

**BYLAWS OF
KANSAS ASSOCIATION OF RISK AND QUALITY MANAGEMENT, INC.**

**Article I
TITLE**

This corporation shall be known as the Kansas Association of Risk and Quality Management, Inc., (hereinafter "KARQM" or organization), an allied organization of the Kansas Hospital Association.

**Article II
PURPOSE**

The purpose of this organization shall be to promote the delivery of quality health care and to promote the practice of risk and quality management in the health care setting. To promote this purpose, KARQM shall:

- A. Promote the professional development of individuals in the health care risk and quality management profession.
- B. Provide periodic communication via methods which will serve the interests of KARQM members and advance the profession of health care risk and quality management.
- C. Serve as a resource for relevant educational programs located in the State of Kansas.
- D. Serve as a resource for, and participate in, legislative issues affecting health care risk and quality management.
- E. Conduct such other activities as may be consistent with the purpose of KARQM as stated herein.

**Article III
MEMBERS**

Section 3.1: Classes of Members

Membership in KARQM shall be divided into the following classifications: Active, Associate, Lifetime and Student

- A. Active member - an individual must be affiliated with a hospital, health care facility or health related institution or organization, and who, in that capacity, is involved in health care risk or quality management.
- B. Associate member - an individual who does not meet the requirements of Active membership but works as a consultant, employee or agency representative for businesses that serve health care organizations. Associate members have voting privileges but cannot hold a KARQM Office.
- C. Lifetime membership is attainable from KARQM on nomination by a KARQM member in writing to the KARQM Board. A unanimous vote of the KARQM Board members at any regular or special KARQM Board meeting. The KARQM Board

may confer Lifetime membership on any member who qualifies under the following specific guidelines:

1. Applicant must have been a current member in good standing in KARQM in the year prior to the date of recommendation.
2. Applicant must have had continuous membership in KARQM for ten years prior to the recommendation.
3. Applicant must have been active in KARQM by serving, at some time, on the KARQM Board of Directors and regularly attending the KARQM Board meetings.
4. Applicant must be retiring from the health care risk management/quality management profession.
5. When Lifetime membership is granted, it will be awarded at no cost to the recipient and will include committee participation. Lifetime members do not have voting privileges and may not hold office.

D. Student – to promote academic progression within the healthcare quality and safety arena, any student with interest may join at a nominal fee. Students may participate on committees but do not have voting privileges.

Section 3.2: Application for Membership and Initial Dues

Application for membership shall be submitted to KARQM via the membership application form with accompanying dues.

Section 3.3: Status

Any individual who is an active member of KARQM and is employed or resides in the State of Kansas shall be a member in good standing of this Association provided all special assessments approved by the membership of this organization have been paid.

Section 3.4: Cessation, Reinstatement and Transfer of Membership

Resignation, forfeiture, expulsion and reinstatement of an individual's membership in this organization shall be effective upon receipt by this organization of due notice of such action relative to such individual's membership. Membership in KARQM is nontransferable to another person.

Section 3.5: Membership Denial

No person shall be denied membership in the organization because of race, creed, religion, color, national origin, sex, age, sexual orientation, disability, or political belief.

Article IV MEETING OF MEMBERS

Section 4.1: Annual Meeting

The annual meeting of members shall be held at such time, place and manner as the KARQM Board may determine.

Section 4.2: Special Meetings

Special meetings of the members may be called by the President or by the KARQM Board or shall be called by the President upon the written request of not less than 10% of the active members of the organization.

Section 4.3: Notice of Meeting

Written notice stating the place, manner, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which such meeting is called, shall be communicated to each member not less than 15 days before the date of the meeting, by or at the direction of the President or appropriate Board representative.

Section 4.4: Voting Rights

Each active and associate member in good standing shall be entitled to one vote on each matter presented to a vote at any meeting of members. To be entitled to vote, an active or associate member must be present at the meeting and vote in person or via virtual platform in the case of a virtual meeting. No proxies shall be permitted.

Section 4.5: Quorum and Manner of Action

At any meeting of members, a quorum shall exist by the number of active or associate members in good standing present in person or via virtual platform. The affirmative vote of a majority of the active or associate members in good standing present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Articles of Incorporation, by these Bylaws, or by law. Except as these Bylaws may otherwise specifically provide, each meeting of members shall be conducted in accordance with the then current edition of Robert's Rules of Order.

Article V KARQM BOARD

Section 5.1: Powers and Duties

The property, business and affairs of this organization shall be managed and controlled by the KARQM Board.

Section 5.2: Number and Designation

The KARQM Board shall consist of the elected officers and Directors.

- A. President (non-voting unless there is a tie)
- B. President-Elect
- C. Vice President
- D. Secretary
- E. Treasurer
- F. Immediate Past President
- G. Representative of the Kansas Hospital Association (non-voting member) - for the purpose of keeping KARQM apprised of legislative changes pertinent to health care
- H. Additional members of the Board will be the elected Director from each KHA District:

1. Northwest
2. North Central
3. Northeast
4. Southwest
5. South Central
6. Southeast

Section 5.3: Qualifications

Only active members in good standing and employed in a risk or quality role shall be eligible to hold office or serve on the KARQM Board.

Section 5.4: Nomination and Election

Nominations for the offices of President-Elect, Vice-President, Secretary and Treasurer (and for President, should the office of President-Elect become vacant), shall be facilitated by the immediate past president. The immediate past president may confer a nominating committee as needed and shall contact prospective candidates, solicit their agreement to be nominated for a specific office, and prepare a nominating slate. Nominations from the floor shall be accepted. Nominations for officers shall be presented and voted on at the annual meeting.

Section 5.5: Term and Succession of Office

The officers of President, Past President and President Elect shall hold office for one year in each office. This is a transition position requiring three years of service. The officers of Treasurer, Vice President and Secretary shall hold office for two years. After serving in such office for one year, the President-Elect shall succeed to the office of President, without further action. The President shall succeed to the office of Past President. No officer of the KARQM Board may, at the same time, be a District Director of the KARQM Board.

Section 5.6: Duties of Officers

A. The President shall serve as a non-voting officer of the KARQM Board, and shall preside at all meetings of the KARQM Board and all meetings of members.

- 1) The President shall be a voting member only in the event of a tie.
- 2) The President shall appoint, with the approval of the KARQM Board ad hoc committees and chairpersons as needed to fulfill the duties of the organization.
- 3) The President shall be an ex-officio member of all committees, shall render an annual report to the members, and shall perform such other duties as the KARQM Board may determine.

B. The President-Elect shall serve as a voting officer of the KARQM Board and perform the duties pertaining to the office of the President during their absence or inability to act. Candidates for President-Elect shall preferably have served at least one year on the KARQM Board. The President-Elect shall coordinate the new member orientation, mentor program, and maintain a roster of KARQM membership.

C. The Vice-President shall serve as a voting officer of the KARQM Board:

1. Shall be responsible for organizing the continuing education activities,
2. Shall perform such other duties as the KARQM Board may determine.

D. The Secretary shall serve as a voting officer of the KARQM Board:

1. Shall prepare and keep a permanent record of the agendas and meetings of the organization and of the KARQM Board
2. Shall submit such records for approval at the following meeting of the respective group,
3. Shall carry on the official correspondence of the organization under the direction of the KARQM Board, shall prepare, and give notices of all meetings in the manner prescribed by these Bylaws, and shall perform such other duties as the KARQM Board may determine.

E. The Treasurer shall serve as a voting officer of the KARQM Board:

1. Have charge of all funds belonging to the organization,
2. Shall maintain the financial record keeping for the KARQM treasury,
3. Shall maintain an account record of the dues received,
4. Shall assure collection of any assessment adopted by the membership,
5. Shall provide financial reports as requested by the President,
6. Shall present a report at each regular meeting of the KARQM Board,
7. Shall present an annual financial report at the annual meeting of the members,
8. Shall file corporate status forms,
9. Shall file any necessary state or federal tax forms and
10. Shall perform such other duties as the KARQM Board may determine.

F. The immediate Past President shall serve as a voting officer of the KARQM Board:

1. Shall facilitate the nominations of open positions,
2. Shall facilitate compliance with KARQM bylaws for the organization and coordinate requests for bylaw revisions, and
3. Shall perform such other duties as the KARQM Board may determine.

G. The District Directors shall serve as a voting member on the KARQM Board, as advisors to the Officers:

1. Shall facilitate regular interaction with quality and risk managers in their representative district,
2. Be appointed to a committee at the beginning of each year, and
3. Shall perform such other duties as the KARQM Board may determine.

Section 5.7: Vacancies

Any officer or district director may at any time resign by giving written notice of such resignation to the President of the organization to be effective upon receipt or at a later time stated. Resignation of the President shall be submitted to the immediate past

president and president elect. Any officer or director may be removed from office by the affirmative vote of two-thirds of the votes received from a quorum of the active and associate members. Vacancies created by the death, resignation, or incapacity of any officer or director shall be filled by action of the KARQM Board. Changes in an officer or director's employment role to one other than a risk or quality position will be evaluated for continuation on the KARQM Board on a case-by-case basis by the KARQM Board.

Section 5.8: Voting/Meetings

- A. Voting: Voting may occur by persons in assembly, or by other mechanisms approved by the KARQM Board.
- B. Regular Meetings: Regular meetings of the KARQM Board shall be held at such time, place and manner as the Board may prescribe at which any business of the organization, within the power of the Board to transact, may be conducted. The KARQM Board shall meet not less than two (2) times a year.
- C. Special Meetings: Special meetings of the KARQM Board may be called by the President or shall be called by the President upon the written request of any four (4) members of the KARQM Board. A definite time, place and manner for the meeting shall be determined by the person or persons authorized to call such a special meeting.

Section 5.9: Notice of Meetings

Written notice stating the manner or place, day and hour of any meeting shall be given at least fifteen (15) days before the date of such meeting.

A waiver of notice in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member at any 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 on the grounds that the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any meeting of the KARQM Board need be specified in the notice or waiver of notice of such meeting, except as may otherwise specifically be provided by the Articles of Incorporation, by the Bylaws or by law.

Section 5.10: Quorum and Manner of Acting

A majority of the members of the KARQM Board then in office shall constitute a quorum of the Board.

Section 5.11: Meeting Media

Meetings may be conducted by the technology of preference, after determining that all the organization's KARQM Board have the media available and consent to the use of such media and that each officer may thereby hear the debate of the others. Meetings may not be held by e-mail; however, items requiring immediate attention may be voted

on electronically and all such actions shall be ratified at the next KARQM Board meeting.

Article VI COMMITTEES

Section 6.1: Appointments

The President shall appoint, with the approval of the KARQM Board, ad hoc committees and chairpersons as needed to fulfill the duties of the organization. The Chairperson shall have the privilege of appointing their own Committee members except as otherwise provided by these bylaws.

A representative of the Kansas Hospital Association shall be a non-voting member of all standing committees.

Section 6.2: Ad hoc Committees may include:

- A. The Finance Committee shall consist of the KARQM Board, with the President-Elect serving as chairperson. The Finance Committee shall be responsible for the allocation of resources and expenditures. An annual audit shall be performed at the direction of the Finance Committee prior to, and reported at, the annual meeting.
- B. Nominating Committee - The Chairperson shall be the immediate Past President. The committee shall prepare a ballot of nominees for each vacant position on the KARQM Board.
- C. Continuing Education Committee - shall be responsible for the planning, development and presentation of educational programs sponsored by this organization, including the program for the annual meeting. The Vice President will chair the continuing education activities. Program plans shall be submitted to the KARQM Board for approval. The Education Committee members may attend meetings of the KARQM Board in a non-voting capacity.

Section 6.3: Other Committees

Other committees not having and exercising the authority of the KARQM Board in the management of the organization may be designated by a resolution adopted by a majority of the members of the KARQM Board present at a meeting at which a quorum is present.

Section 6.4: Committee Qualifications and Business

- A. Any member in good standing shall be eligible for appointment as committees' members.
- B. A majority of any committee shall constitute a quorum and the act or vote of a majority of the committee members present at a meeting at which a quorum is present shall constitute the act or vote of the committee.

- C. Meetings may be conducted by the technology of preference, after determining that all of the committee members have the media available and consent to the use of such media and that each committee member may thereby hear the debate of the others. Meetings may not be held by e-mail; however, items requiring immediate attention may be voted on electronically and all such actions shall be ratified at the next committee meeting.
- D. Any committee chairman may resign at any time by giving written notice to the President of this organization to be effective immediately or at a later time stated therein. Any committee member may resign at any time by giving written notice to the chairperson of the committee who notifies the President. Appointments to fill vacancies occurring in the committees, including vacancies in any committee chairs, shall be made by the same procedure as the original appointment, whenever possible. Otherwise, such appointment shall be made by the President of this organization.

Article VII MISCELLANEOUS

Section 7.1: Dues

Initial dues of KARQM shall be established by the KARQM Board. Thereafter, any change in the dues structure shall be recommended by the KARQM Board and approved by the membership at the annual meeting.

Annual dues become due on January 1 of each year. Annual dues are delinquent if not paid by January 31 of each year. A member who allows their dues to become delinquent will be removed as a member of KARQM. Regardless of when dues are paid, membership is considered paid for same calendar year.

Section 7.2: A Non-Profit Organization Dissolution

This organization is organized under the General Not for Profit Organization Act of Kansas, and is organized for scientific and educational purposes, and no part of its net earnings shall inure to the benefit of any private member, director, officer or other individual. Upon the dissolution of the organization or the winding up of its affairs, the KARQM Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner. Any of such assets not so disposed of by the KARQM Board of Directors shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Section 7.3: Compensation

Members of the KARQM Board, and committee members shall serve without compensation. Nothing therein, however, shall prevent the reimbursement of reasonable expenses incurred in connection with KARQM Board meetings.

Section 7.4: Location

The location of the principal office of the organization shall be in the City of Topeka, County of Shawnee, State of Kansas.

Section 7.5: Fiscal Year

The fiscal year of the organization shall begin on the first day of January in each year and end on the thirty-first day of December in each year.

Section 7.6: Contracts, Checks and Depositories

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

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness shall be signed by such officer or officers, and all funds received shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the KARQM Board may select.

Section 7.7: Maintenance of Records

The organization shall keep correct and complete books and records of account. All books and records of the organization may be inspected by any active or lifetime member or any KARQM Board member for any proper purpose at any reasonable time. Meeting minutes, including treasurer's report, will be kept permanently with the secretary's records. Treasury supporting documents shall be kept for five (5) calendar years.

Section 7.8: Affiliation

The organization is affiliated with the Kansas Hospital Association.

Section 7.9: Methods of Communication

The following methods of communication to the general membership or the KARQM Board are acceptable:

- A. "In person" refers to handing a written document directly to an individual.
- B. "In writing" or "written" refers to any form of written communication, including electronic communication and notification via the KARQM Newsletter, the official publication of this organization.
- C. Virtual – communication including meetings may be held by means of a teleconference communication system or a video conference communication system, or any other similar electronic communication facility, that permits all members participating in such meeting to hear each other during the meeting. An individual member, who, through such communication system attends a meeting, shall be deemed to be personally present at that meeting.

D. Communication shall be considered “sent” or “delivered” when deposited in the United States mail, with the postage in full prepaid thereon, addressed to the member at the most recent address, or e-mailed to the member at the most recent email address as it appears on the records of the organization. It is the responsibility of the members to keep the organization informed of any changes in their addresses.

Article VIII AMENDMENT OF BYLAWS

Section 8.1: Power and Voting

The power to alter, amend or repeal Bylaws, or to adopt new Bylaws, shall be vested solely in the active members in good standing. The affirmative vote of two-thirds of the active members in good standing present at a meeting at which a quorum is present shall be sufficient to alter, amend or repeal any Bylaw or adopt any new Bylaw.

Section 8.2: Submission Procedure

A proposal for the alteration, amendment or repeal of Bylaws, or adoption of new Bylaws, may be initiated by the KARQM Board, or any active and lifetime member. The KARQM Board shall review each proposed Bylaw amendment and prepare it for submission with such technical changes and conforming amendments to the proposal or any existing Bylaws and explanatory comments or recommendations as the KARQM Board shall deem necessary or desirable. All proposed amendments relating to the affiliation of this organization and the Kansas Hospital Association shall be reviewed by the Kansas Hospital Association.

Section 8.3: Notice

Written or printed notice of a proposal for alteration, amendment or repeal of any Bylaw, or adoption of any new Bylaw, shall be sent to each member at least thirty (30) days prior to the meeting at which the proposal is to be submitted to the vote of the members.

Such notice shall include the text of any Bylaw which it is proposed to alter, amend or repeal, reflecting the proposed alteration or amendment, the text of any proposed new Bylaw, the comments and recommendations of the KARQM Board, if any, and a statement that the proposal will be submitted to a vote of active and lifetime members in good standing at the meeting to be held on the date specified in the notice.

Section 8.4: Effective Date

After due adoption by the active and lifetime members in good standing as provided in Section 8.1 of these Bylaws, each alteration, amendment or repeal of any Bylaw or adoption of any new Bylaw shall become effective upon receipt by this organization of such final signature of approval or at such later date as may be set forth in such alteration, amendment, repeal or adoption.

**Article IX
ADOPTION OF BYLAWS**

These Bylaws are adopted by the Kansas Association of Risk and Quality Management.

KARQM President	Date
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KARQM approval: 08/07/1991
Revised: 8/11/1995, 9/2000, 9/12/2002, 9/15/2005, 9/17/2007, 10/9/2008, 10/16/2014,
5/11/2017, 8/18/2022