



Healthcare Educators of Alabama

BYLAWS

Governance and Operating Guidelines

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ARTICLE I – NAME AND OBJECTIVES

Section I – Name

This Organization, established as a nonprofit organization under the laws of the State of Alabama, shall be known as the Healthcare Educators of Alabama (HEAL). The HEAL name and logo shall be used only by the Organization. HEAL, established solely for charitable, educational, and scientific objectives, also supports organizations eligible under Section 501(c)(3) of the Internal Revenue Code or any equivalent future federal tax law.

Section II – Purpose

The purpose of this Organization is to improve the quality of education and training of healthcare personnel by fostering professional development, identifying trends in healthcare education, promoting standards, encouraging collaboration, supporting a comprehensive approach to education, and strengthening membership engagement.

Section III – Affiliations

HEAL is an affiliate of the Alabama Hospital Association and supports its objectives.

ARTICLE II – MEMBERSHIP

Section I – Membership Types

Membership Type	Description	Voting / Office Eligibility	Dues / Fees
Regular	Healthcare educators and training professionals	Eligible to vote and hold office	Pays dues and fees
Retired (Emeritus)	Former members no longer active	Not eligible to hold office	As determined by Board
Honorary	Recognized service or advisory roles	No voting rights	Exempt

An individual may hold only one membership classification at a time. Honorary membership supersedes all others.

Board members are exempt from dues and conference fees during their term.

Section II – Application for Membership

Applications shall be submitted in a manner determined by the Board. The Treasurer and Secretary share responsibility for processing applications. The Treasurer accounts for fees; the Secretary maintains records and communicates status. Eligibility questions are reviewed by the Board.

ARTICLE III – DUES AND FINANCIAL MANAGEMENT

Section I – Dues and Membership Status

The fiscal year is January 1 through December 31. Dues are payable within 30 days. Members may be suspended for non-payment and reinstated upon payment.

Section II – Use and Oversight of Funds

All funds are property of the Organization and non-refundable. The Board oversees use of funds.

Section III – Policies and Compliance

The Organization follows its Conflict-of-Interest Policy. Upon dissolution, assets are distributed in accordance with IRS 501(c)(3) regulations.

ARTICLE IV – MEETINGS AND VOTING

Section I – Membership Meetings

An annual meeting shall be held. Special meetings may be called with appropriate notice.

Section II – Notice of Meetings

Regular meetings require 15 days notice. Special meetings require 5 days notice.

Section III – Board Meetings

The Board shall meet at least quarterly. Board members who are unable to participate consistently are encouraged to voluntarily rotate off the Board to support effective leadership and continuity.

Section IV – Voting

Each regular member has one vote. Voting may occur in person or electronically. A quorum for the transaction of business shall consist of those members who participate in the vote, provided that all members have been given appropriate notice and a reasonable opportunity to vote.

Section V – Authority

Final authority resides with membership. The Board executes operations.

ARTICLE VI – LEADERSHIP AND BOARD OF DIRECTORS

Section I – Officers and Board Composition

Officers include President, President-Elect, Secretary, and Treasurer. Officers and Regional Representatives serve as Board members.

Section II – Duties of Officers

Officers shall perform the duties outlined below. Additional responsibilities are outlined in the applicable HEAL Reference Guides, which provide practical directions to support each role.

President

The President shall preside over meetings of the Organization and the Board of Directors, serve as liaison to the Alabama Hospital Association, and perform duties customary to the office. The President may delegate responsibilities as needed and shall report to the membership at the annual meeting.

President-Elect

The President-Elect shall prepare to assume the role of President and shall perform the duties of the President in their absence.

Secretary

The Secretary shall maintain official records and minutes of the Organization and support communication with the Board and membership.

Treasurer

The Treasurer shall maintain financial records, oversee funds, and provide financial reports to the Board and membership.

Section III – Terms of Office

Officers shall serve a term of two (2) years or until a successor is elected or appointed. Officers may assume their duties at the beginning of the calendar year or at another time as determined by the Board.

Section IV – Election of Officers

Officers shall be elected by the membership from a slate of candidates prepared by the Nominating Committee and approved by the Board of Directors.

Voting shall be conducted by ballot, and a majority of votes cast shall constitute election. Election results shall be communicated to the membership.

Section V – Vacancies

Vacancies may be filled by Board appointment or election.

Section VI – Board Responsibilities

The Board governs operations and finances. The Board may appoint additional positions or committees as needed to support the work of the Organization.

Section VII – Regional Representatives

Regional Representatives serve as members of the Board of Directors and represent the perspectives and needs of their regions. They support member engagement, promote participation in HEAL activities, and serve as a communication link between the Board and regional members. Additional responsibilities are outlined in the **Regional Representative Reference Guide**, which provides practical directions to support the role.

Section VIII – Advisory Council

The Board may establish an Advisory Council in a non-voting capacity.

ARTICLE VII – COMMITTEES

Section I – Standing Committees

Program Committee – Plans conferences and educational offerings.

Nominating Committee – Prepares the slate of candidates and supports leadership succession.

Audit Committee – Reviews financial records annually and reports findings to the Board.

Section II – Committee Operations

Committees shall operate in a manner that supports efficiency, continuity, and alignment with the Organization’s mission. Committees maintain documentation for continuity.

ARTICLE VIII – GOVERNANCE AND OPERATIONS

The Organization shall maintain clear processes for communication, file management, and leadership transitions. Digital tools may be used to support operations, including shared drives, email systems, and virtual meetings.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall serve as a general guide for meetings. When decisions are presented, a Board member shall make a motion, and another shall second it. Members will then have the opportunity to discuss, and any opposition should be expressed before the vote is finalized.

ARTICLE X – AMENDMENTS

These Bylaws may be amended by majority vote with notice.

APPENDIX A – MAP OF HEAL REGIONS



[Click here](#) for a list of Hospitals from the Alabama Hospital Association website.

APPENDIX B - HEAL CONFLICT OF INTEREST POLICY

Article I – Purpose

The purpose of this Conflict-of-Interest Policy is to protect the interests of the Healthcare Educators of Alabama (HEAL) when considering transactions or arrangements that may benefit the private interests of a Board member or other affiliated individual.

This policy is intended to prevent conflicts of interest and potential excess benefit transactions and to ensure that HEAL operates in a manner consistent with its charitable and tax-exempt purposes.

This policy supplements but does not replace applicable state and federal laws governing nonprofit and charitable organizations.

Article II – Definitions

Interested Person

Any member of the Board of Directors or a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is considered an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which HEAL has a transaction or arrangement.
- A compensation arrangement with HEAL or with any entity or individual with which HEAL has a transaction or arrangement.
- A potential ownership, investment, or compensation arrangement with any entity or individual with which HEAL is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

Financial interest does not necessarily constitute a conflict of interest. A conflict exists only if the Board or appropriate committee determines that a conflict is present.

Article III – Procedures

Duty to Disclose

In connection with any actual or potential conflict of interest, an interested person shall disclose the existence of financial interest and all material facts to the Board of Directors or appropriate committee.

Determining Whether a Conflict Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the individual shall leave the meeting while the determination of a conflict of interest is discussed and voted upon.

The remaining Board or committee members shall determine whether a conflict of interest exists.

Procedures for Addressing the Conflict

- The interested person may make a presentation to the Board or committee but shall leave the meeting during discussion and vote on the matter.
- The Chair may appoint a disinterested individual or committee to evaluate alternatives to the proposed transaction or arrangement.
- After appropriate review, the Board or committee shall determine whether HEAL can obtain a more advantageous arrangement that does not present a conflict of interest.
- If no reasonable alternative exists, the Board or committee shall determine, by majority vote of disinterested members, whether the transaction is in the best interest of HEAL, is fair and reasonable, and aligns with its mission.

Violations of the Policy

If the Board or committee has reasonable cause to believe a member has failed to disclose a conflict of interest, the member shall be informed and given an opportunity to respond.

If, after review, the Board determines a failure to disclose has occurred, it may take appropriate corrective action.

Article IV – Records of Proceedings

The minutes of the Board of Directors and all committees with delegated authority shall include:

- The names of individuals who disclosed or were found to have a financial interest
- The nature of financial interest
- Actions taken to determine whether a conflict existed
- The final determination of whether a conflict was present
- The names of individuals present for discussions and votes
- A summary of the discussion, including alternatives considered
- A record of votes taken

Article V – Compensation

- A voting member of the Board who receives compensation, directly or indirectly, from HEAL shall not vote on matters pertaining to their compensation.
- A voting member of a committee whose responsibilities include compensation matters and who receives compensation from HEAL shall not vote on matters pertaining to that compensation.
- Such individuals may provide information to the Board or committee as requested.

Article VI – Annual Statements

Each Board member, officer, and committee member with delegated authority shall annually sign a statement affirming that they:

- Have received a copy of the Conflict-of-Interest Policy
- Have read and understand the policy
- Agree to comply with the policy
- Understand HEAL’s charitable purpose and responsibility to maintain its tax-exempt status

Article VII – Periodic Reviews

To ensure HEAL operates in a manner consistent with its charitable purpose and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

These reviews shall include:

- Evaluation of compensation arrangements to ensure they are reasonable and based on appropriate data
- Review of partnerships, joint ventures, and other arrangements to ensure they align with HEAL’s mission, are properly documented, and do not result in private benefit or excess benefit transactions

Article VIII – Use of Outside Experts

When conducting periodic reviews, HEAL may, but is not required to, use outside advisors.

The use of outside experts does not relieve the Board of its responsibility to ensure appropriate oversight and compliance.

Adoption

Adopted and Approved: April 17, 2009
Healthcare Educators of Alabama (HEAL)
Birmingham, Alabama