

TENNESSEE ASSOCIATION FOR HEALTHCARE QUALITY

BYLAWS 2004

ARTICLE I: NAME AND AFFILIATION

- A. This Not-for-Profit voluntary professional organization shall be known as the Tennessee Association for Healthcare Quality,(hereinafter, TAHQ or Association).
- B. TAHQ is a professional organization affiliated by written agreement with the Tennessee Hospital Association (hereinafter "THA"). This agreement can be altered or terminated by either party upon ninety (90) days written notice to the other.

ARTICLE II: PURPOSE AND OBJECTIVES

Section I Purpose

The purpose of the Association shall be to promote and improve the delivery of quality healthcare and patient safety; to provide delivery of such quality healthcare in the most efficient and cost effective manner possible; to support the National Association for Healthcare Quality (NAHQ) in its endeavors to improve healthcare quality throughout the nation; and to support the TN QIO and THA in its endeavors to improve healthcare quality throughout the state of Tennessee.

Section II Objectives

The objectives of this association shall be to:

- A. Identify professional and educational needs of the membership.
- B. Encourage, develop, and provide educational programs for continuing professional development for individuals working within healthcare quality roles.
- C. Promote professional ethics.
- D. Facilitate communication, cooperation, and sharing of knowledge among healthcare quality professionals.
- E. Represent patient and community welfare through interactions with legislative, regulatory, and accrediting bodies.
- F. Provide forums for the exchange of ideas.
- G. Promote the certification of healthcare quality professionals.

Section III

The Association is not, nor ever shall become, a trade union or collective bargaining agency.

ARTICLE III: MEMBERSHIP

Section I Eligibility

Membership shall be open to all persons residing or employed in the state of Tennessee who are involved in or have a professional interest in healthcare quality and who agree to support the mission, vision and goals of TAHQ. Only members in good standing shall have access to all rights and privileges apportioned to members.

Section II Membership Application and Renewal

Any person who meets the membership eligibility criteria may apply for initial membership in TAHQ by completing an application for membership accompanied by appropriate dues. Any member who continues to meet membership eligibility criteria, including financial obligations to TAHQ, may apply for yearly renewal of membership in TAHQ by completing the annual membership renewal application form.

Section III

Qualified persons shall not be denied membership because of race, religion, sex, national origin, or handicap.

A. Dues

1. Dues shall be payable annually during the anniversary month of the individual member. Membership privileges will cease when dues are in arrears for 90 days after the anniversary month until applicable dues are paid.
2. Annual dues for TAHQ shall be determined by a 2/3 vote of the members of the Board of Directors based on the anticipated financial needs of the Association.
3. As long as TAHQ is associated with THA, members must also be joint members of THA.
4. New members and renewing members shall owe the full due amount at the time of the application membership.
5. No portion of the dues paid by any member shall be refunded for any reason.

Section IV Transfer/Termination of Membership

Membership in TAHQ is vested in the individual or corporation and may not be transferred to another individual or corporation. Members may resign from the Association at any time. No reimbursement of dues shall be made to a resigning member.

ARTICLE IV: FISCAL YEAR

The fiscal year for the Association shall be January 1 through December 31.

ARTICLE V: OFFICERS AND BOARD OF DIRECTORS

Section I Eligibility

Only regular members of the association in good standing who have demonstrated active participation in the association and who meet the established qualifications for these positions as established by the Board of Directors shall be eligible to serve as an officer and on the Board of Directors of the association.

Composition

The Board of Directors shall be composed of ten (10) individuals as follows: President, President-Elect, Immediate Past President, Secretary/Treasurer, three Regional Directors-at-Large (voted by TAHQ membership), one Director-At-Large appointed by the President, TAHQ Editor and Administrative Manager (if one exists).

A. Officers

1. The officers of the Association shall be President, President-Elect, Secretary-Treasurer and Immediate Past-President.
2. The officers shall be elected by mail-out or electronic ballot prior to the annual meeting.
 - a. Only members in good standing shall have the right to vote. Members are entitled to one (1) vote.
 - b. Each officer shall be elected by a simple majority of votes cast or eligible voting members in assembly. A re-vote will be necessary in the event of a tie vote.
 - c. Election results shall be tabulated by three TAHQ members who are not candidates for office, appointed by the Team Leader of the Nominating Team, and announced at the annual business meeting.
 - d. Ballots shall be retained by the Secretary-Treasurer for six (6) months and then destroyed.
 - e. Officers shall have membership in TAHQ for at least two (2) years prior to election. The President-Elect must also have had membership in NAHQ for two (2) years prior to election.
3. Terms of Office shall be defined as below:
 - a. The President-Elect will serve a one- (1) year term at which time he/she shall assume the office of Presidency for a one- (1) year term.

- b. The office of Secretary-Treasurer shall consist of a consecutive two- (2) year term.
- d. The terms of office shall coincide with the Association's fiscal year.
- d. A Secretary-Treasurer may be re-elected to serve consecutive terms. A President shall not hold another office or serve as a Regional Director during the year immediately following his/her term.

4. Duties of Officers

a. President:

The President shall be the Chief Executive Officer of TAHQ. He/She shall serve as chairperson and preside at the annual business meeting and at all Board of Directors meetings. He/She shall prepare an agenda and President's Message for the annual business meeting and submit it to the Board no fewer than ten (10) days prior to such meeting. He/She shall have the authority to appoint ad hoc teams. The President shall be an ex-officio (non-voting) member of all standing teams except the Nominating Team. All committees so appointed shall report to the Board of Directors at the time and in the manner provided by the Board. The President must maintain their membership with NAHQ during their term in office.

The President shall have charge of funds and securities of the Association; approve checks, notes or other orders for the payment of bills and other disbursements of funds as authorized by the Board of Directors and in accordance with the adopted budget; depositing funds as directed by the Board of Directors.

b. President-Elect:

The President-Elect shall serve on the Board of Directors. In addition, he/she shall serve as Team leader for the Education Team and shall appoint a Team leader for the Nominating Team. He/She will be an ex-officio member without vote on all standing committees, as needed, except the Nominating Committee. He/She shall become the acting President in the event of the President's and/or Immediate-Past President's absence, resignation, or disability.

c. Secretary-Treasurer

The Secretary-Treasurer shall serve on the Board of Directors. Specific duties include preparing minutes of Board of Director and annual membership business meetings. In cooperation with the President, he/she shall also prepare a complete written annual report to the membership for distribution at the annual membership business meeting;

and perform other duties as may be directed by the President and the Board.

- d. The Immediate Past-President shall assist the President and President-Elect in the discharge of their duties as the President and President-Elect may direct. The Immediate Past-President shall be responsible for the historical records of the Association; be responsible for maintenance and revisions to the By-Laws; and serve as the Team Leader for the membership team; perform duties and assume responsibilities of the presidency in the temporary absence of both President and the President-Elect; and assume the duties of President in the event the President is unable to complete their term of office.

Section II

A. Board of Directors

1. Voting composition shall include all officers (President, President-Elect, and Secretary-Treasurer, immediate Past-President), one Director-At-Large and three (3) Regional Directors.
2. The Editor of the TAHQ Newsletter and Administrative Manager will serve as Ex-Officio members of the Board without a vote.
3. The President will appoint a member to serve as Director-At-Large to serve on the NAHQ leadership council on an annual basis. In the event, this member holds a position already on the Board, the President will decide whether to leave this position vacant or assign another member.
4. Responsibilities of the Board shall be to:
 - a. Direct the cooperative integration of all activities of the Association and to keep the membership informed of all Association activities.
 - b. Formulate and present recommendations to the membership at the annual meeting.
 - c. Transact business of the Association within the limitation of these bylaws. Business may be conducted by teleconference.
 - d. Special meetings of the board may be called by the President or called on the written request of at least three (3) Board members.
 - e. Quorum – Two-Thirds (2/3) of the members of the Board of Directors must be present to constitute a quorum for the transaction of business.
 - f. The Board of Directors, by two-thirds (2/3) vote following due process, may remove any member of the Board if it is deemed that said member had not fulfilled the duties.

TAHQ Bylaws

Page 6

Section III Powers and Duties of the Board

1. The Board of Directors for TAHQ shall have the authority to conduct the affairs and the act on behalf of TAHQ.
2. The Board of Directors shall review the by-laws biannually and revise as needed.
3. The Board of Directors shall have the power to develop plans, objectives and purposes for TAHQ; approve and revise all rules and regulations for operation of TAHQ; establish ad-hoc committees consistent with the objectives of TAHQ; review and approve recommendations of committees (teams); provide for the conduct of the annual meeting; and maintain financial responsibilities. The actions of the Board of Directors shall conform with the applicable requirements of the bylaws and policies of TAHQ.
4. The web master shall be responsible for maintaining the TAHQ web page with current related information.

Section III ADMINISTRATIVE MANAGER

The Administrative Manager for the Association shall be appointed by the President, if deemed necessary, and approved by the Board of Directors. The Administrative Manager must be a member of both TAHQ and NAHQ and have previously held a position on the TAHQ Board of Directors. The Administrative Manager shall perform duties under the direction of the TAHQ Board of Directors. His/Her primary role shall be to assist the TAHQ President and Board with day-to-day operations of the organization. He/She shall additionally serve in the advisory capacity to regional affiliates and as a central contact for Association members and potential members. If requested by the Board, he/she shall also act as a liaison between the Association and NAHQ, THA, TN QIO and other related organizations.

Section IV Regional Directors

- A. Regional Directors to the Board of Directors is outlined according to geographical regions of the State: West, Middle and East when possible.
- B. If any of the three regions is not active at the time of an election, additional Directors will be elected to maintain a total of four (4) Directors on the Board.
- C. Regional Directors must hold regional Healthcare Quality group membership for a minimum of one (1) year prior to election and shall be a member of TAHQ to be eligible for election.
- D. Regional Directors shall be responsible for organizing affairs of the Association in their region and for reporting regional activities to the Board.

TAHQ Bylaws

Page 7

- E. Regional Directors shall prepare a written annual report about activities within their region. This report shall be submitted to the President no later than one (1) month prior to the annual membership meeting.
- F. Regional Directors will serve on at least one standing team annually during their two (2) year term.
- G. Regional Directors will assist the Team Leader of the Communication Team in soliciting membership to submit articles for the TAHQ newsletter.
- H. Regional Directors are responsible to represent the general membership's interest as a whole and not just the specific interests of any regional chapter.
- I. Regional Directors actively participates in the TAHQ Board of Directors Meeting and the Associations annual educational and business meeting.
- J. In the event, a member is not available to represent a region, TAHQ shall ask the regional chapters President to serve (if one exists).

Section V Editor

- A. The Editor will be a member of TAHQ and appointed by the President on an annual basis.
- B. The Editor will be responsible for the following:
 - 1. Serve as the Team Leader of the Publication/Communication Team
 - 2. Responsible for keeping the TAHQ website updated (or delegating to a web-master).
 - 3. Responsible for the timely issue of periodic newsletter for distribution to the membership. The newsletter shall contain newsworthy actions of the Board; regional educational programs and reports; reports from each standing committee of the Association; and other articles pertinent to the purpose and objectives of the organization.

Section VI

- A. Vacancies in Office and Board Regional Representation
 - 1. In the event of a vacancy in the office of President, the Immediate Past President shall become President to serve the unexpired term.
 - 2. In the event the Immediate Past President is unable to fulfill the duties of the Office of President, the Administrative Manager shall become President to serve the unexpired term. In the event the Administrative Manager is unable to fulfill the duties of the Office of President, then the President-Elect shall become President to serve the unexpired term. In the event the President-Elect is unable to fulfill the duties of the Office of President, the Board of Directors shall appoint a member to serve until the end of the term. TAHQ shall conduct a special election

prior to the next fiscal year to fill the vacant positions of President and President-Elect.

3. In the event of a vacancy for the Office of Secretary-Treasurer, the runner-up from the previous election shall complete the term of office. In the event that there is no one to fill that vacancy, the President shall appoint the Administrative Manager or a member to serve for the remainder of the fiscal year. TAHQ shall conduct an election prior to the next fiscal year to fill the vacancy of the Secretary-Treasurer Office.
4. In the event of a vacancy for the position of a Director-At-Large, the President shall appoint a member from the region/organization to complete the unexpired term.

ARTICLE VI: MEETINGS

Section I

A. Board of Directors Meeting

1. The Board of Directors shall conduct at least two meetings annually. More frequent meetings may be held at the discretion of the President of the Association.
2. Meetings may be conducted by teleconference.
3. At minimum, an agenda shall include an Association financial report, regional representative updates on the activities within their regions, and team reports.

Section II

A. Annual Membership Meeting

1. The Association shall conduct membership business meetings annually.
2. Membership shall be notified by mail at least thirty (30) days in advance of annual membership meetings.
3. Attendance at the annual membership meeting shall be open to all members in good standing and to other individuals interested in the aims and purposes of the organization.
4. A simple majority of members in good standing that attend meeting is required for most decision-making during the meeting. A two-thirds (2/3)-majority vote of members in good standing that attend the annual meeting is required to amend/change Association Bylaws.

B. Special Meetings

TAHQ Bylaws

Page 9

1. Special or called meetings shall be held as necessary upon the recommendation of the President with the approval of the Board of Directors. Notification to members of the time, place, and purpose of the meeting shall be mailed to each member in advance of the meeting.

Section III

A. Local and Regional Meetings

1. Regional and/or local Healthcare Quality groups may meet at the discretion of membership within that region.
2. Regional and/or local Healthcare Quality groups shall have full discretion as to where, when, and how their meetings will be conducted.
3. Regional and/or local Healthcare Quality groups shall have the option to charge membership dues.
4. Regional representatives shall use the forum of regional and/or local groups to facilitate dialogue between the Association and its local membership.

ARTICLE VII: TEAMS

A. Membership Team

1. The Immediate Past-President shall serve as Team Leader of this team.
2. To the extent possible, team participation should include a balance of statewide representation.
3. Members of the Membership Team shall determine needs of members and potential members. The team then formulates action plans for meeting membership needs and for increasing membership roles for the Association.

B. Communications/Publication Team

1. The President shall appoint an individual as Team Leader (typically the TAHQ Editor), who shall serve as leader of the Publication/Communication team and on the board of directors.
2. The team shall develop newsletters for keeping membership abreast of Association activities.
3. At a minimum, the team shall e-mail/mail two (2) newsletters per year to the membership.

C. Education Conference Team

TAHQ Bylaws

Page 10

1. The President-Elect shall serve as the Chairperson for this team in charge of planning the annual educational conference and coordination of other educational offerings.
2. The Education Conference team shall have the responsibility of working with the board to plan the annual meeting.
3. To the extent possible, team participation should include membership of diverse professional perspectives. The team will work with the regional chapters and general TAHQ membership in the recruitment of volunteers from the membership to serve on the team to assure state-wide representation
4. The committee shall select appropriate speakers and topics and be responsible for the development of the format of the conference and work with THA according to their annual meeting guidelines.
5. The team shall submit a proposed conference agenda to the Board of Directors by May 1 of each year.
6. The team shall meet as often as necessary at such time and place as designated by the team leader/chairperson.

D. Nominating Team

1. The President-Elect shall appoint a Team Leader for this team who in turn shall attempt to solicit team members and/or nominations from all TAHQ regions.
2. A call for candidates shall be mailed or electronically mailed annually to all members in good standing.
3. The nominating team will be responsible for selecting a slate of candidates that represent the various sectors of the quality healthcare community and geographic regions from which the membership is drawn for the positions of President-Elect, Secretary-Treasurer and Regional Directors.
4. The Nominating Team shall ask nominees to submit biographic sketches that will then be shared with the Board of Directors prior to the general election for candidate approval. The Biographic sketches will be shared with the membership at or prior to the time of election.

E. Bylaws Team

1. The Immediate Past President shall serve as Team Leader of this team.
2. To the extent possible, team participation should include a balance of statewide representation.

TAHQ Bylaws

Page 11

3. Members of the Bylaws Team review bylaws to determine needed changes or amendments. The team then formulates recommendations as to these changes for presentation to the membership prior to or at the membership meeting.

F. Ad Hoc Teams

1. The President shall appoint other ad hoc teams as deemed necessary to conduct Association business and pursue Association interests.

ARTICLE VIII: AFFILIATION WITH NAHQ

A. Responsibility

1. TAHQ Board of Directors shall appoint members to serve on the NAHQ Leadership Council. The total number of members elected shall be dependent on NAHQ directive. A Leadership Council member must have a minimum of one year (1) dual membership in TAHQ and NAHQ.
2. The current President shall serve as one council member and shall receive the complementary registration as provided by NAHQ.
3. The President-Elect shall serve as the second council member. In the event the President-Elect cannot fulfill this position, the TAHQ board of directors will appoint another TAHQ board member or TAHQ member.
4. A TAHQ board member or member shall be appointed by the board to serve as the additional representative to the NAHQ council
5. In support of affiliation with NAHQ, TAHQ will assume a portion of expenses as approved by the Board of Directors within appropriate budgetary constraints.

ARTICLE IX: PARLIAMENTARY AUTHORITY

A. Robert's Rules of Order

1. Meetings will be conducted according to parliamentary procedure using the most current edition of Robert's Rules of Order as a guide. The President-Elect will serve as parliamentarian.

ARTICLE X: AMENDMENTS AND CHANGES

- A. The Bylaws may be amended or changed at the annual or special meetings of the Association by two-thirds (2/3) vote of the membership in attendance.
- B. Approved changes will be submitted to all members within three (3) months of the annual meeting.

Signature 2003 President
Jerry Hardwick

On October 15, 2003, these Bylaws were reviewed, approved, and made immediately effective by TAHQ membership at the annual meeting held at the Renaissance Hotel and Convention Center, in Nashville, Tennessee.

Revised 10-15-2003