

**BYLAWS  
of  
HEALTHCARE HUMAN RESOURCES ASSOCIATION OF MINNESOTA, INC.**

**ARTICLE 1  
NAME**

The name of the corporation is Healthcare Human Resources Association of Minnesota, Inc. (the "Association").

**ARTICLE 2  
MISSION STATEMENT**

The purpose and objectives of the Association shall be to advance the development of effective human resources administration for healthcare providers and to advance the profession of human resources in the healthcare field.

**ARTICLE 3  
OBJECTIVES**

- 3.1 Objectives.** The objectives of the Association shall be to:
- a. Promote the effective utilization of sound human resources management programs in the healthcare field;
  - b. Promote and maintain a professional organization that provides opportunities for individuals to associate with other professionals in their field for mutual advantage and cooperation;
  - c. To provide on a proactive and timely basis, educational programs that will support and assist the continuing development of our membership, promote professionalism in human resources administration and improve the healthcare human resources profession;
  - d. Provide opportunities for members of the healthcare human resources profession to share information relevant to the performance of their jobs;
  - e. To foster positive working relationships with the Minnesota Hospital Association and the American Society for Healthcare Human Resources Administration (ASHHRA), and other organizations for mutual benefit;
  - f. To provide scholarship opportunities for individuals entering the human resources and/or healthcare fields and who otherwise meet the requirements established by the Association, and;
  - g. To develop a mutually beneficial relationship between ASHHRA and the Association to partner on membership growth, retention and program development. The Association formally adopts approved by-laws affiliating with

the National ASHHRA organization, documented in a formal approved national affiliation agreement.

## **ARTICLE 4 MEMBERSHIP**

Membership shall be defined as follows:

**4.1 Practitioner Membership.** Practitioner membership shall be granted to those individuals who have a role in the human resource function for a healthcare organization. Practitioner members shall be eligible to vote and hold office in the Association.

**4.2 Transitional Practitioner Membership.** Members who are in job transition and who are continuing to search for employment in the health care field shall be allowed to continue active membership for up to 12 months after job loss/change. During times when Human Resource professionals are unemployed and/or temporarily not working in the field the Board of Directors may vote to extend the transitional membership time frame in order to support members who wish to remain active in HHRAM. Transitional members shall continue to serve on task forces or committees assigned prior to job loss. Dues for transitional members shall be one-half of the practitioner dues. Transitional members shall maintain voting rights.

**4.3 Consultant Membership.** Consultant membership in the Association shall be granted to individuals providing consulting services to health care organizations. Consultant members may serve on committees and task forces, but cannot be appointed chairperson. Consultant members shall not be entitled to vote and shall not be eligible for elective office. Consultant members shall not use the Association name for any type of promotional material for any presentation or sale.

**4.4 Emeritus Membership.** Emeritus membership shall be granted to former practitioner members who are no longer active in the profession due to retirement or disability. The Emeritus member shall have been a member of the Association for a minimum of three years. Emeritus members will not be required to pay annual dues. Emeritus members will not have voting rights and will not be eligible to hold office in the Association. Nominations for Emeritus membership must be submitted in writing to the Executive Committee for approval.

**4.5 Student Membership.** Student members shall be individuals who are pursuing a course of study in human resource or a closely related field. Student members shall have no voting rights and shall not be eligible for elective office. Annual dues for student membership shall be one-half of the practitioner membership rate.

**4.6 Membership Lists.** The Membership Director shall be responsible for maintaining a current list of all Membership Interests in the Association. This list shall be updated upon the issuance of new Membership Interests or the Withdrawal of any Member from the Association.

**ARTICLE 5  
TERMINATION OF MEMBERSHIP**

**5.1 Resignation.** Any member in any capacity may file a resignation at any time from the Association. This is to be done in writing to the current President, requesting termination of membership.

**5.2 Suspension and Expulsion.** The Board of Directors of the Association may suspend or expel any member for just cause after hearing such matter before the Board. Such member may choose to appear for the hearing or waive those rights. The hearing will be conducted in an ordered manner with all parties to the incident or act giving testimony and summary statements. The Board will vote; and the majority vote of the Board of Directors will be sufficient for the removal of a member. Any member who is suspended or expelled may be reinstated by affirmative vote or a majority of members of the Board of Directors. The definition of "just cause" as stated above shall include, but not be limited to, any violation of the current by-laws or any conduct of said member that is prejudicial to the interests and welfare of the Association and its members.

**5.3 Loss of Eligibility.** Any person no longer eligible for membership in the Association shall have their membership terminated six months following the date of loss of eligibility. If a member is unemployed, but is seeking a human resources position in a health care company, the President will recommend an extension of six months membership to the Board for approval. Any member whose employer or affiliate terminates membership in the Association shall have their membership transferred to a personal membership in the organization.

**5.4 Non-Payment of Dues.** Members who fail to pay dues within 60 days after the due date may have their membership automatically terminated.

**5.5 Transfers of Membership Interests.** Members shall not be allowed to transfer their Membership Interest to any other person or entity except upon the express written approval of the board of directors of the Association.

**ARTICLE 6  
ASSOCIATION DUES**

**6.1 Dues.** Annual membership dues shall be in an amount determined by the Executive Committee. The membership shall be from January 1 through December 31 of each year. The Executive Committee will set the dues by the time of the Fall Conference. Dues paid at the Fall Conference and after will be applied to the next calendar year. Membership dues shall not be spent in a manner inconsistent with the exempt purposes outlined in the Articles of Incorporation, and shall not inure to the benefit of any individual.

**ARTICLE 7  
VOTING**

**7.1 Eligibility to Vote.** Each practitioner and transitional member shall be entitled to one vote. Proxy voting shall not be permitted.

**7.2 Majority.** All voting matters of the general membership shall be determined by a majority vote of the membership.

**7.3 Unanimous action without a meeting.** An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action. When Minnesota Statutes Chapter 317A requires a certificate concerning an action to be filed with the Secretary of State, the officers signing the certificate must indicate that the action was taken under Minnesota Statutes Section 317A.445.

**7.4 Action by written ballot.** An action that may be taken at a regular or special meeting of members may be taken without a meeting if the Association mails or delivers a written ballot to every member entitled to vote on the matter. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors, and specify the time by which a ballot must be received by the Association in order to be counted. Except as otherwise provided in the articles or bylaws, a written ballot may not be revoked. Delivery of the written ballot may be accomplished by electronic transmissions including fax or e-mail if the Member has consented to receive electronic communications from the Association. A vote by e-mail will be considered valid if the Member has included the Member's electronic signature on the e-mail ballot and returned the ballot from the Member's e-mail address. An "Electronic signature" means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record. Solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time at which a ballot must be received by the Association in order to be counted.

## **ARTICLE 8 MEMBERSHIP MEETINGS**

**8.1 Regular Meetings.** There shall be at least two regular meetings of the members during the calendar year. If an annual meeting of voting members has not been held during the preceding 15 months, at least 50 members with voting rights or ten percent of the members with voting rights, whichever is less, may demand an annual meeting of members by written notice of demand given to the president or the treasurer of the Association. Within 30 days after receipt of the demand, the Board shall cause a meeting of members to be called and held at the expense of the Association on notice no later than 90 days after receipt of the demand. If the Board fails to cause a meeting to be called and held as required by this subdivision, the members with voting rights making the demand may call the meeting at the expense of the Association by giving notice.

**8.2 Time; place.** An annual meeting of members must be held at the time and place determined by the Board of Directors. The Board of Directors may determine that an annual meeting of the members shall be held solely by means of remote communication in accordance with Section 317A.450, Subdivision 2.

**8.3 Elections; business.** At an annual meeting of members: (1) there must be an election of successors for directors elected by members and whose terms have expired or whose terms expire at an annual meeting; (2) there must be a report on the activities and financial condition of the Association; and (3) the members shall consider and act upon other matters as may be raised consistent with the notice of meeting requirements.

**8.4 Record date; determining members entitled to notice and vote.** The Board may fix a date not more than 60 days, or a shorter time period provided in the Articles of Incorporation or these Bylaws, before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting members on that date are entitled to notice of and permitted to vote at that meeting of members.

**8.5 Notice requirements.** Notice of meetings of members must be given to every voting member as of the record date determined under Section 317A.437. If the meeting is an adjourned meeting and the date, time, and place of the meeting were announced at the time of adjournment, notice is not required unless a new record date for the adjourned meeting is or must be fixed under Section 317A.437. In all cases where a specific minimum notice period has not been fixed by law, the notice must be given at least five days before the date of the meeting, and not more than 60 days before the date of the meeting. The notice must contain the date, time, and place of the meeting, and other information required by this chapter. If proxies are permitted at the meeting, the notice must so inform members and state the procedure for appointing proxies.

**8.6 Waiver of notice; objections.** A member may waive notice of a meeting of members. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

**8.7 Quorum.** A quorum of 25% of the voting membership shall be necessary to transact official business at any meeting.

**8.8 Member meetings held solely by means of remote communication.** An annual or special meeting of Members may be held solely by one or more means of remote communication, if notice of the meeting is given to every Member entitled to vote, and if the number of voting Members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a Member by that means constitutes presence at the meeting in person.

**8.9 Participation in Member meetings by means of remote communication.** A Member not physically present in person at an annual or special meeting of Members may, by

means of remote communication, participate in a meeting of Members held at a designated place. Participation by a Member by that means constitutes presence at the meeting in person.

**8.10 Requirements for meetings held solely by means of remote communication and for participation by means of remote communication.** In any meeting of Members held solely by means of remote communication or in any meeting of Members held at a designated place in which one or more Members participate by means of remote communication:

- a. the Association shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and
- b. the Association shall implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and if otherwise entitled, vote on matters submitted to the Members.

**8.11 Annual National Conference.** The Association may be represented by the President, Secretary, Treasurer, \*Chapter Management Coordinator, and President-Elect at the ASHHRA Annual Conference and the Association should help defray part of the expenses incurred, not to exceed a maximum of \$1,500 for each Association officer, depending on a positive financial balance at the time of the conference. (\*When the Chapter Management binder is the recipient of the 3 or 4 Star Award, the Chapter Management Coordinator who prepared the binder shall attend the National Conference to receive the Star Award on behalf of the Association.)

**8.12 Annual Leadership Conference.** The Association will help defray part of the expenses incurred for the President-Elect to attend the Leadership Conference. Such costs generally include transportation and meals.

## **ARTICLE 9 DIRECTORS**

**9.1 Directors.** The Board of Directors will consist of the current officers of the Association including the President, President-Elect, Past President, Secretary, Treasurer, and may include such greater number of individuals as may be fixed by a majority vote of the Members (or, as to the initial Board of Directors, such greater number as is named in the Articles of Incorporation). Directors shall be natural persons, who have attained the age of majority. Additional Directors, including the following; Membership Director, Communications Director, Director of Regional Consultants, Business Partner Liaison, Member(s) at large (up to two), shall be voting members of the Board of Directors. Additional positions, including Salary Survey Coordinator, Conference Planners, Education Liaison, and ASHHRA Liaison(s) shall be ex-officio non-voting members of the Board of Directors.

**9.2 Term.** Each director shall serve an indefinite term that expires when the director's successor is elected and has qualified.

**9.3 General Powers.** The Board of Directors shall have charge, control and management of the property, affairs and funds of the Association, and shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws.

**9.4 Vacancies.** Any vacancy among the elected directors shall be filled by the remaining directors (but in the case of a removal, the vacancy may be filled as provided in Bylaw 9.5). A director who is appointed to fill a vacancy shall serve the term of the director whom he or she replaces (subject to the rights of the directors to remove him or her as provided in Bylaw 9.5).

**9.5 Removal.** Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the remaining directors. On removal of one or more directors, new directors may be elected at the meeting at which the previous directors were removed. Neither a director nor the entire Board shall be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such purpose.

**9.6 Annual Meeting.** The annual meeting of the Directors shall be held at such time and place as designated by the Board of Directors and without notice, for the purpose of electing officers and transacting such other business as may properly come before the meeting; provided, however, that no other business with respect to which special notice is required by law, the Articles of Incorporation or these Bylaws shall be transacted unless such notice has been given or waived by all directors.

**9.7 Regular Meetings.** Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board of Directors may designate.

**9.8 Special Meetings.** A special meeting of the Board of Directors may be called for any purpose or purposes at any time by the President or Treasurer or upon written request of any director of the Association. The President or Treasurer shall fix the time and date of such meeting within ten (10) days after receipt of such request. Notice of a special meeting shall be mailed to each director at least five (5) days prior to the date fixed for the meeting. Special meetings of the Board of Directors may be held at the principal office of the Association, or at such other place as the Board of Directors may designate.

**9.9 Notice of Meeting.** Notice of all meetings of the Board of Directors shall be given to every director, stating the time and place, and, in the case of a special meeting, the purpose or purposes thereof at least ten (10) days prior to the date fixed for the meeting. The notice may contain any other information the person or persons calling the meeting deems desirable. Notice shall not be necessary if a meeting of the Board of Directors is scheduled at a previous meeting of the Board of Directors. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. See Article 10 for other provisions regarding notice.

**9.10 Waiver of Notice.** Any director may waive notice of any meeting of the Board of Directors. A waiver of notice shall be effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of the

meeting to the transaction of business because the meeting was not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, if the director then does not participate in the consideration of the item at that meeting.

**9.11 Electronic Conference Meetings.** A conference among directors, or among members of any committee designated by the Board of Directors may use any means of communication through which the participants may simultaneously hear each other during the conference, constituting a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in the meeting by such means constitutes personal presence at the meeting.

**9.12 Absent Directors.** A director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. If the director is not present at the meeting with respect to which advance written consent or opposition was given, his or her consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but such consent or opposition shall be counted as a vote in favor of or against the proposal, and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director consented or objected.

**9.13 Quorum.** A majority of the directors currently holding office is a quorum for the transaction of business at any meeting. In the absence of a quorum, a majority of the directors actually present at the meeting may adjourn the meeting from time to time until a quorum is present. If a quorum of the Board of Directors is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of director(s) originally present leaves less than a majority of the directors.

**9.14 Voting.** Except as otherwise provided in Minnesota Statutes, the Articles of Incorporation or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by majority vote of the directors entitled to vote and present at the meeting.

**9.15 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting at which all directors were present. An electronic record and electronic signature shall be effective as provide in Minnesota Statutes Section 317A.015 such that written action may be sent to a director, and returned by a director, via fax, e-mail or other electronic communication and the electronic signature of a director shall be effective as a signature for purposes of signing a written action.

**9.16 Director Conflicts of Interest.** A director of the Association shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented as described in the Minnesota Nonprofit Corporation Act. A contract or other transaction between the Association and: (1) a director or a member of the



family of a director; (2) a director of a related organization, or a member of the family of a director of a related organization; (3) an organization in or of which the Association's director, or a member of the family of a director, is a director, officer or legal representative, or has a material financial interest, is not void or voidable because the director or the other individual or organization are parties, or because the director is present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized or ratified if:

- a. The contract or transaction was, and the person asserting the validity of the contract or transaction was, fair and reasonable as to the Association at the time it was authorized;
- b. The material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the directors and the contract or transaction is approved in good faith by two-thirds of the directors, not counting any vote that the interested director might otherwise have, or the unanimous affirmative vote of all directors;
- c. The material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors or a committee, and the Board of Directors or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board of Directors or the committee, not counting any vote that the interested director might otherwise have, and not counting the director in determining the presence of a quorum; or
- d. The contract or transaction is a merger or consolidation described in Minnesota Statutes Section 317A.601.

**9.17 Material Financial Interest.** For purposes of the immediately preceding paragraph:

- a. A resolution fixing the compensation of a director or fixing the compensation of another director as a director, officer, employee or agent of the Association, is not void or voidable or considered to be a contract or other transaction between a corporation and one or more of its directors even though the director receiving the compensation fixed by the resolution is present and voting at the meeting of the Board of Directors or a committee at which the resolution is authorized, approved or ratified or even though other directors voting upon the resolution are also receiving compensation from the Association; and
- b. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters, and the brothers and sisters of the spouse of the director, or any combination of them have a material financial interest. For purposes of this policy, a contract or other transaction between a corporation and the spouse, parents, children and spouses of children, brother and sisters, spouses of brothers and sisters, and the brothers and sisters of the spouse of a director, or any combination of them, is considered to be a transaction between the Association and the director.

**9.18 Member of the Family.** For purposes of Bylaws 9.16 and 9.17, a member of the family of a director is a spouse, parent, child, spouse of a child, brother, sister or spouse of a brother or sister.

**9.19 Conflicts of Interest Policy.** The Board of Directors may adopt, from time to time amend, repeal and until repealed, enforce, a conflicts of interest policy that may impose, among other things, disclosure, nonparticipation and other requirements, and may provide sanctions (up to and including removal) for violation of the policy.

## **ARTICLE 10 OFFICERS**

**10.1 Officers.** The Officers shall be a President, President-Elect, Secretary, Treasurer and Past-President. Additional management positions which are appointed by the Board of Directors but which are not elected by the members include the Membership Director, Communications Director, Director of Regional Consultants, Business Partner Liaison, Member(s) at Large (up to two).

**10.2 Election.** Each officer of the Association shall be elected by a resolution approved by the affirmative vote of a majority of a quorum of the members, and, shall serve until the earlier of:

- a. The election of the officer's successor;
- b. The resignation of the officer;
- c. The removal of the officer; or
- d. Death or other termination in office.

**10.3 Elections.** The elections of the officers shall take place at the annual meeting of the members or at such other time as prescribed by the Board of Directors.

**10.4 President.** The President shall serve as executive head of the organization and shall be responsible for the affairs of the organization. The President shall appoint such committees and task forces as necessary to conduct the activities of the organization. The President (who may also use the title "Chief Executive Officer" or "CEO") shall:

- a. Have general active management of the business of the Association;
- b. Preside at all meetings of the Board of Directors;
- c. See that all orders and resolutions of the Board of Directors are carried into effect;
- d. Sign and deliver in the name of the Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be

exercised by another person or is expressly delegated by the Board of Directors to another officer or agent of the Association;

- e. In the absence of the Secretary, record all proceedings of all meetings of the Board of Directors in the minute book of the Association;
- f. Whenever necessary, certify all proceedings of the Board of Directors;
- g. Give due and timely notice of all meetings of the Board of Directors, when necessary, even if not specifically so directed as to any such meeting;
- h. When necessary, attest the signature of any other officer of the Association;
- i. Perform other duties prescribed by the Board of Directors.

**10.5 President-Elect.** The President-Elect shall perform the duties of the office of the President whenever the President is unable. The President-Elect is responsible for the Education Liaison, Conference Planning Committee, and additional duties delegated by the President or Board of Directors. The President-Elect will automatically hold the office of President during the year after his or her term as President-Elect.

**10.6 Secretary.** The Secretary, if any, shall be the secretary of, and shall attend, all meetings the Board of Directors, and shall record all proceedings of such meetings in the minute book of the Association. Whenever necessary, the Secretary shall certify all proceedings of the Board of Directors. The Secretary shall give due and timely notice of all meetings of the Board of Directors, when necessary, even if not specifically so directed as to any such meeting. The Secretary shall, when necessary, attest the signature of any other officer of the Association. The Secretary shall perform such other duties and shall have such other powers as are prescribed from time to time by the Board of Directors or the President.

**10.7 Treasurer.** The Treasurer (who may also use the title “Chief Financial Officer” or “CFO”) shall be responsible for all financial matters; pay all approved bills and report at each meeting on the financial standing of the organization. The Treasurer shall:

- a. Keep accurate financial records for the Association;
- b. Deposit all money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designated by the Board of Directors;
- c. Endorse for deposit all notes, checks and drafts received by the Association as ordered by the Board of Directors, making proper vouchers therefore;
- d. Disburse corporate funds and issue checks and drafts in the name of the Association as ordered by the Board of Directors;
- e. Render to the President and the Board of Directors whatever requested, an account of all transactions by the Treasurer and of the financial condition of the Association; and
- f. Perform other duties prescribed by the Board of Directors or by the President.

**10.8 Past President.** The Past-President shall mentor the current President. The Past President is responsible for the Chapter Management Program, which includes coordination of the document collection, regular reports and updates to the Board as to the progress of the program and submits required information by the published due dates. .

**10.9 Membership Director.** The Membership Director is appointed by and serves at the pleasure of the board and is responsible for providing membership information to interested parties and for planning orientation activities for new members. Duties include sending notices out each year and to ensure that they are processed appropriately. The Membership Director maintains current membership lists, email directory and mailing lists.

**10.10 Communications Director.** The Communications Director is appointed by and serves at the pleasure of the board. Responsibilities include website administration, newsletter coordination and communication to membership via various methods of social media. The Communications Director may oversee a committee, as appropriate

**10.11 Director of Regional Consultants.** The Director of Regional Consultants is appointed by and serves at the pleasure of the board. The Director of Regional Consultants is responsible for coordinating and collaborating with the Regional Consultants across the state. The Director helps identify opportunities for training and education to be delivered in the regions, provides support in coordinating the training/education sessions and notifies the board of any activities occurring within the state.

**10.12 Business Partner Liaison.** The Business Partner Liaison is appointed by and serves at the pleasure of the board. The Liaison is responsible for building relationships with current and prospective business partners and for recruiting sponsorship for conferences and other opportunities, as needed. The Liaison supports the activities of the Conference Planners and coordinates the needs of the Business Partners at the time of the event.

**10.13 Member(s) at Large.** The Member(s) at Large are appointed by and serve at the pleasure of the board. Ideally, the member(s) will represent non-hospital and/or new to the profession human resource professionals. They are eligible to participate in committees and provide insight from their organizations.

**10.14 Eligibility for Holding Office.** Practitioner members and transitional members shall be eligible to hold elective office. All Executive Committee officers shall be members in good standing of ASHHRA. Consultant, Emeritus and student members shall not be eligible to hold office.

**10.15 Nomination for Office.** Each year, the President shall appoint a Nominating Committee, comprised of three (3) members. The Nominating Committee shall submit names for the positions of President-Elect, Secretary and Treasurer, whose terms are expiring to the President and members of the Association attending the annual fall conference.

**10.16 Term of Office.** The offices of President will be held for one (1) year, the President-Elect for one (1) year, and the offices of Secretary and Treasurer each a two (2) year term. The President—Elect will automatically hold the office of President in the second year. The President will automatically hold the office of Past President following the year as President.

**10.17 Bond.** The Board of Directors may procure a fidelity bond or bonds for the faithful performance of the duties of such officers and agents of the Association as the Board of Directors may require, which bonds shall, among other things, provide for the restoration to the Association in case of death, resignation, retirement or removal from office of any such officer or agent, of all books, papers, vouchers, money and other property of whatsoever kind, in the possession or control of such officer or agent, belonging to the Association. The cost of such bond or bonds shall be paid by the Association.

**10.18 Resignation, Removal and Vacancies.** An officer may resign at any time by giving written notice to the Association. The resignation is effective without acceptance when the notice is given to the Association, unless a later date is specified in the notice. An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of a quorum of the Board of Directors. The removal is without prejudice to any contractual rights of the officer. A vacancy in an office because of death, resignation, removal, disqualification, or other cause, may, or in the case of a vacancy in the office of President or Treasurer, shall, be filled for the unexpired portion of the term by election of the Board of Directors.

## **ARTICLE 11 COMMITTEES**

**11.1 Committees.** The Board of Directors may, by resolution approved by the affirmative vote of a majority of the Board, establish such committee or committees as the Board of Directors deems necessary or appropriate to assist it in conducting the affairs of the Association. The resolution shall delegate to the committee or committees so formed that authority as the Board of Directors deems appropriate. A committee shall consist of one or more natural persons, who may or may not be directors.

**11.2 Quorum.** A majority of the members of a committee present at a meeting of the committee shall be a quorum for the transaction of business by the committee, unless the Board of Directors specifies otherwise.

**11.3 Meetings.** Meetings of any committee, and the rights of absent committee members with respect to the committee, shall be the same as stated in Bylaws 9.7 through 9.12 with respect to the Board of Directors and absent directors. Committee members may be made subject to a conflicts of interest policy as contemplated by Bylaw 9.16.

**11.4 Action Without a Meeting.** Any action may be taken by written action signed by the number of committee members that would be required to take the same action at a meeting at which all committee members were present.

**11.5 Committee of Disinterested Persons.** The Board of Directors may, by a resolution specifically referring to this Bylaw, establish a committee composed of one or more disinterested directors or other disinterested persons to determine whether it is in the best interests of the Association to pursue a particular legal right or remedy of the Association, and whether to cause the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the Association. For purposes of this Bylaw 11.5, a director or other person is "disinterested" if the director is not a present or former officer, employee, or agent of the Association, or of a related corporation, and has not been made or been threatened to be made a party to the proceeding in question. The committee, once established, is not

subject to the direction or control of, or termination by, the Board of Directors. A vacancy on a committee established pursuant to this Bylaw 11.5 may be filled by a majority vote of the remaining members of the committee. A good faith determination of a committee established pursuant to this Bylaw 11.5 is binding on the Association, its directors, officers and members of a committee. A committee established pursuant to this Bylaw 11.5 terminates immediately upon its issuance of a written report of its determination.

**11.6 Executive Committee.** The Executive Committee shall be responsible for ensuring that the Mission, Objectives and member requirements are met between board meetings.

**11.7 Membership of Executive Committee.** Membership of the Executive Committee shall include: the current President, President-Elect, Secretary, Treasurer, immediate past President..

**11.8 Conference Planning Committee.** This committee shall be responsible for organizing and presenting two or more educational seminars designed to provide continuing professional education for the membership. This committee is responsible for developing the program agenda, securing speakers, arranging location and meeting logistics, and securing sponsors for each event.

**11.9 Scholarship Committee.** The scholarship committee is responsible for developing scholarship campaign and to present final applicants to the Executive Committee for approval each year.

## **ARTICLE 12 BYLAW INTERPRETATION AND AMENDMENTS**

**12.1 Scope.** These Bylaws shall govern the conduct of the affairs of the Association, its Board of Directors and officers. These Bylaws are subordinate to the Articles of Incorporation of the Association; if these Bylaws are inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern to the extent of the inconsistency. The Board of Directors can at any time, except as may be prohibited by law, adopt rules and regulations for conducting the affairs of the Association, its Board of Directors and officers, that are supplemental to these Bylaws, but the rules and regulations cannot be inconsistent with these Bylaws or with the Articles of Incorporation of the Association.

**12.2 Interpretation and Construction.** A resolution approved by a majority of a quorum of the Board of Directors shall decide any question of interpretation or construction of these Bylaws. Whenever these Bylaws refer to a "majority of a quorum," they shall be construed to mean a majority of a quorum or a majority of directors present, whichever is greater.

**12.3 Amendment Proposals.** Amendments can proposed for approval by (i) a written petition to the President signed by at least 25 of the members; or (ii) the officers or directors of the Association.

**12.4 Voting on Amendments.** The proposed amendment(s) shall be mailed, e-mailed or faxed to all voting members for review and vote. An affirmative vote from a majority of the voting members who return a valid ballot (which may be transmitted electronically and with electronic signature) will be required to amend the bylaws. Voting will close 45 days after the date of the mailing.

### **ARTICLE 13 NONDISCRIMINATION POLICY**

**13.1 Nondiscrimination Policy.** This Association shall not discriminate in its activities, practices or decisions on the basis of race, creed, color, religion, sex, natural origin, age, veteran or disabled veteran status, disability or any other characteristic protected by applicable federal, state or local law.

### **ARTICLE 14 MISCELLANEOUS**

**14.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**14.2 Loans and Advances.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. However, and notwithstanding the preceding, the Association may advance to its directors, officers or employees amounts calculated to cover expenses that can reasonably be anticipated will be incurred by such person in the performance of his or her duties, and for which he or she would be entitled to reimbursement absent an advance.

**14.3 Checks, Drafts and Other Matters.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**14.4 Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**14.5 Corporate Seal.** The Association shall have no corporate seal.

**14.6 Fiscal Year.** The fiscal year of the Association shall be from January 1 to December 31 of each year, or such other period as the Board of Directors may from time to time designate.

**14.7 Governing Law.** These Bylaws and the rights of the parties hereunder shall be governed by, interpreted and enforced in accordance with the laws of the State of Minnesota.

**14.8 Severability.** If any provision in these Bylaws is held to be illegal, invalid or unenforceable under present or future laws, such provision shall be fully severable and these Bylaws shall be construed and enforced as if such provision had never been a part of these Bylaws. The remaining provisions of these Bylaws shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision, or by its severance from the Bylaws.

**14.9 Notice.** Whenever any notice is required or permitted under these Bylaws, it shall be deemed properly given only if given in the manner stated in this Bylaw 14.9. Notice is given by the Association to a director, officer, member or other person: (i) when mailed, telegraphed, sent by telefacsimile, or sent by electronic mail to an address designated by the person, at the last known address of the person or, in the case of a director or officer, at the address of the person in the Association's records; (ii) when communicated to the person orally; (iii) when handed to the person; (iv) when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office; and (v) if the person's office is closed or the person to be notified has no office, when left at the dwelling or usual place of abode of the person with a person of suitable age and discretion residing in the house. Notice by mail is given when deposited in the United States mail with sufficient postage affixed. Notice is deemed received when it is given.

## **ARTICLE 15 INDEMNIFICATION; STANDARD OF CONDUCT**

**15.1 Indemnification.** The Association shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes Section 317A.521, as now enacted or hereafter amended.

**15.2 Discharge of Director's Duties.** Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

The undersigned hereby certifies that these Bylaws were duly adopted by the Board of Directors to be effective on December 31, 2003.

Revised November 20, 2004

Revised March 5, 2005

Revised March 9, 2007

Revised November 5, 2007



Revised November 19, 2010

Revised April 15, 2011

Revised May 7, 2013

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Katie Slette, Secretary of Healthcare  
Human Resources Association of  
Minnesota, Inc.