

AOHP NATIONAL BYLAWS

ARTICLE I: NAME

Section One

The name of the organization shall be the Association of Occupational Health Professionals in Healthcare (AOHP); an association dedicated to promoting the health and safety of workers in healthcare.

Section Two

The name of the organization shall henceforth be referred to as the "Association."

ARTICLE II: DEFINITION

Section One

The interests of the Association are such that it shall be composed of professionals who are or have been actively involved in the provision of occupational health services in healthcare settings and who are striving for the improvement and strengthening of these services in order to benefit the employee, the healthcare organization, and the professional.

Section Two: Organization of the Association

The Association is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit organization. It shall be so conducted that no part of its income and earnings shall in turn benefit any member, director, officer, or other individual. Upon dissolution, any assets of the national Association shall be distributed among the remaining chapters.

ARTICLE III: MISSION

Section One: Mission

The Association is dedicated to promoting the health and safety of workers in healthcare. This is accomplished through:

- **A**dvocating for employee health and safety
- **O**ccupational health education and networking opportunities
- **H**health and safety advancement through best practice and research
- **P**artnering with employers, regulatory agencies and related associations

ARTICLE IV: MEMBERSHIP

Section One: Types of Membership

The members in the Association shall consist of active, student, honorary and retired members.

- A. **ACTIVE** member (voting member) - An individual whose dues are current and is actively involved in the specialty of occupational health

practice and/or other related practices in healthcare settings. Active members are eligible to hold office and serve on and/or chair committees. Active membership is not limited to the medical or nursing disciplines.

- B. **STUDENT** member (nonvoting) - An individual who is a student during the membership year and who is enrolled as a part-time/full-time student in a program of study related to occupational health. Student members may serve on committees.
- C. **HONORARY** member (nonvoting) - Honorary membership shall be conferred by the executive board of directors upon individuals in recognition of their contribution to the field of occupational health in healthcare settings and such membership shall be effective for one year. Such members may serve the Association in any manner mutually agreeable to themselves and the board, but they may not vote or hold office. No more than five (5) honorary memberships shall be conferred in any one year.
- D. **RETIRED** member (non-voting) - An individual who retired from the field of occupational health in healthcare. The person must have held active membership in the Association at some point during his/her professional career. Retired members may serve on committees.

Section Two: Change in Types of Memberships

A member who changes eligibility status shall retain Association membership during the full term for which dues have been paid. The member shall then change the type of membership to the appropriate category.

Section Three: Transfer of Membership

As the membership is a personal membership in the Association, the individual may only transfer his/her membership to another person if an institution pays for the membership.

Section Four: Voting

- A. Eligibility to vote: Only active members shall have the right to vote. The Association shall ensure that all voters are eligible and that all votes are valid and confidential.
- B. Active members shall be given the opportunity to cast their vote electronically (includes fax and online voting options.)
- C. Majority: Except as otherwise specified herein, all matters shall be settled by a majority of valid votes returned or a majority of members voting in assembly, as the case may be.
- D. A quorum for voting shall consist of no less than 10 percent of the total eligible voting

membership of the Association or chapter based upon the number of members established as of January 31 of the preceding calendar year.

ARTICLE V: CHAPTERS

Section One: Purpose

To provide an organized structure at the local level for members of the Association that will enable them to work collaboratively on problems of interest; to conduct educational programs; to serve as a resource to related healthcare organizations; to provide channels of communication between the Association and local groups; and to promote the mission of, and the membership of the Association.

Section Two: Eligibility

- A. A group of at least 12 active occupational health professionals in healthcare and other related professionals in a specified geographical area that meets on a quarterly basis and that endorses Article III (Mission), and Article VI (Membership Dues) are eligible to apply for chapter status.
- B. Chapters shall be admitted to the Association by majority vote of the executive board of directors of the Association.
- D. The chapter officers will be:
 - President - elected odd year
 - Vice President - elected even year
 - Secretary - elected odd year
 - Treasurer - elected even year
 - Member-at-large – (Optional: Elected or appointed)
 - Governmental Affairs - (Optional: Elected or appointed)
- E. Only active members in good standing with the Association shall be eligible to serve as chapter officers.
- F. Job duties are assigned as per the job descriptions in the Executive Board Manual.

Section Three: Terms of Office

- A. The elected officers shall be elected for a two (2) year term. Elected officers shall not hold office more than two (2) consecutive full terms in the same office unless unusual circumstances exist in which event the chapter board will make an executive decision.
- B. Newly elected officers shall assume their new positions on or about October 1, or as per their chapter bylaws.

Section Four: Elections

- A. Elections shall be completed by September 1 of each year.
- B. No individual shall run for or hold more than one local, regional or national office at the same time unless unusual circumstances exist in which

event the national board will make an executive decision.

- C. The elections for chapter officers shall be conducted by the nominations committee.
- D. The nominations chairperson is appointed by the chapter president and shall not be a candidate for office in the upcoming year.

Section Five: Vacancies

- A. Any office shall be declared vacant should the officer be absent without good cause (as determined by the chapter board) for two (2) consecutive meetings.
- B. Vacancy in any office other than president shall be appointed by the president. The appointee shall hold office until the next scheduled election. The vice president shall fill a vacancy in the office of president.
- C. Chapters are to fill offices as soon as possible from time notice of vacancy is provided.

Section Six: Meetings

The chapter shall meet according to Article V, Section Two: A of these bylaws.

Section Seven: Duties

- A. Submit Chapter President Report to Regional Director during the months of January and July.
- B. Sponsor educational meetings at least quarterly.
- C. Submit financial statements to executive treasurer during the months of January and July.
- D. All officers are required to maintain current membership in the national organization of AOHP. If officer fails to pay dues by January 31 of the New Year, officers must forfeit their position immediately. The chapter will be required to solicit a new officer. In the case of the President, the Vice President will assume the presidency.
- E. All officers are required to take active leadership roles while in their positions and carry out those duties throughout their entire term of office.
- F. Uphold all provisions of the Association-approved bylaws.
- G. Chapters shall establish bylaws via one of these processes:
 1. May adopt national bylaws by record of statement made in the body of the bylaws and submitted to the Association Office.
 2. Follow Association guidelines in the executive board manual in writing their own bylaws which shall contain mandatory provisions as determined by the executive board of directors and shall not be in conflict with the bylaws of the Association.

Section Eight: Chapter Dissolution

Chapters may at any time file their resignation from the Association, in writing, to the executive board of directors, subject to return of Association funds as

outlined in the policy on chapter dissolution. A chapter that has voted to dissolve its chapter status shall follow all procedures in that policy.

ARTICLE VI: MEMBERSHIP DUES

To maintain Association membership, all members must pay annual dues to the National Association. Annual dues provide individual members both national and chapter affiliations.

Section One:

The amount of annual dues of the Association shall be determined by the executive board of directors and are payable by December 31 of each year.

Section Two:

Members not submitting the annual dues within sixty (60) days of notification of membership renewal shall forfeit membership in the Association.

Section Three:

The fiscal year for Association membership shall run from January 1 through December 31.

Section Four:

A percentage (chapter rebate) of the dues paid by members to the national Association will be remitted to the chapter treasurer following receipt of the Chapter Presidents' and Treasurers' reports. The amount is to be determined by the Board on an annual basis.

ARTICLE VII: MEETINGS

Section One: Annual Association Meeting

The national Association shall meet annually during the Association's annual conference.

Section Two: Executive Board of Directors

At a minimum, there shall be annual meetings of the executive board of directors occurring during the Association annual conferences. Any other face-to-face Board meetings shall be at the discretion of the board of directors. Alternative means of meeting such as conference calls or video conferencing can also be utilized.

Section Three: Chapters

A. Chapters shall meet at least quarterly. Meetings may be in person and/or teleconference.

Section Four: Special Meetings

A. Association:
Special meetings shall be called by the executive board of directors or by petition of twenty-five (25) percent of the general membership. Special meetings shall be limited

to consideration of subjects listed in the official call for such meetings, unless it is otherwise ordered by the unanimous consent of the members present and voting.

B. Chapters:

Special meetings may be called by the president or by twenty-five (25) percent of the chapter's voting membership.

Section Five: Notice of Meetings

A. Association:

The executive secretary shall notify the membership by mail, email or *Journal* announcement of annual or special meetings no less than thirty (30) days prior to the date of that meeting.

B. Chapters:

The secretary shall notify the membership by mail or email announcement of special meeting no less than thirty (30) days prior to the date of that meeting.

Section Six: Order of Meetings

- A. The Association shall adopt regulations for conducting meetings and may amend them from time to time by a majority of those present and voting at the annual meeting. These regulations shall be in accord with *Robert's Rules of Order, Revised*. The executive president of the Association shall preside at all national meetings. In his/her absence, the executive vice president shall assume the chair.
- B. The order of both chapter and national meetings shall follow the Annual Membership Meeting order in the Executive Board Manual.

ARTICLE VIII: COMMITTEES

A. Standing national committees:

1. Human Resources
2. Continuing Education
3. Nominations
4. Governmental Affairs
5. National Conference
6. Finance
7. Research
8. Marketing
9. Technology
10. Other standing or ad hoc national committees may be established at the direction of the executive president subject to approval by the executive board of directors.

B. Each national committee shall be composed of a chairperson and at least two (2) members and shall assume duties as specified by these bylaws or as designated by the executive board of directors.

- C. The chairperson of each committee shall:
 1. Be appointed by the executive president
 2. Be a member with active membership status
- D. Chapters Committees
 1. Chapters may determine their committee structures based on need.
 2. The chapter president appoints chairpersons to carry out committee functions. Only active members shall be appointed as chairpersons.
 3. All member classes may serve on committees.

ARTICLE IX: EXECUTIVE BOARD OF DIRECTORS

Section One: Eligibility

Only active members in good standing within the Association shall be eligible to serve on the executive board of directors.

Section Two: Composition

- A. The executive board of directors shall be composed of the executive officers; regional directors; and nonvoting, advisory members.
 1. Executive President (voting)
 2. Executive Vice President (voting)
 3. Executive Secretary (voting)
 4. Executive Treasurer (voting)
 5. Regional Directors (voting)
 6. Editor of *Journal* (nonvoting)
 7. Executive Director (nonvoting)
 8. President emeritus (if designated, nonvoting)
 9. Association Community Liaison (nonvoting)
- B. Chapters shall be represented on the executive board of directors by the respective regional director.

Section Three: Term of Office

- A. Voting officers of the executive board of directors shall be elected for a two (2)-year term.
- B. No executive officer shall hold office for more than two (2) consecutive full terms in the same office.
- C. The executive president and executive secretary shall be elected in odd-numbered years.
- D. The executive vice president and executive treasurer shall be elected in even-numbered years.
- E. Regional directors from odd-numbered regions shall be elected in even years; regional directors from even-numbered regions shall be elected in odd-numbered years.
- F. Executive officers take office at the annual meeting.

Section Four: Elections

- A. Elections will be completed by September 1, prior to the annual meeting of the Association Membership.
- B. Candidates shall not run for or hold more than one elected office at a time.
- C. The elections of the executive officers shall be conducted by the Nominations Committee.
- D. The Nominations Committee shall conduct elections in accordance with the Executive Board Manual Policy: Election Procedure: Executive Board of Directors.
- E. The chairperson of the Nominations Committee is appointed annually by the executive board of directors and shall not be a candidate for office in the upcoming year.

Section Five: Vacancies

- A. A member of the executive board of directors who is absent without good cause from two (2) meetings or who is not fulfilling the obligations of office, as determined by the executive board of directors, shall have his/her appointment terminated.
- B. The executive president shall have the authority to fill any vacancy on the executive board of directors by appointment of an eligible member of the Association for the unexpired term, subject to the approval by a majority vote at the next executive board of directors' meeting.
- C. The executive vice president shall fill a vacancy in the office of the executive president.

Section Six: Meetings

The executive board of directors shall meet according to Article VII, Section Two of these bylaws.

Section Seven: Duties

- A. The executive board of directors shall carry out the business of the Association in accordance with job descriptions outlined in the Executive Board Manual.
- B. Activities of the executive board of directors shall be reported to the general membership of the Association at the annual membership meeting during the annual national conference.
- C. Task forces are appointed by the executive president on an as-needed basis.
- D. The actions and activities of the executive board of directors shall be at all times in conformity with the bylaws of the Association.
- E. The executive board will be responsible for contracting the services of an executive director.
 1. On a biennial basis, prior to the annual board meeting, the executive president will review the executive director's contract and make recommendations for contract renewal to the executive board.

2. The executive director's contract will be renewed, renegotiated, or terminated at the annual board meeting after biennial review.

ARTICLE X: REGIONS

Section One: Divisions

The divisions of the Association shall be regions and chapters. Regions are geographic groupings of states established and monitored by the human resources committee. The executive vice-president evaluates current regional distribution and recommends adjustments on an ongoing basis.

Section Two: Requests for Evaluation

Evaluation of regional distribution will be performed at the request of any chapter. The executive vice president will perform these evaluations.

ARTICLE XI: AMENDMENTS

- A. Amendments to the bylaws may be proposed by the executive board of directors, a chapter, or an active member.
- B. Proposed amendments shall be filed with the executive secretary ninety (90) days prior to the annual Association meeting.
- C. The Association shall email the proposed amendments to all active members no less than sixty (60) days prior to the annual Association meeting. A majority of valid votes returned or a majority of members voting in assembly may amend Bylaws.
- D. The executive secretary shall announce the outcome of the proposed amendments at the annual Association membership meeting.
- E. Approved amendments to the bylaws shall be published in the *Journal*.
- F. The bylaws shall be reviewed annually by a task force appointed by the executive board of directors.
- G. Any amendment to these bylaws that directly relates to the business of the chapter shall automatically and immediately effect the necessary amendments to the bylaws of the chapters.

ARTICLE XII: LOGO

The logo shall be that of the national Association and may not be altered for local chapters.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Revised*, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of this Association.

ARTICLE XIV: OFFICIAL PUBLICATIONS

Section One: Publications

The official publications of the Association shall be determined by the executive board of directors.

ARTICLE XV: EXECUTIVE DIRECTOR

- A. Is contracted by the Association, at the will of the executive board, under the direct supervision of the executive president.
- B. Serves as a nonvoting advisory member of the executive board of directors.
- C. Manages all financial and business matters of the Association in accordance with a current contract and job description and subject to the policies of the executive board.
- D. Maintains, manages, and supervises the Association's national office for business and communication.

ARTICLE XVI: Indemnification

The Association shall indemnify every person who is or was party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee agent or trustee of another corporation or of a partnership, joint venture, trust employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators) against all liability and loss (including but not limited to counsel fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final deposition on such action, suit or proceeding, subject to the provisions of any applicable statute.

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