

**TEXAS GULF COAST ASSOCIATION
FOR
HEALTHCARE QUALITY
BYLAWS**



**Pending Approval by Majority Vote
September 15, 2019**

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ARTICLE I NAME AND AFFILIATION

The name of the organization shall be Texas Gulf Coast Association for Healthcare Quality (hereinafter referred to as “the Association.”)

The Association shall function under these Bylaws together with all amendments hitherto. The Association is a Not-for-Profit voluntary professional organization and operates as a 509(a) organization exempt from federal income tax (Effective March, 1994).

ARTICLE II

PURPOSE

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.

The Mission of the TGCAHQ

To promote excellence and professionalism in healthcare quality through education, resources, networking, mentorship, leadership and best practice sharing.

TGCAHQ Vision Statement

To be recognized as the leading resource for healthcare quality education, networking, mentorship, leadership and best practice sharing in the Texas Gulf Coast region.

ARTICLE III

MEMBERSHIP

SECTION 1 - Categories of Membership

There shall be two categories of membership in the Association (hereinafter referred to collectively as “the Members,” or “the Membership”) as follows:

(a) Individual Membership - Any person professionally active in the field of Quality Management in the State of Texas shall be eligible to become an Active Member of the Association. Individual membership shall be open to any person active in the health care profession throughout Texas. Those health care professionals interested in the pursuit of Health Care Quality and Patient Safety shall be eligible to become an Active Member of the Association.

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;
- Dues and contact information are current; and
- Access to email and internet, this is strongly recommended as all communication will be through electronic means.

(b) Life Membership - Any person who has served as President of the Association shall be awarded life-time membership and shall be entitled to all privileges of membership

SECTION 2 - Dues

- (a) The Board of Directors shall determine the initial and annual dues.
- (b) Dues shall be payable annually. An Active Member whose annual dues are not timely paid shall not be eligible to vote, or serve as an officer or Member of the Board of Directors.

SECTION 3 - Rights and Duties of Members

- (a) No person otherwise qualified will be denied membership in this organization because of race, religion, sex, age, national origin, handicap, or political affiliation.
- (b) Any individual desiring membership in the Association submits a completed electronic membership form accompanied by the appropriate dues.
- (c) Membership is valid for one year on a rolling calendar basis starting the date of membership enrollment
- (d) Any Member shall have the right to inspect the By-laws of the Association upon request.
- (e) Members may, whenever possible, attend meetings of the Association.
- (f) It is the duty of each Member to report to update online any changes in the name, address, or other relevant information concerning membership.

SECTION 4 – Meetings of Membership

- (a) Regular Meetings – The Association shall hold regular meetings of the Members during the spring and fall of each year at a time and place as determined by the Board of Directors. Written notice of regular meetings, stating the time and place thereof shall be given to each member not less than seven (7) days prior to the date thereof.

- (b) Quorum – A quorum for the transaction of business at any meeting of the Members shall be twenty percent (20%) of the total number of Active members entitled to vote. If there is less than a quorum present, the president or designee may adjourn the meeting, without further notice, until a quorum is present.
- (c) Voting – Each Active Member shall be entitled to one vote on each matter submitted for vote at a regular or special meeting of the Members or by mail vote. A majority of the votes cast at any duly constituted meeting shall be sufficient to take, or authorize action upon any matter which may properly come before said meeting.
- (d) Procedure – All membership meetings shall be conducted in accordance with the parliamentary procedures set forth in Robert’s Rules of Order.

SECTION 6 – Termination of Membership

- (a) Membership is not transferable.
- (b) 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 IV

BOARD OF DIRECTORS

SECTION 1 - Authority and Responsibilities of the Board of Directors

The Board of Directors shall be responsible for the management policy and operation of the Association and shall have authority to make final determination on all major policies, budgetary matters, and other significant activities related to ongoing operations of the Association.

Specific functions of the Board shall include, but are not limited to: (a) rendering a report at each Membership meeting concerning the activities of the Board since the previous Membership meeting; (b) rendering a report of the Association’s financial affairs at each regular Membership meeting; and (c) fixing the amount of Membership dues as set forth in Section 2 of Article III.

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

SECTION 2 - Composition of Board of Directors

The Board of Directors shall be composed of:

- (a) Voting Members - all of the Officers of the Association, (President, President-Elect, Vice-President Administration, Secretary and Treasurer) the Immediate Past President, and Senior Advisors.
- (b) Non-voting Members - all Standing Committee Chairpersons.

SECTION 3 - Meetings of the Board of Directors

- (a) Regular Meetings – Regular meetings of the Board of Directors shall be held at least quarterly at a time and place fixed by the Officers of the Association. Members of the Board of Directors 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.
- (b) Special Meetings – A special meeting of the Board shall be held whenever called by the President on two days’ notice to each Director. Special meetings of the Board shall be called by the President-Elect, Secretary on five days’ notice, on the request of not less than one-third of the entire Board.
- (c) Quorum – At any meeting of the Board of Directors, a majority of the members of the Board then in office shall be sufficient to constitute a quorum for the transaction of business. If, at any meeting, there is less than a quorum present, the president or designee may adjourn the meeting, without further notice, until a quorum is present.
- (d) Voting – A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting.

SECTION 4 - Resignation of Board of Directors Members

- (a) Members of the Board of Directors may resign at any time. Such resignation shall be made in writing to the Board and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Board. The acceptance of a resignation shall be necessary to make it effective.
- (b) The President, with the approval of the Board of Directors can appoint a replacement for the resigned member to complete the two-year term.

SECTION 5 - Reimbursement of Expenses

The Board may establish a policy regarding reimbursement of its members for travel expenses in connection with attendance at Board meetings and other expenses incurred in connection with activities of the Association.

ARTICLE V

COMMITTEES

SECTION 1- Appointment of Standing Committees

The Board shall appoint committees as needed to carry out functions and activities of the Board. The Board may modify or dissolve any committee that is not functioning appropriately or meeting the needs of the Association.

- (a) The Board of Directors shall appoint the following Standing Committees:
 - (i) Education and Conference Committee
 - (ii) Nominating Committee
 - (iii) Newsletter Committee
 - (iv) Membership/Networking Committee
 - (v) Website Management and Social Media Committee

- (b) The President shall, with the approval of the Board, appoint the chairperson of each Standing Committee.

- (c) In appointing each Standing Committee, the committee chairperson, with the approval of the Board shall specify such committee's purpose, specific objective and tasks, method of operation and select membership according to members' interests and expertise, provided, however, that each Standing Committee shall have at least three (3) Members.

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

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

SECTION 2 - Powers of Committees

- (a) Each ad hoc and Standing Committee shall have only such powers and duties as are provided by the Board of Directors. Committee reports shall be advisory unless otherwise provided by the Board.

- (b) Except as otherwise provided in these By-laws or by the Board of Directors, each Standing Committee shall:
- (i) Act only pursuant to a majority vote of the Committee Members present at a Committee Meeting at which a quorum, consisting of a majority of the entire membership of such Committee, is present, and otherwise operate in accordance with rules and procedures established by the Standing Committee.
 - (ii) Submit to the Board a monthly report and an annual summary of the committee's activities. The President and/or Board may request additional reports.

ARTICLE VI

OFFICERS

SECTION 1 - Specification of Officers

The Officers of the Association, (referred to as "the Board"), shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, (4) Director-at-Large, and an Honorary Board Member.

SECTION 2 - Duties and Authority of Officers

President: The President shall serve as Chairperson of the Board of Directors and preside at all Membership meetings and meetings of the Board of Directors. The President shall be an ex-officio member of all Standing Committees or other committees established by the Board, may call special meetings of the membership and/or the Board and shall appoint, subject to the approval of the Board, the chairpersons of all such committees except as otherwise provided in Article V, Section 1. The President shall install new officers at the first meeting of the year and serves as the liaison to state and national chapters. The President acting jointly with the Treasurer may authorize disbursements of funds of the Association in amounts up to and including five hundred dollars (\$500).

President-Elect: The President Elect shall exercise the powers and perform the duties of the President at such times as the President is absent or unable to do so, shall provide oversight of the education and conference activities, and shall perform other tasks as may be assigned by the Board of Directors. In the event that the President is unavailable to carry out the duties of their position a resignation shall be submitted in writing per Article IV Section 4. In the event that the President does not participate in more than half of the year's meetings, nor respond to requests of the Board, the President Elect shall exercise the powers and perform the duties of the President and succeed to the presidency.

The President-Elect shall succeed to the presidency of the Association upon the completion of the President's term of office, or if a vacancy should occur for any reason during such term. The President-Elect shall be an Ex-officio member of all committees except the Nominating Committee.

Immediate Past President: The Immediate Past President shall serve as a Senior Advisor to the Board and will provide support to the President and President-Elect as deemed necessary by the President and promote engagement and exposure to the Association as a community liaison. To value expertise and wisdom of our past presidents, following Immediate Past President tenure, the association has created a permanent board position for past presidents to be referred to as "Senior Advisors".

Secretary: The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors and shall have the custody of all-important papers and records of the Association. Records will be stored in a secure electronic location as approved by the Board. Provide adequate notice for all Board meetings and ensure that minutes of the previous meeting(s) and all related documents are sent to the Board within a reasonable time. Receive from each Board member, except the Learning and Development Director, archival documentation of the year's activity for e-filing and storage. Obtains an annual report from all Board Members; prepares and submits annual summary report to membership.

The following duties may be delegated to a Board Assistant, who is selected to carry out specific tasks: official communications of the Association, including but not limited to notices of membership and Board meetings as required hereunder, ballots for election of officers and informing persons elected as Officers or Committee members regarding their election and preparation of the Association annual summary report.

Treasurer: The Treasurer shall receive all money and pay all bills incurred on behalf of the Association. All bills in excess of the amount specified by the Board of Directors annually must be approved by the Board prior to payment, and all checks in excess of that specified amount must be co-signed by the President or President-Elect. The specified amount shall be reported to the Association members at the annual business meeting, as part of the annual report.

The Treasurer shall prepare an annual budget in collaboration with the Board of Directors for approval, provide timely financial statements and prepare an annual report to be given at the Fall meeting of the Association.

The Treasurer shall collect dues and deposit fees for all activities of the Association and ensure appropriate allocation and deposits as specified by the Board of Directors. The Treasurer shall arrange for the completion of an annual audit within 60 days of the close of the Association's fiscal year. The Treasurer acting jointly with the President may authorize disbursement of funds of up and including to five hundred dollars (\$500).

The Treasurer shall maintain the mailbox keys and the 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.

Directors-at-Large: The Directors are representatives of the membership and shall perform tasks as may be assigned by the Board. They shall submit to the Board a monthly report and an annual summary of the committee's activities. The President and/or Board may request additional reports. The Directors-at-Large are:

(a) Member Services Director

The Member Services Director shall monitor and maintain active membership. Facilitate communication and engagement with members or prospective members regarding membership, maintain an accurate member analytics and demographics, and lead retention and renewal efforts.

(b) Learning and Development Director

The Learning and Development Director shall possess an active Registered Nursing License in the state of Texas and hold a baccalaureate or higher degree in nursing (BSN).

The Learning and Development Director shall engage and collaborate with NAHQ and/or an accredited Continuing Education (CE) approval source to allocate CE's to educational activities as appropriate and provides all information and documentation required for continuing education activities. Maintain the records of continuing education activities in the manner required by NAHQ and/or the accrediting organization.

Collaborate with the Newsletter Committee to prepare and distribute the TGCAHQ Newsletter quarterly. Collaborate with the Education and Conference Committee to determine criteria for execution of learning and continuing education activities. Facilitate educational activity evaluations and incorporates learners' feedback into future programs selection, topics and speakers.

(c) Technology and Communication Director

The Technology and Communication Director shall provide technical support to the Association and its members by serving as a liaison with the webmaster, manage campaigns and provide oversight of the social media platform.

(d) Strategic Initiatives Director

The Strategic Initiatives Director shall serves as the community service liaison and coordinates societal and philanthropic activities to promote community engagement, sponsorship and exposure. Serve as a parliamentarian during general and Board meetings, review Bylaws with the Board of Directors biennially to determine if revisions are required and monitor organization's activities to assess

for compliance with Bylaws. The Strategic Initiatives Director shall coordinate Board nominations and elections in collaboration with the Nominations Committee and serve as a strategic advisor to position the Association for a viable future.

Honorary Board Member: The Honorary Board Member is an active member of the Association, currently enrolled as a student and has demonstrated dedicated service to the healthcare quality community. This non-voting member is appointed by the Board of Directors to serve a one year term and shall assist with duties as assigned by the Board of Directors. This role may be eligible for an education stipend.

SECTION 3 - Qualification of Officers

- (a) Any Active Member of the Association in good standing shall be eligible to serve as an Officer. However, members shall have served on the Board for one term (2 years) before being eligible to serve as President. Exceptions may be made to the appointment of an officer of the Board in special circumstances as approved by the majority of the Board.
- (b) The Board of Directors, by majority vote, 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 4 - Election of Officers

- (a) Nominations – There shall be a Nominating Committee which shall meet for the purpose of nominating one or more candidates for the following offices: President-Elect, Secretary, Treasurer, and Director-at-Large. If the incumbent President-Elect is unavailable to serve as President, the Nominating Committee shall also nominate one or more candidates for President. The Chairperson of the Nominating Committee shall report the slate of nominees so selected to the Board. The Nominating Committee shall thereafter prepare a ballot for emailing to the Active Members containing the list of nominees, and a biographical sketch of each nominee’s professional activities and service to the Association, and providing space for write-in votes, and instruction for casting such votes.
- (b) Method of Election – Elections are held annually in the Fall of every calendar year, unless stated otherwise. The ballots, with instructions for their use, shall be emailed by the Secretary to all Active Members entitled to vote. Each Active Member in good standing is entitled to one vote. Election results shall be tabulated by the Nominating Chairperson of the Nominating Committee. The results of the voting will be shared with members, at the Fall

membership Meeting. Each Officer shall be elected by a plurality of the votes cast. Tie votes shall be resolved by a lot drawn by the Chairperson of the Nominating Committee.

- (c) Term of Office – Offices shall serve for a term of two (2) years with the exception of Immediate Past President and the President-Elect which shall be a term of one (1) and shall assume their responsibilities on January 1st of the year following their election. If an Officer is unable to complete his or her term of office, the President shall, with the approval of the Board of Directors, appoint an eligible person to serve for the remainder of such term. No person shall serve more than two (2) consecutive elected terms in the same office unless approved by the President and the remaining Board of Directors.

ARTICLE VII

AMENDMENTS OF THE BY-LAWS

The Board shall have the power to amend, repeal or adopt the By-Laws; provided that such amendment does not adversely affect the rights or entitlements of the Members. Any By-Laws adopted by the Board may be amended or repealed by the affirmative vote of a majority of the Members. Amendments made obligatory by law of the State of Texas shall be considered to be adopted and shall automatically become part of these By-Laws.

- (a) Bylaws are reviewed at least every two calendar years (odd years) to determine if modifications are required.
- (b) 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 7 day advance notice of proposed amendments.