**ARKANSAS HOSPITAL AUXILIARY ASSOCIATION**

**BYLAWS**

**Article I. NAME**

The name of this organization shall be the Arkansas Hospital Auxiliary Association.

**Article II. OBJECT**

The object of the Arkansas Hospital Auxiliary Association shall be to improve patient care in Arkansas hospitals by assisting in the organization of local hospital auxiliaries, by promoting the development of existing hospital auxiliaries, by providing services and acting as a coordinating body for its members, and by supporting the Arkansas Hospital Association and the American Hospital Association.

**Article Ill. MEMBERSHIP**

**Section 1.**

Membership in the Arkansas Hospital Auxiliary Association shall, upon application, be granted to auxiliaries of institutions, and / or others, which are members of the Arkansas Hospital Association, that have met all the requirements listed in the GUIDELINES FOR FORMING AN AUXILIARY.

**Section 2.**

An auxiliary retains its good standing by payment of annual dues and operating consistently within the objectives of the AHAA.

**Article IV. DISTRICTS**

The Arkansas Hospital Auxiliary Association is composed of districts with the same geographical boundaries as those of the Arkansas Hospital Association.

**Article V. ANNUAL MEETING-CONVENTION**

**Section 1.**

The annual meeting shall be held in conjunction with the annual convention. It shall customarily be held at the same time in the same city as the annual meeting of the Arkansas Hospital Association at a place agreed upon by the AHAA Board of Directors.

**Section 2.**

Each auxiliary in good standing shall be represented by one delegate at the annual meeting and shall have one vote.

**Section 3.**

A majority of the registered voting delegates present, as determined by the AHAA Parliamentarian, shall constitute a quorum.

**Section 4.**

Registration fees shall be charged, the amount being determined by the AHAA Board of Directors

**Section 5.**

A copy of the annual reports shall be provided for each registrant at the convention.

**Article VI. OFFICERS**

**Section 1.**

The elected officers of this organization shall be: president, president-elect, vice president, secretary, treasurer, and each district chair. All officers must reside in the state of Arkansas or a city sharing an Arkansas boundary.

**Section 2.** Only elected officers, as listed in Section 1 above, as well as the Immediate Past President, the AHA President, and the Arkansas Society of Directors of Volunteer Services (ASDVS) President shall have a vote on motions made at AHAA board meetings.

**Section 3.**

District Chairs shall be elected by each district at its spring district meeting. If there is more than one (1) nominee for district chair, a vote will be taken by written ballot. District Chairs, duly elected by their district, will be recognized at the annual meeting.

**Section 4.**  All members of the state board, elected or appointed**,** must have access to the internet.

**Section 5.**

Nomination forms for all offices other than the president and district chairs must be received by the chair of the credentials committee by JULY 1**. T**he District Chair nomination form must be received by the Credentials Committee by March 15th. The nominees for the STATE offices of president-elect, vice president, secretary andtreasurer shall be voted on by the delegates at the annual meeting. There shall be no nominations for any office from the floor.

**Section 6.**

Nominees for the office of President-elect shall have served on the AHAA Board of Directors for at least two (2) years in the past six (6) yearsand shall not have previously served as AHAA President.

**Section 7.**

All officers shall be elected to serve for a term of one (1) year. Officers other than the president-elect may be re-elected for an additional term of one (1) year in the same office. After election for two (2) successive years to the same office, re-election to that office is barred for the period of one (1) year.

**Section 8.**

No member shall be elected to more than one (1) office at a time.

**Section 9.**

Elected officers may serve for a maximum of six (6) years, and then will be barred for a period of two (2) years before being eligible to serve in an elected office.

**Section 10.**

Past presidents of AHAA are barred from serving in an elected office but may serve in appointed positions and/or may be appointed to complete the term of an elected officer.

**Section 11.**

The president shall have the authority to appoint the following**:** gift shop consultant, parliamentarian, convention chair, handbook chair, legislative chair, leadership chair, bylaws chair, state scholarship chair, website chair, newsletter editor and historian.

**Section 12.**

A vacancy occurring in an elective office, except that of the president or a district chair**,** shall be filled by the Board of Directors after certification by the Credentials Committee. A vacancy in the elective office of a district chair shall be filled by the district.

**Section 13.**

In the event that two-thirds (2/3) of the Board, at a meeting called by three (3) of the members for the specific purpose of considering whether an officer should continue in office, vote to unseat a member of the Board for cause, a vacancy shall be declared in that office and the remaining members of the Board shall elect a person to fill that vacancy by majority vote. Cause as used herein means failure to perform the duties of the office assigned to that Board member or lack of integrity. Five days notice, written or faxed, is required before such a meeting can be held.

**Section 14.**

Members of the component auxiliaries who are in good standing shall be eligible to hold office in the Arkansas Hospital Auxiliary Association**,** with the exceptions noted in Sections 8 and 9 above.

**Article VII. DUTIES OF OFFICERS**

**Section 1. President**

 a. Serves as the chief executive officer of the AHAA.

 b. Serves as a voting member of the AHA Board of Directors and should

 attend all Board meetings. If unable to attend, he/she must notify the

 president of the AHA prior to the meeting.

C. Presides at all meetings of the AHAA Board of Directors, the executive committee, the annual meeting and any institutes.

d. Calls such meetings of the Board and executive committee as are needed or requested.

e. Visits each district at least twice.

**Section 2. President-elect**

a. Becomes familiar with the history and objectives of the organization and prepares for the presidency.

b. Temporarily assumes the duties of the president in the absence or disability of that officer.

 c. Secures the token of appreciation to be given to the outgoing president at

 the annual convention.

 d. Appoints an advisory committee of AHAA Past Presidents to serve as

 advisors the following year. They shall have no vote on the board.

 e. Assists in the planning of convention and any AHAA sponsored institutes.

 f. Visits each district for the district meetings.

 g. Sets the dates for the fall and spring district meetings.

 h. Serves as State Projects Chair.

 i. The Treasurer shall be consulted before any state project supplies are

 ordered.

**Section 3. Vice-President**

a. Performs the duties of the president and president-elect in the absence of those officers.

b. Serves as membership committee chair, checking all APPLICATION FOR MEMBERSHIP forms as to qualifications and requirements, working closely with the district chairs and other officers. He/she encourages exchange of information and ideas between districts.

 c. Performs other duties as may be assigned by the president.

**Section 4. Secretary**

a. Keeps accurate and complete minutes of all business transacted at general and AHAA Board meetings and sends a copy to each Board member, each Advisory Committee member and the AHA liaison.

b. Keeps a secretary’s book which is given to the successor.

c. Sends out notices of all Board meetings and other meetings as asked by the president.

d. Takes care of correspondence requested by the president.

**Section 5. Treasurer**

 a. Shall keep a record of all financial receipts and disbursements.

 b. Shall serve as chair of the finance committee.

c. Shall pay vouchers for expenses incurred by the AHAA Board as provided in bylaws, policies and procedures or which have Board approval.

d. Shall send statements for dues to member auxiliaries prior to November 15. In January notifies district chairs of their auxiliaries whose state dues have not been paid.

e. Shall be bonded in such an amount as the Board shall determine.

 f. Shall have the books audited by a CPA prior to the annual meeting.

g. Shall give the books to his/her successor as soon as feasible after the annual meeting.

h. Shall conduct all financial transactions with an accredited FDIC institution. May make special investments with an accredited financial institution in the state of Arkansas with the approval of the AHAA Board.

i. Shall keep the Gift Shop consultant informed of any change in the membership status of any auxiliary.

 j. Shall be a member of the Convention Committee.

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**Section 6. District Chairs**

a. Lead each district to function under Administrative Policies and Procedures guidelines as compiled following the AHAA Bylaws and inform local auxiliaries of any changes approved by the Board.

b. Report to the districts the actions of the AHAA Board and its recommendations for action by the district and the local auxiliaries.

c. Give assistance and advice to any established auxiliary, or to anyone requesting help in forming a new auxiliary within the geographical district limits.

d. Conduct elections of district officers who shall be elected by the President, or their representative, of each auxiliary within the district at the spring district meeting. The district secretary and the district treasurer shall take office at the discretion of their district. The district chair shall take office at the annual meeting-convention. The name of the person elected by the district membership to be district chair shall be submitted on the proper form to the chair of the Credentials Committee before March 15th.

e. Conduct district meetings in the fall and spring as scheduled by the

President-elect.

 f. Constitute the AHAA Membership Committee and serve on the State

 Projects Committee.

g. Instruct the auxiliary presidents to send a copy of their newsletter to the state president, president-elect and district chair. A brief report of auxiliary activities should be sent to the state newsletter editor.

h. Responsible for getting all current AHAA forms to all Auxiliary presidents and director/coordinator in his/her district.

**Section 7. Immediate Past President**

Shall serve on the Board of Directors as a voting member during the year following her/his term as president, as chair of the Credentials Committee.

**Section 8. Appointed Officers**

Shall perform duties which are included in the Administrative Policies and Procedures. They shall have no vote on the board.

**Article VIII. BOARD OF DIRECTORS**

**Section 1.**The Board of Directors shall consist of the elected officers, the district chairs, the president of the AHA or his representative, the president of the Arkansas Society of Directors of Volunteer Services and the immediate past president of the AHAA.

**Section 2.**

The Board of Directors shall have the power to transact general business of the organization, to act upon all applications for membership and to approve plans for the annual meeting.

**Section 3.**

Operating policies and procedures necessary to implement these bylaws and to guide the operation of the association shall be adopted and recorded in Administrative Policies and Procedures, a document which may be amended at any time by a majority of the Board of Directors.

**Section 4.**

Regular meetings of the Board of Directors shall be held every other month or six (6) times a year, at such place and time as directed by the president.

**Section 5.**

Special meetings may be called by the president or by any three (3) members of the Board of Directors. The call must state the business to be transacted and no business may be transacted except that specified in the call. The call for the special meeting must allow forty-eight (48) hour notice.

**Section 6.**

A majority of the Board of Directors shall constitute a quorum.

**Article IX. EXECUTIVE COMMITTEE**

**Section 1.**

The Executive Committee shall consist of the president, president-elect, vice

president, secretary, treasurer**,** immediate past president, ASDVS president, and the AHA president or his/her representative.

**Section 2.**

The Executive Committee shall be empowered to act for the Board of Directors on all matters properly within the jurisdiction of the Board, which the president determines

cannot be held over until the next meeting of the Board. All actions of the committee shall be reported to the Board at its next regular meeting and shall be subject to revision, alterations, or ratification.

**Section 3.**

The Executive Committee is empowered to receive notice from the president-elect no later than August 1 of the year in which he/she is to take office which states that she/he cannot assume her/his duties at the annual meeting for good cause stated. The Executive Committee may treat this notice as an offer of resignation or may appoint an interim president to serve until the president-elect can assume her/his duties or her/his term expires, whichever occurs first. The interim president may be the president-elect, a past president or any other person deemed qualified by the Executive Committee.

**Section 4.**

In the event that a president-elect begins her/his term early, she/he shall begin her/his full term as president at the next annual meeting, and her/his own term will not be shortened because she/he filled out an unexpired presidential term.

**Section 5.**

Meetings of the Executive Committee may be held at any time and place determined by the president.

**Section 6.**

A majority of the committee shall constitute a quorum.

**Article X. CREDENTIALS COMMITTEE**

**Section 1.**

The Credentials Committee shall consist of the immediate past president and the last two (2) AHAA past presidents who are available and active. The immediate past president shall serve as chair of this committee, provided his/her auxiliary is a member in good standing of the Arkansas Hospital Auxiliary Association.

**Section 2. The duties of the committee are:**

a. To certify before the July AHAA Board meeting the eligibility of all candidates for officer positions. Eligibility requirements are (1) that the nominee’s auxiliary has paid both state and district dues, (2) that each nominating form has the appropriate signatures, and (3) such other uniformly applied requirements as the Board may adopt from time to time.

b. To have copies of certified forms of nominees printed in the AHAA Newsletter sixty (60) days in advance of the annual meeting if there is more than one nominee for any office.

c.To have a list of the nominees for office (other than district chairs) printed in the AHAA Newsletter sixty (60) days in advance of the annual meeting**.**

 d. To prepare ballots for voting by delegates at the annual meeting if needed.

e. To count ballots, if used, and prepare the slate of elected officers to be announced at the annual meeting.

f. To certify and recommend to AHAA Board, candidates to fill vacancies in elected offices with the exception of district chairs who are elected in their respective districts.

**Article XI. COMMITTEES**

**Section 1.**

The standing committees shall be those necessary for the functioning of the organization and shall meet at the call of their respective chairs or any two (2) members of the committee. They are listed, with their duties, in Administrative Policies and Procedures.

**Section 2.**

The president shall appoint chairs as well as members of all committees which are not specified elsewhere in these bylaws or in administrative policies and procedures. A co-chair may be appointed to these committees if the composition is not addressed in other sections of the bylaws.

**Section 3.**

The president and president-elect shall be ex-officio members of all committees except the Credentials Committee. They shall have no vote on these committees.

**Article XII. ANNUAL DUES**

**Section 1.**

Membership dues shall be determined upon the recommendation of the Board of Directors and shall be subject to approval by the voting delegates at the annual meeting.

**Section 2.**

Dues are payable November 15 and shall be delinquent if not paid by the following January 15. While an auxiliary is delinquent in payment of its dues it shall forfeit the right to vote.

**Article XIII. FISCAL YEAR**

The fiscal year of the Arkansas Hospital Auxiliary Association shall be the same as the Arkansas Hospital Association’s and begin on July 1 and end on June 30.

**Article XIV. PARLIAMENTARY AUTHORITY**

The rules contained in Robert’s Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**Article XV. AMENDMENTS**

Preceded by forty-five (45) days written notice to member auxiliaries, amendments to these bylaws may be adopted at any annual meeting by two-thirds (2/3) vote of the delegates and shall become effective immediately, contingent upon the approval of the directors of the Arkansas Hospital Association.

**Article XVI. EMERGENCY PROVISIONS**

When a vote concerns amendments to the bylaws, the measure shall be deemed to have passed if two-thirds (2/3) of the members eligible to vote return affirmative votes within any stated time limit.