

# Reference Guide For GHA-Affiliated Societies



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# OVERVIEW

## About Georgia Hospital Association

Georgia Hospital Association ("GHA") is a nonprofit trade association comprised of member health systems, hospitals and individuals in administrative and decision-making positions within those institutions. Founded in 1929, GHA serves over 170 hospitals in Georgia. Its purpose is to promote the health and welfare of the public through the development of better hospital care for all of Georgia's citizens. GHA's members are committed to improving institutional health care services and, in turn, patient care. GHA serves as the leading advocate for its members, and provides information and education on issues ranging from access to health care and clinical care updates, to effective hospital management and compliance with high-level accreditation standards. From its headquarters near Atlanta, GHA represents its members to Congress and the Georgia General Assembly, and before federal and state regulatory agencies.

GHA is governed by a board of trustees that includes hospital and health system CEOs and trustees from Georgia's urban, rural, not-for-profit, investor owned, private and public hospitals. GHA's board also includes delegates/alternate delegates to the American Hospital Association ("AHA"), of which GHA is an allied member.

## GHA-Affiliated Societies

The GHA-Affiliated Societies listed below are personal membership groups of GHA, each comprised of individuals in a specific profession who are employed by GHA member health systems and hospitals, or by other facilities/organizations which are governed, owned, or controlled by such health systems and hospitals.<sup>1</sup>

- Georgia Association for Development Professionals (GADP)
- Georgia Association for Healthcare Facility Managers (GAHFM)\*
- Georgia Organization of Nurse Leaders (GONL)\*
- Georgia Society for Healthcare Human Resources Administration (GSHHRA)
- Georgia Society for Healthcare Marketing and Public Relations (GSHMPR)\*
- Georgia Society for Managed Care (GSMC)
- Georgia Society of Healthcare Compliance and Privacy Leaders (GSHCPL)
- Georgia Society for Volunteer and Retail Professionals (GSVRP)

GHA-Affiliated Societies support GHA's mission by fostering the professional development of its institutional members' workforce.

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<sup>1</sup> The Georgia Academy of Healthcare Attorneys (GAHA) is comprised of individuals who provide legal representation to GHA Members, including both in-house counsel and outside counsel. Given its unique membership, GAHA is not included in the list of GHA-Affiliated Societies for purposes of this Reference Guide.

## National Affiliations

GHA works with its affiliated societies to establish national affiliations when requested.

\*Societies with national affiliations.

## Advocacy Activities

GHA's highest priority is to effectively represent the interests of its institutional members by advocating on their behalf before the executive, legislative and judicial branches of the state and federal government, and other bodies as appropriate. GHA coordinates its federal advocacy initiatives with AHA and provides leadership in the Georgia General Assembly by supporting legislation beneficial to the hospital community and opposing legislation that is detrimental to it.

GHA-Affiliated Societies provide GHA the opportunity to solicit subject matter expertise from professionals employed by its institutional members in furtherance of these advocacy efforts. Society members may also serve as early issue identification resources, provide technical expertise and participate in GHA's grassroots advocacy initiatives. However, to achieve its desired results, GHA has strict rules regarding who may speak on its behalf. GHA's Board of Trustees, leadership team and government relations professionals work with members to carefully craft GHA's policy positions and related communications. Successful advocacy hinges on the ability of the hospital industry to speak with one voice and often requires consideration of political and other factors that may not be widely known. Therefore, as a condition of participation in GHA-Affiliated Societies, individual members must defer to GHA on all advocacy matters.

Legislative and regulatory issues of importance to societies must be addressed in concert with GHA's broader advocacy and legislative activities. While members of GHA-Affiliated Societies may advocate with government entities on their own behalf as individuals, they are not authorized to advocate with executive, legislative or judicial branches of government or with related agencies or boards as representatives of any GHA-Affiliated Society or of GHA without the prior written approval of a member of GHA's leadership team.

**Engaging in political, legislative or advocacy activities in the name of, or on behalf of, a GHA-Affiliated Society without prior written approval may result in immediate expulsion.**

## Benefits of Society Membership

### Networking, Professional Development and Educational Opportunities

Membership in GHA-Affiliated Societies offer valuable networking, professional development and educational opportunities. Through joining with other individuals in the same profession, all working in Georgia's healthcare industry, members develop collegial relationships with peers, share lessons

learned and best practices and explore issues of interest to the industry as a whole. GHA provides list-serve capabilities and membership rosters to facilitate communication and networking.<sup>2</sup>

Each society plans at least one educational conference a year with programs on topics of particular interest to its members. Annual membership meetings, during which leadership team elections take place, are held in conjunction with annual conferences. In addition, GHA offers educational programs throughout the year, including in-person meetings, webinars, e-learning programs and more.

## **Publications**

Leadership Teams for GHA-Affiliated Societies may prepare profession-specific publications, including newsletters, for distribution to their membership. However, prior to dissemination to the membership, all publications must be submitted to GHA for approval.

## **Websites/Social Media**

GHA creates web pages for societies on its website, [www.gha.org](http://www.gha.org), and coordinates with each society's leadership team to post approved resources and information for the society's members. However, the activities of society members with respect to websites and social media platforms may create legal exposure for GHA. For this reason, all social media accounts for GHA-Affiliated Societies must have an administrator assigned by GHA.

# **Society Operating Procedures and Organizational Structure**

## **Operating Procedures**

Operating Procedures for GHA-Affiliated Societies, incorporated into this Reference Guide and attached hereto as Appendix A, are designed to ensure the smooth operation of GHA-Affiliated Societies by addressing administrative and procedural issues, including, but not limited to, the following:

- Membership qualifications;
- Membership dues;
- Voting rights;
- Membership meetings and voting procedures;
- Leadership team composition, nomination and election process;
- Leadership team responsibilities;
- Leadership team meetings and voting procedures; and
- Committees.

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<sup>2</sup> GHA may restrict or prohibit list-serve offerings for any society if it determines the provision of such capabilities creates unacceptably high legal risks for GHA or its institutional members.

As explained more fully below, while this Reference Guide, including the Operating Procedures, is intended to provide guidance to members and potential members of GHA-Affiliated Societies, GHA's bylaws also apply, and in the event there is any conflict between these documents, GHA's bylaws will control.

## **Organizational Structure**

GHA-Affiliated Societies are personal membership groups organized and operated under GHA's nonprofit corporate umbrella. While GHA is a nonprofit corporation governed by the provisions of the Georgia Nonprofit Corporation Code, GHA-Affiliated Societies are not separate legal entities. Similar to GHA committees, GHA-Affiliated Societies function as components or constituents of GHA. While societies have leaders elected by their respective membership, similar to committee chairs and co-chairs these leadership teams are not legal, governing bodies of corporate entities. GHA's articles of incorporation and bylaws apply to the activities of GHA-Affiliated Societies, and GHA's Board of Trustees is ultimately responsible for their governance. As components of GHA, societies' annual meetings and conferences are covered under GHA's general commercial liability insurance, subject to applicable terms and conditions. However, society leaders are not covered under GHA's Directors and Officers Liability insurance policy, which applies only to GHA's governing body and those of its subsidiary corporate entities.

Because GHA-Affiliated Societies are components of GHA and are not separate legal entities, only GHA has the authority to assume legal or financial obligations on behalf of GHA-Affiliated Societies, and individual members of societies are prohibited from taking any such action in the name of, or on behalf of, the societies, including but not limited to the following:

- Opening bank accounts;
- Entering into contractual relationships or other legal arrangements, including hotel and speaker contracts for meetings and affiliation agreements with national organizations of a similar purpose;
- Engaging in litigation or any other legal, quasi-legal or judicial process;
- Committing to expend or expending funds<sup>3</sup>;
- Filing federal or state tax documents or incorporation documents with the Georgia Secretary of State;
- Hiring employees or independent contractors, whether part-time or full-time;
- Buying insurance; or
- Renting or leasing residential or business realty.

To ensure leadership team members of GHA-Affiliated Societies are aware of these prohibitions and understand that societies are components of GHA rather than separate legal entities, each leadership

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<sup>3</sup> Any expenditure made by a society member on behalf of a society without the express written approval from GHA is the sole responsibility of such individual.

team member will be asked to sign a Leadership Team Member Acknowledgement and Affirmation Form, incorporated into this Reference Guide and attached hereto as Appendix B.

## Minimum Requirements for Society Designation

As described more fully below, GHA provides many services to support the activities of GHA-Affiliated Societies and undertakes numerous legal obligations on their behalf, many related to annual conferences and membership meetings. For example, GHA assumes all contractual obligations to pay hotels, speakers and other conference and membership meeting fees well in advance of event dates, and GHA's Director of Affiliated Societies ("the GHA Liaison") provides conference and membership meeting logistics and management support services. However, each society's leadership team is responsible for many of the activities required to ensure successful conferences and membership meetings. GHA relies on the societies' leadership teams to recruit and maintain society membership, plan annual conferences, identify and confirm conference speakers, identify conference sponsors and confirm their donations. Simply put, societies must have both active leaders and engaged members in order to properly function. When a society is unable to perform certain essential functions, the GHA Liaison and other GHA staff must expend disproportionate time and resources to meet the legal obligations GHA has assumed on the society's behalf, to the detriment of other GHA-Affiliated Societies.

In order for GHA to maintain high quality support services for all GHA-Affiliated Societies and to ensure proper stewardship of limited financial resources, each society must satisfy the following minimum requirements consistently over time in order to retain designation as a GHA-Affiliated Society:

- The Society has an active leadership team elected by the society's membership, which includes, at a minimum, the following three executive committee members: a chairperson, a co-chairperson and a secretary;
- The Society's leadership team meets to plan the annual conference(s) and ensures the secretary, or in the secretary's absence another designated leadership team member, takes meeting minutes for all such meetings, whether in-person or by phone, that reflect all decisions made during the meeting(s) and provides the minutes to the GHA Liaison in a timely manner;
- The Society's leadership team independently implements the annual conference planning decisions made during its planning meeting(s), including finalizing agenda topics, confirming speakers, identifying sponsors and confirming donations;
- The Society has at least thirty (30) dues paying members by the annual membership meeting date; and
- The Society has at least twenty (20) members and/or potential members in attendance at the annual membership meeting.

Following each society's annual membership meeting, GHA's President will notify the society's leadership team if the society has not satisfied one or more of the minimum requirements for the year. While the views and wishes of the society's leaders and members will be taken into consideration, GHA will take whatever action it reasonably determines is in the best interest of the society, GHA and other GHA-Affiliated Societies, up to and including disbanding the society.

In addition, GHA may also disband or place restrictions on any GHA-Affiliated Society it reasonably determines is no longer furthering GHA's mission to support its institutional members, even when the society is satisfying all of the minimum requirements listed above.

## **GHA SUPPORT**

### **Support Staff**

While many GHA employees provide support services for GHA-Affiliated Societies, the names and contact information for the GHA Liaison and other dedicated staff member are listed below:



### **Kati Hyland**

*Director, Affiliated Societies*

770-249-4555

khyland@gha.org



### **Carley Elsberry**

*Membership Coordinator and Graphic Illustrator*

(770) 249-4543

celsberry@gha.org



## Support Services

GHA provides extensive services to support GHA-Affiliated Societies, including but not limited to, the following:

- Membership Application Processing;
- Membership Dues Invoicing and Collection;
- Membership Database Maintenance;
- Projected and Reconciled Annual Budget Preparation<sup>4</sup>;
- Financial Records Management and Audits;
- General Commercial Liability Insurance Coverage;
- Conference Sponsor Payment Processing;
- Conference Promotion through GHA's Distribution Portals;
- Conference Materials Posting and/or Distribution, including speaker bios and handouts<sup>5</sup>;
- Annual Conference Logistics and Management, including but not limited to contract negotiation with hotels & speakers; meal and A/V selection; pre-conference and on-site registration and payment processing, post-meeting evaluations and expense reimbursements for speakers and meeting expense reconciliation;
- Arrangements for plaques, certificates, gifts and honorariums;
- CEU Application Submission<sup>6</sup>; and Webpage Postings and Management

In addition, the GHA Liaison attends one (1) annual leadership team meeting for each society. Either the GHA Liaison or another designated GHA representative will make every effort to attend additional leadership team meetings, not to exceed one (1) meeting per quarter. However, the GHA Liaison is not responsible for scheduling leadership team meetings, notifying leadership team members of meeting dates or taking meeting minutes. Each society's leadership team is responsible for ensuring the secretary, or in the secretary's absence another designated team member, notifies the leadership team members of scheduled meetings, takes minutes of leadership team meetings that memorialize all decisions made and votes taken and distributes the minutes to the leadership team and to the GHA Liaison.

## SOCIETY FINANCING

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<sup>4</sup> Each society's leadership team may request, in writing, a copy of the projected annual budget prior to the annual conference(s) and of the reconciled annual budget afterwards.

<sup>5</sup> Each society's leadership team is responsible for ensuring speakers submit presentation materials and bios to the GHA Liaison in a timely fashion in advance of conference dates.

<sup>6</sup> It is the responsibility of each society's leadership team to designate a team member, such as a program chairperson, to notify the GHA Liaison in advance of the conference if any CEUs should be requested and to work with the GHA Liaison to obtain, prepare and submit any necessary documentation to receive CEU credits. GHA will not request credit hours after a conference program has taken place.



## **Dues and Assessments**

GHA establishes annual dues and assessments for members of GHA-Affiliated Societies to help offset GHA's costs for the services provided to GHA-Affiliated Societies. Membership dues paid by GHA's institutional members cover GHA's remaining costs not covered by society dues and assessments.

## **Sponsorship Programs**

GHA encourages GHA-Affiliated Societies to create sponsorship programs to help pay annual conference and membership meeting expenses. GHA reserves the right to prohibit specific individuals or companies, such as those with interests adverse to GHA's or to GHA's institutional members, from sponsoring a society. GHA may also limit the number of individuals or companies that may sponsor a particular event. Please note that society sponsorships are separate and independent of GHA's sponsorship program.

When identifying sponsors and sponsorship levels, it is not permissible to use or allow potential sponsors to use GHA's logo without express written permission from GHA. Society members and leaders are expected to avoid any actual or perceived impropriety when establishing and operationalizing sponsorship programs. All donations and gifts provided by sponsors, including promotional items, should be provided directly to the GHA Liaison rather than to a society member.

## **Annual Budgets**

GHA-Affiliated Societies do not have their own funds or bank accounts. GHA incurs all financial obligations and receives all revenues and donations related to the activities of GHA-Affiliated Societies. However, the GHA Liaison prepares a projected annual calendar year budget for each society that reflects anticipated revenues and expenses. Each society's leadership team is expected to make a good faith effort to stay within the parameters of the society's projected budget when planning the society's annual conference and other activities. Following each society's annual conference, the GHA Liaison reconciles the projected budget to reflect actual revenues and expenditures.

GHA may refuse any requested expenditure it deems inappropriate or inconsistent with GHA's purpose or mission, and will take reasonable measures to ensure annual expenditures for each society's activities do not exceed allocated revenues.

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<sup>i</sup> Version as of 12.04..2018