

**NEW HAMPSHIRE ASSOCIATION FOR HEALTHCARE QUALITY  
BYLAWS**

**TABLE OF CONTENTS**

ARTICLE I. NAME ..... 3

ARTICLE II. PURPOSES ..... 3

ARTICLE III. MEMBERSHIP ..... 3

ARTICLE IV. OFFICERS ..... 4

ARTICLE V. MEETINGS ..... 6

ARTICLE VI. BOARD OF DIRECTORS ..... 7

ARTICLE VII. COMMITTEES ..... 9

ARTICLE VIII. PARLIAMETARY AUTHORITY ..... 10

ARTICLE IX. FINANCIAL MATTERS ..... 10

ARTICLE X. WAIVER OF NOTICE ..... 11

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS ..... 11

ARTICLE XII. POLICIES AND PROCEDURES ..... 12

ARTICLE XIII. AMENDMENTS TO THESE BYLAWS ..... 12

ARTICLE XIV. DISSOLUTION ..... 12

**NEW HAMPSHIRE ASSOCIATION FOR HEALTHCARE QUALITY  
BYLAWS**

**ARTICLE I. NAME**

The name of this organization shall be the "New Hampshire Association for Healthcare Quality" (NHAHQ), hereinafter referred to as the Association. This Association is affiliated with the New Hampshire Hospital Association and the National Association for Healthcare Quality (NAHQ).

**ARTICLE II. PURPOSES**

The purpose of the Association, as a not-for-profit organization registered in the State of New Hampshire, is to promote the delivery of quality healthcare and to provide leadership in the delivery of such quality healthcare in the most efficient and cost effective manner possible; promote professional ethics within, and facilitate the communication, cooperation and sharing of knowledge among individuals and entities within the field of healthcare in New Hampshire; support and advocate actively the interests of patients in receiving quality healthcare; and encourage, develop and provide programs of continuing education and educational tools for members and other persons involved in the promotion of quality healthcare.

**ARTICLE III. MEMBERSHIP**

Section 1. Membership

Membership may be granted to any person who, : (i) is interested in and agrees to support the purposes and activities of the Association; (ii) agrees to abide by these Bylaws, the principles of ethics of the Association and such other rules and regulations as the Association may adopt; and (iii) meets the additional criteria established for each category of membership in the Association as follows:

- (a) **Individual Members-** Individual Membership may be granted to any individual having responsibility for professional healthcare quality management activities.
- (b) **Honorary Members-** Honorary Membership may be granted to any individual who has rendered outstanding service to the Association as determined by the Board of Directors.
- (c) **Student Members** – Student membership may be granted to any individual registered in a program of study at a state-approved educational institution.

All persons and entities granted membership in the Association shall be referred to herein collectively as "Members." Section

2. Rights and Duties

All Members may attend meetings, vote, serve as an officer, a director, a state representative or a Leadership Council member, or as a member of any Association Committee. Student members may participate in all educational sessions, but may not vote or hold office.

Section 3. Application and Election

The Board of Directors shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. The Membership Committee Chairperson shall evaluate the credentials of all applicants and determine their eligibility for membership, based upon the criteria set forth in these Bylaws and additional criteria as may from time to time be established by the Board of Directors. Any individual desiring membership in the Association shall file a completed application for membership accompanied by appropriate dues. Qualified individuals shall not be denied membership in the Association because of race,, religion, sex, national

origin, handicap, or political affiliation. Any non-member who wishes to attend a business meeting and/or educational session of the Association will be considered a guest.

Section 4. Termination of Membership

Membership in the Association may be terminated or other discipline imposed for "cause," which means violation of these Bylaws or any rule or practice of the Association. Termination or other discipline shall be effected or imposed only upon the vote of two-thirds of the entire membership of the Board of Directors; provided that a statement of the charges constituting "cause" shall have been mailed by certified mail to the last recorded address of the Member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the Member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors.

In addition, the membership of any Member who becomes ineligible for membership or who is ninety (90) days in default in the payment of any dues or charges from the date of the annual meeting shall be terminated automatically. In special circumstances, the Board of Directors may delay such termination.

**ARTICLE IV. OFFICERS**

Section 1. Officers

The officers of the Association shall consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, Membership Committee Chairperson, Education Committee Chairperson, Communications Committee Chairperson, and Bylaws and Elections Committee Chairperson. Unless otherwise provided by these Bylaws, upon expiration of his/her term, the President automatically shall succeed to the position of Immediate Past President. To be eligible for election as an officer, an individual must have been a member in good standing of the Association for at least one (1) year.

Section 2. Election

The nomination process for election of officers shall be performed by the Bylaws and Elections Committee as outlined in Article VII, Section 5(b).

Section 3. Term of Office for Officers

All officers shall take office as of September 1 in the year they are elected. The President, President-Elect, and the Immediate Past President shall serve one year terms, and all other officers shall serve for a term of two (2) years.

Section 4. Resignation

Any Officer may resign at any time by submitting a letter of resignation to the Board. It is recommended that any Officer resigning should try to allow for a 60-day transition period to allow for the selection of a replacement.

Section 5. Responsibilities

The responsibilities of the officers shall be as follows:

- (a). The **President** shall be the principal executive officer of the Association and shall supervise and direct all of the business affairs of the Association subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Members and the Board of Directors and shall oversee the implementation of all directives and resolutions of the Board of Directors. The President may sign, with the Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Association. The President shall perform all duties customarily incident to the office of president and such other duties as prescribed from time to time by the Board of Directors. The President shall appoint the delegates, alternates and state representatives to the annual NAHQ House of Delegates session. The President advances to the position of Immediate Past President at the end of his or her term.
- (b). The **President-Elect** shall assist the President in the discharge of the duties of the President as the President may direct and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The President-Elect advances to the position of President at the end of his or her term. The President-elect serves as the Membership Chairperson as outlined in Article VII. Section 4.
- (c). The **Immediate Past President** shall assist the President and the President-Elect in the discharge of his or her duties as the President or President-Elect may direct. In the temporary absence of the President and the President-Elect, the Immediate Past President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President or the President-Elect until the return of said individuals or until a successor is elected.
- (d). The **Secretary** shall keep minutes of the meetings of the Association and of the Board of Directors, and the Members in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; shall be custodian of the corporate records, shall keep a record of the mailing address of each Member; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors, including maintaining a record of attendance, distributing minutes and agendas to all members, and making sufficient advance notice of changes in time or place of meetings to all members. He/she shall also be responsible for required correspondence with NAHQ. The Secretary serves as Chairman of the Communications Committee as outlined in Article VII, Section 6.
- (e). The **Treasurer** shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof and reporting to the membership; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and shall have an annual review of the Association's books. He/she shall also serve as the Chairperson of the Finance Committee as outlined in Article VII, Section 3.
- (f). The **Education Chairperson** shall serve as the Chairperson to the Education Committee, as outlined in Article VII, Section 2.

Name: **New Hampshire Association for Healthcare Quality**

EIN: **22-2983311**

- (g). The President-Elect shall serve as the Chairperson to the Membership Committee as outlined in Article VII, Section 4.
- (h). The **Bylaws and Elections Chairperson** shall serve as the Chairperson to the Bylaws Committee as outlined in Article VII, Section 5.
- (i). The Board Secretary shall serve as the Chairperson to the Communications Committee as outlined in Article VII, Section 6.

## ARTICLE V. MEETINGS

### Section 1. Regular Meetings

There shall be a minimum of four (4) scheduled meetings of the Association each year. The Board in collaboration with the Education Committee will distribute scheduled dates for the coming year at the Annual Meeting. Meeting dates shall be subject to change with adequate notice given to the membership.

### Section 2. Voting, Mail Ballot

Each Member shall be entitled to one (1) vote on each matter upon which such Member is entitled to vote. Voting by mail ballot shall be permitted, in lieu of a vote at a duly called meeting, for any item of business, including the election of officers and directors. Unless the action of a greater number is required by law, the Articles of Incorporation or these Bylaws, the act of a majority of Members returning ballots by a certain date, assuming the number of Members' ballots received constitute a quorum, shall be an act of the Members.

### Section 3. Special Meetings

Special meetings of the Members or a vote by mail ballot may be called by the President or by the Board of Directors. The Board of Directors shall determine the time and place for holding special meetings. The Secretary shall notify all members of the Association, electronically or in writing, of the date and purpose of the meeting ten (10) days in advance of the meeting.

### Section 4. Quorum

During regular meetings, a quorum shall consist of all members in attendance and a simple majority of the votes cast shall be necessary to grant approval. A quorum for Mail Ballots shall consist of 20% of the Members at the time of the mailing.

### Section 5. Annual Meeting

The Association shall meet at least annually to conduct the affairs of the Association.

### Section 6. Manner of Acting

The act of a majority of the Members present at a duly called meeting or by mail ballot at which a quorum is present or represented shall be the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**ARTICLE VI. BOARD OF DIRECTORS**

Section 1. Authority and Responsibility

The Association shall be managed by the Board of Directors, which shall supervise, control and direct the affairs of the Association; determine the policies of the Association or changes therein within the limits of these Bylaws; actively promote the purposes of the Association; and have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted herein, appoint such agents as it may consider necessary.

Section 2. Composition and Term

- (a) The Board of Directors shall be composed of nine (9) individuals as follows: President, President-Elect, Immediate Past President, Secretary, Treasurer, Membership Chairperson, Education Chairperson, Communications Chairperson, and Bylaws and Elections Chairperson.
- (b) Members of the Board of Directors shall take office as of September 1 in the year they are elected. Each member of the Board of Directors shall continue to serve until his/her term of office as an officer or director, as the case may be, expires and until his/her successor is duly elected and qualified

Section 3. Election and Qualification

Board Members shall be eligible for election and elected by the membership as set forth in Article VII. Section 4.

Regular Meetings

The Board of Directors may provide by resolution the time, date and place for the holding of an annual meeting and additional regular meetings of the Board without other notice than such resolution. In lieu of a meeting, business of the Board of Directors may be transacted by teleconference. All Board of Directors meetings shall be open to Members of the Association.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or three (3) members of the Board of Directors.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall state the date, time, and place of the meeting and shall be given at least five (5) days prior to the date of such meeting; provided that notice of any special meeting held by teleconference may be given at least twenty-four (24) hours prior to the meeting. Attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 7. Board of Directors Quorum

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board; provided that, if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting

The act of a majority of the Board members present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 9. Resignation and Removal

Any Board member may resign at any time by giving written notice to the President. It is recommended that any Board member resigning should try to allow for a 60-day transition period to allow for the selection of a replacement. In addition, any Board member may be removed by the vote of a simple majority of Members present or represented at a duly called meeting of the Members in which a quorum is present whenever, in his or her judgment, the best interests of the Association would be served by such removal. Written notice of a Membership meeting held to vote on removal of one or more Board members shall be delivered to all Voting Members entitled to vote. The notice shall state that the purpose of the meeting is to vote upon the removal of one or more Board members named in the notice. Only the named Board member(s) may be removed at such meeting.

Section 10. Vacancies

In the event a vacancy occurs in any office due to the death, resignation, removal or disqualification of a director, except the office of President, President-Elect, or Immediate Past President, the President may appoint a successor(s) from among the membership to complete the term of office with the majority approval of the Board. In the event the office of President becomes vacant for any reason, the President-Elect shall serve for the remainder of the term. In the event the office of President-Elect becomes vacant for any reason, a mail ballot will take place to elect a Member to fill the position. The mail ballot will include a new slate of eligible nominees for the Office of President-Elect and allow 30 days from the time of its mailing for the return of ballots. The announcement will occur within 60 days of the mailing of the ballots. In the event the office of Immediate Past President becomes vacant for any reason, the vacancy will remain open until the end of the term.

Section 11. Meeting by Conference Call

With prior approval of the President, any action to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. The use of conference calls should be limited to special circumstances and deemed necessary by the President.

**ARTICLE VII COMMITTEES**

Section 1. Standing Committees

Committees of the Association shall include but not be limited to the Education Committee, Budget Review Committee, Membership Committee, Communications Committee, and Bylaws and Elections Committee. Each Committee shall be composed of members as stated below. In the event any standing committee has insufficient members to be constituted, the Board shall fulfill the functions of the committee. All Committees shall submit a report to the membership as requested. Each committee chairperson shall be responsible for ensuring effective transition of a newly appointed chairperson to the office they are vacating.

Section 2. Education Committee

The Education Committee shall consist of no fewer than three (3) members: two (2) members appointed by the President and the elected Education Chairperson. The Committee shall assess current education needs and interests of the members as well as current trends in healthcare quality management, develop objectives and make recommendations to the membership, as well as develop and/or coordinate programs throughout the year.

Section 3. Finance Committee

The Finance Committee shall consist of no fewer than three (3) members: the elected Treasurer, the Membership Chairperson, the Education Chairperson and two (2) members appointed by the President. The Finance Committee shall be responsible for seeking membership approval of the annual budget. The committee shall review and audit the budget annually.

Section 4. Membership Committee

The Membership Committee shall consist of no fewer than three (3) members: two (2) members appointed by the President and the elected Chairperson. The Membership Committee shall maintain an updated membership list, be responsible for distribution of new membership packets, assess methods for recruitment and retention, verify membership status of attendees at each regular meeting, and promote the Association on the state level.

Section 5. Bylaws and Elections Committee

The Bylaws and Elections Committee shall consist of no fewer than three (3) members; two (2) members appointed by the President and the elected Chairperson.

(a) Bylaws

The Bylaws and Elections Committee shall review the Bylaws annually, compile and distribute proposed amendments to the membership as appropriate after Board approval, and present the proposed amendments for voting as outlined in Article XIII, Section 1 and 2.

(b) Elections

Each year, as of September 1st, the President will advance to the position of Immediate-Past President and the President-Elect will advance to the position of the President.

The Bylaws and Elections Committee shall form a slate of eligible nominees for each of the elected positions with expiring terms in accordance with these Bylaws.

Elections will be held each year for the position of President-Elect for a one-year term starting September 1<sup>st</sup> following their election.

The remaining Board members will be elected for two year terms based on even and odd years. The following positions are to be elected in even-numbered years: Secretary, Education Committee Chair, Membership Committee Chair. The following positions are to be filled during odd-numbered years: Treasurer, Communications Committee Chair, Bylaws and Elections Committee Chair.

At least sixty (60) days prior to the annual meeting, a mail ballot setting forth the slate of nominees selected by the Committee shall be mailed to each Voting Member at the address of record for each Member on file with the Association. The Members must return the mail ballots for tabulation no later than thirty (30) days prior to the annual meeting. Members of the Bylaws and Elections Committee shall oversee the tabulation of the mail ballots. The Chairperson of the Bylaws and Elections Committee shall announce the results of the election prior to the annual meeting.

Section 6. Communications Committee

The Communications Committee shall consist of no fewer than three (3) members; two (2) members appointed by the President and the elected Chairperson. The Communications Committee shall work with other committees to provide current information about the Association to Members. The Committee will be charged with reviewing and maintaining the Associations website. The Committee shall periodically develop, design and distribute a newsletter to the membership.

Section 7. Ad Hoc Committees

Ad Hoc Committees may be appointed for special assignments. These Committees shall limit their activities to the accomplishment of the task for which they were appointed and shall have no power to act except as is specifically conferred by action of the membership. Upon completion of the task for which they were appointed, such Committees shall stand discharged.

**ARTICLE VIII. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern the Association in all cases except in which they are not consistent with these Bylaws and other rules adopted by the Association. For reference purposes, there are a number of websites that provide information about Robert's Rules on the internet.

**ARTICLE IX. FINANCIAL MATTERS**

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, 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 confined to specific instances.

Section 2. Checks, Drafts, Etc.

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 such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding

The Board of Directors may provide for the bonding of such officers and employees of the Association as it may from time to time determine.

Section 5. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 6. Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board of Directors, and any teams having the authority of the Board of Directors. The books and accounts of the Association shall be audited annually by accountants selected by the Board of Directors.

Section 7. Fiscal Year

The fiscal year for the Association shall be September 1 to August 31.

Section 8. Dues

The initial and annual dues for all Members ("Membership Dues"), the time for paying such dues, and other assessments for Members, if any, shall be determined from time to time by the Board of Directors. If dues remain in arrears after ninety (90) days from the annual meeting date, all membership privileges shall cease. Reinstatement after termination of membership privileges shall require payment of dues for the current year. There will be no dues required of Honorary members. No reimbursement of dues shall be made to a member for partial year membership.

#### **ARTICLE X. WAIVER OF NOTICE**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Association may indemnify all officers, directors and committee members of the Association to the full extent permitted by the New Hampshire Not-for-Profit Corporation Act. The Association shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors. This indemnification will not apply in cases in which adjudication is rendered of gross negligence or misconduct in the performance of duty to the Association.

**ARTICLE XII. POLICIES AND PROCEDURES**

Section 1. Purpose

To accomplish effective operations of the association's business, Policies and Procedures will be developed, approved, and implemented.

Section 2. Responsibility and Approval

Association committees are responsible for developing and periodically reviewing those policies and procedures relative to their respective responsibilities. All policies and procedures will be submitted to the Board for approval prior to implementation.

**ARTICLE XIII. AMENDMENTS TO THESE BYLAWS**

Section 1. Changes to the Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors provided that such modification is also approved by the affirmative vote of at least two-thirds (2/3) of the Members of the Association who are present at a regular meeting and provided that notice of the Board of Directors' intent to modify these Bylaws, and the substance of such modification, has been provided to the Members prior to their vote.

Section 2. Notification of Change

Amendments to the bylaws shall be made at any meeting after the secretary has sent out copies of the proposed amendments to all members of the Association, at least fourteen days (14) days prior to a meeting. The notice shall state that the proposed amendment shall be considered at the next meeting of the Association.

**ARTICLE XIV. DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

<u>Revised</u>	<u>Approved</u>
<u>2/20/96</u>	<u>5/10/96</u>
<u>7/5/01</u>	<u>9/2001</u>
<u>9/30/05</u>	<u>10/2005</u>
<u>09/12/06</u>	<u>10/2006</u>