

**TEXAS GULF COAST ASSOCIATION
FOR
HEALTHCARE QUALITY (TGCAHQ)
BYLAWS**



**Approved by Majority Vote
November 3, 2016**

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ARTICLE I

TITLE

SECTION 1

The name of the organization shall be the Texas Gulf Coast Association for Healthcare Quality (TGCAHQ). It shall function under these Bylaws together with all amendments hitherto. TGCAHQ is a 509(a) organization and exempt from Federal income tax. (Effective March, 1994)

ARTICLE II

PURPOSE AND OBJECTIVES

SECTION 1

TGCAHQ Mission Statement

TGCAHQ provides education and networking opportunities to enhance healthcare professionals' capacity to improve quality in healthcare. TGCAHQ provides educational offerings that focus on the processes of current healthcare delivery as well as new applications and theory. Our purpose is to develop and sustain quality improvement in all venues of healthcare and wellness activities.

TGCAHQ Vision Statement

To become the leading resource for healthcare quality education and networking in the Greater Houston Area.

SECTION 2

Core Values/Goals shall be:

To provide a forum for healthcare professionals to enhance their day-to-day promotion of quality healthcare.

- A. Innovative educational opportunities to simulate growth and development.
- B. Opportunities for communication and networking among the membership.

ARTICLE III

GOVERNMENT OF ORGANIZATION

SECTION 1

The government of this Organization shall be vested in a Board of Directors consisting of a President, President Elect, Immediate Past President, Secretary, Treasurer, Membership and Outreach Director, and selected appointed positions including the Education Director and the Information Communication & Technology (ICT) Director. All officers shall be active members in good standing in the organization.

SECTION 2

The Board shall be elected at the end of the calendar year by a majority of the votes cast by active members. The elected Board shall assume the duties and responsibilities of their respective offices at the first Board meeting of the calendar year. Regular attendance, participation, and completion of assignments are required.

SECTION 3

Terms of Office:

- A. The President shall serve for one year and remain as a member of the Board of Directors for the following year as Immediate Past President.
- B. The President Elect shall serve one year, then assume the office of President for one year.
- C. The Immediate Past President shall serve for one year.
- D. The Secretary shall serve two years.
- E. The Treasurer shall serve for two years.
- F. The Membership and Outreach Director shall serve for two years.
- G. No elected member shall serve more than two (2) consecutive elected terms for the same office, unless the Board approves an additional term in order to fill the position.
- H. Terms will be staggered for all elected Board members except for the three presidential officers.
- I. The Education Director is selected by the current nurse planner and approved by the out-sourced Texas Nurses Association (TNA) Approved Provider Unit (APU) to serve a two year term, and may serve additional terms with approval of the Board, the out-sourced TNA APU, and the Education Director.

- J. The ICT Director will serve at the Boards' discretion and serve until the Board determines otherwise.
- K. The Honorary Board Member is a currently enrolled student who has demonstrated dedicated service to the healthcare community field. This member is appointed by the Board of Directors and will serve a one year term.

SECTION 4

Vacancies:

- A. In the event of a vacancy in the office of the President, the President Elect shall automatically fill the vacancy and assume the duties and responsibilities of the President for the remainder of that term and then fulfill their one year of elected office of President.
- B. In the event of a vacancy for the office of the President Elect, the President shall hold a special election within 30 days to fill the vacancy. If the President Elect position is vacated due to resignation of the President, the new President Elect will fill the remainder of that term and then fulfill their own year of elected office.
- C. If the Past President resigns, the position will not be filled except by the natural progression.
- D. Vacancy of other Board Members will be filled by appointment of the President with approval of the Board of Directors and will serve the remainder of the position term. The individual would be eligible for election on the next ballot.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1

The President shall serve as Chairperson of the Board of Directors. In the event that the President is absent, the President Elect shall serve as Chairperson.

SECTION 2

The Board shall approve all presidential appointments provided for in these Bylaws.

SECTION 3

The Board may appoint administrative staff and determine their duties and responsibilities after Board discussion and approval by majority vote for such position.

SECTION 4

The Board of Directors, by majority vote of the Board of Directors, may remove any member of the Board if it is deemed that said member has not fulfilled the duties of the office, has not paid membership dues, or fails to attend regularly scheduled meetings of the Association or the Board.

SECTION 5

The Board of Directors, by majority vote of the Board of Directors, determines any changes in membership dues.

SECTION 6

The officers and board members do not endorse or guarantee the professional qualifications of its membership or potential members

ARTICLE V

DUTIES AND POWERS OF OFFICERS

SECTION 1

Duties of the President

The President shall be the chief executive of the Organization.

- Other duties of the President:
- Presides and serves as Chairperson at all board and membership meetings of the Organization.
- Supervises the activities of the Organization and performs other duties as authorized by the Board of Directors.
- Serves as ex-officio member of all committees.
- Contracts with outside services to meet the needs of the organization, including but not limited to meeting venues, catering services, financial audits, or attorney services. No contracts shall be signed without prior approval of the Board.
- Installs new officers at the first meeting of the year.
- Mentors the President-Elect during the year, and provides an orientation to the incoming President as needed at the end of the term of office.
- Serves as the liaison to state and national chapters.

SECTION 2

Duties of the President-Elect

- In the absence of, or because of incapability of the President, performs the duties and assumes the responsibility of the President.
- Works with Education Director on the Fall conference
- Serves as Chairperson of community Service

SECTION 3

Duties of the Immediate Past-President

- Mentors the President and functions as information liaison to assist in communication continuity in the organization.

- Obtains an annual report from all Board Members; prepares and submits annual summary report during the 1st Quarter of the calendar year.
- Functions as Parliamentarian at general meetings and Board meetings.
- Coordinates annual Board nominations and elections.
- Oversees committees

SECTION 4

Duties of the Secretary

- Records minutes.
- Prepares TGCAHQ Newsletter quarterly with input from the Board
- Reviews Bylaws at least every other year (even years) to determine if revisions are required.
- Monitor's organization's activities to assess for compliance with Bylaws.
- Coordinates review and revision of the Bylaws. Incorporates changes as directed by the Board and prepares revised Bylaws. Revised Bylaws will be submitted to membership for vote within the approved time frames. Maintains a record of Bylaws changes in the approved format. Monitors Organizations activities to assess for compliance with Bylaws.

SECTION 5

Duties of the Treasurer

- Collects mail, dues, and deposit fees for educational meetings and seminar registration.
- Issues receipts as requested for monies collected.
- Maintains financial records of the Organization.
- Allocates funds for expenses as approved by the Board of Directors.
- Prepares and reports a quarterly and annual financial report, with supporting documents.
- Prepares an annual budget for approval before the end of Quarter 1 of calendar year.
- Prepares a budget assessment for conferences.
- Notifies Membership Director when new memberships checks are received.

SECTION 6

Duties of the Membership Director

- Receives reservations for general membership, continuing education meetings, and conferences.

- Coordinates reservation information with Treasurer to insure that correct payment is made for meetings and conferences.
- Prepares registration sign-in sheets for each educational meeting and conference.
- Prepares name tags and mailing labels for conferences.
- Communicates with members or prospective members regarding membership issues in writing, e- mail, or by phone.
- Provides a list of attendees to the Education Director for the preparation of Continuing Education Unit certificates.
- Provides registration information to the Board to facilitate decisions to cancel meetings or conferences.
- Maintains an accurate, current membership list and archives old membership lists. Provides a current membership list to the Board quarterly and as requested by the Board.
- Coordinates membership initiatives.

SECTION 7

Qualifications of Education Director

- Registered nurse
- Baccalaureate or higher degree in nursing
- Thorough knowledge of adult learning principles and education design
- Thorough knowledge of the TGCAHQ policies and procedures and Texas Nurses Association (TNA) and American Nurses Credentialing Center (ANCC) standards governing the Approved Provider Unit (APU)
- Administrative and fiscal management skills

Reports to the out-sourced TNA APU Lead Nurse Planner and attends TGCAHQ Board Meetings.

Authority:

- Co-Chairs Planning Committees with the President Elect for TGCAHQ educational activities.
- Works with the President Elect in selecting planning committee members for the educational activity.
- Along with the TNA APU Lead Nurse Planner, makes final decisions about the planning, development, implementation, and evaluation of each continuing education activity according to the TNA and ANA-ANCC standards for continuing nursing education.

Accountability:

- Insures that each activity document meets all TNA and ANA-ANCC standards for continuing nursing education.
- Assists with the determination of continuing education material to be developed.
- Effectively manages the budget for each continuing education activity.
- Manages an ongoing evaluation of the Approved Provider Unit via activity evaluations.
- Insures that improvements identified by both ongoing and annual evaluations are implemented.
- Participates in the annual evaluation of the Approved Provider Unit.

Responsibilities:

- Leads Planning Committees activities as assigned by the President Elect.
- Serves as contact person for the individual education activity.
- Insures appropriate representation of content expert, and target audience representative on Planning Committee.
- Insures that the educational activity will meet the needs of the learners.
- Provides all information and signed forms required for the continuing education activity documentation
- Insures that the chosen facility has/have necessary qualifications for presenting the material.
- Insures that handouts, evaluation forms, and certificates are printed for the meeting.
- Insures that the Disclosure slide is displayed before the activity begins.
- Introduces the speaker, or otherwise co-ordinates speaker introductions performed by a TGCAHQ Board Member.
- Collaborates with outsourced TNA Liaison in the distribution of certificates in exchange for completed evaluation forms.
- Participates in summarizing activity evaluations.
- Participates in incorporating recommendations for improvement into the CNE Approved Provider Unit.
- Incorporates learners' suggestions for future programs into the selection of topics and speakers for the program calendar.
- Participates in the ongoing evaluation of the Approved Provider Unit.
- Participates in the annual review of the total Approved Provider Unit.

Providing Continuing Education Contact Hours for TGCAHQ Education activities is the responsibility of the out-sourced TNA APU.

Reference: <http://www.texasnurses.org> (TNA CNE Provider Application Guidelines/Criteria/Process)

SECTION 8

Information Communication & Technology (ICT) Director

- Provide technical support to the organization and its members
- Ensure web page content is current and relevant
- Facilitate the execution of email campaigns and maintains the email list
- Manage online event registration
- Stay current with rapidly changing technologies
- Liaison with the webmaster
- Distributes bylaw revisions, approved ballot and nominee resumes to the membership prior to the scheduled vote.

SECTION 9

Honorary Board Member

- Position is limited to a currently enrolled student who has demonstrated dedicated service to the health care quality field
- Student must be a member of TGCAHQ for the Fall to Fall school year
- Attend board meetings
- Serve as a contributor on social media accounts
- Assists with the preparation of communications
- Provides event assistance
- Other duties as delegated by the board
- Does not have voting privileges

ARTICLE VI ELECTIONS AND VOTING

SECTION 1

Elections are held annually at the end of the calendar year, unless stated otherwise.

SECTION 2

All active members of the organization may vote. Nominations will be announced to the general membership. The Board of Directors will decide on the exact date of the election.

Process:

1. A call for nominations from the membership will be sent electronically or by mail prior to the election.
2. The slate of nominees is sent to the membership electronically asking for any additional nominations from the floor.
3. Ballots are presented to the membership electronically.
4. Voting will take place electronically.
5. The officers will assume the duties and responsibilities of their respective offices at the first Board meeting of the year, unless stated otherwise.

ARTICLE VII METHOD OF AMENDING BYLAWS

SECTION 1

Bylaws are reviewed at least every two calendar years (even years) to determine if modifications are required.

- Amendment of these Bylaws may take place as a majority vote by electronic ballot by the stated deadline, provided the full membership received at least a 30 day advance notice of proposed amendments.
- Majority vote consists of one half the responding members plus 1.

ARTICLE VIII

COMMITTEES

SECTION 1

The Board will appoint committees as needed to carry out other functions and activities of the Board.

SECTION 2

The committee chairpersons, with the assistance from the President, will select working committee members based on the members' interests and expertise.

SECTION 3

The President may appoint an ad hoc committee as needed to address any current issues.

SECTION 4

An appointed ad hoc committee shall have such power and duties as may be deemed necessary and approved by the Board of Directors to carry out the activities of the committee.

SECTION 5

The President, with majority approval of the Board, can remove a committee chairperson from office.

SECTION 6

Monthly committee reports shall be presented at the organization's meeting.

SECTION 7

The chairperson of all committees shall submit to the Board an annual report of the committee's activities. The President and/or Board may request additional reports.

ARTICLE IX

STORAGE OF DOCUMENTS

SECTION 1

The ICT Director serves as Custodian of Records as well as Archivist for past Organization documents.

SECTION 2

Each Board member, except the Nurse Planner, will submit archival documentation of the previous year's Organizational activity for filing and storage. The Lead Nurse Planner will maintain the records of continuing education activities in the manner required by TNA.

SECTION 3

Documents will be stored in a secure electronic location as approved by the Board. The cost of the storage location will be budgeted annually.

SECTION 4

Access to the storage area will be limited to the President and Board members.

SECTION 5

Mailbox keys will be assigned to the President and Treasurer. In the event that an additional key can be obtained, this may be assigned to another member of the Board, to assist in retrieval of mail/records, as directed by the Board. Key reconciliation will take place each January at the Board Meeting to coincide with officer exchange. A document of record of key possession will be maintained as described in Section 3 above.

ARTICLE X

MEETINGS

SECTION 1

A meeting with the organizational members is held annually.

SECTION 2

All decisions requiring membership approval will be by a simple majority vote of the voting active members. Majority vote consists of one half of the responding members plus 1.

SECTION 3

Meetings of the Board of Directors will be held at least quarterly at a time and place designated by the President. All meetings of the Board of Directors shall be open to any member in good standing who give advance notice to the Board. Only the Board of Directors members (except Honorary Board members) are privileged to vote on matters and issues before the Board for consideration and action.

- Tentative meeting dates will be posted on the webpage and Facebook. As Board meetings are scheduled, an open invitation will go out to members.

SECTION 4

A quorum required for the Board of Directors to conduct business of this Organization will consist of fifty percent of the Board members.

SECTION 5

Board members are expected to attend fifty percent of the 4 required quarterly Board meetings.

- If the Board member is unable or unwilling to perform the duties of his/her office, the Board member may be asked to resign or will be removed from office in accordance with these bylaws.

SECTION 6

Publication of all tentative Board meetings, programs, and membership meetings must be sent to all members and posted on the website and Facebook by the end of the first quarter of the calendar year, with amendments as appropriate. As these meetings are scheduled, an open invitation will go out to the members

ARTICLE XI

MEMBERSHIP

SECTION 1

Membership is open to professionals involved in healthcare quality improvement. Membership is divided into two categories: Active and Honorary.

Active membership is defined as membership for those members who meet ALL the following:

- In good standing with an interest in quality improvement functions or related fields and
- Dues and contact information are current.
- Access to email and Internet is strongly recommended as all communication will be through electronic means.

Active members are entitled to all membership privileges including the right to vote and run for office. Active membership is valid for one year on a calendar basis

Honorary Membership is defined as membership for those members who are designated by the Board of Directors as having significantly contributed to the organization. Honorary members are not entitled to vote but are otherwise entitled to membership privileges. Honorary membership is valid until removed by the Board.

SECTION 2

Any individual desiring membership in the Organization submits a completed membership form accompanied by the appropriate dues.

SECTION 3

No person otherwise qualified will be denied membership in this organization because of race, religion, sex, national origin, handicap, or political affiliation.

SECTION 4

Members have the responsibility to inform the Membership and Outreach Director of the organization of any changes of name, address or other information. The Membership and Outreach Director and the Organization are not responsible for soliciting this information.

SECTION 5

Membership is not transferable.

SECTION 6

Membership may terminate by voluntary resignation, for failure to pay dues or other charges, or as otherwise provided in the Bylaws. All rights, privileges, and interest of a member will cease upon termination of membership, but such resignation will not relieve the member of any financial obligations accrued or unpaid prior to termination.

ARTICLE XII

DUES

SECTION 1

Annual dues will be determined by majority vote of the Board of Directors no later than October of the preceding year, and announced to the membership by no later than November of the preceding year.

SECTION 2

Dues are payable by March 31 of each year. Dues are not prorated and are effective only for the year in which the dues are paid

SECTION 3

New members joining after October first will be carried as members through the next year without any renewal of dues for that year