

**ILLINOIS ASSOCIATION FOR HEALTHCARE QUALITY  
BYLAWS  
2008**

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# ILLINOIS ASSOCIATION FOR HEALTH CARE QUALITY BYLAWS

## ARTICLE I - NAME

The name of this organization shall be Illinois Association for Healthcare Quality, an affiliate of the National Association for Healthcare Quality (NAHQ).

## ARTICLE II - AUTHORITY

The Illinois Association for Healthcare Quality shall operate under charter provisions of from the State of Illinois and all of its Bylaws with all amendments thereto.

## ARTICLE III - MISSION AND PURPOSE

Section 1 - The mission of the Illinois Association is to promote quality healthcare through education and professional collaboration.

Section 2 - The purpose of the Association shall be to provide promote the leadership in the delivery of quality healthcare in the most efficient and most effective manner and to regularly promote the programs of NAHQ.

Section 3 - The objectives of the Illinois Association for Healthcare Quality shall be:

- A. To provide an educational and professional organization of and for healthcare professionals who are actively involved and/or interested in the delivery of cost effective quality of care.
- B. To encourage, develop and provide continuing education for all persons involved with the maintenance of high quality patient care and effective utilization of the healthcare community's resources.
- C. To facilitate communication, cooperation and coordination between healthcare professionals, such as data analysts, discharge planners, hospital administration, medical records, nursing, physicians, quality management professionals, representatives from Quality Improvement Organizations, third (3rd) party payors, governmental agencies, risk managers, social service, utilization review coordinators, and all others interested in or involved in healthcare quality.
- D. To provide the means whereby healthcare professionals may be associated together to promote the sharing of knowledge and professional ethics.
- E. To publish and provide publications and proceedings as shall be authorized by this Association.

Section 4 - This Association is not, nor shall it ever become, a trade union or collective bargaining agency. It is organized exclusively for professional and educational purposes as a not for profit group.

Section 5 - This Association shall be conducted so that no part of its income or earnings shall inure to the benefit of any member, director, officer, or other individual.

#### **ARTICLE IV - MEMBERSHIP**

Section 1 - Membership shall be open to all persons involved in all areas of healthcare quality including but not limited to; administrators, ancillary personnel, educators, medical records professionals, medical staff, nurses, social workers, and quality, risk and utilization professionals from hospitals, long term, intermediate care areas, ambulatory care, managed care corporations or health alliances and healthcare quality product vendors.

A. Individual Membership is defined as those who are actively involved in the assessment of healthcare and shall be entitled to all membership privileges including the right to vote, hold office, serve on committees, and to serve as a delegate if they are NAHQ members.

B. Honorary Membership is defined as those members who have been approved by the Board of Directors as having rendered outstanding service to the Illinois Association for Healthcare Quality.

1. Honorary members have no voting rights and may not hold an office.

Section 2 - Any person desiring membership in the Association shall file a completed application for membership together with the annual dues.

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

Section 4 - Only individual members shall be privileged to vote, to hold office, or to serve on standing committees.

Section 5 - Membership in the Association is not transferable to another individual. A member who changes his/her position shall retain his/her membership for the duration of the period for which dues have been paid.

Section 6 - Non-payment of annual dues shall be deemed as resignation from the Association.

Section 7 - No portion of the dues paid by a member who resigns or whose membership is terminated is refundable.

#### **ARTICLE V - DUES**

Section 1 - Annual dues shall be set and approved by two-thirds (2/3) majority of the Board of Directors.

Section 2 - Dues shall be payable on an annual basis. Members who are ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. To be in good standing a member must have paid dues within sixty (60) days of their anniversary date.

Section 3 -- There shall be no provisions for pro-ration of membership dues.

Section 4 – Upon request, membership dues may be reduced by 20% for multiple members (3 or more) from the same institution.

Section 5 - The fiscal year of the Association shall be July 1st to June 30th.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1 - The Board of Directors shall consist of President, President Elect, Past-President, Secretary, Treasurer, and Members-at-large Representatives from specialty areas. Committee Chairpersons be appointed by the President and be voting members of the Board of Directors.

Section 2 - The term of office for all Officers and Committee Chairpersons shall be for two years. The new officers shall assume their duties on July 1. No officer shall serve more than two (2) consecutive terms in the same office.

Section 3 - Vacancies:

A. In the event of a vacancy in the office of President, the President-Elect shall automatically assume all duties and responsibilities of the President; and when that term expires, then begin his/her term of office.

B. In the event of a vacancy in the office of President-Elect, the position shall be filled by a special election.

C. In the event of a vacancy in the Position of Treasurer, Secretary, Member-at large Representative, or Chairperson, the President shall appoint a successor to be approved by the majority of the Board who shall then serve the remainder of the term.

Section 4 - A quorum for the Board of Directors to conduct business shall consist of 50% of the members.

## **ARTICLE VII - DUTIES OF THE BOARD OF DIRECTORS**

Section 1 - The Board of Directors shall have the authority to make policy decision for the Association to carry out business of the Association; to establish rules and procedures for the Association.

Section 2 - All presidential appointees, as provided for in the bylaws, must have Board approval prior to assuming their positions.

Section 3 - The Board shall set, establish or fix the amount of annual dues and any assessments upon a two-thirds (2/3) majority vote of the Board.

Section 4 - The Board of Directors shall carry out the business of the Association between the annual meetings.

Section 5 - The Board of Directors, by a two-thirds (2/3) vote, may remove any member of the Board if it is deemed that said member has not fulfilled the duties of his office in the manner described in the rules and procedures of the Association.

Section 6 - The Board shall subject major policy matter to a vote decision of the membership.

### **ARTICLE VIII - DUTIES OF THE OFFICE**

Section 1 - The President shall preside at all meetings of the Association and the Board of Directors. He/she shall appoint the standing and special committee chairpersons. He/she may be an ex-officio member of all committees except the Nominating Committee.

Section 2 - The President shall select and hire, with Board concurrence, a management firm to handle the general administrative duties of the Association.

Section 3 - The President-elect shall be responsible for guiding and directing strategic planning. The President-elect may assume other responsibilities as designated by the President.

Section 4 - The Secretary shall record the minutes of all meetings of the Board of Directors and the Association; shall act as the parliamentarian at all Association meetings and perform other duties as may be requested by the Board of Directors.

Section 5 - The Treasurer, working with the President, shall develop an annual budget to be presented and approved by the Board of Directors.

A. The Treasurer shall receive all money and pay all bills incurred on behalf of the Association. All non-budgeted expenses in excess of five hundred dollars (\$500.00) must be approved by the President.

B. The Treasurer shall provide the Board of Directors quarterly financial statements; prepare and provide for the auditing of the financial statements and books every 2 years prior to the close of the current fiscal year; prepare an annual report; file tax returns; and turn over all reports to his/her successor.

C. The Treasurer and President will be bonded by a licensed bonding agency in the State of Illinois.

## **ARTICLE IX - COMMITTEES**

Section 1 - The Board of Directors shall establish such committees as may be needed for the advancement of the Association.

Section 2 - The Chairperson of each committee shall be appointed by the President. The members of the committee shall be appointed by the chairperson of the respective committee.

Section 3 - Committee chairpersons shall submit quarterly reports and such interim reports as may be requested by the President.

### **A. Bylaws Committee**

1. The Bylaws Committee shall review the Bylaws and the rules and procedures of the Association at least once a year or as often as needed at such time and place as designated by the chairperson.
2. The committee shall draft and present to the Board any necessary revisions of the Bylaws or rules and procedures for subsequent presentation to the Association.

### **B. Membership/Nominating Committee**

1. The Membership/Nominating Committee shall have the responsibility for recruiting membership on the state level.
2. The committee shall meet as often as necessary at such time and place as designated by the chairperson.
3. The committee shall maintain a current roster of the membership.
4. The committee shall acknowledge new membership and process the renewal of membership.
5. The Committee's chairperson is responsible for contacting each Member-at-large representative in preparing a slate of nominees for the general election.

### **C. Education Committee**

1. The Education Committee shall have the responsibility for serving as a resource for IAHQ members regarding educational issues and CEU credits.
2. The Committee shall have the responsibility for periodically providing educationally focused articles for the IAHQ newsletter.
3. The Education Committee Chairperson shall serve as a member of the Program Committee and provide assistance to the Program Committee Chairperson as needed.
4. The Education Committee shall have the responsibility for periodically assessing the educational needs of IAHQ members and communicating the results of the assessment to the Board of Directors.
5. The Committee shall be responsible for organizing 2 telephone conferences per year with CEU credits from the Healthcare Quality Certification Board of NAHQ.

#### D. Program Committee

1. The Program Committee shall have the responsibility of working with the Board to plan the annual conference.
2. The committee shall select appropriate speakers and be responsible for the development of the format of the conference.
3. The committee shall meet as often as necessary at such time and place as designated by the Chairperson.
4. Annual conference registration fees for board members and Program committee members will be reduced as approved by the Board.

#### E. Publications Committee

1. The Publications Committee shall issue a periodic newsletter for distribution to the membership. The newsletter shall contain noteworthy actions of the Board; regional educational programs and reports; reports from each standing committee of the Association and other articles pertinent to the purposes and objectives of the Association.
2. The chairperson shall participate in the newsletter exchange of the National Association for Healthcare Quality.
3. The committee shall meet as often as necessary at such time and place as designated by the chairperson.

#### F. Members-at-Large Representatives

1. The Members-at-large Representatives shall represent the opinions and act on behalf of the specialty members represented. Representatives are elected to a term of office for two years. The members are defined as; Acute Care, Home Care, and Mental Health. Ad hoc members will be considered from the specialties of Managed Care and Skilled Care/Long Term Care, dependent upon the membership.
2. Members-at-Large Representatives shall enlist participation of the special members in IAHQ activities.
3. Serve as a resource person for the members of his/her specialty, and serve as a liaison between IAHQ and the specialty represented.
4. Ascertain educational needs for the Annual Conferences and audio-conferences and communicate these needs to the Board of Directors.

#### G. Technology Committee

1. The Chairperson shall advise the Board of Directors of the best methods to utilize state-of-the-art technology for communication and education of IAHQ members.
2. The Chairperson shall act as the liaison with the Web developer to design and make the web page functional for IAHQ's needs.
3. The Chairperson or designee shall work with other chairpersons to communicate and keep current items on web-page.
4. The Chairperson shall assist in implementation of the strategic plans as follows:  
Track hits on web page (to determine member utilization)  
Expand Information and services available on-line  
Establish and market an on-line job search database

Identify “links” to be added to web-page  
Assist with on-line newsletter  
Develop List-serve  
Develop special areas of interest for members on the website

## **ARTICLE X - DELEGATES TO THE ANNUAL CONVENTION OF THE NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY**

Section 1 - The President shall be designated as the State Leadership Council Representative to the annual conference of the National Association for Healthcare Quality, provided he/she is a member of NAHQ. The President Elect shall be the alternate.

A. If the President is not a member of NAHQ a substitute State Leadership Council Representative will be appointed by the Board.

B. If neither President nor President Elect is able to attend, the President shall appoint a substitute Leadership Council Representative.

Section 2 - Leadership Council Representative and Alternates to the annual conference of the NAHQ are elected by the membership or appointed by the President as appropriate.

## **ARTICLE XI - MEETINGS**

Section 1 - The annual meeting of the Association shall be held on the date or dates of the annual conference specified by the Board of Directors. Due notice of such meeting shall be mailed to each member at least thirty (30) days prior to the holding of said meeting.

Section 2 - A special Board meeting will be called by the President whenever he/she is requested to do so by four (4) or more voting members of the Board. Notice of said meeting should be mailed to all members no less than fifteen (15) days prior to the designated date of said meeting.

Section 3 – Fifty (50%) of the board members. in good standing. shall constitute a quorum for the purpose of conducting business.

Section 4 - Regular meetings of the Board of Directors shall be held 4 times a year preferably on a quarterly basis, at a time and place designated by the President.

A. No meeting shall be closed to any member of the Association in good standing desiring to attend; but only Board members shall be privileged to vote on matters and issues that are before the Board for consideration and action. Any Association member in good standing, planning to attend a board meeting must notify the Association's President or Administrative Assistant or Management firm at least five (5) days prior to that board meeting.

Section 5 - Notices of all Board of Directors meetings shall be mailed to all Board members at least fifteen (15) days in advance of the meeting. Said notices and minutes shall be made available to any member upon request.

Section 6 - Any Board member who is absent from two (2) consecutive meetings without just cause shall be deemed as failing to perform the duties of his/her office, and in accordance with these By laws may be removed from office and replaced.

Section 7 - Meetings shall be conducted according to Parliamentary Procedures as defined in the most recent edition of Roberts Rules of Order.

## **ARTICLE XII - ELECTIONS**

Section 1 - Officers and Member-at-large Representatives shall be elected by mail ballot and shall be by a majority of the ballots returned.

Section 2 - The Membership/Nominating Committee shall place in nomination for each office the names of two (when possible) or more persons. Each candidate shall prepare a pertinent biographical sketch of professional activities and services to the Association, which shall be included in the ballot. Provisions shall be made on the ballot for write-ins.

Section 3 - The ballots shall be mailed to each member eligible to vote at his last address on record at the Association. Ballots must be returned to the Chairperson of the Membership /Nominating Committee by the date specified.

A. A tie vote shall be determined by placement of the two names in a receptacle and the chairperson of the Membership/Nominating committee shall draw one name. The name shall be declared the winner.

B. Ballots shall be retained by the Association for a period of six (6) months.

## **ARTICLE XIII - AMENDMENTS**

The Bylaws may not be amended, altered, or repealed if one-third (1/3) or more of the membership responds against the proposed amendment and/or revision. Balloting shall be by mail or electronic vote.

Revisions to the Bylaws shall be posted on the IAHQ web site for review and comment.

## **ARTICLE XIV - ENACTMENT**

These Bylaws will be enacted if there is less than one-third (1/3) negative response of the membership received within the time frame specified and shall be effective immediately. The Secretary and President of the Board shall certify the date of such enactment and shall attach a true copy of these Bylaws to the minutes of the following Board meeting thus acting as the official initiation of the Bylaws.

## **ARTICLE XV - DISSOLUTION**

Section 1 - In the event of dissolution of the Association, the assets shall be liquidated and distributed to a non-profit status qualified under IRS Code 501 (C) (3) as designated by the Board of Directors.

Section 2 - The Association affiliation agreement shall be returned to NAHQ Headquarters.

## **ETHICAL PRINCIPLES**

Members of the association when acting on behalf of the association will pursue the following ethical principles:

Shall disclose any conflict of interest or potential conflict of interest in a timely manner;

Shall observe all copyright and trademark laws and requirements;

Shall accept donations of supplies, services and other in-kind contributions from their employer to the Association only after disclosure to the members' employers and after declaration of the contribution to the Association's Treasurer.

Shall commit to the Standards of Conduct of the National Association for Healthcare Quality:

### **Commitment:**

Shall practice the profession with honesty, integrity, and accountability;

Shall maintain a level of competence in the field of health care quality;

Shall seek the trust and confidence of all customers: clients, employees, employers, physicians, organizations and the public;

Shall respect all laws.

### **Confidentiality:**

Shall hold all related data, information in utmost confidence.

Shall disclose confidential information only as required by Federal and State regulations

Shall protect the right of privacy of individuals.

IAHQ receives requests for mailing labels periodically. It is our policy to only release the mailing address provided by the member. No phone numbers or email addresses will be released to anyone. Membership information posted on the Association website is password protected for active IAHQ members only and is provided for networking opportunities within the Association membership.

### **Conflict of Interest**

Shall not be knowingly involved in any false, fraudulent, or deceptive activity. Shall not seek membership for the sole purpose of solicitation of business for personal gain.

## CONFLICT OF INTEREST

No contract or transaction between IAHQ and one or more of the Directors, or between IAHQ and any other organization of which one or more of the Association's Directors has any financial or other interest, shall be void or voidable, or in any way affected, solely for his reason, or solely because the Director is present at or participates in the meeting of the Board of Directors or committee thereof that authorizes, approves, or ratifies the contract or transaction if:

(a)The material facts as to the interested Directors; relationship or interest in the contract or transaction are disclosed in the minutes of the Directors' Meeting, or are well known to the Board of Directors, or the committee that authorizes, approves, or ratifies the contract or transaction, and the Board of Directors, in good faith authorizes, approves, or ratifies the contract or transaction by an affirmative majority vote of the disinterested Directors even though the disinterested Directors be less than a quorum:

(b)The interested Director does not participate in any vote relating to the contract or transaction with himself or herself or with the organization which he or she has a financial or other interest: and

(c)Within three months following the end of each calendar year, such interested Director submits to the Secretary a written statement of the nature of the relationship and its monetary value. Such statement shall be confidential and shall be filed with the records of IAHQ.

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President

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Bylaws Chairperson

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Secretary

Revised April, 1995

Revised January, 1996

Revised February 1998

Revised November 1999

Revised April 2001

Revised April 2002

Revised November 2003

Revised August 2005

Revised February 2006

Revised August 2008