

**BYLAWS OF**  
**ACADEMY FOR HEALTHCARE IMPROVEMENT, Inc.**

**ARTICLE I**

**Name**

The name of this nonprofit corporation is the Academy for Healthcare Improvement, Inc., hereafter to be referred to in this document as AHI.

**ARTICLE II**

**Mission and Nondiscrimination Policies**

**SECTION 1. Mission.** The mission of AHI is to foster an interprofessional community that advances quality improvement in health care through scholarly and educational activities.

**SECTION 2. Nondiscrimination Policies.** AHI shall not adopt any practice, policy or procedure that would result in discrimination on the basis of race, religion, creed, color, national origin, sex, age, disability, veteran or disabled veteran status, sexual orientation or marital status.

**ARTICLE III**

**Membership**

**SECTION 1. Designation; Qualifications and Rights.** There shall be three classes of AHI membership:

(1) **Regular:** Regular Membership shall include healthcare professionals who are engaged in the improvement of healthcare, both within and without the United States. Such healthcare professionals shall be engaged in work to improve the quality of health and healthcare covering a wide range of intellectual, educational, clinical, and investigational activities related, but not limited, to healthcare delivery systems or schools of medicine, nursing, dentistry, public health, healthcare administration, and management.

(2) **Student Membership:** Student Membership is available to any applicant currently enrolled in a graduate or post-graduate training program related to the aims of AHI. It is also available to any applicant who has completed such training within the previous two years. An individual remains eligible for student membership until December 31 of the year in which the second anniversary of completion of the training program occurs. A student member does not have the right to vote or hold office. Upon completion of training, the student member may apply for regular membership.

(3) **Institutional and Societal:** Membership in AHI may be offered to healthcare institutions or societies that wish to sponsor the charitable activity or affairs of AHI.

**SECTION 2. Dues.** Annual dues will be assessed at a rate set by the Board of Directors. Dues and any required fees must be paid in full by a date specified by the Board of Directors. Membership may be terminated by resignation, dues in arrears for more than two years, or disciplinary action by the Board of Directors.

**SECTION 3. Voting Rights.** Each Active Member shall have one vote on each matter submitted to the vote of the Members of AHI. Except as otherwise required by the Tennessee Nonprofit Corporation Act or provided in these Bylaws, a quorum at any meeting of the Members shall consist of a majority of the votes entitled to be cast on a matter, present in person or by proxy. The Voting Members of AHI shall have the following powers:

- i. to repeal, modify, or amend the Bylaws;
- ii. to approve any plan of merger or consolidation of AHI with any other corporation or any plan for the dissolution of AHI;
- iii. to approve any sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of AHI; and
- iv. held concurrently with the Board of Directors, to remove Board Members and officers of AHI as detailed in Article V, Section III.

**SECTION 5. Not Transferable.** Membership in AHI may not be assigned or otherwise transferred.

**SECTION 6. Resignation.** Any Member may resign from membership in AHI by filing a written resignation with the Executive Director of AHI.

**SECTION 7. Annual Meeting.** AHI will hold an annual meeting at a time and place to be determined by the Board of Directors.

**SECTION 8. Officers of the Meetings.** At annual business meetings of AHI, the President, if present, otherwise the President-elect, if present, otherwise the Secretary-Treasurer shall act as chair of the meeting. The Secretary-Treasurer, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and shall not, by reason of holding the chair, relinquish any right to vote otherwise held by such person in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably prolonged.

**SECTION 9. Notice of Meetings.** Notice of the annual meeting and of the annual business meeting of AHI shall be delivered by the Secretary-Treasurer of AHI, or a designee, to each Member not fewer than ten (10) days nor more than sixty (60) days in advance of the day on which the meeting is to be held.

## **ARTICLE IV**

### **Officers**

**SECTION 1. Officer Terms.** The officers of AHI shall consist of the President, the President Elect, the Immediate Past President and the Secretary-Treasurer. The President, President Elect and Immediate Past President shall each serve for a two year period. The Secretary-Treasurer shall serve for a 3 year term. All officers will serve until their respective successors have been duly elected and qualified, unless their service is sooner terminated by death, resignation or removal.

**SECTION 2. Duties of the President.**

- a. Shall call and preside at the meetings of the Board of Directors.
- b. Shall preside at the annual Business meeting.
- c. Shall be the official spokesperson of the Board and the membership.

- d. Shall appoint chairs and members to standing and ad hoc Committees.
- e. Shall either act as or appoint members to liaison positions with other professional organizations or societies.
- f. To the extent the President deems appropriate, the President can participate as a member of committees (and shall not be counted in any enumeration of members of such committees set forth elsewhere in these Bylaws).
- g. Review minutes for accuracy of all meetings at which the President presides.

SECTION 3. Duties of the President-Elect.

- a. Shall preside at all meetings of the Board of Directors and/or Executive Committee and/or membership if the President is absent.
- b. Shall assume the position of President in the event the President is unable to continue in this capacity in his or her second year.
- c. To the extent the President deems appropriate, the President-Elect can participate as a member of committees (and shall not be counted in any enumeration of members of such committees set forth elsewhere in these Bylaws).
- d. In the event that the President-Elect is unable to continue in this capacity, the President, in consultation with the Nominations Committee would identify a candidate whose nomination would be brought to vote by the membership within 30 days.

SECTION 4. Duties of the Immediate Past-President.

- a. Shall assume the position of President in the event the President in his or her first year is unable to continue in this capacity.
- b. Shall serve as one of the three members of the Nominating Committee.
- c. Shall serve as the chair of the Awards Committee.

SECTION 5. Duties of the Secretary-Treasurer.

- a. Review minutes for accuracy of all meetings for which the Secretary-Treasurer is present.
- b. Annually, the Secretary-Treasurer will present a proposed budget to the Board of Directors for the following fiscal year. He or she will monitor income and expenditures throughout each fiscal year, and reconcile year-end financial reports with the approved budget. He or she may delegate responsibilities as deemed appropriate.
- c. To the extent the President deems appropriate, the Secretary-Treasurer can participate as a member of committees (and shall not be counted in any enumeration of members of such committees set forth elsewhere in these Bylaws).

SECTION 6. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary-Treasurer of AHI. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Vacancies. It shall be the responsibility of the President to appoint a replacement for any vacancy in an office, because of death, resignation, removal, disqualification or any other cause, with the exception of the President-Elect as noted in Article IV, Section 3.

## **ARTICLE V**

### **Board of Directors**

**SECTION 1. General Powers and Duties.** The property, business and affairs of AHI shall be managed by the Board of Directors, which shall have exclusive responsibility for the determination and implementation of policy. The Board of Directors may appoint an Executive Director whose duties shall be assigned by the Board of Directors.

**SECTION 2. Number, Election and Term of Office.** The Board of Directors shall consist of the Officers (the President, the President-elect, the Immediate Past President and the Secretary-Treasurer) and five Board Members at Large. The President-elect, the President, and the Immediate Past President shall each serve terms as outlined in Article IV Section 1. The at large Board Members shall hold office for staggered three-year terms, which shall begin in the year of election at the conclusion of the annual business meeting of AHI. Except as otherwise expressly provided in these Bylaws, Board Members shall hold office for one term and until their successors have been elected and qualified. Former Board members may serve another term in the same position after a period of two years.

**SECTION 3. Resignation and Removal.** Any Board Member may resign at any time by giving written notice to the President or Secretary-Treasurer of AHI. Such resignation shall take effect when the notice is delivered, unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The pending vacancy may be filled pursuant to Section 4 of this Article before the effective date. Any officer or other Board Member may be removed from office, with or without cause, upon the majority vote of the Voting Members.

**SECTION 4. Vacancies in an At-Large Board Position.** Any vacancy occurring in a Board member at large position may be filled by an appointment by the President in consultation with the Board of Directors or the Nominating Committee, and such individual so appointed shall serve until the next annual election of Board Members, or until the end of such term, whichever occurs first. The person so elected shall hold office for the unexpired term of his or her predecessor in office.

**SECTION 5. Regular Meetings.** Meetings of the Board of Directors shall be held at least twice a year. There shall be a regular annual meeting of the Board of Directors, which shall be held in conjunction with the annual business meeting at such time and place as may be designated by resolution of the Board of Directors. There shall be a second meeting approximately six months later, the exact date and place to be specified by the President.

**SECTION 6. Special Meetings.** Special meetings, to include conference calls, of the Board of Directors may be held at any time on the call of the President or a majority of the Board Members. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

**SECTION 7. Quorum.** A majority of the Voting Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than such a majority is present at said meeting, a majority of the Board Members present may adjourn the meeting to another time without further notice.

**SECTION 8. Manner of Acting.** The act of a majority of the voting Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation of AHI or these Bylaws.

## **ARTICLE VI**

### **Election of Board Members**

**SECTION 1. Elections.** The voting membership will be requested to submit names of potential candidates to the Nominating Committee for open Board of Director positions. A slate of candidates will be prepared by the Nominating Committee and presented for election to the Board of Directors. Upon approval by the Board of Directors, the slate of candidates will be presented and ratified by the Membership at the Annual Business Meeting.

## **ARTICLE VII**

### **Committees**

**SECTION 1. Committees.** The following Standing Committee shall be established: Nominating Committee, Membership Committee, Education Committee, Awards Committee. The President and Board of Directors may at any time, or from time to time, (i) establish additional Committees with such duties and such membership and terms of office as the Board of Directors may designate by resolution, (ii) abolish any Committee, including those specifically designated in these Bylaws, and (iii) alter the name, duties, membership, and terms of office of any Committee, including those specifically designated in these Bylaws.

**SECTION 2. Nominating Committee.** The President in conjunction with the Board of Directors shall annually appoint a Nominating Committee consisting of three Members, to include the Immediate Past President. The Nominating Committee each year shall prepare a slate of nominees for the open positions.

**SECTION 3. Education Committee.** The President in conjunction with the Board of Directors shall appoint a chair of the Education Committee. The Education Committee will consist of interested AHI Members. The Education Committee will coordinate and oversee the educational activities of AHI. This committee will be responsible for the process of soliciting, reviewing and recommending recipients for the Duncan Neuhauser Award for Curricular Innovation. The chair of the Education Committee will recommend nominees (based on quality of applicants) for this award annually to the Board of Directors for approval.

**SECTION 4. Awards Committee.** The President in conjunction with the Board of Directors shall appoint an Awards Committee consisting of three Members, to include the Immediate Past President. The Immediate Past President will chair this committee. The Awards Committee each year shall oversee the process for all AHI awards with the exception of the Duncan Neuhauser Award. This award will be the purview of the Education Committee. The Awards Committee will recommend award recipients to the Board of Directors for approval. Awards will be presented at the AHI Annual Meeting.

**SECTION 5. Membership Committee.** The President in conjunction with the Board of Directors shall appoint a Membership Chair. The Membership Committee shall oversee the AHI membership issues including but not limited to annual dues, marketing, and communication with AHI members.

## **ARTICLE VIII**

### **Indemnification**

**SECTION 1. Indemnification of Board Members, Officers, Employees and Agents.** Any present or former board member, officer, employee, or agent of AHI, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by AHI against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by AHI until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

## **ARTICLE IX**

### **Miscellaneous Provisions**

**SECTION 1. Depositories.** All funds of AHI not otherwise employed shall be deposited from time to time to the credit of AHI in such banks, trust companies or other depositories as the Board of Directors, or designee, may select.

**SECTION 2. Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money ("Payment Orders") and all notes or other evidences of indebtedness ("Notes") issued in the name of AHI shall be signed by such officer or officers, or agent or agents, of AHI and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**SECTION 3. Fiscal Year.** For accounting and related purposes, the fiscal year of AHI shall begin on the first day of January each year and end on the last day of December each year. The Board of Directors may, by resolution, change the beginning and ending dates of the fiscal year, and any such change shall be effective upon the date set in the resolution.

**SECTION 4. Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents of AHI in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AHI and such authority may be general or confined to specific instances.

## **ARTICLE X**

### **Amendments**

**SECTION 1. Amendment of Bylaws.** These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted by the Voting Members. Notice of any meeting at which an amendment to the Bylaws is to be acted upon shall include an announcement of the action to be taken and a text of the proposed amendment. An amendment shall be adopted upon the affirmative vote of a majority of the voting Members.