

Association of Healthcare Value Analysis Professionals

Bylaws (amended 04/21/2009)

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ARTICLE I. NAME

The name of the organization is the Association of Healthcare Value Analysis Professionals.

ARTICLE II. PURPOSES

The purposes of this association shall be to:

- A. Provide a forum for the exchange of knowledge and information about clinical value analysis.
- B. Promote the advancement of members through discussion and educational opportunities.
- C. Lead, educate and promote the healthcare value analysis profession by supporting our membership in the delivery of cost-effective, quality healthcare.
- D. Provide expertise and education to the healthcare community in assessing the clinical quality and cost effectiveness of a product or process.

ARTICLE III. STATUS

Section 1. Nonprofit Organization

This organization is a nonprofit corporation and does not intend the distribution of gains, profits or dividends to any member.

Section 2. Limitation of Activities

No substantial part of the activities of this association shall consist of carrying on propaganda or otherwise attempting to influence legislation. The association shall not participate or intervene in any political campaign on behalf of any candidate for government.

ARTICLE IV. MEMBERSHIP

Section 1. Qualifications for Membership

- A. Candidates for membership shall be considered without regard to race, age, gender, creed, color, religion, national origin, disability or other legally protected categories.
- B. Members shall be involved in any aspect of value analysis and employed by a hospital or health system. No member shall be employed by a healthcare consulting firm, group purchasing organization or manufacturer/vendor of healthcare products.
- C. Honorary membership may be granted by the Board of Directors at their discretion.

Section 2. Membership

- A. AHVAP membership will consist of one level of membership.

Section 3. Standards of Conduct

- A. Members are expected to conduct all personal and professional activities with honesty and integrity, to maintain competence, and to avoid exploitation of professional relationships for personal gain.

Section 4. Rights and Responsibilities of Members

All members shall be allowed to:

- A. Receive all communications and announcements sent to the membership.
- B. Attend association meetings that involve the entire membership.
- C. Participate in membership activities.
- D. Be considered for awards.
- E. To vote on all issues before the membership.
- F. Hold an appointed office.
- G. Hold elective office within the guidelines established in Article V. Board of Directors, Section 1, Paragraph B.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Membership

The members of the Board of Directors of this association shall consist of the President, President-elect, Treasurer, Secretary and three elected directors. The elected members of the Board of Directors are the voting members. The immediate past president shall remain on the Board of Directors for one year and shall not be a voting member of the Board for that term.

Section 2. Focus

The elected members of the Board of Directors have the authority and responsibility to manage the association consistent with these bylaws and in an appropriate legal manner.

Section 3. Functions

- A. Carry forward the association's objectives.
- B. Manage the business and fiscal affairs of the association.
- C. Monitor the income and disbursement of funds.
- D. Make policies for its own actions and the actions of its committees.
- E. Appoint chairs of elected committees and appoint members and chairs of non-elected committees.
- F. Supervise and manage the committees and publications.
- G. Act as a liaison between the association and other organizations.
- H. Assure an appropriate eligibility process for selection of candidates for membership.

Section 4. Meetings

The Board of Directors of this association shall meet as necessary to conduct the business of the association.

ARTICLE VI. OFFICERS

Section 1. Titles

- A. The officers of this association shall be: president, president-elect, secretary, and treasurer.
- B. The president, with the approval of the Board of Directors, when appropriate, shall appoint such other persons as may be necessary to conduct the business of the association.

Section 2. Vacancies

The president-elect fills the vacancy of president; other offices are filled by appointment of the Board of Directors until the next election.

Section 3. Duties

The duties of the association officers shall be as follows:

- A. The president shall be the executive officer and shall administer all business of the association as provided for by the bylaws. The president serves as chief representative of the association, and shall be an ex-officio member of all committees. The president-elect shall succeed into the presidency at the end of the term of office and shall promote the purposes of the association.
- B. The president-elect shall perform the duties of the president in the president's absence.
- C. The secretary shall prepare and distribute meeting minutes and correspondence.
- D. The treasurer shall be the custodian of the funds of this association and may be bonded in an amount equal to three-fourths of the worth of the honor society. The treasurer shall propose a budget to the board.
- E. Each officer shall submit a report at each Board of Directors meeting and to members at the annual business meeting.

ARTICLE VII. ELECTIONS

Section 1. Elections

Elections shall be held yearly by ballot. Those elected shall assume their duties by July 1 of the year in which they are elected.

Section 2. Vote

- A. A majority vote by full members shall elect officers.
- B. The candidate with the highest number of votes wins the election.
- C. In the event of a tie, the election shall be determined by lot.

Section 3. Terms

- A. The length of the term of all officers is 2 years.
- B. Terms of office are staggered so that all officers and directors do not end their terms at the same time.
- C. No member of the Board of Directors shall exceed a total of 3 consecutive terms on the Board of Directors.
- D. A term is defined as a 2 year term as an elected Board Officer. The President and President-Elect positions will be considered 1 4-term, 2 years as President-elect immediately followed by 2 years as President.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

- A. The standing committees shall be determined by the Board of Directors and shall include Nominating, and Membership committees.
- B. The term of office for committees shall be 2 years. A member may be reappointed or elected for a second consecutive term.
- C. Each standing committee shall present a report to the business meetings of the Board of Directors and an annual report to the membership.
- D. Each committee shall prepare, review, and make recommendations regarding policies corresponding to its area of responsibility for approval by the Board of Directors.

Section 2. Nominating Committee

- A. Mission – The Nominating Committee shall select nominees and prepare the ballot. The ballot will be sent to the Board of Directors at least 4 weeks prior to a scheduled election.
- B. Membership – The Nominating Committee shall consist of 3 elected members.
- C. The Nominating Committee members shall not be eligible for any elected office on the current ballot

Section 3. Membership Committee

- A. Mission – The Membership Committee shall oversee member eligibility issues.
- B. Membership – The Membership Committee shall consist of 3 members appointed by the Board of Directors.

Section 4. Additional Standing Committees

Additional standing committees, advisory councils, and task forces may be appointed by the Board of Directors if deemed appropriate. The purpose of these groups will be to carry out the work of the association.

Section 5. Board Advisory Councils

- A. Mission – Board Advisory Councils shall inform the board of current and future issues, directions, and priorities of the association.
- B. Membership – Board Advisory Councils shall be appointed by the Board of Directors for a term as determined by the board.

Section 6. Task Forces

- A. Mission – Task Forces are formed to complete an assigned task within a specified time frame.
- B. Membership – Task Forces are formed by the Board, Standing Committees, or Board Advisory Councils. They are made up of members who bring expertise, interest, and commitment to complete an assigned task.

ARTICLE IX. FINANCE

Section 1. Fiscal Year

The fiscal year shall be July 1 through June 30.

Section 2. Dues

Each member shall pay, through the association treasurer, dues as determined by the association Board of Directors. This shall entitle the member to active membership with all its benefits from the date of induction to the annual date of dues payment or for one year. The association dues are \$82.50 per year.

Section 3. Adjustments to Dues

Adjustments to the dues shall be approved by the association Board of Directors. Dues adjustments shall not occur more than once every 2 years and shall not exceed 10%. Any adjustments, accompanied by rationale, will be provided to membership sixty days in advance of the effective date.

Section 4. Association Financial Responsibilities

This association is an independent, autonomous organization. The association determines the amounts of its fees and assessments. The association has control of its income, expenses, contracts, accounting system, and internal reports.

ARTICLE X. QUORUM

Section 1. Membership

A quorum at an association business meeting shall consist of 3 officers.

Section 2. Board of Directors

A quorum of the Board of Directors shall consist of 3 members.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII. AMENDMENTS TO BYLAWS

Section 1. Amendments with Notice

Proposed amendment will be communicated to membership 30 days prior to the call for vote

Members shall vote by secured methods including mail ballot, electronic mail or other means of electronic transmission approved by the Board. The board shall have the authority to examine the eligibility of any vote.

Members will have 10 business days to vote. The bylaws will then be amended if approved by 2/3 of the responding voting members. Results will be tabulated and validated by a third party.

Section 2. Amendments without Notice

These bylaws may be amended by unanimous vote of the members present and voting at any scheduled meeting without previous notice.

ARTICLE XIII. DISSOLUTION

A resolution for the dissolution of the association shall be signed by a majority of active members entitled to vote and shall be presented at a regular meeting. The officers shall notify the members and call a special meeting for the purpose of considering and acting upon such resolution. If three-fourths of the members present and voting shall vote for the dissolution, the officers shall take the necessary steps to conclude the affairs of the association in accordance with the statutory requirements existing at the date such action is taken. After payment or making provision for payment of all debts and liabilities incurred by the association, the officers shall dispose of all assets of the association.