

BYLAWS
OF
AMERICAN SOCIETY FOR 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 for 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 bona fide interest in the field of health care human resources administration or have substantial 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 Types

Practitioner

HR professionals actively working or seeking a role in a provider organization across the continuum of care

Affiliate/Consultant

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

Academic/Student

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

Retired

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

Emeritus (Lifetime)

Former ASHHRA Practitioners, board members, and Past Presidents who have 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 member of the Executive Council. The ASHHRA board will determine the acceptance or denial of Emeritus status by a majority vote at the next board meeting.

Section 3.03. 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 3.04. Changes to Membership**Transfer of Membership**

ASHHRA membership is personal and not transferable to another person.

Termination of Membership

A member may at any time file a resignation from ASHHRA by written correspondence to the executive director. A member can cancel their membership at any time. Membership will be cancelled if their membership dues are not paid within 60 days of renewal.

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, 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.
- Any violation of ASHHRA policies.

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 may have their membership automatically terminated.

ARTICLE 4. ANNUAL BUSINESS MEETING

ASHHRA shall meet at least annually for the transaction of the affairs of ASHHRA. 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.

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

The Executive Director or Board 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.

ARTICLE 5. BOARD OF DIRECTORS**Section 5.01. Power of Board**

The affairs of the Corporation shall be managed by the ASHHRA Staff. The Board shall be responsible for the governance of the organization.

The Board shall have the power to develop plans, objectives, and purposes for the Society; approve and revise all rules and regulations for the operation of the Society; establish ad hoc committees consistent with the objectives of the Society; review and approve the recommendations of committees; provide for the conduct of the Society's annual meeting; and maintain fiscal responsibility.

Section 5.02. Composition of Board of Directors

The number of Board Directors of the Corporation shall be not less than five (5) 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.

No more than one board member may be from outside of the practitioner membership type.

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.

The president may, with executive committee approval, appoint special liaison(s) to the board as non-voting member(s).

Section 5.03. Term of Office

The ASHHRA Board 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 (excluding officers) shall be eligible for re-slating for consecutive term(s).

Section 5.04. Qualifications for Director Positions

Only members of ASHHRA who are in good standing shall be eligible to be fill an ASHHRA Director role. Preference may be given to those who have been ASHHRA practitioner members for at least two (2) years.

Section 5.05. Removal of Directors

A Director may be removed by vote of a simple majority of the Executive Council then in office, whenever in their judgment the best interests of the Corporation would be served thereby. There will be subsequent notification to the Board of Directors of this action. The President may appoint an additional individual from the Board of Directors to serve in tie breaking capacity.

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

A Director shall be appointed by the President to fill a vacancy for the unexpired term of his/her predecessor in office or until his/her successor is elected and qualified, whichever occurs later. Board members may not be replaced with less than twelve months remaining in the term.

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, including those conducted virtually.

(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 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 Nominating Committee shall present a slate of officers for a vote of the membership and shall elect a President, Vice President, Treasurer, and Secretary. No two (2) offices may be held by the same person with the exception of the Treasurer and Secretary. 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 for a two (2) year term. The Secretary and Treasurer shall be elected for two (2) year terms. The officers shall be elected 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.

The Past president term is one year, the year immediately following presidency. The Vice President term is one year which is the year immediately preceding the Presidency term.

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 or President-Elect, 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 appointed by the President.

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 preside at all meetings of the Board. 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. When ASHHRA has a Vice President, the Vice President of the Board shall be a voting member of the Board and shall chair the Nominating Committee. He/she may be tasked with specific projects. The Vice President shall chair the Nominating Committee in the year in which there is no Immediate Past President.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the 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 provide the information to ASHHRA as custodian of the records of the Corporation. 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 review and partner with the Executive Director and the Finance Team at MCI to ensure accurate, open, honest and transparent financial records for the organization.

(e) Immediate Past President. The Immediate Past President of the Board shall be a voting member of the Board and shall chair the Nominating Committee in the year in which there is no Vice President. 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 agents and employees of the Corporation for services rendered. The Board shall determine the level of compensation 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 8.06. 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: (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.

* * * * *

These Bylaws were reviewed and adopted by the Board of Directors on August 15, 2025 via electronic vote.