

# **Massachusetts Association for Healthcare Quality Bylaws**

## **ARTICLE I: NAME**

The name of this association shall be the Massachusetts Association for Healthcare Quality, Inc. hereafter referred to as MAHQ.

## **ARTICLE II: PURPOSE AND OBJECTIVES**

### ***Section II.1. Purpose:***

The Massachusetts Association for Healthcare Quality, Inc., a non profit organization, empowers healthcare quality professionals from every specialty throughout Massachusetts and New England by providing education, networking, certification preparation and professional practice resources.

### ***Section II.2. Objectives:***

The objectives of MAHQ shall include but not be limited to the following:

II.2.1. To provide educational opportunities to members to further their professional development in the field of healthcare quality.

II.2.2. To enable members to carry out professional responsibilities more effectively by encouraging an exchange of ideas and discussion of relevant issues.

II.2.3. To promote knowledge of healthcare regulatory and accreditation requirements among all concerned with carrying out these requirements.

II.2.4. To support members in their efforts to provide healthcare services consistent with quality and safe care.

II.2.5. To provide educational opportunities for members seeking professional certification in health care quality.

## **ARTICLE III: MEMBERSHIP**

### ***Section III.1. Membership:***

III.1.1. Membership shall be open to any one interested in the improvement of healthcare quality.

III.1.2. Any person/organization desiring membership in the association shall file a completed application for membership accompanied by the appropriate dues.

III.1.3. Categories of membership include:

III.1.3.1. Individual Membership status granted to any one interested in the improvement of healthcare quality.

III.1.3.2. Retired Membership status granted to any individual over the age of 62 who has retired from full-time employment and has been a voting member of the Association for at least 5 years immediately preceding the initial application for retired membership.

III.1.3.3. Student Membership status granted to any full time student with an interest in healthcare quality.

III.1.3.4. Organizational Membership status granted to any organization conducting business related to healthcare quality in New England.

***Section III.2. Membership Privileges:***

All Members in good standing may attend meetings at membership rates. Only individual and retired members shall be entitled to the right to vote, hold office, committee appointment and to serve as a Representative.

***Section III.3. Meetings:***

III.3.1. The annual meeting of the association shall be conducted in the spring at such time and place as approved by the Board. The Board reserves the right to change the date if warranted. Written notice of the time, place, and purpose of the meeting shall be sent to each member no later than thirty (30) days before the meeting either by electronic or standard mail .

III.3.2. At least two (2) educational meetings shall be provided to the membership annually, one of which shall be held immediately following the annual meeting of the association in the spring.

***Section III.4.1. Membership List:***

Membership information may be shared with specific organizations and other institutions according to criteria approved by the Board.

**ARTICLE IV: DUES AND FINANCE**

***Section IV.1. Fiscal Year:***

The fiscal year for MAHQ shall be from January 1st through December 31st .

***Section IV.2. Dues:***

IV.2.1. The Board determines the membership dues which shall be paid annually

IV.2.2. Members are given the option for a multiple year renewal with a discount as determined by the Board.

IV.2.3. Membership will be forfeited for non-payment of dues within thirty (30) days of membership expiration.

IV.2.4. Members shall be notified of payment due/received.

***Section IV.3. Financial Reports:***

IV.3.1. Financial Reports shall be prepared by the Treasurer and submitted to the Board. An annual report shall likewise be prepared after the close of the fiscal year.

IV.3.2. An internal audit will be conducted annually. An Audit Report will be presented to the Board when requested and to the membership at the Annual Meeting .

IV.3.3. A projected operating expense budget will be prepared by the Treasurer and finance committee for approval by Board at the start of the present fiscal year.

**ARTICLE V: OFFICERS**

***Section V.1. Composition:***

The officers of MAHQ shall consist of a President, Vice President/President-elect, and Treasurer.

***Section V.2. Terms of Office:***

V.2.1. The President and Vice President/President-elect shall serve for a term of one (1) year.

V.2.2. The Treasurer shall serve for a term of two (2) years.

V.2.3. No officer shall serve more than two (2) consecutive terms in the same office.

V.2.4. The Vice President/President-elect shall take office as President upon the completion of the current President's term.

V.2.4. Any Officer may resign at any time by submitting a written resignation to the President and/or Vice President/President-elect.

V.2.4. Poor attendance on the part of any officer (i.e. missing two (2) consecutive meetings without prior notification to the President or Vice President/President-elect) shall be addressed by the Board and action considered shall be to remove the officer for cause. A vacancy shall be declared at the next Board meeting and action taken at that time.

V.2.5 In the event of a vacancy in the office of Treasurer, the President shall name a successor to complete the term of office subject to Board approval.

V.2.6. The Vice President/President-elect shall assume the duties of President in the event of resignation or inability to act.

V.2.7. In the event of a vacancy in the office of Vice President/President-elect, a special election shall be held.

### ***Section V.3. Duties:***

V.3.1. The President shall preside at all meetings of the Board and at state meetings. The President shall participate actively in all MAHQ affairs.

V.3.2. The President shall appoint a chairman for each Board committee. The President shall appoint a Clerk with the Board's approval to carry out duties as assigned . The President and Vice President/President-elect shall serve as an ex-officio member of all committees of MAHQ.

V.3.3. The Vice President/President-elect shall assist the President and shall temporally assume the duties of the president in the event of presidential absence.

V.3.4. The Clerk shall keep a permanent record of the Board and annual meetings. These minutes shall be submitted for approval at the next Board meeting.

V.3.5. The Clerk shall send meeting notices to the Board and carry on official correspondence of MAHQ under the President's direction .

V.3.6. The Treasurer shall be the custodian of funds. The Treasurer shall maintain an account of all moneys received and dispersed. Reports as outlined in Article IV will be maintained and submitted as scheduled.

V.3.7. The immediate Past President shall serve as chair of the Bylaws/Nominating Committee.

## **ARTICLE VI: BOARD**

### ***Section VI.1. Composition***

The Board shall consist of the Officers (President, President-elect, Treasurer, immediate Past President (ex officio) and Representatives elected at large.

## **ARTICLE VII: COMMITTEES**

### ***Section VII.1. Composition***

The Board (officers and representatives, and Past President as an ex-officio) are expected to be members of the Committees.

VII.1.1. MAHQ shall have the following standing committees:  
Bylaws/Nominating, Membership, Program and Finance.

VII.1.2. The duties for the standing committees shall be detailed in the MAHQ operations manual.

VII.1.3. The Board shall establish special committees as it deems necessary. The Board shall establish the functions of these committees which operate under the general supervision of the Board.

VII.1.4 Committee activities and recommendations shall be reported to the Board quarterly. The Board shall act on all recommendations of committees.

### ***Section VII.2. Committee Membership:***

VII.2.1. Chairs and members of the standing committees are appointed by the President from all those voting members in good standing and shall serve for a term of one (1) year.

VII.2.2. All committee members are required to inform their committee

chairperson in the event they cannot attend the meeting.

VII.2.3. The Chair of the Bylaws/Nominating committee shall be the immediate Past President.

VII.3. A committee Chair may be removed from office for cause with the recommendation of the President and approval of the Board.

## **ARTICLE VIII: NOMINATIONS AND ELECTIONS**

### ***Section VIII.1. General:***

VIII.1.1. Individual and retired members in good standing shall be eligible to hold office.

VIII.1.2. Individual and retired members in good standing shall be eligible to vote.

VIII.1.3. Elections will be by web based means and/or standard mail. Ballots only received by the stated date will be counted.

VIII.1.4. A plurality vote is required for all elections. A plurality shall mean the greater number of ballots received by the stated date.

VIII.1.5. The officers and representatives shall be elected from the full membership. At least fifty percent (50%) of the officers shall reside or work in the Commonwealth of Massachusetts.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

The presiding officer acting as the meeting Chair shall govern the proceeding according to his/her best judgment. Should Roberts Rules of Order newly revised (current edition) be available, it shall be utilized as a reference to guide the proceedings of MAHQ in all cases not covered by these Bylaws.

## **ARTICLE X: PROPERTY RIGHTS**

### ***Section X.1. Dissolution of the Association:***

X.1.1 Upon the winding up or dissolution of MAHQ, payment of, or adequate provision for the debts and obligations of the organization will be made.

X.1.2. The remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized exclusively for charitable, educational, or scientific purposes and has established its tax exempt status 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.

X.1.3. If MAHQ holds any assets in trust, such assets shall be disposed of in such manner as may be directed by the decree of the appropriate court within the Commonwealth of Massachusetts in which this organization's principle office is located.

## **ARTICLE XI: BYLAWS, AMENDMENTS AND REVISIONS**

### ***Section XI.1. Amendments:***

Proposed bylaw amendments and revisions shall be distributed to the full membership thirty (30) days prior to vote.

### ***Section XI.2. Approval of Amendments:***

XI.2.1. These Bylaws may be amended by a two-thirds (2/3) vote of those eligible members present at any meeting or by a majority or more Voting Members returning an electronic and/or standard mail, by the stated date, unless the action of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

XI.2.2. Approved bylaws amendments become effective at the close of that meeting or the date stated date or electronic and/or standard mail vote.

Revised 2/09

Approved 4/09