



# **Healthcare Educators of Alabama (HEAL)**

## **Bylaws**

Reviewed and Approved by HEAL Members  
*March 2017*

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## **Attachments**

**Appendix A: Map of Area Regions**

**Appendix B: Conflict of Interest Policy**

# Healthcare Educators of Alabama (HEAL) Bylaws

## Article I - Name and Objectives

### **Section I - Name**

This Organization, established as a non-profit organization under the laws of the State of Alabama, shall be known as the HEALTHCARE EDUCATORS OF ALABAMA. The HEAL name and logo should be used only by the HEAL organization. Said organization (HEAL) is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section II - Objectives**

The purpose of this Organization shall be to assist in improving the quality of education and training of healthcare personnel by:

- a. fostering the professional development of healthcare education personnel through educational programming, meetings and conferences
- b. identifying trends in the healthcare delivery system to plan long-range educational and training needs.
- c. promoting the guidelines and standards for effective management and practice of healthcare education
- d. encouraging collaboration and sharing among educators in local and state health care agencies
- e. demonstrating the value of a comprehensive approach to healthcare education and training as an effective management strategy for achieving individual and institutional goals
- f. establishing a state-wide network of professional healthcare educators
- g. increasing and supporting the Organization's individual membership

### **Section III - Affiliations**

To foster the objectives of the Organization, affiliations shall be established with the Alabama Hospital Association and other organizations interested in promoting the education and training of health care personnel.

## Article II - Membership

### **Section I - Membership**

There should be two types of membership in the Organization:

- a. Regular membership - regular membership should be open to persons from healthcare delivery agencies, educational institutions and non-profit organizations who have major responsibility for educating and training healthcare personnel or for consumer (patient) education.
- b. Honorary membership – retiring members who have served as state officers shall be deemed honorary members for life. The Alabama Board of Nursing Executive

Officer & Nurse Education/Continuing Education Consultant shall also have honorary membership.

### ***Section II - Application for Membership***

Application for membership shall be made in writing to the Treasurer. The Treasurer shall present to the Board members any question related to the eligibility of the applicant, based on these Bylaws, so that a fair decision can be made. The Treasurer will then respond to the applicant in question.

## **Article III – Dues / Allocation of Funds**

### ***Section I - Calendar Year for Dues***

The fiscal year of the Organization is January 1 - December 31<sup>st</sup>. Dues shall be remitted to the Treasurer of the Organization within sixty (60) days of the beginning of the calendar year. A renewal reminder should be sent to each current member of the Organization by the Secretary on an annual basis.

### ***Section II - Amount of Dues***

Dues shall be established by the Board of Directors of the Organization.

### ***Section III - Default in Payment of Dues***

If dues are not paid within sixty (60) days, thereafter, it shall result in suspension of membership. A member may be reinstated to membership upon payment of dues to the Treasurer of the Organization.

### ***Section IV - Refund of Dues***

All dues paid shall become the property of the Organization. No portion of dues paid shall be refundable when membership is terminated. Any funds or property donated to support work or programs of the Organization shall become the property of the Organization and shall be used only for the purposes as designated by the donor (see Conflict of Interest Policy – Appendix B).

### ***Section V - Allocation of Funds/Expenses***

Organization moneys and funds will be overseen by the members of the Board for appropriate allocation. (See Article VIII, Section 1c – Audit Committee). Immediate family (for flowers, acknowledgment for illness or death) shall be defined as spouse, parent, children, or siblings.

### ***Section VI – Conflict of Interest Policy***

Organization will follow the Conflict of Interest Policy adopted April 17, 2009. (See Appendix B.)

## ***Section VII – Dissolution Clause***

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article IV - Business Meetings**

### ***Section I - Time, Place, Purpose and Reports***

An annual meeting of the members of the Organization shall be held each year. At the annual meeting, the Board of Directors of the Organization shall give reports to the membership on their activities related to their respective offices during the year.

### ***Section II - Special Meetings***

Special meetings may be called at any time at the direction of the President or in the absence of the President, at the direction of the President-Elect, or upon written request of not less than two (2) members of the Organization. Notices of such meetings must be communicated five (5) days prior to the meeting and must state the purpose of such meeting.

### ***Section III - Notice of Meetings***

Notice of all regular meetings shall be communicated to each member on record with the Secretary at least fifteen (15) days prior to the date of said meeting. These notices should state the time, place and purpose.

### ***Section IV - Regular Meetings of the Board***

The Board of Directors should meet annually at such times and places as the Board may designate or at the discretion of the Board. The President may be vested with the power to set the time and place of quarterly meetings. (See Section VII, Article VII Board of Directors)

### ***Section V - Voting***

Each member shall be entitled to one vote. There shall be no quorum needed for mail-in votes, provided that all members were provided a ballot. Members present at a scheduled meeting shall constitute a quorum.

### ***Section VI - Policy***

The final authority for Organization policy shall be the membership. The Board of Directors and Officers shall execute policies in keeping with the will of the membership and consistent with the Bylaws.

## **Article V - Educational Meetings**

### **Section I - Time, Date, Place and Purpose**

Education meetings shall be held at such time and place as the Board of Directors may elect and will be for the purpose of promoting better informed health education and training personnel.

## **Article VI - Officers**

### **Section I - Officers**

The officers of the Organization shall be the President, President Elect, Secretary and Treasurer. Officers and Directors of the Organization must be members of the Organization. Officer candidates will be presented by the nominating committee to the Board for final approval prior to being placed on the ballot for membership voting. Ideally, officer candidates will: 1) have been a HEAL member for the past three consecutive years; 2) have an understanding of and agree to the requirements of the office in which they are interested in serving and 3) have within the past two years served as regional representative and/or have been active and proactive in HEAL activities at the regional and state level. Should an individual have an interest in an officer position but does not meet the qualifications above, the nominating committee may present the candidate to the Board who may make exceptions. This will be addressed on a case by case basis.

### **Section II - President**

The President shall preside over all meetings of the Organization and of the Board of Directors, serve as liaison between the Organization and Alabama Hospital Association and shall perform other duties that customarily relate to such office. The President shall, during the absence or disability of any other officers, delegate any such officer's duties to any other officer, or to a member of the Board of Directors. The President shall report on the affairs of the Organization during his/her term of office to the membership at the annual meeting. This shall be a two-year term of office.

### **Section III - President-Elect**

The President-Elect shall, during the year preceding his/her term of office as President, become familiar to the fullest extent with the operations of the Organization. The President-Elect shall assume the duties of President, in the absence of the President. This shall be a two-year term of office.

### **Section IV - Secretary**

The Secretary shall attend all meetings of the Organization and the Board of Directors and maintain the official minutes and records of the Organization. In the absence of the Secretary, the President may appoint another officer or Director to record the minutes of that meeting. The Treasurer shall receive all membership applications and dues and forward the applications to the Secretary of the Organization. The Secretary shall maintain the current membership roster. The term will begin on January 1st in the odd numbered year and end on December 31<sup>st</sup> in the even numbered year. This shall be a two-year term of office.

### ***Section V - Treasurer***

The Treasurer shall keep, or cause to be kept, the complete records of all receipts and disbursements of the Organization. All dues and other moneys received by the Organization shall be deposited to the account of the Organization in some financial institution which is designated by the Board of Directors. The Treasurer shall submit a report covering the financial condition of the Organization at each meeting of the Board of Directors and annually to the membership. This shall be a two-year term of office. The term will begin on January 1st in the even numbered year and end on December 31<sup>st</sup> in the odd numbered year. This shall be a two-year term of office.

### ***Section VI - Vacancies***

If the President shall be unable to perform the duties of the office, the President-Elect shall succeed to the Office of President, and shall serve until his/her regular term of office begins as provided herein, and shall continue to serve for the term for which regularly elected. Should both the Office of President and President-Elect become vacant, the Board of Directors shall choose, from among its members, and acting President to serve until the next term of office begins. Should the office of Secretary or Treasurer become vacant, it shall be filled by a member of the board of Directors, other than the person currently holding office as President or President-Elect, for the remainder of the term.

### ***Section VII - Election of Officers***

The officers of the Organization shall be elected from a slate of candidates prepared by the Nominating Committee. These candidates will be presented to the membership of the Organization through a ballot. A ballot listing the proposed candidates shall be provided by the Nominating Committee to the membership. The votes shall be tabulated by the Secretary of the Organization and reported to the Board of Directors. A majority of the votes cast shall constitute election. The results of the election shall be communicated to the membership. The officers shall assume duties at the beginning of the calendar year.

## **Article VII - Board of Directors**

### ***Section I - Composition***

The Board of Directors shall consist of elected officers, appointed positions, and seven regional representatives as described in the following sections. In addition, the Immediate Past President shall serve as an Ex-Officio Member of the Board. All members of the Board of Directors must be members of the HEALTHCARE EDUCATORS OF ALABAMA.

### ***Section II - Powers***

The executive powers of the Organization shall be vested in the Board of Directors, which shall have charge of the property and management of the Organization and the power and authority to do and to perform all acts and functions consistent with those Bylaws.

### ***Section III - Election to the Board***

The President, President-Elect, Secretary and Treasurer automatically assume board membership upon election to their respective positions.

## ***Section IV - Appointment to the Board***

The Newsletter Editor and Website Liaison shall be appointed to the Board. Other positions may be appointed as needed at the discretion of the Board to fulfill the mission of HEAL. These individuals must indicate a willingness to serve in their positions. Each of the seven (7) Regional Board members, one from each established region of the state, shall be appointed to the Board. (See map of area regions on last page of these Bylaws.)

Recommendations for Board appointment from the respective regions will be accepted by the Board of Directors, but appointment to the Board shall remain the responsibility of the Board of Directors. Terms of all Board members from the Regions should be for two (2) years. Appointments may be ended or extended at the discretion of the Board of Directors to fulfill the mission of HEAL.

## ***Section V - Vacancies***

The Board of Directors shall fill any vacancy occurring on the Board as needed.

## ***Section VI - Meetings***

The Board of Directors should meet annually at such times and places as the Board may designate, or at the discretion of the Board. The President may be vested with the power to set the date, time and place. The Board should have three additional meetings by conference call or other technical means. Special meetings of the Board of Directors may be held whenever called at the direction of the President, or upon written request of any two (2) members of the Board. Notice of meetings of the Board of Directors shall be given a sufficient length of time in advance and by such manner as to enable Board members to participate. In case of a special meeting, the notice shall state the purpose of the meeting. All Board meetings are open to the members of the Organization.

# **Article VIII - Committees**

## ***Section I - Standing Committees***

The President, annually upon assuming office, shall appoint the following standing committees from among regular members.

- a. Program Committee - The duty of the Program Committee shall be to make all arrangements for the HEAL conference.
- b. Nominating Committee - The duty of the Nominating Committee should be to prepare a slate of nominees for the offices within the Organization and to submit the ballot to the Secretary for distribution to all voting members of the Organization. The Nominating Committee shall be chaired by a Board member.
- c. Audit Committee - the duty of the Audit Committee shall be to verify financial records, on an annual basis, prior to new officers assuming responsibility. Any discrepancies found shall be reported to the Board of Directors with appropriate annotations and suggestions for resolution of same. The Audit Committee shall be chaired by a Board member.

## **Section II - Special Committees**

Special committees may be appointed by the President as the need arises.

## **Article IX - Parliamentary Authority**

The rules contained in Robert's Rules of Order, (Revised) shall govern the meeting of the Organization.

## **Article X - Amendments**

### **Section I - Procedure**

The Bylaws may be altered, amended or replaced by a majority vote of the members of the Organization after appropriate notice to the members has been provided. Proposed amendments must be communicated to the membership.

#### **See Appendices (adopted as part of these Bylaws)**

Appendix A: Map of Area Regions of HEAL

Appendix B: Conflict of Interest Policy

Adopted: December 31, 1972

Revised: 1/1975, 9/1977, 6/1984, 6/1986, 2/1988, 1/1992, 10/1999,  
6/2000, 4/2002, 5/2/2004, 1/2007, 10/07, 4/17/2009, 1/2010, 9/2011, 3/2013, 3/2017

\_\_\_\_\_  
*[signature on file]*

*Pamela W. Morgan*  
President, 2017-2018

\_\_\_\_\_  
*[signature on file]*

*Gwenda Guerin*  
Treasurer

# MAP OF HEAL REGIONS

Appendix A

**Northwest**

**Northeast**

**West**

**Central**

**Southwest**

**Southeast**



# Appendix B

## Healthcare Educators of Alabama (HEAL) Conflict of Interest Policy

### Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Healthcare Educators of Alabama [HEAL]) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II Definitions

#### **1. Interested Person**

Any Board Member or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

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

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Article III Procedures

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether HEAL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in HEAL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to

the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V** **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from HEAL for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from HEAL for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from HEAL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI** **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands HEAL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII** **Periodic Reviews**

To ensure HEAL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to HEAL's written bylaws, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, HEAL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

*Adopted April 17, 2009  
HEAL Board Meeting  
Birmingham, AL*

***Signature on File***

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Ann Colvin, MSN, RN-BC  
President

***Signature on File***

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Pam Morgan, MSN, RN-BC  
Treasurer