



## BYLAWS

### ARTICLE I. NAME AND PRINCIPAL OFFICE

#### **Section 1. Name.**

The Name of the Association shall be the National Association for Health Care Recruitment.

#### **Section 2. Principal Office.**

The Principal Office of the Association shall be determined by the location of the association management company.

### ARTICLE II. PURPOSE

The purpose of the Association shall be (1) to promote and exchange sound and ethical principles of health care recruitment which may be employed by its members for their mutual benefit and professional advancement; (2) to advance the interest of and promote cooperation among its members; (3) to acquire and disseminate among its members information and education regarding current industry conditions that will assist them in conducting their business; and generally to perform such other services for its members as shall be permitted by law and the bylaws of this Association.

### ARTICLE III. MEMBERSHIP

#### **Section 1. Classes of Membership.**

There shall be five classes of Members~~hip~~ in this Association: Active~~Members~~, Federal~~Government Members~~, Associate~~Members~~, Vendor~~Members~~Business Partner, and Honorary~~Members~~. ~~Part-time temporary or personnel placement agency staff is eligible for Vendor Membership.~~

#### **Section 2. Active Membership.**

~~Active and Federal Government members are the only voting membership categories of NAHCR.~~

~~Applicants for~~ Active Membership ~~or renewal thereof must be~~ open to those individuals who are actively involved in health care (i) recruitment, (ii) retention or (iii) human resources. Active Members are eligible to vote as members and hold office in this Association.

- a. Individuals not employed by organizations providing health care services but who are actively involved in health care (i) recruitment, (ii) retention, or (iii) human resources may join as Active members; however, Active Membership may not be used as a substitute for Business Partner Membership.

~~b. All active members shall be individuals whose application for membership in NAHCR has been accepted, whose dues are current, and whose membership is not under revocation for violation of the NAHCR bylaws or policies.~~

- c. ~~Active Membership in the Association shall be based on the personal and professional qualifications as outlined in Section 2b.~~

#### **Section 3. Federal ~~Government~~ Membership.**

Federal ~~Government~~ Membership is open to those individuals who are recruiters or human resource professionals in any organization owned and operated by the Federal Government, such as a VA Hospital. Federal Members are eligible to

vote as members and hold office in this Association.

#### **Section 4. Associate Membership.**

Associate Membership is open to (i) former Active Members who no longer meet the criteria for Active Membership and (ii) other professionals in associated industries who do not meet the criteria for Active Membership. Associate Membership cannot be used as a substitute for ~~Vendor Membership~~any other class of membership. Associate Members ~~shall be~~are ineligible to vote ~~as members or~~but may hold office in this Association.

#### **Section 5. ~~Vendor-Business Partner~~ Members.**

~~Vendor membership~~Business Partner Membership is open to companies or organizations that distribute, supply, or sell products or services to NAHCR members. ~~Vendor Members are ineligible to vote as members. Vendor membership~~Business Partner Membership may be subject to approval by the Board of Directors. Business Partner Members are ineligible to vote but may hold office in this Association.

a. Staffing and placement agencies are eligible for Business Partner Membership.

#### **Section 6. Honorary Membership.**

Honorary Membership may be conferred on individuals who have rendered distinguished service to the Association and have shown substantial support for the goals and activities of the Association. At any general meeting, the Board of Directors may propose for majority vote of the members present the name(s) of individuals to be considered. Honorary members are ineligible to vote but may hold ~~any~~ office in this Association.

#### **Section 7. Applications and Approval.**

Applications for membership shall be submitted to the Association Management Company. The member applications will be examined by the Executive Director or designee and approved according to Bylaws/Policy.

#### **Section 8. Duration of Membership.**

The membership year shall be based on a calendar year structure.

#### **~~Section 9. Charter Members.~~**

~~All members in good standing as of June 1, 1975 shall be considered Charter Members of the Association.~~

#### **Section ~~109~~. Suspension and Expulsion.**

The Board of Directors may suspend or expel any member for just cause after giving the member the opportunity for a hearing before the Board of Directors. It shall require the affirmative vote of a majority of the Board of Directors at a regular or special meeting at which a quorum is present. Any member suspended or expelled may petition the Board of Directors to be reinstated. The petitioner may be reinstated by affirmative vote of a majority of the members of the Board of Directors present and voting.

For purposes of this paragraph, the term for just cause shall include, but not be limited to any of the following:

1. Any willful violation of these bylaws or policies.
2. Any conduct on the part of said member that adversely impacts the reputation and /or welfare of NAHCR.

Any member may be suspended or dropped from the listing of current members and have their membership benefits discontinued for non-payment of dues.

### **ARTICLE IV. DUES AND FEES**

#### **Section 1. Annual Dues.**

The annual dues of each member shall be determined by the Board of Directors and shall become due on January 1. Dues will be pro-rated by month for any new member that joins the association after August 1, except that new members joining between October 1 and December 31 will pay the full annual dues amount which will cover the remainder of that year and the entire next year.

## **ARTICLE V. MEMBERSHIP MEETINGS**

### **Section 1. Annual Business and Membership.**

The purpose of this meeting is to inform the membership of the Association's activities and directions. This meeting is open to all members. The Association Management Company will notify members of the location and time of the meeting which is held in conjunction with the annual conference. The voting members (as noted in Article III) present shall constitute a quorum.

### **Section 2. Agenda.**

The membership will be provided the tentative agenda thirty days in advance.

### **Section 3. Member Representation.**

At all member meetings each voting member (as noted in Article III) shall be entitled to one vote on all matters coming before the Association. Voting privileges are non-transferrable and proxy voting is not allowed.

#### **Section 3.1.**

At member meetings voting members of the Association (as noted in Article III) may have the privilege of the floor in keeping with Roberts Rules of Order.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 1. Authority of the Board.**

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these bylaws, shall actively carry out its purpose and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may appoint such agents as it may consider necessary.

### **Section 2. Number and Tenure.**

#### **Section 2.1**

The Board of Directors shall consist of elected Officers, Directors and ~~Vendor Member at Large~~ the Business Partner at Large. ~~All Board Members shall be members in good standing of the Association. The Board of Directors will have full voting rights during their respective terms of office.~~ The number of Board Members shall be not less than three (3) and not more than ten (10), as determined by the Board to be in the best interest of the Association. All members in good standing of the Association are eligible to serve on the Board of Directors; however, the Board shall comprised of at least 80% Active and Federal Members, and only Active and Federal Members serving on the Board of Directors will have full voting rights during their respective terms of office.

#### **Section 2.2**

Officers shall be elected for a one-year term and shall be eligible to serve for one additional term. They shall be ineligible to serve for more than two consecutive terms in the same office.

##### **Section 2.2.1**

Following the officer's term, the President-Elect shall assume the office of President for one year and shall be eligible to serve for one additional year.

##### **Section 2.2.2**

Following the officer's term, the President shall assume the office of Immediate Past President for one year and shall be eligible to serve for one additional year.

#### **Section 2.3**

The Directors shall be elected for a two-year term of office on a staggered basis and shall be eligible to serve for one

consecutive term.

#### **Section 2.4**

The ~~Business Partner at-Large Vendor Member at Large~~ shall be elected by the Board of Directors from a slate of candidates to serve a one year term of office and shall be eligible to serve for one consecutive term.

#### **Section 3. Election.**

Annually, the voting members of the Association (as noted in Article III) of NAHCR shall elect the ~~officers-Officers~~ and ~~directors-Directors~~ to open positions on the Board of Directors.

#### **Section 3.1**

A special election will be called by the Board of Directors in the event the offices of President and President-Elect should become vacant at the same time.

#### **Section 3.2**

~~Each Active and Federal member of NAHCR~~ Eligibility to vote shall be determined as of the date electronic ballots are disseminated ~~shall be entitled to vote in the election of officers and Directors.~~

#### **Section 3.3**

A plurality vote of the voting members (as noted in Article III) shall constitute an election. In case of a tie, the choice shall be decided by the Board of Directors currently serving at the time of the election.

#### **Section 4. Meetings.**

The Board of Directors shall hold a minimum of two regular meetings annually for the transaction of such business as may properly come before it. It shall be the responsibility of the Association Management Company to give adequate notice to all Board members of the time and place of the Board meeting.

#### **Section 4.1**

In the intervals between regular meetings of the Board of Directors, the President of the Association may refer and submit to the members of the Board major questions relating to the affairs of the Association which, in the opinion of the President, require immediate action on the part of the Board. The results of such a resolution which require a majority vote of the members of the Board of Directors shall have the same validity, force, and effect as if such resolution had been adopted at a meeting of the Board of Directors held in accordance with the provisions of the bylaws.

#### **Section 5. Agenda/Minutes.**

The agenda for regular Board of Directors Meetings shall be provided to all Board Members prior to each meeting and the Minutes of all Board of Directors' Meetings must be sent to all Board of Directors in a timely manner after such meetings.

#### **Section 6. Special Meetings.**

Special meetings of the Board of Directors may be called by the President of the Association and must be called by the President at the written or e-mail direction of at least a simple majority of the Board of Directors.

#### **Section 7. Notice of Special Meetings.**

Special meetings of the Board of Directors shall be held after at least fifteen (15) days' notice, such notice to be given by the Association Management Company, stating the time and place of such meeting and the purpose thereof. The business conducted at such meetings shall be confined to the subjects stated in the notice of such meetings and to other appropriate matters.

#### **Section 8. Quorum.**

A quorum is a majority of the elected Board of Directors.

#### **Section 9. Vote.**

Unless otherwise provided by statute, or these bylaws, all matters coming before the Board shall be decided by a simple

majority of the quorum.

**Section 10. Special Vote.**

A resolution originated by any member of the Association and sponsored in writing by not less than one-third of the Board of Directors, when delivered to the Association Management Company shall be promptly submitted to the members of the Board of Directors for a vote and, if adopted, by not less than two-thirds of all Directors, it shall have the same validity, force and effect as if such resolution had been adopted at a meeting of the Board of Directors held in accordance with the provisions of the bylaws.

**ARTICLE VII. ROLES OF THE BOARD OF DIRECTORS AND STAFF**

**Section 1. Elected Officers.**

The elected officers of the Association shall be the President and President-Elect.

**Section 2. President.**

The President shall serve as Chairperson and preside at all General Membership meetings of the Association, Executive Committee meetings and meetings of the Board of Directors. At the Annual Meeting of the Association, and at all meetings of the Board of Directors, and at such other times as the President shall deem proper, the President shall communicate and make suggestions as may, in the President's opinion, promote the welfare and increase the usefulness of the Association. Subject to the approval of the Board of Directors, the President shall administer the affairs of the Association and perform all duties appropriate to the office including those assigned by the Board of Directors. The President shall have the authority and responsibility to determine the necessity for all national Committees, Officers, and Directors to travel at Association expense.

**Section 2. President-Elect.**

The President-Elect shall assume the duties of the President in the President's absence. The President-Elect shall also perform such executive responsibilities as delegated by the President.

**Section 4. Immediate Past President**

The Immediate Past President shall assume appropriate responsibilities as delegated by the President. The Immediate Past President is a non-voting member of the Board of Directors.

**Section 5. Directors**

Directors shall be elected by the voting membership and be members in good standing. Directors shall serve two-year terms and are eligible for one consecutive term. There shall be one ~~Vendor Member at Large~~Business Partner at-Large to serve as the ~~Vendor~~Business Partner Member representative. ~~The Vendor Member at Large is a non-voting member of the Board of Directors shall serve a one-year term and be eligible for one consecutive term.~~

**Section 6. Executive Director and/or Association Management Company.**

The Board of Directors may designate an Executive Director and/or management company, who need not be a member of the Association, to supervise the work of the Association. The Executive Director and/or management company shall have supervision of the affairs of the Association subject to the control of the Board of Directors. The Executive Director and/or management company shall collect dues, assessments and/or monies due to the Association, depositing them to the credit of the Association in a bank or banks approved by the Board of Directors. The Executive Director and/or management company shall be responsible for assisting the Board of Directors in the formulation of overall planning for present and future operations, implementing approved plans of operation and directing and coordinating all operations to achieve established objectives. The Executive Director and/or management company, in such capacity, shall have no vote at meetings of the General Membership, the Board of Directors, or the Executive Committee. The Executive Director and/or management company shall be employed by the Association subject to the terms and conditions of its service agreement.

**Section 7. Eligibility of Office.**

Any ~~voting~~ member (as noted in Article III) in good standing, meeting the criteria of the office, is eligible for election to all

offices except the office of President and Immediate Past President. The President-Elect fills the office of President upon the conclusion of the President's term and must have had recent Board of Directors experience when elected. Upon the completion of the President's term, the President fills the office of Immediate Past President. Should a Board member no longer meet the criteria ~~for membership of the office~~, they will have up to sixty (60) days to be reinstated ~~to active membership~~ or the office/position held must be vacated ~~at the end of that sixty (60) day period~~, except that, upon unanimous vote by the remaining directors to waive the qualifications for that individual, he or she may fill his or her current position until the next regular election.

#### **Section 8. Resignations and Vacancies.**

Any Board of Director or Officer of the Association may resign their office at any time. The resignation shall be in writing and shall take effect within fifteen (15) days after receipt of such notice unless otherwise requested by the Board. A vacancy occurring in any office whether by death, resignation, or other reason shall be filled according to the following:

##### **Section 8.1**

If a vacancy occurs in the office of President, the President-Elect shall complete the term of office of the President and then complete the elected term.

##### **Section 8.2**

If a vacancy occurs in the office of President-Elect, the President will appoint an individual subject to approval by the members of the Board to complete the term as President Elect and succeed to the office of President. At the next regular election, the office of President-Elect shall be filled.

##### **Section 8.3 Special Board Election.**

If a vacancy occurs in the office of the President and President-Elect simultaneously, the Board of Directors will select a slate of one or more nominees to complete the term of each office. A majority of the standing Board Members will constitute a vote on the slate.

##### **Section 8.4**

If a vacancy occurs in the office of Immediate Past President, the vacancy may be filled at the discretion of President.

##### **Section 8.5**

Should the office of any Director be vacated, within thirty (30) days the President shall appoint a successor, based upon the recommendations of the Board of Directors, to fill the vacancy ~~till~~ until the next election. The individual appointed to the remainder of the term may be eligible for election to the seat at the next regularly scheduled election.

#### **Section 9. Compensation of Board of Directors.**

The Board of Directors shall receive no salary for the performance of their duties but may be reimbursed for out-of-pocket expenses as defined in the policies.

### **ARTICLE VIII. COMMITTEES**

#### **Section 1. Appointment.**

The President, except as otherwise provided for in these Bylaws, with the approval of the Executive Committee shall appoint such standing or special committees or subcommittees and their Chairpersons as may be required by the Bylaws or as the President may find necessary.

#### **Section 2. Executive Committee.**

There shall be an Executive Committee of the Board of Directors the membership of which shall be composed of the duly elected Officers President, President-Elect, and the Immediate Past President. The President shall act as Chairperson of the Executive Committee.

### **Section 2.1**

The Executive Committee shall meet at the discretion of the President.

### **Section 2.2**

The Executive Committee is authorized to act on behalf of the full board between board meetings and all its actions shall be subject to ratification by the board.

### **Section 2.3**

Minutes of each meeting of the Executive Committee shall be kept by the association management company and a copy thereof shall be distributed to each member of the Board of Directors at the earliest practical date, but in any event within thirty (30) days after such meeting.

## **ARTICLE IX. CHAPTERS**

### **Section 1. Chapter Affiliation.**

The purpose of affiliated chapters is to provide an organized structure at the local, state or regional level for members of NAHCR and others in the field of health care recruitment/retention by:

1. Discussing areas of interest.
2. Providing channels of communication between the national association and local groups.
3. Conducting educational sessions.
4. Promoting the purpose of and membership in the national association if the group meets established criteria.

### **Section 2. Separate Entity.**

Any local, state or regional chapter affiliated with the National Association under this article is not an extension of the Association but remains a distinct separate entity. Each chapter is responsible to represent their chapter and the national organization with acceptable, professional, legal, and ethical behavior. Any such affiliated Chapter is, therefore, responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal tax authorities, maintaining necessary insurance coverage, etc.

## **ARTICLE X. MISCELLANEOUS**

### **Section 1. Rules of Parliamentary Procedure.**

At the Board of Directors meetings of the Association, Roberts Rules of Order (most recent edition) shall be the authority on all questions of parliamentary usage and procedure and not otherwise provided for in the Bylaws or contrary to their intent.

### **Section 2. Fiscal Year.**

The fiscal year of the Association shall be January 1 to December 31.

### **Section 3. Budget.**

The Executive Director and/or association management company in conjunction with the President shall prepare the budget for the upcoming fiscal year. The Board of Directors will render final approval for the budget at/or before the first Board of Directors meeting in the new fiscal year.

### **Section 4. Position Statements.**

Members of a committee may submit a proposed position statement to the Board of Directors for its consideration. If approved by the Board of Directors, the proposed position statement will be published and become an official position of the Association.

### **Section 5. Endorsement.**

The use of the NAHCR name, logo, or mark in conjunction with member names or company names does not imply endorsement of a service or product by NAHCR.

## **ARTICLE XI. AMENDMENTS**

The Board of Directors will review or cause to be reviewed the Bylaws on a bi-annual basis or as needed to ensure smooth and effective operations of the Association. Proposed amendments to these bylaws must be distributed to the membership for review ~~sixty-thirty~~ (30) days in advance of an electronic vote. A simple majority of the members casting a vote will constitute the final decision.

### History of Amendments

Revised 07/2006

Revised 10/2008

Revised 10/2010

Revised 07/2011

Revised 07/2013

Revised 05/2018

Revised 12/2018

Revised 3/2023