

**BYLAWS OF  
SOUTHERN CALIFORNIA ASSOCIATION  
FOR HEALTHCARE RISK MANAGEMENT**  
(A California Nonprofit Mutual Benefit Corporation)

**ARTICLE I: NAME AND LOCATION**

**Section 1.1 Name**

The name of this organization shall be the Southern California Association for Healthcare Risk Management, hereinafter referred to as the “Organization” or “SCAHRM”, an affiliate of the American Society for Healthcare Risk Management **herein referred to as “ASHRM”**, a Professional Membership Group of the American Hospital Association.

**Section 1.2 Principal Office.**

The principal office of SCAHRM shall be the mailing address of **26500 West Agoura Road #102-600, Calabasas, CA 91302**, unless otherwise designated by the Board of Directors.

**ARTICLE II: PURPOSES**

**Section 2.1 General Purposes.**

The general purposes of SCAHRM are:

- 2.1.1 To serve as an affiliate organization of the American Society for **Healthcare Risk Management**.
- 2.1.2 To serve as a professional society **affording education, interaction, and collaboration, with healthcare risk management professionals and other healthcare industry professions to achieve the highest standards of patient safety and healthcare risk management**.
- 2.1.3 To meet on a regular basis and **provide education and opportunities for virtual and in-person meetings of SCAHRM members as determined by the Board of Directors to enhance the skills and knowledge of members and improve patient safety in the healthcare industry**.
- 2.1.4 SCAHRM has been established as a non-profit mutual benefit corporation to provide a forum for the advancement of the profession of healthcare risk management in the State of California.

**ARTICLE III: MEMBERSHIP**

**Section 3.1 Qualifications.**

A member is a professional who is actively involved in the field of healthcare risk management, whose job responsibilities include healthcare risk management, or who has an interest in healthcare risk management and pays annual membership dues by the date designated by the organization in an amount determined by the Board of Directors.

### **Section 3.2 Rights of Membership.**

Each member in good standing has the right to the following **benefits pertaining to SCAHRM**: participate **in offered** activities; **cast one vote per election submitted to the membership**; accept nomination to run for election as an **Officer, Board Member-at-Large or member of the Nominating Committee** of the organization, **if deemed qualified as per the Bylaws**; participate in Committees, **either by appointment or as a volunteer**; and may enjoy other rights and privileges as may be specified by the Board.

### **Section 3.4 Voting.**

Each member is entitled to one vote on each matter submitted for a **vote pursuant to the process established by the Board**. All other votes for any other purposes must be cast **electronically using the platform approved by the Board**. A vote may be cast verbally at the **Annual Business Meeting pursuant to Robert's Rules of Order Newly Revised**.

### **Section 3.5 Member in Good Standing.**

A member who has paid the required dues in accordance with these Bylaws shall be a member in good standing. Past Presidents who have fulfilled their duties **and served their three (3) year term in accordance with Section 5.4** shall have their membership fees waived and be considered an honorary lifetime member.

### **Section 3.6 Termination of Membership**

#### **3.6.1 Termination.**

Membership shall terminate on occurrence of any of the following:

- a). Resignation of the member;
- b). Expiration of the period of membership;
- c). Member's failure to pay dues, fees, or assessments as set by the Board of Directors excluding past presidents, whose fees shall be waived pursuant to Section 3.5; or
- d). Suspension or removal of a member **by majority vote of the Board of Directors 'for cause' in accordance with Section 3.6.2.**

#### **3.6.2 Due Process Rights.**

The Board of Directors may suspend or remove any member, **Committee Member, Officer, or Board Member-at-Large**, for cause, at any time, after giving such **individual** fifteen (15) days prior notice of the suspension or removal and the reasons therefore and provides an opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the effective date of the termination. **Notice shall be given in writing to effectuate actual notice. Any notice given by mail shall be by first class mail, sent to the last known address of the member shown on the Organization's records and confirmed via e-mail. For the purposes of this paragraph, the term "for cause" shall include, but not be limited to (a) any violation of these Bylaws, or SCAHRM policies (b) any conduct of a member that is materially and seriously prejudicial to the Organization's**

purposes, interests or any illegal activity within the organization, or failure of a member to act in good faith defined as acting with honesty, fairness and absence of any intent to defraud, act maliciously, or take unfair advantage.

### **Section 3.7 Transfer of Membership.**

Payment of membership dues is vested to individuals and may not be transferred or assigned to another individual, irrespective of the source of the membership payment.

## **ARTICLE IV: MEETINGS**

### **Section 4.1 Meetings of the Organization.**

#### **4.1.1 Annual Meeting.**

The **Annual Business Meeting shall be held** during the **Annual Conference** at a time and place designated by the Board of Directors. The agenda for that meeting shall include general business, the Treasurer's **Report** of financial activity, the Treasurer's annual report will be distributed to all members in attendance, the swearing-in ceremony of the Board of Directors for the upcoming year, and any other business transactions determined by the Board of Directors. In the event the **Annual Conference** does not proceed as scheduled, the Board of Directors may elect to hold an **Annual Meeting** remotely at another date and time.

#### **4.1.2 Regular Meetings.**

During each year, regular meetings may be held **based upon a majority determination of the Board of Directors with advance notice to the membership of a minimum of thirty (30) days, on dates and locations determined by the Board of Directors.**

#### **4.1.3 Special Meetings.**

Special meetings may be called by the President or a majority of the Board of Directors.

### **Section 4.2 Notice of Meetings.**

Notice of meetings may be **scheduled** by the Board of Directors, but no less than ten (10) days before any meeting of the members, unless the Board of Directors votes to waive the ten (10) day notice requirement.

### **Section 4.3 Quorum.**

Ten (10) percent of the members in good standing shall constitute a quorum for meetings of the membership.

### **Section 4.4 Voting.**

An action shall be passed by **a two-thirds vote of the members** cast entitled to vote, except in the action to amend or repeal these Bylaws, which requires a two-thirds majority of the votes cast.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 5.1 Powers.**

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, the organization's activities shall be managed and all corporate powers shall be exercised by and under the direction of the Board of Directors. The Board of Directors shall have the power to:

- a). Prescribe powers and duties as are consistent with the law, the Articles of Incorporation and these Bylaws;
- b). Change the principal office or the principal business office in California from one location to another;
- c). Direct all business and affairs of the organization as required for the advancement of the **purposes of the Organization**, to include **delegating** authority upon the Chapter Association Manager to conduct certain business and affairs of the **Organization** as specifically defined in the Agreement for Association Manager Services Contract;
- d). Appoint standing Committees and other Committees;
- e). Delegate any of the powers and authority of the Board of Directors to manage the business and affairs of the **Organization**, except to amend these Bylaws; and
- f). Set the annual membership dues of the **Organization** and all other fees and assessments.

#### **Section 5.2 Number.**

The Board of Directors shall be comprised of:

- a). Five (5) Officers: President, Vice-President/President-Elect, Immediate Past President, Secretary, and Treasurer; and
- b). Four (4) Board Members-at-Large elected from the membership.

#### **Section 5.3 Duties.**

The Board Members-at-Large shall perform such duties and functions as the President may specifically delegate to them. Each Board Members-at-Large **shall be** assigned to act as Chair **of one (1) Committee of the Organization and shall actively serve on one (1) additional Committee as a member.** Any **member of the** Board of Directors who has three **(3)** absences from Board **Meetings** without **prior** notice to the President during his **or** her term of office shall be subject to removal.

Vacancies shall be filled in accordance with Section 5.7 of these Bylaws., **Each member of the Board of Directors must be a member in good standing of ASHRM at all times during his or her position.**

#### **Section 5.4 Election and Term of Office.**

The Board of Directors shall be elected for a term of two (2) years with the exception of the President, the Vice-President/President-Elect and the Immediate Past President who shall each hold office for a one (1)-year term. Following the Vice-President/President-Elect's one (1)-year term, the Vice-President/President-Elect shall automatically transfer to the position of President. Following the President's one (1) year term, the President shall automatically transfer to the Immediate Past President's position. Those nominees running for the office of Vice President/President-Elect shall provide his or her commitment to a three (3)-year term to fulfill the subsequent role of President and Immediate Past President as stated above in this Section. All terms of office shall commence on the first day of June of each year and terminate on the last day of May. Once having served this three (3)-year term the individual is encouraged to participate on Committees but is no longer eligible to serve as an Officer except as a Past President in accordance with Section 5.7.1.

### **Section 5.5 Resignation.**

A member of the Board of Directors may resign at any time by providing written notice to the President or Secretary of the Organization.

### **Section 5.6 Removal of Officer or Director.**

The Board of Directors may remove any Officer or Director, 'for cause' per Section 3.6.1, at any time consistent with Section 3.6.2, for failure in the performance of his/her duty or for failure to attend Board Meetings in accordance with Section 5.3.

### **Section 5.7 Vacancies on the Board.**

#### **Section 5.7.1 Vacancy in Office or Board Member-at-Large**

Vacancy of an elected position of an Officer or Board Member-at-Large, other than the office of Immediate Past President and President-Elect, shall be filled by the President with approval by a majority vote of the Board of Directors. The position shall be filled in accordance with Article VI and shall last for the remainder of the term of the vacant position. The President shall make his or her nomination and a vote shall be called for by the President, and each Member of the Board shall announce his or her vote. A vote against the nomination of the President, must be substantive as to the grounds for objection as to such nominee. If the President does not receive approval by a majority of the vote, and such votes that are not in support of the nominee are substantive, the President shall make a second nomination, and the same voting process shall be followed. If such second nominee does not receive majority approval by the Board of Directors, a Special Election shall be called by the President in accordance with Section 5.7.4. In the event of a vacancy in the position of Immediate Past President, the President shall nominate candidates who are Past Presidents of the organization who have previously fulfilled their three (3)-year term, and who are not currently serving on the Board of Directors. The same voting process shall be followed as specified herein. In the event of a vacancy in the position of Vice President/President-Elect, the President shall call a Special Election and shall follow the procedures in accordance with Section 5.7.4.

### **Section 5.7.2 Vacancy of President**

Vacancy in the office of President shall be automatically filled by the Immediate Past President only for the remainder of the term of the vacant position. The Immediate Past President shall remain as Chair of the Nominating Committee. In the event, there is a concurrent vacancy in the office of President and Immediate Past President, The Vice President/President-Elect shall call for a Special Election and shall follow the procedures in accordance with Section 5.7.4.

### **Section 5.7.3 Vacancy of a Nominating Committee Member**

Vacancy in the position of a Nominating Committee that results in there being less than four elected Committee members, not to include the Chair of the Nominating Committee, shall be filled by the President with approval by a majority vote of the Board of Directors. If the President does not receive approval by a majority vote, the President shall continue to make a nomination until approval is met by majority vote by the Board of Directors. The position shall be filled only for the remainder of the term of the vacant position.

### **Section 5.7.4 Special Election**

In the event a Special Election is called by the President or Vice President/President-Elect in accordance with Section 5.7, the Chair of the Nominating Committee shall promptly notify active members of the open position(s) and request for nominations to be submitted within fifteen (15) days. Thereafter, the Nominating Committee Chair and the Nominating Committee shall prepare a ballot of qualified candidates who are in good standing in accordance with Sections 3.1 and 3.5 and submit such ballot to the members in good standing and provide fifteen (15) days within which to vote. In the event the position requiring a Special Election is that of the Immediate Past President, the President shall act as Nominating Committee Chair for purposes of the Special Election only. Upon tabulation of qualified votes conducted by a minimum of two-thirds of the Nominating Committee and the Committee Chair, the newly elected Board of Director(s) shall be sworn into office by the President or other available Officer at a Board of Directors meeting. A formal announcement of the newly elected Board of Director(s) shall be provided to the members.

### **Section 5.7.5 Eligibility for Running for Elected Position**

A member who is either nominated and approved by the Board of Directors to hold an otherwise elected position, or in the event, a member who was elected to a position as a result of a Special Election in accordance with Section 5.7.4, such member may run for an elected position in the next election as long as such member meets all other time requirements for eligibility as set forth elsewhere in these Bylaws.

### **Section 5.8 Meetings of the Board.**

Regular meetings of the Board of Directors shall be held no less than four (times) each year. Meetings shall be held at a time and location determined by the **President** with no less than ten (10) days-notice. **In accordance with Section 4.1.3** special meetings may be called at the discretion of the President **or by a minimum vote of five (5) members of the Board of Directors and shall be scheduled at a time and location determined by the President** with no less than forty-eight (48) hours-notice to all Board of Directors. Meetings may be conducted in person, telephonically, or via **video** conference. If **the President, Vice President/President-Elect, or Immediate Past President** are not available, a special meeting may be called by no fewer than five members of the Board of Directors **as described above, and such minimum number of the Board of Directors must participate in the special meeting. A minimum of forty-eight (48) hours' notice must be given to all Board of Directors, including notice to the President, Vice President/President-Elect, and Immediate Past President.**

### **Section 5.9 Board Quorum.**

A quorum of the Board of Directors shall be five Board members, one of whom shall be the President or Vice-President/President-Elect, **or the Immediate Past President.**

## **ARTICLE VI: ELECTIONS**

### **Section 6.1**

**An election shall be held annually to fill open positions of the Board of Directors and the Nominating Committee. The election shall be held no later than April of each calendar year. At the commencement of the election, the membership shall be advised of the date upon which the election shall end. The election ballot shall be submitted to the membership and remain open for voting for no less than three (3) calendar weeks. Voting shall end on or before the last day of April. Under no circumstance will there be an extension of the prescribed end date of the voting process absent force majeure. The Nominating Committee shall determine the dates upon which the election shall commence and conclude, in accordance with the parameters of this Section.**

### **Section 6.2**

Board Members-at-Large and **Officers** other than the President, the **Vice President/President-Elect**, and the Immediate Past President shall serve for a term of office of two (2) years. Board Members-at-Large, the Secretary, and the Treasurer, having served a full two (2) year term, may be eligible to be re-elected for an additional two (2) year term, for a total of four (4) years. Having served four (4) years, **in two (2) consecutive terms**, the Board Member-at-Large or **Officer** shall be eligible **to serve on** the Board of Directors only after one (1) year **from the end of their last term** has elapsed **in accordance with Section 5.4.**

### **Section 6.2.1**

Past SCAHRM Presidents, or those members who were previously elected to the position of Vice President/President Elect but were not able to fulfill their three (3)-year term, are not eligible to run for the position of Vice President/President-Elect. The current Board of Directors serving at the time of the Officer's resignation shall have the authority to waive this Section upon a showing of good cause. Members of the Nominating Committee shall serve a term of one (1) calendar year, in accordance with Section 5.4. A former Nominating Committee Member may run again for a position on the Nominating Committee, although such Member may not run for consecutive terms.

**Section 6.2.2** The Nominating Committee may recommend a waiver of the maximum term limits for individual Board of Directors whose service is considered critical to SCAHRM's goals and objectives. This waiver requires approval by the Board of Directors prior to submitting the ballot to SCAHRM membership.

### **Section 6.3**

All officers and Board Members-at-Large shall be elected by ballot from a simple majority of the votes-submitted by members of SCAHRM, except as herein provided.

### **Section 6.4**

To be eligible for the position of Vice President/President-Elect a nominee shall have either prior experience as a member of the SCAHRM Board of Directors, or a minimum of two (2) years of active participation on the Education Committee.

## **ARTICLE VII: DUTIES OF OFFICERS AND BOARD MEMBERS-AT-LARGE**

### **Section 7.1 President.**

The President; in accordance with Article V shall:

- (a). Act as the Chief Executive Officer of SCAHRM;
- (b). Hold authority over the general control and management of the organization;
- (c). Hold authority to act as the spokesperson on behalf of SCAHRM;
- (d). Preside at all meetings of the Organization;
- ©. Appoint all Committee Chairs, with the exception of the Nominating Committee;
- (f). Have the right to attend all Organization Committees;
- (g). Be charged with maintaining the integrity and purposes of the Organization;
- (h). Ensure that the activities of the Organization support its objectives;
- (i). Ensure that all business affecting the Organization will be conducted promptly or administered by the proper Officers or Committees; and
- (j). Transact business on behalf of or otherwise encumber the Organization with the approval of the Board of Directors and in accordance with Article V, Section 5.1 (c) and Article IX, Section 9.8.

### **Section 7.2 Vice-President/President-Elect.**

The Vice-president/President-elect; in accordance with Article V shall:



- (a). Serve as **Chairperson of the Education Committee and the SCAHRM Annual Conference**;
- (b). **Perform such other duties as assigned by the President**;
- (c). **Be responsible for oversight and maintenance of documentation of continuing education units, and developing scholarship programs for the membership, including preparing and maintaining necessary educational documents.**

### **Section 7.3 Secretary.**

The Secretary; **in accordance with Article V** shall:

- (a). Keep all records of the **Organization in compliance with laws and regulations governing the retention of such records and in an archival system as directed by the Board of Directors**;
- (b). Record and provide minutes of all **meetings of the Board of Directors, including the Board of Directors regular, special, and Annual Meetings within seven (7) days;; v 10 days (Bd felt 7 is too short)**
- (c). **Ensure all Committee meeting minutes are maintained in the appropriate archival system.**
- (d). **Timely comply with all filing requirements necessary to maintain the Corporation in good standing with the State of California.**
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### **Section 7.4 Treasurer.**

The Treasurer; **in accordance with Article V** shall:

- (a). Have charge and custody over SCAHRM funds **including but not limited to funds, accounts, deposits and expenditures**;
- (b). Maintain accurate **and complete** financial records of the **Organization in accordance with generally accepted accounting principles**;
- (c). **Have oversight for timely deposit of all revenue and income received by the Organization at such depositories in the Organization's name as designated by the Board of Directors**;
- (d). **Ensure timely and accurate filing of all federal and state taxes under the direction and supervision of the Board of Directors as prepared by the approved CPA Firm on an annual basis**;
- (e). Provide a **financial report** and such other information and documents relating to the organization's financial status as may be requested by the Board of Directors, no less than quarterly, and prepare an annual report to the membership regarding financial standing of the association;
- (f). Relinquish custody, possession, and control **of any and all books of account, checkbook instruments, and any and all other information and documents within the Treasurer's possession to the President or to the Board of Directors, upon request, or upon vacating the Office of the Treasurer position**;
- (g) **With approval of the President** at the discretion of the Treasurer, the duties may be delegated to the Association Manager, to be carried out under the supervision, direction, and oversight of the Treasurer.

### **Section 7.5 Immediate Past President.**

The Immediate Past President; **in accordance with Article V** shall:

- (a). Chair the Nominating Committee **and oversee the election;**
- (b). **Provide guidance and Advice to the President,** as requested;
- (c) **Serve as Vice President/President-Elect and fulfill the duties of the President in the absence of the President.**

### **Section 7.6 Board Members-at-Large.**

The Board Members-at-Large shall:

- (a). Chair committees as appointed by the President;
- (b). Perform such other duties as assigned by the President.

## **ARTICLE VIII: COMMITTEES**

### **Section 8.1 Committee **Chair** Appointments.**

Committee **Chair appointments** shall be appointed by the President, with the exception of the Nominating Committee.

### **Section 8.2 Standing Committees.**

There shall be **six (6)** Standing **Committees**: Bylaws, Communications, Education, Membership, **Sponsorship** and Nominating. **Ad hoc committees including but not limited to Ethics and Past Presidents Counsel, can be,** convened **by the President or** upon request of the Board of Directors. Additional committees may be formed as directed by the Board of Directors. Committee chairpersons shall be appointed by the President from one of the sitting Board of Directors, except as described herein. Committee chairpersons shall **make a reasonable attempt to have a minimum of five (5), but no fewer than three (3)** committee members from the organization's membership, except as described in these Bylaws and in accordance with Section 5.7.1.

#### **Section 8.2.1 Bylaws Committee.**

The Bylaws **Committee** shall be composed of no fewer than the President, one **(1)** Board Member-at-Large, one **(1)** member of the **Organization** and **one (1) attorney member** who is a member of the organization as appointed by the Chairperson. **The Chairperson will appoint remaining Committee Members.** The Bylaws Committee is responsible for review of the **Organization's Bylaws** and to make recommendations for revisions to the Board of Directors, within the timeframe in accordance with these Bylaws.

#### **Section 8.2.2 Communications Committee.**

The Communications Committee is responsible for communicating current employment opportunities to the membership, oversight of the website, **social media pages and** publishing the SCAHRM newsletter **and the Source.**

#### **Section 8.2.3 Education Committee.**

The Education Committee Chairperson shall be the Vice-president/President-Elect. The Committee is responsible for providing educational programs **in accordance with Section 2.2.2,** including establishing educational resources for the membership.

#### **Section 8.2.4 Ethics Committee (Ad Hoc).**

The Ethics Committee is an ad hoc committee convened upon request of a **member in good standing** the **President or** Board of Directors. The Ethics Committee is responsible for advising the **President and** Board of Directors in matters concerning professional responsibility as specified in the Bylaws, the Conflict-of-Interest Policy, and any other matter which may be referred to it by a **member in good standing**, the **President or** Board of Directors. The Ethics Committee shall be composed of no fewer than five (5) members, which will include four (4) past Presidents, who are not presently on the Board and are not participating on any other SCAHRM committees, and either the President, Vice President, or Immediate Past President, as an ex officio member.

#### **Section 8.2.5 Membership Committee.**

The Membership Committee is responsible for overseeing **Association** membership, including recruitment, retention of members, accepting applications for membership, managing the submissions of and processing of membership renewal notices, and providing any other membership services as directed by the Board of Directors.

#### **Section 8.2.6 Sponsorship Committee.**

The Sponsorship Committee is responsible for promoting and maintaining collaborative relationships between SCAHRM and sponsors/exhibitors. The Committee is responsible for securing all sponsors and exhibitors for SCAHRM'S annual conference and all other SCAHRM sponsored events as needed..

#### **Section 8.2.7 Nominating Committee.**

The Nominating Committee shall be composed of no fewer than five (5) members, four (4) of whom shall be elected and the Immediate Past President who shall act as the Committee Chair. To qualify as a member of the Nominating Committee, such candidate must have either served as a member of SCAHRM in good standing for a minimum of the past five (5) consecutive years or served on a Committee for a minimum of two (2) years. A Nominating Committee member may run for the position of Nominating Committee only after a period of three (3) years has elapsed. A member of the Nominating Committee is eligible to run for any elected position only after a minimum of one year has lapsed from end of term. A resignation and/or recusal by a Nominating Committee Member during their term shall not serve as an exemption to this clause. All members are assumed to have read and understood this provision in the Bylaws prior to serving as a member of the Nominating Committee. This clause applies to both elected and appointed members in the Nominating Committee. The Nominating Committee members shall, at all times, maintain confidentiality as a fiduciary of the nomination and election process. This duty shall forever extend beyond his or her term of service.

##### **Section 8.2.7.1**

The Nominating Committee Chair shall determine the vacant elected positions for the upcoming election. The Nominating Committee shall notify the membership of the vacant positions and request for nominations, via electronic announcement **at a time to be designated by the Committee**. It is the duty of the Nominating Committee to ensure that there is a nominee for **vacant** positions. In the event that there are no members nominated

for a vacant position, the Nominating Committee shall nominate members in good standing to ensure a full ballot.

#### **Section 8.2.7.2**

The Committee shall determine nominee eligibility as indicated elsewhere in the Bylaws. The Committee shall contact all eligible nominees to ensure he or she is aware of the Bylaws requirements of the position and that the nominee is in agreement to accept such nomination. The Nominating Committee shall obtain from each nominee a professional headshot, a biographical summary to include a list of volunteer, appointed or elected positions with SCAHRM or any other professional organizations. Each nominee shall provide a summary of objectives and goals for the position for which they are nominated.

#### **Section 8.2.7.3**

The Committee shall prepare an electronic ballot, listing candidates for election to be submitted to each member of the organization. The electronic ballot shall include the headshot, biographical summary, and list of objectives and goals as listed in section 8.2.7.2. The final electronic ballot shall include space for write-in candidates. The electronic ballot shall be returned by a date and time designated by the Committee. Any ballots submitted after the designated deadline by the Nominating Committee shall be rendered null and void. A ballot submitted by anyone other than an active member of the organization shall be rendered null and void. Multiple ballot submissions by the same member shall be rendered null and void, with the first submission to be accepted as the member's vote. The published voting date will not be extended except as described in section 6.1.

#### **Section 8.2.7.4**

Ballots shall be counted and votes shall be tabulated by the Committee Chair and no less than two (2) members of the Nominating Committee. The results of the election shall be reported to the general membership during the Annual Business Meeting. The candidates who are elected shall be the nominees with the highest number of returned votes for that position. In the event a nominee is unable to attend the Annual Business Meeting for the swearing in ceremony a special ceremony shall be conducted by the President and Nominating Committee Chair at a time to occur prior to the last day of May.

### **ARTICLE IX: MISCELLANEOUS**

#### **Section 9.1 Compensation.**

All elected Board of Directors, including all designated Committee members, serve as volunteer members of the Organization not subject to compensation for any and all organization services or activities in which they participate. Board of Directors and members of Committees of the Organization may be reimbursed for out-of-pocket expenses in conjunction with activities of the organization, upon recommendation of the Chair of the Committee and approval by the Board of Directors.

#### **Section 9.2 Use of Assets.**

No part of the assets, property, earnings, equipment, receipts or net earnings of the organization shall inure to the benefit of any Board of Director, or member of the Organization or any private individual. No part of the income of the Organization shall be distributed to its Board of Directors, members of the Organization or any private individual. Reimbursement for any out-of-pocket costs and expenses shall not be deemed as a distribution of income.

### **Section 9.3 Limitation of Powers.**

No Board Member-at-large, Officer, member of a Committee, member of the Organization, employee or agent of this Organization shall contract or engage, pledge its credit or render it liable for any purpose or to any amount unless expressly authorized by the Board of Directors. The Organization shall not knowingly provide support of, participate in or intervene in any political and social campaign or cause.

### **Section 9.4 Indemnification of Agents of SCAHRM.**

Subject to Board of 'Directors' approval, the organization may indemnify any person who was or is a party or is threatened to be made a party to any legal proceeding because that person is or was a Board Member-at-Large, Officer, or member of a committee of the organization, including expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding. Subject to Board of 'Directors' approval, the organization may advance expenses in connection with such an action, unless a judgment or other adjudication shall establish that such claim arose or resulted from any intentional, unlawful, reckless, dishonest, fraudulent, criminal, malicious or knowingly wrongful act of such person.

### **Section 9.5 Liability Insurance.**

The organization shall purchase and maintain insurance on behalf of the organization, in accordance with ASHRM Chapter requirements including on behalf of any Board Member-at-Large, Officer, or committee member of the organization against liability asserted against or incurred by such person in his or her capacity or position and as authorized by the organization's Bylaws.

### **Section 9.6 Rules of Procedure.**

Except as otherwise provided herein, *Robert's Rules of Order Newly Revised*, shall be the authority in all matters of Parliamentary Procedure.

### **Section 9.7 Nonprofit Status.**

The organization is organized exclusively for the purposes within the meaning of Section 501 © (6) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted to be carried on under the Internal Revenue Code.

### **Section 9.8. Expenses.**

(a) The debit cards in the name of SCAHRM shall only be issued to the President, Vice President/President-Elect, and the Association Manager, who shall remit a receipt or proof

of purchase and explanation of purpose of the expense to the Treasurer in the statement month.

(b) The individuals with signing authority on bank accounts shall be the President, Vice-President/**President-Elect**, and the Treasurer.

(c) **With the exception of contractual agreements** the President and Vice President/**President-Elect** may have authority to incur expenses for up to \$500 (five hundred dollars) at a given time. If the expenses exceed \$500 (five hundred dollars), the President and Vice President/**President-Elect** shall seek authority for the expense from the quorum of the Officers **of the Board of Directors. The President's debit card shall be remitted to the Treasurer upon the completion of his or her term.**

### **Section 9.9 Bylaws Review.**

SCAHRM bylaws shall be reviewed no less than bi-annually by the Bylaws Committee.

### **ARTICLE X: AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the members of SCAHRM responding in accordance with the deadline specified in the ballot. The proposed amendments shall have been submitted in writing or sent electronically to the members at least thirty (30) days prior to the vote. Amendments may be proposed by the Board of Directors. It may also be proposed by any member subject to approval by the Board of Directors.

### **ARTICLE XI: RATIFICATION**

These Bylaws shall be in full force and effective immediately upon adoption and shall supersede and render null and void any prior Bylaws of the organization.

March 2025.