

BYLAWS
OF
AMERICAN SOCIETY OF HEALTH CARE HUMAN RESOURCES ADMINISTRATION
(A District of Columbia Nonprofit Corporation)

ARTICLE 1. NAME AND PURPOSES

The name of the corporation shall be **American Society of Health Care Human Resources Administration** (the “Corporation”). The Corporation is organized exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), and, specifically, to: (i) lead the way for members to become more effective, valued and credible leaders in health care human resources; (ii) provide timely and critical support through research, learning and knowledge sharing, professional development, products and resources, and opportunities for networking and collaboration; and (iii) offer the only certification distinguishing health care human resources professionals, the Certified in Healthcare Human Resources (“CHHR”).

ARTICLE 2. OFFICES AND REGISTERED AGENT

The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Corporation’s Board of Directors (the “Board”) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall continuously maintain within the District of Columbia a registered agent as may be designated from time to time by the Board.

ARTICLE 3. MEMBERS

Section 3.01. Eligibility

Membership is open to professionals whose job responsibilities include health care human resources administration or who have demonstrated a bonafide interest in the field of health care human resources administration or substantial have human resource responsibilities included in the function of their non-human resource position and who agree to support the mission, vision and code of professional responsibility of the Society.

Section 3.02. Membership Dues

Membership dues shall be at such rates, schedules, and/or formulas as may be from time to time prescribed by the Board of Directors.

Section 3.03. Membership Types

Practitioner

HR professionals directly employed by a provider organization across the continuum of care

Affiliate

Professionals who support health care HR but are not directly employed by provider organizations

Joint SHRM/ASHHRA Practitioner

HR professionals who meet the qualifications for ASHHRA Practitioner membership

Joint SHRM/ASHHRA Affiliate

Professionals who meet the qualifications for ASHHRA Affiliate membership

Retired

Former ASHHRA Practitioner members who are retired and no longer working or consulting

Emeritus (Lifetime)

Former ASHHRA Practitioner and board member who has been deemed to have provided significant guidance, direction, volunteerism, or other in other ways has made a marked impact on ASHHRA. For consideration or emeritus status one will need to submit their request for lifetime emeritus status to the ASHHRA Executive Director or a current ASHHRA board member for consideration. The ASHHRA board will determine the acceptance or denial of Emeritus status by a majority vote at the next board meeting.

Academic/Student

Academic faculty in an HR program or students currently enrolled in a degree-seeking program.

Section 3.04. Changes to Membership**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.

Termination of Membership

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

Suspension or Expulsion

The board of ASHHRA may suspend or expel any member for just cause after giving such member the opportunity for a hearing before the ASHHRA Board. Any member suspended or expelled may be reinstated by affirmative vote of a majority of the members of the ASHHRA Board present and voting. For purposes of this subparagraph, 8 the term "for just cause" shall include, but not be limited to, any of the following:

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

Loss of Eligibility

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

Non-payment

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

ARTICLE 4. MEETINGS OF MEMBERS

The Society shall meet at least annually for the transaction of the affairs of the Society. These meetings may be in person or virtually and the format, venue, and agenda will be set through a collaboration between ASHHRA staff and the Board of Directors

ARTICLE 5. BOARD OF DIRECTORS

Section 5.01. Power of Board

The affairs of the Corporation shall be managed by the Board.

Section 5.02. Number of Directors

The number of Directors of the Corporation shall be not less than three (3) and not more than fifteen (15). The number of Directors may be increased or decreased from time to time by the affirmative vote of a majority of the Directors then in office.

Section 5.03. Term and Election of Directors

(a) The Board shall consist of those persons named in the Organizing Resolutions of the Corporation. The terms of Directors shall be two (2) years, with no limitation on serving additional consecutive or non-consecutive terms. Such persons shall hold office until their successors have been duly elected and qualified.

(b) Directors shall be elected by the following process:

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

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

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

(c) Each Director shall hold office until his/her term expires or until his/her successor has been elected and qualified, whichever occurs later.

Section 5.04. Qualifications

All Directors must be natural persons at least eighteen (18) years of age. Directors need not be residents of the District of Columbia.

Only practitioner members of ASHHRA who are current practitioners, who have been members of ASHHRA for at least five (5) years, and have served as a board member for at least two (2) years shall be eligible to be fill an ASHHRA Director role.

Section 5.05. Removal of Directors

A Director may be removed by vote of three-fourths (3/4) of the Directors then in office, whenever in their judgment the best interests of the Corporation would be served thereby.

Section 5.06. Resignation

Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 5.07. Vacancies

Vacancies shall be filled by the company or organization with whom the Director whose seat became vacant was an employee or principal at the time they became a Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office or until his/her successor is elected and qualified, whichever occurs later.

Section 5.08. Quorum of Directors and Action by the Board

Unless a greater proportion is required by law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5.09. Meetings of the Board

(a) Meetings of the Board, regular or special, may be held at such place within or without the District of Columbia as may be determined by the Board.

(b) An annual meeting shall be held once a year on and at a date, time, and location set by the Board. The Board shall hold at least one regular meeting per year, but may meet more frequently if it desires to do so.

(c) Special meetings of the Board, if any, shall be preceded by at least one (1) day's prior written or oral notice of the date, time, and location of the meeting.

(d) A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(e) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5.10. Informal Action by Directors; Meetings by Video or Conference Telephone

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all of the Directors consent in writing through electronic mail, fax, or mail authorizing the action ("unanimous written consent"). The written consents by the Directors shall be filed with the minutes of proceedings of the Board. A unanimous written consent has the effect of action taken at a meeting of the Board and may be described as such.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board by means of video or conference telephone or by other means by which all Directors participating are able to simultaneously hear each other during the meeting, and such participation shall constitute presence in person at the meeting.

Section 5.11. Voting

Each Director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be permitted.

Section 5.12. Compensation

Directors shall not receive any compensation from the Corporation for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts, based on policies approved by the Board. Notwithstanding the foregoing, if Directors serve other roles for the Corporation (e.g., officers, agents, employees), they may be compensated in reasonable amounts for such services, based on policies approved by the Board and pursuant to Section 6.08 of these Bylaws.

ARTICLE 6. COMMITTEES

Section 6.01. Committees of Directors

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint the members of one or more committees, each consisting solely of two (2) or more Directors, which committees shall have and exercise the powers of the Board in the governance of the Corporation (“Board Committees”). However, no Board Committee shall have the authority to adopt, amend, or repeal Bylaws; elect, appoint, or remove any Director, officer, or Board Committee member; fill vacancies on the Board, in any officer position, or on any Board Committees; adopt a plan of merger or consolidation; authorize the voluntary dissolution of the Corporation; or approve the transfer of any of the Corporation’s assets. Board Committees shall be subject to Sections 5.08 through 5.12 of these Bylaws.

Section 6.02. Advisory Committees

The Board may create and appoint the members of other, non-Board committees as it shall deem appropriate (“Advisory Committees”). Advisory Committee members need not be Directors. Advisory Committees may not exercise any powers of the Board, but may make non-binding recommendations to the Board.

Section 6.03. Term of Office

The term of each committee member shall be indefinite for so long as each committee member continues to qualify to serve as a committee member, unless the committee is sooner disbanded.

Section 6.04. Removal, Resignation, and Vacancies

(a) Members of Board Committees may be removed by majority vote of the Directors then in office, whenever in their judgment the best interests of the Corporation would be served thereby. Members of Board Committees may resign at any time by providing written notice to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Vacancies in the membership of Board Committees may be filled by majority vote of the remaining Directors then in office for the unexpired term of his/her predecessor in office or until his/her successor is elected and qualified, whichever occurs later.

(b) Members of Advisory Committees may be removed by the Board, whenever in its judgment the best interests of the Corporation would be served thereby. Members of Advisory Committees may resign at any time by providing written notice to the Board. Vacancies in the membership of Advisory Committees may be filled by the Board for the unexpired term of his/her predecessor in office or until his/her successor is elected or appointed and qualified, whichever occurs later.

Section 6.05. Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with any rules adopted by the Board, and no proxy voting shall be permitted for Board Committees.

ARTICLE 7. OFFICERS, AGENTS, AND EMPLOYEES

Section 7.01. Officers

The Board shall elect a President, Vice President, Treasurer, and Secretary. Except the Treasurer and Secretary, officers must be Directors of the Corporation and no two (2) offices may be held by the same person. The Immediate Past President of the Corporation shall also be an officer. The Board may at any time create other officer positions if it believes that the best interests of the Corporation would be served thereby, with the Board to determine whether those new positions may be held by non-Directors and/or the same person who holds other offices.

Section 7.02. Term and Election of Officers

The President shall be elected by the Board for a one (1) year term. The Secretary and Treasurer shall be elected by the Board for two (2) year terms. The officers shall be elected by the Board with no limitation on serving additional consecutive or non-consecutive terms. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected or appointed and qualified.

Section 7.03. Removal

Any officer may be removed by vote of three-fourths (3/4) of the remaining Directors then in office whenever in the Board's judgment the best interests of the Corporation would be served thereby.

Section 7.04. Resignation from Office

Officers may resign at any time by providing written notice to the Board.

Section 7.05. Vacancies

In the event of a vacancy in the office of President, the Board shall elect a new President to the office vacated for the unexpired portion of the term. A vacancy in the office of the Secretary, Treasurer, or any other office hereafter created, shall be filled by action of the Board.

Section 7.06. Powers and Duties

The powers and duties of the officers shall be as follows:

(a) President. The President shall be the principal elected officer of the Corporation and shall, in general, supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the Board. The President may sign, with any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution therefor shall be expressly delegated by the Board or by these Bylaws to some other officers or agents of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall perform all other duties customary to that office and such other duties as may from time to time be assigned to him/her by the Board.

(b) Vice-President. The Vice-President shall assist the President in all duties, preside over meetings in the absence of the President, and perform all other duties that may be assigned to him/her by the Board.

(c) Secretary. The Secretary shall keep the minutes of the meetings of Board. The Secretary shall ensure that all notices are fully given to the Directors in accordance with these Bylaws or as required by law, and be custodian of the records of the Corporation, including a register of the address of each Director. The Secretary shall make any reports as may be required of the Corporation, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and/or the Board.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and (1) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and deposit such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (2) in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board.

(e) Immediate Past President. The Immediate Past President of the Board shall be a voting member of the Board. He/she may be tasked with specific projects.

Section 7.07. Agents and Employees

The Board may choose to appoint other agents or employees, who shall serve at the pleasure of and be overseen by the Board, unless such authority is delegated by the Board to the President and/or to others. Such agents or employees shall have such authority and perform such duties as may be required of them to carry out the affairs of the Corporation.

Section 7.08. Compensation

The Corporation may pay compensation in reasonable amounts to officers, agents, and employees of the Corporation for services rendered. The Board shall determine the level of compensation for any compensated officers of the Corporation, based on policies approved by the Board, and shall approve compensation guidelines for other compensated agents or employees.

ARTICLE 8. MISCELLANEOUS

Section 8.01. Fiscal Year

The fiscal year of the Corporation shall be the calendar year, unless such other period shall be fixed by the Board.

Section 8.02. Contracts and Other Documents

The Board may authorize the President or other officers or agents to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be general or confined to specific instances.

Section 8.03. Gifts

The Board of Directors may authorize the President or other officers or agents of the Corporation to accept on behalf of the Corporation any contribution, gift, bequest, or devise in furtherance of the purposes of the Corporation.

Section 8.04. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.05. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed/approved

by such officer or officers, or agent or agents, of the Corporation and in such manner as shall be from time to time determined by the Board.

Section 8.06. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may from time to time select.

Section 8.07. Books and Records

The Corporation shall maintain at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board, any Board Committees, and any designated bodies of the Board, (c) the names and addresses of its current Directors and officers, (d) the Corporation's current Articles of Incorporation, Bylaws, and Board-approved policies, (e) the most recent biennial report filed with the District of Columbia, and (f) all documents required to be maintained by organizations exempt from Federal income tax under Internal Revenue Code Section 501(c)(6) (or the corresponding section of any future Federal tax code). All books and records of the Corporation may be inspected by any Director having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 8.08. Loans to Directors and Officers

No loans shall be made by the Corporation to its Directors or officers.

Section 8.09. Indemnification and Insurance

The Corporation shall indemnify and hold harmless any Director, officer, or employee of the Corporation to the maximum extent allowed by Sections 29-406.51 and 29-406.52 of the Act. In providing this indemnification, the Corporation shall follow the procedures described in Section 29-406.55 of the Act. Further, the Corporation shall indemnify and advance expenses to a Director, officer, or employee who is party to a proceeding because he or she is or was a Director, officer, or employee of the Corporation, except for (a) liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the Director, officer, or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on the Corporation, or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee, or agent of the Corporation or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Section 8.10. Prohibitions and Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), or (ii) by a Corporation, contributions to which are tax-deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Section 8.11. Dissolution

Upon the termination or dissolution of the Corporation, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Corporation, shall be distributed to one or more qualifying organizations described in Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), which organization(s) have purposes which, at least generally, includes a purpose similar to the Corporation. The determination of which organization(s) shall receive such assets hereunder shall be made by the affirmative vote of a majority of the members of the Board of Directors then in office.

Section 8.12. Amendment of Bylaws

The Corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the Directors then in office, any of the provisions contained in these Bylaws.

Section 8.13. Rules of Procedure:

The rules contained in the latest edition of Roberts' Rules of Order shall govern the procedure of any meeting of the Directors, to the extent that such provisions are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, applicable laws, or rules adopted by the Board.

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These Bylaws were adopted by the Corporation's Board of Directors on _____, 2021.