

Policies of the Association for Healthcare Volunteer Resource Professionals of the American Hospital Association

Article I - Name

The name of the organization is the Association for Healthcare Volunteer Resource Professionals (hereinafter referred to as the Society) of the American Hospital Association (hereinafter referred to as the Association).

Article II - Mission

The mission of the Association for Healthcare Volunteer Resource Professionals of the American Hospital Association is educate and develop healthcare professionals to excel as global leaders in integrating volunteer resources into positive healthcare outcomes.

Article III - Relationship with AHA

Section 1 - Organizational Purpose

The Society is organized exclusively for educational purposes as an integral part of the Association. Its business is conducted so that no part of its income and earnings will benefit any member, manager, officer or other individual.

Section 2 - Privileges

The Society may recommend to the Board of Trustees of the Association policies within the area of its interest. It may recommend programs and activities to be undertaken by the Association. It may review and comment upon policies related to its area of interest that are proposed by other bodies within the Association structure.

Article IV - Membership

Section 1 - Eligibility

Membership in the Society shall be available to individuals in the following categories:

A. Full Members:

Individual members who are management and/or supervisory professionals of volunteer services or related disciplines and actively employed in a health care setting or in a setting where health care services are provided. These members have full voting privileges and may hold office.

B. Associate Members:

Individuals who are consultants, vendors and all others not specifically defined under other sections of Article IV. These members do not have voting privileges and may not hold office.

C. Retired Members, Transitional Members and Full-Time Student Members: These members will pay a reduced rate of the full member Society dues. They will have no voting privileges and may not hold office. Requests to become a member in this category must be submitted in writing to the Society

Manager and are subject to approval by the Board of Directors according to Society policies and procedures in effect at the time of the request.

D. Volunteers/Auxiliaries: These members are volunteers or auxiliaries in a hospital or healthcare setting. These members will pay a reduced rate of the full member Society dues. They will have no voting privileges and may not hold office.

Section 2 - Establishment of Membership

Section 2 - Establishment of Membership in the Society shall become effective upon approval by the Society Operations manager and at such time a qualified individual has completed a formal application and paid initial membership dues.

Section 3 - Voting

Each full member in good standing of the Society is entitled to one (1) vote in the election of officers and members of the Board, and for matters presented to the membership for vote.

Voting is allowed by first class or electronic mail. Return ballots are counted if submitted on or prior to the date specified on the ballot.

Section 4 - Change in Membership Status

Any change to a membership category as defined in Article IV - Membership, will result in a loss of the associated membership benefits. At all times it is the responsibility of the member to inform the Society when a change in a membership category occurs.

In the event of a voluntary or involuntary employment transition, membership will continue until the end of the current paid membership period. If, at the end of their paid membership period, the member is not eligible for membership in any of the other categories, then members may request to renew their membership in accordance with Article IV – Membership, Section 1C Retired Members, Transitional Member and Full-Time Student Members until new employment meets one of the defined membership categories. The request must be submitted to the Society manager in writing, with explanation of the individual circumstances. The Board will vote to approve or deny the request.

Section 5 - Automatic Termination

The membership of any member who is in default of payment of dues or assessments, or otherwise becomes ineligible for membership, shall be terminated automatically, unless such termination is delayed by the board.

Section 6 – Reinstatement

Members whose membership is terminated for non-payment of dues or assessments shall be reinstated upon payment of current dues and assessments.

Section 7 - Resignation

A member may resign by submitting a letter of resignation to the Society manager.

Section 8 - Disciplinary Action

Any member may be suspended, expelled or otherwise disciplined for just cause after having an opportunity for a hearing before the Society's Board. "Just Cause" may include, without limitation:

1. Violation of these policies.
2. Conduct on the part of said member that negatively impacts the interest and welfare of the Society and its members.

Disciplinary action shall require a two-thirds vote of the Board. Any member expelled from membership may reapply after a period of no less than five (5) years.

Suspension or expulsion shall require a two-thirds vote of the Society's Board.

Article V - Dues and Finances

Section 1 - Rate

Annual dues of the Society are established by the Board. Dues are paid by all categories of membership. No portion of the dues paid by any member is refundable if the membership is terminated.

Section 2 - Ownership of Income

All Society funds are the property of the Association. Operating funds are allocated to the society upon presentation and approval of an annual budget, which is incorporated into the total Association budget. The budget is presented to the membership in the Annual Report.

Any funds or properties that are donated to further the work of the Society becomes the property of the Association but will be used for the purpose designated by the donor.

Article VI - Officers

Section 1 - Eligibility

Only full members in good standing with current and consecutive membership of three years or more are eligible for elective office.

In order to self-nominate for the President Elect position, the candidate must have completed a minimum of two years as a board member before the term as President Elect begins or have served as a Board member in good standing with in the last 5 years. The President Elect must also be CAVS certified.

Section 2 - Officers

The officers are the president, president-elect, immediate past president and secretary-treasurer, who shall be the Society's governance and operations manager.

The Governance and Operations manager is a member of the Association staff and is appointed by the Association in collaboration with the Society Board.

Section 3 - Election and Term

The president-elect is elected in accordance with Article VIII Section 5C. Unless otherwise provided herein, the president, president-elect and immediate past president each serve a one- year term. The president-elect shall succeed to the presidency on January 1 of the year following service as president-elect.

Section 4 - Vacancies

If the office of president is vacated, the immediate past president immediately becomes the president for the duration of the unexpired term and continues to serve as president for the originally scheduled term.

If the office of president-elect is vacated, the immediate past president brings forth a candidate which the board votes and appoints by quorum.

If the offices of both the president and president-elect are vacated, the immediate past president become the president pro tempore until the next special election.

If the office of the immediate past president is vacated, the previous year's immediate past president becomes the immediate past president for the duration of the unexpired term. If that past president is not available or eligible, the President will appoint another past president to serve the unexpired term.

Section 5 - Duties

A. President

The president is the chief elected officer of the Society, serves as chair of the Society Board, chair of the Executive Committee and presides at all meetings of the Society. The president represents the Society publicly in accordance with the Association's policies and procedures.

B. President-elect

The president-elect assumes all duties and responsibilities of the president in the absence or incapacity of the president.

C. Secretary-Treasurer

The secretary-treasurer shall serve as the liaison between the Society and the Association; shall keep minutes of the meetings of the Board and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with these bylaws; shall keep a record of the mailing address of each member of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; and, in general, shall perform all duties customarily incident to the office of secretary-treasurer and such other duties as may be assigned from time to time by the President or the Board. The office of secretary-treasurer shall be held by the governance and operations manager.

D. Immediate Past President

The immediate past president will chair the Nominations Committee and the policies committee.

E. Governance and Operations Manager

The governance and operations manager shall be a member of the Association staff. The governance and operations manager shall be responsible for the Society's day-to-day business operations, including fiscal management of the Society's budget and efficient and effective utilization of staff resources. The governance and operations manager shall hold the office of secretary-treasurer of the Society and shall perform such other duties as may be specified by the Board from time to time. Except as otherwise set forth in these Policies, the governance and operations manager shall be invited to attend and participate in all meetings of the Society's Board and its committees.

Article VII - Board

Section 1 - Eligibility

Only full members (Article IV, Section 1 A) in good standing with current and consecutive membership of three years or more are eligible to serve on the Board.

Section 2 - Composition

The Board is composed of the president, president-elect and six (6) members-at-large and the immediate past president.

Section 3 - Term and Election

A. The president, president-elect and immediate past president will each serve a one (1) year term and shall serve on the Board for as long as they hold their elective offices.

B. Board members-at-large serve a three (3) year term. Board members-at-large may not serve more than one term as members-at-large.

C. Board Members-at-large terms of office is January 1-December 31.

D. Candidates for president-elect, board member(s) at-large and Committee on Nominations will be offered as a slate and voting will be conducted electronically or via first-class mail. The ballot, put forth by the Committee on Nominations, shall be distributed to all full members no later than sixty (60) days prior to the Annual Meeting, together with a notice of the meeting. Only eligible voting members shall be able to cast their ballots.

Section 4 - Vacancies

A. If the office of the president, president-elect or immediate past president becomes vacant or the incumbent loses eligibility, that position is filled in accordance with Article VI, Section 4.

B. If a board member-at-large position becomes vacant, the immediate past president will bring forth from the previous nominating committee candidates for the vacancy. The Board will approve and appoint a candidate to fill the position. The appointed member serves for the remainder of the term.

Section 5 - Responsibilities and Privileges

A. The affairs of the Society shall be advised by Board acting in accordance with the policies

and procedures of the association. The Board shall advise on the fiscal priorities during the budget process; review the Society's operating budget; plan the Society's educational programs; recommend to the Association the extent and nature of relationships with other organizations, agencies, or associations related to the Society's purposes; and otherwise generally promote the Society's purposes.

B. The act of a majority of directors present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these policies.

C. The actions of the Board will conform to the bylaws and policies of the Association and the Society.

Section 6 - Forfeiture of and Removal from Office

Any Board member who no longer meets the eligibility criteria shall automatically forfeit his or her position on the Board. In addition, any board member may be removed by two-thirds of the remaining members of the Board at any meeting thereof, whenever, in their judgment, the best interests of the Society would be served by such removal.

Section 7 - Meetings

The Board will meet not less than twice a year. A majority (or six) board members constitutes a quorum.

Section 8 – Meeting by Conference Call or Email

Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone, email or other means by which all persons participating in the meeting can communicate with each other.

Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Article VIII - Committees

Section 1 - Executive Committee

The Executive Committee shall be composed of the president, president-elect, and immediate past president. In addition, the governance and operations manager shall be invited to attend and participate in meetings of the Executive Committee. The Executive Committee shall have the authority to (a.) review and recommend modifications to the budget that maintain the objectives set by the Board and are within the budget approved by the Board; and (b.) carry out other business and functions of the Society between meetings of the Board, reporting to the Board any action taken.

Section 2 - Committees

The Society shall have committees which address the following: the advancement of the society, development and continuity of leadership, recruitment of members, certification, education, retail, nominations and an annual review of the Society's Policies.

Section 3 - Selection of Chairs and Members

A. All Chairs and committee members must be full members in good standing.

B. Board Committee liaison with the exception of the Executive Committee and Committee on Nominations are appointed by the president. The Board committee liaison shall serve as Committee chair or choose to appoint a chair who is a full member in good standing.

Section 4 - Term of Chairs and Members

Chairs and members of committees serve from the time of appointment until the end of the second calendar year.

Section 5 - Committee on Nominations

A. Composition

The Committee on Nominations shall consist of the immediate past president, who shall serve as chair and four (4) members elected by the membership in the manner set forth below.

B. Term

The term of office is the calendar year. Members may not serve more than one term.

C. Responsibilities

The Committee completes the annual election of the Society as specified in these policies. The Committee nominates and accepts nominations from membership. The Committee develops a slate with one candidate for

president-elect, the required number of candidates to complete board member-at-large vacancies and four candidates for the Committee on Nominations.

D. Slating Process

The Nominating Committee shall present a single slate to the membership for consideration and approval or rejection.

The slate is given to AHVRP staff for publication to membership no later than 10 days before voting begins. The slate will be sent to each voting member no later than 60 days prior to the annual board meeting. Members vote to accept the slate or not accept the slate. The slate passes with a simple majority of ballots returned.

The votes will be tabulated confidentially, independent of the governance and operations manager, the officers and members of AHVRP.

Write-in votes are possible. Write-ins must be written in for a specific position and the write-in candidate must get a majority of votes cast to replace a slated candidate.

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 run-off election will be held between the tied candidates and a plurality will determine the results of the runoff election.

If the election does not result in approval of the slate or write-in candidates, the Committee on Nominations presents another slate to the membership for voting.

E. Election Results

The Chair of the Committee on Nominations shall notify the members of the Committee, the Board, and those elected of the election results and shall announce the results to the membership.

F. Committee Vacancy

If a Committee on Nominations position becomes vacant, the immediate past president presents a candidate to the Board who then appoints the candidate to fill the position until the next election. This candidate is a full member in good standing with current and consecutive membership of three years or more.

Article IX - Conflict of Interest of Board Members

Section 1 - General

Board members will exercise the utmost good faith in all transactions relating to their duties in the Society. Any transactions with and on behalf of the Society are held to a strict rule of honesty and fairness.

Board members do not use their position, or knowledge gained there from, so that a conflict might arise between the Society's interest and that of the individual.

Board members may not be involved in any transaction that may adversely affect the Society. Board members will not accept any favor that might adversely or improperly influence their actions affecting the Society or its members.

Section 2 - Disclosure of Conflict of Interest

- A. Board members promptly make full disclosure to the Executive Committee of their personal interest, activity, investment, or employment that could potentially conflict with the interest of, or adversely compete with the Society.
- B. Board members promptly make full disclosure to the Executive Committee of any potential violation of the Conflict of Interest policy existing on the Board.
- C. Society members promptly make full disclosure to the Executive Committee of any potential violation of the Conflict of Interest policy existing on the Board.

Article X - Meetings

Section 1 - Annual Meeting

There is an Annual Meeting for the transaction of business of the Society. Notice of any Annual or special meeting of the members shall state the time, date, place, and, in the case of a special meeting, the purpose of the meeting. Notice of any annual meeting shall be delivered not less than 60 days prior to the date of such meeting. Notice of any special meeting shall be delivered not less than 45 days prior to the date of such meeting.

Section 2 - Special Meetings

Special meetings of the Society may be called by the president with the approval of the Board.

Section 3 - Quorum

A quorum for any membership meeting consists of ten (10) percent of the total eligible voting membership as of December 31 of the preceding year.

Section 4 – Manner of Acting

The act of a majority of full members present and voting at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by these policies.

Section 5 – Voting

Voting by first-class or electronic mail shall be permitted for any item of business. A first-class or electronic

mail vote may be called by the Board or upon written request to the secretary-treasurer of at least one hundred (100) full members. Unless otherwise provided in these bylaws, the act of a majority of ten percent (10%) or more active members by a date certain shall be an act of the members.

Article XI - Affiliated Chapters

Section 1. Purposes of Affiliation

The purpose of affiliated chapters of the Society is to provide an organized structure at the local, state, regional or international level for members of the society and others in the fields of healthcare volunteer services to enable them to work together on problems of mutual interest; to conduct educational programs; to serve as a resource to related associations; to provide channels of communication between the Society and other groups; and to promote the purposes of, and membership in, the Society.

Section 2. Affiliation Criteria and Agreements

In order to qualify as [and maintain the status of] a chapter of the Society, the affiliating group (i) shall have a minimum of 25% of its members in common with the Society, and (ii) shall have members of the Society as its chapter President and President-Elect. Chapters shall be required to enter into an affiliation agreement with the Society in a form approved by the Association.

Section 3. Affiliated Chapter as a Distinct Entity

Each chapter affiliated with the Society shall be and remain a separate entity from the Society and the Association and no partnership or agency is created by virtue of chapter affiliation. No chapter shall be authorized to incur any liability, obligation, or expense on behalf of the Society or the Association.

Neither the Society nor the Association shall be liable for the debts or obligations of any chapter. Each chapter shall comply with all applicable laws and regulations; maintain all required permits, licenses and other governmental approvals; make all required tax and related filings; and be responsible for maintaining its own financial records and all appropriate insurance coverage.

Article XII - Collaboration

The Society may enter into written agreements of collaboration with other organizations and business entities for the benefit of the Society, membership, and the promotion of health care volunteer services. They are subject to a two-thirds affirmative vote of the Board.

Article XIII - Parliamentary Authority

Section 1 - Rules of Procedure

The order of business for annual and special meetings is determined by the Board. Except where otherwise provided by these bylaws, meetings shall be governed by Robert's Rules of Order, Newly Revised, in those cases in which they are applicable.

Article XIV – Amendments

The Board or twenty-five (25) or more full members of the Society in good standing may propose amendments to these policies. Amendments proposed by the members shall be filed with the secretary-treasurer and president. These policies may be altered, amended, or repealed, and new policies may be adopted by a majority vote of those voting; provided that the alteration, amendment, or repeal has been approved by the Board and submitted to the full members not less than thirty (30) days prior to the date established as the voting deadline.

Amendments to the policies become effective upon approval of the Association. The Society governance and operations manager reports all Society policy decisions as adopted.

The original bylaws of the American Society of Managers of Volunteer services were approved by the ASDVS Board of Managers, September 15, 1968. This set of policies reflects all subsequent revisions and amendments including the amendments approved by the membership on July 19, 2017.