



## Bylaws

### BYLAWS OF THE AMERICAN ASSOCIATION OF SAFE PATIENT HANDLING AND MOVEMENT (A Florida Non-profit Association)

#### ARTICLE I OFFICES AND REGISTERED AGENT

##### Section 1.1. Offices.

The address of the initial principal office of the American Association of Safe Patient Handling and Movement (AASPHM) and the address of the registered office of the Association in the State of Florida are set forth in the Articles of Incorporation. The Board of Directors may, from time to time, establish additional offices for the Association within or without the State and may designate a different registered office in the State; provided, however, that any such designation of a different registered office shall become effective only upon the filing of a statement of such change with the Department of State of the State of Florida as is required by law.

##### Section 1.2. Registered Agent.

The name and address of the initial registered agent of the Association are set forth in the Articles of Incorporation. The Board of Directors may, from time to time, designate a different person as the Association's registered agent; provided, however, that such designation shall become effective only upon the filing of a statement of such change with the Department of State of the State of Florida as is required by law. The street address of the registered agent's business office must be the same as the street address of the Association's registered office.

#### ARTICLE II PURPOSES, FUNCTIONS, MISSION

##### Section 2.1. Mission Statement.

The American Association of Safe Patient Handling and Movement will serve as a valuable resource to advance the practice of safe patient handling and movement through collaboration, professional development, and research initiatives, in order to improve the safety and function of patients and residents, as well as enhance the safety of those who provide their care.

##### Section 2.2. Purposes.

A. The purposes of the AASPHM shall be to:

1. Foster collaboration among individuals, organizations, and associations with an interest in safe patient handling and movement (SPHM).
2. Promote professional development and education to advance the practice of SPHM.
3. Facilitate research initiatives to strengthen the evidence for SPHM in a variety of care environments.

B. These purposes shall be in accordance with AASPHM Bylaws.

##### Section 2.3. Functions.

The functions of the AASPHM shall be to:

1. Develop and maintain relationships with nursing, therapy, medicine, allied health, educators, researchers, risk managers, ergonomists, and other professionals with an interest in SPHM.

2. Develop and maintain relationships with local, state, and federal agencies, healthcare organizations, equipment manufacturers, and consumer groups.
3. Provide education and professional development opportunities for members.
4. Provide an online resource for networking with members and affiliated healthcare organizations.
5. Support research and publication of evidence-based practices for SPHM.
6. Act and speak to the general public who are consumers of products and services related to SPHM.

## ARTICLE III BOARD OF DIRECTORS

### Section 3.1. Function and Number.

The property, affairs, and business of the Association shall be managed by a Board of Directors. The President of the Association by virtue of the office shall be Chairperson of the Board of Directors. The number of directors may be increased or decreased from time to time by a vote of a majority of the full Board of Directors, but shall never be less than three (3) nor more than twelve (12).

### Section 3.2. Qualifications.

- A. Directors must be experts in safe patient handling and movement who are eighteen years of age or older, but need not be residents of Florida or the United States of America.
- B. Directors must be full members of the AASPHM and be of good standing according to the role and expectations of the Board of Directors.

### Section 3.3. Quorum and Voting.

Unless the Articles of Incorporation provide otherwise, a quorum of the Board of Directors consists of a majority of the numbers of directors prescribed by these bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Articles of Incorporation of these bylaws require the vote of a greater number of directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- A. The Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting specified business at the meeting; or
- B. The Director votes against or abstains from the action taken; or
- C. The Director sends his or her vote with their written signature and date by proxy prior to the Board meeting related to the specific item being voted upon, by electronic mail, or mail to the President or Secretary.

### Section 3.4. Terms of Directors.

Each director on the board shall be elected by a majority vote of the regular members at the annual meeting or as described in Article VII, and shall serve up to a maximum 3 terms of 2 years (6 years in total), or until his or her successor shall be elected and duly qualified. The directors of the board shall have alternating terms to ensure consistency of knowledge and business practices, as a failure to alternate terms could result in all directors positions being vacated in an election process; therefore, directors terms are consistent with the provision that one half of the positions on the board of directors shall alternate with the remaining one half of the board of directors term beginning in 2013 and 2014 respectively.

### Section 3.5. Resignation of Directors.

A director may resign at any time by delivering written notices to the Board of Directors, or President.

A resignation is effective when the notice is delivered unless the notice specifies a later date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

#### Section 3.6. Removal of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the Association, for this hearing.

#### Section 3.7. Vacancies.

Whenever any vacancy occurs on the Board of Directors, including a vacancy resulting in an increase in the number of directors, it may be filled by the affirmative vote of a majority of the remaining directors.

#### Section 3.8. Compensation.

The Board of Directors does not intend to pay compensation for any of its directors. Notwithstanding the foregoing, the Board of Directors may fix the compensation of directors if and when the Board deems it necessary or appropriate.

#### Section 3.9. Board Meetings.

A. The Board of Directors may hold regular or special meetings in or out of the State of Florida. Meetings of the Board of Directors may be called by the Chairman of the Board or a majority of the full Board of Directors. The annual meeting of the Board of Directors shall be held within four months of the close of each fiscal year of the Association on a date and at a time and place designated by the Board of Directors for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting.

B. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who are not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

C. The Board of Directors may permit any or all directors to participate in a regular or a special meeting by, or conduct the meetings through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

#### Section 3.10. Action without a Meeting of Directors.

Any action required or permitted to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a vote at a meeting and may be described as such in any document.

#### Section 3.11 Telephone Conference Calls.

Unless otherwise prohibited by the Articles of Incorporation, members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

#### Section 3.12 Notice of Board Meetings.

A.Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

B.Special meetings of the Board of Directors must be preceded by at least two days' notice of the date, time, and place of the meeting. Such notice may be oral notice if written notice is promptly sent thereafter. The notice need not describe the purpose of the special meeting.

C.Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after a meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

### ARTICLE IV OFFICERS

#### Section 4.1. Officers.

The corporation shall have a:

A.President who shall be Chairman of the Board, and who shall be the President and CEO of the Association,

B.Secretary,

C.Treasurer, and

D.Vice President.

They shall be voted in by the Board of Directors initially, and shall serve until their successors are chosen and qualify.

Officers of the Board of Directors may appoint one or more other individuals and prescribe their duties.

#### Section 4.2. Chairman of the Board.

The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman of the Board shall have general and active management of the business and affairs of the corporation, subject to the directions of the Board of Directors, and shall preside at all meetings of the Board of Directors. The Chairman of the Board shall perform such other duties as may be prescribed by the Board of Directors.

#### Section 4.3. Secretary.

The Secretary shall keep the minutes and records of the Association in appropriate books, file any certificate as required by any statute, federal or state, give and serve all notices to members of the Association, be the official custodian of the records and seal of the organization, present to the membership at any meetings any communication addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the secretary of the Association, attend to all correspondence of the organization and exercise all duties incident to the office of the secretary.

#### Section 4.4. Treasurer.

The Treasurer shall have custody of all corporate funds and financial records; shall keep full and accurate accounts of receipts and disbursements, and render accounts thereof at annual meetings of the Board of Directors and whenever else required by the Board of Directors or the President; shall be responsible for authenticating all corporate financial records; and shall perform such other duties as

may be prescribed by the Board of Directors or the President. The Treasurer will be responsible for signing all checks or transfer of monies on behalf of the Association. In the event that the Treasurer is unable to perform these duties, the signature of another Board member will be identified a prior to perform this function and these procedures will be described in the treasurers code of practice.

#### Section 4.5. Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign to such office.

#### Section 4.6. Terms of Officers of the Board.

The Officers of the Board shall have alternating terms to ensure consistency of knowledge and business practices. A failure to alternate terms could result in all Officer Positions being vacated in an election process; therefore, officers' terms are consistent with the provision that the President and the Secretary's term will alternate with the Vice President and Treasurer's term beginning in 2013 and 2014 respectively.

#### Section 4.7. Resignation and Removal of Officers of Board of Directors.

A. An elected officer of the Board of Directors may resign at any time by delivering written notices to the Board of Directors, or President. A resignation is effective when the notice is delivered, unless the notice specifies a later date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

B. The Board of Directors may remove any elected officer of the Board of Directors when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Officer of the Board of Directors. An officer of the Board of Directors may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the Association, for this hearing.

C. The Board of Directors may remove any appointed individual (i.e., Committee member) assisting an officer of the Board of Directors when sufficient cause exists for such removal.

#### Section 4.7. Compensation of Officers or Appointed Individuals of the Board of Directors.

The Board of Directors does not intend to pay compensation to such other officers elected or appointed by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may fix the compensation, whenever it deems it necessary or appropriate, and such other officers elected or appointed by the Board of Directors. This may be changed from time to time by the Board.

### ARTICLE V

#### COMMITTEES

##### Section 5.1. General.

A. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate:

- (i) Directors to an executive committee, and
- (ii) Directors and non-directors to one or more non-executive committees.
- (iii) No such committee shall have authority to:
  - (a) Fill vacancies on the Board of Directors or any committee thereof.
  - (b) Amend or repeal these bylaws.

B. The provisions of these bylaws which govern meetings, notice and waiver of notice, and quorum

and voting requirements of the Board of Directors apply to committees and their members as well.

C. Committees shall assume such duties as assigned by the Board of Directors, and as specified in these bylaws and report action as requested.

#### 5.2. Establishment and composition of Committees

A. Standing and/or ad hoc committees shall be determined by the Board of Directors.

B. Each committee must have two or more members, who shall serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more persons or alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

### ARTICLE VI

#### INDEMNIFICATION

##### Section 6.1. Provision of Indemnification.

A. The corporation shall, to the fullest extent permitted or required by the Florida Not for Profit Corporation Act (the "Act"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party or in which such Director or Officer is deposed or called to testify as a witness because he or she is or was a Director or Officer of the corporation.

B. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Officer may be entitled under any written agreement, Board resolution, the Act, or otherwise.

C. The Association may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of anyone or more of its Directors or Officers whether or not the Association would be obligated to indemnify or advance Expenses to such Director or Officer under this Section.

D. For purposes of this Section, the term "Directors" includes former directors and any directors who are or were serving at the request of the Association as directors, officers, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as agents separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). All other capitalized terms used in this Section and not otherwise defined herein shall have the meaning set forth in Section 607.0850, Florida Statutes (2003).

### ARTICLE VII

#### MEMBERSHIP

##### Section 7.1. Membership Composition.

A. Membership in the AASPHM shall consist of individuals, organizations, and businesses with an interest in safe patient handling and movement. Membership is open to those whose interests include aspects of safe patient handling, and who agree to support the mission, vision and values of the AASPHM.

B. Membership options include:

i. Regular member

ii. Student member

iii. Honorary lifetime member

#### iv. Organizational affiliate

#### Section 7.2. Membership Qualifications.

##### A. Regular member:

A regular member is one who is actively involved in work activities involving patient handling and movement, or one who has an interest in safe patient handling and movement.

##### B. Student member:

A student member is an individual registered and enrolled at an accredited institution of higher learning and not eligible for regular membership.

##### C. Honorary lifetime member:

An honorary lifetime member is an individual who has shown outstanding achievements in the field of safe patient handling and movement.

##### D. Organizational affiliate:

An organizational affiliate is a healthcare facility/organization, business, college, school; federal, state and local government organization; professional and non-professional association who is actively interested/engaged in safe patient handling and movement, or who wishes to support the mission of the Association.

#### Section 7.3. Regular, Student, and Lifetime Membership Privileges and Obligations.

A. Regular membership of the AASPHM is defined as an individual who has the rights and privileges of membership as a result of their AASPHM membership.

1. Regular members shall have the following membership privileges:

- a) Voting privileges for the offices of AASPHM Directors;
- b) Eligibility to serve on any committee;
- c) Eligibility to be nominated as an officer or director;
- d) May attend open Board of Director meetings, and other open meetings of the AASPHM;
- e) Will receive regular AASPHM communications;
- f) May put forward agenda items for the next Board meeting for consideration; and
- g) Will receive discounts on educational activities provided by the association.

2. Regular members shall have membership obligations, and will:

- a) Pay dues to maintain their status as an active member of the AASPHM;
- b) Abide by the AASPHM Bylaws; and
- c) Abide by the AASPHM code of ethics and professional practice guidelines.

B. Student member of the AASPHM is defined as an individual registered and enrolled at an accredited institution of higher learning and not eligible for regular membership.

1. Student members shall have the following membership privileges:

- a) Eligibility to serve on any committee;
- b) May attend open Board of Director meetings, and other open meetings of the AASPHM;
- c) Will receive regular AASPHM communications;
- d) Will receive discounts on educational activities provided by the association; and
- e) May perform voluntary work for the Association.

2. Student members shall have the following membership obligations:

- a) Pay dues to maintain their status as an active member of the AASPHM;
- b) Abide by the AASPHM Bylaws; and
- c) Abide by the AASPHM Code of Ethics and professional practice guidelines.

C. Honorary lifetime membership is awarded by the Board of Directors of the AASPHM, in recognition of achievements in the field of safe patient handling and movement. They may be nominated to the board for consideration by any member of the association.

#### Section 7.4. Organizational Affiliate Membership.

##### A. Composition.

Organizational affiliates are defined as organizations that have been granted organizational affiliate status by the AASPHM by the Board of Directors. These may include: healthcare organizations, educational institutions, equipment manufacturers, and other related businesses.

##### B. Qualifications.

Organizational affiliates shall meet the criteria established by the Board of Directors and shall:

1. Maintain a mission and purpose in keeping with the vision and purpose of the AASPHM;
2. Have bylaws that do not conflict with AASPHM bylaws; and
3. Pay an annual fee as established by the Board of Directors.

##### C. Privileges and Obligations.

1. Each organizational affiliate shall have the privileges of:

- a. Access to all website materials, publications and networking opportunities;
- b. May apply for “recognition of excellence” status by the AASPHM board of Directors;
- c. Regular AASPHM communications; and
- d. Discounts on AASPHM conferences and educational sessions

2. Each organizational affiliate will have the following obligations, and agree to:

- a. Abide by the AASPHM bylaws;
- b. Abide by the AASPHM code of ethics and professional practice guidelines;
- c. Maintain standards of practice that represent the professionalism and expectations of the AASPHM; and
- d. Pay their dues as established by the Board of Directors.

#### 7.7. Membership Applications and Dues:

A. Membership applications will be accepted and approved in accordance with AASPHM policy.

B. Membership shall be a period of twelve (12) consecutive months from the time of application for membership status.

C. Membership dues may only be changed by the Association’s Board of Directors.

### ARTICLE VIII

#### AMENDMENTS

##### Section 8.1. Bylaws.

The Bylaws to the association may be amended or revised by the Board of Directors vote of two thirds



under the provision that effective at the 2014 annual meeting, the BOD vote will transition bylaw amendment voting and adoption to Bylaw Amendment must passes by two thirds of the responding membership via electronic voting secured by membership access and a previous notice of proposed amendment

Last reviewed February 9th 2012