



Instrumental to Patient Care®

BYLAWS

2011

**INTERNATIONAL ASSOCIATION OF
HEALTHCARE CENTRAL SERVICE
MATERIEL MANAGEMENT**

213 West Institute Place • Suite 307
Chicago, IL 60610

312-440-0078 • 800-962-8274
Fax: 312-440-9474
www.iahcsmm.org

Revised February 2011

Code of Ethics

As a member of the International Association of Healthcare Central Service Materiel Management, I will endeavor to promote the highest standards of professional conduct by:

- Practicing honesty and maintaining personal integrity, including avoidance of conflicts of interest with those of my employer or of the IAHCSSMM
- Striving for the objective and fair representation of Central Service Materiel Management principles
- Fostering excellence in Healthcare Central Service Materiel Management by keeping abreast of pertinent issues
- Maintaining the confidentiality of privileged information
- Promoting a greater understanding of Central Service Materiel Management issues by others in the healthcare field, and seeking increased public understanding through communication about such issues
- Seeking to maintain a reasonable balance between the quality and cost of healthcare

BYLAWS OF THE INTERNATIONAL ASSOCIATION OF HEALTHCARE CENTRAL SERVICE MATERIEL MANAGEMENT

For the purpose of identification and brevity, the International Association of Healthcare Central Service Materiel Management hereinafter shall be referred to as "IAHCSMM."

ARTICLE I

NAME

The name of the Association shall be **THE INTERNATIONAL ASSOCIATION OF HEALTHCARE CENTRAL SERVICE MATERIEL MANAGEMENT** ("Association" or "IAHCSMM"). The term *healthcare* shall incorporate all facilities that are rendering care to patients, i.e., ambulatory care centers, surgicenters, nursing homes, clinics, hospitals, and skilled nursing facilities.

ARTICLE II

BUSINESS OFFICE

The IAHCSMM is incorporated in the State of Illinois and the principal business/headquarters shall be located in the City of Chicago and County of Cook.

The Association shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or without the State.

ARTICLE III

PURPOSE

Section 1. Mission Statement.

The IAHCSMM mission shall be to provide the members of the Association and healthcare facilities with organized educational opportunities, professional development, a forum for information exchange, member services in response to member identified needs and priorities; and to represent Central Service Materiel Management in the professional community.

Section 2. Objectives.

The objectives of the Association shall be to:

- A. Define the functions of Healthcare Central Service Materiel Management to promote standards of acceptable professional practice.
- B. Promote an exchange of ideas among Healthcare Central Service Materiel Management personnel.
- C. Develop, streamline, and incorporate more cost-saving and productivity-effective practices in Central Service Materiel Management.
- D. Increase the knowledge base and disseminate information concerning technique and operation of Central Service Materiel Management departments.
- E. Conduct research in cooperation with manufacturers, schools of higher education, and associations, as the opportunities present themselves.
- F. Develop and offer training programs for both Central Service and Materiel Management.
- G. Conduct educational programs and the exchange of ideas for knowledge and improvement in healthcare practices.
- H. Publish newsletters, booklets, journals, texts, and other educational materials, and keep them current with acceptable practices.
- I. Conduct training courses, seminars, and joint conferences, both nationally and internationally.
- J. Encourage grant-in-aid or other forms of assistance for the basic and applied research in healthcare management.

ARTICLE IV

MEMBERSHIP

Section 1. Qualifications for Membership.

Candidates shall be employed in a healthcare facility Central Service or Materiel Management department or have an interest by virtue of practice in a related field. Membership may also be open to other individuals who are interested in promoting the purpose and objectives of the Association, as stated in Article III.

Section 2. Definition of Healthcare.

The term *healthcare* shall incorporate all facilities that are rendering care to patients, i.e., ambulatory care centers, surgicenters, nursing homes, clinics, hospitals, and skilled nursing facilities.

Section 3. Responsibility of Members.

Acceptance of membership shall constitute an agreement to abide by the regulations and objectives as stated in these bylaws.

Section 4. Application for Membership.

Applications for membership shall be in writing according to the direction of the Board of Directors and shall be screened by the Association's Membership Committee. Applicants for membership shall be responsible for providing adequate information to allow membership status to be determined.

Section 5. Categories of Membership.

- A. Active Membership.
 1. Active members shall be those persons who are employed in a Healthcare Central Service or Materiel Management Department.
 2. Active members may serve on committees as appointed and pay fees and dues as fixed by the Board of Directors. Active members are entitled to one (1) vote on each issue submitted to a vote of the membership and may hold office in the Association after having met qualifications identified in Article VIII.
- B. Associate Membership.
 1. Associate members shall be those persons determined by virtue of their occupation to have an allied relationship with Central Service Materiel Management departments.
 2. Associate members may serve on committees as appointed and pay fees and dues as fixed by the Board of Directors. Associate members are also entitled to one (1) vote on each issue submitted to a vote of the membership, but may not hold office.
- C. Emeritus Membership.
 1. Emeritus membership may be conferred by the Association upon individuals who have been members in good standing of the Association for five (5) years and who have inactive status or rendered outstanding service to the Association. Fees and dues may be waived as determined by the Board of Directors of the Association. Emeritus members may not vote or hold office.
 2. The Board of Directors shall have the authority to establish and define other non-voting categories of membership.

Section 6. Issuance of Certificates of Membership.

When a person has been accepted to membership and has paid required dues, a certificate of membership shall be issued in such member's name and delivered to such member.

Section 7. Transfer of Membership.

Membership in this Association is not transferable or assignable.

Section 8. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee and/or annual dues payable to the Association by members.

Section 9. Remission of Dues to Constituent Chapters.

The Board of Directors by resolution may at its discretion remit part of membership dues to constituent chapters to help maintain their activities.

Section 10. Voting Power.

- A. **Active and Associate** members of the Association shall be entitled to one (1) vote on each issue submitted to a vote of the membership.
- B. **Voting by Proxy.**
 - 1. A member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such a member by proxy if proxy has been notarized, unless otherwise prohibited by these bylaws.
 - 2. Proxy voting will not be permitted at meetings of the Board of Directors or special meetings where information and discussion is required before a vote can be taken.
 - 3. No proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period.

Section 11. Resignation.

- A. **Procedure.** Any member may resign by filing a written resignation with the Secretary/Treasurer of the Association.
- B. **Obligations of Person Resigning.** Resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.
- C. **No Refunds.** No refund of dues will be granted.
- D. **Rights and Privileges of Membership.** All rights and privileges and interest of a member in or to the Association shall cease upon the termination of membership.

Section 12. Default and Termination of Members.

When any member shall be in default in the payment of dues for a period of six (6) months from the beginning of the period for which such dues became payable, such person's membership will thereupon be considered terminated.

Section 13. Suspension and Expulsion of Members.

- A. **Any Member.** Any member may be suspended or expelled for cause.
- B. **Sufficient Cause.** Sufficient cause for such suspension or expulsion from membership shall be:
 - 1. A member's becoming ineligible for membership;
 - 2. Default in payment of dues;
 - 3. Violation of Association bylaws or Code of Ethics; or,
 - 4. Any other conduct obstructing the purpose or objectives of the Association or prejudicial to the interest of the Association.
- C. **Involuntary Suspension or Expulsion.**
 - 1. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire Board of Directors.
 - 2. A statement of the charges must be sent by certified or registered mail to the last recorded address of the member in question at least twenty (20) days before the final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which time the charges shall be considered. (See Article VII, Section 5D of these bylaws.)
 - 3. The member shall have the opportunity to reply to charges.

Section 14. Reinstatement of Membership.

- A. **Resignation.** Upon reapplication for membership, a former member may be reinstated after meeting such terms as are required for membership in the Association.
- B. **Default.** Members whose membership has been terminated due to default in the payment of dues shall be reinstated upon payment of such dues for the current year.

C. Suspension and Expulsion.

- 1. Reinstatement of a member who has been suspended or expelled from membership in the Association will be considered upon written request signed by him/her and filed with the Secretary/Treasurer of the Association.
- 2. Upon presentation of sufficient evidence proving the sincere intent of the individual to return to full membership status, the Board of Directors may by affirmative vote of two-thirds (2/3) of the members of the Board reinstate such former member to membership.
- 3. Reinstatement is contingent upon such terms as the Board of Directors may deem appropriate.

ARTICLE V

CONSTITUENT CHAPTERS

Section 1. Definition.

The term *constituent chapter* in these bylaws shall be interpreted to mean a group of members of the IAHCMM meeting regularly, conducting programs consistent with the objectives and bylaws of this Association, and having a properly constituted organization.

Section 2. Conditions of Membership.

- A. **Number of Members.** A newly organized chapter must have at least four (4) active members.
- B. **Articles of Incorporation or Constitution and Bylaws.** Local chapters may be recognized as constituent chapters if their articles of incorporation or constitution and bylaws are approved by a majority vote of the Board of Directors of this Association.
- C. **Elected Officers.** Elected officers of constituent chapters must be active members of IAHCMM.

Section 3. Liaison.

The constituent chapter should appoint or elect a liaison to IAHCMM. This member is entitled to represent the chapter to the Board of Directors of the Association. Two members may perform this function if the conditions of Article VII, Section 1A2 are met.

Section 4. Disqualification.

A constituent chapter which fails to comply with these bylaws or for other cause deemed sufficient may be disqualified as a constituent chapter of the IAHCMM by a two-thirds (2/3) vote of the Board of Directors, provided due notice has been given to the constituent chapter at least three (3) months before such vote is taken.

Section 5. Reinstatement.

A constituent chapter which has been disqualified may be reinstated by a two-thirds (2/3) vote of the Board of Directors of the IAHCMM.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. Annual Meeting.

- A. **Purpose.** One meeting of the membership shall be held annually. This annual meeting shall be held for the purpose of electing officers, for receiving annual reports, and for the transaction of such other business as may come before the meeting.
- B. **Date and Time.** An annual meeting of members shall be held during the spring of each year, unless otherwise determined by the Board of Directors. The Board of Directors shall determine the date and time of the annual meeting.
- C. **Place.** The Board of Directors shall designate the city where the annual meeting will be held.

- D. **Notice.** Written notice of the meeting shall be mailed to the last recorded address of the member at least sixty (60) days before the time appointed for the meeting.

Section 2. Order of Business at Meetings.

The order of business shall be as follows unless otherwise set in advance by the President of the Association.

- A. Call to order
- B. Minutes of previous meeting
- C. Report of President
- D. Report of Secretary/Treasurer
- E. Committee reports
 - 1. Standing
 - 2. Special
- F. Report of elections
- G. Unfinished business
- H. Announcements
- I. New business
- J. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 3. Robert's Rules of Order, Newly Revised.

The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws. *Sturgis Standard Code of Parliamentary Procedure* will serve as a resource to interpret *Robert's Rules of Order, Newly Revised*.

Section 4. Quorum.

- A. **Quorum Defined.** The voting members present at the annual meeting of the Association constitute a quorum.
- B. **Act of the Members.** The affirmative vote of a majority of the members present and voting at the annual meeting shall be the act of the members, unless the act of a greater number is required by statute or by these bylaws.
- C. **Proxies.** Proxies at the annual meeting of the members are not permitted.

Section 5. Fixing of Member Record Dates for Voting Eligibility.

For the purpose of determining the members entitled to notice, to vote, to attend meetings, or in order to make a determination of members for any other proper purpose, the date of record will be thirty (30) days prior to such action.

Section 6. Voting by Ballot.

Voting on any question may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by ballot.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Association shall be managed by its Board of Directors.

- A. **Composition.** The Board of Directors of the Association shall be composed of the following individuals:
 - 1. One (1) director elected or appointed by each constituent chapter.
 - 2. One (1) additional director elected or appointed by each constituent chapter with 300 or more active members, if so desired by that chapter, to allow for a maximum of two (2) directors from the same constituent chapter.

- 3. A maximum of four (4) delegates-at-large (appointed by the Executive Board of the Association) to represent the individual membership where there is no constituent chapter.
- 4. Officers of the Association: President, President-elect, and Secretary/Treasurer
- 5. Executive Director of the Association

- B. **Voting Privileges.** Each Director shall be entitled to have one (1) vote on each issue submitted to the Board for a vote. The Executive Director of the Association has no voting privileges.

- C. **Alternates or Substitutes.** Each Director appointed by a constituent chapter may for all purposes be represented by an equally qualified alternate or substitute from that chapter, if confirmed by official notice in writing. Such notification absent an emergency situation must be received within fourteen (14) days of the scheduled representation.

Section 2. Directors.

- A. **Number.** The number of Directors on the Board of the Association is equal to the number of directors duly elected or appointed by constituent chapters plus duly elected or appointed officers plus the Executive Director.

- B. **Tenure.** Each Director shall hold office until such Director's successor shall have been elected and qualified.

- C. **Qualifications.** Directors must be active members of the Association in good standing.

Section 3. Duties.

The Board of Directors shall:

- A. **General Business.** Transact the general business of the Association.
- B. **Administrative Policies and Rules and Regulations.** Establish major administrative policies governing the affairs of the Association, as well as rules and regulations necessary to carry out the functions and intent of these bylaws.
- C. **Financial Matters.** Provide for the maintenance of the national headquarters and for making such office the center of activities of the Association, including such work of the officers and committees as may be deemed expedient; provide for the proper care of materials, equipment, and funds of the Association, for the payment of legitimate expenses, and for the auditing of the financial statement by a certified public accountant.
- D. **Constituent Chapters.** Assume responsibility with regard to constituent chapters as specified in Article V of these bylaws.
- E. **Application for Membership.** Act upon application for membership in this Association.
- F. **Executive Director.** Appoint an Executive Director, define his/her duties, and review duties and compensation annually.
- G. **Annual Meeting.** Decide upon the exact date and place for holding the annual meeting and have direct control of program planning, review and evaluation, and direct liaison with all appropriate committee chairmen.
- H. **Votes.** Verify the accuracy of the counts of votes cast by the Board of Directors and by Association members.
- I. **Bylaws.** Provide for the establishment, revision, or dissolution of sections of these bylaws.
- J. **Other Business.** Conduct all other business and affairs of the Association not otherwise specifically reserved to the membership by these bylaws.

Section 4. Executive Board.

- A. **Composition.** There shall be an Executive Board composed of the following officers:
1. President
 2. President-elect
 3. Secretary/Treasurer
 4. Two directors selected annually by the Board of Directors.
To the extent practicable, geographic representation should be considered when selecting candidates to serve as officers.
Each director selected by the Board is appointed for a one-year term on the Executive Board, but may be re-appointed for a second one-year term. No director selected for the Executive Board shall serve more than two (2) consecutive one-year terms.
 5. Executive Director of the Association
- B. **Powers.** The Executive Board shall have all the powers of the Board of Directors to transact business between meetings.
- C. **Voting Powers.** Each member of the Executive Board has one (1) vote on matters put before said Board for decision. The Executive Director has no voting power.
- D. **Communication of Association Business.** Transactions of this Board shall be transmitted to chapter representatives and reported at the next regularly scheduled meeting of the Board of Directors.

Section 5. Special Meetings of the Board of Directors.

- A. **Called By.** A special meeting of the Board of Directors may be called by the Executive Board of Directors.
- B. **Time and Place.** Special meetings shall be held at such time and place as may be specified.
- C. **Method.** The appropriate method of meeting will be selected by the Executive Board of Directors:
1. Meeting
 2. Mail
 3. Conference call
- D. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least twenty (20) days prior thereto by written notice to each Director at such Director's address as shown by the records of the Association.

Section 6. Quorum.

A majority of the number of Directors fixed as provided in Section 2A of this Article shall constitute a quorum for the transaction of business at any meeting of the Board unless otherwise required by these bylaws, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 7. Resignation or Removal of Director.

A Director may resign at any time upon written notice to the constituent chapter. A Director may be removed for cause as specified by statute, for malfeasance of office, or for violation of these bylaws.

Removal from office shall be according to Article IV, Section 13C of these bylaws and in accordance with rules and regulations approved by the Board of Directors.

Section 8. Presumption of Assent.

A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Manner of Acting.

The act of a majority of the votes present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by these bylaws.

Section 10. Proxy.

A proxy will be allowed only with representation of an approved alternate or substitute as stated in Section 1C of this Article.

Section 11. Compensation.

No member of the Board of Directors shall receive any salary or pay for his/her services except the Executive Director whose remuneration shall be fixed from time to time by the Board of Directors.

ARTICLE VIII

OFFICERS

Section 1. Officers of the Association.

- A. President
- B. President-elect
- C. Secretary/Treasurer
- D. Representatives of the Board (2)
- E. Executive Director of the Association

Section 2. Qualifications.

- A. **Membership in Association.** C.R.C.S.T. certification. Each officer must be an active member of the Association in good standing for at least one (1) year to qualify for elective office and maintain C.R.C.S.T. certification throughout his/her term of office.
- B. **Current Employment Requirement.** Each officer must currently be employed in a healthcare Central Service or Materiel Management department and must maintain that status throughout his/her term of office. An officer who fails to maintain such status throughout his/her term of office for a period of no more than thirty (30) days shall thereafter: be disqualified from holding any officer position; have no authority to exercise any duties or the authority of any officer position; and be replaced pursuant to the provisions of Article VIII. 7 of these bylaws. In all cases, the Executive Board shall determine whether this current employment requirement is met. It is the responsibility of an officer to notify the Executive Director of the Association in writing within forty-eight (48) hours of any change in his/her current employment status.
- C. **Attendance at Meetings.** There must be documented evidence of attendance and participation at the official meetings of the Association.
- D. **Service to Association.** Each candidate for elective office must have served on the Board of Directors or as a committee chairperson of the Association within the previous four (4) years.
- E. **Service in Other Associations.** Comparable service in other associations may be substituted, when appropriate, for service in the IAHCMM.

Section 3. Elective Officers.

A. **President-elect/President.**

1. A majority of the voting active and associate members of the Association shall elect a President-elect to serve for one (1) term of two (2) years.
Upon completion of this term, the President-elect shall assume the office of President at the close of the annual meeting for a term of two (2) years.
2. Upon completion of these four (4) years, the President shall become known as the Immediate Past President.
He/she may be appointed as a non-voting member of the Executive Board of Directors by the new President for a term of two (2) years to serve in an advisory capacity.
At the discretion of the Executive Board, the Immediate Past President of the Association may be asked to assist with details at meetings of the Association.

B. **Secretary/Treasurer.**

1. A majority of the voting active and associate members shall elect a Secretary/Treasurer to serve for a term of two (2) years.
2. Actual minutes at meetings of the Association will be taken by the Executive Director's designee with the final review before presentation being done by the President and Secretary/Treasurer.
3. The financial books of the Association will be maintained by an outside accounting firm and will be monitored by the Secretary/Treasurer.
4. The Secretary/Treasurer shall serve no more than two (2) consecutive terms in office.

Section 4. Officers Elected in Alternative Years.

- A. **President-elect.** A President-Elect shall be elected in each odd-numbered year.
- B. **Secretary/Treasurer.** A Secretary/Treasurer shall be elected in each even-numbered year.

Section 5. Election of Officers.

Election of the officers of the Association shall be according to Article X of these bylaws.

Section 6. Removal.

- A. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- B. Any officer may be removed for cause as specified by statute, for malfeasance of office, violation of Association bylaws or Code of Ethics or any other conduct obstructing the purpose, objectives or interest of the Association. Removal from office for reasons specified in this Section 6C, shall be according to Article IV, Section 13C of these bylaws and in accordance with rules and regulations approved by the Board of Directors.

Section 7. Vacancies.

Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, or new offices created, shall be filled by the Executive Board for the unexpired portion of the term with the exception of the office of President-elect. A vacancy in the office of President-elect will be filled in accordance with rules and regulations approved by the Board of Directors.

ARTICLE IX

COMMITTEES

Section 1. Appointment.

Standing and special committees, except the Committee on Nominations, shall be appointed by the President. They shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board of Directors.

Section 2. Committee Appointments.

The duties and numbers of the newly appointed committees shall be decided upon by the President after consultation with the Executive Board. In collaboration with said Board, the chairperson shall recommend additional committee members.

Section 3. Committee Authority.

The designation of committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it by law.

Section 4. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Association and until a successor is appointed, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. General Guidelines.

- A. **Chairperson.** Each standing and special Committee (except the Committee on Nominations) shall have a Chairperson appointed by the President and who must be an active member of the Association in good standing. The chairperson will report the progress of the committee to the members of the Association and the Board of Directors at the annual meeting of the Association.
- B. **Guidelines.** Each committee must adopt guidelines that are consistent with these bylaws and rules adopted by the Board of Directors.
- C. **Quorum.** A majority of the members of any committee shall constitute a quorum for the transaction of business, and the acts of the majority at any regularly called meeting when a quorum is present shall be the acts of the committee.
- D. **Resolution—Mail Vote.** A resolution of a committee may be considered by mail vote upon the written request of the chairperson except as otherwise provided in these bylaws. Such resolution shall be presented to every member of such committee through the mail and shall become the official action of that committee if a majority of the entire membership of that committee gives their written affirmative approval thereof.

Section 7. Standing Committees.

A. **Bylaws Committee.**

1. The Bylaws Committee shall consist of at least three (3) active members of the Association in good standing.
2. It shall be the duty of this committee to review these bylaws at least once a year, suggesting changes if necessary. Suggestions shall be reported to the Executive Board and Board of Directors of the Association.
3. Any suggested changes to the bylaws shall be first submitted to the Bylaws Committee for study and evaluation, and they will then comment to the Executive Board and Board of Directors of the Association.
4. The Bylaws Committee shall make the necessary revisions to keep the written record of the bylaws current with amendments duly adopted.

B. **Membership/Chapter Committee.** The purposes of this committee are to assist in the recruitment of new members and in the retention of existing members, as well as to assist in the recruitment and approval of newly defined chapters. With information provided by the headquarters of the Association, the chairperson of this committee shall review all applications submitted for membership in the Association, consulting with committee members as deemed necessary. Recommendations will be forwarded to the headquarters of the Association for necessary action.

C. **Professional Development Resource Council.** The Professional Development Resource Council will be composed of, but not limited to, three (3) members and one (1) chairperson. The main focus of this Council will be the development, monitoring, and maintenance of the educational programs of the Association. Guidelines and goals will be developed by this Council in conjunction with the Board of Directors.

D. **Corporate Advisory Committee.** The Corporate Advisory Committee was formed to advise and assist in the planning of the Association's national meetings, to assist with exhibits and vendor relationships, and to promote attendance and participation at national meetings and educational programs. This committee is composed of seven corporate members who may each select an individual to represent its organization.

E. **Past Presidents' Advisory Committee.** All Past Presidents shall automatically become members of the Past Presidents' Advisory Committee. The chairperson shall be the Immediate Past President. The Committee shall advise and assist the President, the Executive Board, the Board of Directors, and/or committees of the Association by carrying out such duties and responsibilities as may be assigned to it by the President, Executive Board, and/or Board of Directors of the Association.

F. **Nominating Committee.** See Article X, Section I of these bylaws.

3. No person then serving as an officer of the Association shall at the same time serve on the Nominating Committee.

Section 2. Election Method.

Procedures shall be followed according to date specified:

A. **Call for Nomination.** A minimum of one hundred twenty (120) days prior to the annual meeting, a nomination ballot indicating requirements and requesting nominations for the office of President-elect or Secretary/Treasurer shall be mailed to all active and associate members.

Included with this ballot will be a list of those who are eligible for nomination with their addresses and telephone numbers.

B. **Return of Nomination Papers.** Interested, eligible candidates shall fill out a curriculum vitae sheet and return it to Association headquarters office within thirty (30) days of postmark on nomination papers mailing envelope.

C. **Ballots to Nominating Committee.** Each member of the Nominating Committee shall be given a copy of all nominations within fourteen (14) days of the closing date for nominations.

D. **Nominating Committee to Choose Candidates.** Within thirty (30) days of receipt of nomination ballots, Nominating Committee members will meet in person or by conference call to select the number of candidates to be included on the election ballot.

At least one (1) candidate but not more than three (3) candidates will be selected to run for each office of President, President-elect and Secretary/Treasurer.

E. **Selections sent to Association Headquarters.** Within the same thirty (30) day time period, a ballot sheet listing the selections of the Nominating Committee will be sent to the headquarters office.

F. **Mailing of Ballots to Active and Associate Membership.** The headquarters office will mail ballots to appropriate members a minimum of fourteen (14) working days after their receipt or will post the ballots on the Association's voting web site for electronic voting by eligible members.

The headquarters office with review of the Nominating Chairperson is responsible to ensure that the ballot is correct and within the constraints of these bylaws before mailing or posting on the web site.

G. **Return of Completed Ballots.** Paper ballots shall be returned to the headquarters office a minimum of twenty-one (21) working days of the postmark stamped on the mailing envelopes. Electronic voting must take place within twenty-one (21) working days of the date of posting on the Association's voting web site.

Ballots received or voted electronically after this date will not be included in the tabulation of election results

H. **Ballots Stored at Headquarters.** Completed paper ballots will remain unopened and secure at Association headquarters until opened and tabulated at the annual meeting.

I. **Tabulation of Ballots.** The chairperson of the Nominating Committee and two (2) Association members appointed by the President shall be responsible for tabulation of the election results. If voting has been completed electronically, the tally of any paper ballots submitted will be added to the results of the electronic vote.

J. **Determination of Election Results.** A majority of all valid votes shall decide the result of an officer election. "Majority" is defined as any number, whole or fractional, that is greater than fifty percent (50%). Run-off elections will not be allowed in an officer election. Voters will be asked to designate their first, second and third choices whenever there are three (3) candidates running for office. If one (1) candidate receives a majority of the first-choice votes, that candidate is automatically the winner. If there is no majority winner, points will be assigned for each of the choices. The candidate with the greatest number of points wins the election and a run-off vote will be unnecessary.

ARTICLE X

ELECTIONS

Section 1. Nominating Committee.

A. **Nominating Committee Chairperson.** The Board of Directors shall elect a Nominating Committee chairperson from said Board to coordinate the election process. Such chairperson shall serve for one (1) year. Such choice may be renewed by the Board at its discretion.

B. **Other Committee Members.** The chairperson shall select at least two (2) other persons from different geographical areas.

C. **General Guidelines.**

1. No person serving on the Nominating Committee shall be nominated for office without first resigning from said committee.
2. To the extent practicable, geographic representation should be considered when selecting candidates to serve as officers.

- K. **Tabulation Summary.** The Nominating Committee chairperson shall prepare a tabulation summary report of all votes cast. This report will be signed by the Nominating Committee chairperson and the two (2) members who participated in the tabulation process.

This tabulation summary will be maintained as a permanent record at the Association headquarters.

- L. **Tie Votes.** In the event of a tie in the election, each member of the current Board shall cast a vote to break the tie.

The President shall cast the deciding vote in the event of a second tie.

- M. **Destruction of Ballots.** After a vote of the membership, the paper election ballots will be destroyed by the chairperson of the Nominating Committee. The votes cast electronically will be permanently deleted.

Section 3. Officers Taking Office.

Officers will take office at the close of the annual meeting at which the election results were announced and shall serve for the amount of time specified in these bylaws.

ARTICLE XI

DUTIES OF OFFICERS

Section 1. President.

The President should be the principal elective officer of the Association.

- A. **Presides at Meetings.** He/she shall preside at meetings of the Association and of the Board of Directors and of the Executive Board.
- B. **Standing and Special Committees.** He/she shall appoint all standing and special committees not otherwise provided for and shall be an ex-officio member of all committees.
- C. **Communication.** He/she shall, at the annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the Association or the Board of Directors such matters and suggestions as may in his/her opinion promote the welfare and increase usefulness of the Association.
- D. **Other Duties.** He/she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.
- E. **Executive and Administrative Affairs.** The President is not charged with executive or administrative responsibilities in the management and continuing conduct of Association's affairs.

Section 2. President-elect.

- A. **Absence of President.** In the absence of the President, the President-elect shall preside over meetings of the Executive Committee and of the Board of Directors.
- B. **Other Duties.** The President-elect shall assume such other duties as are assigned to him/her by the President and/or the Board of Directors.

Section 3. Secretary/Treasurer.

- A. **Association Funds.** The Secretary/Treasurer shall be responsible for the collection and receipt and have charge of all funds of the Association. He/she shall have deposited such funds in the bank designated by the Board of Directors and shall provide for the expenditure of such funds.
- B. **Minutes of Meetings.** The Secretary/Treasurer shall attend and ensure the taking of suitable records in permanent form of the proceedings of all meetings of the Association, the Board of Directors, and the Executive Board.
- C. **Records.** He/she shall oversee preservation of all papers, letters, and transactions of the Association.
- D. **Corporate Seal.** He/she shall have custody of the corporate seal.

- E. **Financial Reports.** The Secretary/Treasurer shall report to the Board of Directors as to the financial standing of the Association whenever he/she is required to do so and shall make a full report to the Association at each annual meeting.

- F. **Audits.** The accounts of the Secretary/Treasurer shall be audited each two (2) years upon completion of the term of office by a certified public accountant approved by the Board of Directors

- G. **Delegation to Executive Director.** The Executive Director of the Association shall assume such duties in connection with the work of the Secretary/Treasurer as specified by the Board of Directors.

- H. **Responsibilities at End of Term.** The retiring Secretary/Treasurer shall within one (1) month after the close of the annual meeting deliver to the newly-elected Secretary/ Treasurer all money, vouchers, books, and papers of the Association in his/her custody.

Section 4. Representatives of the Board.

Represent Board of Directors to Executive Board. The Representatives to the Executive Board shall represent and reflect the interests of the whole Board to the Executive Board of the Association.

Section 5. Executive Director.

The administration of the Association shall be through an Executive Director appointed by and directly responsible to the Board of Directors.

- A. **Voting Power.** The Executive Director shall not have voting power.
- B. **Power to Act.** Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Executive Director may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed. The Executive Director may accomplish such execution either under or without the seal of the Association and either individually or with any other officer thereunto authorized by the Board of Directors according to the requirements of the form of the instrument.
- C. **Compensation.** The Executive Director shall be compensated from the funds of the Association for the contracted services (includes his/her salary, office staff salaries, and associated expenses, etc.) rendered the Association.

ARTICLE XII

COMMISSIONS OR ADVISORY BODIES

Commissions or advisory bodies not having nor exercising the authority of the Board of Directors in the Association may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates.

ARTICLE XIII

BONDING

At the direction of the Board of Directors, any officer or employee of the Association shall furnish at the expense of the Association a fidelity bond, in such a sum as the Board shall prescribe.

ARTICLE XIV

BOOKS AND RECORDS

The Association shall keep correct and complete books of account and records and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XV

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

ARTICLE XVI

SEAL

The corporate seal shall have inscribed thereon the name of the Association and the words *Corporate Seal, Illinois*. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XVII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the articles or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XVIII

AMENDMENTS

Upon proposal by the Executive Board, these bylaws may be amended in either of two ways:

- A. At any annual meeting of the Association pursuant to a two-thirds (2/3) affirmative vote of active and associate members who are eligible to vote and are present at the meeting; or
- B. Through a special meeting called for the purpose of amending these bylaws pursuant to a two-thirds (2/3) affirmative vote of active and associate members who are eligible to vote and return ballots either by mail or electronically to the Secretary/Treasurer.

A copy of any proposed amendments shall be mailed to the last recorded address of each eligible member at least thirty (30) days prior to the date of the annual meeting or the special meeting when they vote for the proposed amendment is to be considered.

ARTICLE XIX

INDEMNIFICATION

This Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or officers or former Directors or former officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of the Association, except in relation to matters as to which such Director or officer or former Director or former officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XX

DISSOLUTION AND TRANSFER OF ASSETS

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors in accordance with the objectives of the Association.

INDEX

| | |
|---|--------------------|
| Active Membership | 2 |
| Amendments to Bylaws | 8 |
| Annual Meeting | 2 |
| Application for Membership | 1 |
| Assets, Transfer of | 8 |
| Associate Membership..... | 2 |
| Audits | 7 |
| Board of Directors | |
| – Compensation | 4 |
| – Composition | 3 |
| – Directors | 3 |
| – Duties of | 3 |
| – Executive Board | 4 |
| – General Powers | 3 |
| – Manner of Acting | 4 |
| – Presumption of Assent | 4 |
| – Proxy | 4 |
| – Representatives of | 7 |
| – Removal of Director | 4 |
| – Resignation of Director..... | 4 |
| – Special Meetings | 4 |
| – Standing Committees | 6 |
| Bonding | 7 |
| Books and Records | 7 |
| Business Office | 1 |
| Categories of Membership..... | 1 |
| Certificates of Membership | 1 |
| Chapters (see Constituent Chapters) | |
| Code of Ethics | Inside Front Cover |
| Commissions or Advisory Bodies | 7 |
| Committees | |
| – Appointments | 5 |
| – Bylaws | 6 |
| – Corporate Advisory Committee | 6 |
| – Guidelines | 5 |
| – Membership/Chapter | 6 |
| – Nominating | 6 |
| – Past Presidents' Advisory Committee | 6 |
| – Professional Development Resource Council | 6 |
| – Special Committees | 7 |
| – Standing Committees | 7 |
| – Term of Office | 5 |
| – Vacancies..... | 5 |

| | |
|---|---------|
| Constituent Chapters | |
| – Conditions of Membership | 2 |
| – Definition | 2 |
| – Disqualification | 2 |
| – Liaison | 2 |
| – Reinstatement | 2 |
| Default and Termination of Membership | 2 |
| Delegates-at-Large | 3 |
| Dissolution of Association | 8 |
| Dues | |
| – Annual | 1 |
| – Chapter, Remission of | 2 |
| Duties of Board of Directors..... | 3 |
| Duties of Officers | |
| – Executive Director | 7 |
| – President | 7 |
| – President-elect | 7 |
| – Representatives of the Board | 7 |
| – Secretary/Treasurer | 7 |
| Elections | |
| – Methods | 6 |
| – Nominating Committee | 6 |
| – Officers Taking Charge | 6 |
| Elective Officers..... | 5 |
| Electronic Voting | 6 |
| Emeritus Membership | 4 |
| Executive Board..... | 4 |
| Executive Director | 7 |
| Expulsion | 2 |
| Fiscal Year | 8 |
| Healthcare, Definition of | 1 |
| Indemnification | 8 |
| Meetings | |
| – Annual..... | 2 |
| – Fixing of Member Record Dates | 3 |
| – Membership..... | 2 |
| – Order of Business at..... | 3 |
| – Quorum | 3 |
| – Special..... | 3 |
| Membership | |
| – Active | 1 |
| – Application | 1 |
| – Associate | 1 |
| – Categories | 1 |
| – Committee..... | 6 |
| – Default and Termination | 2 |
| – Emeritus | 1 |
| – Expulsion | 2 |
| – Meetings | 2 |
| – Proxies..... | 3 |
| – Qualifications..... | 1 |
| – Quorum | 3 |
| – Reinstatement of Membership | 2 |
| – Remission of Dues to Constituent Chapters | 2 |
| – Resignation | 2 |
| – Responsibility of Members | 1 |
| – Suspension | 2 |
| – Transfer of Membership | 2 |
| – Voting | 2 |
| Mission Statement..... | 1 |
| Name | 1 |
| Nominating Committee | 6 |
| Objectives | 1 |
| Officers | |
| – Duties of | 7 |
| – Election | 5 |
| – Elective | 5 |
| – Officers, Elected in Alternate Years | 5 |
| – President | 5 |
| – President-elect | 5 |
| – Qualifications..... | 4 |
| – Removal..... | 5 |
| – Secretary/Treasurer | 5 |
| – Vacancies..... | 5 |
| Order of Business at Meetings..... | 3 |
| President, Duties of | 7 |
| President-elect | |
| – Duties of | 7 |
| – Election of | 5 |
| Proxies | 3 |
| Purpose..... | 1 |
| – Mission Statement | 1 |
| – Objectives | 1 |
| Qualifications for Membership..... | 1 |
| Quorum..... | 3, 4, 5 |
| Reinstatement of Membership..... | 2 |
| Remission of Dues to Constituent Chapters | 2 |
| Resignation | 2 |
| Responsibility of Members..... | 1 |
| Robert’s Rules of Order, Newly Revised | 3 |
| Seal | 8 |
| Secretary/Treasurer | |
| – Duties of | 7 |
| – Election of | 5 |
| Special Meetings of Board of Directors | 4 |
| Standing Committees | 5 |
| Suspension and Expulsion of Members | 2 |
| Transfer of Assets | 8 |
| Transfer of Membership | 2 |
| Treasurer (see Secretary/Treasurer) | |
| Vacancies in Elective Offices | 5 |
| Voting | |
| – Active and Associate Members..... | 2 |
| – By Ballot | 3 |
| – By Electronic Vote | 6 |
| – By Proxy..... | 2 |
| – Power | 2 |
| Waiver of Notice | 8 |

