

**BYLAWS  
OF THE  
NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY**

**Article I  
*Exempt Purpose***

The National Association for Healthcare Quality (“Association”) is an Illinois not-for-profit corporation organized and operated exclusively for non-profitable purposes in accordance with Internal Revenue Code Section 501(c)(6) and, more specifically, for the following Exempt Purpose set forth in the Association’s Articles of Incorporation (“AOI”):

“The purposes of the Association are 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 of, the healthcare field; provide mechanisms of communication and education for individuals and health organizations involved in the assurance of quality healthcare; support and advocate actively the interests of patients in receiving quality healthcare and in all other actions affecting their health and welfare; and evaluate the professional and education needs of members of the Association and to encourage, develop and provide programs of continuing education and educational tools for members and other persons involved in the promotion of quality healthcare.”

**Article II  
*Office***

The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Association’s Board of Directors (“Board”) may, from time to time, determine.

**Article III  
*Members***

**Section 1. Membership.** Membership may be granted to any person who: (i) is interested in and agrees to support the Exempt Purpose and activities of the Association; (ii) agrees to abide by these Bylaws, and such other rules, regulations, policies, and procedures as the Association may adopt from time to time; and (iii) meets the additional criteria established for each membership category. Without limiting the foregoing, the Association’s membership categories include the following:

- (a) **Active Membership:** may be granted to any individual who is involved in the healthcare quality or a related profession. An Active Member has the right to hold office, serve on committees and task forces, and vote.
- (b) **Life Membership:** will be granted to any individual who served as President of the Association. Life Members will have the same rights as Active members but will not be required to pay membership dues.
- (c) **Associate Membership:** may be granted to individuals who are interested in healthcare quality. Associate Members may serve on committees and task forces, but may not vote, hold office or serve as Chair of a committee. Associate Members include the following:
  - (i) **Student Members.** Individuals may be accepted as Student Members and remain student members as long as they are enrolled in an undergraduate or graduate program.
  - (ii) **Honorary Members.** Honorary Membership may be granted to any individual who rendered distinguished services and leadership to the Association or who made significant contributions to the healthcare quality profession, as determined by the Board.

(iii) **Emeritus Members.** Emeritus Membership may be granted to any individual who retired from full-time employment and was a voting member of the Association for at least ten years immediately preceding the initial application for Emeritus Membership.

The Board may establish additional membership categories, and may add or change the criteria regarding any membership category, from time to time in its discretion. All Association Members shall be referred to herein collectively as “Members.”

**Section 2. Application.** The Board shall, from time to time, adopt policies and procedures regarding the application for, and determination of, membership in the Association.

**Section 3. Rights and Duties.** All Members may attend meetings, but only Active Members may vote, and serve as an Officer and/or a Director.

**Section 4. Resignation.** Members may resign from the Association any time by giving written notice to the Association Executive Director (“ED”). Any resigning Member shall continue to be responsible for the payment of all membership dues (as defined below) and other charges until the end of the fiscal year of such Member’s resignation, and such resignation shall not relieve the Member of any accrued and unpaid dues. Resigning Members are not entitled to the return of previously paid dues or other fees, or any portions thereof.

**Section 5. Termination of Membership.** The Association may terminate a Member’s membership if the Board determines such Member engaged or is engaging in conduct that: (i) violates the Association’s Bylaws, rules, regulations, policies, or procedures, as may be amended from time to time; or (ii) is otherwise contrary to the interests of the Association. In the event the Board seeks to terminate any membership in accordance with this provision, the Association will notify the Member that the Board will consider terminating his/her membership during a Board meeting no less than twenty-one days following the day the notice is provided to the Member (which Board meeting date must be included in the notice). The notice shall inform the Member that he/she may submit a written response to the Board in advance of its meeting, which the Board will review and consider in determining whether to terminate his/her membership. The Board’s decision of whether to terminate a membership is final and not subject to appeal. A terminated Member, is not entitled to the return of previously paid annual dues or any portion thereof. In addition, any Member who becomes ineligible for membership or who is in default in the payment of any dues or charges as determined by the Board, shall be deemed to have resigned, and their membership terminated automatically.

**Section 6. Transfer of Membership.** Membership in the Association is not transferable or assignable.

#### **Article IV**

##### ***Membership Meetings***

**Section 1. Annual and Regular Meetings.** An annual meeting of the Members, and additional regular meetings of the members, shall be held at such time and place as determined by the Board. At each such meeting, the Members shall conduct such business as may properly come before the Members.

**Section 2. Special Meetings.** Special meetings of the Members or a vote by mail ballot may be called by the Board. The time and place for said special meetings shall be determined by the Board, provided the same complies with these Bylaws and applicable law.

**Section 3. Voting.** Each Active Member is entitled to one vote per matter submitted for Member vote.

**Section 4. Informal Action By Voting Members.** Unless otherwise provided in the Association’s AOI or these Bylaws, any action required to be taken at any meeting of the Members may be taken without a meeting via written ballot by mail, email, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Members casting votes, or such larger number as may be required by law, the AOI, or these Bylaws; provided the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for no less than five days from the date the ballot is delivered; provided, however, in case of the removal of a Director(s) (defined below), a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for no less than twenty days from the date the ballot is delivered. Such informal action by Members shall become effective only if, at least five days prior to the effective date of such informal action, a notice in writing of the action is delivered to all Members entitled to vote with respect to the subject action.

**Section 5. Notice.** Written notice stating the place, date and time of the Member meeting shall be delivered to each Member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in case of the removal of a Director(s), a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, no less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**Section 6. Waiver of Notice.** Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and presents his/her objection at the beginning of the meeting or promptly upon his/her arrival.

**Section 7. Fixing of Record Date.** To determine the Members entitled to notice of, or to vote at, any Member meeting, or to determine Members for any other proper purpose, the Board may fix in advance a date as the “record date” for any such determination; such date in any case shall be no more than sixty days and, for a Member meeting, no less than five days, or in case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, no less than twenty days before the date of such meeting. If no record date is fixed, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When the determination of Members entitled to vote at any meeting is made, such determination shall apply to any adjournment of the meeting.

**Section 8. Quorum.** Three percent of the voting Members of the Association shall constitute a quorum for the transaction of business at any duly called meeting of the Members; provided that if less than a quorum is present, a majority of the voting Members present may adjourn the meeting to another time without further notice.

**Section 9. Manner of Acting.** The act of a majority of the voting Members present at a duly called meeting at which a quorum is present in person shall be the act of the Members, unless the act of a greater number is required by law, the AOI, or these Bylaws.

#### **Article V** ***Dues and Assessments***

The membership dues and the time for paying such dues (and other assessments, if any) shall be determined from time to time by the Board.

#### **Article VI** ***Board of Directors***

**Section 1. Authority and Responsibility.** The affairs of the Association shall be managed under the direction of the Board. In these Bylaws, wherever the Board’s authority to act is provided, said authority shall be exercised in the Board’s sole and absolute discretion. The Board may adopt such rules, regulations, policies, and procedures 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.** The Board shall be composed of four Officers: President, President-Elect, Immediate Past President, Secretary/Treasurer; the four Chairs of the Commissions identified in Article X, Sections 2(b), 2(c), 2(d), and 2(e) below; and at least one but no more than four Directors-at-Large (each, a “Director”). In addition, the Executive Director of the Association shall serve as a non-voting, ex officio member of the Board. Members of the Board shall take office on January 1 of the year after the elections occurred. Each member of the Board 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. No elected individual may serve more than seven consecutive years as a Director, except where an individual assumes, or is appointed to, office to fill a vacancy in such office.

**Section 3. Election and Qualification.** Directors shall be elected by the membership as set forth in Article X, Section 2(a) below. Directors-at-Large shall be elected by the membership for three (3) year staggered terms. To be eligible for election as a Director, an Active Member must

fulfill such criteria as the Board through the Nominations Team shall establish from time to time.

**Section 4. Regular Meetings.** The Board may provide by resolution and/or motion the time, date, and place for the holding of a meeting of the Board without other notice than such resolution and/or motion.

**Section 5. Special Meetings.** Special meetings of the Board may be called by or at the request of the President or three members of the Board. Special meetings of the Board may be held at such place, either in or out of the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

**Section 6. Notice.** Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least five 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 hours prior to the meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be specified in the notice unless specifically required by law or these Bylaws. Notice may be waived in writing by a Director, either before or after the meeting. Attendance by a Director 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. Quorum.** A majority of the voting 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 voting Directors present may adjourn the meeting without further notice.

**Section 8. Manner of Acting.** The act of a majority of the Board present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the AOI, or these Bylaws.

**Section 9. Telephonic or Electronic Meeting Participation.** Any action to be taken at a meeting of the Board may be taken through a teleconference 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.

**Section 10. Informal Action by Directors.** Any action requiring a vote of the Board may be taken without a meeting if a consent in writing (whether in hard copy, facsimile or other electronic format), setting forth the action taken, is signed by all Directors entitled to vote on the matter. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary/Treasurer to be filed in the Association's corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

**Section 11. Resignation and Removal.** Any Director may resign at any time by giving written notice to the President and the ED. A Director may be removed with or without cause, as specified by the Illinois General Not For Profit Corporation Act ("Act").

**Section 12. Vacancies.** In the event of a vacancy in the Board for any reason, the vacancy shall be filled by the Board unless the AOI, the Act, or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner; in which case, such provision shall control. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

**Section 13. Compensation.** Directors shall not be compensated for their services as Directors of the Association.

## Article VII

### *Officers*

**Section 1. Officers.** The Officers of the Association shall consist of a President, President-Elect, Immediate Past President, and Secretary/Treasurer. Unless otherwise provided by these Bylaws, upon expiration of his/her term, the President-Elect automatically shall succeed to the office of President, and the President shall automatically succeed to the position of Immediate Past President. No two offices may be held by the same person. Serving as an Officer shall not create any contract rights. Only Directors who fulfill such criteria as the Board shall establish from time to time are eligible to serve as Officers. All Officers, except the Secretary/Treasurer, shall serve for a term of one year and until their

successors are elected and qualified. The Secretary/Treasurer shall serve for a term of three years, and until his/her successor is elected and qualified, and shall be ineligible for election to a second term as Secretary/Treasurer. The Officers shall take office on January 1<sup>st</sup> following the year in which they were elected. In the event a vacancy occurs in any office, except the office of President, the Board may appoint a successor(s) to complete the term of office. In the event the office of President becomes vacant for any reason, such vacancy shall be filled as follows: if such vacancy occurs within the first six (6) months after January 1<sup>st</sup>, the Immediate Past President shall serve for the period until the end of that six (6) month period and the President-Elect shall serve thereafter; (b) if such vacancy occurs on or after July 1, the President-Elect shall serve for the unexpired portion of the term. Notwithstanding the foregoing, the President-Elect shall serve in the office of President for the full one-year term to which she or he was elected. No individual may serve more than one full one-year term (plus the filling of any vacancies as set forth in this section) as President.

**Section 2. President.** The President shall: preside at all meetings of the Members and of the Board; oversee the implementation of all resolutions and directives of the Board; discharge all duties incident to the office of President; and complete such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association, or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may sign any Board authorized deeds, mortgages, bonds, contracts, or other instruments.

**Section 3. President-Elect.** 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. 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 the restrictions upon the President.

**Section 4. Immediate Past President.** The Immediate Past President shall assist the President and the President-Elect in the discharge of their duties as the President or President-Elect may direct. In the temporary absence of the President and 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.

**Section 5. Secretary/Treasurer.** The Secretary/Treasurer shall: (i) be the Association's principal financial officer and shall be responsible for the maintenance of adequate books of account for the Association; (ii) keep Board and Member meeting minutes in one or more books maintained for that purpose; (iii) ensure all notices are duly given in accordance with applicable law, the AOI, and these Bylaws; (iv) be custodian of the corporate records; (v) ensure the Association keeps a record of the mailing address of each Member; and (vi) in general, perform all duties customarily incident to the offices of secretary and treasurer, and such other duties as may be assigned from time to time by the President or the Board. The Secretary/Treasurer's duties may be assigned by the Board in whole or in part to the ED.

## **Article VIII**

### ***Executive Director***

The Board shall hire an ED either directly or through a management company upon such reasonable terms and conditions as the Board shall determine. The ED shall report directly to the Board. The ED shall be the principal executive, operating, and administrative staff member of the Association, responsible for implementing the budgets, policies, procedures, and directions of the Board and the Association's day-to-day business affairs. The ED shall be responsible for preparing, assuring the accuracy of, executing, and timely filing all government forms and filings required by law on behalf of the Association. The ED may negotiate and execute any contract on behalf of the Association provided its terms fall within the parameters of the budget, policies, and procedures approved by the Board. All Association staff and contractors shall report to the ED unless otherwise directed by the Board or required by law. The ED shall have such other responsibilities and perform such other duties as determined by the Board. The specific title given to the ED position shall be determined by the Board.

## **Article IX**

### ***Committees and Advisory Bodies***

**Section 1. Committees and Advisory Bodies.**

**(a) Committees.** In addition to the standing committees identified in these Bylaws, the Board, by resolution adopted by a majority of the voting Directors, may designate more committees. Each committee will consist of two or more voting Directors and such other person(s) as the Board designates, provided a majority of each committee's members are voting Directors, and that a voting Director serves as the committee Chair. The composition of all committees must be approved by the Board. Each committee shall have and exercise the authority of the Board in the management of the Association provided in these Bylaws, the resolution establishing the committee, and any charter, guidelines, or rules adopted by the Board for the committee. However, no committee shall have the power or authority to:

- Adopt a plan for the distribution of the assets of the Association, or for dissolution;
- Approve or recommend to Members any act required by the Illinois General Not for Profit Corporation Act to be approved by Members;
- Fill vacancies on the Board or any of its committees;
- Elect, appoint, or remove any Officer or Director or member of any committee, or commit the Association to compensate any member of a committee;
- Adopt, amend, or repeal these Bylaws or the AOI;
- Adopt a plan of merger, or adopt a plan of consolidation, or authorize the sale, lease, exchange or mortgage of the property or assets of the Association; or
- Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

In addition, absent an express statement to the contrary in these Bylaws, the resolution establishing the committee, or a committee's charter adopted by the Board, a committee shall not have the authority to enter into any contract or otherwise legally bind the Association. The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on him/her by law.

**(b) Advisory Bodies.** In addition to those identified in these Bylaws, the Board, by resolution adopted by a majority of the voting Directors, may designate one or more advisory teams, commissions, task forces, and/or other advisory bodies (collectively, "advisory bodies"), which shall not have or exercise the authority of the Board. Other than as specified in these Bylaws, advisory bodies shall consist of such persons as the Board designates, and the Board shall determine whether, if at all, an advisory body must include Directors. The advisory body may not act on behalf of the Association or bind it to any actions, but may make recommendations to the Board or to the Association Officers.

**(c) Governance Provisions Applicable to Committees and Advisory Bodies.**

- (i) Terms.** Unless otherwise stated in these Bylaws or a charter adopted by the Board for the committee/advisory body, committee/advisory body member terms shall commence the date the committee/advisory body member is appointed and end at the end of the fiscal year.
- (ii) Resignation or Removal.** A committee/advisory body member may resign at any time by providing written notice to the Secretary/Treasurer and ED. A committee/advisory body member may be removed by the Board for any reason, or no reason, at any time. A committee/advisory body member who fails to return to the Association a completed Annual Conflict of Interest Disclosure Statement required by the Association's Conflict of Interest Policy by the due date established by the Board, or who fails to attend two consecutive committee/advisory body meetings, without the subject committee/advisory body's approval, shall be deemed to have resigned from the committee/advisory body.
- (iii) Vacancies.** Vacancies in any committee/advisory body shall be filled by the President or the Board.
- (iv) Chair.** To the extent these Bylaws or the resolution establishing a committee/advisory body does not identify a Chair for the committee/advisory body, the President shall, with the approval of the Board, designate the Chair for the committee/advisory body. In the absence of the Chair, the committee/advisory body members in attendance at a meeting of the committee/advisory body shall select a Chair for that meeting from among those committee/advisory body members present.

- (v) **Meetings.** Regular committee/advisory body meetings may be established by the Board or the committee/advisory body. Other committee/advisory body meetings may be called by the Board, the President, the committee/advisory body Chair, the ED, or by a majority of the committee/advisory body members.
- (vi) **Notice.** Written notice of any committee/advisory body meeting shall be delivered at least two days in advance of any committee/advisory body meeting. Notice of any committee/advisory body meeting may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of an individual at any meeting shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (vii) **Quorum.** A majority of a committee/advisory body shall constitute a quorum, unless otherwise stated herein or in the resolution forming the subject committee/advisory body.
- (viii) **Manner of Action.** The act of a majority of the committee/advisory body members present at a meeting at which there is a quorum shall be the act of the committee/advisory body, unless a greater number is required by statute, these Bylaws, or the AOI.
- (ix) **Participation at Meetings by Teleconference.** A committee/advisory body member may participate in, and act at any, meeting of a committee/advisory body through the use of a teleconference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such manner shall constitute presence in person at the meeting.
- (x) **Proxy Voting.** No committee/advisory body member may act by proxy.
- (xi) **Informal Action.** Any action required or that may otherwise be taken at a committee/advisory body meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the committee/advisory body members. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All approvals shall be delivered to the Secretary/Treasurer and ED to be filed in the corporate records. The action taken shall be effective when all the committee/advisory body members approve the consent unless the consent specifies a different effective date.
- (xii) **Guidelines and Rules.** The Board may adopt a charter, additional guidelines, and/or rules for a committee/advisory body as it deems necessary and appropriate. Each committee/advisory body may adopt rules for its own governance not inconsistent with the AOI, these Bylaws, the resolution establishing the subject committee/advisory body, or any charter, guidelines, or rules adopted by the Board for the subject committee/advisory body.
- (xiii) **Authority of the Board.** The Board may, at any time, dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a committee/advisory body, which the Board determines to be in the Association's best interest.

## **Article X**

### ***Standing Committees and Standing Advisory Bodies***

**Section 1. Standing Committees.** Subject to Article IX of these Bylaws, the Association shall have the following standing committees:

- (a) **Executive Committee.** The Executive Committee shall have the authority to carry out the business and functions of the Association between meetings of the Board, but shall report any such actions to the Board. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, and Secretary/Treasurer. In addition, the ED shall serve as an ex officio member of the Executive Committee without a vote.

**(b) Finance Committee.** The Finance Committee is delegated by the Board to ensure the appropriate oversight of financial matters for the Association. The Finance Committee shall: (i) ensure the Association's financial resources are used to advance the Association's Exempt Purpose; (ii) develop and transmit recommendations for the Association's annual budget to the Board by the date set by the Board; (iii) ensure quarterly, and annual budget to actual financial reports are provided to the Board and any body and/or individual directed by the Board; and (iv) perform such other duties and responsibilities as may be assigned by the Board. The Finance Committee shall be Chaired by the Secretary/Treasurer and consist of at least five but no more than seven members including the President, President-Elect and one At-Large Director. The remaining members shall be appointed by the Board. The majority of the Finance Committee must be Directors.

**Section 2. Standing Advisory Bodies.** Subject to Article IX of these Bylaws, the Association shall have the following standing advisory bodies:

**(a) Nominations Team.** The Nominations Team shall include the Immediate Past President, who shall serve as Vice Chair, and the preceding immediate past president, who shall serve as Chair, and such other members designated by the Board. The Nominations Team shall be responsible for soliciting, qualifying, and nominating individuals for election to the Board. In making each nomination, the Nominations Team shall seek individuals who possess the requisite backgrounds, education, training, and experience that will best serve the Association's interest. Prior to making a nomination, the Nominations Team shall: (i) confirm the qualifications of any potential nominee; (ii) make available to all potential nominees copies of the Association's applicable governing documents, including, without limitation, these Bylaws and the Conflict of Interest Policy; (iii) inform potential nominees of the duties and responsibilities of the Board and applicable officer; and (iv) obtain from potential nominees a signed acknowledgement stating: (a) they reviewed and understand the duties and responsibilities of the Board and applicable officer; (b) they are qualified and willing to serve on the Board and any applicable office; (c) they will, if elected, perform to the best of their abilities, the duties and responsibilities of the Board and any applicable office; (d) they reviewed and understand the Association's governing documents, including without limitation these Bylaws and the Conflict of Interest Policy and shall abide by the same; (e) they shall complete and return to the Association the Annual Conflict of Interest Disclosure Statement by the due date established by the Board, and, if they fail to do so, they knowingly and voluntarily resign; and (f) if they fail to participate in two consecutive meetings of the Board, without the Board's approval, they knowingly and voluntarily resign their position(s). The Nominations Team shall prepare a slate of qualified candidates to serve as Officers and/or Directors for submission to a vote of the Active Members. The Nominations Team shall make nominations within the time period specified by the Board. In addition, the Nominations Team shall perform such other duties and responsibilities as the Board shall assign from time to time. The specific nomination process shall be set forth in a policy determined by the Board, which policy shall not be inconsistent with these Bylaws.

**(b) Competencies Commission.** The Competencies Commission shall include members designated by the Board. The Competencies Commission will endeavor to define a body of knowledge and competencies for the healthcare quality profession. The specific composition, terms, and charges assigned to the Competencies Commission will be set forth in a charter adopted by the Board. The Chair of the Competencies Committee shall serve as an *ex officio* member of the Board.

**(c) Education Commission.** The Education Commission shall include members designated by the Board. The Education Commission will endeavor to ensure the Association is the primary source of education for the healthcare quality profession. The specific composition, terms, and charges assigned to the Education Commission will be set forth in a charter adopted by the Board. The Chair of the Education Commission shall serve as an *ex officio* member of the Board.

**(d) Healthcare Quality Certification Commission.** The Healthcare Quality Certification Commission ("HQCC") shall include members who will be identified by the commission and reported to the board. All members of the HQCC must be active Certified Professionals in Healthcare Quality, with the exception of one member from the general public. The HQCC shall promote excellence and professionalism in the field of healthcare quality; recognize individuals who demonstrate an acquired body of knowledge and expertise in the healthcare quality profession; and promote the art and science of quality in the healthcare field. In addition to the foregoing, the specific composition, terms, and charges assigned to the HQCC will be set forth in a charter adopted by the Board. The Chair of the HQCC shall serve as an *ex officio* member of the Board.

**(e) Profession Recognition Commission.** The Profession Recognition Commission shall include members designated by the Board. The Profession Recognition Commission will endeavor to ensure healthcare quality professionals and their employers understand and



recognize the value of the profession. The specific composition, terms, and charges assigned to the Profession Recognition Commission will be set forth in a charter adopted by the Board. The Chair of the Profession Recognition Committee shall serve as an *ex officio* member of the Board.

## **Article XI**

### ***Financial Matters***

**Section 1. Contracts.** The Board may authorize any officer(s) or agent(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be 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(s) or agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President or President-Elect.

**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 may select.

**Section 4. Bonding.** The Board 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 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, and any committees having the authority of the Board.

**Section 7. Loans.** Loans from the Association to any person or entity are prohibited.

**Section 8. Independent Audit.** The books and accounts of the Association shall be audited annually by independent accountants selected by the Board.

**Section 9. Budget.** The Board shall adopt a budget in advance of each fiscal year. The affairs of the Association shall be conducted in accordance with said budget.

**Section 10. Strategic Plan.** The Board shall adopt a strategic plan identifying the Association's Exempt Purpose and the goals and activities the Association shall pursue to advance the same.

**Section 11. Financial Policies and Procedures.** The Board shall adopt financial policies and procedures, which shall: (i) include prudent financial controls; and (ii) require the Association's financial books and records be kept in accordance with generally accepted accounting principles.

**Section 12. Fiscal Year.** The fiscal year of the Association shall be determined by the Board.

## **Article XII**

### ***Waiver of Notice***

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

**Article XIII**  
***Indemnification of Directors and Officers***

**Section 1. Indemnification in Actions Other Than by or in the Right of the Association.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (*other than an action by or in the right of the Association*) by reason of the fact that he/she is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

**Section 2. Indemnification in Actions by or in the Right of the Association.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 3. Right to Payment of Expenses.** To the extent a Director, Officer, employee, or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection therewith.

**Section 4. Determination of Conduct.** Any indemnification under Sections 1 and 2 of this Article (*unless ordered by a court*) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made: (a) by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the Members.

**Section 5. Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

**Section 6. Other Rights.** The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 7. Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Section.

**Section 8. Severability.** If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### **Article XIV**

##### ***Amendments to These Bylaws***

The power to alter, amend, or repeal these Bylaws or adopt new and other bylaws shall be vested in the Association's Board. These Bylaws may contain provisions for the regulation and management of the affairs of the Association not inconsistent with the law or the AOI.

#### **Article XV**

##### ***Parliamentary Procedure***

The conduct of meetings will be governed by Robert's Rules of Order as most recently revised. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.

#### **Article XVI**

##### ***Dissolution***

Upon the dissolution of the Association, the Board, 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 and in accordance with the law, as the Board shall determine.

#### **Article XVII**

##### ***Use Of Electronic Communication***

Unless otherwise prohibited by law: (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

*Bylaws last amended August 2017 by the NAHQ Board of Directors*