

Association for Healthcare Foodservice
 BYLAWS
 PROPOSED 8/13/18
 Crosswalk of Current and Proposed Bylaws

Numbering System as noted in Current Bylaws	Current	Proposed
Article 1 – Name	Lists name of the organization. Does not include the Mission Statement	Article 1 remains: Article 1 Name Includes name and adds Mission Statement verbiage
Article 2 – Purpose	<p>2.1 Purpose of the organization 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.</p> <p>2.2 The Association is organized pursuant to section 501(c)(6) of the Internal Revenue Code. It will be conducted so that no part of its income or earnings shall inure to the benefit of any member, director, officer, or other individual. Upon dissolution, any assets of the Association remaining after payment of just debts shall be distributed as provided in the Association’s Certificate of Incorporation.</p> <p>2.3 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.</p>	<p>Article 2 remains: Article 2 Purpose</p> <p>2.1 Verbiage on purpose remains unchanged.</p> <p>2.2 Deletes verbiage regarding IRS status as this is included in the Certificate of Incorporation.</p> <p>2.3 becomes 2.2 Verbiage on dissolution remains unchanged.</p>

<p>Article 3 – Powers & Authority</p>	<p>3.1-3.4 Addresses board of directors responsibilities for governance and operation.</p> <p>3.1 The Association's Board of Directors is responsible for establishing and approving policy for the Association. The Association's Board of Directors has final authority for the Association's governance and operation.</p> <p>3.2 The Board of Directors will have the responsibility for taking action necessary to further the purpose of the Association.</p> <p>3.3 The Board of Directors will have supervision, control, and direction of the property and affairs of the Association and will determine its policies within the limits of these bylaws.</p> <p>3.4 The Board of Directors may delegate duties to any officer, committee, or employee of the Association and will have the power to determine who will be authorized to sign, on behalf of the Association, documents and any and all contracts within the guidelines of the bylaws and approved policies.</p>	<p>Article 3 becomes:</p> <p>Article 3 Membership</p> <p>Propose removal of language and change Article 3 and change Article 3 to Membership</p> <p>Rationale for change: The Certificate of Incorporation includes verbiage relating to the Board of Directors and their responsibility to authority to manage the association.</p> <p>New verbiage for Article 3 contains Membership information:</p> <p>3.1 Details the definition of Institutional Membership to include the food and nutrition operation must be self-operated and the member may not be employed by a third party.</p> <p>Institutional membership belongs to the company not the individual.</p> <p>3.2 Details Business Partner Membership eligibility. Business partner membership belongs to the company not the individual.</p> <p>3.3 Details Other Memberships (Affiliates, students, faculty) This language is unchanged from current bylaws with the proposed numbering change.</p> <p>3.4 States AHF does not allow members or liaisons from contracted facilities. This language is unchanged from current bylaws with the proposed numbering change.</p> <p>3.5 Rights of memberships – Changes the word Operator member to Institutional member.</p> <p>Other Members will have the right to serve on committees but will not have the right to vote in elections or hold elected office.</p> <p>3.5.5 Adds verbiage requiring an Annual General membership Meeting to transact business deemed necessary. The meeting may be held in person, via webinar or online and requires thirty (30) days' notice to members prior to the date of the meeting. The meeting agenda will be announced and detailed in the advance notice sent to all members.</p> <p>The Code of Ethics is removed and will be included in the policy and procedure manual.</p> <p>3.6 Termination of Membership/Suspension and Expulsion</p> <p>Changes the requirement of notifying the Association in writing.</p> <p>Adds verbiage that suspension or expulsion could occur for a violation of the bylaws or any rule or practice of the association.</p> <p>Addresses nonpayment of dues and unemployment, changes in employment regarding membership status.</p> <p>3.7 Dues</p> <p>Deletes duplicative language covered in the policy and procedure manual</p>
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<p>Article 4 – Membership</p>	<p>This section addresses membership eligibility for operators and business partners as well as other and retired categories. Addresses rights of membership, code of ethics, termination of membership, dues delinquency and changes of employment status.</p>	<p>Article 4 becomes:</p> <p>Article 4 Officers and Board of Directors</p> <p>The verbiage on Membership is now in Article 3.</p> <p>4.1 Addresses Eligibility of elected officers and directors as well as appointed members including the Industry Advisory Board</p> <p>4.2 Addresses composition of the board of directors. Adds the inclusion of the past chair of the board of directors and Industry Advisory Board.</p> <p>4.3 Details the role of elected officers and directors. Adds the role of the Immediate Past President to serve as the chair of the Leadership Development Committee.</p> <p>4.4 Terms of Office</p> <p>Inserts verbiage as to the allowable service terms and ascent for the roles of president and treasurer</p> <p>4.5 Adds verbiage regarding the Slate Committee.</p> <p>The use of a Slate Committee is industry best practice per the ASAE. The committees are being restructured to allow for a two year commitment which is designed to foster and nurture leadership growth. The revised committee structure will go into effect in January 2019.</p> <p>Per the ASAE most organizations are not using a contested election process for the executive committee to ensure leaders have had time and experience on the board with volunteer and director-at-large elected positions.</p> <p>The Slate Committee will serve with the nominating committee for all open positions.</p> <p>The Slate Committee will forward a set-slate of candidates for Officer positions (President-Elect, Treasurer-Elect and Secretary to the Board for approval. The nominating committee will solicit candidates for open Director-at-large positions. General membership will vote for all candidates: Officers, Directors at Large and Leadership Development Committee members.</p> <p>4.6 Adds verbiage regarding the Meetings of the Board of Directors. Adds language permitting in person or via conference call or via online format. Requires advance notice of meeting dates and times to all board members no less than forty five (45) days in advance of the meeting. Allows 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.</p> <p>Includes existing language regarding quorum: A majority of the members of the Board of Directors plus two shall constitute a quorum.</p>
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Article 5 – Dues	<p>5.1.1 Annual dues of the Association shall be as established by the Board of Directors of the Association.</p> <p>5.1.1.1 Dues will be established for each category of membership.</p> <p>5.1.1.2 Group rates and discounts may be established as approved by the Board of Directors.</p> <p>5.1.1.3 Complimentary memberships can be extended as consistent with policies and guidelines approved by the Board of Directors</p> <p>5.2.1 No portion of the dues paid by any member shall be refundable because his membership is terminated for any reason. Any funds or property that may be donated to further the work or program of the Association shall become the property of the Association.</p>	<p>Dues information will be included in the policy and procedure manual.</p> <p>Article 5 becomes:</p> <p>Article 5 Committees</p> <p>5.1 Allows for task forces to be established by the Board of Directors. The terms of committees and task forces shall be determined by the Board of Directors</p> <p>5.2 Defines the Executive Committee</p> <p>5.3 Defines the Leadership Development Committee</p> <p>Adds that a member of the Leadership Development Committee may not be a candidate for an elected office.</p> <p>5.4 Finance Committee</p> <p>Defines the make-up of the committee and allows the addition of 1-3 appointed members with financial expertise who are not current members of the Board.</p> <p>5.5 Industry Advisory Board</p> <p>Removes language restating IAB membership</p>
Article 6 – Meetings	<p>6.1.1 There shall be an annual membership business meeting for the transaction of such business as may come before the membership. The date and location will be determined by the Board of Directors</p> <p>6.1.2 A notice of the annual meeting will be sent to members of the Association at least 30 days prior to the meeting.</p> <p>6.2.1 Special meetings may be called by the Board of Directors of the Association either in person or electronically. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings.</p> <p>6.3.1 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.</p>	<p>Meetings are now included in Article 4.6 of the new bylaws including quorum requirements.</p> <p>Article 6 becomes:</p> <p>Article 6 Chapters</p> <p>Removes the verbiage of Affiliated Groups</p> <p>The policy and procedure manual includes a Chapter Handbook which details specific information for chapters to follow to be affiliated with the association.</p>

	<p>6.3.2 Matters requiring immediate action by the Board of Directors between meetings may be acted upon by the Executive Committee and subsequently reported to the Board of Directors.</p> <p>6.4.1 A majority of the membership present shall constitute a quorum for membership meetings.</p> <p>6.4.2 A majority of the members of the Board of Directors plus two shall constitute a quorum.</p> <p>6.4.3 A majority of members of committees shall constitute a quorum.</p> <p>6.5.1 The order of business for annual meetings shall be as provided by the president.</p> <p>6.5.2 Members may present agenda items to the president in writing twenty [20] days prior to the date of the annual meeting.</p> <p>6.5.3 Where an order is not so provided for in these bylaws, meetings shall be governed by the Roberts Rules of Order Newly Revised.</p> <p>6.5.4 The president of the Association shall preside at all meetings. In the absence of the president, the president-elect shall assume the chair.</p> <p>6.5.5 Proxy voting is not permitted under these bylaws.</p>	
Article 7 – Officers and Board of Directors	Addresses eligibility, organization, terms of office, elections of officers and directors, lists and details roles of elected positions, forfeiture and removal from office, conflict of interest, transition and vacancies.	<p>This verbiage is now included in Article 4.</p> <p>The verbiage describing roles is shortened in the new bylaws and will be detailed in the policy and procedure manual.</p>
Article 8 – Committees	Addresses standing committees, boards and councils including executive council, nominating, finance, industry advisory board, past presidents council.	<p>This verbiage is now included in Article 5 Committees with a shortened narrative.</p> <p>Article 5 Committees allows for other committees to be established by the Board of Directors including Past President’s Council.</p>

Article 9- Affiliated Groups/Chapters	<p>9.1.1 To provide an organized structure at the local level for Association members to exchange information.</p> <p>9.1.2 To promote the purpose of and membership in the Association.</p> <p>9.1.3 To provide channels of communication for others in the field to promote and support the mission of the Association.</p> <p>9.2.1 All affiliated groups shall promote membership in the Association. The Board of Directors shall establish the requirements for any group to affiliate with the Association, including the terms of any Affiliation Agreement.</p> <p>9.3.1 Any group affiliated with the Association under this article is not an extension or part of the Association but rather a distinct entity. Any such affiliated group is therefore responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal authorities, maintaining necessary insurance coverage, and so forth.</p>	This verbiage is now included in Article 6
Article 10 – Release of Information	<p>10.1 Association statements shall be issued only through the regular channels of the Association.</p> <p>10.2. The insignia and the phrase” member of the Association for Healthcare Foodservice,” or any other similar phrase, may not be used by any member in any way that connotes the Association’s approval of a product, service, or publication, or on any promotional materials used for solicitation of business. This includes all advertising media, letterheads, and letters soliciting business. Improper use of the membership lists may result in a termination of membership.</p>	Removes this verbiage as this is covered in the policy and procedure manual.
Article 11	<p>11.1 These original bylaws and proposed amendments to the Bylaws will be submitted in writing, which may be sent electronically, to the Association executive at least sixty (60) days prior to the recommended voting date. The Association executive will provide such</p>	<p>Article 11 becomes:</p> <p>Article 7 Amendments</p> <p>Verbiage remains unchanged</p>

	<p>proposed amendments to the Board of Directors for their review and approval. The original bylaws and any subsequently proposed amendments will be submitted to the membership, via mail or electronically, of the association at least thirty (30) 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.</p>	
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