

Kansas Perinatal Quality Collaborative

BYLAWS

Draft Submitted October 19, 2018 to be considered by the membership on November 16, 2018.

ARTICLE I

Name of Organization

Section I. This organization shall be known as the Kansas Perinatal Quality Collaborative or KPQC.

ARTICLE II

Purpose

Section I. Vision and Mission

1.1 Vision: Kansas is the best place to be born and to be a mother

1.2 Mission: To improve Kansas' maternal and infant health outcomes by assuring quality perinatal care using data-driven, evidence-based practice, and quality improvement processes

ARTICLE III

General Membership

Section I. Make up and Responsibilities

1.1 KPQC members volunteer for general membership.

1.2 The KPQC general membership shall consist of individuals who are committed to the KPQC mission of improving maternal and infant health outcomes.

1.3 The KPQC general membership shall make recommendations to the Nominating Committee and shall elect officers during annual elections of the Executive Committee.

ARTICLE IV

Executive Committee

Section I. Roles and Responsibilities

1.1 The KPQC Executive Committee's role is to manage the KPQC and its activities. It shall act on the collaborative's behalf between KPQC general meetings and shall serve as the primary leadership of the KPQC. The KPQC Executive Committee's officers will meet before each KPQC general meeting. Special meetings of the Executive Committee may be called by the Chairperson with written notice. The KPQC Executive Committee's responsibilities shall manage two areas of the KPQC: membership and governance. This includes:

1.2 Membership

A. Convene a nominating committee for offices and positions of leadership in the KPQC.

- B. Solicit individuals from the maternal child health community for general membership in the KPQC and actively fill vacancies resulting from turnover in positions deemed to be key advisors by the Executive Committee
- C. Evaluate existing Executive Committee officers/members at the end of their term and make a recommendation for reappointment.
- D. Conduct orientation for new KPQC Executive Committee officers/members.

1.3 Governance

- A. Maintain the KPQC bylaws.
- B. Set the agendas for the KPQC meetings.
- C. Introduce and launch new quality improvement initiatives
- D. Appoint the committee leads for quality improvement initiatives.
- E. Strategize for funding of the KPQC activities.
- F. Assure that funder contract deliverables include the completion of KPQC staff duties such as
 - a. Hiring and supervision of a Coordinator
 - b. Maintenance of the KPQC roster
 - c. Maintenance of the KPQC website
 - d. Continuous communication with the KPQC membership
 - e. Compiling the annual report
 - f. Maintenance of data infrastructure
- G. KPQC Executive Committee officers will declare any conflict to the best interests of the KPQC be it potential or actual. If a conflict of interest exists, that member would appropriately modify participation based on the recommendation of the Chairperson including voting abstention.

Section II. Officers and Terms

2.1 The Executive Committee officers shall be elected by a majority vote from the KPQC general membership. Officers include: Chairperson, Chairperson Elect (who serves as Vice-Chairperson), Past Chairperson, four (4) Executive Committee members, and one appointed KDHE representative.

2.2 The Chairperson will serve a three-year term. Each year of the three-year term is served as follows: First year: Chairperson Elect (who serves as Vice-Chairperson); Second year: Chairperson; Third year: Past Chairperson. Each term will run for one calendar year, from January through December. Therefore, Chairperson elections will be held annually as outlined in Article IV, Section III.

2.3 Four (4) Executive Committee members will be elected every other year and each officer will serve a two-year term, not to exceed four years. Each term will run for two calendar years, from January through December. Therefore, these Executive Committee officers/member elections will be held every other year as outlined in Article IV, section III.

2.4. The Director of the Kansas Department of Health and Environment (KDHE) Bureau of Family Health will appoint a staff person of their choosing to serve on the Executive Committee

of the KPQC. This individual has voting rights and is exempt from Executive Committee member term limits. Any change in Agency representative shall be in writing and given to the KPQC Chairperson.

Section III. Elections

3.1 A Nominating Committee to include the Chairperson, Chairperson elect (who serves as the Vice-Chairperson), Past Chairperson, and two KPQC general members will give their panel of nominees to the KPQC General Membership at the annual November meeting for the election of Executive Committee officers.

3.2 The KPQC membership shall hold elections for Executive Committee officers at the annual KPQC membership meeting in November of each year; staggering the terms of Executive Committee officers to preserve the stability of the Executive Committee.

3.3 Quorum for the election of Executive Committee officers shall be members in attendance at the annual November meeting of the KPQC general membership.

Section IV: Principal Executive

The Chairperson shall be the principal executive officer of the KPQC. He/she shall preside at all meetings. He/she may sign all instruments as may be authorized by the KPQC. He/she shall perform all other duties incident to the office of Chairperson as prescribed by the KPQC.

Section V. Resignations and Vacancies

In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, or resignation, the Vice Chairperson shall perform the duties of the Chairperson until the appointment of a new Chairperson. A resignation of any officer shall be in writing and given to the Past Chairperson.

ARTICLE V **Meetings**

Section I. Meeting Frequency

The KPQC shall hold meetings of the general membership at least two times per year at the call of the Executive Committee. The Executive Committee must meet prior to each general meeting of KPQC members to set the agenda.

Section II. Attendance

KPQC Executive Committee officers shall give prior notice to the KPQC Chairperson when they will not attend a meeting of the KPQC regardless of whether or not they are sending an alternate. The officer will notify the KPQC Chairperson if an alternate is designated to attend a meeting. Any KPQC Executive Committee officers that have not attended two meetings without prior notification to the KPQC Chairperson will be subject to removal from the KPQC Executive Committee.

Section III. Open to the Public

All meetings of the KPQC shall be open to the public.

ARTICLE VI **Committees/Task Forces**

Section I. Committees/Task Forces

The KPQC Executive Committee shall be empowered to appoint committee chairs and members and liaisons to such standing and temporary committees or task forces as may be necessary to carry out the duties and to facilitate the operation of the KPQC. These committees/task forces shall convene on an as needed basis as decided by the committee/task force to complete the work as set forth in the standing committee's plan and quality improvement initiative charters. Progress of the committees/task forces will be communicated to the KPQC Chairperson.

Section II. Quality Improvement (QI) Initiative Committees

All quality improvement initiative committees will operate with a charter to outline the work that the KPQC has prioritized for QI initiatives. The charters for all QI initiatives will include: Title of initiative, introduction, project data assessment, mission, aims, methods, roles and responsibilities, training and education, roster of participating centers, QI committee lead contact information, and references.

Section III. Other Committees

The Chair shall appoint committees as may be necessary for conduct of the KPQC's affairs. The need for these committees shall be reviewed annually and recommendations for status made at the November KPQC meeting for vote by the KPQC general membership if needed.

ARTICLE VII **Parliamentary Authority**

Section I. Decision Making and Voting

1.1 Decision making will be done by the Executive Committee of the KPQC. When deemed necessary, the Executive Committee may seek the consensus of the general membership during an announced meeting

1.2 The KPQC will strive to reach decisions by consensus. In the event that consensus is not achieved, decisions will be made by majority vote. Each member present will have one vote.

Section II. Bylaw Review

These bylaws are to be reviewed on an annual basis by the KPQC Executive Committee, or more frequently as needed.

ARTICLE VIII
Adoption and Maintenance of Bylaws

Section I. Ratification and Amendment of Bylaws.

1.1 Bylaws of the KPQC shall become operative upon their ratification by a majority vote of the KPQC general membership.

1.2 Bylaws of the KPQC may be amended by a two-thirds majority vote of the KPQC general membership during an announced meeting. Proposed amendments to KPQC bylaws shall be distributed to the membership of the KPQC at least thirty (30) days prior to the meeting during which they are to be considered.