



BYLAWS

ARTICLE I – NAME AND PURPOSE

This Corporation shall be known as the Idaho Hospital Association, Incorporated (“Association”).

Its purpose shall be to provide leadership in health policy and advocacy and to provide comprehensive member services that strengthen Idaho hospitals' and other health care related organizations' viability and capacity to best serve their patients and communities in the following ways:

- provide strong advocacy and representation;
- champion efforts that aim to improve population health, improve quality of care and lower costs;
- provide education regarding health care and management of health care systems;
- collaborate with other organizations with purposes similar to those of the Association; and,
- effectively communicate with the membership and other stakeholders.

ARTICLE II – MEMBERSHIP

SECTION 1 – MEMBERSHIP: Membership shall be of the following types:

- A. TYPE I is available to licensed in-state hospitals equipped and staffed to provide medical and nursing care twenty-four hours a day, seven days a week and emergency services twenty-four hours a day, seven days a week through an emergency department and to licensed in-state psychiatric hospitals, licensed in-state rehabilitation hospitals and licensed in-state long term acute care hospitals equipped and staffed to provide medical and nursing care twenty-four hours a day, seven days a week and necessary emergency services twenty-four hours a day, seven days a week either directly or through a transfer agreement to another facility. Type I members have common interests and purpose of attending to the diverse needs of patients regardless of race, religion, color, national origin, gender, economic status, or disability and maintain, under responsible ethical guidelines quality, cost effective, and accessible services that best meet community needs and achieve a balance between those needs and available resources. Additionally, Type I members care for or treat patients with illnesses or disabilities without regard to the patients' insurance status or ability to pay.
- B. TYPE I-A is available to Idaho-based health systems which own or operate more than one Type I member hospital. An Idaho-based health system is a health system whose Chief Executive Officer or its equivalent executive officer resides in Idaho.
- C. TYPE II is available to federal and state hospitals which provide inpatient care and otherwise meet the criteria of Type I membership.
- D. TYPE III is available to out of state hospitals which provide inpatient care and otherwise meet the criteria of Type I membership.

- E. TYPE IV is available to non-hospital organizations interested in the purpose of the Association, but not eligible for Type I, II, or III membership, provided these organizations qualify in accordance with such regulations as the Board of Directors may promulgate from time to time.
- F. In addition to the institutional memberships in sub-sections A through E above, honorary personal membership may be granted, at the discretion of the Board of Directors, to any former Chair of the Board of Directors upon retirement from the Board of Directors. Other persons of distinction may be granted honorary personal membership by the Board of Directors on an annual basis. Honorary personal members pay no dues.

SECTION 2 – APPLICATION: Application for institutional membership shall be made to the President in writing on a form provided by the Association. The applicant shall become a member upon approval in such a manner as shall be provided by the Board of Directors and upon subsequent payment of dues hereinafter provided.

SECTION 3 – RESIGNATION: An institutional member not in default in payment of dues, and against whom no complaint or charge is pending, may at any time file a resignation in writing with the President. Such resignation shall become effective as of the date filed.

SECTION 4 – EXPULSION AND REINSTATEMENT: The Board of Directors may censure, suspend or expel any member for cause after giving such member an opportunity to have a hearing before a committee appointed by the board. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors.

ARTICLE III - DUES

SECTION 1 - IDAHO HOSPITAL ASSOCIATION DUES.

A. MEMBERSHIP DUES.

- 1) There shall be a scale of dues covering membership Types I, II, III and IV, and payable to the Idaho Hospital Association in January of each year for the ensuing calendar year. At the discretion of the Board of Directors, a member may make payments periodically, provided that an interest rate to be determined by the Board of Directors may be assessed on the unpaid balance each month. Type I-A and honorary personal members are not required to pay dues.
- 2) In the event that the Board of Directors shall propose a change in the basis upon which dues are established, the revised dues structure shall be submitted in writing to Type I, II, III, and IV members at least two weeks prior to the Annual Meeting for the following calendar year to provide the opportunity for membership input prior to final action by the Board of Directors. In its last meeting of the year, the Board of Directors will take action on the proposed change in dues structure and, if approved the new dues structure shall become effective on January 1 of the next year following.
- 3) Dues shall be pro-rated on the basis of the number of whole months remaining in the first membership year from the date of admission to membership until December 31 next following.

SECTION 2 – DEFAULT IN PAYMENT: If dues are not paid within 60 days of the date on which they become due and payable, January 1 of each year, the Secretary shall notify each member in arrears and, if said dues are not paid within 60 days thereafter, all privileges of membership shall be suspended until amount owed is paid in full. At any time within three years after the date when dues

are first required to be paid, a member who has been suspended may be reinstated upon the payment of all dues in default and payable at the time of reinstatement. In applying this Section to a member in default, the Board of Directors may, in its discretion, consider the financial condition or other factors relating to the circumstances of the member in default.

SECTION 3 – ASSESSMENT POLICY: If there becomes a need for a special assessment, the Board of Directors shall notify the membership of the purpose and amount. The Board of Directors shall permit the membership to vote on the assessment through an official mail or electronic ballot. The current dues policy as stated in the Bylaws (Article III, Section 2) shall be utilized in dealing with allocation and default of payments. A simple majority of those members entitled to vote shall be necessary to implement the assessment.

ARTICLE IV – ANNUAL MEETING

There shall be held an Annual Meeting either in or out of the state, which shall include meetings of the membership, Board of Directors, or other business meetings as may be determined by the Board of Directors. The time and place of the Annual Meeting shall be designated by the Board of Directors and announced by written notice to each member not less than thirty days before the date so fixed. Type I and II members are entitled to vote at the Annual Meeting.

ARTICLE V – OFFICERS

SECTION 1 – OFFICERS: The officers of the Association shall be: a Chair of the Board of Directors, a Chair-elect, and a Secretary-Treasurer.

SECTION 2 – ELECTION: Persons eligible to become officers of the Idaho Hospital Association shall be representatives of Type I, I-A and II members in good standing at the time of their election and tenure. The Chair-elect and Secretary-Treasurer shall be elected by official mail or electronic ballot upon nomination by the Nominating Committee no later than 30 days after the Annual Meeting and vote of the Type I and II members. The Chair-elect shall assume the office of Chair of the Board of Directors for one year beginning January 1 of the year immediately following election. All other officers also shall serve for a term beginning January 1 of the year immediately following election or until their successors have been elected. The officers are eligible to serve up to two consecutive 1-year terms.

SECTION 3 – PRESIDENT: The Board of Directors shall appoint a President and Chief Executive Officer or equivalent who shall perform such duties as may be required and have authority as may be assigned by the Board of Directors. The President shall act as secretary of all official meetings and shall be a voting member on the Board of Directors. The Board of Directors shall determine the salary of the President.

SECTION 4 – DUTIES OF OFFICERS: The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair-elect shall perform the duties of the office of Chair of the Board of Directors whenever the Chair shall be unable to do so. Subject to the provisions of Section 6 of this Article, the Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities. The Secretary-Treasurer or designee shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and shall deposit all such monies in the name of the Association in such depositories as may be selected by the Board of Directors. The Secretary-Treasurer shall be the Chair of any committee charged with review of the budget.

SECTION 5 – EXECUTIVE COMMITTEE: The Executive Committee shall have and exercise the authority of the Board of Directors on Board-assigned projects and on emergency measures requiring immediate action between Board of Directors meetings. The Executive Committee shall consist of the Chair of the Board of Directors, the Past Chair (as described in Article VI, Section 1), Chair-elect, Secretary-Treasurer, President, and one elected member of the Board for one year duration. The one elected Board member shall be nominated by the Nominating Committee and elected by the membership annually.

SECTION 6 – REPORT: The Secretary-Treasurer shall submit a GAAP compliant annual audit report in writing to the Board of Directors based on an audit conducted by a duly licensed certified public accountant as directed by the Board of Directors.

SECTION 7 – SIGNATURES: All checks, drafts, and other orders for the payment of money shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors from time to time.

SECTION 8 – VACANCIES: If the Chair of the Board of Directors shall be unable to perform the duties of the office, the Chair-elect shall succeed to the office of Chair of the Board of Directors and continue to serve for the term for which elected. If both the Chair of the Board of Directors and Chair-elect shall become unable to perform the duties of the offices, the Board of Directors shall appoint a Chair pro tempore to serve for the remaining portion of the term, and in the next election cycle, a Chair of the Board of Directors and Chair-elect shall be elected in accordance with the provisions of these Bylaws. If any other office shall become vacant, it shall be filled by the Board of Directors for the remainder of the term from among nominees selected and recommended by the Nominating Committee.

SECTION 9 – RESCISSION OF APPOINTMENTS: If, prior to assuming the office of Chair of the Board of Directors, the Chair-elect vacates the office, and the office is filled in accordance with the provisions of Article V, Section 8 above, any and all appointments to the committees made by the previous Chair-elect, shall be considered null and void and not binding upon the successor to the office of Chair-elect.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 – COMPOSITION: The Board of Directors shall consist of the Chair of the Board of Directors; the most recent Past Chair who remains eligible to serve as a Director under this Section and Section 7 below; the Chair-elect; the Secretary-Treasurer; three individuals each of whom serves as a director or trustee of a Type 1, 1-A or II member (“Trustee Representatives”); one from each leadership council; and the representatives from the leadership councils to be elected as provided in Section 2 of this Article. The President and the delegate to the American Hospital Association shall be voting members of the Board of Directors. The alternate delegate to the American Hospital Association shall be an ex-officio member of the Board of Directors without vote. All other members of the Board of Directors shall have voting power. With exception of the Council President, if a Director position becomes vacant between regular Annual Meetings, such Director position shall be filled by the Board of Directors to serve until the next election cycle, at which time the membership shall elect a member for the unexpired term. In the absence of the Chair of the Board of Directors, the Chair-elect shall be the presiding officer of the Board of Directors. In the absence of both the Chair of the Board of Directors and the Chair-elect, the President shall preside. Except for Trustee Representatives, a Director must be an individual who is either: (1) a salaried or contract administrator or Chief Executive Officer (“CEO”) who is engaged in actively managing a Type I or II member; or (2) the CEO or other high-level executive (e.g. regional CEO) of a Type 1-A member. A Director whose employment transitions from a position with a Type I member to a position with a Type I-A member, or

vice versa, may finish his or her current term as a Director notwithstanding the fact that he or she may be otherwise ineligible to serve pursuant to these bylaws.

SECTION 2 – ELECTION:

- A. **TRUSTEE REPRESENTATIVES:** The Trustee Representatives of the Board of Directors shall reside in the State of Idaho and shall be elected by official mail or electronic ballot upon nomination by the Nominating Committee no later than 30 days after the Annual Meeting by Type I and II members. Each Trustee Representative of the Board of Directors shall be elected to serve for a three-year term beginning January 1 of the year immediately following election.
- B. **LEADERSHIP COUNCIL REPRESENTATIVES:** For purposes of election of representatives to the Board of Directors, the membership of each Leadership Council shall be deemed a representative geographical region. One representative to the Board of Directors representing the Northern Leadership Council, two representatives to the Board of Directors representing the Southwest Leadership Council, and two representatives to the Board of Directors representing the Southeast Leadership Council shall be elected by official mail or electronic ballot upon nomination by the Nominating Committee no later than 30 days after the Annual Meeting and vote by Type I and II members to serve three-year terms beginning January 1 of the year immediately following election. An additional representative from each council shall be elected pursuant to Article VIII, Section 5 of these Bylaws.
- C. **AMERICAN HOSPITAL ASSOCIATION DELEGATES:** One delegate and one alternate representing the Idaho Hospital Association in the American Hospital Association shall be elected by official mail or electronic ballot upon nomination by the Nominating Committee no later than 30 days after the annual meeting and vote by Type I and II members. The delegates so elected must be properly certified to the American Hospital Association immediately following the annual election in which they are elected. Each such delegate and alternate shall serve a term of three years and until a successor shall have been duly elected and certified.

SECTION 3 – QUORUM AND VOTING: A majority of the voting members of the Board of Directors shall constitute a quorum. Each voting member of the Board of Directors has one vote.

SECTION 4 – POWERS: The Board of Directors shall have charge of the property, control and management of the affairs and funds of the Association, final authority over acts of Leadership Councils, Committees and Officers, and power and authority to make Association policy decisions, approve the annual budget, create a membership dues structure, determine applicant compliance with membership criteria, establish administrative regulations, and to do and perform all acts and functions not inconsistent with these Bylaws. The Board of Directors shall act as a referral committee to which Bylaws changes shall be submitted before being voted upon by the membership by official mail or electronic ballot. The duration of resolutions passed by the Board will continue according to the terms of the resolution unless subsequently revisited by the Board. All continuing resolutions shall be reviewed by the Board at least every two years.

SECTION 5 – MEETINGS: Meetings of the Board of Directors may be called by the Chair of the Board of Directors and shall be called upon the request of any three voting members of the Board of Directors. At least two days notice thereof shall be given.

SECTION 6 – ABSENCES: Unexcused absences from 50 percent of Board of Directors meetings in any given year by any Board member automatically disqualifies the individual for Board membership. A replacement will be named by a quorum of the Board, and the disqualified member so notified.

SECTION 7 – REPRESENTATIVE LIMITATION: With the exception of Trustee Representatives, not more than one person representing a single Type I, I-A or II member shall serve on the Board of Directors.

SECTION 8 – CONFLICT OF INTEREST. Directors shall follow the Association’s Conflict of Interest Policy and shall not use their position on the Board of Directors or any information obtained through their position on the Board of Directors for personal economic benefit or for the benefit of any affiliated hospital.

SECTION 9 – CONFIDENTIALITY. Directors will comply with relevant ethical duties and responsibilities as set forth by law, including but not limited to the duty to avoid conflicts of interest and the duty to maintain the confidentiality of information. Directors shall hold in confidence all information gained through service on the Board of Directors. Under no circumstances may any information gained through service on the Board be divulged to anyone except those authorized to receive such information in the course of their lawful duty. Violation of the Board of Directors’ ethical duties and responsibilities, including but not limited to conflicts of interest policy and confidentiality policy, shall be grounds for a Director to offer to resign from the Board and for Association members to remove a Director from the Board.

ARTICLE VII – COMMITTEES

SECTION 1 – STANDING COMMITTEES: There shall be five Standing Committees which shall function within single purpose and internal areas of Association operations:

- A. **NOMINATING COMMITTEE:** It shall be the responsibility of the Nominating Committee to seek balanced representation on the Board of Directors. The Nominating Committee shall consist of between one and three Past Board Chair (as described Article VI, Section 1) of the Board of Directors who reside in Idaho and are employed by a Type I, I-A or II member institution, the three Council Presidents, and one member at large from Type I or II member institutions. The Chair of the Committee shall be the Immediate Past Chair of the Board of Directors. It shall be the purpose of the Nominating Committee to nominate to the membership candidates for Chair-elect, Secretary-Treasurer, Trustee Representative members of the Board of Directors, representatives from each Leadership Council, the delegate and the alternate delegate to the American Hospital Association, one Board member at large to the Executive Committee, and one Board member at large to the Nominating Committee. The Committee shall cause the names of its nominees to be sent to the membership not less than ten days before the election shall take place.
- B. **FINANCE COMMITTEE:** The Finance Committee shall consist of the Chair-Elect, the Secretary-Treasurer and three other members, one from each council region. The Secretary-Treasurer shall serve as Committee Chair. It shall be the purpose of the Finance Committee to monitor Association investments, recommend the annual operating and capital budgets and dues structure, supervise the selection of the auditor and annual audit process, and make recommendations to the Board of Directors. The committee shall function as liaison with the Association’s investment managers and auditors. The committee shall have other powers and duties as determined by the Board of Directors. The committee shall be advisory to the Board of Directors and shall not take independent action.
- C. **COMMITTEE ON VOLUNTEERS:** The Committee on Volunteers shall consist of representatives of four members, three of whom shall be from Type I, I-A or II members of the Association, and a volunteer coordinator of a Type I or II member hospital. Member volunteer organizations shall recommend volunteers to the Chair of the Board of Directors for consideration in appointing the volunteers to the committee. The Chair of the Committee shall

be a volunteer. The Committee on Volunteers shall have the responsibility of planning the educational events associated with hospital volunteers and shall advise the Board of Directors on volunteer issues.

- D. **HOSPITAL GOVERNANCE COMMITTEE:** The Hospital Governance Committee shall consist of members of the Board of Directors and shall include no fewer than three Trustee Representatives from Type I, I-A or II members of the Association. The Chair of the Committee shall be a hospital Trustee Representative serving on the Board of Directors. The Hospital Governance Committee shall have the responsibility to encourage engagement of hospital trustees and plan educational activities and/or resources for hospital trustees and management throughout the state. It shall also have the responsibility to advise the Board of Directors on issues of hospital governance.
- E. **IHAPAC ADVISORY COMMITTEE:** The IHAPAC advisory committee shall be composed of the three Leadership Council Presidents and additional members to assure a mix of large and small hospital representation. The committee promotes annual fundraising efforts for the IHAPAC and acts in an advisory capacity for the distribution of political campaign funds. The committee provides input on contributions to political candidates on a non-partisan basis. Contributions are made based on an evaluation of candidates' qualifications for office, issue philosophy, voting record, leadership roles, IHA member recommendations and need for campaign funding. Funds are distributed to improve access and to build relationships with key policy makers.

SECTION 2 – SPECIAL COMMITTEES: The Board of Directors may from time to time at its discretion, create or discontinue Special Committees. The committees shall have powers and duties as determined by the Board of Directors. The committees shall be advisory to the Board of Directors and shall not take independent action. The purpose of Special Committees shall be to advise the Board of Directors on specific areas of Association operations. The duration of any Special Committee shall be only for that period of time necessary to accomplish its task.

SECTION 3 – AD HOC COMMITTEES/TASK FORCES: The Board of Directors may create ad hoc committees or task forces to study, review, and monitor special issues. The duration of the ad hoc committee or task force shall be only for that period of time necessary to accomplish its task. The committees or task forces shall be advisory to the Board of Directors and shall not take independent action.

SECTION 4 – APPOINTMENT: Except as otherwise provided herein all Committees shall be appointed by the Chair of the Board of Directors to serve at the pleasure of the Chair of the Board of Directors or for such term as may be provided by the Board of Directors. Committee members shall be appointed from the Type I, I-A and II membership. The Chair of each such Committee shall be designated by the Chair of the Board of Directors, unless otherwise provided herein.

SECTION 5 – VACANCIES: The Chair of the Board of Directors shall have power to fill vacancies on any Committee.

SECTION 6 – PROCEDURE: Each Committee may adopt rules for its governance not inconsistent with these Bylaws, subject to approval by the Board of Directors.

SECTION 7 – ACTION: No report, recommendations, or other action of the committees shall be considered as the action of the Association unless and until the same has been approved or authorized by the Board of Directors.

ARTICLE VIII – LEADERSHIP COUNCILS

SECTION 1 – DEFINITIONS: The term Leadership Council shall be used to designate a group of representatives of hospitals within a defined geographical region as defined by the Board of Directors.

SECTION 2 – PURPOSE: The purpose of the Leadership Councils is to promote planning and coordination in the field of hospital service, communicate issues to the Board of Directors, serve as a forum for a discussion of common problems and as a clearinghouse on the exchange of information looking to the advancement of service, interpret to the public the functions of the hospitals and their place in the community, and cooperate with agencies concerned with health and social problems.

SECTION 3 – MEMBERSHIP: Membership of Leadership Councils shall be limited to administrators or CEOs from Type I and II member institutions or their designees. Membership of Leadership Councils may also include the CEO or other high-level executives (e.g. regional CEO) of Type 1-A members.

SECTION 4 – RELATION TO THE IDAHO HOSPITAL ASSOCIATION: All such Leadership Councils formed heretofore, or in the future, are automatically components of the Idaho Hospital Association.

SECTION 5 – OFFICERS OF LEADERSHIP COUNCILS: Each Leadership Council shall elect from its membership a President and Vice President through a nominating committee process. The President shall serve a two-year term and shall be the additional council representative to the Board of Directors and a member of the Association's Nominating Committee throughout his/her term, as cited in Article VI, Section 2.B., and Article VII, Section 1.A. There may be an Executive Committee as determined by each individual council.

SECTION 6 – ACTION: A proposed action of any council affecting all hospitals of the state must be approved by the Board of Directors prior to such action being taken by a council.

ARTICLE IX – AFFILIATION

SECTION 1: The Idaho Hospital Association may enter into agreements of affiliation with organizations as deemed appropriate by the Board of Directors.

SECTION 2: Such affiliations shall be undertaken in view of the mutual interest of the participating organizations and shall be designed to improve the effectiveness of the organizations concerned in accomplishing their mutual objectives of aiding hospitals to provide better care for all people.

SECTION 3: Agreements of affiliations shall include provision for minimum mutual membership requirements, where such are applicable, obligations, responsibilities and privileges of the participating organizations, financial arrangements, and similar matters as shall be determined from time to time by the Board of Directors.

SECTION 4: Type I institutional members are required to participate in the data collection efforts approved by the Board of Directors. The Board of Directors may waive the requirement upon application by the member hospital.

ARTICLE X – AMENDMENTS

Proposals for amendments to these Bylaws may be initiated by the Board of Directors or by petition of any Type I, I-A and II members in good standing. Every proposed amendment shall be submitted in writing to the President and referred thereafter to the Board of Directors. Any proposed amendments and any accompanying written recommendations must be filed with the President at least 30 days prior to the meeting of the Board of Directors when such amendment is to be considered. The President shall cause notice of each proposed amendment, with any recommendations therein, to be given to all members by appropriate methods of publication not less than ten days or more than 60 days prior to the election on which such amendment is to be voted. After being reported to the membership in the manner prescribed above, an amendment may be adopted on the same mail or electronic ballot used to elect officers and directors in Article V, Section 2 and Article VI, Section 2, and it shall become effective upon receiving the affirmative votes of two-thirds of the Types I and II members.

ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the full extent permitted by law, the Association shall indemnify, save and hold harmless, every director or officer, the heirs, executors, and administrators of the director or officer, against liabilities and against legal liability or expenses reasonably incurred by the director or officer in connection with any action, suit or proceeding to which the director or officer may be made a party by reason of being or having been a director or officer of the organization. Without limiting the foregoing, this indemnity extends to any assumed liability in administering the organization, in errors in business judgment, in the handling of funds, in the investment thereof, in the payment of expenses, and in other activities herein contemplated. Such right of indemnification shall not apply, however, to an indemnified party in the case of gross negligence, fraud or wanton misrepresentation by such party. The foregoing rights of indemnification shall not be exclusive of other rights to which such director or officer may be entitled.

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