

Association of Healthcare Value Analysis Professionals, Inc.

Bylaws

(Amended 2/21/24)

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ARTICLE I. NAME

The name of the organization is the Association of Healthcare Value Analysis Professionals, Inc. otherwise known as AHVAP.

ARTICLE II. PURPOSES

The purposes of this association shall be to:

- A. Provide a forum for the exchange of knowledge and information about clinical value analysis.
- B. Promote the advancement of members through discussion and educational opportunities.
- C. Lead, educate and promote the healthcare value analysis profession by supporting our membership in the delivery of cost-effective, quality healthcare.
- D. Provide expertise and education to the healthcare community in assessing the clinical quality and cost-effectiveness of a product or process.
- E. All policies and activities of the Association shall be consistent with:
 - Applicable international, federal, state, and local antitrust, trade regulation or other legal requirements; and
 - Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE III. STATUS

Section 1. Nonprofit Organization

This organization is a nonprofit corporation and does not intend the distribution of gains, profits or dividends to any member.

Section 2. Limitation of Activities

No substantial part of the activities of this association shall consist of carrying on propaganda or otherwise attempting to influence legislation. The association shall not participate or intervene in any political campaign on behalf of any candidate for the government.

ARTICLE IV. MEMBERSHIP

Section 1. Qualifications for Membership

- A. Candidates for membership shall be considered without regard to race, age, gender, creed, color, religion, sexual orientation, national origin, disability or other legally protected categories.
- B. A membership in AHVAP shall become effective upon a completed application form, receipt of specified dues and approval by the AHVAP HQ staff.
- C. Regular members shall be involved in healthcare value analysis functions and activities and employed by a hospital, health system, or organizations involved in value analysis activities such as value analysis consulting, cost reductions, quality improvements and benchmarking. Regular members cannot be financially compensated for (sales activities or promotional activities if employed outside of a hospital or health system).
- D. Retiree members are current AHVAP members in good standing who may be retired from value analysis work regardless of employment status. Retiree members cannot be involved in sales activities or promotional activities if employed outside of a hospital or health system.
- E. Industry Partner members shall be individuals employed in the following or related healthcare fields, e.g. suppliers, device manufacturers, trade press, distributors, GPO members, Independent Manufacturer Representatives (IMR) NOT directly involved in any value analysis activities such as: value analysis consulting, cost reductions, quality improvements and benchmarking. Individuals that are compensated in sales or promotional activities will be classified as Industry Partner members.
- F. Student Members shall be individuals who are undergraduate or graduate students enrolled at least part-time in a health, medical, or supply chain-related field. A letter from the registrar of their school or a current course schedule must be submitted to info@AHVAP.org to confirm eligibility by the membership committee.
- G. Fellow Members shall be individuals that currently hold the AHVAP Fellow's Designation and meet all eligibility requirements for any other membership classification. If a member in this classification fails to maintain the AHVAP Fellow's Designation, the member will be immediately reclassified in their previous membership classification. Members in this classification will have all of the privileges of their underlying membership classification.
- H. Associate Members shall be individuals that do not meet the criteria for Regular membership but have an interest in the healthcare value analysis specialty. Examples could include regulators, accreditation professionals, payers, and other governmental leaders.

Section 2. Membership

- A. AHVAP membership will consist of six categories of membership.
 - a. Regular Membership
 - b. Retiree Membership
 - c. Industry Partner Membership
 - d. Student Membership
 - e. Fellow Membership
 - f. Associate Membership

Section 3. Standards of Conduct

- A. Members are expected to conduct all personal and professional activities with honesty and integrity, to maintain competence, and to avoid exploitation of professional relationships for personal gain. By being a member of AHVAP, members agree to voluntarily complying with the AHVAP Code of Conduct.

Section 4. Rights and Responsibilities of Regular and Retiree Membership

Regular and Retiree members may:

- A. Receive all communications and announcements sent to the membership.
- B. Attend association meetings that involve the entire membership.
- C. Participate in membership activities.
- D. Be considered for awards.
- E. Vote on all issues before the membership.
- F. Serve on committees, advisory boards, work group, and/or task forces.
- G. Hold an appointed office.
- H. Hold elected office within the guidelines established in Article V. Board of Directors, Section 1, Paragraph B.

Section 5. Rights and Responsibilities of Industry Partner Membership

Industry Partner members may:

- A. Receive all communications and announcements sent to the membership.
- B. Attend association meetings that involve the entire membership.
- C. Serve on committees, advisory boards, work group, and/or task forces.
- D. Provide board service through an appointed Industry Partner Position on the Board of Directors.
- E. Participate in membership activities.
- F. Be considered for awards.
- G. Vote on all issues before the membership.
- H. May co-chair committee, task force, work group in collaboration with Regular AHVAP member.

Section 6. Rights and Responsibilities of Student Membership

Student Members may:

- A. Receive all communications and announcements sent to the membership.
- B. Attend association meetings that involve the entire membership.
- C. Serve on committees, work group, advisory boards, and/or task forces.
- D. Provide board service through an appointed Advisory Position on the Board of Directors.
- E. Participate in membership activities.
- F. Be considered for awards.
- G. Not vote on issues before the membership.
- H. Not hold an elected office or serve as committee chair/co-chair, work group, or lead a task force.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Membership

The members of the Board of Directors of this association shall consist of the elected officers (President, President-elect, Presidential-Advisor/Immediate Past President, Treasurer, Secretary), three Directors At Large, the Appointed Industry Partner Liaison, and the Association Executive in an Ex-Officio, non-voting role. The elected and appointed members of the Board of Directors are the voting members. The Executive Committee will consist of the elected officers and the Association Executive of the Association.

The Association Executive serves as an ex-officio advisor to the Board of Directors and attends all Board meetings.

The Board of Directors and Association Executive will be insured by a commercial Directors and Officers insurance policy and must act in the best interest of the Association in accordance with their established legal duties. All Board members will receive annual orientation training regarding their roles and responsibilities that will be provided by the Association Executive.

Volunteer Board of Directors members shall not receive any stated salaries for their services, but nothing herein contained shall preclude any director from serving the Association in a capacity other than that of a director and receiving compensation, therefore for services rendered in that other capacity, nor shall it preclude reimbursement for approved expenses.

Section 2. Focus

The elected members of the Board of Directors have the authority and responsibility to manage the association consistent with these bylaws and in an appropriate legal manner. The Executive Committee is composed of the Officers of the Association and the Association Executive. The Executive Committee may meet between meetings of the Board to conduct the strategic business of the Association. All decisions taken by the Executive Committee shall be reported to the Board no later than the next board meeting.

Section 3. Functions

- A. Carry forward the association's objectives.
- B. Manage the business and fiscal affairs of the association.
- C. Monitor the income and disbursement of funds.
- D. Make policies for its own actions and the actions of its committees.
- E. Appoint chairs of elected committees and appoint members and chairs of non-elected committees.
- F. Supervise and manage the committees and publications.
- G. Act as a liaison between the association and other organizations.
- H. Assure an appropriate eligibility process for selection of candidates for membership.

Section 4. Meetings

The Board of Directors of this association shall meet as necessary to conduct the association's business. A regular meeting of the Board of Directors shall be held no less than four (4) times during each administrative year at such time and at such place as the Board of Directors may prescribe. Additionally, regular conference calls may be conducted at the discretion of the President. Notice of all such meetings shall be given to the Board of Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board of Directors may be called at the request of any three (3) members of the Board of Directors, by notice mailed, delivered, telephoned, or emailed to each member of the Board of Directors not less than seventy-two hours before the meeting is held.

Any Board member who shall have been absent from two (2) meetings (including conference calls) of the Board during a single administrative year shall automatically be reviewed for potential removal from the Board. However, the President shall consider each absence as a separate circumstance and may expressly waive such absence.

The Association holds an annual meeting of the membership at the place and on the date that the Board determines. At least 30 days before the date set for the Annual Membership Meeting the Agenda will be sent to members. The Agenda must include a Report from the Board of Directors (including a financial report).

ARTICLE VI. OFFICERS

Section 1. Titles

- A. The officers of this association shall be: president, president-elect, presidential advisor/immediate past president, secretary, and treasurer.
- B. The president, with the approval of the Board of Directors, when appropriate, shall appoint such other persons as may be necessary to conduct the business of the association. Appointed advisors shall not be voting members nor be members of the Board of Directors but provide counsel to the Board of Directors as requested.

Section 2. Vacancies

The president-elect fills the vacancy of president; all other offices, including the position of President-elect are filled by appointment of the President of the Board of Directors until the next election.

Section 3. Duties

The duties of the association officers shall be as follows:

- A. The president shall be the executive officer and shall administer all business of the association as provided for by the bylaws. The president serves as chief representative of the association and shall be an ex-officio member of all committees. The president-elect shall succeed into the presidency at the end of the term of office and shall promote the purposes of the association.
- B. The president-elect shall perform the duties of the president in the president's absence.
- C. The secretary shall prepare and distribute meeting minutes and correspondence.
- D. The treasurer shall be the custodian of the funds of this association and will be bonded and insured.
- E. The treasurer shall propose a budget to the board.
- F. Each officer shall submit a report at each Board of Directors meeting and to members at the annual business meeting.

ARTICLE VI. OFFICERS

Section 4. Removal from Office/Revocation of Membership

Any member may be removed or have membership revoked for adequate reason by a three-fourths vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership are presumed to be adequate reasons for removal and do not require advance notice to the member and deliberation by the Board of Directors. Members may be subject to revocation for violations of the AHVAP Code of Conduct.

Any member proposed for removal for another reason shall be given advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person before the Board of Directors and shall receive final written notice of the Board of Directors' decision.

ARTICLE VII. ELECTIONS

Section 1. Elections

Elections shall be held yearly by secure, electronic ballot. Those elected shall assume their duties by January 1 of the following year in which they are elected. The Board may defer an election and hold over the entire Board for a period no longer than one additional term in case of emergency circumstances to assure the continuity of the operations of this association. Board term extensions must be approved by 2/3 majority of the voting members of the Board of Directors.

Section 2. Vote

- A. A majority vote by voting members shall elect officers.
- B. The candidate with the highest number of votes wins the election.
- C. In the event of a tie, the election shall be determined by lot.

Section 3. Terms

- A. The length of the term of Presidential Advisor/Immediate Past President and President-elect is two (2) years.
- B. The length of term of the President is two (2) years.
- C. The length of the term of Secretary, Treasurer, Industry Partner Liaison and all other Directors-At-Large are 2 years.
- D. Terms of office are staggered so that all officers and directors do not end their terms simultaneously.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

- A. The standing committees shall be determined by the President of the Board of Directors Each standing committee shall present an annual report to the membership.
- B. Each committee shall prepare, review, and make recommendations regarding policies corresponding to its area of responsibility for approval by the Board of Directors.

Section 2. Nominating Committee

- A. The Nominating Committee shall select/review nominees and prepare the ballot. The ballot will be sent to the Board of Directors at least 4 weeks prior to a scheduled election.
- B. The Nominating Committee shall consist of at least 3 appointed members which must represent the stakeholders of the Association. Members must consist of at least the current AHVAP President, the Industry Partner Liaison Board Member, a Regular Member, a Student member when available, and the AHVAP Presidential-Advisor. Additional members may be appointed by the current AHVAP President.
- C. The Nominating Committee members shall not be eligible for any elected office on the current ballot.
- D. The committee shall prepare, review, and make recommendations regarding policies corresponding to its area of responsibility for approval by the Board of Directors.
- E. The Nominating Committee members will serve a term of one-year with the option to be reappointed at the discretion of the President of the Board of Directors.

Section 3. Membership Committee

- A. The Membership Committee shall oversee member eligibility issues and will be appointed annually by the President of the Board of Directors.
- B. The committee shall prepare, review, and make recommendations regarding policies corresponding to its area of responsibility for approval by the Board of Directors.
- C. The Membership Committee members will serve a term of one-year with the option to be reappointed at the discretion of the President of the Board of Directors.

Section 4. Additional Standing Committees

Additional standing committees, advisory councils, and task forces may be appointed by the President of the Board of Directors if deemed appropriate. The purpose of these groups will be to carry out the association's work.

Section 5. Board Advisory Councils

- A. Mission – Board Advisory Councils shall inform the board of current and future issues, directions, and priorities of the association.
- B. Membership – Board Advisory Councils shall be appointed by the President of the Board of Directors for a term as determined by the board.

Section 6. Task Forces and Work Groups

- A. Mission – Task Forces and Work Groups are formed to complete an assigned task within a specified time frame and appointed by the President of the Board of Directors if deemed appropriate.
- B. Membership – Task Forces and Work Groups are formed by the Board, Standing Committees, or Board Advisory Councils. They are made up of members who bring expertise, interest, and commitment to complete an assigned task.

ARTICLE IX. FINANCE

Section 1. Fiscal Year

The fiscal year shall be January 1 through December 31.

Section 2. Dues

Each member shall pay dues as determined by the association Board of Directors. This shall entitle the member to active membership with all its benefits from the date of induction to the annual date of dues payment or for one year.

Section 3. Adjustments to Dues

Adjustments to the dues shall be approved by the association Board of Directors. Any adjustments will be provided to membership sixty days in advance of the effective date.

Section 4. Association Financial Responsibilities

This association is an independent, autonomous organization. The association determines the amounts of its fees and assessments. The association has control of its income, expenses, contracts, accounting system, and internal reports. The association shall conduct an internal audit of its finances annually and an external audit of its finances every 2 years.

ARTICLE X. QUORUM

Section 1. Membership

A quorum at an association business meeting shall consist of a simple majority of officers and lesser of 10% of the total voting members or 25% of members in attendance.

Section 2. Board of Directors

A quorum of the Board of Directors shall consist of a simple majority of voting members present.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII. AMENDMENTS TO BYLAWS

Section 1. Amendments with Notice

The proposed amendment will be communicated to membership 30 days prior to the call for a vote.

Members shall vote by secured methods, including mail ballot, electronic mail or other means of secure electronic transmission approved by the Board. The board shall have the authority to examine the eligibility of any vote.

Members will have 10 business days to vote. The bylaws will then be amended if approved by 2/3 of the responding voting members. Results will be tabulated and validated by a third party.

ARTICLE XIII. DISSOLUTION

A resolution for the dissolution of the association shall be signed by a majority of active members entitled to vote and shall be presented at a regular meeting. The officers shall notify the members and call a special meeting for the purpose of considering and acting upon such resolution. If three-fourths of the members present and voting shall vote for the dissolution, the officers shall take the necessary steps to conclude the affairs of the association in accordance with the statutory requirements existing at the date such action is taken. After payment or making provision for payment of all debts and liabilities incurred by the association, the officers shall dispose of all association assets.