

# HEALTHCARE QUALITY PROFESSIONALS OF NEW JERSEY, INC. (HQP NJ)

## BY-LAWS

### ***ARTICLE I***

#### NAME

- 1.1 This organization shall be known as Healthcare Quality Professionals of New Jersey, Incorporated, hereafter referred to as the Association.
- 1.2 The Association is incorporated in the state of New Jersey and is subject to the rules and regulations of the State.
- 1.3 The Association's fiscal year is July 1 to June 30.

### ***ARTICLE II***

#### PURPOSE AND OBJECTIVES

- 2.1 The purpose of the Association is to strive to improve the quality, safety and efficiency of health care delivery.
- 2.2 The Association's objectives are:
  - 2.2.1 To evaluate the professional and educational needs of the membership through an established survey process.
  - 2.2.2 To develop and provide educational programs for the membership and other professionals involved in healthcare and quality activities.
  - 2.2.3 To advance communication and knowledge through meetings, lectures, publications, the HQPNJ website and other forums.
  - 2.2.4 To facilitate communication and cooperation among quality healthcare professionals, providers and regulatory agencies involved in the promotion of healthcare delivery, medical professionals, hospitals and other licensed healthcare facilities, government agencies and other organizations involved in the promotion of quality healthcare delivery.
  - 2.2.5 To promote collaboration with other healthcare disciplines.

### ***ARTICLE III***

#### AFFILIATION

- 3.1 The Association is an affiliate of the National Association for Healthcare Quality (NAHQ).
- 3.2 The Association is an allied member of the New Jersey Hospital Association (NJHA).

### ***ARTICLE IV***

#### MEMBERSHIP

- 4.1 Membership shall be open to all healthcare professionals.
- 4.2 Individual members are those with responsibility and/or interest in healthcare quality activities. They shall be entitled to all membership privileges including the right to vote, hold office and serve on committees.
- 4.3 Any individual desiring membership in the Association shall file a completed membership application form. Dues shall be submitted at the time of application. Applications shall be subject to the approval of the Board.
  - 4.3.1 Dues will be refunded in full on any rejected application.

4.4 Membership is non-transferable.

4.5 Dues – The annual dues shall be determined by a majority vote of the Board

4.5.1 Dues shall be payable annually on or before September 15 and shall be considered delinquent on September 16.

4.5.2 Members whose dues are delinquent on September 16 shall be dropped from the membership rolls after notification.

## ***ARTICLE V***

### **OFFICERS**

5.1 The elected officers shall be the President, Vice President, Treasurer, Secretary, Registrar, Web Liaison, Nominating Committee members and three (3) Regional Representatives – North, Central and South.

5.2 The President, with the approval of the Board, shall appoint officers as the need arises, for example, to complete the term of office for any elected officer unable to fulfill the requirements of that position.

5.3 All terms of office shall be for two (2) consecutive years, commencing July 1 of the election year.

5.3.1 Elected officers may not serve more than two (2) consecutive terms in the same position.

5.4 In the event of a vacancy in the office of President, the Vice President shall become President to serve the unexpired term of office.

5.4.1 In the event of a vacancy in any other elected office, the President, with the approval of the Board, may direct a special election; or may appoint a current member to assume the responsibilities of the open office.

5.4.2 In the event of a vacancy in an appointed office, the President will appoint a replacement.

5.5 The Board retains the right to remove an elected officer from office for gross non-performance of duties. Removal cannot occur without proper notification to the officer. Removal must be approved by a majority of the Board.

5.6 Duties of Officers

5.6.1 President – The President shall be the Chief Executive Officer and shall preside over all Board and general meetings; be an ex-officio member of all committees except the Nominating Committee; appoint committee chairpersons as needed; and present an annual report of Association business at the Annual Meeting.

5.6.2 Vice President – The Vice President shall assist the President in all functions as requested; assume the duties of the President in case of absence or resignation and be responsible for the membership and renewal process, and prepare an annual report.

5.6.3 Treasurer – The Treasurer shall have charge of all funds and securities of the Association; prepare a proposed budget for Board approval, schedule independent audits and tax filings; prepare financial reports to regulatory agencies; disburse funds as authorized by the Board and in accordance with the budget; prepare quarterly and annual reports.

- 5.6.4 Secretary -The Secretary shall be responsible for all official Association correspondence; keep records of all correspondence, accurately record the minutes of all meetings; distribute minutes to the Board and the membership via posting on the HQPNJ website.
- 5.6.5 Regional Representatives shall collaborate with the Education Committee for one program per year; facilitate networking among regional members; keep regional members informed of Association matters; bring regional concerns to the Board; and serve as chairperson for any regional meetings.
- 5.6.6 Registrar – The Registrar shall greet members and guests at general meetings; confirm registration and pre-payment of fees, if any; confirm members’ good standing, if necessary; collect required fees; collaborate with hosting facilities to arrange for lecture space and meals; maintain accurate attendance lists; report attendance figures quarterly and annually. Notify HQPNJ webmaster re: attendance immediately following education programs to facilitate member’s online evaluations and receipt of continuing education credits.
- 5.6.7 Web Liaison – The Web Liaison shall maintain formal communications with the webmaster and recommend modifications and additions to the website appropriate to the needs of the Board. Changes will be made by majority vote of the Board unless the issue is time-sensitive. In the event of an emergency, the President, Vice President, and Treasurer will be notified by the Web Liaison and action taken will be reported at the next scheduled Board meeting.

#### 5.7 Eligibility for Office

- 5.7.1 All individual members in good standing for one year immediately preceding the nomination process are eligible to hold office.
- 5.7.2 Eligibility for the office of President requires prior experience of at least one term as Board member.

### ***ARTICLE VI.***

#### **BOARD**

- 6.1 The Board shall consist of all elected, appointed and honorary officer(s) and Education Committee members.
- 6.2 The immediate past President shall serve as an ex-officio member.
- 6.3 The President shall serve as chairperson.
- 6.4 The Board shall meet at least four (4) times annually.
- 6.5 The Board shall conduct all Association business; formulate and direct policies; act on committee recommendations; approve all programs to be presented in the Association’s name; oversee financial activities and approve budgets; report pertinent information to the membership.
- 6.6 A quorum for conduction of business shall be fifty percent (50%) of the voting members.
  - 6.6.1 Elected officers serve as voting members.
  - 6.6.2 Appointed and honorary officers serve without vote.

**ARTICLE VII**

**NOMINATING COMMITTEE AND ELECTIONS**

7.1 The committee shall consist of at least three (3) members.

7.1.1 Members are elected bi-annually by vote of the full membership

7.1.2 The Nominating Committee Chair will be the person receiving the highest number of member votes.

7.2 Duties

7.2.1 To prepare a slate of qualified nominees for elected offices biennially; to prepare profiles of candidates and ballots; to collaborate with the Web Liaison to post the slate of candidates on the HQPNJ website; to monitor and report election results.

7.2.2 A slate of nominees shall be presented to the Board

7.2.3 A slate of nominees shall be presented to the membership through electronic notification and posting on the HQPNJ website.

7.3 Nominations

7.3.1 All members in good standing for one year at the time of nomination are eligible to be nominated.

7.3.2 Any member may recommend a nomination to the committee.

7.3.3 Nominees are selected based on qualifications as delineated in the Association's job descriptions.

7.3.4 At least one nominee shall be presented for each office.

7.4 Ballots

7.4.1 Ballots will be posted on the HQPNJ website no later than thirty (30) days prior to the annual business meeting in an election year.

7.4.2 Ballot documents will include pertinent biographies.

7.4.3 Ballots will have write-in provisions.

7.4.4 Ballots must be submitted prior to the annual business meeting.

7.4.5 Election results will be reviewed by the Nominating Committee chairperson and the Web Liaison and results will be reported at the annual business meeting.

7.5 Election

7.5.1 Officers will be elected by a majority of votes.

7.5.1.1 A tie vote will be resolved by a re-vote of those present at the annual business meeting.

7.5.2 Special Elections – The chairperson will convene the Nominating Committee to prepare for any special elections as directed by the President and in accordance with the by-laws.

**ARTICLE VIII**

**AD HOC COMMITTEES**

8.1 Special committees may be formed by the President as deemed necessary.

8.1.1 Chairpersons shall be appointed by the President with approval of the Board; shall be directly responsible to the Board; and shall attend Board meetings as a non-voting member.

**ARTICLE IX**

**ASSOCIATION REPRESENTATION**

9.1 Association representatives requested by any allied health organization will be

appointed by the President with the approval of the Board and shall provide feedback to the Board.

9.2 No person shall speak or act as a representative of the Association without the permission of the President and the Board.

## ***ARTICLE X***

### **MEETINGS**

10.1 The Association shall hold an annual business meeting as the last meeting of each fiscal year.

10.1.1 The meeting shall be for the purpose of presenting annual reports on the Board's activities to the membership, to provide an annual financial statement, and to conduct necessary business.

10.1.2 Twenty percent (20%) of the members in good standing shall constitute a quorum for voting purposes.

10.2 General Assembly Meetings

10.2.1 The Association shall hold at least four (4) meetings annually; meetings shall be scheduled at the beginning of each fiscal year.

10.2.2 The purpose of the meetings shall be to conduct Association business, present education sessions, and facilitate networking opportunities.

## ***ARTICLE XI***

### **BY-LAWS REVISIONS AND AMENDMENTS**

11.1 These by-laws may be amended, revised or repealed by a majority of votes cast by the membership by electronic ballot.

11.2 All members in good standing shall be notified electronically of all proposed amendments and revisions resulting in a major policy, structure or function change at least thirty (30) days prior to voting.

11.3 Wording and format changes that do not result in substantive policy, structure or function changes may be approved by a majority vote of the Board.

11.4 Changes shall become effective thirty (30) days following approval.

## **ARTICLE XII**

### **DISSOLUTION OF THE ASSOCIATION.**

12.1 Upon dissolution of the Association, the requirements prescribed by the Certificate of Incorporation shall be followed.

**Revised February 23, 2009**