



BY-LAWS

OF THE

WISCONSIN HEALTHCARE HUMAN RESOURCES ASSOCIATION
(WisHHRA)

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ARTICLE I – NAME AND AFFILIATION..... 2

ARTICLE II – VISION 2

ARTICLE III – MISSION STATEMENT 2

ARTICLE IV – MEMBERSHIP CATEGORIES 2

ARTICLE V – MEETINGS AND VOTING 4

ARTICLE VI – REGIONS..... 5

ARTICLE VII – OFFICERS 5

ARTICLE X – COMMITTEES..... 8

ARTICLE XI – FISCAL POLICIES 8

ARTICLE XII – DISSOLUTION 8

ARTICLE XIII – AMENDMENTS 8

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 – 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 III – 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 IV – MEMBERSHIP CATEGORIES

Section 1 – Membership - Membership is broken into the following categories:

General Membership – Individuals eligible for membership in the organization shall be practicing healthcare human resources professionals or those 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 – Wisconsin Hospital Association (WHA) and ASHHRA designated liaison person and others approved by the Board of Directors. Liaison members will 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 practitioner 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 three years. Emeritus members will 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 will be required to submit a formal application and pay appropriate annual membership dues.

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

Section 4 – Dues – The Board of Directors shall establish the annual dues structure for the membership on an annual basis running from January 1 to December 31. Individuals who join the membership after January 1 will pay full dues for the calendar year.

Section 5 – Transfer of Membership - WisHHRA membership is transferable to the person filling the position of the exiting member within the first 90 days of the calendar year.

Section 6 – Termination of Membership – Termination of membership can result due to resignation, suspension or expulsion, loss of eligibility or nonpayment of dues.

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 not be limited to, any of the following:

- Any violation of these bylaws or constitution;
- Any conduct which is deemed by the Board of Directors to be detrimental to the best interest 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 one year from the member’s next renewal date, not to exceed more than one year.

Nonpayment of Dues - 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 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 the 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 an 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 will be included with conference promotional materials. 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 of six (6) members, including two (2) officers shall be a necessary quorum for the transaction of business.

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 who is present at the meeting and in good standing shall be entitled to one vote. Proxy voting shall not be permitted. Only voting members shall have the privilege to vote. Electronic Voting: To conduct an electronic vote, a ballot will be sent to each practitioner member of WisHHRA stating clearly what is to be voted on, providing a designated place for the member to mark his/her vote, and indicating the deadline for voting. The subject line of the email (or equivalent) must contain the term ‘ballot’. Electronic votes must be received by the President or his/her designee prior to published 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 of the membership is represented.

ARTICLE VI – REGIONS

For the purpose of expediting the activities of the organization, the State is divided into four regions.

Southwest - Consists of the following counties: Adams, Buffalo, Columbia, Crawford, Dane, Dodge, Grant, Green, Iowa, Jackson, Jefferson, Juneau, La Crosse, Lafayette, Monroe, Richland, Rock, Sauk, Trempealeau, and Vernon.

Northwest - Consists of the following counties: Ashland, Barron, Bayfield, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Florence, Forest, Iron, Langlade, Lincoln, Marathon, Oneida, Pepin, Pierce, Polk, Portage, Price, Rusk, Sawyer, St. Croix, Taylor, Vilas, Washburn, and Wood.

Northeast - Consists of the following counties: Brown, Calumet, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Marinette, Marquette, Menomonee, Oconto, Outagamie, Shawano, Waupaca, Waushara and Winnebago.

Southeast - Consists of the following counties: Kenosha, Milwaukee, Ozaukee, Racine, Sheboygan, Walworth, Washington, and Waukesha.

District meetings may be conducted at the discretion of the District Director.

ARTICLE VII – 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 ratification of the slate, or until his/her replacement has taken office. The President-Elect shall succeed to the Presidency after his/her year in office as the President-Elect and/or as Acting President. 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 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 VIII – 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 Region Representative(s) from each region 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). Each of the four (4) Regions will be represented by a Director or Co-Directors. Each region has one vote on all Board matters. Liaison leaders shall include the ASHHRA Liaison, WHA Liaison, Legal Counsel or others designated by the Board.

Section 2 – 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 3 – Duties - 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.

Section 4 – Termination - Eligibility to serve as a Board member terminates if that member retires,

or in some manner becomes ineligible for practitioner 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 practitioner 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.

Section 5 – Liaisons - Liaisons to the Board bring special knowledge, skill and/or experience to Board meetings to assist the Board in carrying out the work of the organization.

ARTICLE IX – 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 Officers 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. Officers shall be elected at large by voting members without respect to the districts in which they are employed.

Section 2 – Nominations - The Nominating Committee will ensure that the membership receives an announcement of the election at least thirty (30) days prior to the vote. Any voting 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 vote. A brief biography of each nominee shall be included in the notification of vote.

Section 3 – Elections - The slate will be approved with a majority of votes. The results of slating 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. 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 shall fill any vacancies from the voting 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 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 this constitution.

Section 5 – Terms of Office – See Article VII, Section 2 for terms of office for officers. Newly elected members of the Board of Directors shall be two (2) calendar years following the ratification

of the slate. It's 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. Directors of the Northeast and Southeast Regions shall stand for election in odd numbered years. Directors of Northwest and Southwest Regions shall stand for election in even numbered years.

ARTICLE X – COMMITTEES

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

ARTICLE XI – FISCAL POLICIES

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

ARTICLE XII – 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 XIII – 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