

**ILLINOIS ASSOCIATION FOR HEALTHCARE QUALITY  
BYLAWS  
December 2016**

<b>TABLE OF CONTENTS</b>	<b>PAGE</b>
ARTICLE I - NAME	2
ARTICLE II - AUTHORITY	2
ARTICLE III - MISSION AND PURPOSE	2
ARTICLE IV - MEMBERSHIP	2
ARTICLE V – DUES	3
ARTICLE VI - BOARD OF DIRECTORS	3
ARTICLE VII - DUTIES OF THE BOARD OF DIRECTORS	3
ARTICLE VIII - DUTIES OF THE OFFICERS	3
ARTICLE IX – DIRECTORS-AT-LARGE	4
ARTICLE X – MEETINGS	4
ARTICLE XI – ELECTIONS	5
ARTICLE XII - AMENDMENTS	5
ARTICLE XIII - ENACTMENT	5
ARTICLE XIV – DISSOLUTION	5
ETHICAL PRINCIPLES	5

**ILLINOIS ASSOCIATION FOR HEALTH CARE QUALITY  
BYLAWS**

**ARTICLE I - NAME**

The name of this organization shall be Illinois Association for Healthcare Quality (the Association).

**ARTICLE II - AUTHORITY**

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

**ARTICLE III - MISSION AND PURPOSE**

Section 1 - The mission of the Association is to support the development of professionals in healthcare quality through education and professional collaboration.

Section 2 - The purposes of the Association shall be to 1) educate healthcare professionals on the ways to optimize systems to facilitate the delivery of quality healthcare in an efficient and cost effective manner, and 2) regularly promote the programs of other similar organizations having the same interest and goals.

Section 3 - The objectives of the Association shall be to:

- A. Encourage, develop and provide continuing education for all persons interested in providing high quality patient care and effective use of the healthcare community's resources.
- B. Provide an educational and professional organization that facilitates communication, cooperation, and the sharing of knowledge in the field of healthcare quality.

Section 4 - The 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 persons involved in all areas of healthcare including but not limited to administrators, ancillary personnel, educators, medical records professionals, medical staff, nurses, social workers, and quality, safety, risk and utilization professionals from hospitals, long term, intermediate care areas, ambulatory care, payers, health alliances and healthcare quality product vendors.

Individual Membership is defined as those who are actively involved in the assessment and improvement of healthcare delivery and shall be entitled to all membership privileges including the right to vote, hold office, and serve on teams of the Association.

Section 2 - Any person desiring membership in the Association shall complete registration on the Website and pay an application and pay annual dues.

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

Section 4 - 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 5 - Non-payment of annual dues will be deemed as resignation from the Association.

Section 6 - 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 majority of the Board

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 will be terminated

Section 3 - There shall be no provisions for proration of membership dues

Section 4 - The fiscal year of the Association shall be July 1st to June 30th

Section 5 - Dues for members of the Board are waived during their terms in office

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

Section 1 - The Board of Directors (the Board) shall consist of President, President-Elect, Past President, Secretary, Treasurer, and Directors-at-Large as described in the Association's Rules and Procedures. All are voting members of the Board. Any presidential appointees, as provided for in the Bylaws, must have Board approval prior to assuming their positions.

Section 2 - The term of office for all Officers and Directors-at-Large 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 Position of Treasurer, Secretary, or Director-at-large, 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 to conduct Association business shall consist of 50% of the Board.

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

Section 1 - The Board shall:

- A. Have the authority to make policy decisions for the Association
- B. Maintain the Bylaws
- C. Establish rules and procedures for the Association
- D. Establish the slate of Board nominees for approval by the Association Membership

Section 2 - The Board shall carry out the business of the Association between annual conferences.

Section 3 - The Board, 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 4 - The Board shall subject major policy matters to a vote decision by the Association Membership.

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

Section 1 – President

- A. Convenes, coordinates, and presides all meetings of the Association and the Board
- B. Appoints the Directors-at-Large and approves team members
- C. Serves as an ex-officio member of all teams

- D. Selects and hires, with Board concurrence, professional services needed to manage the Association

Section 2 - President-Elect

- A. Guides and directs strategic planning
- B. Assumes other responsibilities as designated by the President

Section 3 – Past President

- A. Serves in an advisory capacity to provide continuity in the activities of the Association

Section 5 - Secretary

- A. Records the minutes of all meetings of the Board and the Association
- B. Serves as the parliamentarian at all Association meetings
- C. Assumes other duties as may be requested by the Board

Section 6 – Treasurer

- A. Develops an annual budget, based on recommendations from Officers and Directors-at-Large, to be presented and approved by the Board
- B. Receives all money and pays all bills incurred on behalf of the Association
- C. The President must approve all non-budgeted expenses in excess of five hundred dollars (\$500.00)
- D. Provides the Board with quarterly financial statements
- E. Prepares and provides for the auditing of the financial statements and books every 2 years prior to the close of the current fiscal year
- F. Prepares an annual summary of the finances of the Association
- G. Files tax returns
- H. Turns over all reports/documents to his/her successor
- I. The Treasurer and President will be bonded by a licensed bonding agency in the State of Illinois

**ARTICLE IX – DIRECTORS-AT-LARGE**

Section 1 – Qualifications, Activities, Terms

- A. Facilitate activities of the Association
- B. Must be Association members
- C. Actively recruit and coordinate participation of team members for Association activities; serve as mentors to team members
- D. Participates in budget planning
- E. Nominates members for service on the Board

**ARTICLE X - MEETINGS**

Section 1 - The Annual Meeting of the Association is held on a date specified by the Board of Directors. Due notice of such meeting shall be distributed to each member at least thirty (30) days prior to the holding of said meeting.

Section 2 - Regular meetings of the Board of Directors are held at least 4 times a year.

Section 3 - Notices of all Board meetings are distributed to all Board members. Said notices and minutes shall be available to members upon request.

Section 4 - Meetings are conducted according to [Robert's Rules of Order Online - Parliamentary Procedure and Parliamentarians](#).

Section 5 - Special Board meetings will be called by the President whenever he/she is requested to do so by four (4) or more voting members of the Board. Meeting notices are communicated to all members no less than fifteen (15) days prior to the designated date of said meeting.

Section 6 - Any Individual Member, who plans to attend any Board meeting, must notify the President prior to attending. Board meetings are not closed to any Individual Member of the Association; but only Board members are privileged to vote on matters and issues that are before it, for consideration and action.

#### **ARTICLE XI - ELECTIONS**

Section 1 - Officers and Directors-at-Large are elected by electronic ballot and shall be by a majority of the ballots returned.

Section 2 - The Board establishes a slate based on open positions for the coming year.

Section 3 - The ballots are sent to each Individual Member on record at the Association. For ballots to count, they must be returned by a specified date.

Section 4 - Ballots shall be retained by the Association for a period of six (6) months.

#### **ARTICLE XII - AMENDMENTS**

Section 1 - The Bylaws may be amended, altered, or repealed if one-third (1/3) or more of the responding Membership replies in favor of the proposed amendment and/or revision.

Section 2 - Revisions to the Bylaws are posted on the Association website for review and comment for thirty days prior to the final vote.

Section 3 - Balloting is conducted by electronic vote.

#### **ARTICLE XIII - ENACTMENT**

These Bylaws will be enacted if there is less than one-third (1/3) negative response of the Membership received within the time period specified and shall be effective immediately. The Secretary and President 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. The Bylaws are posted on the Association website.

#### **ARTICLE XIV - 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.

#### **ETHICAL PRINCIPLES**

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

- Disclose any conflict of interest or potential conflict of interest in a timely manner
- Observe all copyright and trademark laws and requirements
- Accept donations of supplies, services and other in-kind contributions from their employer(s) to the Association only after disclosure to the members' employers and after declaration of the contribution to the Association's Treasurer

#### **Commitments**

- Practice the profession with honesty, integrity, and accountability
- Maintain a level of competence in the field of health care quality

- Seek the trust and confidence of all customers: clients, employees, employers, physicians, organizations and the public
- Respect all laws

**Confidentiality**

- Hold sensitive Association information in utmost confidence
- Disclose confidential information only as required by Federal and State Regulations
- Protect the right of privacy of individuals

**Conflict of Interest**

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

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
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  
Revised October 2012  
Revised January 2017