

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 in Orlando, Florida (effective September 1, 1996). The Association may also have offices at such other places as the Board of Directors may from time to time designate.

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 betterment 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 market 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 four classes of Members in this Association: Active Members, Associate Members, Institutional Members, and Honorary Members.

Section 2. Active Membership.

Active membership is the only voting membership category of NAHCR. No part-time temporary or personnel placement agency staff is eligible for Active Membership.

- a. Applicants for active membership or renewal thereof must be actively involved in health care recruitment retention and/or human resources processes and employed by organizations providing direct health care such as hospitals, long-term care facilities, home care agencies, HMOs and the military.
- b. All active members shall be individuals whose application for membership in the NAHCR has been accepted, whose dues are current, and whose membership is not under revocation for violation of the NAHCR bylaws.
- c. Active Membership in the Association shall be based on the personal and professional qualifications as outlined in Section 2b, on an individual health facility basis, and is transferable to another individual unless the individual has personally paid the dues.

Section 3. Associate Membership.

Associate Membership is open to those individuals who recruit for educational settings, and for individuals who are interested in supporting the activities of NAHCR and are interested in maintaining their involvement with the Association. Associate members shall be ineligible to vote as a member or to hold any office in this Association, including any chapter thereof.

However, Associate members may be designated to serve on appropriate committees. No individuals associated with supplemental staffing or personnel placement agencies (search firms) are eligible for Associate Member status.

Section 4. Institutional Members.

Institutional membership is open to organizations that are interested in supporting the goals of the Association and furthering the development and growth of NAHCR. Institutional members are ineligible to vote as a member or to hold any office in the Association, including any Chapter thereof. Companies or divisions of companies whose sole business is placing traveling health care professionals and supplemental staffing are eligible for institutional membership. No individuals associated with personnel placement agency (search firm) are eligible for Institutional Member status.

Section 5. 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 as a member or to hold any office in this Association, including any Chapter thereof. No part-time temporary or personnel placement agency staffs are eligible for Honorary Membership.

Section 6. Applications and Approval.

Applications for membership shall be submitted to the National Office. The application forms shall state certification over the signature that the applicant meets all conditions of eligibility. The applications will be examined by the Executive Director or designee and approved according to Bylaws/Policy.

Section 7. Duration of Membership.

The membership year shall be a period of 12 consecutive months from anniversary date of joining NAHCR.

Section 8. Charter Members.

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

Section 9. 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 two-thirds of the Board of Directors at regular or special meeting at which a quorum is present. If appropriate, any member suspended or expelled 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.

2. Any conduct on the part of said member that adversely impacts the reputation and /or welfare of NAHCR.

ARTICLE IV. DUES AND FEES

Section 1.1. Annual Dues.

The annual dues of each member shall be determined by the Board of Directors and shall become due on the anniversary date of joining NAHCR.

Section 1.2.

All dues shall be paid to the Association's National office.

Section 2. Delinquent Dues.

If any member is in arrears of payment for thirty (30) days, the management company will send a thirty (30) day notice to the member at their last known address. Upon the failure of such member to pay such arrears at or before the expiration of thirty (30) days from the date of such notice, the member shall be automatically dropped from the Association.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. Annual Business Meeting.

This meeting is open to the voting members only (Article III, Section 2). The National office will notify voting members of the location and time of the meeting which is determined by the Executive Committee. The affirmative vote of a majority of those present shall determine any question unless a greater vote shall be required by law or by the Association Bylaws.

Section 1.1. Annual Membership Meeting.

This meeting is open to all members of NAHCR (Active, Associate, Institutional and Honorary members). The purpose of this meeting is to inform the entire membership of the Association's activities and directions. It shall follow the annual business membership meeting. The National office will give adequate notice to all members concerning the time and location of the meeting.

Section 2. General Business Meeting.

One other general business meeting (for voting members) may be held during the year to conduct such business as may properly come before it at that time.

Section 3. Special Meetings.

Special meetings of the Association may be called by the President upon the request of a majority of the Board of Directors. Special Meetings shall be limited to consideration of subjects listed in the official call for such meetings.

Section 4. Agenda.

The voting membership will be notified in writing of those business items on the agenda that are anticipated to be voted on at the above meetings. With the necessary members for quorum present, a simple majority of those voting members present and voting will be necessary to pass the issue

Section 5. Attendance.

Attendance at the Annual Business Meeting and the General Business Meeting is limited to voting members only.

Section 6. Member Representation.

At all member meetings each voting member shall be entitled to one vote on all matters coming before the Association.

Section 6.1.

At member meetings voting members of the Association may have the privilege of the floor in keeping with Roberts Rules of Order.

Section 7. Member Meeting Quorum.

At Association member meetings five percent of the voting membership shall constitute a quorum for the transaction of business.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Power 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, in the execution of the powers gained, appoint such agents as it may consider necessary.

Section 2. Number and Tenure.

Section 2.1

The Board of Directors shall consist of:

Section 2.1.1

One person elected to each office by the NAHCR active members and

Section 2.1.2

The National Officers who shall have full voting rights during their respective terms of office.

Section 2.2

Officers shall be elected for a one-year 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.

Section 2.2.2

The President, upon completion of the term of office, shall then assume the office of Immediate Past President for a one-year term.

Section 2.3

The Regional Chairpersons shall be elected for a two-year term of office on a staggered basis and shall be ineligible to succeed themselves.

Section 3. Election.

Annually, the members of NAHCR shall elect the officers of the Board and some of the Regional Chairpersons.

Section 3.1

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

Section 3.2

Each Active member of NAHCR as of the date ballots are disseminated shall be entitled to vote in the election of officers, members of the Nominations Committee, and Regional Chairperson in their respective region.

Section 3.3

Active members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have consented to serve if elected. All such candidates must also be active members of NAHCR.

Section 3.4

A plurality vote of those active members voting shall constitute an election. In case of a tie, the choice shall be decided by lot.

Section 4. Meetings.

The Board of Directors shall hold at least two regular meetings annually for the transaction of such business as may properly come before it. It shall be the responsibility of the National Office 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 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 National Office, 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 two-thirds 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 National Office shall be promptly submitted to the members of the Board of Directors for a vote ~~by mail~~, 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 OFFICERS AND BOARD

Section 1. Elected Officers.

The elected officers of the Association shall be the President, President-Elect, Immediate Past President, Vice President, Treasurer, and the Secretary.

Section 2. The 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. The President shall appoint the Chairpersons of all standing and special committees and deliver an annual address. 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 3. President-Elect.

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

Section 4. Vice President.

The Vice President shall serve as an ex-officio member of all standing and special committees. The Vice President shall also assume appropriate executive functions as delegated by the President

Section 5. Treasurer.

The Treasurer shall be in charge of the Association's funds and records. As Treasurer, the President shall have established proper accounting procedures for the handling of the Association's funds and shall report on the financial condition of the Association at all meetings

of the Board of Directors and at other times when called upon by the President. At the end of each fiscal year, the Treasurer shall prepare an annual report which shall reflect an audit of a certified public accountant. At the expiration of the term of office, all books, money and other property shall be delivered to the Treasurer's successor, or in the absence of a successor, to the President. The Board of Directors may delegate specific duties of the Treasurer to the Executive Director or a designated member of the Executive Director's Staff.

Section 6. Secretary.

The Secretary shall see to the proper recording of proceedings of meetings of the Association and the Board of Directors.

Section 7. Immediate Past President.

The Immediate Past President shall assume appropriate responsibilities as delegated by the President.

Section 8. Regional Chairperson.

The Regional Chairpersons will maintain regular contact with the members of their region and fairly represent these members, encourage their participation in the programs established by the Board of Directors and, in general, to serve as liaison in maintaining a healthy communication between the regions and the Board of Directors of NAHCR. The Regional Chairpersons shall also study special problems of their region, advise the officers and the Board of Directors, and make such recommendations as may be deemed appropriate in the interest of the region.

Section 9. Executive Director.

The Board of Directors may designate an Executive Director, who need not be a member of the Association, to supervise the work of the Association. The Executive Director shall have supervision of the affairs of the Association subject to the control of the Executive Committee. The Executive Director 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 Treasurer. The Executive Director shall be responsible for assisting the President 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 shall coordinate the activities of and cooperate with all appointed committees. The Executive Director, in such capacity, shall have no vote at meetings of the General Membership, the Board of Directors, or the Executive Committee.

Section 10. Eligibility of Office.

Any voting member in good standing meeting the criteria of the office is eligible for election to all offices except the office of President. The President-Elect fills that office in the second year, and must have had recent Board of Directors experience when elected. Should a Board member no longer meet the criteria for active membership, they will have up to sixty (60) days after notification of status change to the National Office to be reinstated to active membership or the office/position held must be vacated at the end of that sixty (60) day period.

Section 11. Resignations and Vacancies.

Any 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 11.1

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 11.2

If a vacancy occurs in the office of President-Elect, the Vice President will assume the duties of the President-Elect until the next election. At the next election the offices of President and President-Elect shall be filled.

Section 11.3

If a vacancy occurs in the office of Vice President, the Board of Directors shall elect by majority vote a successor to complete the term of office. In the event the offices of President, President-Elect and Vice President should become vacant at the same time, the Treasurer shall assume the Chairpersonship of the Board of Directors until a special election is completed. In the event a special election is necessary, a quorum of the Board of Directors in conjunction with the elected Nominations Committee will have thirty (30) days to call for the special election.

Section 11.4 Special Board Election

If a vacancy occurs in the office of the President, President-Elect, and Vice President simultaneously, the Board of Directors will select a slate of one or more nominees (recommended by the Nominations Committee), to complete the term of each office, and present this slate to the general membership for a vote. The nominees shall be voting members in good standing and meet the criteria established for those positions.

Section 11.5

If a vacancy occurs in the office of Treasurer, the Board of Directors shall elect a successor to complete the term of office.

Section 11.6

If a vacancy occurs in the office of Secretary, the Board of Directors shall elect a successor to complete the term of office.

Section 11.7

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

Section 11.8

Should the office of any Regional Chairperson be vacated, within thirty (30) days the President shall appoint a successor, based upon the recommendations of the Board of Directors, to complete the current term.

Section 12. Salaries of Officers and Directors.

Officers and 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. The Chairperson of each committee or subcommittee shall develop approved goals and objectives for the committee and shall report in writing the progress in meeting those goals and the activities of

the committee, to the designated officer three weeks prior to each Board of Directors meeting. The designated Board officer shall provide a written update on their committees to the National office two weeks prior to each regular Board and member meeting.

Section 2. Executive Committee.

Section 2.1

There shall be an Executive Committee of the Board of Directors the membership of which shall be composed of the duly elected National Officers. The President shall act as Chairperson of the Executive Committee.

Section 2.2

The Executive Committee shall meet regularly at least twice in each fiscal year at the discretion of the President. Additional meetings may be called at the discretion of the President. At least fifteen (15) days prior notice of any meeting shall be given to all members of the Executive Committee.

Section 2.3

A quorum at meetings of the Executive Committee shall consist of a majority of the full membership. Provided a quorum is present, all matters to come before the Committee shall be determined by the vote of a majority of the members voting thereon.

Section 2.4

The Executive Committee is authorized to exercise the powers of the Board of Directors when the Board is not in session; provided, however, that the Executive Committee shall have no power to:

Section 2.4.1

Overrule the established policies or directives of the Board of Directors;

Section 2.4.2

Amend, repeal or adopt new bylaws;

Section 2.4.3

Take any action which would involve a dollar commitment of funds exceeding in the aggregate between meetings of the Board of Directors, ten percent of the total budget for the then current fiscal year.

Section 2.5

Minutes of each meeting of the Executive Committee shall be kept and a copy thereof shall be mailed to each member of the Board of Directors at the earliest practical date, but in any event within thirty (30) days after such meeting. Any action taken by the Executive Committee shall be subject to revision and alteration by the Board of Directors; but no such revision or alteration of any such action shall affect any right of any third party occurring or arising prior to notice to such third party of such revision or alterations.

Section 2.6

The Executive Committee may make recommendations to the Board of Directors on all matters pertaining to the advancement of the interest, good and welfare of the Association and its members.

Section 3. Nominations Committee.

The Nominations Committee shall consist of three members, two of whom are elected for a one-year term beginning July 1. The third Nominations Committee member shall be the Immediate Past Chairperson of such committee. The Nominations Committee Chairperson shall be the person receiving the most votes in the general election. The Nominations Committee will follow approved procedures in carrying out its responsibilities. The Nominations Committee shall select and certify the final slate and shall forward said slate and brief summaries of the candidates' qualifications to the President for review and to the Executive Director for distribution to the Board of Directors and to the members.

Section 3.1

Nomination Committee members are ineligible to accept a nomination to an office during their term in office.

Section 4. Bylaws Committee.

The Bylaws Committee shall consist of 3 members appointed by the Chairperson for a one-year period. A member of the Executive Committee shall serve as Chairperson. This Committee shall review both the structure and content of the Bylaws and formulate appropriate recommendations to the Board of Directors. All proposed amendments shall be submitted as explained under Article XI Amendments.

ARTICLE IX. CHAPTERS

Section 1. Chapter Affiliation.

The purpose of affiliated chapters is to provide an organized structure at the local, state or federal level for members of NAHCR and others in the field of health care recruitment/retention. Affiliation forms may be obtained by calling the National Office.

Section 2. Separate Entity.

Any local, state or federal 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.

Section 3. Chapter Presidents' Council.

An organization of the leaders of current chapters, known as the Chapter Presidents' Council, shall meet annually, usually in conjunction with the Board of Directors meetings. A representative from each chapter, preferably the Chapter President, will attend these meetings. The Chapter President, or designee, must be an NAHCR member. Items requiring a vote from this group will follow the guidelines of NAHCR covering a quorum (for the CPC), majority votes, and mail votes. The President-Elect shall preside at these meetings and minutes shall be recorded.

ARTICLE X. MISCELLANEOUS

Section 1. Rules of Parliamentary Procedure.

At the 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. Financial Matters.

All checks, notes, drafts and other instruments for the payment of money shall be initiated by the Executive Director.

Section 3. Fiscal Year.

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

Section 4. Budget.

The Executive Director shall provide to the President-Elect all information necessary for the preparation of the budget for the upcoming fiscal year. The President-Elect upon assuming the office of President shall submit a proposed budget for the upcoming year to the Executive Committee and to the Board of Directors. The Board of Directors will render final approval for the budget at the first Board of Directors meeting in the new fiscal year.

Section 5. Resolutions.

The Legislative Committee shall submit a proposed resolutions platform to the Board of Directors for its consideration. If approved by the Board of Directors, the proposed resolutions will be published. The proposed resolutions will be presented to the membership for a vote in conjunction with the annual election. If approved by a majority of the membership, said resolution(s) shall become the official position(s) of the National Association for Health Care Recruitment.

Section 6. Endorsement.

The use of the NAHCR name with member names does not imply endorsement of a service or product by NAHCR.

ARTICLE XI. AMENDMENTS

All proposed amendments shall be submitted in writing to the Bylaws Committee Chairperson who shall submit the proposal to the Board of Directors. If approved by the Board of Directors, the proposed amendments shall be published. The bylaws may be amended with previous notice at the annual Business Meeting held in conjunction with the national conference by a two-thirds (2/3rds) majority vote of the members present and voting. The Board of Directors, if in their judgment, feel that it is more expedient than waiting until the next annual Business meeting held in conjunction with the national conference may call for a mail vote of the amendment. Mail voting shall require the use of first class mail and ballots will be counted if returned within two (2) weeks after submission to the entire voting membership. A decision will be determined by a two-thirds (2/3rds) majority vote of the ballots received, provided votes of at least 10% of the voting members are received.

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