

**BYLAWS
OF
MICHIGAN CRITICAL ACCESS HOSPITAL QUALITY NETWORK**

ARTICLE I

Corporation

NAME. The name of the Corporation is Michigan Critical Access Hospital Quality Network (MICAHQN).

OFFICE: The Corporation shall have its principal place of business in East Lansing, Michigan, Ingham County. The corporation may have such other offices, within the State of Michigan as the Executive Committee may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

Membership

SECTION 1. Membership Categories.

- A. Network Member: The Network shall be an incorporated group of eligible entities or organizations, which shall serve as Network Members. Eligible entities are limited to each federally designated Michigan Critical Access Hospitals. Each Michigan Critical Access Hospital shall be considered one Network Member, irrespective of ownership or other network affiliation.
- B. Special Member: Michigan Center for Rural Health (MCRH) will provide on-going consultation, management and advisory support for the Michigan Critical Access Hospital Quality Network. The MICAHQN Executive Committee shall determine additional special members to provide support to the MICAHQN as needed. Special Membership will be reviewed on an annual basis by the Executive Committee.
- C. Advisory Member: Designated entities who serve as consultants but have no voting rights or meeting requirements. These members would be invited to attend regular meetings and be a part of projects as requested by the 'full membership'.
- D. Affiliate Member: Eligible entities are limited to Rural and Non Rural hospitals that have a demonstrated purpose to participate in and are committed to the MICAHQN quality process, supporting collection and sharing of quality data, development and testing of relevant rural healthcare measures, and are willing to share in best practice exchanges. Affiliate Members are not eligible to hold officer positions or vote.

SECTION 2. Admission of Subsequent Members. Members may be admitted to the Network upon a determination by the existing membership that such Member's admission will enhance the purpose of the network and upon the vote of a majority of the existing membership.

SECTION 3. Removal of Members. Removal of any Member may be done only for cause, and upon an 80% vote of the membership exclusive of the vote of the Member who is the subject of the vote. The membership shall establish the basis for cause for removal of a Member, which shall include, but not limited to, failure to conform to any policies or procedures adopted by the membership.

ARTICLE III

Member Representation

SECTION 1. Member Representation. Each Member shall appoint one representative who shall be authorized to exercise the voting rights of that Member. Such representative shall be entitled to one vote on each matter submitted to a vote of the membership of the Network. Subject to the membership's right to remove a Member pursuant to Section 3 of Article II, the term of office of a Member Representative shall be at the discretion of the Member appointing its representative.

SECTION 2. Removal of Member Representative. The Member appointing such representative may remove a Member Representative, with or without cause. In addition, the Network Membership may, by 80% vote, remove any Member Representative whose actions are found by the membership to be disruptive to the ongoing functions of the Network. The Member who originally appointed the Member Representative shall appoint a replacement. In order to remaining in good standing, each member is expected to participate in one strategy group.

SECTION 3. Vote. Each Network Member shall be entitled to one (1) vote. If unable to attend any meeting of the Network (annual, regular or special), a Member Representative may send in his or her place another individual to represent the Member at such meeting and may give such individual his or her written or email proxy to vote on any and all matters at such meeting. A member may also vote by e-mail or by giving written proxy to another member representative for presentation.

ARTICLE IV

Meetings

SECTION 1. Network Meetings:

- A. Annual Meeting. The annual meeting of the Network Membership shall be in any one of the months of October, November, or December of each year. The annual meeting will be for election of officers, annual review of Bylaws and agenda items to include any strategic planning needs that might have been identified during the last year along with a Network Financial report.
- B. Regular Meetings. Regular meetings of the Member Representatives shall be held on a schedule determined by the Member Representatives, no less than three (3) times each calendar year. In the unlikely event that a regular meeting

is cancelled, the Executive Committee will determine if a make-up meeting is needed.

- C. Special Meetings. Special meetings of the Network Members may be called by or at the request of the President of the Executive Committee or a majority of the Member Representatives. Special meetings must be preceded with notice in advance by as much as possible of the date, time and place of the meeting.

SECTION 2. Attendance. One hundred percent attendance is strongly encouraged by a Network Member to meetings of the Network (annual, regular, or special) is required to maintain Network membership. Greater than 50% attendance to assigned Network committee meetings is also required to maintain good standing. Member Representatives can participate in a regular or special meeting, or conduct the meeting through the use of any means of communication by which all Member Representatives participating may simultaneously hear each other during the meeting. A Member Representative participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 3. Quorum. A quorum of the Member Representatives consists of a majority defined as 50% plus one of the Member Representatives immediately before the meeting begins. The meeting can be held without quorum but no votes will be taken.

SECTION 4. Manner of Acting. While the Network always seeks to obtain a consensus prior to taking action, a majority vote of the members present is considered binding on all members except in situations specifically described elsewhere in these Bylaws.

SECTION 5. Action Without A Meeting. Action may be taken without a meeting if all Member Representatives participate in the action. Requests for action without a meeting must be done in writing and approved by the Executive Committee. Voting may be conducted orally (i.e. telephone), through electronic mail, or in written form (i.e. letter, fax) with a record of action taken filed with the Network records. Action taken under this section is effective when the last Member Representative votes, unless a different effective date is specified.

ARTICLE V

Compensation

In no event shall the Network pay any compensation or other remuneration to any Member or Member Representative. Funds procured on behalf of and for the benefit of the Network will be managed by the Executive Committee and expenses approved by the Executive Committee.

ARTICLE VI

Officers

SECTION 1. Officers. Officers of the Network will be a President, Vice President, Secretary, and Treasurer, voted in by a majority of the membership at the Annual Meeting. Terms will be two-years. Elections will be held at the Annual Meeting every two years.

SECTION 2. Duties of Officers:

- A. President: The President shall preside at all meetings of the Network and Executive Committee and all other meetings including the Annual Meeting; shall perform all duties normally incident to the office; shall ensure the Network has adequate information needed to fulfill its role and responsibilities; and shall report to the members concerning the affairs of the Network at the Annual Meeting.
- B. Vice-President: The Vice President shall, in the absence or disability of the president, perform all acts pertaining to the Office of President and shall perform all other duties normally incident to the office. Upon expiration of the original term, the Vice President shall assume the office of President.
- C. Secretary: The Secretary, in conjunction with the Michigan Center for Rural Health member, shall be the custodian of the books and records of the Network; shall be responsible for the giving of all notices of meetings in accordance with the bylaws; shall keep minutes of all meetings of the Board and the Executive Committee; and shall perform all other duties normally incident to the office.
- D. Treasurer: The Treasurer shall be the financial officer of the Network; shall have charge and custody of, and be responsible for, all funds of the Network, and the books and records relating to the same, shall supervise the deposit of all such funds in the name of the Network in depositories selected by the Network; shall render to the President and Membership an account at each regular meeting of all transactions and of the financial condition of the Network; shall, if required to do so by the Network, furnish bond in such form and amount and to cover such risks as the Executive Committee may determine; and shall perform all other duties incident to the office. At the Annual Meeting of members, the Treasurer shall report to the members about the state of the Network's finances.

ARTICLE VII

Committees

SECTION 1. Executive Committee. The Network shall have an Executive Committee, which shall be composed of the officers of the network, strategy group leaders, and up to five additional Member Representatives elected by the network membership. In addition, the Executive Committee shall have one member who serves in an advisory position who advises on the larger healthcare environment including national and state quality policy. This committee will be responsible for developing an annual work plan.

Members of the Executive Committee shall be authorized to sign documents as may be required for the ongoing functions of the Network and shall perform other duties as may be prescribed by the Member Representatives from time to time.

SECTION 2. Other Committees. The Member Representatives may create one or more committees in addition to the Executive Committee and may appoint individuals to serve on them. Each committee shall have two (2) or more Members who serve at the pleasure of the Member Representatives.

Any committee, including the Executive Committee, may not adopt, amend, or repeal these Bylaws or any other policies or procedures approved by the Member Representatives. Provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the membership and resignation and removal of Members or the Member Representatives, apply to all committees of the Network and their Members as well.

ARTICLE VIII

Notice of Annual Meeting and By-Law Changes

30 days' notice of annual meeting and by-laws may be oral or written. Notice may be communicated in person, by telephone, electronic mail, or other form of wire or wireless communication; or by mail or private carrier.

Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received,
- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt required, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first-class, registered or certified postage affixed;
- (5) Five (5) days after it is transmitted via electronic mail, as evidenced by records of the sending communications server, if mailed correctly addressed to a tested electronic address;
- (6) On the date and time shown on the return receipt of electronic mail, if sent by return receipt requested, and is evidenced by the records of the sending communications server.

Written notice is correctly addressed, either US Mail or electronic, to a Member if addressed to the Member's address shown in the Network's current list of the Members. Oral notice is effective when communicated if communicated in a comprehensible manner. Oral notices shall be documented, including response to notice, and filed with Network records.

ARTICLE IX

Waiver of Notice, Assent to Actions

SECTION 1. Receipt of Waiver. A Member or a Member Representative may waive any notice required by these Bylaws, before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, be signed by the Member Representative and delivered to the Executive Committee for inclusion in the minutes or filing with the Network records.

SECTION 2. A Member Representative's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Member Representative at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. An individual who is present at a meeting of the Member Representatives or a committee of the Network when action is taken is deemed to have assented to the action taken unless: (1) he/she objects at the beginning of the meeting, or promptly upon his/her arrival, to holding it or transacting business at the meeting; (2) his/her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Executive Committee immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a Member Representative who votes in favor of the action taken.

ARTICLE XI

Program Year

The Program year of the Network shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by action after notification and majority vote of the Member Representatives.

ARTICLE XIII

Approvals

These Bylaws shall be approved by the Membership of the Network.

Adopted: 10/03
Revised: 11/06
Revised: 08/07
Reviewed 02/10
Revised: 02/12
Revised: 08/15