

ARTICLE I: NAME

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

ARTICLE II: PURPOSE AND OBJECTIVES

Section II.1. Exempt Purpose:

The Massachusetts Association for Healthcare Quality is a Massachusetts not-for-profit corporation organized and operated exclusively for non-profitable purposes in accordance with Internal Revenue Code Section 501(c)(6) and more specifically for the following exempt purpose set forth in the Association's Articles of Incorporation.

The purposes of the Association are to promote the delivery of quality healthcare and to provide leadership and expertise in the delivery of such quality healthcare in the most efficient and cost effective manner possible; promote professional ethics within, and facilitate the communication, cooperation and sharing of knowledge among individuals within the healthcare quality field; provide mechanisms of communication and education for individuals involved in the assurance of quality healthcare; support and advocate actively the interests of patients in receiving quality healthcare; and evaluate the professional and educational needs of members of the Association and to encourage, develop and provide programs of continuing education and educational tools for members and other persons involved in the promotion of quality healthcare.

Section II.2. Objectives:

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

II.2.1. To provide educational opportunities that advance professional development and certification preparation in the field of healthcare quality management.

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

II.2.3. To promote knowledge of healthcare reform requirements impacting quality management practice and network on solutions for carrying out these requirements.

II.2.4. To support members in their efforts to provide quality healthcare services that actively advocates for the interests of patients.

II.2.5. To develop a leadership program that actively engages members in shaping the future of the healthcare quality management profession and practice.

ARTICLE III: MEMBERSHIP

Section III.1. Membership:

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

III.1.2. Categories of membership include:

III.1.2.1. Active Membership may be granted to any individual interested in the improvement of healthcare quality.

III.1.2.2. Associate Membership may be granted to any individual interested in healthcare quality and the association. Associate memberships include the following:

III.1.2.2.1. Emeritus Membership may be granted to any individual over the age of 62 who has retired from full-time employment and has been an active member of the Association for at least 2 years immediately preceding the initial application for Emeritus membership.

III.1.2.2.2. Student Membership may be granted to any full time student with an interest in healthcare quality.

III.1.2.2.3. Honorary Membership may be granted to any individual who has rendered distinguished service to the Association or who has made significant contributions to the healthcare quality profession, as determined by the Board of Directors.

Section III.2. Membership Privileges:

All Members in good standing may attend meetings at membership rates. An Active Member has the right to hold office, chair a standing Committee, and vote. Associate Members may serve as members of committees, but may not vote, hold office, or serve as chair of a standing Committee.

Section III.3 Application:

The Board shall, from time to time, adopt policies and procedures regarding the application for membership in MAHQ. Any person desiring membership in the association shall file a completed application for membership accompanied by the appropriate dues.

Section III.4 Resignation:

Members may resign from MAHQ any time by giving written notice to MAHQ. Resigning members are not entitled to the return of previously paid dues or other fees, or any portion thereof.

Section III.5. Meetings:

An annual meeting of MAHQ shall be held at such time and place as approved by the Board. At each such meeting, the Active members shall conduct such business as may properly come before the Members and the Board shall share the status of the organization with members. The Board reserves the right to change the date if warranted. 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.

Section III.6. 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. Membership will be forfeited for non-payment of dues within thirty (30) days of membership expiration.

IV.2.3. 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 annually.

IV.3.4. Required regulatory filings to the IRS, Massachusetts Secretary of State, and Massachusetts Attorney General shall be prepared and submitted by the Treasurer.

ARTICLE V: BOARD OF DIRECTORS

Section V.1 Authority and Responsibility

The affairs of MAHQ shall be managed under the direction of the Board. In these Bylaws, wherever the Board's authority to act is provided, said authority shall be exercised in the Board's sole and absolute discretion. The Board may adopt such rules, regulations, policies, and procedures for the conduct of its business as shall be deemed advisable and may appoint such agents as it may consider necessary.

Section V.2. Composition and Term

V.2.1 The Board shall be composed of four Officers (President, President-elect, Treasurer, and the immediate Past President) and at least 3 but no more than 12 directors at large.

V.2.2 Members of the Board shall take office at the Annual meeting after the elections occurred. Each member of the Board shall continue to serve until his/her term of office as an Officer or Director expires and until his/her successor is duly elected and qualified.

V.2.3. The Director at large shall serve for a term of at least one (1) year.

V.2.4 The act of a majority of the Board present at a duly called meeting shall be the act of the Board.

V.2.5. Any Director at large may resign at any time by submitting a written resignation to the President and/or President-elect.

V.2.6. Directors are expected to actively participate in the activities of MAHQ. Unavailability by any Director shall be addressed by the Board and action considered to remove the Director for cause. A vacancy shall be declared at the next Board meeting and action taken at that time.

V.2.7 Directors shall not be compensated for their services as Directors of MAHQ.

ARTICLE VI: OFFICERS

Section VI.1. Composition:

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

Section VI.2. Terms of Office:

VI.2.1. The President, President-elect, and Past President shall serve for a term of one (1) year. Upon expiration of his/her term, the President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the position of Past President.

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

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

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

VI.2.5. Officers are expected to actively participate in the activities of MAHQ. Unavailability by any Officer shall be addressed by the Board and action considered to remove the Director for cause. A vacancy shall be declared at the next Board meeting and action taken at that time.

VI.2.6. 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.

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

Section VI.3. Duties:

VI.3.1. The President shall preside at all meetings of the Members and of the Board; oversee the implementation of all resolutions and directives of the Board; and discharge all duties incident to the office of President.

VI.3.2. The President shall appoint a chairperson for each Board committee. The President and President-elect shall serve as ex-officio members of all committees of MAHQ.

VI.3.3. The President-elect shall assist the President in the discharge of the duties of the President. The President-elect shall assume the duties of President in the event of resignation or inability to act.

VI.3.4. The President shall appoint the Administrator, with the Board's approval, to carry out duties as assigned under the President's direction.

VI.3.5. 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.

VI.3.6. The Past President shall assist the President and the President-Elect in the discharge of their duties. In the temporary absence of the President and President-Elect, the Past President shall perform the duties of President. The Past President shall serve as chair of the Governance/Leadership Committee.

ARTICLE VII: COMMITTEES

Section VII.1. Composition

VII.1.1. MAHQ shall have the following standing committees: Governance/Leadership, 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 at least 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 active members in good standing and shall serve for a term of one (1) year.

VII.2.2. Each committee will consist of one or more Directors and such other persons as the Board designates.

VII.2.3. A committee member may resign at any time by providing written notice to the committee chairperson.

VII.2.4. A committee chairperson may be removed 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. Active members in good standing shall be eligible to hold office.

VIII.1.2. Active members in good standing shall be eligible to vote.

VIII.1.3. The act of a majority of Active Members returning ballots by a date certain shall be an act of the Members, unless the action of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

VIII.1.4. Prior to the annual meeting, a ballot setting forth the slate of nominees selected by the Governance/Leadership Committee shall be delivered to each Active Member. The Governance/Leadership Committee shall oversee the tabulation of the ballots. The results of the vote shall be announced at the annual meeting by the chairperson of the Governance/Leadership Committee.

VIII.1.5. The officers and Directors shall be elected from the full membership.

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 501A 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 principal 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 prior to vote.

Section XI.2. Approval of Amendments:

XI.2.1. These Bylaws may be amended by a majority of active Members returning a ballot 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 in the notification.

ARTICLE XII: USE OF ELECTRONIC COMMUNICATION

Any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic means and any action or approval required to be written may be transmitted or received by electronic means.

Revised 2/09

Reviewed 1/2011

Revised 4/2012

Revised 1/2013

Revised 8/2013

Revised 1/2017