

Summary of Proposed Changes to THA Bylaws (2023)

Section Revised	Proposed Revision ¹	Rationale
Article III. Membership Dues		
Section 4	In addition, the Board of Trustees may establish or rescind an annual dues discount or rebate program for all Type 1 and Type 2 members.	Language allows for dues rebates.
Article IV. Membership Meetings and Powers of the Membership		
Section 5	Petitioning guidelines and formats will be provided to the membership on request and through the THA website.	Removes the reference to petitioning guidelines.
Article V. Board of Trustees		
Section 1	The President or the President's delegated staff representative shall serve as secretary of the Board of Trustees.	Specifically designates the THA President or their staff representative as the secretary of the Board.
Section 2(a)	Except as provided for in Section 9, Any Officer or Trustee filing an unexpired term shall serve the balance of the term remaining.	References and incorporates the provisions of Sec. 9 (discussed below) into the procedures for filling an unexpired term on the Board of Trustees.
Section 2(b)	The Chair of the Board shall appoint a Nominating Committee composed of nine members including the Chair, Chair-Elect, Immediate Past Chair, three additional past chairs, and two three THA Board members and one THA member at large .	Clarifies the membership of the Nominating Committee. See also Article VIII, Section 7 (below).

¹ For brevity, this column contains only an excerpt showing the specific revisions. Reviewing the entire section being revised will provide additional context.

Section Revised	Proposed Revision ¹	Rationale
Section 2(b)	<u>A vacancy in the Nominating Committee shall be filled by the Chair of the Board.</u>	Specifies how a vacant position in the Nominating Committee is filled.
Section 2(b)	The President of the Association shall be appointed by the Board of Trustees on such terms and conditions as the Board may deem advisable <u>and shall serve at the pleasure of the Board.</u>	Specifies that the President of the Association serves at the pleasure of the THA Board.
Section 2(b)	Vacancies in the membership of the Board of Trustees, upon recommendation of the Nominating Committee, shall be filled by the majority vote of the remaining members of the Board of Trustees <u>and the person selected shall, except as provided for in Section 9, serve for the remainder of the unexpired term until the voting membership shall elect a member for said unexpired term.</u>	Changes the Board vacancy procedure to specify that an interim replacement serves out the remainder of the vacating member's term.
Section 6	Board Action by Mail, Telephone , or Electronic <u>Written</u> Communication. Any action required or permitted to be taken by the Board of Trustees at a meeting of the Board also may be taken by mail, telephone or electronic <u>written</u> communication.	Clarifying language for procedures related to Board action without a meeting.
Section 6	The consent must be in writing, dated and signed by <u>the voting</u> members of the Board of Trustees, and provided to the Association by mail, e-mail, or facsimile. <u>A return email from the voting member indicating the member's consent to the proposed action shall constitute the member's signature for purposes of this section.</u>	Clarifying language for procedures related to Board action without a meeting.

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Section 9	<p><u>Upon approval by the Board of Trustees, the replacement shall fill the remainder of the unexpired term of the vacated Trustee position; provided however that is a vacancy occurs in a Trustee position after the Trustee has been elected but before the elected Trustee takes office, the recommendation of the Nominating Committee is considered interim and the voting membership shall elect a Trustee to fill the unexpired term during the next annual election process.</u></p>	<p>Changes Board vacancy procedure to specify that interim replacements serve out the remainder of the vacating member's unexpired term, with the exception of a replacement occurring prior to elected member taking office. On the occasion that a replacement occurs prior to the elected member taking office, the replacement would need to stand for election during the next election cycle.</p>
Article VI. Officers and Executive Committee		
Section 3	<p>A vacancy in an officer (other than President) or officer nominee position shall be filled in accordance with this Section.</p>	<p>This revision excludes the office of President in the standard procedures for filling vacancies (see also below).</p>
Section 3	<p>In the case of a vacancy in the office of Chair, the Chair-Elect shall succeed to the said office with the opportunity to serve a full term as <u>Chair as</u> contemplated by his/her election to be Chair-Elect.</p>	<p>This revision simply clarifies that if a Chair-Elect fills a Chair vacancy they will also have the opportunity to serve a full term as Chair.</p>
Section 3	<p><u>A vacancy in the office of President shall be filled by the Board of Trustees.</u></p>	<p>This revision stipulates that a vacancy in the office of President will be filled by the Board of Trustees, consistent with the manner in which the President is appointed.</p>
Section 3	<p>A vacancy in the office of Secretary shall be filled by appointment of the Nominating Committee <u>from among the elected members of the Executive Committee.</u></p>	<p>Clarifies that appointments to the office of Secretary are to be made by current members of the Executive Committee.</p>

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Section 4	<u>A vacancy in an at-large position of the Executive Committee shall be filled by the Nominating Committee subject to the approval of the Board Trustees.</u>	Clarifies that vacancies in at-large positions of the Executive Committee will be filled by the Nominating Committee with approval from the Board of Trustees.
Article VII. Council of Policy Development		
Section 1	Membership of the COPD shall be comprised of 37 hospital or hospital system executives representing Active Institutional Members and 17 additional representatives of Active Institutional Members and organizations affiliated with THA.	Clarifying revision related to the additional Active Institutional Member representatives in the membership of the COPD.
Section 1(a)	The THA Nominating Committee will nominate a Chair and Vice Chair. The Chair and Vice Chair are elected by the Board of Trustees for two-year terms and may succeed themselves for one additional term subject re-election to membership in the COPD by the Board of Trustees.	Clarifies that the Chair and Vice-Chair of the COPD are elected by the THA Board of Trustees.
Section 3	<u>A vacancy in the COPD, including the Chair and Vice Chair of COPD, shall be filled by the Board of Trustees.</u>	Clarifies that vacancies on the COPD, including officer vacancies, will be filled by the THA Board of Trustees.
Article VIII. Committees		
Section 7	The committee shall be appointed by the Chair of the Board. It will be chaired by the Immediate Past Chair and be comprised of nine members including the Immediate Past Chair, Chair, Chair-Elect, three additional past	Clarifies the language related to the membership of the Nominating Committee.

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	chairs, and three two THA Board members, and one THA member at large.	
Section 11	The vote or act of majority of a committee's members present and voting at a meeting at which a quorum exists shall be the act of the committee. <u>Additionally, any action required or permitted to be taken by a committee at a meeting of the committee may be taken by mail or electronic written communications with the same force and effect, by following the procedures described in Article V, Section 6.</u>	Allows for committee action to be taken by mail or electronic written communications, pursuant to the procedures described in Art. V, Sec. 6.
Article XIII. Manner of Meeting		
Art. XIII	<p style="text-align: center;"><u>MANNER OF MEETING</u></p> <p><u>Any meeting of the Board of Trustees, the COPD, or any committee may be conducted in-person or by using a conference telephone similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If the voting is to take place at the meeting, the Board, the COPD, or committee must implement reasonable measures to verify that every person voting at the meeting</u></p>	This new article allows for Board, COPD, and any other committee meeting to take place electronically and it specifies the requirements for vote taking and recording for electronic meetings.

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	<u>by means of remote communications is sufficiently identified; and must keep a record of any vote or other action taken.</u>	