

# Louisiana Association for Healthcare Quality BYLAWS

## LOUISIANA ASSOCIATION FOR HEALTHCARE QUALITY BYLAWS

### ARTICLE I – NAME

The Louisiana Association for Healthcare Quality; herein, referred to as the Association.

### ARTICLE II – AUTHORITY

The Louisiana Association for Healthcare Quality (LAHQ) shall operate under a charter from the State of Louisiana and all of the provisions of its BYLAWS together with amendments, thereto.

### ARTICLE III – PURPOSE AND OBJECTIVES

- 3.1 Purpose: To facilitate leadership development and growth of healthcare professionals through education, networking and unity.
- 3.2 Objectives:
  - a. To facilitate cooperation, communication, sharing of knowledge, continuing educations programs, and provides an interface among those individuals interested in improving quality, utilization, accreditation, case management and risk in healthcare.
  - b. To assure that the Association is not, nor will it strive to become a trade union, a collective bargaining agency, or profit-making association.

### ARTICLE IV – MEMBERSHIP

- 4.1 Membership shall be open to all persons interested in the purpose and objectives of the Association.
- 4.2 Membership is non-transferable.
- 4.3 No person shall be denied membership.
- 4.4 Only current members shall be privileged to hold office in the Association.
- 4.5 Members have the responsibility of informing the Membership Chair of changes of name, home and email addresses or any other information pertinent to membership.
- 4.6 Honorary membership may be bestowed by a majority vote of the membership during the annual general meeting to an individual who has rendered outstanding service to the Association. However, voting privileges and holding office will not be extended to one who has been awarded this status.
- 4.7 Lifetime membership is an honor bestowed on a Board member who has demonstrated leadership qualities and has served in all of the elected offices. A lifetime member may hold office. This honor must be voted on at the annual general meeting. Service in an elective office in National Association for Healthcare Quality (NAHQ), Chair or Committee Member may substitute as one elected State Office.
- 4.8 Student membership is open to individuals enrolled in healthcare related academic courses with all privileges except for holding office and voting privileges.

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## ARTICLE V- MEETINGS

- 5.1 There shall be an annual general membership meeting.
- 5.2 There shall be quarterly meetings of the Board of Directors. The April and July meetings will be face to face. Other meetings, at the discretion of the President, may be held by other media..
- 5.3 There shall be other meetings as set by the Board of Directors.

## ARTICLE VI – OFFICERS AND DUTIES OF OFFICE

- 6.1 The officers of the Association shall consist of: President, President-Elect, Secretary, Treasurer and Parliamentarian. These officers and the immediate Past President serving in an ex-officio manner without voting privilege shall comprise the Executive Board. 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. The same person shall not hold two concurrent offices. To be eligible for election as an officer the individual must be a member of the Association and fulfill such other criteria as the Board of Directors establishes. The officers and the Regional Representatives shall take office at the beginning of the fiscal year- June 1.–The new officers will be installed at the annual state meeting. The outgoing officers and Regional Representatives shall mentor the incoming Board members for the last quarter of the fiscal year. During this last quarter, both outgoing and incoming officers and Region Representatives will have a vote. If an outgoing officer or regional representative holds a position on the new Board, this individual will have only one vote. (Ballots are mailed to the membership, results tallied, and announced at the annual meeting). In the event a vacancy occurs for any reason, vacancies are filled as follows:
  - a. President:
    - i. If such vacancy occurs within the **first** six (6) months after the annual meeting, the immediate Past-President shall serve for the period until the end of that six (6) months period and the President-Elect shall serve thereafter.
    - ii. If such vacancy occurs in the **last** six (6) months of the President’s term, the President-Elect shall serve for this portion of the term. Notwithstanding the foregoing, the President-Elect shall serve in the office of the President for the full one-year term to which she or he was elected.
  - b. President-Elect:
    - i. By special election
  - c. Other officers and Regional Representatives
    - i. Appointed by the President within thirty (30) days to complete the term of office along with the Board of Directors approval.
- 6.2 An officer may serve no more than six(6) consecutive years on the Executive Board without a break of at least one-year or any restriction already stated for elected positions presented in BYLAWS. If there is no nominee for the office of the President-Elect, Treasurer, Secretary or Parliamentarian, the chairperson of the nominating committee will communicate with the Executive Board members and they may waive the six (6) consecutive years’ restriction. The chair shall then call nominating committee members and they will nominate an individual for the ballot.
- 6.3 President
  - a. Eligibility for holding office is contingent upon two years active and current experience in quality improvement in the healthcare field as well as active membership in both NAHQ and LAHQ.
  - b. Duties:
    - i. Preside over meetings and deliver the annual address.

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- ii. Appoint the chairperson of all committees, except Bylaws Committee which is chaired by the Parliamentarian. Each chairperson shall be responsible for choosing his or her own committee members.
  - iii. Is an ex-officio member of all committees, except the Nominating, Education Stipend and Awards Committees.
  - iv. Call special meetings when necessary. The business of the meeting shall be made know to the membership fifteen (15) days prior to the meeting.
  - v. Transact any business for the Association that may be required by the Treasurer, when he or she may be incapacitated or unable to perform his/her duties.
  - vi. Appoint the following: Webmaster, Liaisons to State Legislation and Louisiana Healthcare Review.
- c. Term of office shall be for one year.
  - d. Plurality shall be the method of election.
  - e. Office shall be unrestricted for the total of terms held by any individual past or present except as defined in Section 6.2.
- 6.4 President-Elect:
- a. Eligibility for holding office is contingent upon meeting all the requirements for the President prior to assuming the office of the President-Elect.
  - b. Duties:
    - i. Preside over meetings and discharge duties of the President when the President is absent.
    - ii. Write a newsletter at least quarterly (after Board meetings) and mail to the membership in March, June, September and December.
  - c. Term of office shall be for one year.
  - d. Plurality shall be the method of election.
  - e. Office shall be unrestricted for the total of terms held by any individual past or present except as defined in Section 6.2.
- 6.5 Secretary:
- a. Eligibility for holding office is contingent upon one-year active and current experience in quality improvement in the healthcare field, as well as active membership in LAHQ.
  - b. Duties:
    - i. Responsible for all correspondence, reports and communications for the Association.
    - ii. Keep a record of attendance at all meetings.
    - iii. Distribute the minutes of all meetings within two (2) weeks after the date of the meeting to all appropriate Board members.
    - iv. Present any correspondence reports at each regularly scheduled Board meeting.
    - v. In the event of the temporary absence or incapacity of both the President and the President-Elect, the Secretary shall assume the office of President until the President returns or an election is held.
  - c. Term of office shall be for one year.
  - d. Plurality shall be the method of election.
  - e. Office shall be unrestricted for the total of terms held by any individual past or present except as defined in Section 6.2.
- 6.6 Treasurer:
- a. Eligibility for holding office is contingent upon one-year active and current experience in quality improvement in healthcare field, as well as active membership in LAHQ.
  - b. Duties:
    - i. Receive all moneys
    - ii. Pay all bills incurred on behalf of the Association in a timely manner.
    - iii. Keep accurate accounts of vouchers, receipts, and disbursements.
    - iv. Prepare a financial report for each regularly scheduled meeting.

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- v. Prepare the annual report of tax returns (if required).
  - vi. Prepare and submit an annual list of current officers, renewal fee, and tax number to the Louisiana Secretary of State's Office prior to May 15.
  - vii. Place all monies for an inactive region in a special savings account until such time as the region reactivates.
  - c. Term of office shall be for two (2) years.
  - d. Plurality shall be the method of election.
  - e. Office shall be unrestricted for the total of terms held by any individual past or present, except as defined in Section 6.2.
  - f. Electronic books and bank statements will be maintained for a period of seven years.
- 6.7 Parliamentarian:
- a. Eligibility for holding office is contingent upon one-year active and current experience in quality improvement in the healthcare field, as well as active membership in LAHQ.
  - b. Duties:
    - i. Responsible for answering questions on parliamentary law.
    - ii. Assure the changes to BYLAWS are filed with the Louisiana Secretary of State.
    - iii. Submit changes to BYLAWS to National Association of Healthcare Quality (NAHQ).
    - iv. Act as chairperson of the Bylaws Committee.
  - c. Term of office shall be for one year.
  - d. Plurality shall be the method of election.
  - e. Office shall be unrestricted for the total of terms held by any individual past or present except as defined in Section 6.2.
- 6.8 Immediate Past President:
- a. The immediate Past-President serves as ex-officio member of the Executive Board.
  - b. Duties:
    - i. Administers oath of office to Officers immediately after the adjournment of the annual meeting.
    - ii. Act as an advisor to the President and the Board of Directors.
- 6.9 Delegates to the NAHQ Leadership Council:
- a. The President and President Elect shall be designated delegates to the national convention of the National Association of Healthcare Quality (NAHQ). All other vacancies shall be filled according to LAHQ Protocols.
  - b. The President shall represent the LAHQ as State Representative.
  - c. Eligibility for delegate is contingent upon dual membership in the NAHQ and LAHQ.
  - d. Duties:
    - i. Attend all meetings of the Leadership Orientation and the Leadership Council Annual Business Meeting to represent the interest of LAHQ.
    - ii. Prepare and submit a written report to the President of LAHQ and/or the Executive Board within one month after the NAHQ convention.
    - iii. Present an oral report to the general membership at the next scheduled annual state meeting.

## ARTICLE VII BOARD OF DIRECTORS

- 7.1 Board of Directors:
- a. Shall consist of current officers as defined in section 6.1 and Regional Representatives.
  - b. Duties:
    - i. Transact the general business of the Association between annual membership meetings.
    - ii. Establish administrative policies to govern the affairs of the Association.
    - iii. Devise measures to foster continued growth of the Association.

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- iv. Provide for proper care of all papers and books of the Association.
- v. Select, secure and authorize a place for deposit of funds and provide sound investment advice of these investments.
- vi. Review and approve minutes of the general membership meeting at the next scheduled Board meeting.
- c. If any member of the Board of Directors shall fail to attend more than 2 consecutive meetings, the Board of Directors may use their discretion to consider the position vacant and shall proceed to fill the vacancy according to the Bylaws.
- d. Other reasons for replacement of officers may include but not be limited to the following: failure to perform the duties of the office as stated in BYLAWS; non-payment of dues; or by a majority vote of the governing board.

### 7.2 Executive Board:

- a. The Executive Board consists of the officers of the Association as defined in Section 6.1.
- b. Duties:
  - i. Transact business for the Association between board meetings and annual membership meetings.
  - ii. All transactions of this body shall be recorded in the minutes.

## ARTICLE VIII REGIONAL REPRESENTATIVES

### 8.1 Regional Representatives:

- a. Eligibility is contingent upon one-year current and active experience in quality improvement in the healthcare field, as well as active membership in LAHQ.
- b. Duties:
  - i. Serve as a liaison between the region, the general membership, and to the governing board.
  - ii. Serve as spokesperson for the membership in their region.
  - iii. Prepare and submit a quarterly report of activities in the respective region to the President of LAHQ at the quarterly Board meetings.
  - iv. In the event that the Regional Representative is unable to attend a Board meeting, a written report and reason for not attending will be provided to the President prior to the scheduled meeting.
- c. Election:
  - i. Region I, III, V and VII will be elected in the odd years.
  - ii. Region II, IV and VI will be elected in the even years.
- d. Plurality will be the method of election.
- e. There is no restriction on the number of terms of office.

## ARTICLE IX DUES

The time for paying dues and any increase in the amount of dues shall be determined from time to time by the Board of Directors. Each region will receive a portion of the dues paid for each of their regional members.

## ARTICLE X STANDING COMMITTEES

- 10.1 Standing committees of the Association are: Nomination and Election Committee, Education Committee, Membership Committee, Bylaws Committee, Education Stipend Committee, Awards Committee and Affiliated State Award Committee.
- 10.2 The President may appoint special committees and chair with the approval of the Board.

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10.3 Only voting members of the Association are eligible to serve as Chairperson or members of any committee.

10.4 Members of the Executive Committee may not serve as member of the Nomination Committee.

10.5 The committees shall follow Protocols approved by the Board of Directors.

### ARTICLE XI PRESIDENTIAL APPOINTEES

These appointments include the Webmaster, Legislative Liaison and Liaison to Louisiana Health Care Review. These individuals are AD HOC members to the Board with no voting privileges. Their duties are outlined in the Protocols.

### ARTICLE XII ELECTIONS

12.1 Nominations are carried out as defined by the LAHQ Protocols.

12.2 Each office shall have the highest plurality nominees to be placed in the general election.

12.3 Ballots shall be maintained, by the President, for a period of three years.

### ARTICLE XIII PLURALITY

13.1 The candidate who receives the greatest number of votes shall be declared the winner.

13.2 In the event of a tie, the winner shall be determined by a majority ballot of the membership present at the annual meeting.

### ARTICLE XIV YEAR DEFINITION

The Board of Directors shall determine the fiscal year of the Association.

### ARTICLE XV PROTOCOLS

The Protocols will be reviewed annually by the Board of Directors and any changes will be distributed to the membership.

### ARTICLE XVI METHOD OF AMENDING BYLAWS

#### 16.1 Method of Amending BYLAWS

- a. Recommendations to alter, amend or repeal BYLAWS must be approved by the Board of Directors prior to submission to the membership. Such modifications must be provided to the membership and approved by the membership.
- b. Changes to the BYLAWS may take place when changes have been mailed (electronically or by US Postal Service) to the full membership and a majority or 50% plus one of members **return** the mail-out ballot.
- c. Changes to the BYLAWS may take place at the scheduled annual membership meeting by a majority or 50% plus one of the membership **present**, providing the full membership has been notified in writing (electronically or by US Postal Service) of all proposed amendments at least thirty (30) days in advance.

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ARTICLE XVII AFFILIATION

The Louisiana Association for Healthcare Quality will be affiliated with the National Association for Healthcare Quality.

Revised:

November 19, 1981

September 9, 1982

March 15, 1988

April 1991

April 4, 1997

April 8, 1999

May 12, 2000

April 28, 2004

December 2, 2006

August 3, 2007