

NDHA By-Laws Amendments Overview

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Article IV

Membership

§ 1 removes the requirement that the Board of Directors approves members. The President would approve associate memberships.

§ 3 provides that disciplinary action may be taken by a 2/3 majority of the Board against a member for inappropriate conduct

- 15 days' prior written notice is required
- Clarifies the process to request a review of the disciplinary action before the Board.

Article V

Membership Meetings

§ 1 the annual meeting location and time will be set by the Association (rather than the Board).

§ 4 clarifies that a member CEO may designate a voting representative in writing for an annual or special meeting.

Article VI

Board of Directors

§ 2 removes references to AHA alternate delegate (AHA is phasing it out).

§ 3 adds power to remove a Director by 2/3 vote of the Board if in the best interests of NDHA.

§ 6 removes the President as Secretary/ Treasurer to align with revisions to Art. VIII.

§ 7 removes the aspirational 10 days' notice provision.

§ 8 clarifies that a vacant Board seat does not count toward quorum amount.

§ 11 clarifies a director appointed to fill a vacancy serves the remaining partial term and it does not count toward term limit.

Article VIII

Officers

§ 1 provides that the officers of NDHA will be a Chair, Chair-Elect, Secretary/Treasurer, and President.

- Chair-Elect and Secretary/Treasurer will be elected or appointed by the Board at the first meeting of the new fiscal year.
- Removes the Secretary/Treasurer duties from the President's role.

§ 5 provides that the Chair automatically succeeds to the position of Past Chair.

- Removes the election of the Chair (Chair-Elect will automatically succeed the Chair).
- Changes the term of the Chair to one, one-year term.
- Adds the Secretary as another officer that may sign deeds, bonds, contracts, etc.

Article VIII

Officers

§ 6 requires a Chair-Elect to be elected annually by the Board

- Reduces the term to one, one-year term
- Provides that the Chair-Elect automatically succeeds to the office of Chair.

§ 7 provides that the immediate past Chair automatically becomes the Past Chair

- Serves a one, one-year term, and has the duties described.
- Is also an ex-officio member without voting rights of the board.

Article VIII

Officers

§ 8 provides that a Secretary will be elected annually and describes duties

- Serve one, one-year term
- May serve unlimited terms.

§ 9 clarifies that the President “may” perform duties generally performed by a Secretary/Treasurer.

§ 10 this new section provides that the term of any director may be extended by one year if deemed in the best interest of NDHA.

Article IX

Committees

§ 2. Removes references to the AHA alternate.

§ 4 provides that the Executive Committee consists of the Chair, Chair-Elect, Past Chair, Secretary/Treasurer and President

- Clarifies that the Executive Committee, without the President, will annually review the President's performance.
- Clarifies that the President has voting privileges when the President serves as an ex-officio member of a special committee.

Contact

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