

**WAHQ CONSTITUTION AND BYLAWS**  
2008-2009

**CONSTITUTION AND BYLAWS**

**ARTICLE I – NAME**

The name of the organization shall be “Wisconsin Association for Healthcare Quality”.

**ARTICLE II – AUTHORITY**

The Wisconsin Association for Healthcare Quality (hereafter referred to as the Association) shall operate under the provisions of its bylaws together with all amendments thereto.

**ARTICLE III – PURPOSE AND OBJECTIVES**

**Section 1.** The purpose of this association shall be to promote the delivery of quality health care in the most efficient and effective manner.

**Section 2.** The objective of this Association shall be:

- A. To give the patient primary consideration in all actions affecting his/her health and welfare.
- B. To encourage, develop and provide continuing education for all persons involved in the assessment of quality health care.
- C. To facilitate communication, cooperation and the sharing of knowledge and professional ethics for all individuals involved in the assessment of quality health care.
- D. To evaluate the professional and educational needs of the membership being cognizant of future trends in relation to other allied health fields.
- E. To provide educational tools as necessary to meet the Association’s purpose.
- F. To publish such publications and proceedings as shall be authorized by this organization.

**Section 3.** This organization is not, nor shall it ever become, a trade union or collective bargaining agency.

# WAHQ CONSTITUTION AND BYLAWS

2008-2009

## ARTICLE IV – MEMBERSHIP

**Section 1.** Membership shall be open to all persons involved in the assessment of quality health care and who are committed to the objectives of this Association.

Active membership will consist of those members in good standing having responsibility and/or interest in assessing quality health care activities. They shall be entitled to all membership privileges including the right to vote, hold office, committee appointment and serve on the Leadership Council for the National Association for Healthcare Quality (NAHQ) if dual membership is held.

**Section 2.** Any persons desiring membership in the Association shall file a completed application for membership accompanied by the appropriate dues.

**Section 3.** No person otherwise qualified shall be denied membership in this organization because of race, religion, sex, national origin, handicap or political affiliation except those who approve of or participate in activities to overthrow the United State Government.

## ARTICLE V – DUES

**Section 1.** Annual dues shall be set and approved by two-thirds (2/3) majority of the majority of the general membership present at the annual meeting.

**Section 2.** Dues shall be payable annually unless waived at the discretion of the Board for the purposes of reward, recognition, or appreciation.

**Section 3.** There will be no prorating of dues.

## ARTICLE VI – OFFICERS

**Section 1.** The officers of the Association shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer. NAHQ membership is required and CPHQ designation preferred.

**Section 2.** The President will serve a term of two years. The President-elect and the Immediate Past President will serve a term of one year each.

**Section 3.** The Secretary and the Treasurer will serve two-year terms with the Secretary being elected on the even year and the Treasurer being elected on the odd year.

**Section 4.** The duties of the officers shall be as follows:

A. The President shall preside at all meetings of the Association and Board of

## WAHQ CONSTITUTION AND BYLAWS

2008-2009

- Directors. The President shall see that the lines of direction given by the membership majority at the annual meetings and the actions of the Board are carried into effect and shall report to same on the conduct and management of the Association.
- B. The President-elect shall perform the duties of the President in the event of the President's absence or inability to complete the tenure of office and other mutually agreed upon duties.
  - C. The Immediate Past President shall, in the temporary absence or incapacity of both President and President-elect, perform the duties and assume the responsibilities of the Presidency until the return of said persons or until a successor is elected and other mutually agreed upon duties.
  - D. The Secretary shall record the proceedings of all meetings of the Board of Directors and the Association. The Secretary shall be responsible for the custody of the Association's books, records, and files with the exception of those of the Treasurer and the Membership Coordinator.
  - E. The Treasurer shall be responsible for the acceptance and custody of all Monies of the Association and for the disbursement thereof as authorized by the Board of Directors; for seeing that accurate records are kept of monies received and paid out; for issuing financial statements and reports and shall perform such other duties as are usual to the office. A biannual audit will be conducted. It will consist of a January to January timeframe and will be conducted every two (2) years on the odd years at the time of election for the office of Treasurer. The Treasurer is responsible for facilitating compliance with tax and regulatory guidelines for tax-exempt status
  - F. In the event of a vacancy of the office of President-elect, Secretary, or Treasurer, the President shall name a successor to complete the term of office subject to approval of the Board. Members of the Association will be informed of changes in leadership in a timely manner.

### ARTICLE VII – REGION REPRESENTATION AND PROFESSIONAL LIAISON OF THE ASSOCIATION

**Section 1.** Members of each geographic region shall elect one Region Representative to coordinate the educational and the administrative affairs of the Association within that region, and to act as informational representative for the members of the region to the Officers and Board of Directors. In the event the position is not filled through balloting, the delegate may be appointed by the President with the approval of the Board of Directors. A region may have dual representation with alternating representation at Board meetings in order to facilitate the needs of the region.

## WAHQ CONSTITUTION AND BYLAWS

2008-2009

**Section 2.** The terms of office for the Region Representatives shall be two (2) years with the Southeast, Southwest, and North Central Regions being elected on the even numbered years and the Northeast, Northwest, and South Central Regions being elected on the odd numbered years.

**Section 3.** The geographic regions are defined as:

- A. Southeast Region, including the counties of Washington, Ozaukee, Waukesha, Milwaukee, Walworth, Racine and Kenosha.
- B. Northeast Region, including the counties of Marinette, Oconto, Menominee, Shawano, Outagamie, Brown, Door, Kewaunee, Manitowoc, Calumet, Winnebago, Fond du Lac, and Sheboygan.
- C. Southwest Region, including the counties of LaCrosse, Monroe, Richland, Vernon, Crawford, and Grant.
- D. Northwest Region, including the counties of Douglas, Bayfield, Ashland, Burnett, Washburn, Sawyer, Polk, Barron, Rusk, St. Croix, Dunn, Chippewa, Pierce, Pepin, Eau Claire, Buffalo and Trempealeau.
- E. North Central Region, including the counties of Iron, Vilas, Price, Oneida, Forest, Florence, Lincoln, Langlade, Taylor, Clark, Marathon, Jackson, Wood, Portage, Waupaca, Waushara, Green Lake, Marquette, Adams and Juneau.
- F. South Central Region, including the counties of Dan, Dodge, Sauk, Iowa, Green, Columbia, La Fayette, Jefferson and Rock.

**Section 4.** If the Region Representative is unable to fulfill the term or responsibilities, a successor may be designated by the President, with approval of the Board of Directors.

**Section 5.** Liaison Representative

- A. The President with approval of the Board of Directors will appoint liaison representatives as appropriate. All liaisons shall be a member in good standing of Wisconsin Association for Healthcare Quality and actively involved in the area they represent. The duties will involve providing a line of communication between the Wisconsin Association for Healthcare Quality and their specialty such that it will facilitate the efforts of both organizations.
- B. The President will be responsible for communications between NAHQ and WAHQ membership. The President's duties include maintaining communication between the two associations, assuring that the National Association is represented in the State Association newsletter, coordinating the national leadership council selection process, and any such duties as deemed appropriate by the Board.

# WAHQ CONSTITUTION AND BYLAWS

2008-2009

## ARTICLE VIII – BOARD OF DIRECTORS

**Section 1.** The Board of Directors shall consist of the Officers as provided in Article VI, Section 1, six (6) Regional Representative Positions, and ex-officio members.

**Section 2.** The terms of the Region and Liaison Representatives shall not exceed two (2) consecutive terms in office unless waived by the Board. The numbers of different consecutive board positions an individual may hold is limited to six (6), unless waived by the Board.

**Section 3.** The President shall serve as Chairman of the Board of Directors and in the absence or inability to serve the President-elect or Past-President shall serve as Chairman.

**Section 4.** The ex-officio members of the Board of Directors may include a Newsletter Editor, Membership Coordinator, Website Coordinator, and others as appropriate. Each of these shall be appointed by the President, subject to Board approval. The Newsletter Editor shall be responsible for the preparation and editing of the Association's newsletter. It shall be the responsibility of the Membership Coordinator to keep accurate records of the membership of the organization. The Website Coordinator will facilitate an accurate, functional website for the purposes of information sharing and communication with the members of the Association. The other members shall assume responsibilities as requested by the Board.

- A. The Board of Directors (hereafter called the Board) will meet at least four (4) times a year and will meet as often as required to conduct business of the Association. Notice the time, place, and purpose shall be mailed to each Board member prior to the meeting.
- B. The Board shall manage the affairs of the Association between annual meetings.
- C. The Board shall approve all Presidential appointees provided for in these Bylaws.
- D. An individual Board position will attend no less than three (3) of the Board meetings annually unless absences are approved by the Board. Teleconference participation in a Board meeting will be evidence of meeting attendance.

**Section 6.** The Board, by 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 the office in the manner described in these Bylaws.

## ARTICLE IX – THE NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY

**Section 1.** WAHQ will maintain and support its affiliation with the National Association of Healthcare Quality (NAHQ) in the following manner:

# WAHQ CONSTITUTION AND BYLAWS

2008-2009

- Maintain a minimum of 25% or greater than 100 members with membership in both the Association and NAHQ. The annual Affiliation Compliance Process will be completed no later than March 10.
- The Association's bylaws must be in agreement with NAHQ, and the Association will notify NAHQ of any bylaw changes
- The Association's president must be a NAHQ member during his/her term
- **Send at least one Board representative to the NAHQ State Leadership Summit**
- **Promote the benefits of NAHQ membership to Association members**
- **Keep NAHQ informed of Association leadership changes**
- **Send at least one Board representative to the NAHQ Annual Conference. When budget allows, the Association will provide financial support to the board members attending the NAHQ Annual Conference, with the Association President utilizing the complimentary free registration offered by NAHQ. The total amount of financial support offered by the Association shall not exceed 10% of net assets at the time that registration opens for the NAHQ Annual Conference. The Association Board shall vote on the amount financial support offered to Board members attending the NAHQ Annual Meeting.**
- **Those attending NAHQ's National Conference and receiving subsidized funding from WAHQ shall participate in leadership sessions held during conference and provide summary for publication in WAHQ's Newsletter**
- **Participation by WAHQ Board members in NAHQ's Leadership teleconference.**

Representatives to NAHQ's adhoc Leadership SUMMITs shall be appointed to represent the Association. In addition to the Association President, the Association will provide financial support not to exceed 5% of Association net assets when registration opens for the State Leadership Summit. Selection of any additional representative will be based on the following criteria or at the discretion of the President.

First Additional Representative: President-Elect

**Second Additional Representative: Association Officer**

## **ARTICLE X – TEAMS**

**Section 1.** The Board of Directors may establish special teams as deemed necessary. The Board shall establish the functions of these teams which operate under the general supervision of the Board.

**Section 2.** The chairman and members of all Board Teams shall be appointed by the President, subject to approval of the Board.

## **ARTICLE XI – ELECTIONS**

**Section 1.** Officers shall be elected by ballot. They shall assume their duties at the close of the annual meeting. The officers shall serve as provided in Article VI, Sections 2 and 3.

## WAHQ CONSTITUTION AND BYLAWS

2008-2009

**Section 2.** The names of one or more persons shall be placed in nomination for each office. A pertinent biographical sketch of each nominee's professional activities and services to the organization shall be included with the ballot.

**Section 3. Ballot by a date certain prior to the annual meeting setting forth the slate of nominees shall be paper or electronically mailed to each member eligible to vote at his/her record of address on file with the Association. Ballots must be returned to the Secretary of the Association by a date certain prior to the annual meeting.**

**Section 4.** The ballots shall be tabulated, candidates will be informed prior to the annual meeting, and the results shall be announced during the annual meeting. Ballots shall be retained by the Secretary for a period of six (6) months.

**Section 5.** Each officer shall be elected by a majority of the votes cast. The result of a tie vote will be determined by a secret ballot re-vote by the members present at the annual meeting.

### ARTICLE XII – MEETINGS

**Section 1.** There will be an annual meeting of the Association held, if possible, prior to the National convention. 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 meeting may be called by the President whenever he/she is requested to do so by request of two-thirds (2/3) or more of the association members. Notice of said meeting shall be mailed to all members no less than thirty (30) days prior to the holding of said meeting.

**Section 3.** Regular meetings of the Board as stated in Article VIII, Section 5A shall be held at least four (4) a year, at a time and place designated by the President. No meeting shall be closed to any member in good standing desiring to attend, but only Board members, with the exception of ex-officio members, shall be privileged to vote on matters and issues before the Board of Directors for consideration and action.

**Section 4.** Notices and agenda of all Board meetings shall be mailed to all Board members in advance of the meeting. Said notices, agendas, and minutes will be made available to any member on request.

**Section 5.** Any Board position who is absent from three (3) meetings without just cause shall be deemed as failing to perform the duties of their office, and in accordance with these Bylaws can risk removal.

**Section 6.** Meetings will be conducted according to Parliamentary Procedure as defined in the most recent edition of Roberts Rules and Order.

### ARTICLE XIII – AMENDMENTS

# WAHQ CONSTITUTION AND BYLAWS

2008-2009

**Section 1.** The Bylaws may be amended at any annual or special meeting of Association members by a two-thirds (2/3) majority of the members present, provided the full membership has been notified in writing of all proposed amendments at least thirty (30) days in advance.

## ARTICLE XIV – DISSOLUTION

**Section 1.** Upon dissolution of the Association, its property and assets shall be distributed as follows:

- A. All liabilities and obligations of the organization shall be paid, satisfied, and discharged or adequate provisions shall be made.
- B. Assets held by the organization upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- C. Remaining assets shall be distributed among such charities as may be designated by the Board of Directors. All dues collected and other income of the Association must be used for the purpose of the Association and shall not be to the benefit of any individual members.

Adopted: 9/72  
Revised: 10/82  
Revised: 3/85  
Revised: 3/86  
Revised: 3/87  
Revised: 3/88  
Revised: 3/90  
Revised: 3/91  
Revised: 3/92  
Revised: 3/97  
Revised: 3/00  
Revised: 3/04  
Revised: 3/08  
Revised: 3/10