

# ASSOCIATION OF SCHOOLS OF ALLIED HEALTH PROFESSIONS BYLAWS

**Amended: June 6, 2003; January 19, 2007; September 30, 2008; May 6, 2009**

## **ARTICLE I: Name and Governing Authority.**

**1.1. Name.** The organization shall be known as the Association of Schools of Allied Health Professions (hereinafter referred to as "Association").

**1.2. Mission and Purpose.** The mission of the Association is to enhance the effectiveness of education for the allied health professions. In fulfillment of its mission, the Association will direct its activities to the following purposes: (a) To strengthen allied health academic units and programs; (b) To enhance public appreciation and support of allied health education; (c) To advance allied health education through cooperation and collaboration with other professional organizations; (d) To secure the recognition of the Association's position as the national coalition of allied health academic units and programs; and (e) To strengthen the Association.

**1.3. Governing Authority.** The Association is incorporated under the laws of the State of Delaware pursuant to Articles of incorporation filed in September of 1967. The Association shall be governed by these Bylaws as amended from time to time in accordance with the provisions hereof. These Bylaws shall not conflict with the Articles of Incorporation.

## **ARTICLE II: Membership**

**2.1. Categories of Membership.** The Membership of the Association shall consist of the following categories:

**2.1.1 Institutional Members.** Institutions of Higher Education and Health Care Institutions offering a degree or certificate in one or more of the Allied Health Professions.

**2.1.2 Individual Members.** Faculty or academic staff members employed by Institutional Members.

**2.1.3 Student Members.** Students enrolled full-time in a program of an Institutional Member. Student members shall not have voting privileges or be eligible to hold elective office or be appointed or elected to Standing Committees.

**2.1.4 Lifetime Members.** All lifetime members (former ASAHP presidents and retired deans/directors who hold emeritus status) will pay neither annual dues or registration dues and cannot hold elective office. Lifetime Members can vote as individual members.

**2.1.5 Senior Members.** A senior member shall be a retired member who has been active in the affairs of the Association and has demonstrated unusual capacity and interest in contributing to the progress of allied health. Senior members shall have voting privileges, but not be eligible to hold elective office or be appointed or elected to Standing Committees.

**2.1.6 Affiliate Members.** Affiliate members are agencies or individuals with an interest in the mission and purposes of the Association. Affiliate Members may participate in the professional activities of the Association, shall receive all benefits appropriate to their classification, but shall not have voting privileges or be eligible to hold elective office. Affiliate Members may be appointed to Standing Committees except to the Constitution and Bylaws, Finance, and Nominations and Elections Committees.

**2.1.6.1 Agency.** Any organization with an interest in the mission and purposes of the Association.

**2.1.6.2 Individual.** Any individual with an interest in the mission and purposes of the Association, but who is not affiliated with an Institutional Member.

**2.2 Change in Status.** In the event that an elected officer changes membership status from an Institutional Member (2.1.1 & 2.1.2) to an Affiliate member within the term of office, the Board of Directors has the authority to confer or not confer the rights and privileges of individual membership until the officer's term expires.

**2.3 Approval.** Members shall be approved by the Board of Directors.

**2.4 Loss of Membership.** Any member may be deprived of membership by a vote of not less than two-thirds of the Board of Directors, provided that the Secretary shall have given 30 days written notice to the Member and to all Directors of both the meeting and of the action to be voted on.

**2.5 Annual Dues and Fees.** The annual dues and other fees shall be established by a majority of the Board of Directors present and voting at any meeting of the Board of Directors.

**2.5.1** Any member failing to pay dues or any other established fees shall be ineligible to vote.

**2.5.2** Any member failing to pay dues within 60 days of the due date shall be dropped automatically from membership.

**2.5.3** Members dropped from the Association's membership roll under this or the preceding section (i.e., "Loss of Membership") are prohibited from using the name of the Association.

**2.6 Business Meeting.** An Institutional Business Meeting, open to all members with voice but not vote, shall be held in association with the Fall and Spring Meetings of the Association. Written notice thereof shall be given to all Members not less than 60 days prior to the date fixed for the beginning of the Meeting, unless otherwise required herein.

**2.6.1** The Dean or his/her designee of the Institutional Member shall be designated as the voting representative of that institution.

**2.6.2** The Business Meeting shall be conducted according to the most recent edition of Roberts Rules of Order Newly Revised excepting as otherwise specified herein.

**2.6.3** The President of the Association shall prepare the agenda for the Business Meeting. He/she will report and/or have reports presented on the ongoing affairs of the Association and Board, Task Forces, and Committee activities over the past year.

**2.7 General Membership Voting.** In all matters in which the general membership shall vote, the following rules shall be in effect:

**2.7.1** Each eligible Individual Member shall have one vote, which shall be counted as such in the final tally.

**2.7.2** Eligible Institutional Members shall have one vote each, which shall be counted as 20 votes in the final tally.

**2.7.3** All votes shall be counted as full units; fractional votes shall not be permitted.

### **ARTICLE III: Board of Directors**

**3.1 General.** The activities and affairs of the Association shall be conducted by a Board of Directors.

**3.2 Composition.** The Board of Directors shall consist of the officers of the Association, six Directors, and the Executive Director, who shall serve ex officio without the right to vote.

**3.3 Election.** The six Directors shall be elected by the general membership, with two Directors being elected each year. Each Director shall serve a three-year term. Directors shall not serve for more than two consecutive full terms. Directors shall be elected by mail or electronic ballot, rules and procedures regarding the conduct of which shall be developed by the Board of Directors. Results of the voting for Directors shall be announced at the next Annual Business meeting. . No Institutional Member may have more than one representative on the Board of Directors at any given time.

**3.3.1 Special Elections.** In the event a vacancy occurs among directors (see article 3.4.1), a special election to fill the vacant position shall be conducted by mail or electronic ballot under rules and procedures developed by the Board of Directors.

**3.3.2 Director Vacancies.** When Director vacancies occur, they shall be filled by a special election of the Association. Any person filling a Director's vacancy shall serve until the term of the former Director would have expired.

**3.3.3 Removal of Board Members.** If an officer or Director is unable or fails to perform duties satisfactorily over a period of time, the Board of Directors is authorized to declare the office or position vacant by a 2/3 vote of the Board and to replace the officer or director by special election.

**3.5 Board Meetings.** The Board shall hold face to face meetings at least three times per year. Meetings shall be held in conjunction with the national Association meeting(s) and additional meeting(s) as needed. The Board will also conduct monthly meetings via conference call or other electronic medium.

**3.6 Special Meetings.** Special meetings of the Board of Directors may be called by the President or upon written request of not less than one-third of the members of the Board of Directors.

**3.7 Quorum.** The presence of a majority of the members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors.

**3.8 Voting.** Each member of the Board of Directors shall be entitled to one vote. Action shall be taken at meetings of the Board of Directors by a majority vote of Board members present, except to the extent provided otherwise in these Bylaws.

#### **ARTICLE IV: Management of the Association**

**4.1 General.** The daily management of the affairs of the Association shall be vested in the Executive Director of the Association in regular consultation with the President of the Association.

**4.2 Policy/Budgetary Responsibility.** Responsibility for the daily operating policies of the Association, development and approval of the annual budget, and the maintenance of the ongoing operation of the Association shall be vested in the Board of Directors as organized as an instrumentality of the members of the association to which it is subordinate.

#### **ARTICLE V: Officers**

**5.1 Number.** The Officers of the Association shall be President, a Secretary, a Treasurer and, in successive years, either a President-Elect or an Immediate Past President.

**5.2 Election and Term.** The President-Elect shall be elected by the Board of Directors for a one-year term, to be followed by a two-year term as President and a one-year term as Immediate Past President. The President-Elect shall be a current or past member of the Board and shall be nominated by the nominating committee of the Board which shall include the current officers of the Board and the Chair of the Nominations and Elections Committee. The Secretary and the Treasurer each shall be elected by mail or electronic ballot for a two-year term. No Officer shall serve in the same office for more than two consecutive full terms. The results of the voting for the officers of the Association shall be announced at the next Business Meeting of the Association. Rules and procedures for conducting elections shall be developed by the Board of Directors.

**5.3 President.** The President shall be the chief elected officer of the Association and shall serve as chairperson of the Board of Directors and, as such, the presiding officer at all meetings of the Board of Directors, and at the Annual Business and General Membership Meeting. At the Business Meetings of the Association the President shall report on the activities and affairs of the Association since the previous meeting.

**5.4 President-Elect** The President-Elect shall, in the absence or disability of the President, perform all acts pertaining to the office of President and shall perform all other duties normally incident to the office. Both officers shall serve in an advisory capacity to the President and shall carry out whatever duties may be assigned to them by the President.

**5.5 Secretary.** The Secretary shall be the custodian of the books and of the Association; shall be responsible for giving all notices of meetings in accordance with these Bylaws; shall keep minutes of all meetings of the Board of Directors shall be the custodian of the seal and affix the seal to all documents when so ordered by the President; and shall perform all other duties normally incident to the office.

**5.6 Treasurer.** The Treasurer shall be the financial officer of the Association; shall have charge and oversight of, and be responsible for, all funds of the Association; shall be responsible for developing and presenting an annual budget to the Board of Directors; monitoring budgetary performance of the Association; recommending budgetary modifications as required; review and refine, as needed, the Association's budgetary procedures; review and recommend the acquisition of all grants, contracts, and additions to restricted fund accounts; review and recommend charges related to the Association's income; and prepare financial reports for the general membership.

**5.7 Delegation of Authority.** The Board of Directors may delegate, at their discretion, specific powers and authorities to the Executive Director.

**5.8 Parliamentarian:** The Immediate Past President shall serve as the Parliamentarian of the Association.

**5.9 Vacancies:**

**5.9.1 President.** When a vacancy in the office of the President occurs before the end of his/her term of office the President-Elect shall assume the office of President and serve in that role for the duration of the unexpired term and for the full subsequent term that he/she would have assumed under ordinary circumstances. The Board shall, at their next regularly scheduled face to face meeting elect a new President-elect as per the nomination and election process developed for such purposes.

**5.9.2 Other Elected Officers.** When a vacancy in the office of President-elect, Secretary and/or Treasurer occurs, the position(s) shall be filled by a special election by the Association for either the Secretary or the Treasurer positions. If a vacancy occurs in the President-elects position, the Board shall, at their next regularly scheduled face to face meeting, elect a new President-elect as per the nomination and election process developed for such purposes. Between the time a vacancy and subsequent special election occurs, the President shall appoint a member of the Board of Directors to perform the responsibilities of the vacant Secretary and/or Treasurer's position(s).

## **ARTICLE VI: Interest Sections**

**6.1 Establishment.** On written petition by 10 or more members of the Association; the Board of Directors may establish Interest Sections. Such a petition shall include the names of Section members and shall indicate the name of the Section Chairperson. Membership in Interest Sections shall be available only to Association members.

**6.2 Purposes.** The purposes of Interest Sections shall include: (1) to provide forums for the discussion of substantive interests and issues relating to Allied Health education; (2) to sponsor programs and activities; (3) to propose policy to the Board of Directors; and (4) to share data and other information.

**6.3 Reporting.** An Interest Section shall file an annual report with the Board of Directors prior to the last meeting of the Board of Directors in each fiscal year and at other times during the Program Year as may be deemed necessary by the Board of Directors.

**6.4 Renewal.** An Interest Section may be renewed annually by the Board of Directors upon the receipt of a written report of the Interest Section's current activities and future plans. This report should be filed with the Board of Directors six weeks prior to the last meeting of the Board of Directors in each fiscal year. This report should contain the names of 10 or more active members of the Association and should contain the names of all Section Officers.

**6.5 Duration and Dissolution.** Interest Sections shall be recognized for a term of one year, which shall terminate at the end of each Fiscal Year. An Interest Section failing to file an annual report with the Board of Directors shall be dissolved.

**6.6 Interest Section Limitations.** Interest Sections shall receive prior approval from the Board of Directors before taking a public position on any matter, or receiving any grants or contracts.

## **ARTICLE VII: Task Forces**

**7.1 Establishment.** The Board of Directors is authorized to appoint Task Forces as needed to carry out the business of the Association.

**7.2 Duration.** Task Forces shall terminate when the activities assigned to them have been completed.

## **ARTICLE VIII: Fellows**

**8.1 Establishment.** The Board of Directors is authorized to appoint ASAHP Fellows as a means of providing meaningful recognition to those members who have contributed significantly to allied health as administrators, educators, clinicians, or researchers.

**8.2 Designation.** Members appointed as Fellows are entitled to place the letters FASAHP after their respective names.

## **ARTICLE IX: National Office**

**9.1 General.** The Association shall maintain a National Office which shall serve as a permanent repository for Association records, maintain current membership lists, and function in ways appropriate to the facilitation of the work of the Board of Directors.

## **ARTICLE X: Standing Committees**

**10.1. Nominations and Elections Committee.** The Nominations and Elections Committee shall consist of six members elected for two year terms. These elections will be staggered with no more than three committee vacancies being filled at a given time. The committee shall include a chairperson designated by the President and a member of the Board of Directors. The Committee shall prepare a slate of nominees for prospective Board of Directors' vacancies, as well as nominees for the Nominations and Elections Committee. A biographical sketch of each nominee shall be distributed to the membership at least 60 days prior to the Annual Meeting and no less than 30 days prior to the announced close of mail balloting (excepting the case of special elections, (see Article 3.31). The Committee shall be responsible for developing policies, to be approved by the Board of Directors, for the conduct of the mail or electronic balloting and instituting procedures for protection of the integrity of the election process.

**10.2 Bylaws Committee.** The Bylaws Committee shall consist of members appointed by the President annually and ratified by the Board of Directors. The membership of this committee shall include a chairperson designated by the President and wide representation of the Association's membership. The Bylaws Committee is responsible for analyzing the Bylaws and making recommendations for changes to the Board of Directors.

**10.3 Finance Committee.** The Finance Committee shall consist of the Treasurer who shall be Chair, the Executive Director (ex-officio) and two members of the Board of Directors designated by the President and ratified by the Board of Directors. The Finance Committee is responsible for assisting the Treasurer in developing proposed meeting fees, the yearly budget, reviewing the financial report and preparing an annual report that contains the audited financial statement for the preceding fiscal year for distribution to the membership at the Spring Business meeting of the Association.

**10.4 Resolutions Committee.** The Board of Directors shall serve as the Resolutions Committee of the Association.

**10.4.1** All resolutions, position or advisory statements, or any other recommendations to the Board of Directors from the membership shall be submitted to the Board of Directors which will act as the Resolutions Committee of the Association with the Immediate Past President serving as Chair.

**10.4.2** Procedures for submission and approval of Resolutions of the Association shall be included in the Policies and Procedures Manual of the Association.

## **Article XI: Amendments**

**11.1** These Bylaws may be amended by a majority vote of the membership voting by mail or electronic ballot.