

Association for Healthcare Foodservice
BYLAWS
PROPOSED

Article 1 – Name

1.1 The name of the organization is the Association for Healthcare Foodservice (hereafter, the Association).

1.2 Mission – To connect healthcare leaders through shared knowledge, professional development, and invaluable resources.

Article 2 – Purpose

2.1 The purpose of the Association is to provide services for and promote the interests of self-operated food and nutrition services in the healthcare setting. This includes, but is not limited to, the provision of education, benchmarking, networking, advocacy, and representation services for its members.

2.2 The Board of Directors, by resolution adopted by a majority of the entire Board at a meeting, may recommend to the members that the Association be dissolved. Dissolution shall be affected only if a majority of the entire voting membership approves the recommendation of the Board at a meeting. The notice of the Board of Directors meeting and the notice of the membership meeting shall state that a purpose of the meeting is to take action with respect to dissolution of the Association.

Article 3 – Membership

3.1 Institutional membership shall be granted to:

3.1.1. Institutions who deliver at least one self-operated food and/or nutrition service(s) in their respective facilities. Facilities, may then confer membership to designated employee(s) in a leadership role within the food and nutrition operations, including its executives. The facility's food and nutrition operation must be self-operated.

3.1.2 Institutional members may not be employed by third party organizations who manage the food and/or nutrition service via an outside contractor.

3.1.3 Institutional membership belongs to the company and not the individual.

3.2 Business Partner Membership shall be granted to:

3.2.1 Those who own, operate, or are employed by companies who are suppliers of goods and services to the healthcare foodservice industry and are not in the business of supplying ongoing contract management for healthcare foodservice.

3.2.2 Membership may be offered to industry partners, such as associations and media partners, with full disclosure to the Board of Directors.

3.2.3 Business Partner membership belongs to the company and not the individual.

3.3 Other Memberships:

3.3.1 The Board of Directors may establish other membership classes that are ineligible to serve as Directors or officers.

3.3.2 Other Membership status may include affiliate, students, full time faculty in an accredited foodservice or nutrition Program, retired individuals from professional practice, or an individual formerly employed by a healthcare facility; affiliated members, or individuals employed by organizations that are actively seeking to convert at least one of their contracted

operations to self-op.

3.3.3 Should an elected Board member's employment status change from an Institutional membership during their term to an "Other Membership" status, they will be allowed to complete their term.

3.3.4 Other Members are ineligible to be on the slate and/or ballot.

3.4 AHF does not allow members or liaisons from contracted facilities.

3.5 Rights of Membership

3.5.1 Institutional members will have the right to vote, serve on committees and hold office in the Association, as well as receive all appropriate association communications.

3.5.2 Business Partners will have the right to chair or serve on committees but will not have the right to vote in general elections or hold elected office. They will receive all appropriate association communications.

3.5.3 Retired members will have the right to vote, serve on committees but not hold office, all retired members will receive all appropriate association communications.

3.5.4 Other members will have the right to serve on committees but will not have the right to vote in elections or hold elected office. They will receive all appropriate association communications.

3.5.5 There shall be an Annual General Membership Meeting of the members of the association to transact business deemed necessary, at a time and date to be designated by the board of directors. This meeting may be held in-person, via webinar or online meeting format. Written and email notice of the annual meeting shall be provided to all members at least thirty (30) days prior to the date of the meeting. The meeting agenda will be announced and detailed in the notice sent to all members.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1 Any member may resign at any time by so notifying the Association in writing.

3.6.2 Suspension and Expulsion

3.6.2.1 A membership will continue until terminated by reason of resignation, nonpayment of dues, failure to meet membership criteria or termination by action of the Board of Directors for conduct deemed detrimental to the Association or for a violation of these bylaws or any rule or practice of the Association.

3.6.2.3 In the case of unemployment, individuals may complete their current dues year. At the end of the membership term, the individual must notify the Association of the appropriate new membership category for which they are eligible.

3.6.2.4 In the case of unemployment, a business partner member may join as a non-operator member until other membership requirements are met and as long as they do not take employment that conflicts with purpose, mission and vision of the organization.

3.6.3 Change of Employment Status

3.6.4.1 Any member who changes jobs and becomes an employee of a contract management company shall be removed from the membership list 30 days upon receipt of notification of employment status change from either the member or other source.

3.7 Dues

3.7.1 Annual dues of the Association shall be as established by the Board of Directors of the Association.

Article 4 – Officers and Board of Directors

4.1 Eligibility

4.1.1 Each elected officer and director of the Association shall be an operator member in good standing of the Association.

4.1.2 Appointed members of the Board of Directors must be members in good standing. The Chair and Vice Chair of the Industry Advisory Board shall be appointed members of the Board of Directors.

4.2 Composition of the Board

4.2.1 The Board of Directors shall consist of the President, the President-Elect, the immediate past President, Secretary, Treasurer, Treasurer-Elect and a minimum of five operator directors, and the chair, vice chair, and past chair of the Industry Advisory Board, all of whom shall be voting members of the Board of Directors.

4.2.2 The President shall act as chair of the Board of Directors.

4.2.3 The Association executive shall serve as a non-voting ex-officio member of the Board of Directors.

4.2.4 Additional ex-officio, non-voting members may be appointed by the President, as approved by the Board of Directors.

4.3 Officers

4.3.1 President. Serves as chair of the Board of Directors, chair of the Executive Committee and preside at all membership meetings.

4.3.1.1 Appoint, with the approval of the Board of Directors, chairs of standing committees, special committees, task forces, advisory Boards and councils, authorized by the Board of Directors.

4.3.2 President-Elect. Serves as an officer of the Board of Directors, a member of the Executive Committee, a member of the Conference Planning Committee and other committees as assigned by the President.

4.3.2.1 Ascend to Presidency at the end of one year.

4.3.3 Secretary. Serves as a member of the Executive Committee and the Board of Directors.

4.3.3.1 Record, distribute and maintain minutes for Executive Committee and/or Board of Directors when meeting in closed session or without staff support.

4.3.4 Treasurer. Serve as a member of the Executive Committee, Board of Directors and chair of the Finance Committee.

4.3.4.1 Work with the President, President-Elect and Association executive to prepare the annual Association budget and strategic plan for Board of director approval.

4.3.5 Treasurer-Elect. Serves as a member of the Executive Committee, the Finance Committee, and the Board of Directors.

4.3.5.1 Ascend to Treasurer at the end of one year.

4.3.6 Immediate Past President. Serves as a member of the Executive Committee, the Finance Committee, the Board of Directors and as chair of the Leadership Development Committee.

4.3.7 Association Executive. Serves as a non-voting ex-officio member of the Board of Directors and the Executive Committee.

4.4 Terms of Office

4.4.1 The President-Elect shall be elected for a term of one year and then ascend to the office of President. The President-Elect at the end of the term shall take office as President for one year.

4.4.2 The Secretary shall be elected for a term of two years.

4.4.3 The Treasurer-Elect shall be elected for a two-year term. After the first year, the Treasurer- elect ascends to the position of Treasurer.

4.4.4 The directors shall be elected for a term of two years.

4.4.5 Directors may not serve more than two consecutive terms in the same office.

4.4.6 Officers may not serve more than one consecutive term in the same office.

4.4.7. The terms of the Secretary and Treasurer shall not expire concurrently, unless circumstances require.

4.4.8 The President remains on the Board of Directors for one additional year as immediate past President.

4.5 Election of Officers and Directors.

4.5.1 The Slate Committee, shall be composed of the immediate past President, current President, two Leadership Development committee members, and one operator member appointed by the President, approved by the Board, plus the Executive Director and IAB Chair as advisory/non-voting members.

4.5.2 The Slate Committee shall annually submit a call to membership requesting nominations for all open Board positions: Directors at Large, Leadership Development Committee, and Officers.

4.5.3 The Leadership Development Committee shall review candidates to be elected by ballot vote: Directors at Large, and Leadership Development Committee members, which are subsequently forwarded to the Board for Approval.

4.5.4 The Slate Committee shall forward a set-slate of candidates for Officer positions, President-Elect, Treasurer-Elect and Secretary, to the Board for approval.

4.5.5 General Membership shall vote for all candidates: Officers, Directors at Large and Leadership Development Committee members.

4.6 Meetings of the Board of Directors

4.6.1 The Board of Directors of the Association shall meet in person not less than once a year. Additional meetings may be held throughout the year either in person or via conference call or online “go to meeting” format. Advance notice of meeting dates and times shall be sent via written and email communication to all board members no less than forty-five (45) days in advance of the board meeting.

4.6.2 Matters requiring immediate action by the Board of Directors between meetings may be acted upon by the Executive Committee and subsequently must be reported to the Board of Directors.

4.6.3 A majority of the members of the Board of Directors plus two shall constitute a quorum.

4.6.4 Board members, with advance notice may attend face to face board meetings by phone.

4.6.5 Special Board Meetings – may be called by the President with 24 hours written notice.

4.7 Vacancies

4.7.1 Vacancies will be filled at the discretion of the Slate Committee with approval from the Board.

4.8 Forfeiture and Removal from Office

4.8.1 Any officer or director who fails to fulfill the duties of office according to the Association's bylaws, policies and procedures approved by the Board of Directors, or who fails to attend three board meetings per fiscal year may be removed from office by a two-thirds vote of the Board of Directors.

Article 5 -- Committees

5.1 Organization

5.1.1 There shall be such standing, other committees and task forces as may be established by the Board of Directors.

5.1.2 The charter for each committee and task force shall be as provided in guidelines established by the Board of Directors.

5.1.3 The term of such committees and task forces shall be determined by the Board of Directors

5.2 Executive Committee

5.2.1 The Executive Committee shall consist of the President, the President-Elect, the Secretary, Treasurer, Treasurer-Elect and immediate past President.

5.3 Leadership Development Committee

5.3.1 The immediate Past President shall chair the leadership development committee.

5.3.2 The Leadership Development Committee will also include the President, President-Elect plus two (2) operator members elected from the general membership.

5.3.3 Elected members of the Leadership Development committee shall not serve consecutive terms but may serve nonconsecutive terms.

5.3.4 The Leadership Development committee shall prepare a slate for the offices required to complete the Board, including any vacant positions, and those filled on an interim basis. The chair of the Leadership Development committee shall present the recommended slate of candidates to the President of the Association for approval by the Board of Directors.

5.3.5 The election of the officers and directors shall be conducted in accordance with Article 4.4.

5.3.6 If the immediate past President becomes unable or ineligible to serve as chair of the Leadership Development committee, pursuant to Article 4.6, the Board of Directors shall appoint an active operator Board member to fill the vacancy.

5.3.7 A member of the Leadership Development committee may not be a candidate for an elected office.

5.4 Finance Committee

5.4.1 The Finance Committee will consist of the President, President-Elect, Treasurer, Treasurer-Elect, and immediate past President with the Association executive as nonvoting ex- officio member.

5.4.2 The Treasurer will be the chair of the Committee. The Treasurer and the President will appoint to the Finance Committee one to three members with financial expertise who are not current members of the Board, with approval of the Board.

5.4.3 The Committee will serve in an advisory capacity to the Board of Directors and give counsel on financial matters affecting the Association.

5.5 Industry Advisory Board

5.5.1 The Industry Advisory Board (IAB) will be comprised of not more than twenty (20) members including the Chair, Vice-Chair and a non-voting media representative. All candidates for vacant IAB positions will be nominated by the President-Elect and incoming Chair and approved by the Board of Directors.

5.5.2 The Chair and Vice-Chair of the IAB will have full voting rights on the Board of Directors.

5.5.3 Only one representative from a company may serve on the IAB at one time.

Article 6 – Chapters

6.1 Chapter Designation

6.1.1 To provide an organized structure at the local level for Association members to exchange information.

6.1.2 To promote the purpose of and membership in the Association.

6.1.3 To provide channels of communication for others in the field to promote and support the mission of the Association.

6.2 Requirements for Chapters

6.2.1 All chapters shall promote membership in the Association. The Board of Directors shall establish the requirements for any Chapter to organize and affiliate with the Association.

Article 7 – Amendments

7.1 The original bylaws and any subsequently proposed amendments will be submitted to the membership of the association, via mail or electronically, at least two weeks (14 days) prior to the voting date. Proposed amendments so submitted and approved by the Board of Directors will be presented to the members at the voting date and will be adopted upon the affirmative vote of a majority of the voting members submitting a vote.

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