



# Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

## ARTICLE I - NAME

The name of this association shall be Utah Association of Healthcare Quality, Inc. (UAHQ). It is a not-for-profit organization.

## ARTICLE II - AUTHORITY

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

## ARTICLE III - PURPOSE AND OBJECTIVES

The purposes of the organization are to promote health care quality and support Utah professionals in health care quality across all health care delivery settings.

### MISSION:

To inspire, educate and empower health care quality professionals.

### VISION:

UAHQ will build leaders in health care quality within the communities served.

### VALUES:

UAHQ affirms the following core values:

- Integrity
- Excellence
- Community
- Empowerment
- Stewardship

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

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



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

### ARTICLE IV - MEMBERSHIP

- Section 1** Membership is open to persons in two (2) categories: individual and honorary.
- A. Individual: Persons having an interest in health care quality are eligible for individual membership. They are entitled to all membership privileges including the right to vote and hold office.
  - B. Honorary: Members judged as having rendered outstanding service to UAHQ by the UAHQ Board of Directors (Board) may be designated as Honorary Members. They have membership privileges excluding the right to vote and hold office.
- Section 2** Membership in UAHQ is accomplished by filing a completed application, accompanied by the appropriate dues, and keeping current with annual dues.
- Section 3** UAHQ memberships will not be denied because of race, color, religion, sex, national origin, age, disability, sexual orientation or political affiliation.

### ARTICLE V - DUES

- Section 1** Membership dues are determined by majority vote of the Board, including amounts assessed and renewal intervals.
- Section 2** Membership dues are assessed annually. The members of the Board determine the timing of dues, such as in conjunction with the annual conference.

### ARTICLE VI - BOARD OF DIRECTORS

- Section 1** The UAHQ Board of Directors (Board) consists of the officers and appointed representatives.
- Section 2** The Board manages the affairs of UAHQ. Appointments by the President are subject to approval by a simple majority vote 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



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

written, verbal, or electronic 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 means 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. Board meeting times will be communicated to members who have submitted specific concerns or agenda items.

**Section 6** Any board member may resign at any time by giving written notice to the President.

- A. 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.
- B. The Board may call a special meeting for removal of appointed or elected officers who are determined not 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 the outcome.
- C. Procedures for filling subsequent vacancies are outlined in Article VII, Section 3 D. In extenuating circumstances, the Board may determine alternative procedures to fill vacancies.

**Section 7** No member of the Board may serve concurrently in more than one elected position.

**Section 8** Contracts must be approved by a simple majority vote of the Board.

**Section 9** The Board supervises and directs the financial affairs of UAHQ including the following responsibilities:

- A. Develop and approve the budget;



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

- B. Review the financial report at least quarterly and provide a financial report annually to the membership;
- C. Arrange for and review the annual audit of UAHQ finances.

### ARTICLE VII - OFFICERS

- Section 1** The officers of UAHQ consist of a President-elect, President, Immediate Past President, Secretary, Treasurer and Member-at-Large.
- Section 2** The President-elect is elected annually and must have previous experience serving on the UAHQ Board. In the event no qualified member desires to serve, the Board may vote to open the candidacy to the general membership.
- A. The President-elect, upon completion of the one-year term of office, becomes the President for a one-year term, and subsequently the Immediate Past President for the third year.
  - B. In the event of a vacancy in the office of President-elect, the Board will call for a special election.
- Section 3** 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. Elections for Secretary are held on the even years, unless the Secretary has fulfilled the two-year term, or is unable to complete the term.
  - B. Elections for Treasurer and Member-at-Large are held on the odd years unless either officer has fulfilled the two-year term, or is unable to complete the term.
  - C. Board members assume their duties beginning January 1.
  - D. In the event of a vacancy in the office of Secretary, Treasurer, or Member-at-Large, the President names a successor within 90 days to complete the term of office. The Board approves the nominees during the regularly scheduled board meetings. The approved officer assumes their duties at the next scheduled board meeting.
- Section 4** The duties of the officers are as follows:



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

- A. The President performs all duties that are usual to the office. The President:
  - 1. Presides at all general meetings of UAHQ and the UAHQ Board of Directors;
  - 2. Provides an association status report during the annual business meeting;
  - 3. Makes appointments for additional board members subject to board approval;
  - 4. Fulfills the role of the Immediate Past President at the conclusion of his or her term.
  
- B. The President-elect:
  - 1. Performs the duties of the President in the event of the President's temporary absence;
  - 2. Performs duties as assigned by the President and prepares for the duties of the office of President;
  - 3. In the event the President cannot fulfill the full term of office, the President-elect completes the unexpired term of the President prior to beginning his or her own elected term.
  
- C. The Immediate Past President:
  - 1. Provides advice and continuity to the President and the Board;
  - 2. Assists the President in serving as a mentor to the President-elect;
  - 3. Performs other duties as assigned by the President.
  
- D. The Secretary performs all duties that are usual to the office. The Secretary:
  - 1. Provides communication/notices to the Board regarding scheduled board meetings and other business;
  - 2. Ensures that minutes are kept of all board meetings;
  - 3. Functions as custodian of UAHQ records and files during their term of office. Maintains records and files for designated time periods as



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

4. determined by the Board. Expired records and files are disposed of in a secure manner (e.g., shredding, deleting).
  5. Accepts additional duties as assigned by the President.
- E. The Treasurer performs all duties that are usual to the office. The Treasurer:
1. Is responsible for all monies belonging to UAHQ and for disbursement as authorized by the Board;
  2. Keeps accurate records of monies received and disbursed;
  3. Reviews financial reports at board meetings at least quarterly, and annually to the membership as a part of the annual business meeting;
  4. Coordinates an annual audit of financial records;
  5. Retains a historical membership list and submits updated membership list to the Board at designated intervals;
  6. Accepts additional duties as assigned by the President.
- F. The Member-at-Large represents the general membership of UAHQ on the Board. The Member-at-Large:
1. Seeks the ideas and needs of the general membership through an annual assessment and reports the results to the Board. This may include education and/or professional development needs;
  2. Works with the Board to coordinate nominations for the UAHQ Board positions. This may include enlisting candidates, preparing and distributing ballots, tabulating voting results, and communicating results to the Board;
  3. Accepts additional duties as assigned by the President.



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

### ARTICLE VIII – TASK LEADS

**Section 1** The Board may identify the need to designate task leads to perform the work of UAHQ. The task lead coordinates activities associated with key functions of UAHQ.

A. Communications Function

1. The purpose of the Communication function is to facilitate communication of UAHQ activities, items of general interest to the membership and related professional issues.
2. The Communication Task Lead encourages diverse membership in UAHQ, promotes member satisfaction, seeks input from members, and works with others to respond to members' assessed needs.
3. The Communications Task Lead engages as many members as deemed appropriate/necessary by the Board.
4. Accountabilities:
  - a. Recruit and retain UAHQ members;
  - b. Market UAHQ to members, healthcare organizations, and community entities;
  - c. Maintain a current calendar of events and promote interest in activities of the organization;
  - d. Distribute a newsletter at intervals deemed appropriate by the Board; the newsletter may include planned educational events, legislative updates, recommended changes to the bylaws and fiduciary reports.
  - e. Coordinate and maintain the UAHQ website by working with the webmaster and web design resources;
  - f. Support educational activities by communicating upcoming events and information to UAHQ members using a variety of means, e.g., electronic, hard copy.



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

### B. Legal / Legislative Function:

1. The purpose of the Legal/Legislative function is to ensure that UAHQ is conducting business consistent with approved bylaws, and to communicate legislative activities that influence the quality of health care in Utah to members.
2. The Legal/Legislative Task Lead engages as many members as deemed necessary by the Board.
3. Accountabilities:
  - a. Annual review of the UAHQ bylaws, establishing that the Bylaws reflect current practice, and making 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 Function

1. The purpose of the Education function is to promote and provide appropriate educational opportunities for healthcare quality professionals.
2. The Education Task Lead engages as many members as deemed necessary by the Board.
3. Accountabilities:
  - a. Provide opportunities for educational growth;
  - b. Provide-options to promote CPHQ certification, such as review courses sponsored by UAHQ, in accordance with certification standards;
  - c. Offer additional professional expertise, and oversee-academic and/or continuing education activities of the association;
  - d. Organize the educational sessions, assisting the presenters and making provisions for handouts for all presentations;





## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

- e. Prepare and report the results of evaluations for educational sessions to the Board at the next regular meeting;
- f. Organize the annual education meeting including arranging time and place, speakers, audiovisual equipment, and handouts; board members and others may be recruited to assist in meeting preparation, on-site support, and follow-up;
- g. Maintain documentation for eligible continuing education credits.

### ARTICLE IX - 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. Duration of special committee operation is established by the Board and terminates at the end of the President's term of office. The duration may be extended by a simple majority vote of the board.
- Section 2** The Task Lead of all special committees is appointed by the President, subject to Board approval.
- Section 3** The Task Lead of each special committee reports action items at scheduled Board meetings.

### ARTICLE X - ELECTIONS

- Section 1** The Member-at-Large, with support from the board, prepares a slate of candidates to run for elected office.
- A. Candidates must be current UAHQ members in good standing.
  - B. A biographical sketch of each candidate's professional activities and services to UAHQ accompanies each ballot.
  - C. The Member-at-Large or designee prepares and distributes ballots, counts returned ballots, and reports results to the Board.



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

**Section 2** Election of officers shall be by electronic ballot or by other means approved by the Board.

- A. Ballots setting forth the slate of nominees shall be sent by electronic or other means to each member's last recorded email or physical address. Completed ballots must be returned by the posted end date.
- B. If there are no nominated candidates 60 days in advance of the annual meeting, nominations will be taken until the annual meeting, and candidates will be elected by a majority vote of the membership at that time.
- C. The President may decide the method of voting including, but not limited to, electronic or printed ballot, show of hands, or verbal vote, e.g., all in favor, any opposed.
- D. Voter eligibility will be verified before accepting a return ballot or prior to conducting a show of hands or verbal vote. Voter eligibility will be performed by cross checking ballots with the membership list or, in the case of a vote during the annual meeting, with the registration list.
- E. If there are no candidates nominated for presentation at the annual meeting, nominations from the floor will be open.
  1. If there are multiple candidates nominated at that time, a ballot will be prepared as previously described.
  2. If a single candidate is nominated from the floor, the President may decide the method of voting as previously described.

**Section 3** The marked ballots are anonymous to members of the Board unless the ballot and vote are conducted by show of hands or verbal vote as outlined in Article X Section 2.

**Section 4** Each officer is elected by a simple majority of the votes cast. A tie vote is decided by lot as determined by the President with the approval of the Board.

### ARTICLE XI - MEETINGS

**Section 1** Regular meetings of the Board and special board meetings are held as detailed in Article VI Section 3. The membership is notified of regular and special board



## Utah Association of Health Care Quality, Inc. (UAHQ) Bylaws

meetings by means of the newsletter, website, written or electronic communication.

**Section 2** Educational sessions will be scheduled at intervals based on membership requests and recommendations from the Board.

**Section 3** An annual business meeting is held for the purpose of announcing newly elected and appointed board members, and providing a state of the association report to the membership. Notice of the annual meeting is by postal mail or electronic means to each member, at least sixty (60) days prior to the meeting.

### ARTICLE XII – BYLAWS

**Section 1** Members may propose changes to the bylaws in writing to the Board.

**Section 2** The Board reviews recommendations and, if approved, submits changes to members for modification to the bylaws.

**Section 3** The bylaws are modified and approved by a simple majority of the membership 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 the full membership may place changes in bylaws for vote.

### ARTICLE XIII - 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 XIV - 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. Any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.