



# 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). 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 the provisions of its bylaws together with all amendments thereto.

## ARTICLE III - PURPOSE AND OBJECTIVES

The purpose of the organization is to support Utah professionals in healthcare quality across all health care settings.

### VISION:

UAHQ provides services to build leaders in healthcare quality within the communities served.

### MISSION:

To inspire, educate, and empower healthcare quality professionals.

### 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.



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### ARTICLE IV - MEMBERSHIP

- Section 1** Membership is open to persons in two (2) categories: individual and honorary.
- A. Individual: Persons having an interest in healthcare 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 limited membership privileges as designated by the Board.

**Section 2** Membership in UAHQ is accomplished by filing a completed application, accompanied by the appropriate dues, and keeping current with annual membership renewal.

**Section 3** UAHQ membership will not be denied based on 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.

**Section 3** If a member fails to pay his or her dues, the member will be given reminders to encourage payment for ongoing membership. Should the member choose not to pay, membership will lapse along with the related benefits of membership. In the event the person decides to join UAHQ in the future, back dues will not be collected as a condition of rejoining the organization.

### ARTICLE VI - BOARD OF DIRECTORS

**Section 1** The UAHQ Board (the Board) consists of elected officers and appointed chairpersons. All elected and appointed Board members have voting rights.

**Section 2** Appointments for chairpersons should be recommended for consideration to the President. The President will consider recommendations requesting any information deemed important from the person making the



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recommendation, or from the person being recommended, to adequately ascertain the persons' qualifications to serve as a chairperson. The President will then make a recommendation to the Board for approval. Approval for a chairperson will be by a simple majority vote of the Board.

- Section 3** The Board manages the affairs of UAHQ. 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 notice of the time, place, and purpose of each meeting.
- Section 4** A simple majority of voting 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 UAHQ 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 (7) days prior to the meeting. The UAHQ member informs a 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 as 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.
- 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.



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- Section 9** The Board supervises and directs the financial affairs of UAHQ including the following responsibilities:
- A. Develop and approve an annual budget. 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** Officers of UAHQ are defined as those being elected to office by the general membership of UAHQ. These officers are necessary to preserve the oversight by, and accountability to, the members of UAHQ and include 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 as a board member or appointee. 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 in 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 in odd years unless either officer has fulfilled the two-year term or is unable to complete the term.
  - C. Officers assume their duties beginning January 1. Prior to assuming their duties new officers must be oriented to their role by their predecessor, the President, or her or his designee.



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- D. In the event of a vacancy in the office of Secretary, Treasurer, or Member-at-Large, the President recommends 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 but not before being oriented to their role by their predecessor, the President, or his or her designee.

### **Section 4** The duties of the officers are as follows:

- A. The President performs all duties that are usual to the office. The President:
  - 1. Presides at all general meetings, and meetings of the UAHQ Board ;
  - 2. Provides an association status report during the annual business meeting;
  - 3. Makes recommendations for appointments for board chairpersons subject to officer and other current board member's approval;
  - 4. Makes recommendations for other non-fiduciary, non-board appointees to carry out the business of the organization as needed, e.g., committee members;
  - 5. 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. Conducts an annual review of the UAHQ bylaws, in conjunction with the immediate past president, establishing that the Bylaws reflect current practice and are adequate to conduct the business of UAHQ, or makes recommendations for changes to the Board;
  - 3. Performs duties as assigned by the President and prepares for the duties of the office of President;
  - 4. 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:



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1. Provides advice and continuity to the President and the Board;
  2. Assists the President in serving as a mentor to the President-elect; including reviewing the UAHQ bylaws with the president-elect to establish that the bylaws reflect current practice and are adequate to conduct the business of UAHQ, or makes recommendations for changes to the Board;
  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 determined by the Board. Expired records and files are disposed of in a secure manner (e.g., shredding, deleting).
  4. Maintains documentation for eligible continuing education credits.
  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. Reports on membership dues submitted throughout the year.
  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:



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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 Officers. This may include enlisting candidates, preparing and distributing ballots, tabulating voting results, and communicating results to the Board;
3. Retains a historical membership list and submits an updated membership list to the Board at designated intervals;
4. Accepts additional duties as assigned by the President

### ARTICLE VIII – Board Chairpersons

**Section 1** Board Chairpersons are recommended by the President and approved for appointment by sitting members of the Board. The approved Chairperson assumes their duties at the next scheduled board meeting but not before being oriented to their role by their predecessor, the President, or his or her designee.

**Section 2** Board Chairpersons will serve for a minimum of one year but no longer than 3 years continuously in the same position with discussion to clarify ongoing service to take place in or before the January board meeting amongst board members.

**Section 3** Board Chairpersons are voting members of the board with a single exception that being to vote for reappointment for themselves.

A. Communications Chairperson:

1. The Communications Chairperson facilitates communication of UAHQ activities, items of general interest to the membership and related professional issues.
2. The Communication Chairperson 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 Chairperson engages as many members as deemed appropriate/necessary by the Board.
4. Accountabilities:
  - a. Recruits and retains UAHQ members;



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- b. Markets UAHQ to members, healthcare organizations, and community entities;
  - c. Maintains a current calendar of events and promotes interest in activities of the organization;
  - d. Distributes 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. Coordinates and maintains the UAHQ website and domain name by working with the webmaster and web design resources;
  - f. Supports educational activities by communicating upcoming events and information to UAHQ members using a variety of means (e.g., electronic, hard copy).
- B. Education Chairperson:
- 1. The Education Chairperson promotes and provides appropriate educational opportunities for healthcare quality professionals.
  - 2. The Education Chairperson facilitates discussion of education needs of the membership in Board meetings to keep education opportunities as a priority of the Board
  - 3. Accountabilities:
    - a. Facilitates opportunities for educational growth;
    - b. Facilitates options to promote CPHQ certification, such as review courses sponsored by UAHQ, in accordance with certification standards;
    - c. Offers additional professional expertise, and oversees academic and/or continuing education activities of the association;
    - d. Organizes the educational sessions, assisting the presenters and making provisions for handouts for all presentations





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- e. Prepares and reports the results of evaluations for educational sessions to the Board at the next regular meeting;
  - f. Facilitates education meetings with the support of the Board including arranging, or delegating for, time and place, speakers, audiovisual equipment, and handouts. The Education Chairperson may recruit other UAHQ members to assist in meeting planning and preparation, on-site support, and follow-up, or may request a Special Committee be established by the Board to do so;
- C. Legal / Legislative Chairperson:
- 1. The Legal/Legislative Chairperson helps ensure that UAHQ is conducting business consistent with approved bylaws, and monitors and communicates legislative activities that influence the quality of healthcare in Utah to members.
  - 2. The Legal/Legislative Chairperson may recruit other UAHQ members to assist in his or her monitoring and communicating of legislative activities functions, or may request a Special Committee be established by the Board to do so;
- Accountabilities:
- a. May organize members to write or call representatives to express supporting or opposing views about pending legislation.

### 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.



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### 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
- 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 means to each member's last recorded email. 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.



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**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 meetings by means of the newsletter, website, or 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 two thirds (2/3) majority of the full membership may place changes in bylaws for vote.



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### 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 the liabilities of UAHQ, shall dispose of all 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.

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Approved: 11/9/2000; 11/12/2001; 11/10/2005; 11/09/2007, 05/22/2012, 3/26/2017



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