



## **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 the Association is to promote the delivery of quality healthcare and to provide leadership and expertise in the delivery of such quality healthcare.

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

1. To promote professional ethics.
2. To encourage, develop and provide continuing education for all persons involved in the assessment and improvement of quality health care.
3. To facilitate communication, cooperation and the sharing of knowledge or all individuals involved in the assessment and improvement of quality health care.
4. To evaluate the professional and educational needs of the members as well as non-members being cognizant of future trends in relation to other allied health fields.
5. To provide educational tools as necessary to meet the Association’s purpose.
6. 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.

### **ARTICLE IV – MEMBERSHIP**

**Section 1.** Membership may be granted to any person who, (i) is interested in and agrees to support the purposes and activities of the Association; (ii) agrees to abide by these Bylaws and

such other rules and regulations as the Association may adopt. Active Membership may be granted to any individual who practices or has an interest in healthcare quality or a related profession. An Active Member has the right to hold office, to serve as a volunteer on or as Chair of a Team, and to vote.

**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.** The initial and annual dues for all members (“Membership Dues”), the time for paying such dues, and other assessments for Members, if any, shall be determined from time to time by the Board of Directors.

**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 recommended 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:

1. The President shall be the principal executive officer of the Association and shall oversee all of the business affairs of the Association, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Members and Board of Directors and shall oversee the implementation of all directives and resolutions of the membership and the Board of Directors. The President may sign, with the Secretary/Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws,

or the Board of Directors to some other officer or agent of the Association. The President shall appoint the members of all teams subject to approval by the Board. The President shall perform all duties customarily incident to the office of president and such other duties as prescribed from time to time by the Board of Directors.

2. The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.
3. The Immediate Past President shall assist the President and the President-Elect in the discharge of their duties as the President or President-Elect may direct. In the temporary absence of the President and President-Elect, the Immediate Past President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President or the President-Elect.
4. 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.
5. 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.
6. 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.

**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:

1. Southeast Region, including the counties of Washington, Ozaukee, Waukesha, Milwaukee, Walworth, Racine and Kenosha.
2. Northeast Region, including the counties of Marinette, Oconto, Menominee, Shawano, Outagamie, Brown, Door, Kewaunee, Manitowoc, Calumet, Winnebago, Fond du Lac, and Sheboygan.
3. Southwest Region, including the counties of La Crosse, Monroe, Richland, Vernon, Crawford, and Grant.
4. 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.
5. 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.
6. 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: 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 the Association and actively involved in the area they represent. The duties will involve providing a line of communication between the Association and their specialty such that it will facilitate the efforts of both organizations. Liaisons are allowed to vote.

## **ARTICLE VIII – BOARD OF DIRECTORS**

**Section 1.** The Board of Directors (hereafter called “the Board”) 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 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 include Membership Coordinator, Conference Coordinator, Website/Social Media Coordinator, and others as appropriate. Each of these shall be appointed by the President, subject to Board approval.

1. The Membership Coordinator will collect membership dues, keep accurate records of the membership of the organization, and perform duties usual and customary to the position.
2. The Conference Coordinator will be responsible for oversight of the planning activities for the annual conference.
3. The Website/Social Media Coordinator, in collaboration with the President and President Elect, will facilitate an accurate, functional website for the purposes of information sharing and communication with the members of the Association.
4. The Website/Social Media Coordinator, in collaboration with the President and President Elect, shall be responsible for the preparation, editing, and publication of WAHQ news items and relevant healthcare quality resources which may be of interest to association members. Monthly, or more often as content dictates for timeliness, these communications shall be distributed via the WAHQ website, WAHQ LinkedIn site, and/or emails to the membership.
5. The other members shall assume responsibilities as requested by the Board. Ex-officio members are not eligible to vote. There are no term limits for ex-officio members.

**Section 5.** 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 of the time, place, and purpose of the Board meeting shall be made to each Board member prior to the meeting.

1. The Board shall manage the affairs of the Association between annual meetings.
2. The Board shall approve all Presidential appointees provided for in these Bylaws.
3. 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.

**Section 7.** A simple majority of the Board (six members) shall constitute a quorum for the transaction of business at any duly called meeting of the Board; provided that, if less than a quorum is present at said meeting, a majority of the Board present may adjourn the meeting to another time without further notice.

**Section 8.** The Association shall be managed by the Board, which shall supervise, control, and direct the affairs of the Association; determine the policies of the Association or changes therein within the limits of these Bylaws; actively promote the purposes of the Association and have discretion in the disbursement of its funds; approve all presidential appointments to Association teams. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted herein, appoint such agents as it may consider necessary.

**Section 9.** Any action requiring a vote of the Board may be taken without a meeting if a consent in writing (whether in hard copy, facsimile or electronic format), setting forth the action taken, is signed by all of the Board members entitled to vote on the matter.

## 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.

**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.** At least thirty (30) days prior to the annual meeting a ballot 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 no later than seven (7) days 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.** An annual meeting of the Members shall be held at such time and place as shall be determined by the Board of Directors. At each such meeting, the Members shall conduct such business as may properly come before the Members and the Board shall share the status of the organization with members. Due notice of such meeting shall be mailed by hard copy or electronically 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 by hard copy or electronically 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 45A shall be held at least four (4) times 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. Parliamentary procedures are used for the meetings.

**Section 4.** Notices and agenda of all Board meetings shall be mailed by hard copy or electronically 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.** Ten percent (10%) of the voting members of the Association shall constitute a quorum for the transaction of business at any duly called meeting of the Members; provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice.

**Section 7.** Partnering with other organizations is encouraged and can serve of benefit to all who participate. In the event of a combined meeting with other entities, the Annual Meeting will be held in a separate location and members will be invited to participate.

**Section 8.** Meetings will be conducted according to Parliamentary Procedure as defined in the most recent edition of Roberts Rules and Order.

## **ARTICLE XIII – AMENDMENTS**

**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:

1. All liabilities and obligations of the organization shall be paid, satisfied, and discharged or adequate provisions shall be made.
2. 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.
3. 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

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Revised: 3/14

Revised: 11/14

Revised: 11/16

Revised: 11/18

Revised: 11/20

Revised: 01/2024 (pending approval of the WAHQ membership)

Revised: 03/2024