

**MICHIGAN ASSOCIATION OF
HEALTHCARE ADVOCATES
BYLAWS**

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 an not 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

This organization, related to the Michigan Health and Hospital Association, hereafter referred to as MHA, shall be known as the Michigan Association of Healthcare Advocates, and hereinafter referred to as MAHA.

ARTICLE II - 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 AHA
- 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 III - 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 auxiliaries / volunteer organizations of the institutions, which are duly accredited institutional 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 board of directors of the MAHA for reinstatement.

ARTICLE IV - MEETINGS

Section 1. Board and Executive Committee meetings shall be held the third Thursday of the month unless otherwise ordered by the Executive Committee, the time and place to be directed by the President.

- A. The Board of Directors shall meet four times a year: July, September, January, 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 will 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 forty (40) 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 V - OFFICERS AND TERM 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, Secretary, Treasurer, Legislative and Advocacy Director, Membership Director, Communications Director, Conference Coordinator and Counselor.

Section 3. All officers shall be elected at the Annual Meeting. The President, President-Elect, and Vice President 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 causes the office of President to become vacant, the President-Elect shall immediately become President for the unexpired term as well as the year to which elected.

Section 5. In the event of death, resignation, or other reason causes the office of President-Elect to become vacant, at any time during his/her term of office, the sitting

President would then complete his/her term as President and the President-Elect's position would remain vacant. The following year the current President remains in office and the Vice President would assume the office of President-Elect. When the nominating committee holds their regularly scheduled meeting, a new Vice President would be nominated.

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

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

Section 8. A Director of Volunteer Service or a paid employee of any hospital or healthcare facility is not eligible to hold an elected office or an appointed office on the Michigan Association of Healthcare Advocates Board.

ARTICLE VI - COMMITTEE

Section 1. The Executive Committee of the MAHA shall be President, President-Elect, Vice President, 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 VII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Executive Committee, other elected officers, standing committee chairmen, 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 shall serve for more than six (6) years, with the exception of President, President-Elect, Vice President, 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.

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, and Vice President.
- C. Approve the budget and financial policy
- D. Approve any not budgeted items
- E. Approve the Executive Committee appointments to the Committee on Nominations
- F. Act upon all applications for membership in MAHA

Section 4. Special meeting of the Board of Directors shall be called by the President or upon written request of three (3) members of the board, one who shall be an 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 VIII - 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:** serves ex officio on every committee except Education Committee and Committee on Nominations; serves as a voting member of Education Committee and Committee on Nominations. The President chairs the Audit Committee.
3. **PRESIDENT-ELECT:** serves ex officio on every committee except the Education Committee. Serves as voting member of the Education Committee and the Committee on Nominations; chairs Council of District Presidents.
4. **VICE PRESIDENT OF EDUCATION:** succeeds to office of President-Elect upon completion of term as Vice President; chairs Education Committee; serves on Conference, Audit, Finance and Budget, Bylaws and Policy, Goals and Objectives Committees.
5. **SECRETARY:** serves on Education, Executive, Conference, Bylaws and Policy Committees.
6. **TREASURER:** chairs the Finance and Budget Committee...
7. **COUNSELOR:** chairs Committee on Nominations, Council of Past MAHA Presidents; the Goals and Objectives Committee; serves on Education Committee, Bylaws and Policy, Audit, Finance and Budget Committees.
8. **LEGISLATIVE AND ADVOCACY DIRECTOR:** chairs the Legislative Committee.

9. MEMBERSHIP DIRECTOR: chairs the Membership Committee, serves on the Education and Conference Committee.
10. CONFERENCE COORDINATOR: Chairs Conference Committee; serves on Education Committee.
11. PUBLIC RELATIONS CHAIRMAN: chairs the Public Relations Committee; Serves on the Resource Committee.
12. RESOURCE / BYLAWS AND POLICY CHAIRMAN: chairs Resource and Bylaws and Policy Committees.
13. COMMUNICATIONS DIRECTOR: serves as Editor of HIGHLIGHTS; serves On Education Committee; serves on the Public Relations Committee.
14. VENDOR COORDINATOR: chairs Vendor Committee; serves on Conference Committee; serves on Resource Committee and serves on Education Committee.
15. DISTRICT PRESIDENT: serves on Education Committee; serves on Council of District Presidents.

ARTICLE IX - 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
Audit Committee	Public Relations Committee
Finance and Budget Committee	Membership Committee
Bylaws and Policy Committee	Resource Committee
Conference Committee	Vendor Committee
Education Committee	Nominations Committee

ARTICLE X - NOMINATIONS AND ELECTION

Section 1. The Committee on Nominations consists 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 Committee on Nominations. 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 Committee on Nominations 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 Committee on Nominations shall follow the policy and guidelines as outlined in the board manual as Administrative Policies and Procedures.

Section 5. The Committee on Nominations shall prepare a slate of candidates for elective offices and submit this slate to the MAHA Board Members prior to its publication in the newsletter of the MAHA. 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 auxiliaries / 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 but one nominee for an office, by general consent the ballot may be dispensed with and the vote for the nominative state may be by oral vote.

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

ARTICLE XI - FISCAL YEAR

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

ARTICLE XII - 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 President of MHA and published in the preceding MAHA newsletter. Such amendments shall require a two-thirds (2/3) vote.

ARTICLE XIII - 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 Trustees 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 October 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