



VERSION UPDATED AS OF 2/1/21

**Alumni Association / Foundation
Program in Healthcare Administration
School of Public Health
University of Minnesota**

BY - LAWS

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ARTICLE I: NAME

The name of this organization shall be the Alumni Association/Foundation (hereinafter, "AA/F") of the University of Minnesota School of Public Health's Master of Healthcare Administration Program (hereinafter, "Program").

ARTICLE II: PURPOSES

The purposes of AA/F shall be:

1. To engage members with the Program mission and its students, faculty and alumni:
 - a. Promote the influence of the Program and the practice of the health care profession in the industry;
 - b. Recognize notable member achievements;
 - c. Promote members in health care industry associated leadership roles;
 - d. Capitalize on members' industry expertise to shape the Program curriculum and educational experience of Program students;
 - e. Support student recruitment and facilitate placement in mentorships, internships, fellowships and employment opportunities; and
 - f. Collaborate with Program faculty to support student educational opportunities and research efforts.

2. To create and promote valued, life-long learning opportunities for members:
 - a. Collaborate with University of Minnesota School of Public Health;
 - b. Promote the influence of the Program and the practice of the health care profession in the industry;
 - c. Develop and promote professional education and development forums; and
 - d. Promote fellowship through social events.

3. To guide and sustain philanthropy efforts that directly benefit Program students, faculty and curriculum development.
 - a. Oversee financial resource management and approve distribution of AA/F funds as per investment strategy;
 - b. Establish philanthropic priorities that align with Program goals;
 - c. Support short-term and long-term fund-raising efforts; and
 - d. Engage members to give of their time and talent.

ARTICLE III: GOVERNANCE

The AA/F shall be governed by a Board of Directors that shall be accountable to the members.

ARTICLE IV: MEMBERSHIP

4.01 Members

- a. Membership shall include individuals who have successfully completed the full time or executive Masters (MHA) Program in Healthcare Administration at the University of Minnesota.

- b. Membership shall include individuals who have successfully completed the Ph.D. degree in Healthcare Administration from the University of Minnesota.

- c. Membership shall include individuals who have been credentialed through the Independent Study Program (ISP) from the University of Minnesota MHA Program.
- d. Members shall be entitled to all rights, privileges and obligations of the AA/F including election or appointment to office, the right to vote and the opportunity to serve on committees.

4.02 Student Members

- a. Membership shall include students enrolled in the full time or the executive MHA Program, who are actively pursuing a degree or credential.
- b. Student members shall have the same rights, privileges and obligations of members except that they may not vote or hold elective office. However, the MHA student representative(s) shall be a voting member(s) of the Board as provided in Section 5.02 and 5.03. Students who serve on committees shall have a vote on those committees.

4.03 Honorary Members

- a. Honorary members shall be conferred upon individuals who have displayed an unusually high degree of interest in strengthening the AA/F or the Program.
- b. The candidate for honorary membership shall be nominated by written petition of ten or more members submitted to the chairperson fourteen (14) or more days prior to the annual meeting of the AA/F. The petition shall summarize the ways in which the candidate has evidenced interest in the AA/F or the Program.
- c. Election of a candidate to honorary membership shall occur at the annual meeting. Election shall require a two-thirds majority of board members present.
- d. Honorary members shall have the same rights, privileges or obligations as members.

ARTICLE V: BOARD OF DIRECTORS

5.01 Authority of Board of Directors

- a. The Board of Directors (hereafter, "Board") will have all powers of the corporation as delineated in the Articles of Incorporation and by-laws, as adopted or subsequently amended by the AA/F voting members.
- b. The Board will have these specific authorities:
 - 1. Receive, award and manage all funds and property of the corporation subject to any restrictions placed by donors;
 - 2. Establish policies for operation of the organization through committees and staff;
 - 3. Approve all appointments as provided in the by-laws;

4. Approve all committee meeting minutes and recommendations requiring Board approval;
5. Oversee the fiscal affairs of the corporation and approve allocations of resources.
6. Initiate programs and activities consistent with the defined Purposes of the AA/F; and
7. Establish fundraising activities as it deems appropriate.

5.02 Membership of Board

- a. The Board shall consist of twenty-two (22) voting members.
- b. The Board shall include:
 1. Sixteen Directors elected from the membership as defined in Article 4.01;
 2. Five Officers: The chairperson, past-chairperson, vice-chairperson, secretary and treasurer, selected from the sixteen directors as defined in Article 6.01;
 3. Four Student Directors: A representative from each year of the full-time MHA class and a representative from each year Executive MHA class; and
 4. Ex Officio Director -The MHA Program Director.

5.03 Term and Tenure

- a. Officers and directors from educational programs shall serve by virtue of position and their term related to that position.
- b. The term of each director shall be three (3) years, ending at the election of his/her replacement director during the annual meeting.
- c. The term of each director shall begin immediately following their election.
- d. Directors may serve a maximum of two consecutive terms, which shall exclude any time served as an officer.
- e. The term of student directors shall be up to two years, until their graduation.

5.04 Election of Directors

- a. All directors shall be nominated by the Nominating Committee as specified in Section 7.05 of the by-laws. Directors shall reflect the diverse characteristics of the members and nominations shall consider dimensions such as career stage, gender, ethnicity, industry practice area, and geographic location.
- b. Directors shall be elected by a simple majority vote of the Board at its annual meeting.
- c. Newly elected members will be seated immediately upon election.

- d. The election of the respective student directors shall each be made by their classmates.

5.05 Expectations of Directors

- a. Responsibilities and expectations will include, but not be limited to:
 - 1. Attend at least three meetings of the Board on an annual basis;
 - 2. Actively participate on at least one Board committee;
 - 3. Actively participate in philanthropy initiatives, including annual personal donations; and
 - 4. Other duties as mutually agreed and delegated by the Executive Committee.

5.06 Vacancy

A vacancy occurring for a Board director position shall be filled through an appointment by the chairperson. A person appointed to fill a vacant director position shall serve until the next election of directors, and shall be eligible to serve up to two additional full terms if nominated and elected.

5.07 Termination of Board Membership

- a. A director may resign from the board by giving thirty (30) days written notice to the chair.
- b. Whenever in its judgment the best interests of the Board are served thereby, the Board may remove a director. This shall require the affirmative vote of a two-thirds majority of directors present, with seven (7) days advance notice that such a request is being considered at the regular or special meeting. A replacement shall be made in accordance with Section 5.06.
- c. In the event of egregious behavior by a director that compromises the integrity of the organization, the Executive Committee may suspend the director until action can be taken by the full Board.

5.08 Meetings of Board

- a. Regular meetings: The Board shall meet at least four (4) times per year, including the annual meeting, at a time and place it designates.
- b. Annual Meeting. There shall be an Annual Meeting of the Board for the election of officers and directors and the transaction of such other business as may properly come before the meeting. Each annual meeting shall be at such place and hour as are designated by the Board of Directors. Notice of the place, date, and hour of each annual meeting shall be posted at least twenty-one (21) days prior to the date of such annual meeting.
- c. Special meetings: May be called by the chairperson and shall be called upon written request of three or more directors.

- d. Notice: Written notice of each meeting and an agenda shall be transmitted to each director at least five (5) days prior to such meeting.
- e. Agenda: An agenda for each meeting will be prepared under direction of the Program Director and chairperson, and sent to the directors with the notice of the meeting.
- f. Quorum: A simple majority of the directors shall constitute a quorum. Directors must be present to vote. Proxies are prohibited. Cumulative voting is prohibited. Voting on Board business may be conducted by ballots sent to all directors with voting and quorum requirements the same as regular meetings.
- g. Regular meetings may be waived by a two-thirds majority vote of the directors.
- h. Electronic meetings: Meetings may be held by telephone or electronic conference call to accommodate directors not able to attend in person. Voting and quorum requirements shall be the same as regular meetings.
- i. Expenses: Reasonable expenses as established in advance by the Board shall be allowed to directors who attend meetings, if funds are budgeted for this purpose.

ARTICLE VI - OFFICERS

6.01 Election and Duties of Officers

- a. All officers shall be nominated by the Nominating Committee as specified in Section 7.05 of the by-laws.
- b. The election for open officer positions shall be completed so that they can assume office immediately upon election at the annual meeting.
- c. Chairperson
The chairperson shall preside at all meetings of the Board. The chairperson shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board.
- d. Vice-Chairperson
The vice-chairperson shall perform the duties of a chairperson in his/her absence.
- e. Past-chairperson
The past-chairperson shall perform the duties of the chairperson in the absence of the chairperson and the vice-chairperson. The past-chairperson shall perform such other duties as may be assigned by the Board.
- f. Secretary
The secretary shall: (1) keep the minutes of the meetings; (2) see that all notices are duly given and meeting minutes mailed in accordance with the provision of these by-laws or as required by law; (3) be the custodian of the AAF records; and (4) in general, perform all duties incident to the Office of Secretary and such other duties as may be assigned by the Board.
- g. Treasurer

The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the AA/F; (2) receive and give receipts for monies due and payable to the AA/F from any source whatsoever, and deposit all such monies in the name of the AA/F in such banks, trust companies or other depositories as shall be selected by the Board; and (3) in general, perform all of the duties incident to the Office of Treasurer and such other duties as may be assigned by the Board.

h. The treasurer may delegate the authority to carry out any of his/her responsibilities to a designated member or members of the staff when authorized to so do by the Board. Any person with charge and custody of funds or receipts of monies shall be bonded as determined by the Board.

i. Terms and Tenure

The term for each officer shall be two years. No individual may serve in one position for more than two consecutive full terms.

j. Termination

An officer may resign the office by giving thirty (30) days written notice to the chairperson.

Any officer may be removed from office by the affirmative vote of a two-thirds majority of directors present at a meeting providing seven (7) days advance notice is given that such vote is to be considered at such meeting.

In the event of egregious behavior by an officer that compromises the integrity of the organization, the Executive Committee, may suspend the officer until action can be taken by the full Board.

k. Vacancies

A vacancy occurring in the office of the chairperson shall be filled by the chairperson-elect. A vacancy occurring in the office of chairperson-elect shall be filled by special election. Vacancies in the office of secretary or treasurer shall be filled through appointment by the chairperson. The appointee shall serve until the next election of officers and shall be eligible to serve up to two additional full terms if nominated and elected.

ARTICLE VII - COMMITTEES

7.01 Types

a. Standing committees: There shall be five (5) standing committees whose membership, authority and responsibilities are specified hereafter in the Article VIII. The number and type of standing committees may be modified upon approval by the Board consistent with the Purpose and Functions of the AA/F.

b. Ad hoc committees/task forces: Special committees or task forces may be appointed, as needed, by the Board or chairperson and shall be dissolved when their task is complete.

7.02 Appointment and Terms of Committees

- a. The board chair shall select the chair for each committee of the board (Nominating Committee, Philanthropy Committee, and Education Committee and Engagement Committee) from the board membership. Together, the board chair and committee chair will recruit and select committee members as terms expire or vacancies occur. In selecting committee members, consideration will be given to the diverse characteristics and needs of the membership as reflected in Section 5.04.
- b. The term for each committee chairperson shall be two years. No individual may serve in one position for more than two consecutive full terms.
- c. Committee membership may include individuals who are not members of the Board. The term of office for each committee member shall be three years unless otherwise specified in the by-laws. Individuals may be re-appointed, but serve no more than two (2) terms.
- d. A committee member may resign by giving thirty (30) days written notice to the committee chairperson or may be removed from committee membership by the committee or board chairperson if, in his/her judgment, it will serve the best interests of the organization.
- e. The chairperson of a standing committee may appoint task forces and sub-committees with consent of the board chairperson. These task forces and sub-committees may involve other alumni as a means of increasing alumni engagement and fulfilling the work of the committee. Recruiting others to serve in this capacity will be the responsibility of the committee chair and its members.
- f. The committees shall be staffed by the Advancement Team of the University of Minnesota School of Public Health, with strategy and direction being co-developed by the committee chair and Advancement Team in consultation with the MHA Program and the AAF Board.

7.03 Meetings of Committees

- a. All committees shall meet at least annually.
- b. Written notice of each meeting and an agenda shall be transmitted to each committee member at least three (3) days prior to such meeting.
- c. The chairperson and MHA Program Director shall be ex officio members of all committees.
- d. A majority of committee members shall constitute a quorum. Committee members must be present to vote. Proxies are prohibited.
- e. Voting on committee business may be conducted by mail or electronic ballot or by telephone conference call, with the voting and quorum requirements the same as regular meetings.
- f. All committees shall provide regular reports to the board including annual and long range plans and results.

7.04 Executive Committee

- a. The Executive Committee shall consist of the five officers of the AA/F. The MHA Program Director shall also serve as an ex officio member.
- b. The authority and responsibilities of the Executive Committee are to act on behalf of the Board in the interval between regular Board meetings; conduct AA/F business, monitoring activities of committees, budget performance and other operational matters via reports and discussion.
- c. The committee shall meet at the request of the chairperson and report its actions in writing to the Board at next regular Board meeting. To become final, all actions must be ratified by the Board at its next meeting.

7.05 Nominating Committee

- a. The Nominating Committee shall consist of at least three members appointed by the chairperson. The committee shall include at least one member who is not a board member and one current board member. The board member shall serve as the committee chairperson and be appointed by the board chair. The committee membership shall reflect the diversity of the membership. The committee membership shall be announced to the AA/F members after appointment.
- b. The authority and responsibilities of the Nominating Committee are to:
 1. Solicit suggestions from AA/F members for open director positions;
 2. Make nominations for Directors and Officers as specified in the by-laws;
 3. Provide the chairperson with a list of nominees for any vacancy on the Board.

7.06 Philanthropy Committee

- a. The Philanthropy Committee shall work in collaboration with the School of Public Health and the MHA Program to assist in the development and implementation of activities related to raising funds that support the MHA Program priorities and goals.
- b. The Philanthropy Committee shall consist of up to twelve (12) members.
- c. The Philanthropy Committee shall include a minimum of two board members in addition to the chair.
- d. The responsibilities of the Philanthropy Committee are:
 1. Develop and implement annual and special appeals for financial support of MHA Program priorities; and
 2. Develop and implement activities and special events that support the fundraising priorities of the the MHA Program.
- e. The Philanthropy Committee shall work closely with staff to develop and execute a plan that results in the regular and systematic growth in the philanthropic support of alumni.

7.06 Education Committee

- a. The Education Committee shall work in collaboration with the School of Public Health and the MHA Program to assist in the development and implementation of activities related to continuing education and professional development of MHA alumni.
- b. The Education Committee shall consist of up to twelve (12) voting members.
- c. The Education Committee shall include a minimum of two board members in addition to the chair.
- d. The responsibilities of the Education Committee are:
 1. In cooperation with the Program, develop and implement appropriate continuing education opportunities for members such as on campus and distance learning events; and
 2. Develop and implement opportunities for alumni to alumni mentoring for ongoing career development.
- e. The Education Committee shall work closely with staff to develop and execute a plan that results in enhancing the life-long learning opportunities of MHA Alumni.

7.08 Engagement Committee

- a. The Engagement Committee shall work in collaboration with the School of Public Health and the MHA Program to assist in the development and implementation of activities related to MHA alumni engagement, networking, and program traditions.
- b. The Engagement Committee shall consist of up to twelve (12) voting members.
- c. The Engagement Committee shall include a minimum of two board members in addition to the chair.
- d. The responsibilities of the Engagement Committee are:
 1. Develop and implement strategies for alumni to connect and network;
 2. Assist in organizing opportunities for students, alumni and faculty that advance the Program's collegial, professional culture and AA/F traditions;
 3. Assist in developing and implementing opportunities to engage alumni with students and faculty in such areas as student recruitment, mentoring, curriculum instruction, internships, residencies, fellowships, job placement and applied research; and
 4. Oversee nomination and selection process for the Greg Hart Distinguished Service Award.
- e. The Engagement Committee shall work closely with staff to develop and execute a plan that results in more and deeper engagement of MHA alumni with the MHA Program and the MHA alumni community.

ARTICLE VIII - PARLIAMENTARY PROCEDURE

Procedures not defined in these by-laws shall be governed by Roberts Rules of Order (Newly Revised).

ARTICLE IX - FISCAL POLICIES

- a. The fiscal year of the corporation shall be July 1 through June 30.
- b. All contracts and agreements authorized by the Board or the Executive Committee and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors, or the Executive Committee acting for them or unless otherwise required by law, be signed by two of the following who are different persons: chairperson, secretary, treasurer or program director. The Board may authorize any one of such persons to sign checks, drafts and orders for the payment of money and may authorize employees of the Corporation to execute checks, drafts and orders for the payment of money when less than \$3,000 (three-thousand).
- c. The organization will comply with all Federal and State reporting requirements. The Board will conduct periodic reviews by engaging an independent accounting firm to perform this function.

ARTICLE X - ADOPTION OF BY-LAWS AND AMENDMENTS

These by-laws and any amendments shall be adopted when approved by the Board if two-thirds of all votes cast are affirmative at the annual meeting of the Board.

ARTICLE XII: PERSONAL LIABILITY OF DIRECTORS, OFFICERS, OR INDEMNITEES

To the fullest extent that the laws of the State of Minnesota permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director. The AA/F will secure appropriate Directors and Officers Insurance to cover these liabilities.