

UTAH ASSOCIATION OF HEALTHCARE QUALITY, INC. (UAHQ) BYLAWS

ARTICLE I - NAME

The name of this Association shall be Utah Association of Healthcare Quality, Inc. (UAHQ)

ARTICLE II - AUTHORITY

The Utah Association of Healthcare Quality, Inc. (UAHQ) shall operate under charter from the State of Utah and all of the provisions of its Bylaws together with all amendments thereto.

ARTICLE III - PURPOSE AND OBJECTIVES

MISSION STATEMENT:

UAHQ exists to support the growth and development of healthcare professionals by advancing the philosophy and practice of quality improvement in an effort to improve healthcare outcomes.

VISION:

UAHQ will be a leader in advancing healthcare quality professionals in the twenty-first century.

VALUES STATEMENT:

Our values incorporate quality improvement through quality planning, quality measurement, quality action.

Our Organizational Values are:

COMMITMENT:

Serving the needs of the members and partnering with other Utah organizations

LEADERSHIP:

Advocating quality healthcare and being proactive in the development of quality initiatives

EMPOWERMENT:

Encouraging personal, professional and organizational empowerment

INTEGRITY:

Balancing financial, ethical and outcome issues, being accountable for service provided

Section 1 This organization is not, nor shall it ever become, a trade union or collective bargaining agency.

Reviewed 4/25/07

Revised 10/17/2000; 8/6/2001; 8/30/2002; 10/20/05, 4/25/07, 10/25/07

Approved 11/9/2000; 11/12/2001; 11/10/05; 11/09/07

Section 2 This organization shall have no paid officers or directors.

ARTICLE IV - MEMBERSHIP

Section 1 Membership is open to all persons in two (2) categories: individual and honorary.
A. Individual: Individuals having an interest in health care quality. They are entitled to all membership privileges including the right to vote, hold office and council appointment.

B. Honorary: Members who have been judged by the UAHQ Board of Directors (Board) as having rendered outstanding service to UAHQ. They have membership privileges excluding the right to vote, hold office and council appointment.

Section 2 A membership in UAHQ is accomplished by filing a completed application, accompanied by the appropriate dues.

Section 3 UAHQ membership will not be denied because of race, religion, sex, national origin, handicap, or political affiliation.

ARTICLE V - DUES

Section 1 Annual membership dues are determined by majority vote of the members of the Board.

Section 2 Annual membership dues are due on the first day of the member's anniversary month.

ARTICLE VI - REPRESENTATIVES TO THE NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY'S (NAHQ) LEADERSHIP COUNCIL

Section 1

A. Each Affiliated State Association is entitled to select one (1) representative and one (1) alternate representative with concurrent membership in NAHQ and UAHQ.

B. UAHQ selects a number of individual(s) equal to the State's percentage of the total Association membership from the State, who reside within that State, and who are Members of the Association as members of the Leadership Council.

An equal number of alternates from each State are also selected.

- C. No individual may serve as a member of the Leadership Council simultaneously as both a member of the NAHQ Board of Directors and as an individual selected by UAHQ.
- D. Leadership Council members shall serve for a term of one (1) year and until their successors are selected and qualified. There is no limit to the number of terms that a Leadership Council member may serve.

Section 2

- A. The UAHQ President serves as a representative to the NAHQ Leadership Council. If UAHQ qualifies for more than one representative, the following individuals will serve in that capacity: president-elect; secretary; member at large.
- B. Additional representatives and alternates will be selected by the UAHQ Board as appropriate.

Section 3

The representatives may receive financial assistance for registration at the annual NAHQ meeting, in an amount to be determined by the Board.

ARTICLE VII - BOARD OF DIRECTORS

Section 1

The UAHQ Board of Directors (Board) consists of the officers and the appointed chairs of each standing council.

Section 2

The Board manages the affairs of UAHQ. Appointments by the president are subject to approval by a simple majority of the Board.

Section 3

The Board meets at least quarterly as designated by the president and approved by the Board. The meeting may be conducted by conference call or by other electronic methods. Special meetings of the Board may be called by the president or three (3) members of the Board. Each Board member will be given written, verbal or electronic media notice-of the time, place, and purpose of each meeting.

Section 4

A simple majority of Board members constitutes a quorum for the transaction of business. A vote by verbal, written, or electronic media may be taken when necessary.

Section 5

All Board meetings are open to members. If a member has a concern or an agenda item they want the Board to consider, the member is responsible to inform a Board member in written or electronic form, seven days prior to the meeting. The

member informs the Board member of the concern, and the Board member places the item on the agenda for the next meeting. The Board meeting times will be communicated to members who have submitted specific concerns or agenda items.

Section 6

- A. All Board Members are required to attend 75% of all Board meetings. The secretary will maintain attendance records and report attendance variances at each Board meeting.
- B. Any Board member may resign at any time by giving written notice to the president.
- C. The Board, by simple majority vote, may remove any appointed or elected member of the Board if it is deemed that said member is not fulfilling the duties of the office.
- D. The Board may call a special meeting for removal of appointed or elected officers deemed to not be fulfilling the duties of the office. Written notice of said meeting will be given to UAHQ membership. Simple majority vote by those Board members present will decide outcome.
- E. Procedures for filling subsequent vacancies are outlined in Article VIII, Section 3 B and G.

Section 7

No member of the Board may serve concurrently in more than one position on the Board.

Section 8

Contracts must be approved by a simple majority vote of the Board and signed by the President and the Treasurer.

Section 9

The Board supervises and directs the financial affairs of UAHQ including the following responsibilities:

- A. Receive budget recommendations from standing councils
- B. Coordinate and approve the budget
- C. Review financial reports regularly.
- D. Arrange for and review the annual audit of UAHQ finances.

ARTICLE VIII - OFFICERS

Section 1

Officers of UAHQ consist of a president-elect, president, immediate past president, secretary, treasurer, and member-at-large.

Section 2 The Secretary, Treasurer, and Member-At Large shall serve for a term of two (2) years. No person shall serve more than Two (2) consecutive terms in the same office.

A. The President-elect will be elected annually and must have previous experience serving on the UAHQ Board. In the event no qualified member desires to serve, the Board can vote to open the election to the general membership.

B. Elections for Secretary will be held on the even years.

C. Elections for Treasurer and Member-at Large will be held on the odd years.

D. Board members shall assume their duties beginning January 1.

Section 3 The duties of the officers are as follows:

A. The president performs all duties that are usual to this office. The president presides at all general meetings of UAHQ and the UAHQ Board of Directors, and serves as a representative to the NAHQ Leadership Council. The president provides an association status report, including actions of the NAHQ Leadership Council, during the UAHQ annual business meeting. The president appoints chairs of councils, subject to Board approval. The president is an ex-officio member of all standing councils.

B. The president-elect performs the duties of the president in the event of the president's temporary absence. The president-elect performs duties as assigned by the president and prepares for the duties of the office of president. In the event the president cannot fulfill his/her term of office, the president-elect completes the unexpired term of the president prior to beginning their own elected term. The president-elect is an ex-officio member of all councils, and must attend at least one meeting of each council during his or her term of office.

C. The immediate past president provides advice, continuity, and assists the president in serving as a mentor to the president-elect. The immediate past president serves as an ex-officio member of the Legal/Legislative Council.

D. The secretary issues notices of all meetings of the Board and ensures that minutes of meetings are kept. The secretary is custodian of all UAHQ records and files, and also archives one copy of each education program (agenda and handouts) sponsored by UAHQ as a permanent record and resource for members. The secretary performs other duties usual to this office and serves as an ex-officio member of the Communication Council.

- E. The treasurer is responsible for all monies belonging to UAHQ and for disbursement as authorized by the Board. The treasurer keeps accurate records of monies received and disbursed. The treasurer issues a financial statement, reports at each meeting of the Board, and reports annually to the membership. The treasurer performs other duties usual to the office.
- F. The member-at-large represents the UAHQ general membership as a member of the Board. The member-at-large seeks the ideas and opinions of the general membership through an annual assessment and reports the results to the Board. The member-at-large communicates specific education and development needs of the UAHQ general membership by serving as a voting member, but not chair, of the Education Council
- G. In the event of a vacancy in the secretary, treasurer or member-at-large offices, the president, within 30 days, names a successor to complete the term of office. The Board approves the nominee at the next regular meeting of the Board. Preference will be given to current council members. The Board will call a special election in the event of a vacancy in the president-elect.

ARTICLE IX - STANDING COUNCILS

Section 1 The Association has five standing councils: Membership Council, Communication Council, Legal/Legislative Council, and Education Council.

- A. Council Chairs will assume office on January 1.
- B. The chair prepares annual goals and a proposed budget for council activities, and submits this information to the Board for approval by the end of the first quarter of each year.
- C. The chair presents a summary of accomplishments, based upon pre-established goals, to members during the UAHQ annual business meeting.
- D. Each council will write policies and procedures as needed to further the functions of the council. These policies and procedures will be in accordance with the bylaws, and presented to the Board for approval.

Section 2

Membership Council.

The member-at-large represents the UAHQ general membership as a member of the Board. The member-at-large seeks the ideas and opinions of the general membership through an annual assessment and reports the results to the Board. The member-at-large communicates specific education and

development needs of the UAHQ general membership by serving as a voting member, but not chair, of the Education Council.

- 1) The purpose of the Membership Council is to promote diverse membership in UAHQ facilitate member satisfaction, seek input from members, and work with other councils to respond to members' assessed needs.
- 2) The Membership Council consists of the Member-at-Large as Chair and as many members as deemed necessary by the Chair.
- 3) Responsibilities of the Membership Council:
 - a. Recruit and retain UAHQ members
 - b. Maintain a current and historical membership list
 - c. Submit a complete list of UAHQ members to the president by February 1st.
 - d. Determine member needs on an annual basis.
 - e. Assess member needs and report to the board annually.
 - f. Act as the Nominating Committee for the annual UAHQ election of officers by enlisting candidates, preparing and distributing ballots, counting returned ballots, and reporting results to the Board.

B Legal/Legislative Council

- 1) The purpose of the Legal/Legislative Council is to ensure that UAHQ is conducting business consistent with approved bylaws, and communicate legislative activities which impact the quality of healthcare in Utah to members.
- 2) The Legal/Legislative Council consists of a chair and as many members as deemed necessary by the chair.
- 3) Responsibilities of the Legal/Legislative Council:
 - a. Annually review the UAHQ bylaws, determine that the Bylaws reflect current practice, and make recommendations for changes to the Board.
 - b. May organize members to write or call representatives to express supporting or opposing views about pending legislation.

C Education Council

- 1) The purpose of the Education Council is to promote and provide appropriate educational opportunities for the healthcare quality professional.

- 2) The Education Council consists of a chair and as many members as deemed necessary by the chair.
- 3) Responsibilities of the Education Council:
 - a. Provide opportunities for educational growth
 - b. Maintain an expert skill list
 - c. Provide assistance for CPHQ certification
 - d. Offer additional professional expertise, and oversees academic and/or continuing education activities of the association
 - e. Organize the Brown Bags, assisting the presenters and making provisions for handouts for all presentations.
 - f. Prepare and report the results of evaluations for Brown Bag presentations to the Board at the next regular meeting.
 - g. Organize the annual education meeting, including arranging time and place, speakers, audiovisual equipment and handouts. Board members and members of other councils may also be recruited to assist in meeting preparation, on-site support, and follow-up.
 - h. Maintain documentation for eligible credits.

D. Communication Council

- 1) The purpose of the Communication Council is to keep membership informed of activities of UAHQ and related professional issues.
- 2) The Communication Council consists of a chair and as many members as deemed necessary by the chair.
- 3) Communication Council responsibilities:
 - a. Market UAHQ
 - b. Promote interest in activities of the organization
 - c. Communicate job opportunities to members
 - d. Provide a forum for members to share their thoughts, experiences and quality improvement results with their peers
 - e. Work with all of the councils to publicize quarterly council reports, planned educational events, legislative updates, recommended changes to bylaws, and fiduciary reports.
 - f. A member of the Communication Council with web expertise will be designated to work with the web master to provide up-to-date information for the UAHQ website.

ARTICLE X - SPECIAL COMMITTEES

- Section 1** The Board establishes special committees as needed. The Board establishes the functions of these committees which operate under the general direction and supervision of the Board. Time frames in which special committees operate are established by the Board and terminate at the end of the president's term of office. The time frames may be extended by a simple majority vote of the board.
- Section 2** The chairs of all special committees are appointed by the president, subject to Board approval.
- Section 3** The chair of each special committee reports action items at scheduled Board meetings.

ARTICLE XI - ELECTIONS

- Section 1** The Membership Council prepares a slate of candidates to run for elected office. Candidates must be current UAHQ members in good standing. A biographical sketch of each candidate's professional activities and services to UAHQ accompany each ballot.
- Section 2** Election of officers shall be by postal mail ballot or electronic media ballot. Ballots setting forth the slate of nominees shall be mailed or sent by electronic media, sixty (60) days in advance of annual meeting by the Membership Council, to each member eligible to vote. Ballots will be sent to each member's last recorded address. Completed ballots must be returned within thirty (30) days of the mailing or notification date.
- Section 3** The ballot itself is anonymous to members of the Board and the Nominating Committee. Voter eligibility must be verified before accepting a return ballot.
- Section 4** Each officer is elected by a simple majority of the votes cast. A tie vote will be decided by lot as determined by the Nominating Committee, with the approval of the Communication Council.

ARTICLE XII - MEETINGS

- Section 1** Regular Board meetings and special Board meetings are held as detailed in Article VII Sections 4. The membership is notified of regular and special Board meetings by means of the newsletter, website, written or electronic communication.

Section 2 An educational session is held at least four (4) times per year. An annual business meeting is held for the purpose of announcing newly elected and appointed Board members, providing a state of the association report to the membership. Notice of the annual meeting is by postal mail or electronic media to each member, at least sixty (60) days prior to the meeting.

Section 3 Councils and Special Committees meet as frequently as deemed necessary by the chair, or as directed by the Board.

ARTICLE XIII – BYLAWS

Section 1 Members may submit bylaws changes to the Legal/Legislative Council who then take proposals to the Board.

Section 2 The Board reviews recommendations of Legal/Legislative Council and, if approved, submits changes to members for modification of bylaws.

Section 3 The bylaws are modified and approved by a simple majority vote of those voting. At least ten (10) days notice is given to the membership of proposed changes prior to voting. Bylaws take effect immediately upon approval.

Section 4 A petition by a two thirds (2/3) majority of full membership may place changes in bylaws for vote

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the Utah Association of Healthcare Quality, the Board, after paying or making provision for the payment of all of the liabilities of UAHQ, shall dispose of all of the remaining assets of UAHQ pursuant to Utah Code 16-6a-1405.

ARTICLE XV

USE OF ELECTRONIC COMMUNICATION

Any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.