

# **RESTATED BYLAWS**

Adopted May 18, 2009

Amended April 18, 2011

Amended May 5, 2021

Amended September 16, 2024

## **ARTICLE 1**

### **NAME**

The name of this organization shall be the Oregon Healthcare Leaders Association (“Oregon HLA” or the “ASSOCIATION”), a mutual benefit nonprofit corporation incorporated under the laws of the State of Oregon.

## **ARTICLE 2**

### **PURPOSE**

The ASSOCIATION is dedicated to advance the profession of medical group practice management and the health care delivery system carried on through various forms of medical group practice and to cooperate with other allied health organizations in improving health care delivered to the general public. The purpose of the ASSOCIATION shall be:

- To provide professional development opportunities for health care leaders through education, mentoring, networking and advocacy.
- To promote the professional growth, development and visibility of the medical group practice professional through a variety of targeted educational opportunities.
- To maintain an active liaison with key public and private organizations that affect management, funding and delivery of quality health care services. The ASSOCIATION will function in an advocacy role as necessary to support the profession of medical group practice management and the health care delivery system.

## **ARTICLE 3**

### **CODE OF ETHICS**

The ASSOCIATION leadership and its members will abide by a Code of Ethics, outlined in a separate document adopted by the Board from time to time. The Executive Committee is tasked with researching a breach of the Code of Ethics and making a recommendation to the Board regarding the breach. A breach could result in the loss of a leadership role and/or membership in the ASSOCIATION.

Active Members who are engaged in the sale of products or services to healthcare organizations are prohibited from soliciting other members unless they also participate in the ASSOCIATION Partners Program.

## **ARTICLE 4**

### **CATEGORIES OF MEMBERSHIP**

Categories of Membership shall be reviewed periodically by the Membership Committee which may make recommendations for changes to the Board of Directors. Each member shall abide by the ASSOCIATION’s Code of Ethics and these Bylaws irrespective of the category of membership.

**Active:**

- An individual who is directly employed in management or administrative support services by an entity formally organized to provide or facilitate the provision of healthcare services
- An individual employed by a management organization, hospital/hospital system, practice management firm or other business entity responsible for managing any operational component(s) of an entity providing healthcare services. This includes consultants who are responsible for operations of one or more practices on an on-going basis.
- Healthcare providers/clinicians who hold an active license in the state are also considered active members.

**Affiliate:** Affiliate membership shall have the same eligibility requirements as Active membership, except that the employing clinic or clinics shall be located outside of the State of Oregon.

**Distinguished/Life:** An individual who has retired or becomes permanently disassociated from clinic administration due to age or disability, and rendered outstanding service and commitment to the ASSOCIATION or the profession for at least ten years. Nominations for Distinguished/Life members may be made by any active ASSOCIATION member and shall be approved by the Membership Committee. Members shall not pay dues.

**Student:** An individual who is pursuing a healthcare or business-related degree at an accredited institution of higher learning and does not qualify for any other member category.

**Faculty:** A person whose primary profession is teaching business or healthcare administration at an accredited college or university. Faculty membership is approved by the Membership Committee annually and they shall pay 50% dues.

## ARTICLE 5

### ORGANIZATIONAL STRUCTURE

**Organization:** This organization shall be governed by a Board of Directors. To achieve the objectives of the ASSOCIATION, the Board of Directors of the ASSOCIATION may at its discretion establish organizational units such as committees to serve special interests of the ASSOCIATION including sections to provide educational opportunities in specialty areas of interest to ASSOCIATION membership. The Board may from time to time create such committees relating to the various activities of the ASSOCIATION, either standing or special, as it may desire and provide for their powers and duties. The President shall appoint all committee chairpersons from the Active membership and committee chairpersons shall appoint all committee members, after consulting with the President. The Board shall exercise authority over policies, services, programs and budgets of all organizational units, including qualification for membership, unless otherwise stated in these Bylaws.

**Organizations:** In order to further the objectives of the ASSOCIATION, the Board of Directors may establish relationships with other ASSOCIATIONS of similar purpose that are formed on a local, regional (sub-state or multi-state) basis. The Board shall establish such terms and

conditions for relating to recognized societies and groups as it considers desirable.

**Administrative Year:** The Administrative Year for the ASSOCIATION shall be July 1 to June 30. The Administrative Year refers to the year served by officers and directors of the ASSOCIATION. The Treasurer term may be adjusted by the Board to allow for reporting overlap.

**Fiscal Year:** The fiscal year of the ASSOCIATION shall be the calendar year.

## ARTICLE 6

### BOARD OF DIRECTORS

**Authority:** The President shall serve as the Board Chair. The Board of Directors shall have supervision, control and direction of the affairs of the ASSOCIATION, its committees and publications; shall determine its policies or changes therein; shall actively pursue these objectives, supervise the disbursement of its funds, and shall be responsible for the interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

**Composition:** The Board of Directors shall consist of the five Officers of the ASSOCIATION's Executive Committee and up to seven additional Directors for a maximum number of twelve (12) Directors and a minimum of eight (8). The composition of the Board should reflect the diversity, including geographical, of the members of the ASSOCIATION.

**Executive Committee:** The Directors elected by the members as President, President Elect, Immediate Past President, Secretary and Treasurer shall constitute the Executive Committee of the Board of Directors. They may also be referred to as the Officers of the Board of Directors or ASSOCIATION.

**Board Membership Requirement:** Members of the Board of Directors shall be an Active Member of the ASSOCIATION for a minimum of two (2) years as of the start of the Administrative Year and have a minimum of three (3) years of experience in healthcare administration. Those serving on the Executive Committee have to be an Active Member of the ASSOCIATION for a minimum of three (3) years and have a minimum of three (3) years of experience in healthcare administration. Credit may be granted for membership in another state affiliate chapter but are required to have been a member of the ASSOCIATION for at least one year.

**Term of Office:** The President Elect will be elected by the membership and will move through the positions of President and then Immediate Past President constituting a three-year term. Except as provided otherwise in these Bylaws and except as the Board determines necessary to implement the staggering of terms, the remaining Directors shall serve for a term of two years commencing at the start of the Administrative Year for which they are elected and until their successors have been elected and assume office. Terms of the remaining Directors will be staggered in order to ensure continuity of leadership. The

Board shall adopt the procedures necessary to establish and maintain the staggered terms. All Directors are limited to two (2) consecutive terms of office except that a Director who is elected as treasurer may serve, if so elected, two consecutive terms as Treasurer not to exceed four (4) consecutive years. There must be at least a one-year break in service before a person who has served the above maximum consecutive terms can return to the Board.

**Nominations:** The Nominating Committee as defined in Article 10, shall call for nominations from the general membership and subsequently present a slate of candidates including President Elect, Secretary, Treasurer and any open Director positions for the ensuing Administrative year to be elected by the membership during a membership meeting by the attending members. Members shall be notified of the slate at least thirty (30) days before the election.

**Quorum of the Board:** At any meeting of the Board of Directors at least 51% of the current number of Board of Directors shall constitute a quorum for the transaction of the business of the ASSOCIATION and any such business thus transacted shall be valid providing it is affirmatively passed upon a majority of those present. Any authorization, act or resolution approved and signed by all the Directors shall be the action of the whole Board notwithstanding such signature having been obtained separately and without a meeting of the Board.

**Meetings of the Board:** A regular meeting of the Board of Directors shall be held no less than quarterly each Administrative Year at such time, place, or medium as the President may prescribe. Notice of all such meetings shall be given to the Board via mail, fax, or email not less than thirty (30) days before the meeting is held. Meeting dates shall be published and communicated to members. Meetings held in conjunction with a membership conference are open to all members to attend upon request and with approval by the Board. Minutes will be kept at each meeting of the Board of Directors and will be available for all members of the ASSOCIATION to review within 30 days following the meeting.

**Special meetings:** Special meetings of the Board may be called by the President of the Board or any two members of the Executive Committee. Notice for such meetings shall be seventy-two (72) hours prior to the meeting. The business to be transacted at the special meeting shall be stated in the notice and no other business shall be considered at the time. Minutes shall be kept and available to all members to review within 30 days following the meeting.

**Compensation:** The Directors of the ASSOCIATION shall not receive any compensation for services, but may be reimbursed for out-of-pocket expenses incurred in conducting ASSOCIATION business subject to the expense reimbursement policy of the ASSOCIATION. This does not preclude hiring any person as an employee of the ASSOCIATION.

**Indemnification:** Every Director and Officer shall be indemnified by the ASSOCIATION to the fullest extent allowed by State law, for all expenses and liabilities including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they become involved, by reason of being, or having been, a Director, Officer or employee of the ASSOCIATION, or any settlement or judgment

thereof, whether the person is a Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled. Directors and Officers insurance will be provided to all members of the Board of Directors.

**Vacancies:** Any vacancy that may occur, whether caused by resignation, death or otherwise, may be voted on by the Board after being presented with a slate of candidates by the Nominating Committee. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor. Requirements relating to composition and membership requirements need to be followed in filling a vacancy.

**Removal of Directors:** The Board may declare vacant the office of a Director on the occurrence of any of the following: The Director has been declared of unsound mind by a final order of court, or if the Director has been convicted of a Felony, or if the Director no longer meets the eligibility requirements for membership in the ASSOCIATION, or has violated the Code of Ethics, or these Bylaws.

## ARTICLE 7

### DUTIES OF OFFICERS

**President:** The President shall be the chief executive officer and shall preside at all meetings of ASSOCIATION. The President shall ensure communication occurs to the membership regarding all matters affecting the ASSOCIATION between meetings and shall perform such other duties as necessary. The President shall develop and maintain a working relationship with members of other organizations.

**President Elect:** The President Elect shall perform all duties of the President during his/her absence, and shall assist the President in the fulfilling his/her executive duties as requested by the President. The President Elect shall perform such duties and have such powers as may be assigned or delegated from time to time by the Board of Directors.

**Immediate Past President:** The Immediate Past President's duties shall include but are not limited to review of the ASSOCIATION's Bylaws, evaluation and assessment of the contracted vendor relationships, serve as Chair of the Nominating Committee and other duties as assigned or delegated from time to time by the Board of Directors.

**Secretary:** Duties as defined in the Executive Handbook.

**Treasurer:** The Treasurer shall serve a 2-year term of office and may be eligible for nomination to a second term. Treasurers cannot serve more than 2 consecutive terms or more than four (4) consecutive years as Treasurer without a break in service of at least 1 term. The Treasurer develops the annual budget and presents it to the Board of Directors for approval. Financial statements are presented to the membership at the annual Business Meeting following approval by the Board. The Treasurer's duties are as follows:

- a. To ensure notices of dues payable are sent; dues are collected and deposited in a bank approved by the Board of Directors;
- b. To make disbursements upon the direction of the Board of Directors;
- c. To keep accounting records as directed by the ASSOCIATION's professional advisors.

## ARTICLE 8

### MEMBERSHIP AND RIGHTS

**Membership Database:** The ASSOCIATION shall keep in electronic form a membership database containing the name, contact information, and category of each member along with a suitable backup. The database shall also contain the fact of termination and the date which membership ceased. Such database shall be maintained by the Executive Director. and shall be subject to the rights of inspection required by law as set forth in this Article of the Bylaws.

**Membership Application:** The Board of Directors shall adopt a membership application form that will set forth the requirements for membership. A prospective member shall complete the application form and return it to the ASSOCIATION. The Board of Directors shall approve or deny an application for membership, in the Board's sole discretion.

**Inspection Rights of Members:** Pursuant to ORS 65.774 a member is entitled to request a copy of any of the records of the ASSOCIATION, by supplying written notice to the ASSOCIATION at [main@oregonhla.com](mailto:main@oregonhla.com). Member requests for meeting minutes, records of corporate action taken by members or Directors without a meeting, records of actions taken by committees of the Board of Directors, accounting records of the ASSOCIATION and the membership list must be made in good faith and for a proper purpose, and the member must describe with reasonable specificity the purpose and the records the member desires to inspect.

**Equal Opportunity:** No applicant shall be denied membership on the basis of race, color, creed, religion, sex, national origin, sexual orientation, status as an individual with a disability or protected veteran or for any other reason which is in violation of Federal or Oregon state law.

## ARTICLE 9

### DUES

**Establishment of Dues:** The Board of Directors shall fix the amount, if any, of the dues to be paid by each category of membership or any applicant for membership. Dues shall be paid annually.

**Delinquency and Cancellation:** Any member of the ASSOCIATION who shall be delinquent in dues for a period of thirty (30) days from the deadline for payment shall be notified of such delinquency. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the

rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member is waived based on the review and recommendation of the Membership Committee and the approval of the Board.

**Waiver of Dues:** An unemployed member who is actively seeking employment in medical group practice management may request, in writing to the Chair of the Membership Committee, to have dues deferred while continuing to hold the same membership status for one (1) year past the current membership year for which dues have been paid.

## ARTICLE 10

### STANDING AND SPECIAL COMMITTEES

Chairs for each standing and ad-hoc committees shall be appointed from the Active membership of the ASSOCIATION. Each committee chair shall fill their respective committee with the number of members appropriate for running the committee. All committees shall report to the Board of Directors.

**Executive Committee:** As noted in Article 6, the Executive Committee consists of the five Officers of the ASSOCIATION: President, President Elect, Immediate Past President, Secretary and Treasurer. Pursuant to delegation by the Board of Directors, the Executive Committee shall have supervision, control and direction of the affairs of the ASSOCIATION, its committees and publications; shall be responsible to accomplish priorities and objectives established by the Board of Directors; and shall supervise the disbursement of its funds. It is the responsibility of the Executive Committee to manage the day-to-day activities and affairs of the ASSOCIATION.

**Other Standing Committees:** The Board has the authority to create or dissolve other standing committees as the needs of the ASSOCIATION changes. The following committees shall be standing committees of the ASSOCIATION with their duties to be determined by the Board of Directors from time to time and listed in individual position descriptions. All Committees shall be chaired by an Active member. Committees shall include but are not limited to:

**Nominating Committee:** The Immediate Past President shall chair and appoint, with the approval of the Board of Directors, a Nominating Committee. At least one member of the Nominating Committee shall be reappointed to the following year's Nominating Committee to ensure continuity. Members of the Nominating Committee are not eligible to be nominated for any position while serving on the Committee.

**Membership Committee:** The Committee shall be responsible for all aspects of maintaining and increasing membership in the ASSOCIATION. The Committee will devise, implement and oversee a program that will add, maintain, and mentor members.

**Education Committee:** The Committee shall be responsible for planning, promoting and presenting the membership meetings, conferences and education sessions of the ASSOCIATION and shall have 3 subcommittees, as necessary.

## ARTICLE 11

### MEETINGS OF MEMBERS AND VOTING

**Communication:** Members shall be notified of upcoming meetings, conferences and elections or changes to same by email or mail sent to the contact information the Member has on file with the ASSOCIATION.

#### **Participation in Meetings by Remote Communication:**

Members that are not physically present for a membership meeting may participate in, be deemed present in person at, and vote at the membership meeting if the Board of Directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the Board adopts including geographically distributed remote meeting locations.

Before a Board of Directors may authorize any members to participate in a membership meeting by remote communication, the ASSOCIATION shall implement measures to:

- (1) Verify that a person that is participating in the membership meeting by remote communication is a member; **and**
- (2) Ensure that a member may participate by remote communication in a reasonable manner such that each member may be allowed to speak and be heard in due course.

The ASSOCIATION shall maintain a record of the vote or other action of a member that participates in a membership meeting by remote communication.

A notice of a membership meeting at which the Board authorizes participation by remote communication shall state that the Board authorizes participation by remote communication and shall describe how a member may notify the ASSOCIATION that the member intends to participate in the membership meeting by remote communication.

**Business Meetings:** The Business Meetings of the members of the ASSOCIATION, including the annual meeting, shall be held at such place and on such dates as may be determined by the President after consultation with the Chair of the Education Committee. The election of Directors and Officers shall coincide with the annual meeting and may allow for methods of voting via electronic means which include voter identification.

**Special Meetings:** Meetings to transact special business of the members of the ASSOCIATION may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request outlining the business to be transacted by no less than twenty-five percent (25%) of the members entitled to vote. The special meeting shall be called within thirty (30) days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

**Notice of Meetings or Impending Vote:** Written notice of any impending vote



or Business Meeting of the members of the ASSOCIATION at which official ASSOCIATION business is to be transacted shall be mailed to the last known mailing address of each member entitled to vote or shall be sent via e-mail to the last known e-mail address of each member entitled to vote not less than thirty (30) days and no more than forty-five (45) days before the date of the meeting.

**Voting:** Only Active Members are entitled to vote. For face-to-face voting or voting by electronic means, each Active Member is entitled to one vote. Proxies from Active Members are not allowed. Unless otherwise specifically provided by these Bylaws, a majority vote of the quorum of members entitled to vote shall govern. Notwithstanding the foregoing, the election of Directors and Officers shall be by plurality.

**Quorum of Members:** At an annual, business or special meeting of members, a quorum shall consist of all members entitled to vote who are in good standing and in attendance but shall be no fewer than twenty (20) members.

## **ARTICLE 12**

### **BYLAWS AMENDMENTS**

These Bylaws can be altered or amended at any meeting of the members where there is a quorum provided notice is given in writing to all members entitled to vote upon thirty (30) days before the meeting upon which the amendment or alteration is to be voted on. Prior to the meeting notice can be provided in writing, personally delivered or by first class mail or by electronic means. A copy of said amendment or alteration shall be sent to all members entitled to vote. A majority vote of the members entitled to vote on such matter who are present is required to pass any resolution or take any action to amend or alter the Bylaws.

## **ARTICLE 13**

### **ROBERT'S RULES OF ORDER**

Robert's Rules of Order as currently in effect at the time of any meeting shall govern the conduct of any and all meetings of the Board and members to the degree the President determines.

## **ARTICLE 14**

### **TERMINATION OR RESIGNATION OF MEMBERSHIP**

Any member may submit his or her resignation, which shall be in writing, at any time to the Board. If a member who has resigned or has been terminated due to any violation as outlined in the Executive Handbook and wishes to rejoin the ASSOCIATION, that member must re-apply for membership on an application that shall be treated as a new application.

## **ARTICLE 15**

### **PROPRIETARY INTEREST DISTRIBUTION UPON LIQUIDATION**

Any proprietary interest of the assets of the ASSOCIATION, if any, real, personal and mixed, and of whatsoever kind and nature, shall, upon liquidation, either voluntarily or involuntarily, be sold and converted into money, and said money after payment of all the

ASSOCIATION's debts, shall be distributed to a nonprofit, charitable corporation rendering medical services to the public as selected by a majority of the members entitled to vote.

## **ARTICLE 16**

### **MISCELLANEOUS**

Accounting: The accounts of the ASSOCIATION shall be reviewed by a Certified Public Accountant, not less than annually, who shall be recommended by the President with the approval of the Board of Directors who shall provide a report to the Board and the membership.