



***MHHRA***  
**MICHIGAN HEALTHCARE  
HUMAN RESOURCES  
ASSOCIATION**

**BYLAWS OF THE  
MICHIGAN HEALTHCARE HUMAN RESOURCES ASSOCIATION**

Revised August 2018

To take effect in September 2018

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The Michigan Healthcare Human Resources Association (“MHHRA”) does not discriminate in membership, service or employment on the basis of race, color, sex, gender identity and expression, age, religion, disability, national origin, ancestry, sexual orientation, order of protection, marital status, parental status, military service or discharge status or any other protected classification defined under applicable federal, state and local laws. Should you have any questions or need assistance regarding this policy, please contact the office of the Michigan Healthcare Human Resources Association.

## **BYLAWS OF THE MICHIGAN HEALTHCARE HUMAN RESOURCES ASSOCIATION**

### **ARTICLE 1. NAME**

This Association shall be known as the Michigan Healthcare Human Resources Association (“MHHRA”), and is an affiliate chapter of the American Society for Healthcare Human Resources Administration (ASHHRA), and is aligned with the Michigan Health & Hospital Association (MHA) to further its mission and vision.

### **ARTICLE 2. VISION AND VALUES**

Vision: To become the leading association for healthcare human resource professionals across Michigan.

Values: Trust, Integrity, Stewardship, Engagement of members, Collaboration, Expertise, Advocacy.

### **ARTICLE 3. MISSION STATEMENT**

To support its members by providing a forum to increase the knowledge, effectiveness and value of Human Resources for their organizations, to the profession and to themselves.

### **ARTICLE 4. GOALS**

#### Section 4.1. Membership

MHHRA will meet the needs of a diverse member base, from all facets of health care and at various points within their health care careers.

#### Section 4.2. Organization Management

MHHRA will be a well-managed, member responsive, fiscally sound, and appropriately governed organization.

#### Section 4.3. Information and Knowledge Transfer

MHHRA will be both a recognized source and resource to its members, providing information and knowledge to support their success and professional development.

#### Section 4.4. Positioning

Members, key stakeholders and policy makers will view MHHRA as the voice of health care HR and MHHRA’s input and participation will be actively sought out.

#### Section 4.5. Strategic Partnerships

MHHRA will support its members in positioning themselves and HR as strategic business partners who actively work to attain and maintain the level of trust and respect.

### **ARTICLE 5. MEMBERSHIP**

#### SECTION 5.1. Category and Eligibility

#### 5.1.1. Practitioner Membership

Practitioner membership in MHHRA shall be granted to individuals who have professional responsibilities for Human Resources or employee relations functions in organizations across the continuum of care.

#### 5.1.2. Emeritus/Retiree membership

Emeritus membership shall be granted to former practitioner members who are no longer active in the profession due to retirement or disability. The emeritus member shall have had at least five years of membership in MHHRA in good standing and have performed with distinction in the human resources profession.

This distinction is limited to those who have been an officer, board member or committee/task force member and/or made some outstanding contribution to MHHRA. All nominations must be submitted through a board member. The appropriate board member will present the recommendation with endorsement to the board at its next regular meeting. Board approval is required for this type of membership.

Emeritus/Retiree members shall receive waiver of annual membership dues.

#### 5.1.3. Consultant Membership

Consultant membership in MHHRA shall be granted to individuals who support Human Resource leadership in organizations across the continuum of care through consultative services.

#### 5.1.4. Academic/Student Membership

Academic/Student membership in MHHRA shall be granted to individuals who are currently enrolled in a degree-seeking program and not currently employed in an HR Practitioner role, and shall provide proof of enrollment in a college or university.

#### 5.1.5 Honorary Membership

Honorary membership may be granted by the MHHRA Executive Board. To be considered eligible, a person must have made a significant contribution to a healthcare organization in the area of Human Resources.

### SECTION 5.2. Limitations

The following memberships shall be limited as indicated: Practitioner members in temporary roles, consultant members and academic/student members shall not be eligible for elective office.

Consultant members and academic/student members may serve on committees/task forces; however, they're not eligible to be appointed chairperson.

### SECTION 5.3. Establishment of Membership

Membership in MHHRA shall become effective after approval by the Board of Director(s) or their delegate of any qualified individual such as the MHHRA Administrative Assistant.

### SECTION 5.4. Transfer of Membership

MHHRA membership is personal and not transferable to another person. Members who change their membership category are required to give the MHHRA Administrative Assistant written notice within sixty (60) calendar days of such change. Membership will be changed to the appropriate category.

## SECTION 5.5. Termination of Membership

### 5.5.1. Resignation

A member may at any time file a resignation from MHHRA by written correspondence to the Association however refunds will not be administered

### 5.5.2. Suspension or Expulsion

The board of directors of MHHRA may suspend or expel any member for just cause after giving such member the opportunity for a hearing before the MHHRA Board of Directors. Any member suspended or expelled may be reinstated by affirmative vote of a majority of the members of the MHHRA Board of Directors present and voting. For purposes of this subparagraph, the term "for just cause" shall include, but not be limited to, any of the following: Any violation of these bylaws. Any conduct on the part of said member that is prejudicial to the interests and welfare of MHHRA and its members.

### 5.5.3. Loss of Eligibility

If an individual who has been an active member for at least three (3) consecutive years becomes unemployed, yet actively seeks another position in a health care organization, the MHHRA Board of Directors may extend the member's eligibility for one (1) year from the member's next renewal date. Consultant members are not eligible for this category.

### 5.5.4. Non-payment of dues

Members who fail to pay dues within sixty (60) calendar days after due and payable shall have their membership automatically terminated.

## **ARTICLE 6. DUES**

### Section 6.1. Establishing Dues

Annual dues of MHHRA shall be established by the MHHRA Board of Directors.

### Section 6.2. Dues Ownership

All dues paid to MHHRA are property of MHHRA. No portion of the dues paid by a member shall be refundable due to membership being terminated under Section 5.5.2.

### Section 6.3. Dues Applicability

All members, except those in the emeritus/retiree membership category, shall pay the fixed annual dues established by MHHRA for their membership category.

## **ARTICLE 7. BOARD OF DIRECTORS**

### Section 7.1. Eligibility

Any MHHRA Regular Practitioner, Consultant, Emeritus or Retiree member in good standing may serve on the MHHRA Executive Board. Participation at Board of Director meetings is expected at the 85% level or higher annually. Attendance via telephone or video conference presence constitutes present attendance. Board members shall also participate in as many MHHRA sponsored conferences, events and educational offerings as possible.

#### Section 7.2. Composition

The MHHRA Board of Directors shall include the president, president-elect, immediate past president, a treasurer, and up to sixteen additional MHHRA members. The MHHRA Board of Directors must be comprised of at least two-thirds (2/3) regular practitioner members.

#### Section 7.3. Appointment

The appointment of MHHRA Board of Directors, including the positions of President- elect and Treasurer, shall be at the discretion of the existing MHHRA Executive Committee and require a majority vote of said board.

#### Section 7.4. Term of Office

7.4.1 The non-officer MHHRA Board of Directors shall serve for a term of two years. All members of the board of directors (excluding officers) shall be eligible for reappointment for a second consecutive term.

#### Section 7.5. Powers

The MHHRA Board of Directors has the responsibility to formulate the strategic direction of MHHRA and implement plans to accomplish. The board is empowered to establish standing committees and task forces to implement MHHRA's business plans; to review the recommendation(s) of these committees and task forces; and to approve the date(s), location, format and program of MHHRA's annual meeting and conference and other educational programs.

The MHHRA Board of Directors may establish liaison relationships and committee/task force membership with other organizations, agencies or associations related to MHHRA's purpose.

The MHHRA Board of Directors shall maintain annual expenditures that do not exceed funds available in the name of the MHHRA. The Executive Committee shall exercise normal fiduciary responsibility in the allocation and direction of MHHRA funds. Expenditures over \$750.00 shall require a motion to approve by the Board of Directors. The actions of the MHHRA Board of Directors shall at all times be in conformity with the bylaws of the MHHRA.

The Treasurer, in conjunction with the executive committee and with approval from the MHHRA Board of Directors, will be responsible for preparation and recommendation of the MHHRA budget. Annual budgets are subject to final approval from the MHHRA Executive Committee.

The MHHRA Board of Directors shall annually review and update MHHRA's strategic long range plan in order to project MHHRA's goals and programs at least three (3) years in advance. It is also responsible for reviewing and approving the operational budget in keeping with MHHRA's strategic plan, as well as developing an annual business plan that sets forth priorities and expenditures for each calendar year.

#### Section 7.6. Meetings



The MHHRA Board of Directors shall meet monthly or as otherwise approved by a simple majority vote of the Board. The MHHRA Executive Committee shall meet not less than four times per year.

Section 7.7. Quorum – A quorum at least 70% of Board of Directors must be present when voting.

Section 7.8. Forfeiture of and Removal from Office

Directors shall forfeit their office if they lose eligibility for membership or are expelled from membership pursuant to Section 5.5.2. Directors are also subject to removal from office pursuant to Article 11 or by a vote of two-thirds of the MHHRA Board of Directors for failure or inability to fulfill the duties of office.

## **ARTICLE 8. OFFICERS**

Section 8.1. Officers

The officers shall be a president, a president-elect, a treasurer, and an immediate past president.

Section 8.2. Eligibility

Only practitioner members of MHHRA who are currently practitioners in compliance with Article 5.1. of the bylaws who have been members of MHHRA for at least one (1) year are eligible to serve as an Officer.

Section 8.3. Appointment of Officers

8.3.1. The appointment of MHHRA Officers, including the positions of President, President- elect and Treasurer, shall be at the discretion of the existing MHHRA Executive Committee and require a majority vote of the MHHRA Board of Directors. As vacancies occur, officer nominations will be requested at the applicable monthly Board of Directors meetings.

8.3.2. Results

The appointment of Officer Positions will be approved with a majority of votes of the Executive Committee.

Section 8.4. Term of Office

The following are the terms of office for each position:

The MHHRA President shall serve a term of one year beginning on July 1 following the date of the expiration of the previous President's term. The length of this term may exceed one (1) year if the President-elect becomes President prior to July 1 as a result of the current President vacating that position for any reason. Subsequent terms as President, including sequential terms, may occur with a majority vote of the MHHRA Board of Directors.

The President-elect term shall run from the date of appointment until the end of the term of the current President.

The Immediate Past-President term shall run from the date that the position of President is vacated until the following President vacates the position.

## Section 8.5. Duties

### 8.5.1. President

The president serves as the champion of MHHRA's mission, vision and guiding values. Through the president's leadership and strategic vision, the board and MHHRA will deliver value to members who serve in the health care community. The president develops relationships with internal and external audiences across all levels to develop future human resources and MHHRA leaders. As a visionary leader committed to advancing the profession, the president is the primary communicator to the members and the health care human resources community.

### 8.5.2. President-Elect

The president-elect supports the president, providing visionary leadership for the board and MHHRA, and represents the board and MHHRA in the president's absence. As preparation for his/her role as the next president, the president-elect will model leadership behavior to support and motivate other board members, committee and task force chairs, members, and MHHRA staff. During his/her term, the President-elect learns about the president's responsibilities and prepares for the transition to become president.

### 8.5.3. Immediate Past President

The immediate past president uses expertise in human resources leadership combined with past MHHRA experience to serve as an actively engaged board member who provides context and experience for the board of directors. The immediate past president serves as the liaison to other past presidents of MHHRA. The immediate past president will be responsible for reviewing any conflicts disclosed on the conflict of interest disclosure forms and making recommendations to the full board where appropriate.

### 8.5.4. Treasurer

As MHHRA's financial advisor, the treasurer serves as a steward of MHHRA resources by monitoring expenditures based on the MHHRA strategic and operational plans. The treasurer engages other board members in discussions about MHHRA financial resources to make values-based decisions on behalf of MHHRA members in line with established budgetary guidelines. The treasurer meets with the Executive Committee to monitor the current and future financial position of MHHRA.

## Section 8.6. Vacancies

### 8.6.1. Vacancy of President

In the event that the president becomes unable or ineligible to fulfill the term of office, the president-elect shall act as president until assuming the presidency.

### 8.6.2. Vacancy of President-elect

In the event that the president-elect becomes unable or ineligible to fulfill the term of office, a member of the MHHRA Board of Directors shall be appointed by the Executive Committee to carry out the duties of the president-elect for the remainder of the term.

At the next regular appointment, a president and President Elect shall be selected in accordance with these bylaws.

#### 8.6.3. Vacancy of President and President-elect

If both the president and the president-elect shall become unable or ineligible to fulfill their terms of office, the MHHRA Board of Directors shall appoint, from the members of the MHHRA Board of Directors, a president and a president-elect pro tempore to serve for the remainder of the term. At the next regular appointment, a president and a president-elect shall be selected in accordance with these bylaws.

#### 8.6.4. Vacancy of Treasurer

In the event that the treasurer becomes unable to fulfill the term of office, a member of the MHHRA Board of Directors shall be appointed by the board to carry out the duties of the treasurer for the remainder of the term.

#### 8.6.5. Vacancy of Immediate Past President

In the event that the immediate past president becomes unable or ineligible to fulfill the term of office, the president shall appoint the eligible practitioner member who most recently vacated the office of president who is willing to assume these duties until another president becomes eligible for immediate past president status.

#### Section 8.7. Forfeiture of and Removal from Office

Officers shall forfeit their office if they lose eligibility for practitioner membership or are expelled from membership pursuant to Section 5.5. Officers are also subject to removal from office pursuant to Article 11 or by a vote of two-thirds of the MHHRA Board of Directors for failure or inability to fulfill the duties of office.

### **ARTICLE 9. ADMINISTRATIVE ASSISTANT**

#### Section 9.1. Appointment

The MHHRA administrative assistant is recruited and recommended by the Executive Committee and the appointment of this position is voted on by the overall Board of Directors. The administrative assistant is hired as an Independent Contractor of MHHRA.

#### Section 9.2. Duties

##### 9.2.1. Secretarial functions

The administrative assistant shall serve as secretary for MHHRA and the MHHRA Board of Directors. The administrative assistant shall attend all meetings of MHHRA, the MHHRA Board of Directors and the MHHRA Executive Committee and maintain the official minutes and records of MHHRA and be responsible for distribution of required reports to the Executive Committee, the board and MHHRA members where applicable. The administrative assistant shall be the main liaison between MHHRA and members and shall coordinate activities.

##### 9.2.2. Maintenance of records

The administrative assistant shall maintain the appropriate and required records of MHHRA.

### 9.2.3. Other Duties

The administrative assistant shall perform all other duties as may be necessary to coordinate and advance MHHRA's objectives.

## **ARTICLE 10. COMMITTEES**

### Section 10.1. Standing Committees

Committee charges, including membership criteria and deliverables, will be established for each standing committee. These committee charges will be created and updated by the committee chairperson in conjunction with the executive board.

All members may serve on committees/task forces. The incoming and/or current president shall appoint committee/task force members and chairpersons to serve during their respective term of office. All appointments shall be for one (1) year.

Meetings may be called by the respective committee/task force chairperson, but only after consultation with and approval of the Executive Committee and must be in accordance with approved budget expenditures. The size, composition and structure of each committee and task force may differ depending on the purpose, roles and responsibilities and objectives of each. Committee charges outline the specific tasks and responsibilities of each committee. The committee chairperson is responsible for informing and updating the Executive Committee of committee progress. Factors to be considered in appointing committee and task force members include:

- Knowledge and skills,
- Types of organization represented,
- Gender, racial and other forms of diversity,
- Geographic representation,
- Development of future board members,
- Leadership potential.

The president, president-elect, and the immediate past president are ex-officio members of all committees/task forces and shall attend meetings of the committees/task forces as appropriate.

#### 10.1.1. Executive Committee

The Executive Committee, comprised of the officers of the MHHRA Board of Directors, provides leadership and governance to the monitoring board. This committee is dedicated to the sound and responsible operation of MHHRA and will base its decisions on effective management and governance principles, the organization's guiding values, and the best interest of its members.

The Executive Committee acts as MHHRA's Finance Committee. It has authority to review and authorize modifications to the budget that support the objectives set by the board and are within the budget as described in Section 8.5.

### 10.1.2. Membership Marketing Committee

This committee will work closely with regional and chapter leaders to serve the needs of MHHRA members by soliciting feedback from members; recommending goals and strategies to retain current members and recruit new members. This committee acts as the “eyes and ears” providing a conduit for dialogue and discussion between the grassroots membership and the MHHRA Board of Directors.

### 10.1.3. Learning and Education Committee

This committee will assess the needs of members by analyzing internal and external market research to identify those services and product opportunities that bring value to membership. The committee will develop programs, products, and services that support MHHRA’s strategic plan and will work closely with MHHRA staff to identify resources to design and implement them, as well as provide members with a valuable professional development opportunity.

### Section 10.2. Task Forces

Task Force(s) may be appointed by the president from time to time as authorized by the business plan. The MHHRA Board of Directors will provide input and recommend members.

## **ARTICLE 11. CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS**

### Section 11.1. General

The directors and officers of MHHRA shall administer its affairs honestly and economically and exercise their best care, skill and judgment for the benefit of MHHRA. The directors and officers shall exercise the utmost good faith in all transactions relating to their duties in MHHRA. In their dealings with and on behalf of MHHRA, they are held to a strict rule of honest and fair dealing with MHHRA. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between MHHRA’s interest and that of the individual. All acts of directors and officers shall be for the benefit of the society in any dealing that may affect MHHRA adversely. The directors and officers shall not accept any favor that might adversely or improperly influence their actions affecting MHHRA or its members.

During their terms of office, directors, officers, all committee and task force members, and staff members shall promptly make full disclosure to the president of any existing or new employment, activity, investment or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of MHHRA.

### Section 11.2. Disclosure of Conflict of Interest

Each officer, director, nominee for officer or director, all committee and task force members and staff members shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office and annually during the term of office. Such a written disclosure shall be made on such form or forms as are adopted by the MHHRA Board of Directors for the purpose.

Written disclosures must be provided to the president within thirty (30) days of appointment or receipt of form, whichever is later, or the person will be considered to have resigned from office as of that date. Failure to submit the form will require position replacement.

### Section 11.3. Resolution of Conflict of Interest

11.3.1. Upon disclosure of a conflict of interest, or a challenge on that basis, any persons delineated in Section 11.2. shall resolve such conflict in a manner consistent with that provided in the AHA Guidelines on Resolution of Conflicts of Interest in Health Care Institutions or the AHA policy on conflicts of interest

11.3.2. Any person delineated in Section 12.2. who fails to make written disclosure or is found to have an unresolved conflict of interest that does or will substantially impair faithful and diligent performance of the duties of office shall be removed from office.

11.3.3. Conflict of interest forms shall be delivered to the president for review and decision. Appeal of adverse decisions shall be made directly to the Board of Directors in a manner similar to the hearing procedure established by the AHA Regulations. Any interested directors shall not participate in the appeal decision.

## **ARTICLE 12. AMENDMENTS**

These bylaws may be amended by satisfying all of the following requirements:

### Section 12.1. Amendment Proposals

Amendments can be proposed for approval by: a written petition to the president signed by a majority of the board of directors or as recommended by the Executive Committee and approved by two-thirds of the board of directors present and voting at a regular board meeting.

### Section 12.2. Voting on Amendments

The proposed amendment(s) shall be mailed or emailed to all board of directors for review. An affirmative vote from a majority of the voting members will be required to amend the bylaws.