

**Bylaws of  
Healthcare Businesswomen's Association**

26 October, 2017

**Article I  
Name and principal office**

Section 1. **Name.** The name of the corporation will be Healthcare Businesswomen's Association, Incorporated (hereinafter referred to as the association).

Section 2. **Principal office.** The registered office of the association will be in the state of New York. The principal office will be fixed and located at such place as the board of directors shall determine.

**Article II  
Members**

Section 1. **General.** The association shall have individual members who shall have ultimate authority over the affairs of the association. However, the board of directors shall have authority to operate the association within a structure sanctioned by the members.

Section 2. **Eligibility.** Eligibility for individual membership in the association shall extend to persons in all sectors of the healthcare industry.

Section 3. **Other classes of members/partners.** The association may establish other classes of individual, corporate and/or organizational members or partners whose authorities, benefits and eligibility shall be determined by the board of directors.

Section 4. **Individual membership dues and good-standing.** The board of directors, by a minimum of two-thirds affirmative vote by the voting members of the board of director, shall determine the structure and amount of individual membership dues. A member-in-good-standing is an individual who is certified by the association as having paid her or his dues for their membership year, defined as a rolling 12-month period.

**Article III  
Chapters and alliances**

Section 1. **Authority.** The board of directors shall have the sole authority to establish and sanction chapters to further the purposes of the association, and to determine the terms of chapter affiliation, membership and operating policies and guidelines.

Section 2. **Organization.** Chapters will be part of the Healthcare Businesswomen's Association, Incorporated.

Section 3. **Council of Chapter Presidents.** The association shall create and maintain a Council of Chapter Presidents to contribute to the board of directors in policy development, operational efficiencies through the development and dissemination of best practices. The board of directors shall determine the term of the council, membership and operation policies and guidelines.

Section 4. **Other alliances.** The board of directors may enter into alliances with other organizations or entities to help carry out the purposes of the association. The board of directors shall have the sole authority to determine terms and conditions of such alliances.

#### **Article IV** **Board of directors**

Section 1. **General powers.** The property, affairs and business of the association will be managed by voting members of the (a) board of directors under a structure and terms determined by the members.

Section 2. **Property.** No member of the board of directors will have any right, title or interest in any property or asset of the association.

Section 3. **Composition.** The members of the board of directors shall be composed of four (4) officers including the CEO as an ex-officio non-voting member, a minimum of six (6) and a maximum of eight (8) directors at large, and the appointed representative of the Council of Chapter Presidents. Non-voting directors can be appointed by the board of directors. Each member of the board of directors shall be a director of the Healthcare Businesswomen's Association, Incorporated. The board of directors, whether elected or appointed, must be members-in-good-standing of the association.

Section 4. **Non-voting directors at large.** Any number of non-voting directors at large may be appointed by resolution of the board of directors. The resolution shall contain the qualifications, terms and duties of any non-voting director at large so appointed. Non-voting directors at large do not contribute to the verification of a quorum and manner of acting of the board of directors.

Section 5. **Place of meetings.** The board of directors may hold its meetings at any location it chooses.

Section 6. **Regular meetings.** Regular meetings of the board of directors will be held at least quarterly and at a time and place determined by of the board of directors. Verbal or written notice of regular meetings will be given at least ten (10) days prior to any regular meeting.

Section 7. **Special meetings and notice.** Special meetings may be called by the association chair or by twenty-five percent (25%) or more of the voting members of the board of directors. Notice of special meetings will be mailed by electronic means to each director's residence or place of business at least five (5) days before the day of the meeting, or delivered personally or by telephone, no later than two (2) days before the meeting. The notice must include the time, purpose and place of the meeting. Any meeting of the board of directors will be a legal meeting, without any notice having been given, if all voting members of the board of directors waive such notice in writing before, at or after the meeting.

Section 8. **Quorum and manner of acting.** Except as otherwise provided by statute or these bylaws, a minimum of fifty-one percent (51%) of the voting members of the board of directors are required to constitute a quorum to transact business at any meeting, and the act of a majority of the board of directors present at such a meeting will be the act of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting. Notice of any adjourned meeting need not be given.

Section 9. **Proxies.** Proxies will not be allowed.

Section 10. **Electronic communications.** Directors may participate in meetings of the board of directors through conference telephone or other such electronic communication device, providing that all participating directors can hear one another and that applicable law allows for such meetings.

## **Article V** **Officers**

Section 1. **Number.** The officers will be a chair, a vice chair, a secretary/treasurer and the CEO.

Section 2. **Election, term of office and qualifications.** All officer positions that are open for election will be elected by majority vote at the annual business meeting of the association or by secure voting technology. Each elected officer will hold office for one (1) year and until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided. Officers can be elected for one additional consecutive term.

Section 3. **Resignations.** Any officer may resign his or her office by giving written notice to the association chair or secretary. Any resignation will take effect at the time specified by the resigning officer and, the acceptance of the resignation shall not be necessary to make it effective.

Section 4. **Removal.** Any officer may be removed, following adherence to the HBA conflict resolution policy at any time with a two-thirds (2/3) vote by a quorum of the voting members of the board of directors present at a special meeting called for that purpose. Refer to section 7 of article IV.

Section 5. **Vacancies.** The executive committee, by majority vote, shall have the sole authority to fill any officer vacancy. However, a vacancy in the office of chair shall be filled by the vice chair. In the event the vice chair declines the office of the chair, the office shall be filled by the board. Additionally, the board, by majority vote, shall have sole authority to fill a vacancy in the nominating committee chair with a previous chair emeritus. An officer appointed to fill such vacancies shall serve the remainder of the departing member's term.

Section 6. **Chair.** The chair conducts the meetings of the association and has primary responsibility for its general welfare. When present, the chair presides at all meetings of the board of directors, executive committee and the annual business meeting. The chair sees that all orders and resolutions of the board of directors and members are carried out.

Section 7. **Vice-chair.** In the absence of the association chair, the vice-chair shall preside over meetings of the association and have other responsibilities as may be assigned by the association chair, the executive committee or the board of directors.

Section 8. **Secretary/Treasurer.** The secretary/treasurer or designee will be responsible for the accuracy of board documents, such as true minutes of board of directors, executive committee and the annual business meeting; and the books of the institute; all notices given in accordance with these bylaws; and, fiscal and financial investment policies of the institute. Other duties may be prescribed by the association chair, the executive committee or the board of directors.

Section 9. **Other officers, agents and employees.** The association may have other officers, agents and employees as may be deemed necessary by the board of directors. Each shall hold

office or employment at the pleasure of the board of directors and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the board of directors may, from time to time, determine. To the fullest extent allowed by law, the board of directors may delegate to any employee or agent any powers possessed by the board of directors and may prescribe their respective titles, terms of office, authorities and duties.

Section 9.1. **Chief executive officer.** The HBA board of directors shall appoint and engage a qualified individual to the position of chief executive officer (CEO). The CEO shall report to the full HBA board of directors, and shall be responsible and accountable for the supervision, control and management of the association in its administrative, business, financial and other affairs. The CEO shall attend and participate in all meetings of the HBA board of directors, except during closed executive sessions when it is so determined. The CEO shall perform such other duties as may be elsewhere specified in these bylaws or as may from time to time be designated by the HBA board of directors.

Section 9.2. **Chair emeritus.** The chair emeritus, or a past chair emeritus appointed in the manner prescribed in article V, section 5, [section 1 of this article] shall be the head of the nominating committee and have such other responsibilities and duties as may be required by the association chair, the executive committee or the board of directors.

## **Article VI** **Directors at large**

Section 1. **Number.** The directors at large shall be comprised of a minimum of six (6) and a maximum of eight (8), and the appointed representative of the Council of Chapter Presidents. The board of directors determines the actual number of directors at large for the election.

Section 2. **Election, term of office and qualifications.** All director at large positions that are open for election will be elected by majority vote at the annual business meeting of the association or by secure voting technology. Each director at large shall serve a term of two years and until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided in section 3 of this article. Directors at large may be elected for up to two (2) additional consecutive terms. Director at large terms shall be staggered so that approximately one-half of the director at large positions will be offered to the members for election each year at the annual business meeting, except the representative of the Council of Chapter Presidents serves a one (1) year term and is elected by the sitting chapter presidents.

Section 3. **Resignation.** Any director at large may resign at any time by giving written notice to the association chair or to the secretary. The resignation takes effect at the time specified by the resigning director at large and the acceptance of the resignation is not necessary to make it effective.

Section 4. **Removal.** Any director at large may be removed, following adherence to the HBA conflict resolution policy, at any time with a two-thirds (2/3) vote by a quorum of the voting members of the board of directors present at a special meeting called for that purpose. Refer to section 7 of article IV.

Section 5. **Vacancies.** The executive committee, by majority vote, shall have the sole authority to fill any director at large vacancies. A director at large appointed to fill such vacancy shall serve the remainder of the director at large's term.

## **Article VII** **Committees**

Section 1. **Executive committee.** The executive committee shall be composed of the officers of the association and is authorized to conduct the affairs of the association between meetings of the board of directors. Any action taken by the executive committee, except the action of filling vacancies in officer or director at large positions, is subject to review and change by the board of directors.

Section 2. **Standing committees of the HBA board.** The standing committees of the association shall be a finance and audit committee and a nominating committee. The association chair shall have the duty and authority to appoint standing committee leads and committee members. Other standing committees may be established by majority vote of the board of directors.

Section 2.1. **Finance and audit committee.** The finance and audit committee shall be composed of the secretary/treasurer, who shall serve as its lead, and a minimum of two other members of the association selected by the association chair. The committee shall monitor the finances of the association, provide timely information to the executive committee and board of directors and, where appropriate, offer recommendations as to the financial business of the association.

Section 2.2. **Nominating committee.** The nominating committee shall be composed of a chair emeritus, who shall serve as its lead, two members appointed by the board of directors and two members elected by the members at the annual business meeting. The committee shall seek input from members, chapter leadership and the board of directors as to possible candidates for elective office and publish a slate of proposed officers, directors at large and nominating committee members to the members of the association at least thirty (30) days prior to the annual business meeting.

Section 3. **Ad hoc and special committees.** Ad hoc and special committees may be established by the association chair or the executive committee who shall determine the composition, responsibilities and duties of such committees to act on behalf of the board. The term of service for ad hoc and special committees shall terminate at the end of term of the association chair and/or the executive committee establishing such committee or committees.

## **Article VIII** **Annual business meeting**

Section 1. **Frequency.** The annual business meeting of the association shall be held on a date specified by the board of directors within ninety (90) days of the end of the fiscal year.

Section 2. **Voting.** Each member in good standing of the association and who does not hold a young professional's membership type shall be entitled to one (1) vote at the annual business meeting. Voting must be in person unless the board of directors determines by majority vote that

members may participate by electronic or other means. Voting is allowed to take place outside of the annual business meeting via secure technology. All members participating must have the opportunity to see and hear and be heard by all other members at the meeting.

Section 3. **Proxies.** Members not attending the annual business meeting in the manner described in section 2 of this article may submit a proxy ballot to the association not less than seven (7) days prior to the meeting. The vote of any member who does not submit a proxy ballot shall be automatically proxied to the appropriate chapter president or, in the case of members not part of an established and sanctioned chapter, shall be proxied to the chair of the association.

Section 4. **Delegate body.** Any member in good standing as of 1 October of each year, who does not hold a young professional's membership type, and who attends the annual business meeting shall be considered a delegate. The total number of votes available to delegates shall be the total number of eligible members as of 1 October of each year.

Section 5. **Resolutions.** Resolutions may be proposed by a two-thirds (2/3) of a majority vote of the voting members of the board of directors, or any chapter board, or five percent (5%) of the total voting eligible membership (calculated as of 1 July of each year). Resolutions must be submitted to the secretary of the association at least sixty (60) days prior to the annual business meeting. The board of directors shall submit resolutions to the members at least thirty (30) days prior to the meeting or may, for cause, rule a resolution out of order.

Section 6. **Credentialing and meeting rules.** The board of directors shall establish the process of credentialing delegates to the annual business meeting. At the beginning of each annual business meeting, the board of directors shall submit rules for approval by the delegates. Such rules shall cover the order and limitations on debate, governing authority, order of business, a process for accepting nominations from the floor if elections are held during the meeting, a process to suspend the rules and other items deemed necessary and appropriate to the orderly conduct of business.

Section 7. **Quorum and manner of acting.** A quorum for the annual business meeting shall be a minimum of two-thirds (2/3) of the votes available to the delegates in any given year. A majority voting in the affirmative shall constitute action of the delegate body.

Section 8. **Order of business.** Unless otherwise determined by the board of directors, the order of business shall include the adoption of rules, credentialing report, elections or election status, resolutions, amendments to the bylaws and any other business in a manner determined by the meeting rules.

Section 9. **Elections.** A slate of officers, directors at large and nominating committee members shall be submitted to the members in a manner described in section 4 of article VII of these bylaws. Nominations from the floor shall be permitted under a process determined in the meeting rules if the election takes place during the meeting.

## **Article IX**

### **Advisory and honorary boards**

Section 1. **Advisory board.** The board of directors shall establish an advisory board to assist the association in the fulfillment of its mission and purposes. The board of directors shall determine duties, responsibilities, composition and leadership of the advisory board.

Section 2. **Other advisory and honorary boards.** The board of directors may, at its discretion, establish other advisory boards and/or honorary boards to assist the association in the carrying out of its purposes. The duties, responsibilities and composition of such boards shall be designated by resolution of the board of directors under section 5 of article VII.

## **Article X**

### **Books of record, audit, annual report, fiscal year and bond**

Section 1. **Books and records.** The board of directors of this association will keep:

- (a) Records of all proceedings of the board of directors and standing committees;
- (b) All financial statements of this association;
- (c) Certificate of Incorporation and bylaws of this association and all amendments and restatements; and
- (d) Other records and books of account necessary and appropriate to the conduct of the association's business.

Section 2. **Audit and annual report.** The records and books of account of this association will be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate by the board of directors and also shall make such inquiry as the board of directors deems necessary or advisable into the condition of all trusts and funds held by any trustee, agent or custodian for the benefit of this association, and shall retain such person or firm for such purposes as it may deem appropriate.

The board of directors will cause an annual financial report to be conveyed to each director within one hundred twenty (120) days of the close of each fiscal year. Such annual financial report shall contain: a statement of all assets and liabilities; principal changes in funds; income and expense statement; status of all funds held for restricted purposes; and any other such information as may be required by law, these bylaws and/or for purposes of fulfilling the fiduciary responsibilities of the directors.

Section 3. **Fiscal year.** The fiscal year of the association will be from 1 January to 31 December of each year.

Section 4. **Bond.** The association will obtain bond on such people and in such amounts as may from time to time be deemed necessary by the board of directors.

## **Article XI**

### **Waiver of notice**

Whenever any notice is required to be given by these bylaws or any of the corporate laws of the state of New York, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

## **Article XI**

### **Indemnification**

The association will indemnify any present or former director, officer, employee or agent of this association, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a trustee, director, officer, employee, member or agent of this association, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of the duty of

loyalty to the association; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the association, or against expenses in any such case, where such person shall be adjudged liable to the association.

Service on the board of directors of the association, or as an officer, employee or agent thereof, is deemed by this association to have been undertaken and carried on in reliance by such persons on the full exercise by the association of all powers of indemnification which are granted to it under this article and New York law, as amended from time to time. Accordingly, the association shall exercise all of its powers whenever, as often as necessary, and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless New York law or other applicable legal principles limit or deny the association's authority to so act. This article and the indemnification provisions of New York law (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

### **Article XIII** **Amendments**

Section 1. **Bylaws.** Proposals to amend these bylaws may be submitted by a two-thirds (2/3) of a majority vote of the voting members of the board of directors, or any chapter board, or ten percent (10%) of the total membership of the association (calculated as of 1 July of each year). Proposals must be received by the secretary of the association at least sixty (60) days prior to the annual business meeting. Proposed amendments shall be conveyed to the members of the association at least thirty (30) days prior to the annual business meeting, or may, for cause, be ruled out of order by the board of directors.

Section 2. **Certificate of Incorporation.** The board of directors may amend its association's Certificate of Incorporation to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Certificate of Incorporation, may be submitted and voted upon at a single meeting of the board of directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of two-thirds (2/3) of the board of directors present. Thirty (30) days written notice will be required before any amendment shall be voted upon by the board of directors.

*Caren From*  
Secretary, Healthcare Businesswomen's Association, Incorporated

**October 26, 2017**  
Date