

**BYLAWS OF THE  
WASHINGTON METROPOLITAN HEALTHCARE RECRUITERS' ASSOCIATION**

**Article I: NAME**

The name of the Corporation is the Washington Metropolitan Healthcare Recruiters Association, a nonprofit corporation, incorporated in the District of Columbia.

**Article II: PURPOSE**

The Corporation is organized and shall be operated exclusively as a professional association to provide leadership, support, education, and professional development to members and the community while maintaining high values and ethics in the profession of healthcare recruitment and retention.

**Article III: PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (c) (6) of the internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV: MEMBERSHIP**

**Section 1: TYPE OF MEMBERSHIP**

There will be three (3) types of membership in this association: Active Member, Institutional Member and Honorary Member.

**Section 2: ACTIVE MEMBER**

Active Members are the only voting members of WMHRA

- a. Applicants for ACTIVE HEALTHCARE PROVIDER MEMBERSHIP or renewal thereof must be employed by facilities providing direct healthcare such as hospital, long term care facilities, home care agencies associated with a hospital, acute care facility, HMOs, PPOs, and the military. Each facility/healthcare system will have one (1) vote. **No individuals associated with supplemental staffing, part-time or personnel placement agencies are eligible for ACTIVE MEMBERSHIP.**
- b. All active members shall be individuals actively involved in healthcare recruitment whose application for membership in WMHRA has been accepted, whose dues are current and whose membership is not under revocation for violation of the WMHRA bylaws.

### Section 3: **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 WMHRA. Institutional members are ineligible to vote as a member or to hold any office in the Association. Members must be involved with healthcare recruitment activities. Recruitment agencies are prohibited from submitting an application.

### Section 4: **HONARY MEMBERSHIP**

Individuals who have rendered distinguished service to the Association and have shown substantial support for the goals and activities of the Association.

### SECTION 5: **APPLICATION AND APPROVAL**

Applications for membership shall be examined by the Vice President and presented to and approved by the Executive Board.

### SECTION 6: **DURATION OF MEMBERSHIP**

The membership year shall be a period of 12 consecutive months from July 1, to June 30.

### SECTION 7: **SUSPENSION AND EXPULSION**

The Executive Board may suspend or expel any member for just cause after giving the member the opportunity for a hearing before the Executive Board. It shall require the affirmative vote of two-thirds of the Executive Board at a regular or special meeting at which a quorum is present. If appropriate, any member suspended or expelled may be reinstated by an affirmative vote of a majority of the members of the Executive Board at a regular or special meeting at which a quorum is present.

For purposes of this paragraph, the term for just cause shall include, but is not limited to the following:

- Any violation of these bylaws
- Any Conduct on the part of said member that is prejudicial to the interests, and/or welfare of WMHRA

## **ARTICLE V: DUES and FEES**

### Section 1: **ANNUAL DUES**

The annual dues of each member shall be recommended by the Executive Board and subject to the approval of the voting membership, invoiced in June, shall be due on July 31<sup>st</sup> of each year. **The dues are non-refundable.**

## Section 2: **DELINQUENT DUES**

If any member is in arrears of payment for 30 days, the Vice President of the Association shall send a 30-day notice to the member's last recorded address. Upon failure of such member to pay such arrears at or before the expiration of 30 days from the date of notice; the member shall be automatically dropped from the Association. A late fee of \$50.00 may be imposed.

## Section 3: **FISCAL YEAR**

The fiscal year of the Association shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

## Section 4: **BONDING**

The officers and staff, or any other person entrusted with the handling of funds or property of the corporation, shall at the discretion of the Executive Board, furnish, at the expense of the corporation, a fidelity bond, approved by the Executive Board in such sums as the Board shall prescribe.

## **Article VI: MEMBERSHIP MEETINGS**

### **SECTION 1: REGULAR MEETINGS**

Regular meetings will be held the **FIRST FRIDAY** of every other month, unless the date conflicts with a holiday or a major recruitment event, or at the discretion of the Executive Board, who may recommend a change of date.

### **SECTION 2: SPECIAL MEETINGS**

The President upon the request of a majority of the Executive Board may call special meetings of the Association. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings.

### **SECTION 3: ANNUAL MEETING**

This meeting is open to all members of WHMRA. This meeting will be held the **FIRST TUESDAY** in June of each year for installation of the Executive Board for the transaction of such other business as may be noted in the notice of the meeting.

### **SECTION 4: NOTICE OF MEETINGS**

Advance notice of all regular monthly meetings and the annual meeting will appear in the minutes e-mailed to each member, and in the annual planning calendar distributed to the membership.

## **SECTION 5: QUORUM**

At any meeting of the voting members, fifty percent (50%) of the total number of votes entitled to be cast shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of any member from the meeting; however, if fewer than twenty-five (25%) of the votes of all members are present after a quorum was initially created, the quorum is broken, and no further business may be transacted at that meeting. The members present may adjourn the meeting despite the absence of a quorum. Valid proxies count as present members.

## **SECTION 6: PROXIES**

Every Active Member of the Association may vote by proxy. Such proxy shall be valid for one (1) meeting only. Only another Active Member may exercise a proxy.

## **SECTION 7: ACTION BY CONSENT**

Any action required, or permitted to be taken, by the members may be taken without a meeting if all ACTIVE MEMBERS consent in writing to the adoption of the resolution authorizing the action. The resolution and the written consents thereto by the ACTIVE MEMBERS shall be filed with the minutes of the proceedings to the members.

## **SECTION 8: WITHDRAWAL FROM MEMBERSHIP**

Any member whose dues and others obligations are paid in full to that time, may withdraw from membership. A withdrawing member is required to give written notice of withdrawal to the President.

## **ARTICLE VII: EXECUTIVE BOARD**

### **SECTION 1: POWER OF THE EXECUTIVE BOARD**

The Executive Board shall have supervision and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these bylaws, shall actively prosecute its purpose and shall have discretion in the disbursement of its funds. The Executive Board shall bring all recommendations to the business meetings for approval by the membership.

### **SECTION 2: NUMBER**

The Executive Board shall consist of: President, Vice President, Past President, Secretary, Treasurer, and no more than three (3) and no less than one (1) board member.

### **SECTION 3: QUALIFICATIONS, TERM AND ELECTION**

Only Active Healthcare Provider Members may serve in an elected Executive Board position. Officers and Board members shall be elected and precepted in the spring of each year. New officers are installed at the Association's June meeting. Elections will be by ballot. Each facility/healthcare system will have one (1) vote. Marked ballots are to be submitted as designated by the nomination committee to the Secretary or designee.

### **SECTION 4: TERMS OF OFFICE**

Each elected Executive Board Member shall be installed at the June annual meeting of the Association and shall serve for a term of (1) membership year or until his/her successor is elected.

### **SECTION 5: VACANCIES**

In the event of a vacancy in the executive board, a member of the board may be appointed with approval of a majority of the existing executive/board to fill that vacancy for the balance of the term. If the appointment is declined, a vote will go out to the active membership.

### **Section 6: REMOVAL**

The members of the Association may with just cause and by the affirmative majority vote of all voting members, remove any Executive Board Member. Causes include, but are not limited to:

- Consistent absences from meetings or
- Failure to fulfill the duties of an officer or office they hold.

### **SECTION 7: EXECUTIVE BOARD QUORUM**

At any meeting of the Executive Board a simple majority shall constitute a quorum.

### **SECTION 8: MEETINGS**

Meetings of the Executive Board will be held monthly. Special meetings of the Executive Board may be called at the request of any Board member.

## **ARTICLE VIII: DUTIES OF EXECUTIVE BOARD**

### **SECTION 1: PRESIDENT**

The President serves as Chairperson of all meetings, serves as a member of the Executive Board and as ex-officio on all **project teams** of the Association, performs such duties as are necessarily incident to the office of President or as may be prescribed by the Board. The President sees that all orders and resolutions of the Executive Board are carried into effect; supervises all activities of the Association within the bylaws established by the Executive Board, and makes

recommendations regarding plans, programs to further the goals of the Association, implements all policies, programs and operating procedures adopted by the Board; and oversees administration and management of the Association on a consistent basis to provide continuity. The President shall actively participate in the Chapter Presidents' Council of the National Association for Health Care Recruitment; will assume and serve as Past President at the conclusion of the membership year. **(ARTICLE IV, SECTION 5).**

Other duties include but not limited to:

- Acts as official spokesperson for the Association Chapter President for NAHCR
- Presides over Executive Board and membership meetings
- Prepares Agenda for the Executive Board
- Calls Special meetings requested by majority of the Executive Board
- Oversees consultant services
- Acts as Ex-Officio member of all project teams.
- Precepts incoming President
- Develops and distributes membership certificates (annual luncheon)
- Outgoing President installs new Executive Board/Board
- Prepares annual NAHCR President's report

## **SECTION 2: VICE PRESIDENT**

The Vice President shall in the absence of/or during the disability of the President, perform the duties incident to the office of the President; will be in charge of the new member program. The Vice President shall ensure the Incorporation Fee and the Annual Report is submitted to the Washington, D.C., government every two years (even numbered year) and annually for audit and taxes. Other duties include but are not limited to:

- Presides over the Executive Board and the membership meetings in the absence of the President
- Sends Annual Report as appropriate based, on calendar year, to the D.C. Government by January 15<sup>th</sup>.
- D.C. Government, 941 N. Capitol Street NE, Washington, D.C. 20002
- Sends the Incorporation fee of \$75 to the D.C. Government with the Annual Report based on calendar year as appropriate, due January 15<sup>th</sup> of every even numbered year
- Maintains membership participation on project teams
- Provides a monthly report to the Executive Board.
- Administers and monitors the preceptor program for new members.

## **SECTION 3: PAST PRESIDENT**

The Past President shall serve in an advisory role to the Executive Board and to the Association.

#### SECTION 4: **SECRETARY**

The Secretary shall record all votes and the minutes of all meetings. Shall see that the reports, statements and all other documents required by law are properly kept and filed; shall perform such other duties as assigned by the Executive Board; shall at all times keep an accurate list of all members jointly with the treasurer. The Office of the Secretary can, with the approval of the majority of the membership, divide this office into two officers, Recording Secretary and Corresponding Secretary. Both officers must assume the responsibilities of the Secretary in the absence of either officer, assume the duties. The clerical responsibilities can, with the approval of the membership, be a hired position. If a person is hired to work for the Association in the role of clerical support, responsibility of managing, training, and evaluation will be that of the elected Secretary and the President.

The secretary will be compensated for their time. Other duties include but are not limited

- Distributes agenda for membership meetings
- Prepares attendance sheets for membership meetings
- Records, prepares and e-mails Executive Board membership meeting minutes
- Maintains all Association documents electronically
- Records, prepares and e-mails membership meeting minutes
- Sends out invoice
- Assists in budget preparation and maintains budget spreadsheet

#### SECTION 4: **TREASURER**

The Treasurer shall have custody of the Association's funds and securities, shall keep full and accurate accounts of receipts and; deposit all money and other valuable effects in the name of the Association; disburse the funds to the Association in accordance with the directions of the Executive Board, shall render an account of all transactions each meeting to the Executive Board or whenever called upon to do so; perform such other tasks as called upon by the President and/or Board. The Executive Board may appoint a member to perform the duties of the Treasurer in his/or her absence to assure the continuity and efficiency of the operation of the Association.

The Treasurer shall be compensated for his/her time. Other duties include but are not limited to:

- Arranges for and oversees annual audit of the Financial Consultant
- Prepares proposed budget annually
- Provides monthly financial updates to membership.
- Collects budget requests from project team chairpersons

## SECTION 6: **BOARD MEMBERS**

The Board Members shall have the responsibility to represent the other members of the Association. The Board shall collect and coordinate annual reports from each project team chair and officers no later than the last day of July. The President can assign Board Members to serve as leaders of special task forces and/or project teams. They shall serve as members on project teams and have the same voting rights as the members on the Executive Board.

## SECTION 7: **RESIGNATION**

Any member of the Executive Board of the Association may resign his/her office at any time. Such resignation needs to be in writing, and will take effect within 15 days after giving notice unless otherwise requested by the Executive Board. If no written notification is received, the Board will initiate action. A vacancy occurring will be filled according to **ARTICLE VII, SECTION 5**.

## **ARTICLE IX: PROJECT TEAMS**

### SECTION 1: **APPOINTMENT**

All active Members are encouraged to be involved in (1) **project team** per fiscal year. The member will have the choice of which project team based on where a vacancy exists. Project teams may change as needed per fiscal year. If a project team is short of members to accomplish the needed goals for them, the Executive Board may ask for volunteers and/or make appointments to serve on a specific project team. **An Institutional Member shall be invited to join a project team.**

### SECTION 2: **CHAIRPERSON**

Each project team will elect a chairperson(s) at the first project team meeting to oversee the daily project team duties. A simple majority vote of all **project team** members present will serve as an official vote. This person will be responsible for a monthly reporting and an annual report to be given to the designated board members by July 31<sup>st</sup>. If a chairperson cannot complete the term of office, the project team members shall elect another project team member.

## **ARTICLE X: MISCELLANEOUS**

### SECTION 1: **RULES OF PARLIAMENTARY PROCEDURE**

*Robert Rules of Order* (most recent edition) shall be the authority on all questions of procedure at the meetings of the Association and not otherwise provided for in the bylaws or contrary to their intent.



## **SECTION 2: BUDGET**

The Treasurer shall present to the Executive Board a proposed budget in June for its review and approval. An affirmative majority vote of all the voting members present will be done in June for final approval.

## **SECTION 3: DISSOLUTION**

Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively to such organization(s), as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the members may determine.

## **SECTION 4: INDEMNIFICATION AND EXCULPATION**

Reference is hereby made to Section 29-1005(n) of the District of Columbia Non-profit Corporation Act (or any successor thereto). The Corporation shall indemnify each person who may be indemnified (the indemnities) pursuant to such section, to the full extent permitted thereby. In each and every situation where the Corporation may do so under such section, the Corporation hereby obligates itself to so indemnify the indemnities and in each case, if any, where the Corporation must make certain investigations on a case-by-case basis prior to indemnification, the Corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of these bylaws to obligate the Corporation to indemnify each person whom it may indemnify to the fullest extent not prohibited by Section 29-1005(n) of the District of Columbia Non-profit Corporation Act (or any other provisions of the District of Columbia Non-profit Corporation Act). The Indemnities shall not be liable to the Corporation except for their own individual willful misconduct or actions in bad faith.

## **ARTICLE X1. AMENDMENTS**

### **SECTION 1: AMENDMENTS**

These Bylaws and the Articles of Incorporation of the Corporation may be amended, repealed, or altered, in whole or in part, by a vote of two-thirds (2/3) of the votes of all members of the Corporation, whether present or not present. Any revision and/or changes will be distributed to the active membership prior to the next regularly scheduled meeting and a vote will be called to approve or disapprove the changes.