

**Arizona Association
For Healthcare Quality**

BYLAWS

2011

Article I - Name

The name of this organization shall be Arizona Association for Healthcare Quality (AzAHQ).

Article II - Authority

The Arizona Association for Healthcare Quality shall operate as a non-profit organization under the laws of the state of Arizona and shall be affiliated with the National Association for Healthcare Quality and its bylaws, together with all amendments thereto.

Article III - Purpose & Objectives

Section 1. The purpose of this Association shall be to educate healthcare professionals to facilitate systems to optimize the quality of healthcare delivered within the state of Arizona in the most cost effective manner.

Section 2. The Goals of this Association shall be:

- A. To provide an educational and professional forum which facilitates communication, cooperation, and the sharing of knowledge in the field of healthcare quality;
- B. To evaluate the professional and educational needs of the membership and to provide educational tools consistent with current theory and common practice;
- C. To encourage, develop, and provide continuing education for all persons involved in the provision of healthcare quality; and
- D. To promote professional ethics.

Section 3. This Association is organized exclusively for charitable, scientific and educational purposes. It is not, nor shall it ever become, a trade union or collective bargaining agency. It shall be so conducted that no part of its income and earnings shall directly benefit any individual member, director, or officer. Should this organization disband, the balance of treasury shall be distributed to a charitable organization.

Article IV - Membership

Section 1. Membership shall be open to all persons involved in healthcare industry: quality and utilization management, managed care, risk management, total quality improvement, and/or organizational performance improvement activities, including executives/educators/consultants.

- A. Individual membership is defined as those members in good standing having responsibility in quality and resource management. They shall be entitled to all membership privileges including the right to vote, hold office, committee appointment, and serve as a delegate.
- B. Honorary membership is given to those individuals and/or institutions that have been approved by the Board of Directors as having rendered outstanding service to the Arizona Association for Healthcare Quality. They shall have the right to vote, hold office, committee appointment, and serve as a delegate.
- C. Students will be eligible for membership at the regular fee. They will be eligible for program attendance at 1/2 the fee when providing proof of full-time student status.

Section 2. Any person desiring membership in the organization shall file a completed application for membership together with the annual dues. Such application may be subject to approval of the Board of Directors.

Section 3. No person otherwise qualified shall be denied membership in this organization because of race, religion, sex, national origin, handicap, or political affiliation.

Section 4. The Board of Directors of this organization, by majority vote, may suspend or expel any AzAHQ member for cause, at any time, after giving such member the opportunity for a hearing with the Board of Directors. Any member suspended or expelled may be reinstated by the affirmative vote of the majority of the members of the Board of Directors. For purposes of this sub-paragraph, the term "for cause" shall include, but not be limited to, any of the following:

- A. Any violation of these bylaws;
- B. Any conduct on the part of said member who is prejudicial to the interest and welfare of the organization and its members;
- C. Loss of eligibility; or
- D. Non-payment of dues.

Section 5. No member may list his/her affiliation with AzAHQ for the purpose of marketing any product or service of another organization without express written permission from the Board of Directors.

Article V - Dues

Section 1. Annual dues shall be determined by a 2/3 vote of the Board of Directors.

Section 2. Dues shall be payable annually at a time designated by the Board of Directors as indicated in the membership renewal notice. If dues remain in arrears after 60 days, all membership privileges will cease.

Article VI - GOVERNANCE & STRUCTURE

GOVERNANCE:

Section 1. The Officers of the Association shall be:

- A. President
- B. Past President
- C. President-Elect
- D. Secretary
- E. Treasurer

Section 2. Board Members of the Association shall be:

- A. Treasurer-Elect
- B. Education Team Leader
- C. Education Team Leader-Elect
- D. Communication Team Leader
- E. Communication Team Leader-Elect
- F. Membership Team Leader
- G. Membership Team Leader-Elect
- H. Member at Large
- I. Secretary-Elect
- J. Association Manager – Ad Hoc capacity

These Officers and Board Members shall serve as the Board of Directors and shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the association.

Section 3. All Officers and Board Members and/or candidates shall be members in good standing of the Arizona Association for Healthcare Quality and the National Association for Healthcare Quality prior to the approval of the ballot by the Board of Directors. In the event a Board of Directors' membership is terminated for any reason, including nonpayment of dues, his/her position on the AzAHQ Board is considered vacant.

STRUCTURE:

Section 4. The term of office shall be two years for the following positions:

- A. President-Elect
- B. President
- C. Past President
- D. Secretary
- E. Secretary-Elect
- F. Treasurer
- G. Treasurer-Elect
- H. Communication Team Leader
- I. Communication Team Leader-Elect

Section 5. The term of office shall be one year for the following positions:

- A. Education Team Leader
- B. Education Team Leader-Elect
- C. Membership Team Leader
- D. Membership Team Leader-Elect
- E. Member At Large

Section 6. Elect positions will have automatic ascendancy to the Team Leader position. The outgoing President position will automatically ascend to the Past President Position. The Board of Directors shall assume their duties at the end of the calendar year.

Section 7. The President shall serve as chairperson of the Board of Directors and in his/her absence, or inability to serve, the Past President shall serve as chairperson. In the absence of both President and the Past President, the Treasurer will assume the duties.

Section 8. Vacancies

- A. In the event of a vacancy in the office of President, the President-Elect will automatically assume all duties and responsibilities of the President if the current President-Elect previously served as President. If the President-Elect has not previously served as President, the Past President will assume the role of President.
- B. In the event of a vacancy, temporary absence, or incapacity in the office of President and the Past President, the Treasurer will automatically assume all duties and responsibilities of the office of the President, excluding automatic ascendancy to the office of President.

- C. In the event of a vacancy in any other office of the Board of Director, the President, within 30 days, shall name a successor to be approved by a majority of the board unless a majority vote of the Board of Directors determines that the position will remain vacant until the next election.
- D. All exceptions must be approved by a majority vote of the Board of Directors.

Section 9. National Membership

All elected Officers and Board Members of AzAHQ must be members in good standing of the National Association for Healthcare Quality (NAHQ) during their entire term of office.

Article VII - Duties of the Board of Directors

Section 1. The President or designee shall preside at all meetings of AzAHQ and the Board of Directors. He/she shall attend to all usual duties pertaining to the office (See position description).

Section 2. The Past President shall perform the duties of the President in his/her absence. The Past President is responsible for revision of the Bylaws and development of the slate of nominees to be presented to the Board of Directors (See position description). The President-Elect shall assist the President for a term of two years and assume full responsibilities the end of his/her term.

Section 3. The Secretary shall record and maintain all minutes of meetings and records of the Board of Directors and the Association (See position description).

Section 4. The Secretary-Elect shall assist the Secretary. He/she will become Secretary at the end of his/her term.

Section 5. The Treasurer shall receive all monies and pay all bills incurred on behalf of the organization. The fiscal year shall be the calendar year. Checks can only be signed by the Treasurer or the President. The Treasurer and President must approve all checks of \$1,000.00 or greater. The Treasurer shall provide the Board of Directors with timely financial statements, prepare an annual report, file tax return if necessary, and turn over all records to successors.

Section 6. The Treasurer-Elect shall assist the Treasurer. He/she will become Treasurer at the end of his/her term.

Section 7. The Education Team Leader coordinates the planning of all educational meetings for the general membership and selecting a team to assist in program development and implementation (See position description).

Section 8. The Education Team Leader-Elect will assist the Education Team Leader with program planning as necessary. He/she will become Education Team Leader at the end of his/her term (See position description).

Section 9. The Communication Team Leader will coordinate the publishing of the association newsletter and select a team to assist in meeting the goals of the strategic plan related to communication.

Section 10. The Communication Team Leader-Elect will assist the Communication Team Leader with program planning as necessary. He/she will become Communication Team Leader at the end of his/her term (See position description).

Section 11. The Membership Team Leader will be The Team Leader for the Membership Team, responsible for organization marketing, membership recruitment, coordinating a database and selecting a team to support the goals of the strategic plan related to membership.

Section 12. The Membership Team Leader-Elect will assist the Membership Team Leader with program planning as necessary. He/she will become Membership Team Leader at the end of his/her term (See position description).

Section 13. Members At Large will assist and serve on the Board of Directors, as designated by the Board of Directors, to communicate trends and issues and be a resource to the board. These members will have knowledge and expertise in utilization management, risk management, quality management, and managed care and serve as a historical resource to the board of directors.

Article VIII - Board of Directors

Section 1. The Board of Directors shall be composed of the Officers and Board Members of the Association.

Section 2. Power and Duties

The Board of Directors shall have the responsibility to develop plans, objectives, and purposes for the Association; establish standing and ad

hoc committees in line with objectives of the Association, review their recommendations and take appropriate action, and manage the affairs of the organization.

Section 3. The Board of Directors, by 2/3 vote, may remove any member of the board if it is deemed that said member has not fulfilled the duties in the manner described in Article VII of these bylaws or has not attended 50% of all the scheduled board meetings for the term of office.

Section 4. Elected officers of the organization will, on an annual basis, confirm their intent not to profit personally from any activity of the organization by signing a conflict of interest statement.

Article IX - Meetings

Section 1. Regular meetings of the general membership shall be held no less than semi-annually, at a time and place designated by the Board of Directors. Due notice of such meetings shall be mailed to each member at least 45 days prior to the holding of said meeting.

Section 2. A special meeting may be called by the President whenever he/she is requested to do so by three or more officers or by written request of 25 or more members. Notice of said meetings shall be mailed to all members no less than 15 days prior to said meeting.

Section 3. Regular meetings of the Board of Directors shall be held no less than three times per year, at a time and place designated by the President. No meeting shall be closed to any member in good standing desiring to attend, but only the Board of Directors shall be privileged to vote on matters and issues before the Board for consideration and action. Board of Directors shall attend a minimum of 50 percent of Board meetings. When unable to attend, Board of Directors must submit an update related to their position to the President or designee for presentation at the meeting.

Section 4. The Executive Committee, in accordance with Article X, will manage emergency business.

Article X – Committees

Section 1. Executive Committee

The Executive Committee shall be chaired by the President and consists of the Past President, President, Secretary, and Treasurer. Business may be conducted in person, telephone, via mail, or electronically. It

shall be the responsibility of the Executive Committee to manage emergency business of the organization.

Section 2. Other Committees Or Teams

Other committees, or teams, standing and ad hoc, shall be appointed by the President, or the Board of Directors, as deemed necessary, to carry on the work of the Association.

Article XI – Elections

Section 1. Elected positions shall be:

- A. President-Elect
- B. Secretary-Elect
- C. Treasurer-Elect
- D. Education Team Leader-Elect
- E. Communication Team Leader-Elect
- F. Membership Team Leader-Elect
- G. Member At Large

All Elect positions automatically assume the duties of Team Leaders for which they have served as described in Article VI.

Section 2. Officers and Board Members may serve more than one term if re-elected. The President must have served at least one year in a previous Board position.

Section 3. The Past President shall place in nomination for each office the name of one or more persons. The Board of Directors reserves the right to make any changes to the slate of nominees. After the Board of Directors has approved the slate, the Past President shall obtain a pertinent biographical sketch of each nominee's professional activities and services to the organization, which shall be included with the ballot. Provisions shall be made on the ballot for write-ins.

Section 4. At least 45 days prior to the fall meeting, ballots setting the slate of nominees shall be sent to each member eligible to vote at the last address on record at the Association. Members must have at least 21 days to register their vote and return their ballot. Ballots must be returned to the Association Manager no later than 14 days prior to the fall meeting.

Section 5. Each officer shall be elected by a majority of the votes cast. A tie vote shall be determined by a majority vote of the Board of Directors.

Section. 6. The Past President and at least one other Board Member shall tabulate the ballots. The results shall be announced by the President to the members. The Association Manager will retain ballots until the close of the fall meeting, in the event that a recount is requested. Any recount request must be in writing addressed to the current President. All candidates will receive notification of the election results.

Article XII - Newsletter

Section 1. The newsletter shall be called AzAHQ NETWORK and is an official publication of the Arizona Association for Healthcare Quality.

Section 2. The information contained within this publication will be consistent with the Association's philosophy, bylaws, and basic purpose for the organization. All material will be consistent with the purpose of education and informing AzAHQ membership of changes in the areas of healthcare quality including utilization, risk management, managed care, total quality improvement, and/or organizational performance improvement activities.

- A. Articles and/or newsletter information will be considered for publication from all AzAHQ members and other sources as appropriate.
- B. The communication team and the Board reserve the right to refuse publication of articles/information not in the best interest of the association or in the event of space limitations.

Section 3. This publication will be issued at specified intervals during the calendar year as determined by the AzAHQ Board of Directors, but not less 3 times each year. Membership will receive newsletters as published.

Section 4. The Board may accept advertisement that is consistent with the purpose and philosophy of the association.

Article XIII - Amendments

Section 1. These bylaws may be amended by a 2/3 vote of those present and voting at any meeting of the general membership provided that the proposed amendment shall have been included in the notice of that meeting or in a separate mailing in accordance with Article IX.

Section 2. Editorial changes in bylaws may be made anytime following amendments as in Section 1.