

AMENDED BYLAWS OF THE NEW ENGLAND ASSOCIATION DIRECTORS OF HEALTHCARE VOLUNTEER SERVICES, INC.

ARTICLE I - NAME

The name of this Corporation shall be The "New England Association Directors of Healthcare Volunteer Services", Inc. (NEADHVS)(the "Corporation").

ARTICLE II - PURPOSES AND APPLICABLE LAWS

Section 1.

The Corporation is a non-stock corporation organized and incorporated under the Connecticut Revised Non-stock Corporation Act, Section 33-1000 et. seq. (the "Act") and shall have the powers of a Connecticut non-stock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

The purposes of the Corporation, shall be as set forth in the Certificate of Incorporation, namely:

- A. To unite in a New England association those persons empowered by a healthcare organization to have responsibility for the administration or provision of volunteer services within those organizations;
- B. To exchange and disseminate information to support the professional administration of volunteer services and to promote growth and recognition of volunteer services in healthcare organizations for the benefit of healthcare facilities, their patients, and their neighboring communities;
- C. To provide opportunities for the professional development of administrators or providers of volunteer services in healthcare organizations allowing them to more aptly promote volunteer services in their respective healthcare facilities and communities;
- D. To conduct a minimum of two educational meetings per year;
- E. To develop standards and sound practices for Volunteer Services in healthcare organizations;
- F. To promote volunteerism and community service; and
- G. To engage in any other lawful act or activity for which corporations may be formed under the Connecticut Revised Non-stock Corporation Act, Sections 33-1000 et. seq. of the Connecticut General Statutes (the "Act"); provided, that in all its activities the Corporation shall operate exclusively for charitable and educational purposes entitling the Corporation to exemption under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended, (the "IRC") or the corresponding provision of such other revenue laws of the United States as shall be enforced from time to time.

Section 2.

This Corporation shall be a non-stock, non-profit, non-partisan, non-sectarian organization, guided by the principles of the Association of Healthcare Volunteer Resource Professionals (AHVRP) of the American Hospital Association (AHA).

ARTICLE III - MEMBERSHIP AND DUES

Section 1.

Except where otherwise provided, any reference to Members shall refer to all classes of Members. There shall be two classes of personal membership:

- A. FULL membership entitles individuals to vote, hold office, chairperson and serve on committees and receive all appropriate Corporation mailings. Full membership may be granted to:
 - 1. Any person empowered by a healthcare organization to have major and continuing responsibility for the administration of volunteer services within that organization.
 - 2. Persons in healthcare organizations who are responsible for specific volunteer services programs.
 - 3. Current healthcare volunteer management consultants with demonstrated expertise in the profession.
 - 4. Persons working in a freelance capacity or retired from a healthcare organization but still involved in field.

- B. Honorary Membership may be granted by invitation of the Board of Directors in recognition of outstanding service and dedication to NEADHVS according to the following criteria.
 - (a) Member is retiring from active participation in the profession of Volunteer Management.
 - (b) Prior to retirement a member has made a major contribution to the profession by fulfilling three of the following five criteria:
 - 1. Member has a minimum of fifteen years as a member of NEADHVS
 - 2. Member has served as President of NEADHVS
 - 3. Member has been published on the subject of volunteer services in a regional or national publication.
 - 4. Member has served as a NEADHVS board member for a minimum of four years. (The terms of office do not need to be consecutive and are not limited to the same office.)
 - 5. Member has notable outstanding achievement as recognized by the NEADHVS Board of Directors (i.e. AHVRP board member, AHVRP President, special governmental task force, President's Extraordinary Program award for programming at the regional or national level, NEAPE Award.)
 - (c) Newly selected Honorary Members will be given special recognition at the NEADHVS Annual Meeting following their selection to include a brief biographical sketch of their professional achievement as it relates to Honorary membership.

Honorary Members are listed in the NEADHVS Roster as Honorary Members; receive all NEADHVS mailings; may serve on committees but may not vote or hold office; do not pay annual dues.

Section 2.

- A. Membership is transferable. All members, excluding honorary members, shall pay annual dues in an amount determined by a vote of the members at the annual meeting.
- B. The fiscal year of the Corporation shall be from July 1 - June 30.
- C. Dues shall be paid annually upon receipt of notification.
- D. Membership renewal/dues payment notices shall be sent to all members annually by February 1st. Individuals whose membership renewal form and dues payment have not been received by June 30th will be removed from the membership roster. Member information will be re-instated upon receipt of the renewal form and dues payment.
- E. No portion of the dues paid by any member is refundable if the membership is terminated.

ARTICLE IV - MEETINGS

Section 1. Corporation Meetings

- A. Regular meetings of the members of the Corporation shall be held twice a year, Spring and Fall, in the form of educational conferences.
- B. The Annual Meeting of the members of the Corporation shall be held in conjunction with the spring educational conference. The purpose of the Annual Meeting shall include the receipt of reports, election of officers and transaction of business.
- C. Special meetings of the members of the Corporation may be called by the President or by any member of the Board of Directors, following a written request of one-third of the members. Thirty days written notice shall be given and shall state the business of the special meeting.

Section 2. Board of Directors' Meetings

- A. The Board of Directors shall meet no less than two times per year.
- B. In lieu of any regular or special meeting and vote of the Directors, the unanimous written consent of all Directors may be executed with respect to any action taken or to be taken by the Directors, and said consent shall have the same force and effect as a unanimous vote of the Directors at a duly called or held meeting. Consent via electronic mail may constitute written consent for this purpose.
- C. If a member of the Board cannot attend a meeting in person, he or she may participate in the meeting by telephone, as long as the member requested such telephonic participation of the President in advance of the meeting, and as long as everyone at the meeting can hear every other person participating in the meeting

Section 3. Quorum

- A. A quorum of the Corporation shall consist of 20% of voting members.
- B. A majority of the Board of Directors constitutes a quorum.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1. Eligibility

Only Full members (See Article III, Section I) shall be eligible for elective office in the Corporation. The President shall have served as President-elect. The President-elect shall have served on the Education Committee within the past three years. The Treasurer shall possess competency with financial computer applications (preferably Quicken and Excel).

Section 2. Officers

Officers of the Corporation shall represent at least four states and shall be: President, President-Elect, Secretary, Membership Chairperson, Treasurer, and immediate Past President.

Section 3. Election

Election of officers shall take place yearly at the Annual Meeting of the Corporation by Full members who are present. The term of office shall begin on July 1st, the start of the fiscal year.

Section 4. Term

- A. Officers of this Corporation shall serve for a term of one year.
- B. The President and President-Elect shall be ineligible to serve in the same Board position until one term has elapsed.
- D. Secretary, Treasurer and Membership Chairperson shall be eligible to serve two consecutive terms in the same office or in a different elected or appointed position.
- D. If any officer or director serves on the Board for seven consecutive years in any position, that officer or director may not continue to serve on the Board unless his or her service is interrupted for at least one year.

Section 5. Vacancies

- A. If the office of President is vacated, the President-Elect will immediately become the President for the duration of the unexpired term and continue to serve as President for the elected term.

- B. If the office of President-Elect is vacated, the Board of Directors will appoint a President-Elect pro tempore from the current Board. The President-Elect pro tempore will serve the remainder of the term until the Nominating Committee completes the next selection for President-Elect.
- C. If the offices of both the President and President-Elect are vacated, the Board of Directors will appoint a President pro tempore from the current Board. The President pro tempore will serve until the Nominating Committee completes an election for the President and President-Elect.
- D. Any individual appointed to fill an elected position is eligible to serve for a second term upon the recommendation of the Nominating Committee and election at the next Annual Meeting.
- E. If any Board member loses his/her position at a healthcare facility but wishes to remain on the Board through the remainder of the term, the Board member must submit a request to the President which will be voted on by the entire Board.

Section 6. Duties of Officers

- A. President
 - 1. Shall preside at all meetings of the Corporation and of the Board of Directors;
 - 2. Shall serve as an ex-officio member on all committees except the Nominating Committee;
 - 3. Shall appoint Chairpersons of all standing committees with the exception of the Education Committee, which is chaired by the President-Elect. Shall create special committees when needed and shall fill vacancies that may occur;
 - 4. Shall sign checks in the absence of the Treasurer;
 - 5a. Shall attend the Annual Meeting of the Association of Healthcare Volunteer Resource Professionals or shall appoint a delegate from the Board to attend. Reasonable expenses shall be paid by NEADHVS if necessary;
 - 5b. Shall be a member of AHVRP. Membership dues shall be paid by NEADHVS if necessary;
 - 6. Shall attend the Spring & Fall NEADHVS conferences or shall appoint a delegate from the Board to attend. Reasonable expenses shall be paid by NEADHVS if necessary;
 - 7. Shall report annually to the members of the Corporation.
- B. President-Elect
 - 1. Shall assume, in the absence of the President, the duties and responsibilities of the office;
 - 2. Shall serve as the Education Committee Chairperson;
 - 3. Shall perform such duties as may be assigned by the President.
- C. Secretary
 - 1. Shall keep attendance and accurate and complete minutes of all meetings of the Corporation and the Board;
 - 2. Shall be responsible for distribution of the minutes to members;
 - 3. Shall be responsible for keeping permanent records of the Corporation;
 - 4. Shall be responsible for all correspondence of the Corporation;
 - 5. Shall perform such other duties as may be assigned by the President.
- D. Membership Chairperson
 - 1. Shall maintain current membership roster;

2. Shall be responsible for new member orientations on an as needed basis;
3. Shall coordinate membership recruitment program through state membership chairpersons.
5. Shall be responsible for presenting recommendations to the Board for Honorary memberships after reviewing nominated candidates according to the criteria outlined in Article III-Membership & Dues.
6. Shall perform such other duties as may be assigned by the President.

E. Treasurer

1. Shall manage and account for all funds of the Corporation;
2. Shall report annually to the members of the Corporation and to the Board;
3. Shall develop and implement an annual budget with the Board;
4. Shall provide needed financial records to the Finance Committee prior to its June and December meetings
5. Shall perform such other duties as may be assigned by the President.

F. Immediate Past-President

1. Shall serve for one year on the Board and the Finance Committee.

ARTICLE VI - BOARD OF DIRECTORS

Section 1.

There shall be no fewer than 3 and no more than 21 directorships on the Board. Within those limits, the Board of Directors shall consist, from time to time, of:

- A. The officers of the Corporation, as described in Article V;
- B. Each of the Presidents represents one of the five entities that comprise the New England State Associations. These entities include:
 - i. Connecticut Association Directors of Volunteer Services of Healthcare;
 - ii. Rhode Island Association for Healthcare Volunteer Administration;
 - iii. Massachusetts Association Directors of Healthcare Volunteer Services;
 - iv. Maine Society of Directors of Healthcare Volunteer Services; and
 - v. New Hampshire/Vermont Administrators of Healthcare Volunteer Services.

The Presidents of the New England State Associations shall serve as *ex-officio* directors with power to vote.

- C. The Chairpersons of the Corporation's Standing Committees, as identified in Article VII, shall serve *ex-officio* directors with power to vote; and
- D. The Chairpersons of any committees appointed by the President shall also be members of the Board who shall serve as *officio* directors with power to vote.

Section 2.

The Board shall administer the business of the Corporation, shall determine the Corporation's policies and the management of its budget, shall fill elected positions on the Board as vacancies occur and shall perform other duties as prescribed in these bylaws.

Section 3.

A Director may be removed from office only upon a two-thirds vote of the Board. If a Director is absent from more than three (3) meetings of the Board during any calendar year without being excused by the President, the Director shall be deemed to have resigned.

Section 4.

The Corporation shall be bound by, and comply with, the provisions of Sections 33-1116 through 1124 of the Connecticut General Statutes regarding indemnification of directors, officers, and agents of the Corporation.

ARTICLE VII - STANDING COMMITTEES

Standing committees shall exist for the following areas: Nominating, Bylaws, Education, Professional Development, Communication, Funds Development and Finance.

- A. The Nominating Committee shall consist of the appointed Chairperson and seven members who are not officers of the Corporation, plus the immediate past Nominating Chairperson, who shall serve ex-officio with vote. Three members will be elected by the membership at the Annual Meeting. Four members will then be appointed by the new Committee Chairperson and serve through the remainder of the Board's term. The Committee shall meet as necessary and prepare a slate consisting of candidates for each office, including three members for the Nominating Committee. The Committee shall present this slate to the Board at the Board Meeting prior to the Annual Meeting.
- B. The Bylaws Committee shall consist of the appointed Chairperson and at least four members of the Corporation. Representation shall be from as many states as possible. The Committee shall be responsible for reviewing and revising the bylaws every two years or as needed, shall consider proposed amendments to the bylaws and shall prepare bylaws in proper form for presentation to the members of the Corporation at least thirty (30) days prior to the Annual Meeting, Fall Meeting, or other ballots when necessary between the two meetings and shall provide copies for all members of the Corporation. The Bylaws Chairperson is responsible for providing a revised copy of the bylaws to the Communications Chairperson for inclusion on the NEADHVS website.
- C. The Education Committee shall consist of members from each state and shall be chaired by the President-Elect. The Committee shall be responsible for all educational meetings of the general membership, scholarship drawings, and the preparation of the conference attendance certificates, which shall include information regarding education contact hours.

- D. The Communication Committee shall consist of the appointed chairperson and other members of the Corporation as selected by the chairperson. Representation shall be from as many states as possible. The Committee shall be responsible for the Corporation's website and newsletter.
- E. The Professional Development Committee shall consist of the appointed chairperson and other members of the Corporation as selected by the chairperson. The Committee shall be responsible for the President's award, NEAPE award, and for offering education in preparation for the CAVS exam as necessary. Refer to specific award policies for detailed information regarding the selection process and criteria.
- F. The Funds Development Committee shall consist of the appointed chairperson and other members of the Association as selected by the chairperson. The Committee shall be responsible for planning and managing the Annual Trade Show and securing Conference Sponsors.
- G. The Finance Committee shall consist of the immediate past president and two individuals elected from the general membership. The Committee shall conduct an internal audit of the Corporation's financial records twice a year (June and December).
- H. Ad Hoc Committees
 1. Ad Hoc committees shall be authorized for specific tasks when need has been determined by the Board of Directors. At such time, the Board shall specify the purpose and responsibilities of the committee.
 2. The President shall appoint, with the approval of the Board, the chairperson of any Ad Hoc committee. The chairperson shall appoint members of the committee.
 3. An Ad Hoc committee shall be terminated automatically when its assigned task is completed or at the discretion of the Board of Directors.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1.

The Nominating Committee shall present the slate, prepared as specified in Article VII. Section 1A. At the Annual Meeting, nominations from the floor may be made, provided that the consent of the candidates has been obtained.

Section 2.

Election shall be by majority vote of voting members present.

Section 3.

If the slate presented by the Nominating Committee is contested, an Elections Chairperson and two tellers shall be appointed by the President and the election of said officers shall then be by ballot.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall be the parliamentary authority of the Corporation.

ARTICLE X - CONFLICTS OF INTEREST

Section 1.

The Corporation shall adopt procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S., or any excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including directors and officers of the Corporation, shall only be undertaken after the requisite disclosure and voting by both directors and, where appropriate, members of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S.

ARTICLE X - DISSOLUTION

In the event the membership votes to dissolve the Corporation, after all liabilities have been met, any assets remaining after payment of all its liabilities and obligations shall be distributed to nonprofit organization(s) exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such proportions and amounts as the Board shall determine.

ARTICLE XI - REVISIONS AND AMENDMENTS

Section 1.

Upon recommendation of the Board of Directors, these bylaws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting or Fall Meeting of the Corporation or by electronic mail. Notice of proposed amendments shall be sent to all members by electronic mail at least thirty (30) days prior to the Meeting or Electronic vote.

Section 2.

Amendments to these bylaws shall be submitted first to the Board for approval and shall become effective upon acceptance by the members of the Corporation.

Revised

May 24, 2006

May 22, 2007

February 29, 2008

May 20, 2008

May 18, 2010