

INDEX TO BYLAWS
OF
NORTH CAROLINA ASSOCIATION FOR HEALTHCARE QUALITY

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**BYLAWS
OF
NORTH CAROLINA ASSOCIATION FOR HEALTHCARE QUALITY**

(A Nonprofit Corporation)

**ARTICLE I
OFFICES**

Section 1.

Registered Office: The registered office of the Corporation required by law to be maintained in the State of North Carolina will be the designated registered agent's address.

Section 2.

Other Offices: The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

**ARTICLE II
PURPOSES**

The purposes for which this Corporation is formed are those set forth in its Articles of Incorporation, as from this time to time amended. The Corporation may engage in any lawful act or activity which corporations may be organized under Chapter 55A of the General Statutes of the State of North Carolina. The Corporation is not formed for any pecuniary or financial gain and no part of the assets, income, or profits of the Corporation is distributable to, or inures to the benefit of, its directors or Officers except to the extent permitted under the Nonprofit Corporation Act of the State of North Carolina and under any provision of the United States Internal Revenue Code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislature and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

The specific purposes of the Corporation are:

1. To provide an educational and professional organization of and for healthcare quality professionals
2. To develop and provide continuing education for all persons involved in healthcare quality
3. To provide means whereby the members may be associated together to promote the sharing of knowledge.

ARTICLE III MEMBERSHIP

Section 1.

Members: Any interested individual in the healthcare industry who is committed to the purposes of the association shall be eligible for membership. No one shall be denied membership because of race, religion, sex/gender identity, sexual orientation, national origin, political affiliation, or disability.

Any eligible person may be admitted as a member upon application and payment of the dues then in effect for that membership year. Each membership year shall be a rolling membership year based on the date the member joined.

Annual dues shall be set by a simple majority vote of the Board of Directors, and the annual dues shall be paid in full prior to or at the time of joining or renewing.

Section 2.

Categories of Membership: Categories of membership include:

- a) Individual Membership Provides full individual member benefits.
- b) Retiree/Emeritus Membership: For individuals 60 or older who are retired or working less than half-time. Provides full individual member benefits.
- c) Student Membership: Must be a full or part time student enrolled in an undergraduate health occupation profession major Provides full individual member benefits.

Section 3.

Certifications: The Corporation shall not issue certifications.

Section 4.

Termination of Membership: Membership shall automatically terminate on the last day of the member's membership year unless a member has paid the then current annual dues on or before the date of expiration.

Section 5.

Rights Upon Termination of Membership: A Member shall not be entitled to any distributive share of the Corporation's assets at the time of termination or ever because no profits, earnings or assets of the Corporation shall inure to the benefit of any Director, Officer, Member or Employee of the Corporation.

Section 6.

Meetings: Any meeting of the Members shall be held at the place as designated in the notice of meeting. The meetings of the Members shall be held for the purpose of conducting the business of the Corporation.

Section 7.

Notice of Meetings: Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting, either by e-mail or other electronic means, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 8.

Voting: Each member shall have one vote. A Member may vote in person or by proxy executed electronically or in writing by the Member or by such Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. The election of Directors may be conducted at a meeting, or electronically, as determined by the Board.

Section 9.

Quorum: Twenty percent (20%) of the Members entitled to vote shall constitute a quorum. A simple majority of the votes cast by the Members present or represented by proxy at a meeting shall be necessary for the adoption of any matter voted upon, unless a greater proportion is required by the Nonprofit Corporation Act, the Charter or the Bylaws.

Section 10.

Informal Action by Members: Any action which may be taken at a meeting of the Members, may be taken electronically without a meeting, as determined by the Board, as long as a good faith effort has been made to notify all Members of the vote by electronic means, and at least 20% of the Members vote on the issue, and as long as the measure passes by the same margin as would be required if such a vote was taken in person, and as long as the vote otherwise complies with the North Carolina Nonprofit Corporation Act.

ARTICLE IV OFFICERS

Section 1.

Number: The officers of the Corporation shall consist of a President, President-Elect, Recording Secretary, Treasurer, Membership Secretary, and the Immediate Past-President.

Section 2.

Election and Term: The officers of the Corporation shall be elected by the Membership of the Corporation, with voting conducted either in person or electronically as provided for in these By-laws. Those persons receiving the highest number of votes shall be deemed to be elected. The Board of Directors shall determine which format to use for the election.

Such elections shall be held within the first two quarters of every year as directed by the Board of Directors and shall become effective on the 1st day of July. Each officer shall hold office until death, resignation, retirement, removal, disqualification or until such officer's successor is elected and qualified.

Section 3.

Removal: Any officer or agent elected by the Membership or appointed by the Board of Directors may be removed with or without cause by the Board of Directors.

Section 4.

Compensation: Officers shall not be compensated for their services, except to the same extent as provided for Directors in these By-Laws.

Section 5.

President: The President shall be the principal executive officer of the Corporation and subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these Bylaws. The President shall sign or delegate another member of the Board of Directors to sign, any contracts or documents which may be lawfully executed on behalf of the Corporation, and, in general, shall perform all duties incident to the office of President and such duties as may be prescribed by the Board of Directors from time to time.

Section 6.

President-Elect: The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the President-Elect shall perform such other duties and have such other powers, as the Board of Directors shall prescribe. Members eligible for election to the Office of President-Elect must have previously served at least two years on the Board of Directors.

Section 7.

Recording Secretary: The Recording Secretary shall keep accurate records of the acts and proceedings of all General Membership Meetings, and Directors and Executive Committee Meetings. The Recording Secretary shall have general charge of the corporate books and records and shall sign such instruments as may require the signature of the Recording Secretary and such other duties as may be prescribed from time to time by the President or by the Board of Directors.

Section 8.

Treasurer: The Treasurer shall have custody of funds and securities of the corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in books especially provided for the purpose and shall cause a true statement of its assets and liabilities as of the close of each fiscal year of the results of its operation and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered office of the Corporation within four

(4) months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any interested party or Director for a period of 10 years; and the Treasurer shall, in general perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors. The Treasurer shall also file or cause to be filed all tax returns as required by the federal government.

Section 9.

Membership Secretary: The Membership Secretary shall be responsible for keeping the roll and current list for all members and for marketing membership for the corporation.

Section 10.

Immediate Past-President - The President shall appoint duties to the Past-President which are required for the operation of the Corporation.

Section 11.

Bonds: The Board of Directors may by resolution require any or all officers, agents, and employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1.

General Powers: The business and affairs of the corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to these Bylaws.

Section 2.

Number: The overall number of Directors of the Corporation shall be determined by the Board of Directors and shall be between six (6) and eighteen (18).

The Board of Directors shall consist of the elected corporate officers (President, President-Elect, Recording Secretary, Treasurer, Membership Secretary and the Immediate Past President) and between four and twelve (12) additional members, as determined by the Board of Directors and announced prior to the election.

Each member of the Board will be elected to fill a particular responsibility – either as an officer or heading up a committee or other specific responsibility as outlined in the NCAHQ Job Descriptions.

Section 3.

Term: The term of office for each Board Member shall be set out on the ballot at the time of his/her election. Typically, the terms shall be as follows:

- a. The President-Elect is normally elected for a term of 3 years, and unless the President-Elect resigns or is removed or his/her term otherwise terminates, he/she shall automatically become the President the following year and the Immediate Past President the next following year.
- b. Each Board Member shall be elected to serve a term of one to three years (as described in the NCAHQ Job Descriptions) and until his/her successor shall be elected and shall qualify. A Board Member may serve three terms or a total of seven years in succession. After serving the three terms or seven years in succession, he/she may not serve another term in any capacity. He/she may be elected again, however, after a lapse from the Board for at least one year.
- c. Term limits set in bullet point “b” can only be extended by a majority vote of the Board.

Section 4.

Election Process: The corporation shall hold elections annually by the Members of the Corporation, with voting conducted either in person or electronically as provided for in these By-laws. Those persons receiving the highest

number of votes shall be deemed to be elected. The Board of Directors shall determine which format to use for the election.

Section 5.

Removal: Directors may be removed from office with or without cause by a vote of the majority of the Members or by a majority of the Board of Directors. Any Board member absent from two (2) consecutive meetings without just cause shall be deemed as failing to perform duties of the office, and in accordance with these Bylaws, will be removed from office.

Section 6.

Vacancies: The President shall name a successor for any vacancy occurring on the Board of Directors and approved by a majority of the Board for the remainder of the term.

- In the event of a Committee Chair Leave of Absence (LOA) for longer than 60 days the board in collaboration with the committee will assign a temporary committee chair.

Section 7.

Chairman: The President shall serve as Chairman of the Board of Directors. In his/her absence or inability to serve, the President-Elect shall serve as Chairman.

Section 8.

Compensation: The Board of Directors may not compensate Directors for their services as such but may provide for the gratuitous assignment of the cost of the registration fee and other necessary and reasonable costs associated with attending one educational conference per membership year for all active members of the Board of Directors. The Directors may also be reimbursed for expenses of the Corporation; and the Corporation may pay reasonable costs for meals and other similar expenses during Board meetings or at such educational conferences, as determined to be reasonable by the Board.

Section 9.

Executive Committee: The Board of Directors may, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, designate three (3) or more Directors to constitute an Executive Committee, which committee to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1.

Regular Meetings: A regular meeting of the Board of Directors shall be held at the principal office of the Corporation, or at such other place, as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors entitled to vote. Meetings may take place virtually, as long as at least one meeting per year takes place in person.

- A majority vote of the Board may override the in-person requirement for any year

Section 2.

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

Section 3.

Notice of meetings: Regular meetings of the Board of Directors may not be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two (2) business days before the meeting, give notice thereof by any usual means of communication. Such notice should specify the purpose for which the meeting is called.

Section 4.

Quorum: A simple majority of the Directors fixed by these Bylaws shall constitute a quorum for the transactions of business at any meeting of the Board of Directors.

Section 5.

Manner of Acting: Except as otherwise provided in this section, the act of majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

The vote of majority of the Directors then holding office shall be required to recommend the adoption, amendment or repeal a Bylaw, or to adopt a resolution dissolving the Corporation.

Section 6.

Informal Action by Directors: Action taken by a majority of the Directors without a meeting is nevertheless a Board action if written consent to the action in question is signed by all of the Directors, whether done before or after the action is taken. In addition, the Board of Directors may take action by email or other similar electronic means, as long as either all Directors cast a vote on the issue or as long as all Directors have been given at least 24 hours to vote on the matter, and a majority of the Directors then holding office have voted in favor of the action.

ARTICLE VII CONTRACTS, LOANS, CHECKS, DRAFTS AND DEPOSITS

Section 1.

Contracts:

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2.

Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3.

Checks and Drafts: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4.

Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE VIII GENERAL PROVISIONS

Section 1.

Waiver of Notice: Whenever any notice is required to be given to any Directors or Members under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Charter or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.

Fiscal Year: The Fiscal Year of the corporation shall be fixed by the Board of Directors.

Section 3.

Amendments: Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted by the affirmative vote of a simple majority of the Members present or represented by proxy at any regular or special meetings of the Members at which a quorum is present.

Section 4.

Indemnification of Officers and Directors: The Corporation may, at the discretion of the Board of Directors, indemnify any Director or Officer or former Director or Officer of the Corporation or any person who may have served at its request as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise against liabilities and reasonable litigation expenses, including attorney's fees, incurred by such Director or Officer in connection with any action, suit or proceeding in which he/she is made or threatened to be made a party by reason of being or having been such Director or Officer, except in relation to matters as to which bad faith or to have been liable or guilty by reason of willful misconduct in the performance of their duty. The indemnification authorized by the section shall be in addition to that permitted by N.C.G.S. Sec. 55A-17.2 and Sec. 55A-17.3 which are incorporated herein by reference.