

BYLAWS COMMITTEE REPORT ON RESOLUTION 18-19
CONCLUSIONS

Resolution 18-19 in its current form cannot be submitted for consideration to the 2020 Convention. Should Resolution 18-19 be passed, the proposed new subparagraph “a.” to Rule 101 will directly contradict AHA Bylaws Article V, Section 3, Subparagraph a., (page 7 of the 2020 Handbook) which reads, in part,

Article V.
Corporate Powers
Section 3. Powers of the Board of Directors

Paragraph a. Annual Budget and Authority

The Board of Directors shall have final authority to approve the annual operating budget and shall have all power to take any action **not inconsistent with** law, with the Articles of Incorporation, the Bylaws, the Merger Agreement, or with **any duly enacted resolution of the Annual Convention...***(emphasis added)*

The powers of the BOD are limited, as described in the above referenced section. The proposed Resolution 18-19 giving the BOD the power to amend or rescind a duly enacted Resolution would be a direct violation of the corporate powers of the BOD as provided in the Bylaws. Any attempt by the BOD to amend or rescind a duly enacted resolution of the Annual Convention would violate the AHA Bylaws and would be a nullity.

The only manner in which the intent of this Resolution may be achieved is by a modification of Article V., Section 3.a. of the Bylaws. However, it is not the task of the Bylaws Committee to redraft the Resolution to achieve its intended purpose.