



BY-LAWS

ARTICLE I - NAME

Section 1 - The name of this organization shall be St. Louis Professionals for Healthcare Quality (SPHQ).

ARTICLE II - AUTHORITY

Section I - The specific and primary purposes of the SPHQ shall operate under charter from the State of Missouri and all of the provisions of its by-laws together with all amendments thereto.

ARTICLE III - DEFINITIONS

Section I - Healthcare quality promotes continuous improvement of quality, performance and patient safety by providing educational opportunities to healthcare professionals.

Section II - A quorum required of the Board of Directors to conduct business shall consist of a majority of the members of the Board.

ARTICLE IV - PURPOSE

Section I - The specific and primary purposes of the SPHQ are:

- A. To provide an educational and professional organization of and for healthcare quality and other healthcare professionals.
- B. To encourage, develop and provide continuing education for SPHQ members involved in all aspects of healthcare quality.
- C. To facilitate communication and the sharing of best practices among allied health professionals, brokers, consultants, coalitions, employers, government agencies, hr/benefit departments, hospitals, managed care organizations, peer review organizations, pharmaceutical companies, pharmacists, physicians, quality improvement organizations, third party payors and others interested in or involved in all aspects of quality.

- D. To provide the means whereby quality professionals may be associated to promote the sharing of evidence based practice, knowledge, information, and professional ethics.
- E. To publish such publications and proceedings as shall be authorized from time to time by this organization.

ARTICLE V - MEMBERSHIP

Section I - Membership shall be open to individuals who are involved in healthcare quality or performing specific duties and functions related to healthcare quality.

Section II - Any person desiring membership in the organization shall file a completed application for membership, together with the annual dues. Such application shall be subject to approval by the Board of Directors.

Section III - No qualified person shall be denied membership in this organization because of race, religion, gender, national origin or political affiliation.

Section IV - Only active members shall be privileged to hold office or serve on ad-hoc committees.

ARTICLE VI - DUES FOR ANNUAL MEMBERSHIP

Section I - Annual dues shall be \$40.00. Any change in the amount of the dues shall be recommended by the Board of Directors and approved with members in attendance during the next SPHQ meeting.

Section II - Dues shall be payable on an annual basis, with the membership year starting on January 1 and ending on December 31. Membership shall automatically terminate with expiration of the annual dues on December 31 each year. Membership drive shall begin at the last quarterly meeting of the year. All renewing members must pay annual dues by April 1st of the current calendar year. Failure to make payment by this date shall result in a \$5.00 late fee assessed to the renewing member's annual due.

Section III - There shall be no provision for pro-rata membership dues. The amount established for the annual dues may be paid at any time during the membership year, renewal on or after January 1 each year. A new application or renewal must be submitted yearly with the annual dues. Membership applications shall be made available to each member following the November meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section I - The Board of Directors shall consist of a President, President-Elect, Secretary, Treasurer and Director (i.e., the previous President). To ensure the role of Board Member positions, the Board Member role can be divided into two equal roles.

Section II - The term of office for the Director, President and President-Elect shall be one year.

- A. The President-Elect shall assume the position of President at the close of the last general business meeting. The President will assume the position of Director at the close of this meeting.
- B. The President shall serve as Chairperson of the Board of Directors and in his/her absence or inability to serve, the President-Elect shall serve as Chairperson.

Section III - The term of office for the Treasurer and Secretary shall be two years. Officers shall assume their duties at the close of the last general business meeting.

Section IV – Board of Director Vacancies

- A. In the event of a vacancy in the office of President, the President-Elect can succeed and serve the remaining term and the one year term of office as President to which (s)he would have succeeded if the current President had fulfilled his/her term of office unless other arrangements are made (please refer to subsection C) .
- B. In the event of a vacancy in the office of the Director, the remaining Board members can collectively succeed and serve the one-year term to assist new and/or veteran Board members with the transition and/or progression of respective roles.
- C. In the event of a vacancy on the Board of Directors, the Board, at their discretion and within 30 days, shall name a successor who shall serve for the remaining term of office. If the office of the President-Elect becomes vacant, the appointee shall serve the remaining term without automatic progression to the office of President.

ARTICLE VIII - DUTIES OF THE OFFICES

Section I - The President shall preside at all meetings of the organization and the Board of Directors. (S)he shall be an ex-officio member of all committees and shall attend to all usual duties pertaining to the office.

Section II - In the absence of the President, the President-Elect shall perform the duties of the President.

Section III - The Secretary shall record the minutes of all meetings of the Board of Directors and the association, conduct correspondence, and perform other duties as requested by the Board of Directors.

Section IV - The Treasurer shall receive all money and pay all bills incurred on behalf of the organization. The Treasurer shall provide the Board of Directors with timely financial statements, including a quarterly financial report available to the SPHQ membership, prepare an annual report, file tax returns and turn over all records to successors. The Treasurer shall maintain or cause to be maintained at all times an accurate list of the membership of the organization that is provided to the Board.

ARTICLE IX - DUTIES OF THE BOARD OF DIRECTORS

Section I - The Board shall approve all Board of Director appointees provided for in these by-laws.

Section II - The Board shall recommend to the membership the amount of the annual dues, annual conference fees, sponsorship/vendor fees, and any assessments.

Section III - The Board may appoint administrative staff and approve their compensation, duties and responsibilities. This must be disclosed to the general membership prior to the performance of said duties, etc.

Section IV - The Board shall carry on the business of the organization.

Section V - The Board, by majority vote, may remove any member of the Board if it is deemed that said member had not fulfilled the duties of his/her office in the manner described in Article VIII of these by-laws.

Section VI - The Board shall maintain the fiscal integrity of the organization. SPHQ Financial records shall be retained for three years in addition to the current year.

ARTICLE X - COMMITTEES

Section I - The SPHQ shall have ad-hoc committees as determined by the Board of Directors.

ARTICLE XI - ELECTIONS

Section I - Officers should be active members of SPHQ in good standing. Officers shall be elected by majority of votes cast. They shall assume their duties at the close of the last general business meeting of the calendar year. No person shall be re-elected more than three (3) consecutive terms in the same office.

Section II - At least thirty 30 days prior to the last general business meeting, ballots setting forth the slate of nominees shall be sent via email to each member eligible to vote. Ballots must be returned no later than fifteen 15 days prior to the last general business meeting of the calendar year. Provisions shall be made on the ballot for write-ins.

Section III - A tie vote will be determined by ballot majority of last general business meeting attendees.

Section IV - The ballots shall be tabulated by the Board of Directors and the results shall be announced by the Secretary during the last general business meeting. Ballots shall be retained by the Secretary for a period of six (6) months.

ARTICLE XII - MEETINGS

Section I - There shall be a minimum of two (2) meetings held annually of the SPHQ. Due notice of each meeting shall be sent to each member prior to said meetings.

Business Meeting RSVP No-Show Fee:

Members who RSVP "yes" to a SPHQ Business Meeting and do not attend will be assessed a \$10 no-show fee. This fee will be assessed to the member and will prevent the member from future meetings until the fee is paid to the SPHQ Treasurer. Members who RSVP "yes" and cancel within 1 full business day prior (24 hours notice) to the meeting date directly to the SPHQ Secretary will not be assessed this fee. The SPHQ Board reserves the right to charge or waive the fee.

Annual Conference RSVP No-Show Fee:

Members who RSVP "yes" to the SPHQ Annual Conference and do not attend will be assessed the full cost of the annual conference fee. This fee will be assessed to the member and will prevent the member from future meetings until the fee is paid to the SPHQ Treasurer. Members who RSVP "yes" and cancel by one week (7 days) prior to the Annual Conference meeting date to the SPHQ Secretary will not be assessed the fee. The SPHQ Board reserves the right to charge or waive the fee.

Section II - A special meeting may be called by the President whenever (s)he requests to do so by three (3) or more officers or by written request of 10 or more members. Notice of said meeting shall be sent to all members no less than 15 days prior to holding of said meeting.

Section III - Regular meetings of the Board of Directors shall be held, at a minimum of twice 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 shall be privileged to vote on matters and issues before the Board for consideration and action.

Section IV - Notices and agendas of all Board of Directors meetings shall be distributed to all Board members in advance of the meetings. Said notices, agendas and minutes will be made available to any member upon written request or verbal request with written follow-up.

Section V - Any Board member who is absent from two consecutive meetings without just cause shall be deemed as failing to perform the duties of his/her office, and in accordance with these by-laws, may be removed from office and replaced.

Section VI - Guest speakers may be reimbursed a nominal gratis. Refreshments shall be reimbursed at cost.

Section VII - SPHQ is a community based volunteer organization that operates based on annual funding provided through annual membership fees, annual conference fees, vendors, sponsors, etc. SPHQ, its individually elected SPHQ Board members acting on behalf of SPHQ, and/or SPHQ members are not responsible or liable, personally or otherwise, for any claims made against SPHQ and/or SPHQ Board members. The organization is not liable for any emotional or physical harm guests incur as a result of natural disasters and/or acts of God taking place during a general business meeting or education conference.

ARTICLE XIII - AMENDMENTS

Section I - The by-laws must be fully reviewed and reported on to the membership on a yearly basis. They may be amended at any meeting of members by a two-thirds (2/3) majority of the members present, providing prior notice has been given to all members.

**By-Laws presented to SPHQ General Membership on April 19, 2011.
Approved by SPHQ 2011 Board of Directors May 10, 2011.**