

Operating Guidelines of the Center Directors' Constituency Group of the National AHEC Organization

I. Mission

Purpose

The National AHEC Center Director's Constituency Group shall support the professional development of all NAO Center Directors. The CDCG shall be committed to providing a forum and network for sharing and discussion and resources to facilitate and address the unique challenges faced by center directors, as well as assist center directors in the development and enhancement of their programs and centers.

Assess issues and concerns at the national, state and community level that affects the future of the AHEC program

As part of the NAO, develop, implement and evaluate legislative strategies for the national AHEC program and to facilitate the mission and goals of the NAO

Develop, implement and evaluate effective, timely and appropriate mechanisms of communication to distribute information of service and interest to AHEC Center Directors

Develop, implement and evaluate effective means of communication to distribute information regarding the national AHEC program nationally, regionally and, when appropriate, on a local basis and improve communications between center directors and legislators, program directors, and federal agencies, especially the federal AHEC office

Develop, implement and evaluate an effective process for engaging the CDCG in meaningful dialogue that will result in a shared vision for the CDCG and the NAO

Develop, implement and evaluate membership services designed to assist and promote the efficient and effective administrative, fiscal and programmatic management of AHEC Centers

Goals

II. Membership

The membership shall consist of AHEC Center Directors whose Centers hold membership in good standing with the National AHEC Organization.

Annual NAO dues shall be determined by the NAO Board of Directors.

Dues shall be paid and an AHEC Center's membership shall be in good standing with the National AHEC Organization in order for its Center Director to vote, hold office or serve on any CDCG or NAO Committee, and or to receive communications and other CDCG resources and membership benefits

Eligibility

Each AHEC Center Director whose Center holds membership in good standing with the National AHEC Organization shall eligible to vote. Only one vote may be cast per AHEC Center.

Voting Privileges

Frequency

The CDCG shall meet annually in conjunction with the National AHEC Workshops.

Notice

Notice of the meeting shall be prepared and distributed to all members at least 45 days in advance of the meeting.

Agenda

An agenda shall be prepared and distributed by the Chair of the CDCG at least 14 days prior to the meeting

Quorum

A Quorum shall consist of the number of Center Directors in good standing present.

Majority

A majority shall consist of a simple majority of the Center Directors present at the annual meeting. However, 2/3rds of the Center Directors present at the annual meeting shall be required for amendments to these Operating Guidelines of the CDCG.

Minutes

Minutes of the annual meeting shall be prepared and, upon conditional approval by the Steering Committee, shall be distributed by the CDCG Secretary within 30 days of the annual meeting. Members of the CDCG shall forward any correction or additions to the annual meeting minutes to the Secretary within 30 days of receipt of the minutes. The minutes will be reviewed and approved at the next annual meeting of the CDCG.

III. Governance

Leadership Group

The CDCG Leadership Group shall function as the governing body of the CDCG and is authorized to act on behalf of the CDCG in all NAO matters. The Leadership Group shall direct and oversee the activities and resources of the CDCG in accordance with these Operating Guidelines and the NAO Bylaws.

Frequency

The Leadership Group shall meet at least quarterly at a time and place agreed upon by the Leadership Group membership. One meeting shall be held at the National AHEC Workshop. Additional meetings, including meetings by conference call, may be called as deemed appropriate by the Chair and/or other members of the Leadership Group.

Notice

The Chair shall provide at least two weeks notice either personally, by telephone, mail or email prior to a regular Leadership Group meeting. Special meetings of the Leadership Group may be called by the Chair with (2) days' notice given to each Leadership Group member, either personally, by telephone, mail or email. Special meetings may be called by the Chair or Vice Chair in like manner and with notice on the written request of two members of the Leadership Group.

Agenda

The Chair shall develop and distribute an agenda prior to all Leadership Group meetings.

Quorum

A quorum shall consist of a simple majority of the Leadership Group.

Minutes

Minutes from all Leadership Group meetings shall be prepared and distributed to the Leadership Group members within 14 days of a meeting. The Secretary shall distribute the minutes to the Chair who in turn will distribute them to the Leadership Group for comments and corrections. The Chair shall distribute the minutes to the membership of the CDCG within 30 days of the meeting.

The minutes shall be reviewed and approved at the next meeting of the Leadership Group.

Meetings

Composition and Term

The Leadership Group shall consist of six members duly elected by the CDCG membership to serve staggered terms of three years.

Members are eligible to serve (2) three year terms unless as necessary to fulfill elected office.

Ex Officio members of the Leadership Group shall be any member of the CDCG serving on the NAO Board of Directors, the Editorial Board of the ***National AHEC Bulletin*** and other members as the Chair may deem appropriate with the approval of the Leadership Group.

The Leadership Group shall set the term of all ex officio members as deemed appropriate.

Ex Officio Members

Ex Officio members of the Leadership Group do not have voting privileges.

Elections shall be held annually by written ballot 60 days prior to the CDCG Annual Meeting. Responses (completed ballots) will be required within 14 days of the distribution of such notice. The votes shall be tabulated and results announced at least 14 days prior to the Annual Meeting.

Elections

Ballots shall be developed utilizing a “Call for Nominations” distributed and developed by the Chair of the Nominating Committee at least 90 days prior to the Annual Meeting. Nomination responses shall be required within 14 days of the distribution of such notice.

Officers shall be elected by the Leadership Group annually at a meeting held prior to the Annual Meeting.

The officers shall include a Chair, Vice Chair, and Secretary.

Officers

Officers shall serve a one year term and are eligible to serve a maximum of two consecutive terms.

Chair

The Chair shall be the principal officer of the CDCG and shall be authorized by the Leadership Group to represent the Leadership Group and/or the CDCG in conducting business.

The Chair shall be one of four CDCG representatives to the NAO Board of Directors.

The Chair shall preside at all meetings of the CDCG Leadership Group and the CDCG.

The incoming Chair will assume his/her responsibilities in the New Business section of the annual meeting of the CDCG.

The Chair shall serve as an ex officio member of all CDCG committees.

Officer Job Descriptions

The Chair shall ensure the integrity of the leadership process, including the effectiveness of all meetings and adherence to CDCG policy.

Vice Chair

The Vice Chair shall preside at all Leadership Group and Annual meetings of the CDCG in the absence or disability of the Chair. The Vice Chair shall assume all the duties and responsibilities of the Chair during such absence or disability.

The Vice Chair shall automatically be elected Chair at such time as the term of the Chair expires. If the Chair ceases to serve for any reason during his or her term, the Vice Chair shall succeed to the office of Chair and shall serve for the remainder of the former Chair's term. A Vice Chair shall be appointed by the Leadership Group.

Secretary

The Secretary shall issue all meeting notices of the CDCG in accordance with the Operating Guidelines of the CDCG.

The Secretary shall attend and record the minutes of all meetings of the CDCG and the Leadership Group. The Secretary shall distribute minutes of all CDCG Meetings to the CDCG membership within 30 days of all such meetings.

The Secretary shall be responsible for all books, records and papers of the CDCG, except those maintained by other officers.

In accordance with the NAO Bylaws, the CDCG shall have four elected representatives on the NAO Board of Directors.

The CDCG membership shall elect three members to serve as at-large representatives to NAO Board. The Chair of the CDCG Leadership Group shall also represent the CDCG on the NAO Board of Directors.

In the event a member of the Leadership Group or a CDCG representative to the NAO Board of Directors vacates his or her position or ceases to serve for any reason and there is more than six months remaining on the term of office, the vacancy shall be filled by an appointment of the majority of the remaining members of the Leadership Group, except in the case of the Chair.

A Leadership Group member shall automatically be removed from office upon failure to attend two or more consecutive meetings of the Leadership Group and such absences were without prior notification and for a legitimate reason.

Any officer may be removed from office by a 2/3rds vote of all of the Leadership Group whenever, in their judgment, the best interest of the CDCG will be served thereby.

**CDCG
Representatives
to the NAO
Board**

**Removal or
Vacancies**

A conflict exists whenever a member of the Leadership Group is associated in any manner with a business, firm, university, organization, facility or other entity which either directly or indirectly has entered into a contract with the CDCG, or whenever such firm may be a possible recipient of CDCG favors or expenditures for services or materials.

Conflict of Interest

Leadership Group members shall disclose all such business and personal affiliations annually in writing to the CDCG. No Leadership Group member shall vote on a matter in which the vote may constitute a conflict of interest.

These Operating Guidelines may be amended by a 2/3rds vote of the membership of the CDCG at any annual or special meeting providing that written notice shall be sent to all CDCG members by the Chair of the CDCG Leadership Group at least 30 days in advance. A full text of the proposed amendment or change shall be distributed to each member in good standing not less than 14 days prior to the meeting at which the proposed amendment or change is to be presented.

Operating Guidelines

Any matter for which there is not an applicable provision in the Standing Rules of the CDCG shall be governed by the following, in order of priority: the NAO Bylaws and the latest published edition of **Robert's Rules of Order**.

IV. Committees

The Leadership Group may authorize the establishment of Standing Committees as appropriate to the interest of the Association. Additionally, the CDCG will encourage and facilitate the participation of Center Directors on all NAO Committees.

Standing Committees

The Standing Committees of the CDCG shall include: the Nominating Committee

The Nominating Committee shall be responsible for the recruitment of qualified and willing members to serve on the CDCG Leadership Group and NAO Board.

The Nominating Committee shall be composed of a minimum of three members of the CDCG, appointed by the Chair of the CDCG Leadership Group with the approval of the Leadership Group.

The immediate Past Chair of the CDCG Leadership Group shall serve as Chair of the Nominating Committee.

No member of the Nominating Committee may be placed in nomination.

The Nominating Committee shall meet as needed to develop a slate.

Ballots will be developed utilizing a “Call for Nominations” distributed and developed by the Chair of the Nominating Committee 60 days prior to the Annual Meeting. Nomination responses will be required within 14 days of the distribution of such notice.

Nominating Committee

Duties of the Nominating Committee

The Nominating Committee shall maintain a record of the term of each member of the CDCG Leadership Group and CDCG representatives to the NAO Board (the Rotation Schedule).

The Nominating Committee shall distribute to the CDCG membership a request and criteria for nominations for the election of CDCG Leadership Group members and CDCG Board Representatives to the NAO Board.

The Nominating Committee shall review the nomination forms and ensure nominees are in compliance with the Standing Rules and are aware of the responsibilities and duties of the Leadership Group and the NAO Board.

The Nominating Committee shall present the slate of nominees to the general membership at least thirty (30) days prior to the annual conference. The votes shall be tabulated and results announced at least 14 days prior to the Annual Meeting.

The Chair of the CDCG Leadership Group with the approval of the Leadership Group shall establish working or ad hoc committees as needed to conduct the business of the CDCG.

**Ad Hoc
Committees**

Committee Chairs shall be appointed by the Leadership Group Chair with the approval of the Leadership Group.

Committee Chairs shall ensure the integrity of the leadership process, including the effectiveness of all committee meetings and adherence to CDCG policy.

The Chair of the Leadership Group shall serve as an ex officio member of all CDCG committees.

Chairs

Meetings

CDCG Committee meetings shall be held as deemed appropriate to conduct business and achieve the goals and objectives of the committee as defined by the Leadership Group