

**BYLAWS
OF
NEBRASKA ASSOCIATION FOR HEALTHCARE
QUALITY, RISK AND SAFETY**

A Nebraska Nonprofit Corporation

**ARTICLE I
PURPOSE**

SECTION 1. Purpose. The Nebraska Association for Healthcare Quality, Risk and Safety, a Nebraska nonprofit corporation (the "Corporation") in the State of Nebraska, is a public benefit corporation. Its mission is to improve and enhance healthcare quality and to promote the development of professionals in healthcare. The purpose of this Corporation is to engage in activities which enhance and enrich healthcare quality and the professionals that influence healthcare quality, including but not limited to the following:

- (a) Conducting educational programs and activities to strengthen and develop healthcare risk management, performance improvement and patient safety as well as to promote professional development and ethics;
- (b) Providing a forum for the interchange of ideas involving healthcare risk management and performance improvement;
- (c) Developing professional relationships among members to facilitate free exchange of information and solution of mutual healthcare risk management and performance improvement topics;
- (d) Providing a forum for healthcare risk management and performance improvement issues and explaining the impact of these issues to other appropriate parties; and
- (e) Supporting research and publication by the membership.

SECTION 2. No Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 3. Restriction on Lobbying Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. This Corporation's restriction on lobbying activities is a prerequisite to retaining its tax exemption.

SECTION 4. Other Restrictions. Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended.

ARTICLE II POWERS

SECTION 1. General Powers. This Corporation shall have all of the powers given to and possessed by a Nebraska corporation under the Nebraska Nonprofit Corporation Act, as amended, required to carry out its purposes, and nothing in these Bylaws shall be construed as a renunciation of such powers; provided, however, that its powers, purposes and activities shall be limited to those of an organization described in Section 501(c)(6) of the Internal Revenue Code, as amended.

SECTION 2. Powers with Respect to Property. This Corporation may, buy, sell, mortgage, lease, hold or own real and personal property or hold property in trust for any of the purposes for which it is organized and for such purposes as may be incidental thereto. Further, this Corporation may receive gifts, bequests and devises and may acquire and take over, as a going concern or otherwise, any part of a business, assets or liabilities of any person, firm, association, private or municipal body politic.

ARTICLE III OFFICE

SECTION 1. Principal Office. The principal office of the Corporation shall be located inside the City of Omaha, County of Douglas. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

SECTION 2. Registered Office. The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV MEMBERS

SECTION 1. Classes of Members. The Corporation shall have one (1) class of members, and all members are encouraged to volunteer for Team membership, as defined later in these Bylaws.

SECTION 2. Qualifications. Membership in this Corporation shall be open to all individuals involved in healthcare risk management or performance improvement. In order to be admitted to membership, an eligible individual shall file with the Corporation an application for membership in such form as approved by the Board of Directors. Upon acceptance of the application and payment of an initiation fee, if any, and dues, the eligible individual shall become a member. The same application process applies to reinstatement of a previous member.

SECTION 3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing where the member is given an opportunity to appear and be heard. In addition the Board of Directors may, by a majority vote of those present at any meeting, terminate the membership of any member who becomes ineligible for membership.

The membership of the member shall automatically terminate, if the member is in default in the payment of dues for the period fixed in Article XIII of these Bylaws.

SECTION 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE V

MEETING OF MEMBERS

SECTION 1. Annual and Regular Meetings. There shall be an annual meeting of the members of the Corporation at such time and place as determined by the Board of Directors for the purpose of electing Directors and for such other matters as determined by the Board of Directors. The Corporation's members shall regularly meet at least on a quarterly basis. Regular meetings shall be set by the Board of Directors.

SECTION 2. Special Meeting. Special meetings of the membership may be called by the President, the Board of Directors, or at least one-tenth (1/10) of the members at such time and place as the President or the Board of Directors may prescribe and with at least one-third of the Board of Directors present at every meeting.

SECTION 3. Telephonic or Video Conference Meeting. Members may participate in a meeting by means of conferencing by telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at the meeting.

SECTION 4. Notice of Meetings. Whether electronic, written, printed or otherwise, notices stating the place, day, hour and format of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days before the date of the meeting by or at the direction of the President, or the Recording Secretary, or the officer or persons calling the meeting, to each member of record.

Notice shall be deemed to be delivered when deposited in the mail if sent by mail or when transmitted to the member at his or her address or phone, electronic or otherwise, as it

appears on the records of the Corporation. The burden is on that member to supply current functional mailing information, electronic or otherwise.

SECTION 5. Action by Members without a meeting. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a Consent in writing, including electronically transmitted Consent, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the members existing at the time of the action. If the consent of eighty percent of the members is obtained, the Membership Secretary shall provide written notice of the action taken by consent to the members who did not approve the Consent. Action taken by Consent shall be effective ten (10) days after written notice is provided.

SECTION 6. Quorum. One-tenth (1/10) of the members, which must also include at least 1/3 of the Board, shall constitute a quorum at such a meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE VI

VOTING OF THE MEMBERSHIP

SECTION 1. Terms defined. For purposes of these Bylaws, the following terms shall have the meanings hereinafter assigned:

(a) "Vote" generally refers to any matter, including but not limited to resolutions of the Corporation and elections of members of the Board of Directors, that is required by law or under the Corporation's Bylaws or Articles to be decided by the Corporation's membership, or that the Board of Directors determines should be decided by the Corporation's membership, at an annual meeting, regular meeting, or special meeting at which a Quorum of members are deemed present;

(b) "Electronic Vote" refers to a Vote that is conducted through electronic means in a manner designated by the Board of Directors, so long as a Member's Electronic Vote may be submitted at any time during a period of not less than six hours throughout which the Electronic Vote is open;

(c) "Mail Vote" refers to a Vote that is conducted through standard U.S. mail in a manner determined by the Board of Directors;

(d) "Member's Vote" refers to a Member's expressed choice or preference for a measure or resolution put to the Corporation's membership for a Vote, conveyed either in person or by proxy;

(e) "Member's Electronic Vote" means a Member's expressed choice or preference for a measure or resolution put to the Corporation's membership that is submitted electronically, if requested by the Corporation's Board of Directors;

(f) "Proxy" means a Member's Vote or Member's Electronic Vote that has been submitted in advance of the Meeting during which the Vote or Electronic Vote is scheduled to occur, and may be executed in writing or electronically, in a form as approved by the Board of Directors;

(g) "Meeting" means a gathering of the Corporation's membership at a prearranged time, by annual meeting, regular meeting, special meeting or otherwise; provided however, that the term "Meeting" encompasses any Electronic Vote for which the number of Members' Electronic Votes submitted satisfy the Quorum requirements, as defined above;

SECTION 2. Voting. Each member shall be entitled to one vote on each matter submitted to a Vote or Electronic Vote of the members. If the Board of Directors submits any matter to a Vote, a Member's Vote may be cast in person or by proxy, but not both. If the Board of Directors submits any matter to an Electronic Vote, a Member's Electronic Vote may be cast electronically during the allotted time or be proxy, but not both.

SECTION 3. Proxies. At any Meeting of members, a member may be allowed to vote by Proxy. No Proxy shall be effective if submitted after a Vote has been taken, or after the deadline determined by the Board of Directors for an Electronic Vote or Mail Vote. No Proxy shall be valid after one (1) month from the date of its execution unless otherwise provided in the Proxy.

SECTION 4. Manner of Acting of the Members. Unless a greater proportion is required by law or by these Bylaws, a majority of the votes cast on a matter to be voted upon by the members present at a Meeting shall be necessary for the adoption; provided however, that the Quorum requirements of Article V, Section 6 are met. Unless required by law, or provided elsewhere in these Bylaws, a majority of the vote will be calculated by the number of affirmative ballots returned with a vote on the issue thereon. Ballots will be held by the Recording Secretary for a period of three (3) years.

ARTICLE VII

BOARD OF DIRECTORS (EXECUTIVE BOARD)

SECTION 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members in good standing of the Corporation. Directors shall develop and maintain a Strategic Plan consisting of short and long term goals for the Corporation.

SECTION 2. Number. The number of directors of the Corporation shall be nine (9), and shall consist of the President, President-elect, Immediate Past President, Recording Secretary, Membership Secretary, Treasurer, Historian, Chairperson of the Nominating Team and Chairperson of the Bylaws Team. The President shall act as Chairperson of the Board of Directors.

SECTION 3. Term of Office. The President, President-elect and Immediate Past President, shall serve for a term of one (1) year. The Recording Secretary, Membership Secretary, Treasurer, Historian, Chairperson of the Nominating Team and Chairperson of the Bylaws Team shall serve for a term of two (2) years. All terms shall be for the period of time between annual meetings and shall expire at the conclusion of the appropriate annual meeting held during the Director's term. A member of the Board may not serve in more than one position of the Board of Directors concurrently, but may serve an unlimited number of terms, consecutive or otherwise.

SECTION 4. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors, except for a vacancy in the office of President or President-elect which latter must be filled by a vote of the members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 5. Tie Vote. A tie vote for any office shall be resolved with a drawing of names by the Chairperson of the Nominating Team. This name shall be declared the winner.

SECTION 6. Compensation. Directors shall not receive any stated salaries for their services. Directors serving the Corporation in other capacity may receive compensation.

SECTION 7. Removal. The Board of Directors or the members may, by a majority vote, remove any director, with or without cause. A vacancy created due to the removal of the director shall be filled in accordance with Sections 3 and 4 of these Article, with such newly elected director to serve for the unexpired term of the predecessor in office.

ARTICLE VIII

MEETINGS OF BOARD OF DIRECTORS

SECTION 1. Annual Meeting. An annual meeting of the Board of Directors must be held in the first calendar quarter of each year, and may be held in conjunction with the annual membership meeting.

SECTION 2. Special Meetings. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the President or Recording Secretary or any two (2) or more directors.

SECTION 3. Telephonic or Video Conference Meeting. The Board of Directors may participate in a meeting by means of conferencing by telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at the meeting.

SECTION 4. Notice of Meeting. Notice of the time, place and format of the annual meeting or any special meetings of the Board of Directors shall be given by the President or by the person or persons calling the meeting, by mail, regular or electronic, telephone or other means, at least three (3) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose for the meeting of the Board of Directors need be specified in the notice of any annual or special or any waiver of notice of such meeting. However, notice of a special meeting must contain a brief description of the matter or matters for which such special meeting was called. Any director may execute a waiver of notice either before or after any meeting, and in that event no notice need be given such director.

SECTION 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 6. Manner of Acting. The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. An act of the Board of Directors shall be the act of the Corporation, except that the following acts may not be decided solely by the Board of Directors, but must be submitted to a Vote of the members of the Corporation:

- (a) Amendments to the Bylaws, as provided by Article XVII of these Bylaws;
- (b) Amendments to the Corporation's Articles of Incorporation, as provided in the Articles;
- (c) Any expenditures of the Corporation exceeding \$2,500;
- (d) Other acts or resolutions that may be submitted to a Vote of the members of the Corporation at the discretion of the Board of Directors.

SECTION 7. Action by Directors Without Meeting. Any corporate action required or permitted by the Articles of Incorporation or Bylaws or by the law of the State of Nebraska, to be taken at a meeting of the directors of the Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

SECTION 8. Invited to Attend. The Bylaws Team Chairperson, Communications Team Leader and Newsletter Editor, as defined later in these Bylaws, are invited and encouraged to attend meetings of the Board of Directors for communication purposes.

ARTICLE IX

OFFICERS

SECTION 1. Eligibility. Only active members of the Corporation in good standing who have demonstrated active participation in the Corporation and are in compliance with all provisions of the Bylaws shall be eligible for elective office in the Corporation.

SECTION 2. Officers. The officers of the Corporation shall be the President, President-elect, Recording Secretary, Membership Secretary and Treasurer.

SECTION 3. Election and Term. The President-elect shall be elected by the active membership of the Corporation for a term of office of one (1) year. The President-elect shall take office as President for a one-year term of office at the end of the one-year term as President-elect. The Recording Secretary, Membership Secretary and Treasurer serve two-year (2) terms and will be elected in odd numbered years. The Historian, Chairperson of the Nominating Team and Chairperson of the Bylaws Team serve two-year (2) terms and will be elected in even numbered years.

SECTION 4. Duties.

- (a) The President of the Corporation shall act as Chairperson of the Board of Directors and shall preside at all meetings of the Corporation and Board of Directors. The President shall serve as an ex officio member of all teams except the Nominating Team. The President shall, in general, supervise and control the business and affairs of the Corporation. The President may sign contracts or other instruments which the Board of Directors or membership has authorized to be executed.
- (b) The President must be a member of the American Society for Healthcare Risk Management (“ASHRM”) and the National Association for Healthcare Quality (“NAHQ”) and shall remain a member in good standing of both organizations while serving as President. If the President is not willing to pay for membership and is not reimbursed in any way by any other entity, the membership dues for either or both ASHRM or NAHQ may be paid by the Corporation. The President must submit a formal request for such payment or payments 45 days before taking office as President. Any formal request for payment of said dues must be approved by a majority vote of the Board. If the Board does not elect to pay said dues and the President is not willing to pay them, the President may be removed from office by a majority vote of the Board.
- (c) The President and President-elect, or their designee, shall represent the Corporation on the Leadership Council at the National Convention of the National Association for Healthcare Quality.

- (d) The President-elect shall be, or shall become, a member of ASHRM and/or NAHQ and shall remain a member in good standing of one or both organizations while serving as President-elect. If the President-elect is not willing to pay for membership, and is not reimbursed in any way by any other entity, the membership dues for either ASHRM or NAHQ may be paid by the Corporation. The President-elect must submit a formal request for such payment or payments 45 days before taking office as President-elect. Any formal request for payment of said dues must be approved by a majority vote of the Board. If the Board does not elect to pay said dues and the President-elect is not willing to pay them, the President-elect may be removed from office by a majority vote of the Board.
- (e) The Immediate Past President shall perform the duties of the office of the President whenever the President is unable to do so. If the Immediate Past President is unable or unavailable, the President-elect will perform the duties of the office of President.
- (f) The Recording Secretary shall be a member of the Communications Team, shall record all meeting minutes and prepare all correspondence and meeting packets.
- (g) The Membership Secretary shall keep a current record of names and addresses of all the members, shall submit dues and a membership list to the Treasurer, shall serve as the team leader of the Membership Team, shall be the contact point for all membership information, and shall publish the roster and/or directory annually.
- (h) The Treasurer shall maintain the bank account, collect dues, pay bills, and prepare a financial report at each meeting and an annual report.
- (i) The Historian shall keep a permanent record of the history and development of the organization and maintain copies of educational material presented at NAHQRS meetings as directed by the Board of Directors; shall initiate the NAHQRS award process annually; shall obtain a declaration of the Nebraska Quality Week from the Governor's office as directed by the Board of Directors; and shall be a member of the Legislative Team.

SECTION 5. Reports. The President and Treasurer shall submit a report, in writing, to the Board of Directors and membership at least annually.

SECTION 6. Vacancies. If the office of President becomes vacant, the President-elect shall immediately accede to the presidency for the duration of the unexpired term and shall continue to serve as President for the subsequent term.

If the office of President-elect becomes vacant, a President and a President-elect shall be elected at the next regular election of the Corporation in accordance with these Bylaws.

If both the President and President-elect shall become unable to perform the duties of their office, the Board of Directors shall appoint, from the membership of the Board of Directors, a president pro tempore to serve for the remaining portion of the unexpired term of office. At the next regular election of the Corporation, a President and a President-elect shall be elected in accordance with the provisions of these Bylaws.

A vacancy in any other office shall be filled by the Board of Directors for the unexpired term within 30 days.

SECTION 7. Forfeiture of and Removal from Office. Any officer shall automatically forfeit his or her office if he or she loses eligibility for membership or fails to fulfill the duties of his or her office, or may be removed from office as explained in Article VI, Section 7 of these Bylaws.

ARTICLE X **TEAMS**

SECTION 1. Teams of the Board of Directors. For the purpose of these Bylaws and operation of the Corporation, entities otherwise known as "Committees" will be referred to as "Teams."

Besides those teams described in Sections 2 and 8 of this Article IX, the Board of Directors may, at its discretion, by resolution adopted by a majority of the authorized number of Directors, designate one or more teams, each of which shall be composed of two (2) or more Directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more Directors as alternate members of the team. The Board of Directors may delegate to any such team, to the extent provided in such resolution, any of the Board of Directors' powers and authority in the management of the Corporation's business and affairs, except with respect to:

- (a) Amending, altering, or repealing the Bylaws;
- (b) Electing, appointing or removing any member of any such team or any director or officer of the Corporation;
- (c) Amending the Articles of Incorporation;
- (d) Adopting a plan of merger or adopting a plan of consolidation with another corporation;

- (e) Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (f) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;
- (g) Adopting a plan for the distribution of assets of the Corporation;
- (h) Amending, altering, or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such team.

The designation and appointment of such team and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

The Board of Directors may prescribe appropriate rules, not inconsistent with these Bylaws, by which proceedings of any such team shall be conducted. The provisions of these Bylaws relating to the calling of meetings of the Board of Directors, notice of meetings of the Board of Directors, and waiver consents to Board of Directors meetings and approval of minutes, action by the Board of Directors by consent in writing without a meeting, the place of holding such meetings, the quorum for such meeting, the vote required at such meetings, and the withdrawal of Directors after commencement of a meeting shall apply to teams of the Board of Directors and action by such teams. In addition, any member of a team designated by the Board of Directors as the Chairman or as Secretary of the team or any two (2) members of a team may call meetings of the team. Regular meetings of any team may be held without notice if the time and place of such meetings are fixed by the Board of Directors or the team.

SECTION 2. Other Teams. Other teams not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such team shall be members of the Corporation, and the Board of Directors shall appoint the members thereof. Any member thereof may be removed whenever in the Board of Directors' judgment the best interests of the Corporation shall be served by such removal.

SECTION 3. Term of Office. Each member of a team shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the team shall be sooner terminated, or unless such member be removed from such team, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Chairperson. One member of each team shall be appointed chairperson by the Board of Directors and shall be responsible for assembling their individual teams.

SECTION 5. Vacancies. Vacancies in the membership of any team may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a team, a majority of the whole team shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the team.

SECTION 7. Rules. Each team may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 8. Standing Teams. Standing Teams shall be a Nominating Team, Membership Team, Bylaws Team, Education Team, Legislative Team and Communication Team. The composition and duties of such teams are as follows:

A. Nominating Team

1. Composition. The Nominating Team shall be composed of three (3) active members elected for one-year terms and the elected Chairperson of the Nominating Team.
2. Duties. A general call shall be made at the third quarter meeting by the Chairperson of the Nominating Team requesting suggested nominees for the office of President-elect, Recording Secretary, Membership Secretary, Treasurer, Historian, Chairperson of the Bylaws Team and Chairperson for the Nominating Team as well as the Nominating Team (3), as appropriate. A list containing names of all eligible, suggested nominees along with their title and place of employment shall be developed by the Nominating team. The Nominating Team shall determine the following slates:
 - a. President-elect, Recording Secretary, Membership Secretary, Treasurer, Historian, Chairperson of the Nominating Team and Chairperson of the Bylaws Team - A slate consisting of two (2) candidates for each vacant seat is recommended.
 - b. Nominating Team - A slate consisting of six (6) candidates is recommended.
 - c. Other positions to be filled - A slate consisting of the appropriate candidates is recommended.

The Nominating Team shall review the slate of Nominees and assure that those individuals have no conflict of interest and are in compliance with the interest and/or policies of the Corporation. Any issues of conflict of interest will be addressed and resolved prior to finalization of the ballot. The final ballot shall provide space for write-in candidates. Results of voting will be reported to the membership at its annual meeting.

B. Membership Team

1. Composition. The Membership Team shall be composed of two (2) active members appointed by the Board of Directors for a one-year term of office, and the elected Membership Secretary, who will serve as chairperson.
2. Duties. The Membership Team shall meet at least semi-annually and shall perform the following duties:
 - a. Communicate and recruit prospective members;
 - b. Receive and process applications;
 - c. Maintain current and accurate membership rosters; and
 - d. Submit a report at the annual meeting of members including a current membership roster or directory.

C. Bylaws Team

1. Composition. The Bylaws Team shall be composed of the elected Chairperson of the Bylaws Team and three (3) active members appointed for a two-year term of office by the Board of Directors.
2. Duties. The Bylaws Team shall meet at least annually and shall perform the following duties:
 - a. Develop and gain approval of revisions to the Bylaws as the need arises;
 - b. Serve as a resource in interpretation of the Bylaws; and
 - c. Complete an annual review of the Bylaws and make recommendations regarding any changes thereto.

D. Education Team

1. Composition. The Education Team shall be composed of four (4) active members appointed for a two-year term of office by the Board of Directors, and the Immediate Past President will serve as Chairperson.
2. Duties. The Education Team shall meet at least semi-annually and shall perform the following duties:
 - a. Plan, coordinate and evaluate the educational program for all regular and annual meetings, including development of goals and objectives and evaluations;

- b. Conduct an annual needs assessment of the membership;
- c. Coordinate with the Recording Secretary to notify members of upcoming programs; and
- d. Facilitate record keeping as required.

E. Legislative Team

1. Composition. The Legislative Team shall be composed of four (4) active members appointed for a two-year term of office by the Board of Directors, and the Historian will serve as Chairperson.
2. Duties. The Legislative Team shall meet at least semi-annually and shall perform the following duties:
 - a. Assess local, state and national legislative issues that pertain to healthcare quality, risk management and patient safety; and
 - b. Report back to the members at least semi-annually on legislation and legislative activity.

F. Communication Team

1. Composition. The Communication Team shall be composed of a Team Leader appointed by the President, the Newsletter Editor, and the Recording Secretary.
2. Duties. The Communication Team shall meet at least semi-annually and shall perform the following duties:
 - a. Propose new sections of the newsletter, solicit and edit articles, solicit advertising, decide upon layout design, set publication deadlines and send reminders to authors of sections,
 - b. Maintain the website, including but not limited to, the electronic list serve and current officer contact information, and
 - c. Updates and meeting communication technology, such as two-way interactive video (TWIV).

ARTICLE XI
CONTRACTS, LOANS, CHECKS, DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize the President of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Annual review of finances shall be made by an independent third party, as appointed by the Board of Directors. A written report will be requested by the Board.

SECTION 3. Deposits. All funds of the Corporation shall be deposited within fifteen (15) days of receipt to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest or devise for the general purposes or for any special purposes of the Corporation. Final disposition of donated funds will be subject to approval by the Board of Directors.

SECTION 5. Loans Prohibited. No loans shall be made by the Corporation to any officer, director or member.

ARTICLE XII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of all accounts, and shall also keep minutes of the proceedings of its members, Board of Directors, and teams having any of the authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII
FISCAL YEAR

The Corporation's fiscal year shall be a calendar year beginning January 1st of each year and ending on December 31st of each year.

ARTICLE XIV
DUES

SECTION 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable to the Corporation by its members.

SECTION 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year, or upon acceptance of a new member between January and May 31st. Dues for a new member on or after June 1st of each year shall be one-half (1/2) of a regular membership. Dues shall not be refundable.

SECTION 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of thirty (30) days from the beginning of the fiscal year or period for which such dues became payable, his or her membership shall thereupon terminate as provide in Article IV of these Bylaws.

ARTICLE XV
SEAL

The Board of Directors may provide for a corporate seal, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

ARTICLE XVI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of the members present and voting at any regular meeting of the Corporation or by mail ballot. Amendments to the Bylaws may be proposed by the Board of Directors, or by petition of at least five (5) active members of the Corporation in good standing. Amendments proposed by petition of the active members shall be filed with the President at least 30 days prior to the meeting at which they are to be considered. Notice of proposed amendments shall be not less than 30 days in advance of the meeting as calculated by the postmark date as sent by regular mail or the date sent by electronic mail to the last known email address. Notice of proposed amendments to be voted on by mail ballot, electronic or otherwise, shall be sent to all members at least 30 days in advance of the required return day. Amendments to the Bylaws shall become effective upon approval by the membership.

ARTICLE XVIII
CONDUCT OF MEETINGS

The meetings of the members and Board of Directors shall be governed in a manner consistent with good business practice, decorum and essential fairness.

ARTICLE XIX
CONFLICT OF INTEREST

SECTION 1. General. The officers and directors of the Corporation shall comply with all conflict of interest policies of the Corporation. The officers and directors shall exercise the utmost good faith in all transactions relating to their duties in the Corporation. In their dealings with and on behalf of the Corporation, they shall be held to a strict standard of honest and fair dealing with and for the Corporation. They shall not use their position, or knowledge gained therefrom so that a conflict might arise between the Corporation's interest and that of the individual. All acts of officers and directors shall be for the benefit of the Corporation in any dealing that may affect the Corporation adversely. The officers and directors shall not accept any favor that might influence their actions on corporate matters. During their term in office, officers and directors shall promptly make full disclosure to the Corporation of any existing or new employment, activity, investment or other interest that might involve obligations that might adversely compete with or be in conflict with , the interest of the Corporation.

SECTION 2. Disclosure of Conflict of Interest. Each proposed officer, director or nominee shall complete the conflict of interest form as provided by the Nominating Team and must be approved by the Nominating Team before nomination to office, or before appointment to fill a vacancy in office.

Appeals of adverse decisions of the Nominating Team shall be made directly to the Board of Directors. The decision of the Board of Directors shall be final.

Approved _____
Date 8/27/08



President