

**MICHIGAN ASSOCIATION
OF
HEALTHCARE
ADVOCATES**

BYLAWS

As revised June 13, 2017

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FORWARD

Bylaws are the rules by which an organization governs itself. They protect the rule of the majority and the rights of the minority. In an incorporated society there generally should not be a constitution separate from the bylaws since the constitution would duplicate much of the corporate charter. While it is not generally improper to have a separate constitution and bylaws in a non-incorporated society, there are decided advantages in keeping all provisions relating to each subject under one heading within a single instrument which results in fewer problems of duplication and inconsistencies and gives a more understandable and workable body of rules.

A written policy to supplement the bylaws goes into greater detail and sets forth the attitude of the organization on matters not normally included in bylaws. This is most important to the efficient operation of the society.

Clear, concise bylaws and an updated policy manual as administrative procedures are marks of a progressive group interested in promoting the purposes for which the organization exists. You are to be congratulated.

Vera Ganschoiw* (Mrs. John H.) Professional Parliamentarian

*Deceased

MICHIGAN ASSOCIATION OF HEALTHCARE ADVOCATES BYLAWS

ARTICLE I - NAME

The Michigan Association of Healthcare Advocates, hereafter referred to as MAHA, is affiliated with and supports the Michigan Health & Hospital Association, hereafter referred to as MHA.

ARTICLE II – MISSION

The Michigan Association of Healthcare Advocate's Mission is to provide guidance and education to its member hospitals and their communities, thus enabling each institution to maintain its highest standards in health care.

ARTICLE III - PURPOSE

This organization, formed under authority granted by the MHA, shall assist its members to give the highest possible standard of services to their hospitals. The MAHA shall:

- A. Provide support to the MHA and the American Hospital Association.
- B. Provide service, education and leadership training to the MAHA membership.
- C. Expand the vision and involvement of the MAHA membership.
- D. Facilitate the exchange of ideas and information between district, local auxiliaries/volunteer organizations, and other health related organizations.

ARTICLE IV - MEMBERSHIP

Section 1. Membership in the MAHA shall, upon application to the appropriate MAHA district and in accordance with that district's bylaws, be granted to auxiliary/volunteer organizations of the institutions, which are members of MHA.

Section 2. Any auxiliary/volunteer organization whose institution loses its membership in the MHA cannot continue as a member of the MAHA. In the event that said institution meets the requirements and again becomes a member of the MHA, the auxiliary/volunteer organization may present a request to the district president who then processes the request to the board of directors of the MAHA for reinstatement.

ARTICLE V - MEETINGS

Section 1. Board and Executive Committee meetings shall be scheduled by the President, who shall establish the time and location.

- A. The Board of Directors shall meet at least four times per year: July, September, either January or February, and April. Additional meetings may be called by the President or at the request of three (3) members of the board.
- B. The Executive Committee shall meet in July, September, November, January, February, April, and May.

Section 2. The Annual Meeting of the MAHA shall be held in June at a location agreed upon by the Board of Directors.

Section 3. A quorum for voting at any MAHA general membership meeting shall be thirty-five (35) delegates.

Section 4. Delegates to any general membership meeting shall be as follows:

- A. One delegate for each member auxiliary/volunteer organization in good standing.
- B. One delegate for each member district, usually the District President.
- C. Each member of the Board of Directors

Each delegate shall have one vote, but no delegate shall have more than one vote by virtue of any dual capacity. (One person cannot represent two areas.)

Section 5. Only the vote of those delegates present at any general membership meeting of the MAHA shall be counted. No proxy votes shall be considered.

Section 6. Special meetings may be called by the President or by any three (3) members of the Board of Directors. The call for the special meeting must state the business to be transacted and no business shall be transacted except that specified in the call.

ARTICLE VI - OFFICERS AND TERMS OF OFFICE

Section 1. A term of office shall be for one year, commencing at the conclusion of the Annual Meeting and continuing through the close of the following Annual Meeting.

Section 2. The elected officers of the MAHA shall be President, President-Elect, Vice President of Education, Secretary, Treasurer, Legislative and Advocacy Director, Membership Director, Communications Director, Conference Coordinator, Vendor Coordinator and Counselor.

Section 3. All officers shall be elected at the Annual Meeting. The President, President-Elect, and Vice President of Education shall continue in the office to which elected for only one year. Other officers shall serve for not more than two one-year terms in any one office.

Section 4. In the event of death, resignation, or other reason which shall cause the office of President to become vacant, the President-Elect shall immediately serve as President for the unexpired term, and shall be eligible to serve an additional year, if elected.

Section 5. In the event of death, resignation, or other reason which shall cause the office of President-Elect to become vacant, the President-Elect's position shall remain vacant for the remainder of his/her term and the President shall serve an additional term the following year and the Vice President of Education shall assume the office of President-Elect as usual. When the Nominations Committee holds its regularly scheduled meeting, a new Vice President of Education shall be nominated. Should the office of Vice President of Education become vacant at any time during his/her term of office, the Nominations Committee would be convened immediately to nominate a new Vice President of Education.

Section 6. Any part of a term in excess of nine (9) months shall be considered a full term in deciding eligibility for re-election. This shall not apply to President, President-Elect or Vice President of Education.

Section 7. Should an officer, except the President, President-Elect or Counselor, be unable to complete the term of office, a new officer shall be nominated by the last-appointed Nominations Committee and elected by the Board of Directors.

Section 8. Any individual who is a member of an auxiliary or volunteer organization is eligible to hold an elected or appointed office on the MAHA Board.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the MAHA shall consist of the President, President-Elect, Vice President of Education, Secretary, Treasurer, and Counselor.

Section 2. The Executive Committee shall:

- A. When necessary, perform the duties of the Board of Directors between meetings of the board.
- B. Act in emergencies.

Section 3. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Executive Committee, other elected officers, and the six district Presidents. All members of the Board of Directors shall be members in good standing of any auxiliary/volunteer organization affiliated with the MAHA.

Section 2. No person, either elected or appointed, shall serve for more than six (6) years, with the exception of President, President-Elect, Vice President of Education, Counselor, and District Presidents. Time served by individuals acting as District President shall not be counted in the determination of length of service as referenced in this section. Time served in an appointed position shall be counted in the determination of length of service as referenced in this section.

Section 3. The Board of Directors shall have the power to:

- A. Transact business between general membership meetings.
- B. Fill vacancies of all offices except the office of President, President-Elect, or Counselor.
- C. Approve the budget and financial policy.
- D. Approve any non-budgeted items.
- E. Approve the Executive Committee appointments to the Nominations Committee.
- F. Act upon all applications for membership in MAHA.

Section 4. Special meetings of the Board of Directors shall be called by the President or upon written request of three (3) members of the board, one of whom shall be an elected Officer.

Section 5. Seven (7) members of the Board of Directors shall constitute a quorum.

Section 6. No person may return to the MAHA Board after serving as Counselor unless in the capacity of District President.

ARTICLE IX - DUTIES OF BOARD MEMBERS

1. Board members shall perform the following duties prescribed by these bylaws and other such duties applicable to the office as prescribed by the parliamentary authority adopted by MAHA.
2. **PRESIDENT:** Chairs the Executive Committee and Board Meetings. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
3. **PRESIDENT-ELECT:** Chairs the Council of District Presidents and the Financial Review Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
4. **VICE PRESIDENT OF EDUCATION:** Chairs the Education Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
5. **SECRETARY:** Chairs the Bylaws and Policy Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
6. **TREASURER:** Chairs the Finance and Budget Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
7. **COUNSELOR:** Chairs the Nominations Committee, Council of Past MAHA Presidents and the Goals and Objectives Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
8. **LEGISLATIVE/ADVOCACY DIRECTOR:** Chairs the Legislative Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
9. **MEMBERSHIP DIRECTOR:** Chairs the Membership Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
10. **CONFERENCE COORDINATOR:** Chairs the Conference Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
11. **COMMUNICATIONS DIRECTOR:** Chairs the Public Relations Committee and serves as the editor of *Highlights*. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
12. **VENDOR COORDINATOR:** Chairs the Vendor Committee. She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.
13. **DISTRICT PRESIDENT:** She/he is assigned to committees as dictated by the current MAHA Policies and Procedures.

ARTICLE X - STANDING COMMITTEES

The Standing Committees of the MAHA shall include:

Council of Past MAHA Presidents	Legislative Committee
Council of District Presidents	Goals and Objectives Committee
Financial Review Committee	Public Relations Committee
Finance and Budget Committee	Membership Committee
Bylaws/Policy Committee	Vendor Committee
Conference Committee	Nominations Committee
Education Committee	

ARTICLE XI - NOMINATIONS AND ELECTION

Section 1. The Nominations Committee shall consist of five (5) members: The Counselor, the President, the President-Elect, and two members from districts other than those already represented, to be appointed by the Executive Committee and approved by the Board of Directors.

Section 2. The Counselor shall be the Chairman of the Nominations Committee. If the Counselor is unable to serve, the committee shall elect its own chairperson. The Executive Committee shall then appoint a replacement to the committee.

Section 3. The Nominations Committee shall not recommend the names of any of its members for election to any office except the President, who, by virtue of these bylaws, assumes the position of Counselor, and the President-Elect, who, by virtue of these bylaws assumes the position of President.

Section 4. The Nominations Committee shall follow the policy and guidelines as outlined in the board manual as Administrative Policies and Procedures.

Section 5. The Nominations Committee shall prepare a slate of candidates for elective offices and submit this slate to the MAHA Board Members prior to its publication in the MAHA *Highlights*. The slate shall be published with the official call to the Annual Meetings. Election shall be at the Annual Meeting.

Section 6. Before a candidate's name is offered in nomination, the consent of the nominee and a statement of willingness to serve, if elected, shall be on file in writing.

Section 7. Additional nominations may be made by a petition of five (5) member auxiliary/volunteer organizations of MAHA, with a written consent of the nominee, submitted to the Secretary at least fourteen (14) days prior to the Annual Meeting.

Section 8. No further nominations may be made from the floor.

Section 9. If there is more than one nominee for an office, election shall be by ballot. If there is one nominee for an office, election shall be by general consent, the ballot may be dispensed with, and the vote for the nominated slate may be by oral vote.

Section 10. A majority of delegates present and voting shall be necessary to elect an individual.

ARTICLE XII - FISCAL YEAR

The fiscal year shall coincide with the MHA's fiscal year, which is currently from July 1 through June 30.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended at any MAHA general membership meeting, providing that a quorum is present and that the proposed amendment shall have first been approved by a majority of the MAHA Board of Directors and the Chief Executive Officer of MHA and published in the preceding MAHA *Highlights*. Such amendments shall require a two-thirds (2/3) vote.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Section 1. All activity of the MAHA shall be governed under the parliamentary authority as outlined within ROBERTS RULES OF ORDER, NEWLY REVISED, except in those instances where said Rules of Order are inconsistent with these bylaws, in which case this governing document will take precedence.

Section 2. The President may appoint a Parliamentarian. A voting member may retain the privilege to vote while serving as Parliamentarian.

Section 3. The order of business shall be set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED. The President may transpose the order of business for any meeting. Any part of the order of business may be omitted at any regular meeting by a majority vote.

Approved by MAHA Board of Directors on February 14, 1973.

Adopted by MAHA on June 30, 1973
Amended by MAHA on June 13, 1979
Amended by MAHA on June 23, 1980
Amended by MAHA on June 16, 1982
Amended by MAHA on June 23, 1986
Amended by MAHA on June 30, 1990
Amended by MAHA on June 17, 1991
Amended by MAHA on Oct. 21, 1991
Amended by MAHA on June 8, 1993
Amended by MAHA on June 15, 1994
Amended by MAHA on June 10, 1998

Amended by MAHA on June 14, 2000
Amended by MAHA on June 10, 2003
Amended by MAHA on June 9, 2004
Amended by MAHA on June 14, 2005
Amended by MAHA on June 12, 2007
Amended by MAHA on June 9, 2009
Revised by MAHA on Sept. 4, 2014
Amended by MAHA on June 9, 2015
Amended by MAHA on June 13, 2017