

BYLAWS

OF THE

AMERICAN HEALTH QUALITY

ASSOCIATION

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BYLAWS OF THE AMERICAN HEALTH QUALITY ASSOCIATION

ARTICLE I - MISSION

The American Health Quality Association (hereinafter referred to as the Association) is an educational, not-for-profit national membership association dedicated to health care quality through community-based, independent quality evaluation and improvement programs.

ARTICLE II - MEMBERSHIP

Section 1. Classes of Membership

There shall be three classes of membership: (1) Institutional Members; (2) Associate Members; and (3) Individual Members.

Section 2. Institutional Members

- (a) Any organization dedicated to health care quality through community-based, independent quality evaluation and improvement programs may apply for Institutional Membership.
- (b) Any such organization that desires to become an Institutional Member of this Association shall make application to the President on the form furnished for such purposes. The Board shall review each application in accordance with written membership criteria established by the Board of Directors and provided to each applicant for Institutional Membership. Each application shall thereupon be voted on individually by the Board of Directors, and if approved, shall be reported by the Board to the Membership.
- (c) Any such organization which is an Institutional Member of the Association on December 30, 2008, shall be subject to all terms and conditions of these Bylaws, eligible to be an Institutional Member of the Association and shall not be required to file an application in accordance with the preceding paragraph unless the organization allows its Institutional Membership to lapse or has it revoked or suspended by the Board of Directors for any period.

Section 3. Associate Members

An organizational entity committed to advancing the objectives and policies of the Association shall be accorded Associate Membership upon application and subsequent approval by the Board of Directors, with such approval to be reported by the Board to the Membership.

Section 4. Individual Members

Any individual committed to advancing the objectives and policies of this Association shall be accorded Individual Membership upon application and subsequent approval by the Board of Directors, with such approval to be reported by the Board to the Membership.

Section 5. Fees and Assessments

- (a) Fees for Institutional, Associate and Individual Members shall be set by the Board of Directors with advice and consultation of the Finance Committee.
- (b) Institutional and Associate membership fees not paid within thirty (30) days of the due date on a fee payment invoice are considered delinquent. The Board of Directors shall assess interest, based on the current prime rate, on the unpaid portion of fees. All fees and interest must be paid within thirty days of the due date on the fee payment invoice or a Member shall forfeit all membership privileges and benefits, including the seating of its representatives at an annual meeting.
- (c) An Institutional or Associate Member delinquent in its fees may regain its membership privileges and benefits if it receives approval of a request that the Board establish a late payment schedule. Such request and the reasons therefore must be submitted in writing to the Treasurer by the date on which fee payment would otherwise be due. The Board shall consider the request at the next regular Board meeting.
- (d) Assessments may be levied for any cause against any class of membership but only with approval of a majority of the Board of Directors.

Section 6. Institutional Membership Caucuses

Institutional Members of the Association shall be grouped into four caucuses based on size categories to be specified by the Board of Directors. Each caucus shall elect an At-large member to the Board of Directors.

Section 7. Suspension and Expulsion

Any member that the Board of Directors determines, after a hearing, to be acting against the best interests of the Association, or obstructing the fulfillment of the purposes of the Association, shall have membership suspended for a specific period of time or terminated by action of the Board of Directors.

ARTICLE III - RIGHTS AND RESPONSIBILITIES OF MEMBERS

- (a) All members have the right to attend all open meetings of the Board of Directors, and Association committees.
- (b) All members have the right to speak, with permission of the chair or presiding officer, at Association committee meetings and meetings of the Board of Directors.

- (c) The Institutional Members shall elect the President-elect, and, acting through Institutional Membership Caucuses, four At-large Directors to the Board of Directors.
- (d) Each Institutional Member shall identify a representative who is authorized to cast the votes of that Institutional Member no later than 90 days prior to the first day of the Annual Meeting. In the absence of a timely designation, the chief executive officer of the Institutional Member shall be authorized to cast the votes allocated to that Member.
- (e) Each Institutional Member shall have voting strength allocated commensurate with its annual Institutional Membership fee. Voting strength allocated to an Institutional Member does not have to be voted en block, and may be split according to whatever proportion the Institutional Member deems necessary.
- (f) The voting allocation schedule shall be established by the Finance Committee and approved by the Board of Directors.
- (g) The time and manner of voting during the Annual Meeting shall be approved by the Board of Directors.

Section 3. Meetings of the Membership

- (a) Members of the Association shall convene annually to elect members of the Board of Directors, receive reports on the activities of the Association, and provide guidance to the staff and board members regarding issues of importance to the membership.
- (b) The presence of representatives of Institutional Members authorized to cast two-thirds of the total votes listed in the representative allocation schedule shall constitute a quorum.

ARTICLE IV- BOARD OF DIRECTORS

Section 1. Responsibilities

The Board of Directors is charged with establishing the objectives of the Association and ensuring the performance of the Executive Vice President.

Section 2. Composition

The Board of Directors shall be composed in the following manner:

- (a) One at-large Director from each Institutional Member caucus.
- (b) The President, President-elect, and the Immediate Past President.
- (c) The Board of Directors is authorized to establish two positions on the Board for Public Directors. These positions shall not be filled by any employee of an Institutional Member.
- (d) One Director elected at-large by Associate Members of the Association, provided the Association has at least seven Associate Members at the time of the annual meeting at which such election takes place.
- (e) No Institutional Member may have more than one representative serving on the Board of Directors simultaneously.

Section 3. Selection

- (a) At-large Directors shall be selected in the following manner:
- (1) At the Annual Meeting the representatives from each Institutional Member caucus shall elect an At-large Director from the representatives in their caucus to replace each At-large Director with an expiring term or to fill any vacant At-large Director position in that caucus.
 - (2) At the Annual Meeting the representatives from each Associate Member shall caucus to elect an At-large Director from the representatives in their caucus to replace each At-large Director with an expiring term or to fill any vacant At-large Director position in that caucus.
 - (3) At the Annual Meeting the Presiding Officer shall introduce candidates for At-large Director and request brief statements from each candidate.
 - (4) The date and time of the meeting of Quartile Caucuses shall be announced to the Institutional Membership no fewer than 30 days prior to the Annual Meeting.
 - (5) A quorum for a caucus shall consist of representatives authorized to cast two-thirds of the votes of Institutional Members in that size category.
 - (6) The Presiding Officer shall appoint a temporary chair for each caucus. The chair shall call the caucus to order, verify the presence of a quorum, and immediately report the results of the caucus At-large Director election to the Presiding Officer.
 - (7) In order to be elected, a candidate for At-large Director must receive a majority of the votes cast at the caucus. If candidates remain tied after the final ballot the election shall be determined by lot.
 - (8) In the event that no candidate receives a majority of votes, defined as at least 50% of the total votes cast plus one vote, there shall be run-off balloting between the top two vote recipients until one individual receives a majority of votes.
- (b) Prior to the Annual Meeting, the Immediate Past President shall:
- (1) Solicit--
 - (A) from the Institutional Membership at large names of candidates for the office of President-elect;
 - (B) from the Institutional Members in each caucus names of candidates for the At-large Director to be elected by their respective caucuses; and
 - (C) from the Associate Members names of candidates for the At-large director to be elected by the Associate Member caucus.
 - (2) Thirty (30) days or more in advance of the Annual Meeting notify all Institutional Member authorized representatives of the names of nominees.
- (c) The Presiding Officer at the opening session of the Annual Meeting shall call for additional nominations for At-large Directors and President-elect. Nominations for President-Elect may be offered only by an authorized representative of the Institutional Membership. Nominations of At-large Directors may be offered only by an authorized representative from within the caucus in which the director is to be elected.
- (d) Public Directors: Whenever it appears in the best interests of the Association, the Board of Directors is authorized to appoint a qualified individual to fill any open position of Public Director. The Board may establish criteria for appointment of Public Directors. Such criteria shall be made available to the Membership and to candidates for positions of Public Director.

Section 4. Terms

- (a) No director may serve more than six years consecutively on the Board. A hiatus of one full year between terms as a director shall be sufficient to permit an individual to serve up to another six consecutive years as a director. A director may serve additional years during term(s) in which the director is serving as a presidential officer of the Association.
- (b) At-large Directors shall serve a term of three years, and shall serve consecutively no more than two full terms.
- (c) After an At-large Director from a particular state has served six years consecutively, no representative from that state shall be eligible for election from that caucus to serve as At-large Director for one year.
- (d) When an Institutional Member is reclassified to a new Caucus, and that Member has a representative on the Board who was elected from the original Caucus and is eligible to continue serving out their term of office, (1) that individual shall be permitted to complete that term serving the Caucus by which s/he was elected to serve; (2) when that individual completes their term, if s/he is eligible for reelection, s/he may only run for election in the Caucus to which his/her organization has been newly reassigned, when that newly reassigned Caucus holds its next regularly scheduled election.

Section 5. Recall

A director may be removed from office by vote of two-thirds of the representatives in attendance at any duly constituted meeting of the Board of Directors.

Section 6. Vacancies

- (a) Vacancies occurring from any cause in the office of At-large Director may be filled by the Board of Directors by appointment of a representative of an Institutional Member from the appropriate Association caucus to serve until the next Annual Meeting, at which time an election shall be held to elect a director for the unexpired portion of the term. Time served by an individual in filling a vacancy shall not be counted towards the term limits established in Section 4.
- (b) Should a vacancy occur in the office of President for any reason, the President-elect shall automatically assume the Presidency, unless two-thirds of the remaining members of the Board of Directors votes to prevent the President-elect from assuming the office of President. If the Board takes such action, the President shall continue to serve until the next Annual Meeting, at which time a special election shall be held for the offices of President and President-elect. Nominees for presidential office in a special election may be offered at any time prior to the special election vote. Should the President and President-elect be simultaneously unable to serve, the Treasurer shall serve as President until the next Annual Meeting, at which time a special election shall be held for the offices of President and President-elect.
- (c) Should the office of President-elect be vacated, the Board shall select from its voting members a person to serve as President-elect until an election for President is held at the next Annual Meeting.

- (d) If the Board of Directors chooses to fill any vacant position of Public Director, it shall proceed in the same manner as for initial appointment of a Public Director. Time served by an individual in filling a vacancy shall not be counted towards the term limits established in Section 4.

Section 7. Fees and Compensation

Directors, members of committees, or official representatives of the Association shall not receive compensation for their services; however, reimbursement of expenses as may be determined by the Board of Directors is permitted.

Section 8. Meetings

- (a) All regular and special meetings of the Board of Directors shall be open to designated representatives of Institutional Members. Approved minutes of every regular meeting of the Board of Directors and synopses of special meetings or Executive Sessions of the board shall be sent to Institutional Members of the Association and directors in a timely fashion following approval by the Board of Directors of meeting minutes.
- (b) Regular meetings shall be held at least three times each year at such time and place established by the Board of Directors. Schedules of regular Board of Directors meetings shall be publicized to the membership by newsletter, direct mailing or other appropriate medium as soon as possible. Should the time or place of a regular meeting have to be changed for any reason, the membership must be notified, as above, at least two weeks before the scheduled or rescheduled regular meeting, whichever is earliest.
- (c) The Annual Organizational Meeting of the Board of Directors shall immediately follow the caucus elections.
- (d) Special meetings of the Board of Directors may be called by the President or at the request of a majority of the directors. The President shall set the time and place of the meeting. The meeting must be held within one month of receipt of the request by the directors and at least two weeks after notification of the meeting to the directors and members. The reason for and/or business to be transacted must be specified in the notice of the meeting, and no other matters may be considered at that meeting.
- (e) Any At-large or Public Director who misses three consecutive Board of Directors meetings shall be subject to removal from the Board at its discretion. Absence from four consecutive Board of Directors meetings mandates removal of that director from the Board. Vacancies so created shall be filled in accordance with Section 6 above.
- (f) A majority of the authorized number of voting directors shall constitute a quorum of the Board of Directors. Proxy voting is prohibited.
- (g) An action of the Board of Directors may be taken without a meeting if each voting member of the Board consents in writing to such action. Such written consents shall be filed with the minutes or synopsis at the next Board of Directors meeting. The action taken shall be included in the required published proceedings of the Board of Directors.

ARTICLE V - OFFICERS

Section 1. General

- (a) The officers of the Association shall be the President, President-elect, Immediate Past President, Treasurer, and Executive Vice President.
- (b) The President-elect shall be elected by a majority of votes cast at the Annual Meeting. A list of nominees shall be presented at least 30 days in advance of the opening of the Annual Meeting. Additional nominations may be made from the floor. In the event that no candidate receives a majority of votes, defined as at least 50% of the total votes cast plus one vote, there shall be run-off balloting between the top two vote recipients until one individual receives a majority of votes.
- (c) Officers elected must receive a majority of the votes cast in their election.
- (d) No officer may hold two offices simultaneously.
- (e) Terms of office shall be one year.
- (f) The President and President-elect shall serve no more than one term consecutively.
- (g) The Treasurer may serve no more than three terms consecutively.
- (h) The Treasurer shall be elected by the Board at the Annual Organizational Meeting of the Board of Directors.
- (i) An officer may be removed from office by vote of two-thirds of the Board of Directors.
- (j) Except as otherwise provided, vacancies of officers shall be filled by the Board of Directors for the unexpired portion of the term. Time served by an individual in filling a vacancy shall not be counted toward the term limits established under this section and Article V, Section 4.

Section 2. President

- (a) The President shall supervise, generally, the business and affairs of the Association subject to policies of the Board of Directors. The President shall be the presiding officer of the Board of Directors. As premier spokesperson for the organization, the President shall enunciate policies approved by the Board of Directors, putting aside personal, professional or other considerations.
- (b) Failure to discharge any of the above duties shall be adequate grounds for removal from office provided for in Article VI, Section 1(i).
- (c) The President is an ex-officio, non-voting member of all committees.
- (d) The President may countermand any action taken by the Executive Vice President pending review by the Board of Directors at its next meeting.

- (e) In matters of extreme urgency requiring action of the Board of Directors, the President may take such necessary action after obtaining verbal assent of 60% of the directors to be followed by their written confirmation of that assent. Following such action, the entire Board membership shall be notified as expeditiously as possible of the actions and reasons for its having been taken.

Section 3. President-elect

- (a) The President-elect shall automatically assume the Presidency in the event of vacancy of that office for any reason; unless two-thirds of the members of the Board of Directors votes to prevent the President-elect from assuming the office of President, in which case the procedures described in Article V, Section 6 shall take effect.
- (b) In the temporary absence of the President, the President-elect shall perform all official functions of the President. In such case, he/she shall be subject to all the powers and responsibilities of the Presidency as specified in Section 2 above.
- (c) The President-elect shall fulfill all reasonable tasks assigned to him/her by the President.

Section 4. Immediate Past President.

- (a) The President shall automatically assume this office when a new President takes office.
- (b) The duties of the Immediate Past President include serving as the Presiding Officer at the Annual Meeting, chairing the Nominating Committee and appointing its members.

Section 5. Treasurer

- (a) The Treasurer shall be elected by the Board of Directors from its own voting members annually.
- (b) The Treasurer shall chair the Finance Committee.
- (c) The Treasurer shall, generally, monitor the Association's finances and, with the Finance Committee, shall monitor the handling and management of all funds received by, payable to, disbursed or held by the Association.

Section 6. Executive Vice President

- (a) The Executive Vice President, under the direction of the Board of Directors, shall have charge of the business administration of the Association, including affairs related to communications, publications, personnel and short term organizational management, including fiscal matters.
- (b) The Executive Vice President shall develop and present to the Board of Directors suggestions for long range planning, development and financing of the Association.
- (c) The Executive Vice President shall be directly responsible to the Board of Directors and shall submit a report to the Board of Directors at each regular meeting and to the Membership at the Annual Meeting.

- (d) The Board of Directors may engage or dismiss the Executive Vice President and shall serve as a "search committee" should this position be vacated.
- (e) The Executive Vice President shall supervise the day-to-day affairs of the Association.
- (f) The Executive Vice President shall serve as the Secretary, and shall be responsible for the notification of meetings, keeping of minutes, the maintenance of records and communications for board committees, and the Board of Directors.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee

- (a) The President, President-elect, Treasurer, and Immediate Past President, shall constitute the Executive Committee. The Executive Vice President shall be a non-voting member of the Executive Committee.
- (b) The Executive Committee, during the intervals between meetings of the Board of Directors and subject to such limitations as may be required by law or imposed by resolution of a majority of the whole Board, shall have and may exercise all of the authority of the Board of Directors in the management of the Association, except the power to fill vacancies on the Board of Directors, to remove officers or to amend the bylaws.
- (c) The Executive Committee shall report its actions in writing at the next meeting of the Board of Directors.

Section 2. Finance Committee

- (a) The Finance Committee shall be composed of the Treasurer as chair, the Immediate Past President, and three other individuals appointed by the President.
- (b) The Finance Committee shall oversee the fiscal affairs of the Association making recommendations to the Board of Directors when appropriate.
- (c) The Finance Committee shall, on the basis of information gained from the Executive Vice President, recommend a budget to the Board of Directors. This projected budget, having been approved or modified by the Board of Directors, must be transmitted to all authorized representatives no less than 30 days before the Annual Meeting.
- (d) The Treasurer shall submit a report to all authorized representatives no less than 30 days before the Annual Meeting.

Section 3. Bylaws Committee

- (a) If the President determines it is necessary to convene a Bylaws Committee, it shall be appointed by the President and be composed of a chair and one member from each Institutional Member caucus.
- (b) The Committee shall meet at the call of the chairman.
- (c) The Bylaws Committee shall review the bylaws and propose amendments to keep them current and consistent with the intentions of the membership. The Committee may initiate proposed amendments or develop proposed amendments in response to requests or suggestions from the Board of Directors, the membership, or the Executive Vice President.
- (d) The Committee shall develop proposed amendments in form suitable for action and submit them to the Board of Directors and the most recently authorized representatives of each Institutional Member with the Committee's recommendations.

Section 4: Other Committees. Other committees, either standing or special, may be appointed by the President.

ARTICLE VII - FISCAL YEAR

The Fiscal Year of the Association shall begin on January 1 and shall end on December 31 in each year.

ARTICLE VIII - SEAL

The Association shall adopt a seal consistent with the legal requirements of the state of incorporation.

ARTICLE IX - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or limited.

Section 2. Loans

No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or limited.

Section 3. Financial Instruments

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the officer or officers, agent or agents of the Association, unless otherwise determined by resolution of the Board of Directors.

Section 4. Deposits

All receipts of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may determine or may be invested if the Board of Directors so authorizes.

ARTICLE X - RULES OF ORDER

The latest edition of Robert's Rules of Order shall be the parliamentary guide when not in conflict with the Articles of Incorporation or these bylaws.

ARTICLE XI - BYLAW AMENDMENTS

(a) These bylaws may be amended or repealed by two-thirds vote of the total number of the Board of Directors authorized in these bylaws.

(b) Any such amendment or repeal shall first have been formally proposed to the most recently authorized representatives of the Institutional Members 90 days prior to any Board action to amend the Bylaws, and such proposed amendment(s), together with the comment of the Bylaws Committee, shall first have been distributed to such representatives no less than 30 days prior to any Board consideration and/or action to amend the Bylaws.

(c) An annual process shall be established for Institutional Members to propose Bylaws amendments, in which there shall be issued to Institutional Members a call for submission of proposals to the Bylaws Committee no later than 90 days prior to the start of the Annual Meeting.