



BY-LAWS

OF THE

WISCONSIN HEALTHCARE HUMAN RESOURCES ASSOCIATION
(WisHHRA)

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The Wisconsin Healthcare Human Resources Association (WisHHRA) does not discriminate in membership, service or employment on the basis of race, creed, color, religion, national origin, gender, age, sex, sexual orientation, military status, disability status or any other protected classification. Should you have any questions or need assistance regarding this policy please contact the office of the Wisconsin Healthcare Human Resources Association.

**WISCONSIN HEALTHCARE
HUMAN RESOURCES ASSOCIATION
(WisHHRA)**

BY-LAWS

ARTICLE I – NAME AND AFFILIATION

The name of the organization shall be Wisconsin Healthcare Human Resources Association (WisHHRA) as affiliated with the American Society of Healthcare Human Resources Administration (ASHHRA) through the National Affiliation Agreement.

ARTICLE II – MISSION STATEMENT

WisHHRA leads the way for members to become more effective, valued, and credible leaders in healthcare human resources administration. As the foremost authority in healthcare HR in Wisconsin, WisHHRA provides timely and critical support through ongoing learning and development, products and resources, and opportunities for networking and collaboration.

ARTICLE III – VISION

By joining together, by raising our skills, and by speaking with one voice, we as WisHHRA members, can enhance the wellbeing of our employees, our healthcare organizations, and the communities we serve.

Our Purpose: To enhance the expertise of healthcare human resources (HR) through our ability to learn and share knowledge, build relationships, and exemplify excellence.

Our Power: To influence and impact the future of the healthcare workforce and those they serve.

Our Promise: To keep in our minds and hearts the passion and commitment we have for our profession.

ARTICLE IV – MEMBERSHIP CATEGORIES

Section 1 – Membership – The following Membership Categories shall apply:

General Membership – Individuals eligible for general membership shall be practicing healthcare human resources professionals or those for whom the human resources department is one of their primary responsibilities. This function must be performed in a healthcare organization or any organization whose primary focus is the delivery of patient care or the direct support of that activity and whose base is in Wisconsin either by residence or by business. General members shall pay annual membership dues.

Student Membership – Student membership in WisHHRA shall be granted to individuals who are actively enrolled in an undergraduate or post-graduate program in human resources, labor relations, or healthcare management. Student members shall pay reduced annual membership dues.

Liaison Membership – Liaison membership is granted to the designated liaisons with the Wisconsin Hospital Association (WHA) and ASHHRA, legal liaisons, and others approved by the Board of Directors. Liaison members shall not be responsible for paying annual membership dues.

Emeritus Member - Nominations for Emeritus membership must be submitted in writing to the Board of Directors for approval. With Board approval, Emeritus membership may be granted to former general members who are no longer active in the profession due to retirement or disability. The Emeritus member shall have been a member of the WisHHRA for a minimum of five years. Emeritus members shall not be required to pay annual membership dues.

Section 2 – Membership Application - Membership in WisHHRA shall become effective upon approval by the voting members of the Board of Directors. Applicants must submit a formal application and pay the requisite annual membership dues prior to a vote by the Board of Directors.

Section 3 – Membership Rights – Only General Members are eligible to vote, hold office, conduct WisHHRA business, and/or serve on WisHHRA committees. All members are welcomed and encouraged to attend the WisHHRA business meetings, conferences and educational offerings.

Section 4 – Dues – The Board of Directors shall establish the dues structure for the membership for the upcoming calendar year. Individuals who apply for membership on or after January 1 shall pay full dues for the calendar year.

Section 5 – Transfer of Membership – There shall be no transfer of membership.

Section 6 – Termination of Membership – Membership can be terminated by the member or the Board of Directors due to resignation, suspension or expulsion, loss of eligibility or nonpayment of dues as outlined below.

Resignation – A member may at any time file a resignation from WisHHRA by providing written correspondence to the President.

Suspension or Expulsion – The Board of Directors of WisHHRA may suspend or expel any member for cause after giving such member the opportunity for a hearing before the WisHHRA Board of Directors. Any member suspended or expelled may be reinstated by affirmative vote of a majority of the members of the WisHHRA Board of Directors present and voting, provided a quorum is present for the vote.

For purpose of this subparagraph, the term "for cause" shall include, but is not limited to,

any of the following:

- Any violation of these bylaws or or WisHHRA policies;
- Any conduct which is deemed by the Board of Directors to be detrimental to the best interests of the organization.

Loss of Eligibility – If a member is unemployed yet seeking a human resources management position in a healthcare organization or an organization whose primary focus is the delivery of patient care or the support of that activity, the President may extend the member’s eligibility for up to one year from the member’s next renewal date, provided all other membership requirements are met. Only one extension per period of unemployment shall be permitted.

Nonpayment of Dues – The membership of a member who has not paid his/her annual dues by January 1 shall be terminated, provided a prior notification of such delinquency has been sent to the member thirty (30) days prior to termination. A Board of Directors member who has not paid his/her annual dues, and has received the proper 30-day notification, shall be removed from the Board of Directors. Reinstatement of membership which has been terminated because of non-payment of dues may be made by the Board of Directors. The Board may reinstate membership when a request is accompanied by payment for past dues. The request for reinstatement must be made not later than nine months following the due date. Requests for reinstatement at a later time shall be considered as a new application for membership.

ARTICLE V – MEETINGS AND VOTING

Section 1 – General Membership Meetings - Meetings for the transaction of the affairs of the organization shall be held at least annually. Notification of general membership meetings may be included with conference promotional materials and/or via electronic delivery systems as determined by the Board. A report of the annual meeting shall be distributed to all WisHHRA members and published on the website by the President or designee. A quorum shall consist of no less than fifteen (15) eligible voting members. Transaction of the affairs of WisHHRA may not proceed without a quorum.

Section 2 – Meetings of the Board of Directors - The Board of Directors of the organization shall meet at least twice a year. Meetings may be conducted utilizing electronic media. A quorum shall consist of no less than six (6) members which shall include two (2) officers. Transaction of the affairs of WisHHRA may not proceed without a quorum.

Section 3 – Special Meetings - Additional Board or general membership meetings may be called at the discretion of any Board member after approval by a majority of the Board of Directors.

Notification of special meetings will be made at least seven (7) days prior to the proposed meeting date.

Section 4 – Voting –

Voting at Annual Meeting: Each General Member of WisHHRA in good standing who is present at the meeting shall be entitled to one vote. Proxy voting shall not be permitted. Only general members shall have the privilege to vote.

Electronic Voting: To conduct an electronic vote, a ballot will be sent to each general member of WisHHRA. The ballot shall:

- clearly describe the subject matter of the vote,
- provide a designated place for the member to mark his/her vote, and
- indicate the deadline for voting.
- Be identified by the term 'ballot' in the subject line of the email (or equivalent).

Electronic votes must be received by the President or his/her designee prior to the deadline established in the email for electronic voting. A minimum of fifteen (15) eligible voting members must respond to electronic voting to constitute a quorum to consider any issues or elect any member of the Board of Directors.

Section 5 – Majority - Except as otherwise specified herein, all matters shall be settled by a simple majority vote, a majority of votes returned or a majority of members voting in assembly, as the case may be, provided a quorum for voting.

ARTICLE VI – OFFICERS

Section 1 – Definition – Officers shall consist of the President, President-Elect, Past President, Secretary, Treasurer and Membership Coordinator.

Section 2 – Terms of Office – The term of office for President, Treasurer, Secretary and Membership Coordinator shall be two (2) calendar years following the election, or until his/her replacement has taken office. The term of office for President-Elect shall be one (1) year. The President-Elect shall succeed to the Presidency after his/her year in office as the President-Elect and/or as Acting President. Following his/her term as President, the President shall assume the position of Past-President for a one-year term. The Membership Coordinator and the Treasurer shall stand for election in odd numbered years. The President-Elect and Secretary shall stand for election in even numbered years.

Section 3 – Eligibility for Office - Those nominated for the position of President-Elect must have completed at least one (1) two-year term on the Board. The President, President-Elect, Treasurer, Secretary, Membership Coordinator, and Past President shall be ASHHRA members.

Section 4 – Duties of the Officers – The duties of the offices of President, President-Elect, Past-President, Secretary, Treasurer and Membership Coordinator are outlined in the WisHHRA policies.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 – Composition - The WisHHRA Board of Directors shall include the President, President Elect, Past President, Treasurer, Secretary, Membership Coordinator, and a minimum of four (4) to a maximum of six (6) Directors as voting members. Committee chairpersons, task force chairpersons and Liaisons may participate in Board meetings as non-voting members when invited by the President. The President may, with approval from the Officers and Directors, appoint special liaison(s) to the Board as non-voting member(s). Liaison leaders shall include the ASHHRA Liaison, WHA Liaison, Legal Counsel or others designated by the Board.

Section 2 – Term of Office – The term of office for Directors shall be two (2) calendar years following election. One-half (1/2) of the Directors shall stand for election in the even numbered years and one-half (1/2) shall stand for election in the odd numbered years.

Section 3 – Eligibility for Office - Those nominated for the position of Director must have been a member of WisHHRA for at least one (1) year prior to the commencement of their term of office.

Section 4 – Duties of the Board of Directors – The Board of Directors shall have the authority to interpret and make policy decisions for the organization and establish rules and procedures for the Board of Directors and the organization. Additional duties of the Board of Directors are outlined in the WisHHRA policies.

Section 5 – Powers - The WisHHRA Board of Directors has the responsibility to formulate the strategic directions of WisHHRA and implement plans to accomplish them. The Board is empowered to establish standing committees and task forces to implement WisHHRA’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 WisHHRA’s annual meeting and conference and other educational programs. The WisHHRA Board of Directors may establish liaison relationships and committee/task force membership with other organizations, agencies or associations related to WisHHRA’s purpose. WisHHRA will maintain annual expenditures less than or equal to the amount of annual income.

Section 6 – Termination - Eligibility to serve as a Board member terminates if that member retires, or in some manner becomes ineligible for general membership in WisHHRA based on the criteria of the individual Board position description. An Officer or Director may be removed from the Board by a vote of the majority of the Board of Directors. Should an officer become ineligible for general membership, the member may, subject to Board approval, retain the office during the 90 days following loss of eligibility to allow for an orderly transition.

ARTICLE VII – NOMINATIONS, ELECTIONS AND VACANCIES

Section 1 – Election of Officers and Directors - The election of Board members shall be conducted annually. The Nominating Committee Chair shall present a slate of nominees to the Board of Directors and to the full voting membership. The nominee receiving the highest number of votes

for each specific office shall be designated as the elected officer or director. Officers and directors shall be elected at large by voting members.

Section 2 – Nominations - The Nominating Committee will ensure that the membership receives an announcement of the election at least thirty (30) days prior to such election. Any general member of the organization in good standing may contact a member of the Nominating Committee to have his/her name placed in nomination, or to recommend a candidate for a specific position on the Board of Directors, prior to distribution of the notification of election. The nominator shall provide a brief biography of the nominee for inclusion in the notification of election.

Section 3 – Elections - The individuals on the slate of candidates will be approved with a majority of votes of the general membership. The results of the vote shall be reported first to the President or designee as soon as the votes are tabulated. The President shall then notify the slate of candidates and Board of Directors of the results. Thereafter, the results shall be published in WisHHRA publications and on the WisHHRA website. In the event of a tie vote, a coin flip between the tied candidates, conducted by the President or designee, will determine the results of the election.

Section 4 – Vacancies - The President may fill any Board vacancies from the general membership by appointment. Such appointment shall serve for the remainder of the vacated term of office. If the President is unable to fulfill tenure of his/her office, the President-Elect or Past-President shall act as President until the next annual election. In the event the Past-President becomes acting President; he/she shall act as President through the elected term. In the event the President-Elect becomes acting President; he/she shall act as President through the end of the vacated term and his/her elected term. In the event an acting President shall be unable to fulfill tenure of the office, the Secretary shall act as President until the next annual election, at which time an election for President shall be added to those elections regularly conducted in accordance with these Bylaws.

Section 5 – Terms of Office It is the goal of the Board of Directors to have ongoing rotation of members on the Board of Directors to reflect the diversity of its membership. No Officer or District Director should serve more than two consecutive terms in the same capacity unless recommended by the President and approved by a majority of the Board.

ARTICLE IX – COMMITTEES

Standing Committees - The President may appoint one voting member from the general membership and one member of the Board of Directors to the following committees: Compensation, Legislative, Nominating, Auditing, and special committees as established.

ARTICLE X – FISCAL POLICIES

Fiscal Year -The WisHHRA fiscal year shall be January 1 through December 31.

ARTICLE XI – DISSOLUTION

In the event the organization is dissolved, the assets shall be distributed in their entirety to the

University of Wisconsin Foundation, a non-profit, non-stock, Wisconsin Corporation with its principal offices in Madison, Wisconsin, in the form of a fund for scholarships within the University of Wisconsin system.

The scholarships are designed for high school seniors majoring in Human Resources Management or related fields.

It is understood and agreed that should the purpose of which said fund is instituted ceases to exist, the Foundation may devote said fund for uses as close to the original purpose as expressed herein as it can at the time devise.

ARTICLE XII – AMENDMENTS

This Constitution may be altered, amended or repealed by a majority vote of the voting membership in attendance at any general membership meeting or by electronic voting. All voting members shall be notified at least 30 days in advance of any proposed changes to the Constitution.

Original: 1967

Revised: 1972, 1973, 1975, 1976, 1979, 1980, 1981, 1982, 1984, 1987, 1990, 1992, 1994, 1996, 1997, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2008, 2010, 2013, 2014, 2018