



## **BYLAWS**

AS ENACTED August 11, 2018

### **ARTICLE I. NAME**

The name of the organization shall be the International Health Facility Diversion Association, (IHFDA). IHFDA is a non-profit, 501C-3 organization, incorporated on the fifth day of October 2015, pursuant to the laws set forth in the State of Ohio.

### **ARTICLE II. OBJECTIVE**

IHFDA is devoted to protecting patients, staff, and facilities from the harm associated with drug diversion by healthcare personnel through education and collaboration.

### **ARTICLE III. MEMBERS**

#### **Section A. ELIGIBILITY**

Any person is eligible for membership in IHFDA and attendance at any IHFDA function if their employment or non-profit involvement encompasses any part of the problem of institutional drug diversion. This includes, but not limited to, employment at any healthcare facility, law enforcement agency, or regulatory entity whose job is to reduce the presence of the diversion of medications within healthcare facilities.

#### **Section B. APPLICATION**

Application for membership (new or renewal) shall be submitted to national IHFDA. The application is for membership in IHFDA and is subject to approval by the Executive Board.

#### **Section C. DUES**

Dues for membership shall be payable to "IHFDA" at the time of the application or before the expiration date of the current year. That amount will be set by the Executive Board.

#### **Section D. TENURE**

Membership shall run for one year from the date of payment or attendance at a training conference in which membership was included in the fee for the training conference.

#### **Section E. LIFETIME MEMBER**

Lifetime membership in IHFDA is open to all members who are retiring and have provided exceptional service to the organization. Life member status will be by nomination and approval of the Executive Board.

#### Section F. REVOCATION OF MEMBERSHIP

The Executive Board reserves the right to revoke the membership of an individual that has undermined or compromised the principles, objectives, or reputation of IHFDA. A majority vote of the Executive Board is required to revoke the membership of an individual.

### **ARTICLE IV. MEETINGS**

#### Section A. ANNUAL MEETING

The annual training conference shall be held at least once per year at such time and place as shall be set by the Executive Board for education, training, and networking of its members.

#### Section B. SPECIAL MEETINGS

Special meetings may be called at any time by the President, any two (2) members of the Executive Board, or by written petition signed by not fewer than 25 of the members and filed with the Secretary.

#### Section C. NOTICE OF MEETINGS

Written notice stating the place, day, and time of any meeting shall be emailed to the membership, in a timely manner, not less than five days before the date of such meeting.

#### Section D. QUORUM

At any meeting of the membership, five (5) percent or more members present shall constitute a quorum.

#### Section E. VOTING

Each member in good standing shall have one (1) vote, subject to any restrictions contained in the Articles of Incorporation or elsewhere in the bylaws.

### **ARTICLE V. OFFICERS**

#### Section A. OFFICERS

The officers of the organization shall consist of a President, Executive Director, Vice President, Secretary, Treasurer, Operations Director, and Creative Director. These officers make up the Executive Board. Each officer shall hold office for a term of four (4) years or until their respective successor is elected. The term shall begin the first day of January following the national annual

training conference. The Executive Board, by a majority vote, may select an acting officer to temporarily perform the duties of any of the officers, when an elected officer is temporarily unavailable, subject to the limits imposed by the Executive Board.

#### Section B. PRESIDENT

The President shall chair all meetings of the membership and the Executive Board and shall have the power to appoint chairs of committees. The President may sign any contracts, or other such documents which the Executive Board has authorized. In general, the President shall perform all duties as may be assigned by the Executive Board.

#### Section C. EXECUTIVE DIRECTOR

The Executive Director and the President shall work together in making the day to day decisions of IHFDA.

#### Section D. VICE PRESIDENT

The Vice President shall perform the duties and functions as the President and/or Executive Director as the Executive Board may assign. The Vice President shall perform the duties and exercise the functions of the President or Executive Director in their absence or disability.

#### Section E. SECRETARY

The Secretary is responsible for keeping the minutes of all the meetings of the membership or the Executive Board; for all official correspondence and notices of the organization in accordance with the provisions of these bylaws; and other such duties as may be assigned by the President, Executive Director, or the Executive Board.

#### Section F. TREASURER

The Treasurer shall be responsible for and have charge and custody of all funds, securities, and contracts of the organization; receive and give receipts for money due and payable to the organization; deposit all such monies in the name of the organization in an insured depository; prepare financial reports and a year-end report, or as requested by the Executive Board; keep a current roster of the addresses of the members of the organization; and such other duties as may be assigned by the President, Executive Director or the Executive Board.

#### Section G. OPERATIONS DIRECTOR

The Operations Director will be responsible for coordinating all activities authorized by the Board of Directors. This will include being involved in the annual conference, regional trainings, and any other event authorized by the Executive Board.

## Section H. CREATIVE DIRECTOR

The Creative Director will be responsible for the development of ideas and policies that will allow IHFDA to be current in all facets of healthcare facility diversion issues. His/her development of these policies will be brought to the Board for approval.

## Section I. PAST PRESIDENT

The Past President shall serve an indefinite term following his/her term in office as a non-voting member of the Executive Board. The Past President's term would end when the succeeding President has ceased his/her term. The purpose of the Past President is to provide continuity to IHFDA by utilizing the knowledge and experience of the Past President.

## Section J. NOMINATION AND ELECTION

The members of the organization shall elect the officers of the organization every four years. Only members who have been members in good standing for a minimum of one year are eligible as nominees to the Executive Board. A member shall be nominated for office by another member in good standing or can nominate themselves.

Members will be notified in each election year, indicating the opening and closing dates of the nomination process. Election of officers will take place electronically prior to the annual training conference. If none of the offices are contested, the election will take place at the annual training conference.

Each person who is presently a member and a member during the previous calendar year shall be eligible to vote in the election of officers.

The President shall appoint an election committee. The Treasurer shall supply the committee with a list of members in good standing, eligible to vote. The election committee will conduct the election in such a manner as to protect the integrity and confidentiality of the election.

## ARTICLE VII. EXECUTIVE BOARD

### Section A. CONSIST

The Executive Board shall consist of the officers of the Organization, and the Immediate Past President. Each member of the Executive Board must be a member in good standing in the organization.

The Executive Board shall meet during the annual conference, and whenever deemed necessary by the President and/or two members of the Board. Meetings may consist of face to face or conference call at the pleasure of the Board.

## Section B. FUNCTION

The Executive Board shall have the authority and the responsibility to direct and manage all affairs of the organization not expressly precluded by the bylaws.

## Section C. ANNUAL MEETING

The Executive Board shall deem the time and location of the annual meeting.

## Section H. VACANCIES

Any vacancy occurring in the Executive Board, by reason of death, resignation, removal, or other cause shall be filled by a majority vote of the Executive Board. A person elected by the Executive Board shall be elected for the unexpired term of the office.

## Section I. REMOVAL

Any officer, elected or appointed, may be removed by the Executive Board whenever, in its judgment, the best interest of the organization would be served. Such removal will be initiated by any member of the Executive Board, but must have the approval of the Executive Board by a majority vote. Such removal shall be without prejudice. An officer may not vote on his/her own removal, but may speak on his/her own behalf.

## Section J. COMMITTEES

The President may pass a resolution to designate one (1) or more committees with one or more Executive Board members each. Members of the organization may be designated to serve on such committees. These committees serve at the pleasure of the President and Executive Board and report directly to the President.

## **ARTICLE VI. RULES OF PROCEDURE**

When not otherwise provided by the bylaws, the business of the organization shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

## **ARTICLE VII. MISCELLANEOUS PROVISIONS**

### Section A. FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January each year and end of the last day of December.

### Section B. FINANCIAL AUDIT

The financial records of IHFDA shall be examined and/or audited every two years, and/or whenever the current treasurer leaves office. The Executive Board shall appoint an independent accounting firm to conduct this examination and/or audit.