



# Indiana Association For Healthcare Quality

## Bylaws

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Indiana Association for Healthcare Quality, Incorporated

Bylaws 2018

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## ARTICLE I

### NAME

The name of the association shall be “Indiana Association for Healthcare Quality, Incorporated.”  
The Indiana Association for Healthcare Quality, Incorporated is abbreviated InAHQ.

## ARTICLE II

### PURPOSE

SECTION 1: The specific and primary purposes of the Indiana Association for Healthcare Quality are:

- A. To provide an educational and professional association of and for healthcare quality professionals;
- B. To encourage, develop, and provide continuing education for all individuals involved in improving the quality of health care.
- C. To facilitate communication and cooperation between healthcare quality professionals, providers, third party payors, governmental agencies, and others interested in or involved in improving the quality of health care.
- D. To provide the means whereby healthcare quality professionals may associate to promote the sharing of knowledge and professional ethics.
- E. To publish such publications and proceedings as shall be authorized from time to time by this association.

SECTION 2: This association is not, nor shall it ever become, a trade union or collective bargaining agency.

## ARTICLE III

### MEMBERSHIP

SECTION 1: Membership shall be open to individuals committed to the purposes of the association.

A. Individual membership is granted to those individuals who are involved in professional health care quality activities in accordance with policies and procedures as determined by the Board.

B. Honorary membership may be granted to those individuals who have been approved by the Board of Directors as having rendered outstanding service to the Indiana Association for Healthcare Quality or are not otherwise eligible for membership. Honorary membership is granted in accordance with policies and procedures as determined by the Board.

SECTION 2: Any individual desiring membership in the InAHQ shall file a completed application for membership, together with the annual or lifetime dues. Such application shall be subject to approval of the Board of Directors. Any individual joining the state association becomes a member of an assigned geographic region within the state association.

SECTION 3: No individual otherwise qualified shall be denied membership in this Association because of race, religion, sex, national origin, or political affiliation except those who approve of or participate in activities to overthrow the United States government.

## ARTICLE IV

### DUES

SECTION 1: Annual dues are to be determined by affirmation vote of two-thirds (2/3) of the Board of Directors.

SECTION 2: Dues shall be payable by March 31<sup>st</sup>

SECTION 3: To be a member in good standing annual dues must be paid by March 31<sup>st</sup>.

## ARTICLE V

### OFFICERS

The following officers shall be elected from and by the membership: President Elect, Secretary, and Treasurer. The officers shall assume their duties at the close of the annual meeting. (See ARTICLE VII, SECTION 1).

SECTION 1: The secretary shall be elected every two years in odd number years. The Treasurer will be elected every two years in even number years. The President Elect shall be elected each year and shall serve for one year. The President Elect will assume the office of President after the one year tenure. No officer shall serve consecutive terms in the same office, except the Secretary and/or Treasurer may serve two consecutive terms in the same office. See Succession Planning in the InAHQ Policies and Procedures

SECTION 2: Each officer must be a member of the state association. (See ARTICLE VII, SECTION 2).

SECTION 3: Fees to the annual InAHQ Meeting will be waived for the President, President Elect, Secretary, Treasurer, and Leaders of the Education and Credentials Teams. Those who have the fees waived have the right to refuse the waiver.

## ARTICLE VI

### DUTIES OF OFFICERS

SECTION 1: Duties of the President: The President shall preside at all meetings of the Association, House of Delegates and the Board of Directors. She/he shall be an ex-officio member of all standing and board teams except the nominating team. She/he shall attend to all usual duties pertaining to the office. The position of President shall be bonded. All records and property of InAHQ shall be forwarded from the Immediate Past President to the President upon taking office. (See ARTICLE X, SECTION 3.)

SECTION 2: Duties of the Immediate Past President: In the event the President cannot fulfill her/his tenure of office, the immediate Past President shall serve out the unexpired term if the resignation occurs within the first six months. All records and property of InAHQ shall be forwarded to the succeeding President.

SECTION 3: Duties of the President Elect: In the temporary absence of the President, the President Elect shall perform the duties of the President. In the event the President cannot fulfill her/his tenure of office, the President Elect shall serve out the unexpired term if the resignation occurs within the second six months. The President Elect serves as the liaison with affiliated organizations e.g. the Indiana

Hospital Association (IHA), Quality Improvement Organization (QIO). The President-Elect will be an ad hoc member of the Marketing Team and has the responsibility of maintaining the InAHQ web-site.

SECTION 4: Duties of the Secretary: The Secretary shall record the minutes of all meetings of the Board of Directors and the Association, conduct correspondence and perform other duties as may be requested by the Board of Directors. All records shall be forwarded to the succeeding Secretary.

SECTION 5: Duties of the Treasurer: The Treasurer shall receive all money and pay all bills incurred on behalf of the association as approved by the Board of Directors and through the budgetary process. Monies shall include state member dues. The Treasurer shall provide the Board of Directors timely financial membership roster, and turn over all records to successors. The Treasurer leads the Finance Team. A financial statement shall be reviewed annually and audited annually. The position of Treasurer shall be bonded.

SECTION 6: The rate of reimbursement per mile to InAHQ officers or a designee approved by the Board of Directors for travel expenses on behalf of the InAHQ will be the same as the current IRS guidelines. Activities and reimbursement are subject to approval of the Board of Directors. This would include, but is not limited to presentations to the various regions within the state.

## ARTICLE VII

### ELECTIONS

SECTION 1: The Secretary and Treasurer shall serve for two (2) years. The President Elect shall serve one year and then will assume the office of President for one year automatically. The Secretary and/or Treasurer may serve two consecutive terms in the same office. See Succession Planning in the InAHQ Policies and Procedures.

SECTION 2: The Nominating Team shall place in nomination for each office the names of one or more individuals. They shall prepare, and include with the ballot, a pertinent biographical sketch of each nominee's professional activities and services to the Association. Each individual nominated must be an active member of InAHQ in good standing (See ARTICLE IV, SECTION 3). Provision shall be made on the ballot for write-ins. Write-in nominations are subject to the same membership requirements as other nominees.

SECTION 3: At least forty-five (45) days prior to the annual meeting ballots setting forth the slate of nominees shall be forwarded to each member eligible to vote. Ballots

must be tallied by the leader of the Nominating Team no later than fifteen (15) days prior to the annual meeting.

SECTION 4: Each officer shall be elected by a majority of the votes cast. A tie vote will be broken by placement of two names in a receptacle and the Leader of the Nominating Team shall draw one name. This name shall be declared the winner.

SECTION 5: The ballots shall be tabulated by the Nominating Team, and the results shall be announced by the Leader of the Nominating Team during the annual meeting. Ballots shall be retained by the Leader for a period of six (6) months.

## ARTICLE VIII

### MEETINGS

SECTION 1: The annual meeting of the InAHQ shall be held in the spring of each year and within six (6) months after the close of the fiscal year. The fiscal year will be July 1 through June 30. Members will receive notification of this meeting at least thirty (30) days prior to the holding of said meeting.

SECTION 2: A special meeting shall be called by the President in the event of a reason deemed appropriate by the President and/or in any of the following circumstances:

- A. when requested by three (3) or more officers;
- B. when requested in writing by three (3) or more Board Members;
- C. when requested in writing by a majority of the Board of Directors;
- D. By written petition signed by not less than one-seventh (1/7) of all members authorized by the Articles of Incorporation to vote.

Members will receive notice of said meeting no less than fifteen (15) days prior to the holding of said meeting.

SECTION 3: VOTING: Except as otherwise provided in the Bylaws, each member in good standing shall at every meeting of the Association be entitled to one (1) vote (or by proxy) upon each subject properly submitted to a vote.

SECTION 4: QUORUM: Either by presence in person or by proxy representation, a majority with voting right shall constitute a quorum at any meeting of the members. No proxy shall be deemed operative unless initiated and signed by the members and filed with the Corporation.

## ARTICLE IX

## HOUSE OF DELEGATES

- SECTION 1: The House of Delegates shall be composed of all members of the Board of Directors and Delegates elected by each region.
- SECTION 2: Each of the three regions shall be entitled to one (1) designated delegate for each region and one (1) delegate and alternate for every five (5) members with a minimum of one (1) delegate and one (1) alternate for each of the three regions.
- SECTION 3: Membership in the InAHQ shall be required for all Regional Delegates.
- SECTION 4: The House of Delegates shall meet during the Annual Meeting of the InAHQ.
- SECTION 5: It shall be the responsibility of the House of Delegates to act upon all matters of the State Association including actions taken by the Board of Directors.
- SECTION 6: Only delegates shall be recognized by the President during the InAHQ Annual Meeting or special meetings of the delegates.
- SECTION 7: A majority of the registered delegates shall constitute a quorum for the House of Delegates.

## ARTICLE X

### BOARD OF DIRECTORS

- SECTION 1: The Board of Directors shall consist of the President, Immediate Past President, President Elect, Secretary, Treasurer, all Board Members-at-large and the Team Leaders.
- SECTION 2: The term of office for the President shall be one (1) year and will automatically be filled by the President Elect. The term of office of the Secretary shall be two (2) years with the election held in odd numbered years. The term of office of Treasurer shall be two (2) years with the election held in even numbered years. The term of President Elect will be one (1) year. See Succession Planning in the InAHQ Policies and Procedures.
- SECTION 3: The President shall serve as Chair of the Board of Directors; in her/his temporary absence, the President Elect shall serve as the chair.
- SECTION 4: Regularly scheduled meetings of the Board of Directors shall be held, at least quarterly, 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 Board members shall be privileged to vote on matters and issues before the Board for consideration and action.

- A. Notices and agendas of all Board of Directors meetings shall be provided to all Board members in advance of the meeting. Said notice, agenda, and minutes will be made available to any member upon written request.
- B. Any board member who fails to fulfill their duties without just cause shall be deemed as failing to perform the duties of her/his office, and in accordance with these Bylaws, may be removed from office and replaced at the discretion of the Board.

SECTION 5: Vacancies:

- A. In the event of a vacancy in the office of President, the Immediate Past President will automatically assume all duties and responsibilities of the President if the vacancy occurs within the first six months. If the vacancy occurs in the second six months, the President Elect will assume all duties and responsibilities. (See ARTICLE VI, SECTIONS 1, 2 and 3.)
- B. In the event of other vacancies on the Board of Directors, the Board, within thirty (30) days, shall name a successor.

SECTION 6: A quorum required for the Board of Directors to conduct business shall consist of a majority of the members of the Board.

## ARTICLE XI

### DUTIES OF BOARD OF DIRECTORS

SECTION 1: The Board shall ratify all Presidential appointees provided for in these Bylaws.

SECTION 2: The Board shall establish the amount of the annual dues and any assessments upon two-thirds (2/3) affirmative vote of the Board.

SECTION 3: The Board may appoint administrative staff, and establish their compensation, duties, and responsibilities.

SECTION 4: The Board of Directors shall conduct the business of the Association between annual meetings.

SECTION 5: The Board of Directors, by two-thirds (2/3) affirmative vote, may remove any member of the Board if it is deemed that said member has not fulfilled the duties of her/his office in the manner described in ARTICLE X of the Bylaws.

SECTION 6: The Board Member-at Large positions shall assist as an additional support to the current team leaders and board initiatives. This position will be present at all monthly Board and Annual Meetings. Efforts will be made to have representation from all three regions.

SECTION 7: The Board of Directors shall have the power to appoint such other representatives and agents as deemed necessary for transaction of business of the corporation. This may include, but is not limited to, the appointment of Affiliated Groups Liaisons, who will be nonvoting members of the Board.

SECTION 8: The Board of Directors shall require the President and Treasurer to file with the corporation a satisfactory bond condition for faithful performance of her/his duties.

SECTION 9: In the event of a difference of interpretation and/or intent of the Bylaws of the InAHQ, the Board of Directors will resolve the difference. The clarification of the Bylaws in question shall be added to the appropriate ARTICLE and SECTION as an addendum and shall be approved as set forth by the Bylaws ARTICLE XVI.

## ARTICLE XII

### TEAMS

The InAHQ shall have standing and special teams. The President appoints the Leader and members of all teams, subject to approval of the Board of Directors, for a term of one (1) year and no more than two (2) consecutive terms unless otherwise specified. Team Leaders are voting members of the board. The Association shall have the following standing teams:

- |    |             |    |                         |
|----|-------------|----|-------------------------|
| A. | Bylaws      | F. | Quality and Advocacy    |
| B. | Credentials | G. | Marketing               |
| C. | Education   | H. | Nominating              |
| D. | Finance     | I. | Policies and Procedures |
| E. | History     |    |                         |

The duties of the standing teams shall be detailed in the InAHQ Policies and Procedures. Team Leaders may have co-Team Leaders without an additional vote.

## ARTICLE XIII

### GEOGRAPHIC REGIONS OF THE InAHQ

SECTION 1: The geographic regions are defined as:

- A. North Region: Includes counties of Fulton, Jasper, Lake, LaPorte, Marshall, Newton, Porter, Starke, St. Joseph, Benton, Carroll, Cass, Clinton, Fountain, Montgomery, Pulaski, Tippecanoe, Tipton, Warren, White, Adams, Allen, DeKalb, Elkhart, Huntington, Kosciusko, Lagrange, Miami, Noble, Steuben, Wabash, Wells, Whitley, Blackford, Delaware, Grant, Henry, Howard, Jay, Madison, Randolph, and Wayne

- B. Central Region: Includes counties of Bartholomew, Boone, Brown, Hamilton, Hancock, Hendricks, Johnson, Marion, Morgan, and Shelby
- C. South Region: Clay, Greene, Lawrence, Monroe, Owen, Parke, Putnam, Sullivan, Vermillion, Vigo, Davies, Dubois, Gibson, Knox, Martin, Pike, Posey, Spencer, Vanderburgh, Warrick, Clark, Crawford, Floyd, Harrison, Jackson, Orange, Perry, Scott, Washington, Dearborn, Decatur, Fayette, Franklin, Jefferson, Jennings, Ohio, Ripley, Rush, Switzerland, and Union

## ARTICLE XIV

### NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY

- SECTION 1: Delegates and alternate delegates to the National Association for Healthcare Quality may be designated according to the procedure of the national association.
- SECTION 2: Delegates representing the State Association to the national association may be members of the national and state associations.
- SECTION 3: Delegates may be those members in good standing who have been designated to represent the interest of the members within the state.
- SECTION 4: The State Association may send the President and President Elect to the annual meeting of the national association with expenses paid. If the President and/or President Elect is unable to attend, an alternate(s) named by the President may attend with expenses paid.

## ARTICLE XV

### AUTHORITY

- SECTION 1: Parliamentary Authority – The rules contained in the current edition of “*Roberts Rules of Order Newly Revised*” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.
- SECTION 2: Ultimate Authority – The InAHQ shall operate under a certificate of Incorporation Act I.C. 23-7-1.1-1 and all of the provisions of its Bylaws, together with all amendments hereto.

## ARTICLE XVI

## AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the House of Delegates by a two-thirds (2/3) affirmative vote of the Delegates present, provided the full membership has been notified in writing of all proposed amendments at least (30) days in advance.

## ARTICLE XVII

### SUCCESSION PLANNING

A three to five year Succession Planning will be maintained. Refer to the InAHQ Policies and Procedures.