

Bylaws
Association for Healthcare Administrative Professionals (AHCAP)

ARTICLE I: NAME

The Association for Healthcare Administrative Professionals (hereinafter called "AHCAP") is a not-for-profit organization whose activities are managed by its Board of Directors.

ARTICLE II: MISSION

The mission of AHCAP is to advance professional development, leadership, value and excellence of the healthcare administrative professionals through education, recognition, communication and advocacy.

ARTICLE III: REGISTERED OFFICE AND AGENT

The organization is a registered corporation that shall have and continuously maintain in the State of Delaware a registered office and a registered agent whose office is identical with such registered office and may have other offices within and without the State of Delaware as the Board of Directors may from time to time determine.

The organization also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Delaware.

ARTICLE IV: MANAGEMENT COMPANY RESPONSIBILITIES

Management company recommends for Board approval an AHCAP Executive Director.

The Executive Director shall:

- A. Provide guidance to the Board president and executive committee
- B. Provide supervision of management company staff implementing AHCAP programs
- C. Develop and monitor a budget in conjunction with the Board that maintains expenses at a level equal to or less than revenues
- D. Provide monthly membership and financial records to the Board
- E. Provide assistance with the development and execution of the annual conference
- F. Provide maintenance of the AHCAP website and electronic newsletter; and other products and services developed for the membership

ARTICLE V: MEMBERSHIP

5.1 Categories and Eligibility

5.1.1 Regular Member

Regular membership in AHCAP is available to individuals who serve as administrative support staff to the executive and senior management teams in hospitals, healthcare systems, state and metropolitan healthcare associations, or other organizations that have healthcare as their primary mission.

5.1.2 Associate Member

Associate membership in AHCAP is available for companies who provide products or services to support the healthcare industry and its business needs at-large. Associate members are not eligible for elective office in AHCAP.

5.1.3 Retired Member

Individuals who have left Regular membership to retire from professional practice are eligible to retain membership and are classified as "Retired." Retired members are not eligible for elective office in AHCAP.

5.2 Application for Membership

Membership is effective upon completion of an application form and payment of annual membership dues.

5.3 Transfer/Termination of Membership

Membership in AHCAP is non-transferable.

A member in good standing whose employment status changes may retain the rights and privileges of their category of membership until the end of the term for which dues have been paid. In the case of unemployment, an individual may renew their current membership status for one additional year.

Membership in AHCAP will be suspended for non-payment of annual dues. If dues are not paid after proper notification of this action, membership will then be terminated after thirty (30) days of the final notice.

5.4 Dues

Annual dues of AHCAP are established by the AHCAP Board of Directors for each category of membership. Dues for established members are collected annually. When new individuals join, their membership is active for one year from the date of acceptance.

5.5 Voting Rights of the Membership

All regular and retired members in good standing may vote on all matters brought forth to members and as defined in these bylaws.

ARTICLE VI: MEETINGS OF THE ORGANIZATION

6.1 Annual Educational Conference

AHCAP will conduct an annual educational conference. The location, venue and time will be determined by the Board of Directors. The purpose of the annual conference is to provide its members with education and skills to enhance their professional and personal lives.

6.2 Annual Membership Business Meeting

The organization will conduct an annual business meeting where the Board will update the membership on the state of the organization and transact any other business as deemed appropriate by these bylaws.

6.3 Proceedings

The meetings and proceedings of AHCAP are regulated by Roberts Rules of Order for parliamentary procedure, and the Board of Director President shall serve as parliamentarian.

ARTICLE VII: BOARD OF DIRECTORS

7.1 Composition

AHCAP shall be guided by a Board of Directors comprised of between five and nine members. It is recommended, but not required, that one of the members represent a national, state, or metropolitan healthcare association. Management company will be represented by the AHCAP Executive Director and participate in an ex officio, non-voting capacity.

The board shall have charge, control and management of the affairs, funds and property of the corporation and shall have the power and authority to do and perform all acts and functions not inconsistent with these bylaws and the laws of the states of Delaware and Kentucky.

7.2 Terms

Terms for Board of Directors members shall begin on the first day of the month following the annual educational conference.

Board members, except the president-elect, are elected for a two-year term. Members may serve only two consecutive two-year terms. A member may be re-elected to the Board after a one-year absence from service.

In the event a member is appointed by the Board to fill a vacancy, at the completion of the appointed term, he/she shall be eligible to be elected to serve without a one year absence requirement if elected immediately after term filling a vacancy ends.

A Board member elected to the position of president-elect shall serve a consecutive term as president-elect, president, and immediate past president of the Board. An individual can hold this office in this corporation (and its predecessors) only once.

7.3 Officers

7.3.1 Composition of Officers

The officers of the Board of Directors are comprised of the president, president-elect, immediate past president and treasurer. They are elected from members of the Board of Directors or those who have served on the AHCAP Board or have gained comparable experience participating in multiple AHCAP committees. No two of these offices shall be held by the same person. Officers are selected by a voting process of the Board of Directors.

The president presides at all meetings of the Board and at the annual meeting and fulfills any other duties as assigned by the Board. They serve on all special committees as an ex officio member and select the committee chairs who will serve in that capacity during the president's term of service. Also, they will act on behalf of AHCAP as the signatory on any contracts with vendors for products or services as approved by the Board.

The president-elect performs the duties of the president in the president's absence.

The immediate past president serves as a resource to the executive committee and Board of Directors and chairs the nominating committee.

The treasurer shall review all monthly and annual financial statements and aid the Board in monitoring the annual budget of the organization. Actual custody and maintenance of these records will be entrusted to competent personnel at the management company who will make available to the Treasurer and the board financial reports and other relevant data on the day-to-day operation of the corporation.

7.3.2 Removal of Officers

Any officer elected or appointed by the board may be removed by the board with or without cause by a majority vote of those present at the meeting at which there is a quorum.

7.4 Meetings of the Board of Directors

The President may call such conference calls as are necessary to conduct AHCAP's business throughout the year, with prior written notice being provided and necessary materials being sent at least 24 hours in advance.

7.5 Quorum

Two-thirds of voting board members shall constitute a quorum for all meetings.

7.6 Duty, Authority and Responsibility of Board of Directors

Board members shall discharge the duties of their respective positions in good faith and with the degree of diligence, care and skill which ordinarily prudent individuals would exercise under similar circumstances in like positions.

In discharging their duties, board members, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the officer of the corporation having charge of its books of accounts, or stated in a written report by an independent public or certified public accountant or firm of such accounts fairly to reflect the financial condition of the corporation.

The Board of Directors has the authority and responsibility to:

- A. Establish goals and objectives for the organization, monitor their progress, and report to the membership annually
- B. Develop activities, programs, and policies including, but not limited to: recruitment and retention of members, publications, educational efforts, and other member services
- C. Mentor by serving as an advisor/liaison to committee chairs and committee members, both standing and ad hoc, to broaden their skills for board service
- D. Review the nominees and select the recipient of the Award of Distinction utilizing policy/process retained by management company
- E. Monitor the educational fund and allocate monies as appropriate
- F. Review, approve and monitor strategic planning process for the organization annually
- G. Periodically review the mission of AHCAP

7.7 Performance Standards of Individual Board Members

- A. The Director shall attend all Board meetings.
- B. The Director will provide written documentation of eligibility for Board service accompanied by a letter of support from their supervisor annually.
- C. The Director will develop and enhance relationships with related healthcare organizations (i.e., state and metropolitan healthcare associations) with similar interests and purposes.
- D. The Director will serve as a liaison and communication link between the Board and members.
- E. The Director will serve as a liaison for committees as assigned by the president.
- F. The Director will be an ambassador of AHCAP by representing and promoting its programs and services to healthcare professionals.
- G. The Director comes to meetings prepared, asks informed questions and makes a positive contribution to discussions.
- H. The Director respects the confidentiality of board meetings.
- I. The Director supports the decisions and policies of the board in discussions outside the board meeting, even if the Director voiced other views during the board discussion.
- J. The Director is expected to attend the annual conference.

7.8 Removal of a Board Member

A Board member may resign at any time upon written notice to the Board of Directors or can be removed by the affirmative vote of a majority of the Board members. Any Board member who misses two consecutive Board meetings (including conference calls) without sufficient reason may be asked to resign and, if they refuse to resign, may be removed.

If a Board member, with sufficient reason, consistently misses meetings (including conference calls), that member may receive written notice from the Board President to request confirmation of the members commitment to the Board. Should the absences persist, the President will send the non-attending Board member notice of removal from the Board upon an affirmative vote of a majority of the remaining Board members.

Any director who ceases to hold a full-time position as outlined in Article V, Section 5.1.1 shall be ineligible to continue to serve on the Board of Directors unless they retire from the profession during their term, in which case they will be allowed to fulfill the remainder of their term.

7.9 Vacancies

In the event of a vacancy on the board between the annual election, the Board shall have the authority to elect a replacement for the balance of the unexpired term. Should the positions of president and president-elect be vacant simultaneously, the board shall have the authority to elect a replacement from within the existing board to serve as

president, who will then serve out the remaining term of president and succeed to the immediate past president position for a term of one year.

The Board may elect a replacement as specified in Article VII of these bylaws. After meeting the selection criteria as specified in Article VIII, Section 8.2.2.2 of these bylaws, the replacement will assume that position on the Board.

7.10 Resignation

A Director may resign at any time by giving written notice to the Board or president. Unless otherwise specified in the notice, the resignation shall take effect upon receipt and acceptance of the resignation.

7.11 Property Rights of Directors

No Director of the corporation shall have any rights or interests in or to the property or assets of the corporation.

7.12 Travel and Expenses

The Board and committee members are responsible for their own travel expenses related to AHCAP meetings. If financial circumstances of the organization are sufficient, with Board approval, it is possible that:

- A. Executive committee members may receive complimentary hotel stays for conference days.
- B. Board members may receive partial or full complimentary conference registration and one complimentary night hotel stay for the annual conference.

The board treasurer in counsel with the Executive Director and executive committee will review the budget no later than three months in advance of these events to determine feasibility each year.

ARTICLE VIII: COMMITTEES

8.1 General Provisions

AHCAP is built on a system of committee activities that link the organization with the membership. The committees are comprised of individual members of AHCAP which represent, involve, and serve all members, providing training for future leaders. Member participation on all committees is voluntary.

The Board may establish and appoint such standing or special committees for specific purposes as are necessary to conduct the affairs of AHCAP. Unless indicated otherwise in these bylaws, standing committee memberships and chairmanships will be appointed by the President of the Board from among the membership on an annual basis.

A. The standing committees of the organization are:

- 1) Executive Committee
- 2) Nominating Committee

The standing committees will meet as described in these bylaws and will report to the Board at the next regular meeting of the Board, except as otherwise provided. The major work of the organization will be performed at the committee level, but all final policy decisions will be made by the full Board at its regular or special meetings upon presentation of committee reports.

In addition to the standing committees, there may be special committees of the organization, which shall have only the powers specifically delegated to them by the Board. The Board President shall appoint the chairs of the special committees unless the Board indicates otherwise.

B. The special committees of the Board may include, but are not limited to:

- 1) Communications Committee
- 2) Conference Planning Committee
- 3) Professional Development Committee
- 4) Fund Development Committee
- 5) Membership Committee

Any additional special committees are subject to board review and approval.

Special committees shall be comprised of at least one Board liaison, a committee chair, no more than 6 members at large and a staff liaison from the management company. The Chair and committee members shall serve a one-year term with the option to renew for additional years.

The committee chair, Board liaison and the AHCAP management company staff (hereinafter called "AHCAP staff") working in partnership are responsible for facilitating committee work, providing oversight, and ensuring timely communications within the committee and between the committee and AHCAP.

The committee chair and AHCAP staff are responsible for advising and reporting committee activities. Written committee reports are to be provided to the Board annually, as directed by the chair which should describe the progress that the group is making toward specific goals. The report should include specific policy recommendations to the Board. In addition to the committee's general charge outlining the scope of its activity, the Board may charge the committee with specific work.

All committees shall keep minutes of their meetings. Committee members are responsible for recording meeting proceedings and for distributing minutes. AHCAP staff will be responsible for recording and distributing minutes for the Board and conference planning committee meetings.

Committees are directly responsible to the Board. Committees may not commit to expenditures and may not express opinions or represent positions in the name of AHCAP, unless specifically authorized by the Board of Directors or its designate. Proposals, including a program description and budget for activities or programs that may involve expenditures of funds, must be submitted to the Executive Director for approval by the Board of Directors.

Committees, with the exception of the Nominating Committee, are to meet at least quarterly and conduct business via conference call and written communication to accomplish their annual goals. If a committee member misses two thirds of the scheduled calls/meetings without sufficient reason or does not participate in the collective work of the group, that action will be taken as resignation from the committee. The committee chair and Board liaison will send the non-attending committee member notice of removal from the committee.

Members of committees are expected to fully participate in committee activities, to act in good faith and in the best interest of AHCAP; discharge their responsibilities diligently; publicly disclose any perceived or actual conflicts of interest and not vote on such matters; and maintain a level of confidentiality regarding discussions which take place during any meetings.

8.2 Composition, Duties and Authority

8.2.1 Executive Committee

The executive committee shall be comprised of the president, president-elect and immediate past president of the organization. The president shall be the committee chair.

The executive committee shall work with AHCAP Executive Director to develop board meeting agendas. They will discuss other issues as appropriate and as defined in these bylaws.

8.2.2 Nominating Committee

The Nominating Committee shall include the immediate past president, president and all committee chairs and co-chairs. The immediate past chair shall be the committee chair.

The Nominating Committee prepares a slate of candidates for the following year for chair-elect and Board positions as outlined in Article VII of these Bylaws.

If the immediate past chair becomes unable to serve as chair of the Nominating Committee, the Board appoints an active Board member to fill the vacancy.

8.2.2.1 Nomination Process

The Board past president shall serve as the Nominating Committee chair and is a non-

voting member unless there is a tie. The committee shall submit a slate of board candidates to the Board for consideration and recommendation to the membership three months prior to the educational conference each year. The votes cast by the majority of those who completed a ballot within the defined timeline will determine membership decision.

The committee shall identify candidates for the offices of chair-elect and treasurer for board approval.

8.2.2.2 Selection Criteria

The Nominating Committee shall be responsible for selecting Board of Director candidates based on the following criteria:

- A. AHCAP Regular membership
- B. Evidence historical or current active involvement on AHCAP committees
- C. Ability and commitment to fulfill Board role and responsibilities (see Article VII, Section 7.6 and 7.7)
- D. Approval by candidate's immediate supervisor
- E. At least three years of service as a healthcare administrative support staff
- F. Only one representative from any health system can participate on the Board at a time
- G. Have no conflict of interest with mission or objectives of AHCAP

The Board of Directors should be a balanced representation of the membership.

Article IX: INDEMNIFICATION AND INSURANCE

In each specific case and to the full extent permitted by the laws of the states of Delaware and Kentucky, the corporation shall indemnify any person made, or threatened to be made, a party to any action (including one by or in the right of the corporation to procure a judgment in its favor), whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the corporation, or of any other corporation, domestic or foreign, which he/she served in any capacity at the request of the corporation, against the reasonable expenses (including attorneys' fees, judgments, fines and amounts paid in settlement), actually incurred by him/her in connection with the defense of such action, or in connection with an appeal therein, if such director or officer did not breach his/her duty or acted in good faith for the purpose which he/she reasonably believed to be in the best interests of the corporation (whichever standard is applicable) and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

To the extent permitted by law, expenses in defense of such actions or proceedings shall be paid in advance of final disposition of such action or proceeding.

Except when making any payments pursuant to an order by a court of competent jurisdiction, the board shall first authorize the corporation to make payments in specific cases in accord with the applicable statutory requirements.

The corporation is authorized to purchase insurance for indemnification of its directors and officers to the maximum extent permitted by the laws of the states of Delaware and Kentucky.

ARTICLE X: CONFLICTS OF INTEREST

10.1 General

The Board of Directors shall administer its affairs ethically and responsibly, exercising care and judgment for the benefit of the membership. All transactions relating to their duties to the members will be carried out in good faith. Board members will be held to a strict rule of honesty and fairness as they work with and on behalf of the membership. Their positions, or knowledge gained from said positions, will not be used in a manner in which a conflict might arise between the membership's interest and that of an individual.

10.2 Disclosure and Conflicts of Interest

Upon election and throughout their term of office, each member of the Board of Directors will make written disclosure to the Executive Committee of any interest that might result in a conflict of interest, using such forms as adopted by the AHCAP Board of Directors. Each member of the Board is required to submit on an annual basis a statement from their employer/supervisor that they have their support for assuming a leadership role in AHCAP, as there will be certain demands of their time during regular business hours to conduct the business of the organization. This written statement shall be submitted on or before the annual meeting each year.

At such time as any matter comes before the board or any of its committees in such a manner as to give rise to a conflict of interest or potential conflict of interest, the affected Director shall:

- A. Disclose the material facts as to his/her interest in such transaction or contract and request to have said disclosure reflected in official minutes of the board or any committee thereof, and his/her presence shall be counted in determining a quorum of the meeting or committee.
- B. Answer any reasonable questions pertaining to the matter involved which may be requested of said Director.
- C. Not be permitted to participate in any further discussion of the transaction or contract in question, or to vote on the same. It is recommended that the board member so affected withdraw from the meeting during the discussion and vote thereon, but he/she shall be required to withdraw only upon a vote by the Directors from which the interested Director shall abstain.
- D. Whenever a Director having a potential conflict of interest or the person presiding at the meeting shall fail to disclose such a potential conflict, then it shall be the duty of any other Director, with knowledge of such a potential conflict on the part of another Director, to make a disclosure to the other Directors at the meeting. Disclosure of a Director's potential conflict of interest shall be made at any meeting in any event, even if the Director having such a potential conflict is not present.
- E. In the event the conflict of interest affects the President of the Board of Directors, the President-elect shall preside for the duration of the discussion

and vote thereon, and the policy stated herein shall apply to the Chair with the same force and effect as it is applicable to other board members.

Conflicts of interest include, but are not limited to:

- A. Holding office within a competing organization (i.e. IAAP, ASAP, etc.)
- B. Serving as President/President-elect (or comparable title) of an AHCAP Affiliated Chapter

Individuals will be ineligible to serve should conflicts of interest of this nature exist.

10.3 Resolution of Conflict of Interest

Upon disclosure of a conflict of interest, or a challenge of that basis, the President with the advice of the AHCAP staff, will advise the board of the remedies recommended to resolve such conflict of interest. Remedies will be defined within 30 days and resolution will be determined on a case by case basis. The President notifies the individual of the board's decision.

ARTICLE XI: AMENDMENTS

These bylaws will be reviewed periodically by the Board and recommendations made to membership as necessary. The votes cast by the majority of those who completed a ballot within the defined timeline will determine membership's decision.

ARTICLE XII: CODE OF ETHICS

Directors, officers and management company staff shall exercise the utmost good faith in all transactions touching upon their duties to the corporation and its property. In their dealings with and on behalf of the corporation, they are held to a strict rule of honesty and fair dealing between themselves and the corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the corporation's interest and that of the individual.

All acts of directors, officers and management employees shall be for the sole benefit of the corporation in any dealing which may affect it adversely. They should avoid, directly or indirectly, participating in any arrangement, agreement, investment or other activity which could result in personal benefit at the expense of the corporation's interest.

No director, officer or management employee shall accept any favor which might influence his/her official act or which might reflect upon his/her business conduct.

Officers and management company employees shall avoid outside employment or activity which involves obligations which may compete with or be in conflict with the interests of the corporation.

A full disclosure of all facts of any transaction or relationship which is subject to any doubt shall be made to the President and President-elect of the corporation at any time that a conflict arises.

The President shall, at the meeting of the Board immediately following the receipt of facts concerning any transaction or relationship which shall constitute or indicate a conflict of interest, report the same to the Board of Directors for such action as the President shall deem appropriate or required by the not-for-profit corporation laws of the states of Delaware and Kentucky.

A copy of this Code of Ethics and Conflict of Interest policy shall be given to each new director upon his/her election to the Board of Directors.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st of January and end on the 31st of December in each year.

Orig. 11/10/2009

Recommended:	<u>Bylaws Committee</u>	<u>9/17/2010</u>
Recommended:	<u>Board of Directors</u>	<u>9/29/2010</u>
Adopted:	<u>AHCAP Membership</u>	<u>10/20/2010</u>