

**BYLAWS, RULES AND REGULATIONS OF
THE TEXAS SOCIETY FOR HEALTHCARE
HUMAN RESOURCES ADMINISTRATION AND EDUCATION**

In Affiliation with the Texas Hospital Association
and
The American Society for Healthcare Human Resources Association

ARTICLE I

NAME

The name of the organization shall be the Texas Society for Healthcare Human Resources Administration and Education.

ARTICLE II

PURPOSE/OBJECTIVES

The purpose/objectives of the Society shall be:

1. To advance the development of excellence in human resources administration/management and education in health care by the application of sound and ethical practices and principles;
2. To stimulate the exchange of information and knowledge and to further the professional development and competence of its membership to provide educational programs for healthcare organizations within the state;
3. To promote and maintain a professional organization that is responsive to the needs of its membership by supporting continuous improvement of human resources management and development practices in healthcare organizations;
4. To encourage communication among persons engaged in health care human resources management and education at the local, state, regional, and national levels;
5. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE III

MEMBERSHIP

Section 1. **ELIGIBILITY.** Individuals eligible for membership in the Society shall be those who have responsibility/interest in health care human resources administration/management or education and training.

Section 2. **CLASSES OF MEMBERSHIP**

- A. **ACTIVE MEMBERSHIP** may be granted for those individuals who have responsibility in the human resources function or in the education or training function in a healthcare organization.
- B. **ASSOCIATE/CORPORATE MEMBERSHIP** may be granted to those who have an interest in, but no direct responsibility in the health care human resources function or in healthcare education and training activities.
- C. **ACADEMIC MEMBERSHIP** may be granted to those educators/students who are teaching or studying in the human resources field at the collegiate level and who have an interest in the healthcare human resource function. Academic members may not vote or hold office.
- D. **HONORARY MEMBERSHIP** may be granted by the Board of Directors to persons of distinction in recognition of meritorious service to the Society and to healthcare human resources or education and training. Honorary members pay no dues.
- E. **RATE OF DUES.** Annual society dues shall be established by the Board of Directors. All funds paid become the property of the society and no portion of the dues may be refunded. The membership fees may be modified with board approval for special promotions and incentives.
- F. **DUES DELINQUENCY.** A member who has not paid annual dues within ninety (90) days of their anniversary date shall have membership in the society terminated, provided that a notification of such delinquency has been sent to such member.

Section 3. **VOTING.** Only Active Members shall have voting privileges.

Section 4. **TERMINATION OF MEMBERSHIP.** Membership in the Society may be terminated by the Board of Directors of the Society for failure to pay dues or because of noncompliance with any pertinent provision of the Bylaws of the Society or conduct that is prejudicial to the interest and welfare of the Society and/or its members.

Section 5. **RESIGNATION.** A member may resign at any time, but is not entitled to a refund of dues for the current year.

ARTICLE IV

MEETINGS

Section 1. **ANNUAL MEETING OF THE MEMBERS.** An annual meeting for the transaction of the affairs of the Society shall be held at a time and place specified by the Board of Directors. Notification of the annual meeting will be sent to the membership at least 30 days prior to the meeting. Officers, elected at or prior to the annual meeting, shall take office at the conclusion of the annual business meeting.

Section 2. **MEETINGS OF THE BOARD OF DIRECTORS.** The Board of Directors shall meet not less than four times a year, either in person or telephonically. Voting decisions will be carried by a simple majority of the Board. Should a member/members be absent from scheduled meetings, absentia votes will be accepted electronically.

Section 3. **SPECIAL MEETINGS.** Special meetings may be called at the discretion of President or a committee chair with advanced notice to the appropriate members.

ARTICLE V

OFFICERS AND DIRECTORS

- Section 1. **ELIGIBILITY.** Each elected or appointed officer or director will be an Active Member of the Society.
- Section 2. **OFFICERS AND DIRECTORS**
- A. The officers shall be a President, a President-Elect/Vice President, a Secretary, a Treasurer, and an immediate Past President.
 - B. There shall be seven (7) and not more than eleven (11) directors, including the officers.
 - C. Officers and directors will be required to attend the majority of annual Board functions/meetings and actively participate in same. Those who cannot meet the commitment will be removed from the Board and the President will appoint a replacement director to complete the term.
- Section 3. **ELECTION OF OFFICERS AND DIRECTORS**
- A. The election of members of the Board of Directors shall be conducted annually by email. A ballot listing the names of eligible candidates and a summary of qualifying information will be emailed to the membership not less than 30 days prior to the annual meeting. Ballots will be returned to the Secretary for tabulation and reporting to the President and to the nominees. The results will be announced at the Society's annual meeting and in the Society's publications.
 - B. The President-Elect/Vice President, Secretary, and Treasurer shall be elected at the Annual Meeting by the incoming Board of Directors. The President-Elect/Vice President shall have served a minimum of one year as a member of the Board of Directors, prior to the election.
- Section 4. **DUTIES OF THE PRESIDENT.** The President shall serve as the chief executive officer of the Society. He/she shall preside at all meetings of the Society and serve as chair of the Board of Directors. Duties shall include supervision of the activities of the Society and the presentation of a report at the Annual Meeting, which shall become part of the permanent records of the Society. The President will have the authority to sign Society checks for the normal conduct of Society business. The President will select the members of the Nominating Committee. The President shall also be a member of ASHHRA.
- Section 5. **DUTIES OF THE PRESIDENT-ELECT/VICE PRESIDENT.** The President-Elect/Vice President shall preside in the absence of the President and shall perform the duties and assume the responsibilities of the President, should the President be unable to do so. The President-Elect/Vice President shall serve as the chair of the Education and Program Committee. The President-elect/Vice President will have the authority to sign Society checks for the normal conduct of Society business.
- Section 6. **DUTIES OF THE SECRETARY.** The Secretary will review and approve the minutes of all meetings of the Board of Directors and will coordinate with the Society Manager to present minutes for approval by the Board of Directors. The Secretary shall serve as the chair of the Communications Committee, and will coordinate with the Society Manager the posting of a

periodic newsletter and other pertinent Society information on the Society's electronic bulletin board/website.

Section 7. **DUTIES OF THE TREASURER.** The Treasurer shall coordinate with the Society Manager the receipt and disbursement of Society funds and will present a report of the financial state of the Society at the Annual Meeting. The Treasurer will be authorized to sign checks for the Society for the normal conduct of Society business. At any time, the Treasurer may review and audit the financial records. The Treasurer shall serve as the chair of the Membership Committee.

Section 8. **DUTIES OF THE IMMEDIATE PAST PRESIDENT.** The duties of the Immediate Past President shall be to act as a consultant to the President and to the Board of Directors, and to perform other functions as requested by the President. The Immediate Past President shall serve as the chair of the Nominating Committee.

Section 9. **DUTIES OF THE BOARD OF DIRECTORS.**

A. The Board of Directors shall have the authority to make policy decisions for the Society, to draft and approve the annual budget, to establish rules and procedures for the Board of Directors and for the Society; to approve, modify, or disapprove reports, resolutions, or actions of the officers or committees of the Society. Members of the Board are expected to attend meetings as called by the President of the Society. Failure to meet this commitment may lead to removal from the Board.

B. The Board of Directors may approve special programs/activities and may appoint committees and/or task forces for planning and implementing these activities.

Section 10. **TERM OF OFFICE.**

A. The term of President shall be for two years. The President-Elect/Vice President shall succeed to the presidency after two years in the office as President-Elect/Vice President or in the event the President shall be unable to fulfill tenure of his/her office.

B. The term of office of each elected officer shall be two years.

C. The term of office of each director will be two years.

D. Each year new board members shall be elected by the Society's membership.

Section 11. **REMOVAL.** Any Board member whose conduct is deemed detrimental to the best interest of the Board of Directors, who fails to attend a majority of Board of Directors meetings annually, or who willfully violates the Society's By-laws may be relieved of Board membership by an affirmative vote of the Board. The member will have the opportunity to appeal the Board's decision.

Section 12. **VACANCIES.** The President shall fill, by appointment, all vacancies on the Board of Directors, committees, and/or task forces, with the consent of the Board membership. The appointee shall serve until the next Annual Meeting.

Article VI

COMMITTEES

Section 1. **STANDING COMMITTEES.** The President shall appoint the following committees and chairs of those committees. Committee chairs will be sitting board members. Committee chairs will report the status of committee business at each of the regular meetings of the Board of Directors.

A. **EDUCATION AND PROGRAM COMMITTEE.** The duties of this committee shall be to plan educational programs for the continuing education of the members of the society and for the continuing education of the healthcare providers, educators, and managers throughout the state of Texas. The committee will be chaired by the President-Elect/Vice President of the Board.

B. **MEMBERSHIP COMMITTEE.** The duties of this committee shall be to promote membership in the society, to inform prospective members of benefits of membership, and to foster active participation of current membership. This committee will be chaired by the Treasurer of the Board.

C. **NOMINATING COMMITTEE.** The duties of this committee shall be to seek potential candidates for election to the Board of Directors of the society. The members of the nominating committee shall be selected by the President of the society. This committee will be chaired by the Immediate Past President.

1. The committee shall consist of not less than three (3) active members. It may seek nominations from any member of the society.
2. Committee members may conduct their meetings in the most expeditious manner and present the nominations to the Secretary no less than 31 days prior to the annual meeting.
3. The committee will present candidates to the board, and ultimately to the active membership for selection/voting.

D. **COMMUNICATIONS COMMITTEE.** The duties of this committee will be to publicize the activities of the Society by submitting updates for the website and by providing content for a society newsletter at least twice each year as well as content for the website. This committee will be chaired by the Secretary of the Board. Any communications will be promoted/facilitated with the Manager's assistance.

E. **SPECIAL COMMITTEES.** Special committees may be appointed for selection of candidates for awards and recognition, for the promotion of research and development, and for special projects by the President.

1. Reports. The chair of a special committee shall submit to the President an interim report of the committee's activities, when requested and a final report, with conclusions and recommendations, at the completion of the project.
2. The committees will disband when the projects are completed.

Article VII

SOCIETY MANAGEMENT

Section 1. **SOCIETY MANAGER.** The Board of Directors will select and contract with a manager to provide for day-to-day management of the society and will serve as the contact person(s) of those requesting information about the society. The following are the duties of the manager.

- A. **Membership.** The manager will process membership applications; prepare and mail invoices for annual dues, maintain member database; provide reports as requested.
- B. **Financial Management.** The manager will create and post entries to the general ledger to account for income from dues, grants, conferences, and sponsorships; will pay invoices and purchase supplies, will create financial statements monthly and provide to the Board of Directors. The manager will prepare the necessary tax return annually. Any expenditure that exceeds the approved budget line item by more than \$1,000 must be approved by the board. The society manager will make available the bank statements to the President and/or Treasurer. At any time, but at least once each year, the Treasurer will review and may audit the financial records.
- C. **Conference and Program Planning.** The manager will assist with conference and program planning by arranging for site support, negotiating contracts, making travel and lodging arrangements, developing, producing, and promoting marketing materials, and by coordinating speaker materials and CEU application. At the conference, the manager will register or provide for registration of participants, provide handout materials, evaluations, coordinate special events, and provide certificates of attendance. The manager will coordinate and provide thank you letters and gifts for speakers and sponsors, and any special awards to be presented. After the conference, the manager will summarize program evaluations and submit a report to the Board of Directors.
- D. **Nominations/Elections.** The manager will email ballots to the membership at least 30 days before the annual meeting, will receive and tabulate the results and will report the results to the Board of Directors.
- E. **Communications.** The manager will coordinate and facilitate all outgoing and incoming communications of the Society via phone, website, email, and postal mail.

Section 2. The Board of Directors will delegate other duties and responsibilities to the society manager as determined mutually. The Board will review the manager's performance annually, by June 30th of each year, to determine if the agreement/contract will be renewed.

Article VIII

AFFILIATIONS

Section 1. **PURPOSE.** The society may provide for affiliation with other groups. The purpose of such affiliation is:

- A. To provide a formal relationship for health care human resources personnel and health care educators to work with the society.
- B. To conduct educational programs.
- C. To provide channels of communication.
- D. To promote the goals of health care human resources administration/ management and education and membership in professional organizations to further those goals.

Section 2. **AFFILIATION AGREEMENTS.** Requests for affiliation shall be subject to the approval of the Board of Directors of the society.

Section 3. **REQUIREMENTS.** Affiliated groups will coordinate membership and activities on an ongoing basis.

Section 4. **TERMINATION.** Affiliation agreements may be terminated by either party upon 90 days notice in writing.

Article IX

AMENDMENTS

These By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of the members by United States mail or electronic communications. Notice of the proposed changes shall be sent to members at least two (2) weeks in advance of the meeting.

TSHE

TSHE Organizational Meeting - 2/5/71

TSHE Amended - 4/4/73

Approved THA Board - 5/19/73

TSHE Amended - 7/31/78

Approved THA Board - 11/16/78

TSHE Amended - 2/2/84

Approved THA Board -3/16/84

TSHE Amended - 10/21/88

Approved THA Board -1/21/89

3/15/89 NLE/jnp

11/30/95 Amended, approved by TSHE membership

10/10/00, Amended, approved by TSHE membership

TSHHRA

3/28/67/RLE/wr

Revised 12/5/68 TSHPD

3/13/69 THA

Reprinted 7/22/70 dp

Revised 4/26/78 TSHPA Board

Approved 8/25/78 THA Board

Reprinted 8/29/78 pl

Reprinted 9/84 ff

Revised 1/9/87 TSHPA Board

Approved 7/17/87 THA Board

Revised 4/4/89 TSHHRA Board

Revised 6/2/95 bw

Revised 8/8/95 TSHHRA Board

Approved 8/28/95 TSHHRA Membership

Revised 12/5/97 TSHHRA Board

Approved 3/6/98 TSHHRA Membership

Revised 11/5/10 TSHHRAE Board

TSHHRAE

Revised 10/18/2016 TSHHRAE Board

Approved 11/04/2016 TSHHRAE Membership