Elect, a director chosen by a majority of the directors present, shall act as Chairperson of the meeting. The Secretary, or in his or her absence any person appointed by the President, shall act as secretary of the meeting. Any meeting of the Board of Directors may be adjourned by the vote of a majority of the directors present at such meeting.

Section 7. Order of Business at Meetings. The order of business at all meetings of the Board of Directors shall be determined by the President of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by fifty-one percent (51%) or more of the directors present and entitled to vote thereat. At any meeting of the directors, the Robert's Rules of Order, Modern Edition, shall be considered as the rules of parliamentary procedure.

Section 8. Action by Consent. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Members of the Board of Directors. The action must be taken by mail or email and documented in the Minutes of the next Board meeting.

Section 9. Meetings by Means of Telecommunications. The Board of Directors or a committee designated by the Board may permit any or all directors or committee Members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors or committee Members participating may simultaneously hear each other during the meeting. A director or committee Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Resignations/Removal. Any director or officer may resign his or her office at any time by giving written notice of his or her resignation to the Board of Directors. Such resignation shall take effect at the time specified therein if such is later than the time the notice is delivered or if no time be specified therein, then at the time the notice is delivered, and the acceptance thereof shall not be necessary to make such resignation effective. Any director or officer may be removed from office for failure or inability to perform the duties of his/her office. This must be ratified by a majority vote of the remaining officers/board members.

Section 11. Vacancies on Board of Directors. Any vacancy on the Board of Directors, whether arising from death, resignation, removal, an increase in the number of directors, or any other cause, may be filled by the President through the appointment of an eligible member to serve for the remainder of the unexpired term. The Board of Directors, a quorum being present, must ratify such appointment by an affirmative vote of a majority of the Directors entitled to vote, and if the directors remaining in office constitute fewer than a quorum of the board, the vacancy may be filled by the affirmative vote of a majority of all directors remaining in office, or by the Full Members at a special meeting of the members called for that purpose.

Section 12. Elections and Terms for Officers. To be eligible for candidacy as President-Elect, a member must have been a full member for at least three (3) years and have served one (1) year as a Board Member or served as a member of a committee. Full Members in good standing in the Society will be eligible to hold all other offices. The officers at the state level shall be the President, Past President, President-Elect, the Secretary, and the Treasurer.

A. Terms of Office - Corporate Officers.

1. The President shall serve for one (1) year and shall not succeed himself or herself
2. The President-Elect shall be elected annually. At the end of a one-year term, the President-Elect shall succeed to the office of President.
3. The Secretary shall serve for a term of one (1) year.
4. The Treasurer shall serve for a term of three (3) years.

5. The immediate Past President shall serve as a voting member of the Board of Directors for one (1) year immediately following his/her term of office as President.

B. Election/Appointment – Corporate Officers.

1. President. The President shall have previously served as President-Elect. When the President is unable to serve his/her full term in office, the Past President shall assume the Presidency for the unexpired term.
2. President-Elect. The membership may make recommendations to the Nominating Committee for President-Elect no later than December 1<sup>st</sup> of the year proceeding the voting year. The Nominating Committee shall select one (1) eligible member for the office of President-Elect. Write-in candidates will be accepted on the official ballot.
3. Secretary. The Secretary shall be appointed by the President annually for a period of one (1) year.
4. Treasurer. The Treasurer shall be elected by the membership from one (1) candidate proposed by the Nominating Committee, and shall serve for a period of (3) years. Write-in candidates will be accepted on the official ballot.
5. Historian: The Historian shall be appointed by the president for the purpose of maintaining ISHHRA records and service award points.

C. Voting.

The election of the President-Elect, Directors, and Treasurer shall be conducted by mail or email. An official ballot listing the candidates nominated by the Nominating Committee shall be mailed to each Full Member in good standing thirty (30) days prior to the Annual Meeting. The ballots must be returned to the President and shall be counted if received on or prior to the date specified on the ballot. The President will tabulate the ballots and will notify the candidates and the Board of Directors of the results. These results will be announced at the Annual Meeting. The candidates receiving the highest number of votes shall be designated for vacant offices. In the event of a tie, a run-off election will be held at the Annual Meeting. Only official, pre-printed ballots will be accepted for tabulation by the President.

Section 13. President. The President is the Chief Executive Officer of the Corporation and the Chairperson of the Board of Directors and has general and active supervision over the business and affairs of the Corporation, subject, however, to the direction and control of the Board of Directors. The President shall be a member of the American Society for Healthcare Human Resources Administration. The President shall act as the liaison officer with The Indiana Hospital and Health Association, Inc. The President must present a report at the annual meeting which shall be kept in the corporate minute book. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws or by the Board of Directors, the President must sign, execute, and deliver, in the name of the Corporation all legal instruments authorized by the Board of Directors. The President must authorize all disbursements of funds prior to the Treasurer making payment. In general, the President shall perform all duties as may from time to time be assigned to him or her by this Code of Bylaws or by the Board of Directors. The President shall preside at all annual meetings. The President shall be responsible for giving notice of all meetings of the Members and of the Board of Directors as required.

Section 14. President-Elect. The President-Elect shall assume the duties of the President and act in his or her absence at any regularly scheduled meeting. The President-Elect shall assist the President in the functions of the office and shall chair the Education Committee. The President-Elect shall be a member of the American Society for Healthcare Human Resources Administration.

Section 15. Secretary. . The Secretary's duties entail having to prepare and having charge and custody of the minutes of all meetings of the Board of Directors and of the Members. The Secretary is also responsible for authenticating records of the Corporation. The Secretary has such powers and may perform such duties as are assigned to him or her by this Code of Bylaws, and he or she shall have such other powers and perform such other duties, not inconsistent with this Code of Bylaws, as the Board of Directors or President may from time to time prescribe.

Section 16. Treasurer. The Treasurer's duties entail having charge and custody of, and responsibility for, all the funds and securities of the Corporation. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks and other depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President or Board of Directors, taking proper vouchers for such disbursements, and shall render to members at all meetings, as well as to the President or to the Board of Directors, whenever the President or the Board may require him or her so to do, a statement of all his or her transactions as Treasurer and an account of the financial condition of the Corporation. On an annual basis, a tax return for the Corporation and a review of the books shall be completed by a qualified firm/individual as approved by the Board of Directors. In general, the Treasurer shall perform all the duties as may from time to time be assigned to him or her by the Board of Directors or the President.

Section 17. Historian The Historian shall have charge of the Membership book and of the other books, records and papers of the Corporation relating to its organizations as a Corporation, and see that the reports, statements and other documents required by law are properly kept.

Section 18. Past President. The Past President shall be responsible for preparation and submission of the Chapter Achievement Award to ASHHRA, if applicable, or assist with other Society projects as assigned.

Section 19. Vacancies. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, the following will apply in the event of a vacancy of an Officer.

- A. In the event the President shall be unable to complete his/her term of office, the Past President shall assume the Presidency.
- B. In the event the President-elect shall be unable to complete his/her term of office, a member of the Board of Directors shall be appointed by the President subject to ratification by the Board, to carry out the duties of the President-Elect for the remainder of the term. At the next regular election of the Society, a President and President-Elect shall be elected in accordance with the Bylaws. The new President shall take office upon receipt of results of the election.
- C. If both the President and President-Elect shall become unable to complete their term of office, the most recent Past President, currently an active member of the Society, shall serve as President Pro Tem.. At the next regular election of the Society, a President and

President-Elect shall be elected in accordance with these Bylaws. The new President shall take office upon receipt of results of the election.

- D. In the event the Past President shall be unable to complete his/her term of office, the most immediate Past President, currently an active member of the Society, will assume these duties until another President becomes eligible for immediate Past President.
- E. In the event either the Secretary or Treasurer shall be unable to complete the term of his/her office, the President shall appoint an eligible member to complete the unexpired term, subject to ratification by the Board of Directors.

Section 20. Subordinate Officers. The Board of Directors may appoint such subordinate officers, agents, or employees as the Board of Directors may deem necessary or advisable. The Board of Directors may delegate to any executive officer the power to appoint and remove subordinate officers, agents, or employees.

## **Article V Legal Instruments**

Section 1. Authorization of and Execution of Legal Instruments. Unless otherwise provided by law or in the Articles of Incorporation, in this Code of Bylaws or by the Board of Directors, no officer, agent, or employee has any power or authority to bind the Corporation legal instrument. Any legal instrument may be executed and delivered in the name and on behalf of the Corporation by a vote of the Board of Directors or the President. However, the Board of Directors may authorize any other officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or to execute and deliver any instrument, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Similar Payment Orders and Notes. All checks, drafts, and other orders for the payment of moneys out of the funds of the Corporation, and all notes or other evidence of indebtedness of the Corporation must be signed on behalf of the Corporation as stated herein or in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer or officers, agent or agents, of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of such deposit, any officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts, and other orders for the payment of moneys which are payable to the order of the Corporation.

## **Article VI Committees and Publications**

Section 1. Ex-Officio Members. The President and President-Elect of the Society shall be Ex-Officio members of all Society committees.

Section 2. Standing Committees. Standing committees shall be Education, Membership, Nominating, Vendor Relations, Scholarship, Advocacy and Communications. Full Members of Committees shall be entitled to one (1) vote, which may be made in person or by mail received by the President as required prior to that meeting making specific reference to the meeting at which a vote is authorized. All committee business may be carried on in person or by mail or email. Written reports shall be submitted to the President annually and at the completion of specific projects. Interim written

reports shall be submitted as requested by the President. Committee chairpersons shall be invited to Board meetings at the direction of the President. The specific responsibilities and composition of the Standing Committees shall be:

A. Education Committee.

1. Chairperson shall be the President-Elect or by as appointed by the incoming President with members selected by the committee Chairperson.
2. To make arrangements for educational meetings of the Society.
3. To assist in selecting programming.
4. To provide for the continuing education of members of the Society.

B. Membership Committee.

1. The Chairperson shall be appointed annually by the incoming President with members selected by the Chairperson.
2. To promote membership in the Society.
3. To rule on the eligibility for membership as established in Article III, Section 6, D.

C. Vendor Relations Committee

1. The Chairperson to be appointed annually by the incoming President.
2. To promote positive relationships with the vendors
3. To coordinate vendor booths at the Annual Meeting

D. Scholarship Committee.

1. Chairperson to be appointed annually by the incoming President.
2. To select appropriate candidates for the scholarship awards of the Society and make a recommendation to the Board for final approval.

E. Nominating Committee.

1. Chairperson shall be the President and the Committee shall be composed of the
2. President, President-Elect, and the immediate Past President of the Society.
3. The Committee shall prepare a slate of nominees as described under Article IV of these Bylaws.
4. Members of the Nominating Committee may not be nominated.

F. Communications Committee.

1. Chairperson to be Past President or as appointed annually by the incoming President.
2. To maintain electronic mailing list
3. To maintain website.
4. To determine and utilize the most efficient and effective methods of communication with the membership
5. To forward information to the membership

G. Advocacy Committee

1. The Chairperson to be appointed annually by the incoming President.
2. To provide ongoing education to membership regarding the advocacy process and its importance.
3. To serve as a liaison with IHA in identifying and coordinating a position on pending legislation requiring membership action.
4. To provide membership with timely information alerts (i.e., calls to action) regarding pending legislation.

H. Other Committees/Task Forces

1. Appointed by the President as authorized by the Board of Directors for special projects with appointments not to exceed twelve (12) months, unless specifically authorized.
2. All rules governing standing committees shall apply.

## **Article VII Dues**

Section 1. Rate of Dues. Full Membership and Associate Membership dues shall be payable as of March 1 of each year. New Member dues received on or after December 1 will be considered as dues for the ensuing year. All dues will be set by the Board of Directors.

Section 2. Delinquency. Members who have not paid dues for the current year by April 30 shall be considered delinquent. Dues unpaid will be cause for termination of membership.

## **Article VIII Amendments**

Section 1. Amendments. Unless otherwise provided by law or in the Articles of Incorporation, the power to amend, alter, or repeal this Code of Bylaws is in the Members of the Corporation, but the affirmative vote of at least two-thirds (66 2/3%) of those present at a meeting of the Members is necessary to amend this Code of Bylaws. Notice of such a meeting and the proposed changes shall be sent to all Full Members at least thirty (30) days prior to the meeting.

Section 2. Mail or Email. These Bylaws may be amended by mail or email. Such mail votes shall be taken only when deemed necessary by the Board of Directors. The proposed changes and an official ballot shall be sent to the Full Members at least thirty (30) days prior to the date of the vote by mail and shall specify a date after which mail votes will no longer be accepted. An affirmative vote by a majority of voting members who return a ballot or vote online shall be required to amend the bylaws.

**Article IX**  
**Adoption**

Section 1. Adoption. This Code of Bylaws was approved by the majority vote of the members present at a meeting this 18th day of March 2011 as witnessed by the person(s) signing below.

\_\_\_\_\_  
Secretary of Meeting