

**BYLAWS
OF THE
SOUTH CAROLINA ASSOCIATION FOR HEALTHCARE QUALITY**

**Article I
NAME AND PURPOSES**

Section 1. Name

The name of this corporation shall be the SOUTH CAROLINA ASSOCIATION FOR HEALTHCARE QUALITY (hereinafter, the “SCAHQ”), a South Carolina not-for-profit corporation.

Section 2. Purposes

The purposes of the SCAHQ are to promote the delivery of quality healthcare and to provide leadership and expertise in the delivery of such quality healthcare ; promote professional ethics within, and facilitate the communication, cooperation and sharing of knowledge among individuals and entities within the field of healthcare; support and advocate actively the interests of patients in receiving quality healthcare and in all other actions affecting their health and welfare; and encourage, develop and provide programs of continuing education and educational tools for members and other persons involved in the promotion of quality healthcare.

**Article II
MEMBERS**

Section 1. Membership

Membership may be granted to any person who, (i) is interested in and agrees to support the purposes and activities of the SCAHQ; (ii) agrees to abide by these Bylaws, the principles of ethics of the SCAHQ, and such other rules and regulations as the SCAHQ may adopt; and (iii) meets the additional criteria established for each category of membership in the SCAHQ as follows:

(a) Active Members Active Membership may be granted to any individual who practices in healthcare quality or a related profession. An Active Member has the right to hold office, serve as a volunteer on or as Chair of a Committee, and vote.

(b) Student Members Individuals may be accepted as student members and remain as student members as long as they are currently enrolled in an undergraduate or graduate program. Student members may serve as members of Committees but may not vote, hold office or serve as Chair of a Committee. Student members will pay 50% of the Active Member annual dues.

All persons and entities granted membership in the SCAHQ shall be referred to herein collectively as “Members.”

Section 2. Application

The Board of Directors can from time to time adopt application procedures to facilitate the consideration of applicants for membership in the SCAHQ. The Board of Directors or a team

designated thereby can evaluate the credentials of all applicants and determine their eligibility for membership, based upon the criteria set forth in these Bylaws and additional criteria as may from time to time be established by the Board of Directors.

Section 3. Rights and Duties

All Members may attend meetings, but only Active Members may vote, serve as an officer, or SCAHQ Committee Chair or Co-Chair.

Section 4. Resignation

Members may resign from the SCAHQ at any time by giving written notice to the SCAHQ. Any resigning Member shall continue to be responsible for the payment of all Membership Dues (as defined in Article IV) and other charges until the end of the fiscal year of such Member's resignation.

Section 5. Termination of Membership

Membership in the SCAHQ may be terminated or other discipline imposed for "cause," which means violation of these Bylaws or any rule or practice of the SCAHQ. Termination or other discipline shall be effected or imposed only upon the vote of two-thirds of the entire membership of the Board of Directors, provided that a statement of the charges constituting "cause" shall have been mailed by certified mail to the last recorded address of the Member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the Member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. In addition, the membership of any Member who becomes ineligible for membership or who is ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

Article III

MEMBERSHIP MEETINGS

Section 1. Annual and Regular Meetings; Election of Officers and Chairs

An annual meeting of the Members, and additional regular meetings 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. The Active Members shall elect the officers and the chairs by in accordance with the procedures set forth in Section 2 hereof.

Section 2. Voting; Ballot

(a) Each Active Member shall be entitled to one (1) vote on each matter upon which such Member is entitled to vote. Voting by ballot (whether hard copy or electronic) shall be permitted, in lieu of a vote at a duly called meeting, for any item of business, including the election of officers and chairs. The act of a majority of a quorum or more Active Members submitting

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.

(b) Nominations for the slate of officers/chairs will be requested of the Active Members at the August meeting or 3rd meeting of the calendar year. Upon completion of the slate of officers the President or President-Elect will send out ballots to the voting membership. Completed ballots must be returned within 30 days. The results of the election will be announced at the last meeting of the fiscal year.

Section 3. Special Meetings

Special meetings of the Members or a special vote may be called by the President or by the Board of Directors. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 4. Notice

Notice of any annual or special meetings of the Members shall state the time, date and place of the meeting and shall be delivered not more than sixty (60) and not less than twenty (20) days prior to the date of such meeting.

Section 5. Quorum

Ten percent (10%) of the Active Members of the SCAHQ 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 Active Members present may adjourn the meeting to another time without further notice.

Section 6. Manner of Acting

The act of a majority of the Active Members present at a duly called meeting at which a quorum is present in person or by proxy shall be the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Article IV

DUES AND ASSESSMENTS

The 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.

Article V

BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The SCAHQ shall be managed by the Board of Directors, which shall supervise, control, and direct the affairs of the SCAHQ; determine the policies of the SCAHQ or changes therein within the limits of these Bylaws; actively promote the purposes of the SCAHQ and have discretion in the disbursement of its funds; and approve all presidential appointments to SCAHQ committees. The Board of Directors 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 2. Composition and Term

(a) The Board of Directors shall be composed of seven (7) to nine (9) individuals with five (5) officers: President, President-Elect, Immediate Past President, Secretary, and Treasurer, and at least two (2) but no more than four (4) Team Chairs (each, a “Chair”).

(b) Members of the Board of Directors shall take office on January 1 of the year after the election occurred. Each member of the Board of Directors shall continue to serve until his/her term of office as an Officer or Chair, as the case may be, expires and until his/her successor is duly elected and qualified. No elected individual may serve more than six (6) consecutive years as a Chair, except where an individual assumes, or is appointed to, office to fill a vacancy in such office.

Section 3. Election and Qualification

(a) Officers shall be elected by the membership as set forth in Article VI hereof. The Chairs shall be elected by the membership for three (3) year staggered terms. To be eligible for election as a Chair, an Active Member must have been a voting member for 1 year and attended four (4) meetings.

(b) In the event a Chair is unable or unwilling to complete his/her term of office, the Board may make an appointment to fill the vacancy for the unexpired portion of the term, under such procedures as it shall determine. A Member appointed as a Chair in accordance with the preceding sentence shall complete the term left vacant and remain eligible for nomination as a Chair for a subsequent full term.

Section 4. Regular Meetings

The Board of Directors may provide by resolution the time, date, and place for the holding of an annual meeting and additional regular meetings of the Board without other notice than such resolution. In lieu of a meeting, business of the Board of Directors may be transacted by teleconference. All Board of Directors meetings, except those held in executive session, shall be open to Members of the SCAHQ.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or three (3) members of the Board of Directors.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided that notice of any special meeting held by teleconference may be given at least twenty-four (24) hours prior to the meeting. Attendance of a Chair at any meeting shall constitute a waiver of notice of such meeting except where attendance at a meeting is for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 7. Quorum

A simple majority of the Board of Directors 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 from time to time without further notice.

Section 8. Manner of Acting

The act of a majority of the Board present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 9. Resignation and Removal

Any Board member may resign at any time by giving a 30 day written notice to the President. In addition, any Board member may be removed by ballot, in the manner set forth in Article III, Section 2 hereof, or by the vote of a simple majority of the Active Members present in person or by proxy at a duly called meeting of the Members in which a quorum is present whenever, in their judgment, the best interests of the SCAHQ would be served by such removal. Written notice of a Membership meeting held to vote on removal of one or more Board members shall be delivered to all Active Members entitled to vote, which notice shall state that the purpose of the meeting is to vote upon the removal of one or more Board members named in the notice. Only the named Board member(s) may be removed at such meeting.

Section 10. Vacancies

In the event a vacancy is created on the Board of Directors due to the death, resignation, removal or disqualification of an officer or chair, the vacancy shall be filled, for an officer, in the manner set forth in Article VI, Section 1 hereof or, for a chair, in the manner set forth in Article V, Section 3 hereof. A Board member shall complete the term left vacant and remain eligible for nomination as a Chair for a subsequent full term.

Section 11. Action by Written Consent

Any action requiring a vote of the Board of Directors 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.

Section 12. Meeting by Conference Call

Any action to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Article VI OFFICERS

Section 1. Officers

The Officers of the SCAHQ shall consist of a President, President-Elect, Immediate Past President, Secretary, and Treasurer. 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. No two offices may be held by the same person. To be eligible for election as an Officer, an Active Member must fulfill such criteria as the Board shall establish from time to time. All Officers, except the Treasurer, shall serve for a term of one (1) year and until their successors are elected and qualified. The Treasurer shall serve for a term of three (3) years, and until his/her successor is elected and qualified, and shall be ineligible for election to a second term as Treasurer. The Officers shall take office on January 1st following the year in which they were elected. In the event a vacancy occurs in any office, except the office of President, the Board of Directors may appoint a successor(s) to complete the term of office. In the event the office of President becomes vacant for any reason, such vacancy shall be filled as follows: (a) if such vacancy occurs within the first six (6) months after January 1st the Immediate Past President shall serve for the period until the end of that six (6) month period and the President-Elect shall serve thereafter; (b) if such vacancy occurs on or after July 1st the President-Elect shall serve for the unexpired portion of the term. Notwithstanding the foregoing, the President-Elect shall serve in the office of President for the full one-year term to which she or he was elected.

Section 2. President

The President shall be the principal executive officer of the SCAHQ and shall oversee all of the business affairs of the SCAHQ, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Members, 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 Treasurer or any other proper officer of the SCAHQ 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 SCAHQ. 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.

Section 3. President-Elect

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.

Section 4. Immediate Past President

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.

Section 5. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the Members in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each Member; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 6. Treasurer

The Treasurer shall be the principal financial officer of the SCAHQ and shall have charge of and be responsible for the maintenance of adequate books of account for the SCAHQ; shall have charge and custody of all funds and securities of the SCAHQ, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the SCAHQ in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these bylaws; and shall have an annual audit of the SCAHQ's books conducted by an external qualified individual.

Article VII

AFFILIATION WITH NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY

In order to maintain affiliation with the National Association for Healthcare Quality (NAHQ) the SCAHQ shall meet the following requirements:

- (a) At least twenty-five percent (25%) of the SCAHQ membership shall be active members of the NAHQ;
- (b) All members of the SCAHQ Board of Directors shall be NAHQ members;
- (c) The bylaws of the SCAHQ will be in agreement with the NAHQ bylaws

Article VIII

TEAMS

Section 1. Standing Teams

The Board of Directors, by resolution adopted at a meeting duly called at which a quorum is present, may designate such standing teams as the Board Members deem necessary or appropriate. Unless otherwise stipulated in these bylaws, all Members are eligible to serve as members of a team.

- (a) **Membership Team-** The Membership Team will be made up of the Membership Chair and four (4) team members, one (1) from each region of the State of South Carolina. The Membership Team will maintain a list of all active and student members of the SCAHQ. The Membership Team will send invoices to members annually in November for the renewal of membership. The Membership Team will solicit new members at appropriate meetings throughout the year.
- (b) **Communication Team-** The Communication Team will be made up of the Communication Chair and at least three (3) team members. The Communication Team will provide communication from the SCAHQ to its members. The Communication Team will communicate via social media, and a quarterly newsletter. The Communication Team will communicate with SCAHQ members the date, time, and location of upcoming SCAHQ meetings and other meetings of interest.
- (c) **Program Team-** The Program Team will be made up of the Program Chair and at least two (2) team members. The Program Team will secure speakers for each SCAHQ meeting. The Program Team will submit all lectures for CPHQ continuing education credit via the NAHQ, meeting all deadlines published by the NAHQ. The Program Team will create an agenda for each meeting that includes the times for each speaker. The Program Team will coordinate with the Secretary to review minutes of previous meetings to obtain information related to desired topics/speakers from attendees.
- (d) **Other Standing Teams** additional standing teams of the SCAHQ may be established by resolution of the Board of Directors to carry out the purposes of the SCAHQ.

Section 2. Ad Hoc Committees

The Board of Directors shall establish and the President may appoint the members of such ad hoc committees as are necessary or appropriate to carry out the purposes of the SCAHQ.

Section 3. Rules

The rules and regulations of the standing teams of the SCAHQ may be established by resolution of the Board of Directors to carry out the purposes of the SCAHQ. Each team may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board of Directors.

Article IX FINANCIAL MATTERS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the SCAHQ, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SCAHQ, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SCAHQ shall be signed by such officer or officers, agent or agents of the SCAHQ and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect.

Section 3. Deposits

All funds of the SCAHQ shall be deposited from time to time to the credit of the SCAHQ in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding

The Board of Directors will provide for the bonding of the Treasurer of the SCAHQ.

Section 5. Gifts

The Board of Directors may accept on behalf of the SCAHQ any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the SCAHQ.

Section 6. Books and Records

The SCAHQ shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts of the SCAHQ shall be audited annually by appropriate external individuals selected by the Board of Directors.

Section 7. Fiscal Year

The fiscal year of the SCAHQ shall be January 1 through Dec. 31.

Article X

WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The SCAHQ will indemnify all officers, chairs, and team members of the SCAHQ to the full extent permitted by the State of South Carolina and shall be entitled to purchase insurance for such indemnification of officers, chairs, and team members to the full extent as determined necessary by the Board of Directors.

Article XII

AMENDMENTS TO THESE BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of the Board of Directors; provided that such modification also is approved by the affirmative vote of a majority of the Active Members; provided further that notice of the Board of Directors' intent to modify these Bylaws, and the substance of such modification, has been provided to Active Members prior to their vote.

Article XIII
DISSOLUTION

Upon the dissolution of the SCAHQ, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the SCAHQ, shall dispose of all of the remaining assets of the SCAHQ exclusively for the purposes of the SCAHQ in such manner, or to such organization or organizations as shall at the time qualify as tax-exempt organization or organizations recognized under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States internal revenue statute, as the Board shall determine.

Article IX
USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic means.