BYLAWS

OF THE

CALIFORNIA ASSOCIATION FOR HEALTHCARE QUALITY

Amended by the CAHQ Membership: 1982

April 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1998

December 1999, March 2002, 2004, 2005, 2009,

December 2012, January 2014

September 2015

BYLAWS OF THE CALIFORNIA ASSOCIATION FOR HEALTHCARE QUALITY

DEFINITIONS

President:	CEO of CAHQ holding the responsibility of "Association Excellence" consistent with "NAHQ Code of Ethics and Standards of Practice for Healthcare Quality Professionals".
Board of Directors:	Herein known as the "Board" are those members in good standing holding elected offices and appointed key chairperson positions, with or without voting privileges.
Quorum:	Greater than fifty percent (50%) of members present and eligible to vote on Association business or in the case of electronic communication, greater than 50% of members responding and eligible to vote on Association business.
Simple Majority:	Means greater than fifty one percent (51%) of members eligible to vote on Association business.
Two-Thirds Majority:	Means two-thirds (2/3) of legal votes cast, as required in Bylaws amendment and/or special issues determined by the "Board" to require vote by the general membership.

ARTICLE I - NAME

The name of the organization shall be "California Association for Healthcare Quality" (CAHQ or "Association").

ARTICLE II - PURPOSE AND OBJECTIVES

Section 1 The specific and primary purpose of the Association shall be to provide leadership in and promote the attainment of high quality, efficient, and cost effective health care, consistent with the seven measures of success for association excellence as outlined in "NAHQ Code of Ethics and Standards of Practice for Healthcare Quality Professionals".

Section 2 The mission of the California Association for Healthcare Quality is to develop and promote the healthcare quality professional by providing Leadership in the Industry, Networking, Education, and Resources.

Section 3 The Association is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

A. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation

or organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

B. Ensure timeliness with all IRS rules pertaining to tax preparations and filings and any other requests of information required under Section 501(c)(3) of the Internal Revenue Code.

Section 4 The objectives of the Association shall be:

A. To promote optimal patient care by considering all actions affecting health and welfare.

B. To encourage, develop, and provide continuing education programs and educational tools for those persons and organizations involved in or interested in the field of healthcare quality.

C. To promote professional ethics within and facilitate communication, cooperation, and sharing of knowledge among Healthcare Quality Professionals. A Healthcare Quality Professional as defined for the purposes and objectives of the Association is: One whose primary responsibility is the promotion of high quality and safe, cost-effective healthcare. These professionals have key responsibilities that include review, assessment, or coordination of quality healthcare by all members of the health delivery team in all types and levels of healthcare settings.

D. To evaluate and meet the needs of members of the Association:

1. By assessing present and future trends in the health care field.

2. By identifying educational needs through ongoing objective assessments.

Section 5 Address: 4570 Van Nuys Blvd. #326, Sherman Oaks, CA 91403

ARTICLE III - MEMBERS

Section 1 Membership. Membership shall be open to all persons interested/involved in the field of quality health care who: (i) agree to support the Exempt purpose and activities of the Association; (ii) agree to abide by these Bylaws and such other rules and regulations, policies, and procedures as the Association may adopt from time to time; and (iii) meet the additional criteria established for each membership category. Without limiting the foregoing, the Association's membership categories include the following:

A. Full Member:

1. Active: may be granted to any individual who is involved in or has responsibility and/or interest in professional healthcare quality activity or a related profession. They shall be entitled to all membership privileges including the right to vote, hold office, and serve on committees and task forces.
2. Lifetime Member: may be granted to any active member unanimously approved by the Board of Directors for contributing outstanding and exceptional services to the Association. They shall retain all rights and privileges of active membership and shall be exempt from paying dues.
3. Organizational: may be granted to those allied health organizations that have an interest in the purpose and objectives of the association. They shall have the right to all membership privileges by designating one institutional representative the right to vote, hold office, and serve on committees and task forces.
4. Emeritus: may be granted to any active members who have been retired from full-time employment or consulting for the last 5 years and was an active, voting member of the Association for at least 15 years immediately preceding the initial application for Emeritus Membership.

B. Associate Member: may be granted to individuals who are interested in healthcare quality. Associate members may serve on committees and task forces but may not vote, hold office or serve as Chair of a committee. Associate members include the following:

1. Student Members: Individuals may be accepted as student members and remain as student members as long as they are currently enrolled in an undergraduate or graduate program.

Section 2 Application: The Board shall, from time to time, adopt policies and procedures regarding the application for and determination of membership in the Association. Any person desiring membership in the Association shall file a completed application for membership, together with the annual dues.

Section 3 Discrimination: No person shall be denied membership in the Association because of race, religion, sex, national origin, or political affiliation except those who participate in activities to overthrow the United States Government.

Section 4 Rights and Duties: All members may attend meetings, but only those members as noted in Article III, Membership may vote and serve as an officer and/or a Chair.

Section 5 Resignation: Members may resign from the Association any time by giving written notice to the Association Manager. Any resigning Member shall continue to be responsible for the payment of all membership dues and other charges until the end of the member's term of membership. Such resignation shall not relieve the Member of any accrued and unpaid dues or fees. Resigning Members are not entitled to the return of previously paid dues or other fees, or any portions thereof.

Section 6 Termination of Membership: The Association may terminate a Member's membership if the Board determines such member engaged or is engaging in conduct that (i) violates the Association's Bylaws, rules, regulations, policies, or procedures, as may be amended from time to time; or (ii) is otherwise contrary to the interests of the Association. In the event the Board seeks to terminate any membership in accordance with this provision, the Association will notify the member that the Board will consider terminating his/her membership during a Board meeting no less than twenty-one days following the day the notice is provided to the member (which Board meeting date must be included in the notice). The notice shall inform the member that he/she may submit a written response to the Board in advance of its meeting, which the Board will review and consider in determining whether to terminate his/her membership. The Board's decision of whether to terminate a membership is final and not subject to appeal. A terminated Member is not entitled to the return of previously paid dues or any portion thereof. In addition, and Member who becomes ineligible for membership or who is in default of payment of any dues or charges, as determined by the Board, shall be deemed to have resigned, and their membership terminated automatically.

Section 7 Transfer of Membership: Membership in the Association is not transferable or assignable.

ARTICLE IV - DUES AND FINANCES

Section 1 Fiscal Year: The fiscal year shall be January one (1) through December thirty-one (31).

Section 2 Dues: Dues are payable annually. Membership shall terminate after ninety (90) days from invoice if dues are unpaid. The membership dues and the time for paying such dues (and other assessments, if any) shall be determined from time to time by the Board.

Section 3 Contracts: The Board may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority to do so may be general or confined to specific instances. Any such contractual agreements must be signed by the Treasurer or the President in the absence of the Treasurer.

Section 4 Checks & Deposits: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer(s) or agent(s) of the Association officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 5 Gifts and Contributions: The Board may accept on behalf of the Association any contribution, gift, bequest or devise for general purposes or for any special purpose of the Association.

Section 6 Books and Records: The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board, and any committee/ task force having any authority of the Board.

Section 7 Independent Audit: The books and accounts of the Association shall be audited at least every other year by accountants selected by the Board.

Section 8 Loans: Loans from the Association to any person or entity are prohibited.

Section 9 Budget: The Board shall adopt a budget in advance of each fiscal year. The affairs of the Association shall be conducted in accordance with said budget.

Section 10 Strategic Plan: The Board shall adopt a strategic plan identifying the Association's exempt purpose and the goals and activities the Association shall pursue to advance the same.

Section 11 Financial Policies and Procedures: The Board shall adopt financial policies and procedures, which shall: (i) include prudent financial controls; and (ii) require the Association's financial books and records be kept in accordance with generally accepted accounting principles.

Section 12 Bonding: The Board may provide for the bonding of such officers and employees of the Association as it may from time to time determine.

ARTICLE V - OFFICERS

Section 1 The officers of the Association shall be President, President-Elect, Immediate Past President, Secretary and Treasurer. Officers shall reside in the State of California. Candidates for office shall also be a member in good standing of CAHQ, actively practicing in the field of healthcare quality.

Section 2 (a) The term of office for the President, President-Elect and Immediate Past President shall be for one (1) year in each office, but not to exceed two (2) consecutive terms in the same office. Unless otherwise provided by these Bylaws, upon expiration of his/her term, the President-Elect automatically shall succeed to the office of President, and the President shall automatically succeed to the position of Immediate Past President.

(b) The Secretary and Treasurer shall serve for two (2) years respectively, but not to exceed two (2) consecutive two-year terms in the same office. The Secretary and Treasurer shall serve staggered terms, with election occurring in opposite years.

(c) No two offices may be held concurrently by the same person unless approved by the board and there is no one else qualified and willing to hold one or the other of the offices.

(d) Serving as an officer shall not create any contract rights.

Section 3 (a) The President shall preside at all meetings of the Members and of the Board; oversee the implementation of all resolutions and directives of the Board;

discharge all duties incident to the office of President; and complete such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association, or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President shall be the principal executive officer of the Association and shall oversee all of the business affairs of the Association, subject to the direction and control of the Board. The President shall preside at all meetings of the Members and the Board and shall oversee the implementation of all directives and resolutions of the membership and the Board. The President may sign, with the Treasurer or any other proper officer of the Association authorized by the Board, any Board authorized deeds, mortgages, bonds, contracts, or other instruments. The duties of the President may be assigned by the Board in part to the Association Manager.

(b) The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

(c) The Immediate Past President shall assist the President and the President-Elect in the discharge of their duties as the President or President-Elect may direct. In the temporary absence of the President and President-Elect, the Immediate Past President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President or the President-Elect.

(d) The Treasurer shall: (i) be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association and (ii) in general, shall perform all duties customarily incident to the office of Treasurer, and such other duties as may be assigned from time to time by the President or the Board. The duties of the Treasurer may be assigned by the Board in whole or in part to the Association Manager.

(e) The Secretary shall (i) keep minutes of the Board and Member meeting minutes in one or more books maintained for that purpose; shall (ii) ensure that all notices are duly given in accordance with applicable law and these Bylaws; shall (iii) be custodian of the corporate records; shall (iv) ensure the Association keeps a record of the mailing address of each Member; and (v), in general, shall perform all duties customarily incident to the offices of Secretary, and such other duties as may be assigned from time to time by the President or the Board. The duties of the Secretary may be assigned by the Board in whole or in part to the Association Manager.

Section 4 The additional duties of the officers shall be as defined in the policies and procedures, available to all members.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 Authority and Responsibility: The affairs of the Association shall be managed under the direction of the Board. In these Bylaws, wherever the Board's authority to act is provided, said authority shall be exercised in the Board's sole and absolute discretion. The Board may adopt such rules, and regulations, policies, and procedures for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted herein, appoint such agents as it may consider necessary

Section 2 Composition: (a) The Board of Directors shall consist of the elected officers (President, President-Elect, Immediate Past President, Secretary, Treasurer, and Nomination/Volunteer Chair) and Directors appointed by the President to oversee critical functions. In addition, the Association Manager has the right to attend and participate at all meetings of the board, except when the board enters executive session, but shall have no voting powers.

(b) All Directors shall be members in good standing in the Association. In addition, the Immediate Past President, President, and President-Elect shall be members in good standing in the National Association for Healthcare Quality (NAHQ).

(c) Members of the Board shall take office on the day of the Annual Meeting that follows the conclusion of the election. Each member of the Board shall continue to serve until his/her term of office expires and until his/her successor is duly elected or appointed and qualified.

(d) No elected individual may serve more than six (6) consecutive years as a Director, except where an individual assumes, or is appointed to, an office to fill a vacancy in such office. Once the individual has been off the Board for 1 year, that individual is again eligible for an office which participates on the Board.

Section 3 Quorum: A simple majority of the members of the Board must be present (in person, by phone, or by another electronic means or combination thereof) to constitute a quorum for the transaction of business.

Section 4 Duties: (a) The duties of the officers shall be as defined consistent with NAHQ's "Seven Measures of Success" for association excellence and shall be referenced in the Board Members policies and procedures, which shall be available for review to all members.

(b) The Board shall carry out the business of the Association, including the making of agreements and contracts, during the year and report to the general membership at the annual meeting.

(c) As necessary, the Board shall create, combine or dissolve special committees, defining their composition and responsibilities.

Section 5 Vacancies: In the event of a vacancy due to death, resignation, removal or disqualification of an officer or director the following shall be followed.

A. In the event of a vacancy in the office of the President, the President-Elect shall automatically assume all the duties and responsibilities of the President and then begin his/her own term of office.

B. In the event of a vacancy in the office of President-Elect, a special election shall be held within forty-five (45) days to fill the office.

C. In the event of a vacancy in the office of the Secretary or Treasurer, the Board shall, within thirty (30) days, appoint a successor to serve the remainder of the term.

D. In the event that the Immediate Past President is unable to perform the duties and responsibilities of their position, the President, with approval of the Board of Directors, will choose a replacement from previous Past Presidents.

E. In the event of a vacancy in any other position, the vacancy shall be filled by the Board unless these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner; in which case, such provision shall control. A Director appointed to fill a vacancy other than those noted in this section shall serve for the unexpired term of his/her predecessor.

Section 6 Resignation and Removal: Any member of the Board may resign at any time by giving written notice to the Board and the Association Manager. Unless otherwise specified in the notice, the resignation shall take effect thirty (30) days from receipt thereof by the Board

The Board may remove any member of the Board or Standing or Special committee, by two-thirds (2/3) vote if it is deemed said member has not fulfilled the duties of the position.

Section 7 Any action requiring a vote of the Board may be taken without a meeting if a consent in writing (whether in hard copy, facsimile, or electronic means), setting forth the action taken, is signed by all the Board members entitled to vote on the matter.

Section 8 Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone or other communication equipment by means of which all individuals participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person of the individual so participating in the meeting.

Section 9 Directors shall not be compensated for their services as Officers or Directors of the Association. Directors may be reimbursed for reasonable and necessary expenses incurred as part of the duties of the Association.

ARTICLE VII – Association Manager

Section 1 The Board may hire an Association Manager either directly or through a management company upon such reasonable terms and conditions as the Board

shall determine. If the Board hires an Association Manager, the Association Manager shall report directly to the Board. The Association Manager shall be the principal executive, operating, and administrative staff member of the Association, responsible for implementing the budgets, policies, procedures, and directions of the Board and the Association's day-to-day business affairs. The Association Manager shall be responsible for preparing, assuring the accuracy of, executing, and timely filing all government forms and filings required by law on behalf of the Association. The Association Manager may negotiate and execute any contract on behalf of the Association provided its terms fall within the parameters of the budget, policies, and procedures approved by the Board. All Association staff and contractors shall report to the Association Manager unless otherwise directed by the Board or required by law. The Association Manager shall have such other responsibilities and perform such other duties as determined by the Board. The specific title given to the Association Manager position shall be determined by the Board.

ARTICLE VIII – CRITICAL FUNCTIONS

Section 1 The Association shall identify critical functions to be performed as needed by committees or single appointed Directors. Each Chair or appointed Director for a critical function shall be a member of the Board of Directors. Critical functions of the Association are:

- Membership
- Nominating/Volunteer
- Leadership Development
- News Journal

Section 2 Nominating shall be performed by a Committee composed of not more than five (5) members elected by the Association membership. Member term of service is not to exceed four (4) consecutive terms. At least seventy-five (75) days prior to the Annual Meeting, the committee shall prepare and the Chair shall present to the Board of Directors, a slate of acceptable candidates for the annual election, including a brief statement concerning the qualifications of each nominee for the office. The Chair of the Nominating/Volunteer Committee will be the elected member that receives the most votes from the membership. In the case of a tie, the President may determine which of those receiving the most votes will serve as the Chair. The Nominating/Volunteer Committee Chair will be a voting member of the Board of Directors.

Section 3 The Leadership Development Chair is an appointed position and is responsible for the development of at least one statewide educational seminar per year that will meet the objectives as stated in Article II, Section 4, subject to Board approval as well as ongoing professional development activities and overseeing social media coordination. The Leadership Development Chair may recruit a committee for the purposes of assisting in the planning and development of educational programs and activities. The Board must approve the members of the committee. The Leadership Development Chair will be a voting member of the Board of Directors.

Section 4 The News Journal Editor is an appointed position responsible to oversee the development and publication of the CAHQ Journal. The News Journal editor may recruit an Editorial Board to assist in the recruitment of authors and the development and publication of the Journal. The President Elect is a member of the Editorial Board. Members of the Editorial Board shall be approved by the Board of Directors. The News Journal shall produce a minimum of four (4) journals a year. These journals shall include but not be limited to reports and contributions from elected officers, directors, and members. The News Journal Editor will be a voting member of the Board of Directors.

Section 5 The Membership Chair shall have oversight responsibility for the maintenance and accuracy of the membership database and oversee the active recruitment and retention of members in all regions of California. The Membership Chair will be a voting member of the Board of Directors.

Section 6 The term of office for Chairs of standing or special committees and Directors of critical functions shall be one (1) year, and shall not exceed four (4) consecutive terms directing the same function.

Section 7 The Board shall review the Bylaws and Policies and Procedures annually, and draft or review any proposed amendments to be considered by the membership, subject to Board approval.

ARTICLE IX - ELECTIONS

Section 1 Officers and Nominating/Volunteer Committee members shall be elected by the membership eligible to vote, with a majority of the legal votes cast. They shall assume their duties at the close of the annual meeting.

Section 2 The Nominating/Volunteer Committee shall place in nomination for each office the names of members in good standing. The Nominating/Volunteer Committee shall request each nominee to provide biographical information that shall be included with the ballot. Provisions shall be made on the ballot for write-ins.

Section 3 The Slate of Nominees for officers and the Nominating/Volunteer Committee members shall be presented to the Board at least seventy-five (75) days prior to the annual meeting.

Section 4 Nominees for President-Elect are required to have served on the Board of Directors, on other Boards, or have demonstrated leadership skills. Current membership in both the California Association for Healthcare Quality and the National Association for Healthcare Quality is mandatory.

Section 5 At least forty-five (45) days prior to the annual meeting, ballots setting forth the slate of nominees shall be sent to each member eligible to vote. Voting by ballot (hard copy or electronic means) shall be permitted in lieu of a vote at a duly called meeting for any item of business, including election of officers and directors. Ballots must be returned in compliance with the instructions accompanying the

ballot but in no instance later than thirty (30) days prior to the annual meeting.

Section 6 Each officer shall be elected by a simple majority of the legal votes cast. A tie vote shall be determined by placement of the two (2) names in a receptacle, and the Chairperson of the Nominating/Volunteer Committee shall draw one (1) name. This person shall be declared the elected candidate.

Section 7 The ballots shall be validated and tabulated by the Association's Certified Public Accountant. The Nominating/Volunteer Chair shall announce the results of the election at the annual meeting. Ballots (hard copy or electronic) shall be retained by the Association's Certified Public Accountant for a period of six months.

ARTICLE X - MEETINGS

Section 1 Annual and Regular Meetings: An annual meeting of the general membership and additional regular meetings of the Members shall be held at such time and place as determined by the Board. At each such meeting, the Members shall conduct business as may properly come before the Members.

Section 2 Board Meetings: (a) A meeting of the Board of Directors shall be held at least four (4) times a year at a date, time, method, and place designated by the President. A notice and agenda of all such meetings shall be distributed to all Board Members prior to the meeting. Any Board Member who is absent from more than one Board meeting without just cause shall be deemed as failing to perform the duties of his/her office and, in accordance with these Bylaws, may be removed from office and replaced. (Article VI, Section 7)

(b) The Board may provide, by resolution and/or motion, the time, date, and place for the holding of an annual meeting and additional regular meetings of the Board without other notice than such resolution and/or motion.

(c) Special Meetings of the board may be called by or at the request of the President or three (3) members of the Board. Special meetings of the Board may be held at such place, either in or out of the State of California, as shall be specified or fixed in the call for such meeting or notice thereof.

(d) Notice of any special meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided that notice of any special meeting held by teleconference may be given at least twenty-four (24) hours prior to the meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be specified in the notice unless specifically required by law or these Bylaws. Notice may be waived in writing by a Director, either before or after the meeting. Attendance of by a Director at any meeting shall constitute a waiver of notice of such meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

(e) Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.

(f) Any action requiring a vote of the Board may be taken without a meeting if a consent in writing (whether in hard copy, facsimile or other electronic format), setting forth the action taken, is signed by all of the Board members Directors entitled to vote on the matter. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary or Association Manager to be filed in the Association's corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

Section 3 Special Meetings of the Membership: Special meetings of the general membership or a vote by mail ballot may be called by the Board whenever requested to do so by three (3) Board Members or by written request of one-sixth (1/6) of the general Membership. All members of the Association shall be notified by mail of the time, place and purpose of said special meeting, provided the same complies with these Bylaws and applicable laws. No other business shall be transacted except as stated in the notice.

Section 4 Voting: Each Active Member is entitled to one vote per matter submitted for Member vote.

Section 5 Informal Action by Voting Members: Unless otherwise provided in the these Bylaws, any action required to be taken at any meeting of the Members may be taken without a meeting via written ballot by mail, email, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a 2/3 majority of the Members casting votes, or such larger number as may be required by law or these Bylaws. Voting must remain open for no less than five days from the date the ballot is delivered; provided, however, in case of the removal of a Director(s) (defined below), a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for no less than twenty days from the date the ballot is delivered. Such informal action by Members shall become effective only if, at least five days prior to the effective date of such informal action, a notice in writing of the action is delivered to all Members entitled to vote with respect to the subject action.

Section 6 Notice: Written notice stating the place, date and time of the Member meeting shall be delivered to each Member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in case of the removal of a Director(s), a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, no less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of

the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 7 Waiver of Notice: Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and presents his/her objection at the beginning of the meeting or promptly upon his/her arrival.

Section 8 Fixing of Record Date: To determine the Members entitled to notice of, or to vote at, any Member meeting, or to determine Members for any other proper purpose, the Board may fix in advance a date as the "record date" for any such determination; such date in any case shall be no more than sixty days and, for a Member meeting, no less than five days, or in case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, no less than twenty days before the date of such meeting. If no record date is fixed, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When the determination of Members entitled to vote at any meeting is made, such determination shall apply to any adjournment of the meeting.

Section 9 Manner of Acting: The act of 2/3 majority of those Members voting present at a duly called meeting or via a ballot conducted electronically shall be the act of the Members, unless the act of a greater number is required by law or these Bylaws.

ARTICLE XI – COMMITTEES

Section 1 Composition and Authority: The Board, by resolution adopted by a majority of the voting Directors, may designate standing, special, and advisory committees or workgroups. An Editorial Board is considered a committee for the purposes of these Bylaws.

Each committee will consist of one or more voting Directors and such other person(s) as the Board designates or approves. A voting Director serves as the committee Chair except in the case of an advisory committee wherein the Board may determine whether, if at all, an advisory committee must include Directors.

The composition of all committees or workgroups must be approved by the Board.

Standing and Special committees shall have and exercise the authority of the Board in the management of the Association provided in these Bylaws, the resolution establishing the committee, and any charter, guidelines, or rules adopted by the Board for the committee. Advisory committees and/or other advisory bodies (collectively "advisory committees") shall not have or exercise the authority of the Board. The advisory committee may not act on behalf of the Association or bind it to any actions, but may make recommendations to the Board or to the Association officers.

No committee shall have the power or authority to:

- Adopt a plan for the distribution of the assets of the Association, or for dissolution;
- Approve or recommend to Members any act to be approved by Members;
- Fill vacancies on the Board or any of its committees;
- Elect, appoint, or remove any officer or Director or member of any committee, or commit the Association to compensate any member of a committee;
- Adopt, amend, or repeal these Bylaws;
- Adopt a plan of merger, or adopt a plan of consolidation, or authorize the sale, lease, exchange or mortgage of the property or assets of the Association; or
- Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

In addition, absent an express statement to the contrary in these Bylaws, the resolution establishing the committee or a committee's charter adopted by the Board, a committee shall not have the authority to enter into any contract or otherwise legally bind the Association. The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on him/her by law.

Section 2 Governance Provisions applicable to Committees and Advisory Committees:

(a) Terms: Unless otherwise stated in these Bylaws, committee/advisory committee member terms shall commence the date the committee/advisory committee member is appointed and end on the date designated by the Board or when the committee/advisory committee is dissolved, whichever happens first.

(b) Resignation or Removal. A committee/advisory committee member may resign at any time by providing written notice to the Committee Chair, or in the case of the Committee Chair, the Board, and the Association Manager. A committee/ advisory committee member may be removed by the Board for any reason, or no reason, at any time. A committee/advisory committee member who fails to return to the Association a completed Annual Conflict of Interest Disclosure Statement required by the Association's Conflict of Interest Policy by the due date established by the Board, or who fails to attend two consecutive committee/advisory committee meetings, without the subject committee's approval, shall be deemed to have resigned from the committee/ advisory committee.

(c) Vacancies. Vacancies in any committee shall be filled by the President or the Board or, with the approval of the Board, by the Committee Chair.

(id) Chair. To the extent these Bylaws or the resolution establishing a committee/advisory committee does not identify a Chair for the committee/advisory committee, the President shall, with the approval of the Board, designate the Chair for the committee/advisory committee. In the absence of the Chair, the committee/advisory committee members in attendance at a meeting of the

committee/advisory committee shall select a Chair for that meeting from among those committee/advisory committee members present.

(e) Meetings. Regular committee/advisory committee meetings may be established by the Board or the committee/advisory committee. Other Committee/advisory committee meetings may be called by the Board, the President, the committee/advisory committee Chair, the Association Manager, or by a majority of the committee/advisory committee members. Minutes will be taken by an member of the committee/advisory committee.

(f) Notice. Written notice of any committee/advisory committee meeting shall be delivered at least two days in advance of any committee/advisory committee meeting. Notice of any committee/advisory committee meeting may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of an individual at any meeting shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(g) Quorum. A majority of a committee/advisory committee shall constitute a quorum, unless otherwise stated herein or in the resolution forming the subject committee.

(h) Manner of Action. The act of a majority of the committee/advisory committee members present at a meeting at which there is a quorum shall be the act of the committee/advisory committee, unless a greater number is required by statute or these Bylaws.

(i) Participation at Meetings by Teleconference. A committee/advisory committee member may participate in, and act at any, meeting of a committee/advisory committee through the use of a teleconference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such manner shall constitute presence in person at the meeting.

(j) Proxy Voting. No committee/advisory committee member may act by proxy.

(k) Informal Action. Any action required or may otherwise be taken at a committee/advisory committee meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the committee/advisory committee members. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All approvals shall be delivered to the Secretary and Association Manager to be filed in the Association records. The action taken shall be effective when all the committee/advisory committee members approve the consent unless the consent specifies a different effective date.

(l) Annual Board Report. At least annually, in addition to any other reporting responsibilities of the committee/advisory committee, each committee/advisory

committee shall provide a written report to the Board describing its activities during the previous year along with recommendations, if any, applicable to its activities.

(m) Guidelines, and Rules. The Board may adopt additional guidelines or rules for a committee/advisory committee as it deems necessary and appropriate. Each committee/advisory committee may adopt rules for its own governance not inconsistent with the AOI, these Bylaws, the resolution establishing the subject committee, or any charter, guidelines, or rules adopted by the Board for the subject committee.

(n) Authority of the Board. The Board may, at any time, dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a committee/advisory committee, which the Board determines to be in the Association's best interest.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 1 Meetings shall be conducted according to the Roberts Rules of Order defined in the most recent edition. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.

ARTICLE XIII - AMENDMENTS

Section 1 The power to alter, amend, or repeal these Bylaws or adopt new and other bylaws shall be vested in the Association's Board. These Bylaws may contain provisions for the regulation and management of the affairs of the Association not inconsistent with the law.

Section 2 Proposed Bylaw changes (altered, new, amended, or repealed) shall be presented to the Board of Directors at least seventy-five (75) days prior to the deadline for receipt of ballots from the membership.

Section 3 The Bylaws of the Association shall be approved for amendment by the affirmative vote of the membership. A two-thirds (2/3) majority of the legal votes cast are required to approve any bylaws amendment. Ballots proposing bylaws amendments shall be sent to each member eligible to vote at his/her last known (mail or electronic) address on record with the Association at least forty-five (45) in advance of the voting receipt deadline. Ballots must be returned in compliance with the instructions accompanying the ballots. Fixing of Record date outlined in Article 10, Section 8 shall be followed.

ARTICLE XIV - NATIONAL ASSOCIATION FOR HEALTHCARE QUALITY AFFILIATION

Section 1 California Association for Healthcare Quality has entered into an affiliation agreement with the National Association for Healthcare Quality (NAHQ).

Section 2 The President of the California Association for Healthcare Quality shall represent

the Association at NAHQ-related events. If the President is unable to fulfill the responsibility, an alternate may be appointed at the discretion of the Board.

ARTICLE XV - ADOPTION OF POLICIES AND PROCEDURES

Section 1 Any CAHQ member desiring a copy of the Policies and Procedures may receive a copy upon written request to the Association.

Section 2 Organizational Policies and Procedures will be reviewed on an annual basis by the Board of Directors. Revisions will be submitted to the Committee Chair or critical function Director for review prior to presentation to the Board for adoption. The revisions become effective upon Board approval and supersede all previously existing Policies and Procedures.

ARTICLE XVI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 Insurance: The Association shall purchase and maintain insurance in the amounts as determined by the Board on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Section.

Section 2 Indemnification in Actions Other Than by or in the Right of the Association: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (*other than an action by or in the right of the Association*) by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

Section 3 Indemnification in Actions by or in the Right of the Association: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4 Right to Payment of Expenses: To the extent a Director, officer, employee, or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection therewith.

Section 5 Determination of Conduct: Any indemnification under Sections 1 and 2 of this Article (*unless ordered by a court*) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made: (a) by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the Members.

Section 6 Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

Section 7 Other Rights. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall

continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8 Severability: If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XVII USE OF ELECTRONIC COMMUNICATION

Section 1 Unless otherwise prohibited by laws, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XVIII WAIVER OF NOTICE

Section 1 Whenever any notice is required to be given under applicable law or these Bylaws, waiver thereof in writing signed by the person or person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIX DISSOLUTION

Section 1 Upon the dissolution of the Association, the Board, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association and in accordance with the law in such manner, or to such nonprofit fund, foundation, corporation, organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.