

**BYLAWS
OF THE
SOUTH CAROLINA HOSPITAL ASSOCIATION**

Article I - Name

This organization shall be known as the South Carolina Hospital Association, incorporated as a not-for-profit corporation under the laws of the State of South Carolina and referred to hereafter in these Bylaws as the Association.

Article II - Purpose

The purpose of the South Carolina Hospital Association shall be to represent and assist member hospitals and their affiliated organizations in their essential role of meeting the health needs of the citizens they serve.

Article III - Membership

Section 1. ***Classes.*** Membership shall be of four classes, institutional, associate, personal, and honorary, and shall be available to organizations and individuals interested in promoting the purpose and objectives of the Association, upon application and election as provided herein.

Section 2. ***Institutional Membership.*** There shall be two types of institutional membership as follows:

- a. *Type I* shall include short-term general hospitals.
- b. *Type II* shall include long-term hospitals and other specialty inpatient care institutions.

Section 3. ***Associate Membership.*** Associate Membership shall include organizations, firms and individuals which provide or supply services, products or consultation to hospitals.

Section 4. ***Personal Membership.*** Personal Membership shall include persons affiliated with institutions and organizations having institutional membership in the Association, including members of governing boards, management staff and corporate officers of multi-institution health services systems and contract management organizations, members of organized auxiliaries, administrative, supervisory, professional and technical personnel employed by the institution or organization; and full-time students.

Section 5. ***Honorary Membership.*** Honorary Membership may be granted to persons of distinction by action of the Board of Trustees and shall be conferred for the life of the person so honored.

Section 6. ***Application and Election.*** Application for institutional, associate and personal memberships shall be made to the president in writing in accordance with such procedures as may be established by the Board of Trustees. An institutional applicant shall become a member upon election by the Board of Trustees after it has been determined that the applicant meets such requirements for membership as may be established by the Board of Trustees. Associate and personal membership applications may be approved by the president, in accordance with membership criteria established by the Board. Applications for personal membership shall not be accepted from persons associated with a nonmember 2

institution in the State of South Carolina which is eligible for institutional membership.

Section 7. **Suspension.** Any member may be suspended for a period, or may be expelled, by the Board of Trustees, in accordance with the following procedure, upon charges of conduct prejudicial to the best interests of the Association:

- a. Charges must be made in writing to the chairman of the Board of Trustees, who shall appoint a committee composed of chief administrative officers of institutional members of the Association to investigate the validity of the charges.
- b. The president shall notify the alleged offending member in writing of charges made.
- c. The special committee, after a fair and impartial investigation, during which the alleged offending member shall have been given the opportunity to defend its conduct, shall report its findings to the Board of Trustees, meeting in closed executive session, which shall have the authority to reprimand, suspend or expel the offending member.
- d. Any member so reprimanded, suspended or expelled may appeal the decision of the Board of Trustees to the Assembly, meeting in closed executive session. Notification of intent to appeal must be filed with the president within sixty (60) days after receipt of notice of the decision of the Board of Trustees.

Article IV – Personal Membership Groups

The Board of Trustees may, in its discretion, establish personal membership groups for persons having a common interest in a special phase of hospital operation. The same Bylaw provisions shall apply to the members of such special societies as apply to all other personal members with regard to application, election, suspension, dues and privileges of the floor at Assembly meetings.

Article V - Dues and Assessments

Section 1. **Annual Dues.** Annual dues rates of institutional, associate, and personal members shall be developed by the Operations Committee and approved by the Board of Trustees.

Section 2. **Special Assessments.** Special assessments of the membership in addition to annual dues shall relate to a specific need and shall be developed by the Operations Committee and approved by the Board of Trustees.

Section 3. **Date Due.** Annual dues shall be due and payable on January 1 each year. Institutional dues may be paid in annual, semi-annual, or quarterly installments.

Section 4. **New Members.** New members who join the Association after January 31 shall pay prorated dues based on the number of whole calendar months remaining in the fiscal year.

Section 5. **Default in Payment.** If dues are not paid within sixty (60) days of the date on which they become due and payable, the president shall notify each member in arrears, and if said dues are not paid within sixty (60) days thereafter, the president shall report the delinquency to the Operations Committee. The Operations Committee may take such steps as it deems appropriate, up to and including suspension of membership. A member who has been suspended may be reinstated upon the payment of all dues in default at the time of suspension and payable at the time of reinstatement.

The Board of Trustees may modify the provisions of this section effective for such period as it shall determine.

Article VI - Affiliation

Section 1. ***American Hospital Association.*** The South Carolina Hospital Association shall be affiliated with and participate fully in the activities of the American Hospital Association, as described in a formal agreement of affiliation on file with the president of the Association. Delegates to the Regional Policy Board (RPB) of the American Hospital Association shall be elected at a meeting of the Assembly in accordance with the Bylaws of the Association.

Article VII - Assembly

Section 1. ***Composition.*** The official membership of the Assembly shall be composed of the voting representatives of Type I and Type II institutional members in good standing.

Section 2. ***Participation.*** All members of the Association, institutional, associate, personal, and honorary, shall be invited to attend meetings of the Assembly and participate in its deliberations and shall be accorded the privilege of the floor on any issue before the Assembly, but only official members of the Assembly shall be privileged to vote.

Section 3. ***Powers.*** Authority to make policy decisions on all matters related to the business and activities of the Association shall be vested in the Assembly, which shall also elect the officers and trustees of the Association as hereinafter provided. The Assembly may take such action as it deems proper on any item of business placed before it by the Board of Trustees, by an officer, or by a qualified member of the Assembly, except that no amendments to these Bylaws may be made in a manner other than is provided hereinafter. When the Assembly is not in session, its powers shall be delegated to the Board of Trustees.

Section 4. ***Meetings.*** The Assembly shall meet at least once each year. The Assembly may not elect officers or act on proposed amendments to these Bylaws at any meeting held outside of the State of South Carolina.

Special meetings of the Assembly may be called by the Board of Trustees; or, upon the written request of not less than ten (10) voting representatives of institutional members, the chairman of the Board of Trustees shall be required to call a special meeting of the Assembly.

The chairman or, in his absence, the chairman-elect shall preside at meetings of the Assembly. The president or, in his absence, a secretary pro tempore elected by the Assembly shall act as secretary of the Assembly.

An action of the Assembly shall be considered official when it receives a majority of the votes cast, providing there is a quorum present, except that any amendments to these Bylaws must be affirmed by two-thirds (2/3) of the votes cast.

Section 5. ***Notice of Meetings.*** Not less than ten (10) days' written notice of all meetings, both regular and special, of the Assembly shall be required. Written notice of special meetings shall specify the object of the meeting, and no other business shall be transacted at such a meeting. E-mail shall be deemed a

proper form of written notice under these Bylaws.

Section 6. **Quorum.** One-fourth (1/4) of the official membership of the Assembly shall be required to be present to constitute a quorum.

Section 7. **Voting.** The chief executive officer or his designated representative of each Type I and Type II institutional member shall be entitled to voting representation on the basis of dues paid by that institution, provided that every Type I and Type II institutional member paying minimum dues shall be entitled to at least one vote. One vote shall be granted for each multiple of the existing minimum dues base paid by an institutional member. Associate and personal members shall be entitled to all rights and privileges at any meeting of the Assembly except the right to vote. Votes by proxy shall be permitted, provided the authorization is submitted in writing to the secretary and further provided such authorization states the date of the meeting for which the proxy is authorized.

Article VIII - Board of Trustees

Section 1. **Composition and Terms of Office.** The Board of Trustees shall consist of the chairman, the immediate past chairman, the chairman-elect, the treasurer, all of whom shall be ex-officio members with power to vote, twelve members at large, the AHA RPB delegate, the AHA alternate RPB delegate if not already on the Board in another capacity, two hospital trustees, and one physician. The chairman, immediate past chairman, and chairman-elect shall serve for one year. The treasurer shall serve for three years as provided in Article IX, Section 2. The members at large shall serve for three years and may be re-elected for an additional three year term, but no trustee shall be elected to more than two full consecutive terms. If an at-large trustee is elected to serve as an officer, the service as an officer shall be considered as a break in service as an at-large trustee. Such officer shall not be deemed to have served two full consecutive terms as an at-large trustee and may be re-elected to fill an at-large seat after the term as an officer is completed. Terms shall be staggered so that the terms of no more than four members at large expire in any one year.

Section 2. **Election.** Persons eligible to be elected trustees of the Association shall meet the requirements for personal membership, as defined in Article III, Section 4, and such other qualifications which may be established by the Board of Trustees, except that full-time students shall not be eligible for election. Board members shall be replaced when they no longer meet the requirements for personal membership.

Section 3. **Powers and Duties.** The Board of Trustees shall be responsible for seeing that the purpose and objectives of the Association are carried out and shall have the power and authority to determine policy and to perform any and all acts necessary for the conduct of the business and activities of the Association whenever the Assembly is not in session, provided such actions are not inconsistent with these Bylaws or with any action taken by the Assembly. In addition, the powers and duties of the Board of Trustees shall include, but not be limited to, the following:

- The Board shall establish and prescribe the responsibilities of committees to assist in carrying out the purpose and objectives of the Association as provided hereinafter, to include final authority over the acts of all such committees and officers of the Association;
- The Board shall be responsible for the custody and management of all property and funds of the Association, shall cause the financial records of the Association to be audited at least annually by an independent certified public accountant, and shall cause all officers and employees who are charged with the receipt, custody or disbursement of funds of the Association to be bonded for the faithful discharge of their duties;

- The Board shall establish the dates and locations of all regular meetings of the Assembly, shall render reports of its activities after each meeting to members of the Assembly, and shall act as a referral committee to which all proposed changes in these Bylaws shall be submitted before being acted upon by the Assembly;
- The Board shall appoint a president who shall serve at the pleasure of the Board of Trustees, prescribe his duties, and establish the amount of his compensation;
- The Board shall have the power to fill vacancies created by the resignation or otherwise inability to serve as officers or members of the Board of Trustees as provided hereinafter.
- The Board shall have the power to elect a past chairman to the position of Chairman Emeritus, which shall be an ex officio, non-voting member of the Board.

Section 4. **Meetings.** Meetings of the Board of Trustees may be called by the chairman or, in the event of his inability to serve, by the chairman-elect, or by any three members of the Board of Trustees. The Board shall meet at least quarterly.

Section 5. **Advisory Mechanisms.** The Board shall establish advisory mechanisms from time to time in order to solicit and receive information from the membership as to its changing needs. This shall be done in order to broaden the decision-making process of the Association in determining priorities, establishment of policy and the development of programs.

Section 6. **Notice of Meetings.** Not less than two days' notice by mail, telephone, or e-mail of meetings of the Board of Trustees shall be required.

Section 7. **Quorum.** A majority of the voting members of the Board of Trustees shall constitute a quorum.

Section 8. **Attendance.** Trustees and officers shall be required to attend at least 50 percent of the regularly scheduled meetings of the Board of Trustees each year. The Secretary shall maintain records of attendance, and the Board shall have the right to remove members for failure to meet the 50 percent attendance requirement.

Article IX – Officers

Section 1. **Officers.** The officers of the Association shall be a chairman of the Board of Trustees, a chairman-elect, an immediate past chairman and a treasurer.

Section 2. **Election.** Persons eligible to be elected officers of the Association shall meet the requirements for personal membership, as defined in Article III, Section 4 and such other qualifications which may be established by the Board of Trustees, except that full-time students shall not be eligible for election.

At each annual meeting of the Assembly, a chairman-elect shall be elected by a majority vote to assume office at that meeting. The chairman-elect shall serve in that capacity for one year until the next succeeding annual meeting, at which time he shall succeed to the office of chairman. The chairman shall serve in that capacity for one year until the next succeeding annual meeting, at which time he shall succeed to the office of immediate past chairman.

At every third annual meeting of the Assembly, a treasurer shall be elected by a majority vote to assume office at that meeting. The treasurer shall serve in that capacity for three (3) years and shall not be eligible to serve consecutive terms.

Section 3. **Secretary.** The president, who shall be responsible to the Board of Trustees, shall act as secretary of the Board of Trustees and of the Assembly. In the event of his absence or inability to serve as secretary at meetings of the Board of Trustees or of the Assembly, a secretary pro tempore shall be elected by those bodies to serve in that capacity. The president and other employees of the Association need not meet the requirements for election of officers as set forth in Section 2 of this article.

Section 4. **Duties of Elected Officers.**

- a. The chairman shall preside at meetings of the Board of Trustees and at meetings of the Assembly.
- b. The chairman-elect shall perform the duties of the office of chairman whenever the chairman is unable to do so.
- c. The most immediate past chairman shall perform the duties of the office of chairman whenever both the chairman and the chairman-elect are unable to do so.
- d. The treasurer shall have charge and custody of and be responsible for all funds, property and securities of the Association in keeping with such financial policies as may be enacted by the Board of Trustees and the Assembly, and he shall present such reports on the financial position and transactions of the Association to the Board of Trustees and to the Assembly as may be requested by those bodies. In addition, the officers of the Association shall perform the duties usually associated with such offices.

Section 5. **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 the Board of Trustees.

Section 6. **Vacancies.** If a vacancy should occur in the office of chairman, the chairman-elect shall succeed to the office of chairman and shall continue to serve for the term for which he was regularly elected. In the event vacancies should occur in the offices of both chairman and chairman-elect, the most immediate past chairman shall serve as chairman pro tempore until a chairman and a chairman-elect are elected to fill the unexpired terms of both officers at the next regular or special meeting of the Assembly.

If any other office shall become vacant, it shall be filled by the Board of Trustees for the remainder of the term.

Section 7. **Appointed Officers.**

- a. The Board of Trustees shall appoint a president who shall perform such duties as may be required by the Board. He shall be responsible to the Board through the chairman and he shall have such powers as are specified in the position description approved by the Board. He shall act as secretary to the Board of Trustees, secretary of the Assembly, and shall be an ex officio, non-voting member of all committees of the Association.
- b. The president may appoint one or more vice presidents and may, in consultation with the chairman, create other appointed officer positions. The duties of appointed officers shall be defined by the president.

Article X - Order of Business

The order and conduct of business at all meetings of the Board of Trustees and of the Assembly shall be governed by *Robert's Rules of Order, Revised*, except when provided otherwise in these Bylaws or when the chairman of a meeting prefers less formal procedures. In such instance the chairman shall be entitled to depart from *Robert's Rules of Order* unless an objection is raised, in which case *Robert's Rules of Order* shall apply.

Article XI - Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31.

Article XII - Committees

Section 1. ***Appointment.*** Members of Committees, other than the three members of the Nominating Committee who serve by virtue of having served as past chairman of the Association, shall be appointed by the chairman.

Section 2. ***Vacancies.*** The chairman of the Board of Trustees shall have power to fill vacancies on any committee to which he makes appointments.

Section 3. ***Quorum.*** A majority of the members of any committee shall constitute a quorum.

Section 4. ***Meeting Procedures.*** Each committee may adopt rules for the conduct of its meetings consistent with these Bylaws.

Section 5. ***Executive Committee.*** There shall be established an Executive Committee of the Board of Trustees, composed of the five officers (chairman, chairman-elect, immediate past chairman, treasurer, and secretary). The secretary shall serve in an ex-officio, non-voting capacity. The Executive Committee shall have the authority to exercise all powers of the Board on matters which require action prior to the next meeting of the Board, but all actions of the Executive Committee shall be subject to authorization and ratification by the full Board at its next regular meeting. The Executive Committee shall also function as the Association's compensation committee.

Section 6. ***Nominating Committee.*** There shall be established a Nominating Committee composed of six persons, at least one of whom shall be a past chairman, one of whom shall be the current chairman-elect, and the remainder of whom shall be members at large appointed by the chairman.

Any member of the Nominating Committee may be removed by a majority vote of the Board of Trustees. In the event there is a vacancy for any reason on the Nominating Committee, the chairman shall appoint either another past chairman or another member at large, depending on the category of the vacancy.

The Nominating Committee shall submit to the Assembly at the annual meeting the names of candidates to serve as trustees and officers of the Association as outlined in Article VIII, Section 1, and Article IX, Section 2. The Committee shall also nominate, as required, persons to serve as official Association representatives to other organizations and persons to serve as delegate and alternate delegate from South Carolina on the Regional Policy Board of the American Hospital Association. Other nominations for any

or all of these offices may be made from the floor of the Assembly. The committee shall solicit nominations from the membership before presenting its slate of nominees to the Assembly.

The Nominating Committee shall consider as eligible to serve as trustees and officers of the Association all persons who meet the requirements for personal membership, except that full-time students shall not be eligible. Due care shall be used in selecting individuals for nomination who, by experience in the field and service in Association affairs, have earned consideration for high office in the Association. Due care shall also be used to ensure fair representation of the entire institutional membership.

Section 7. ***Operations Committee.*** There shall be established an Operations Committee composed of three persons, one of whom shall be the treasurer, one of whom shall be the chairman-elect, and one of whom shall be appointed annually from the Board of Trustees by the chairman. The treasurer shall act as chairman of the Operations Committee. The Committee shall prepare and submit for Board approval the annual Association budget; receive, review and submit for Board approval financial statements and the annual audited financial statement of the Association; supervise the long range financial planning of the Association and the investment of Association funds; evaluate the long range building plans of the Association and present an annual report to the Board on needs for improvements, additions or changes in Association buildings, furnishings and major equipment; and provide guidance for Association operations as required.

Section 8. ***Bylaws Committee.*** There shall be established a Bylaws Committee consisting of seven members appointed by the chairman, three of whom shall be past chairmen of the Association. The purpose of the Bylaws Committee shall be to review the Bylaws to determine necessary and appropriate changes, to receive suggestions from the membership for changes and revisions to the Bylaws, and to develop recommended changes. Any proposed Bylaw amendment shall be placed before the Assembly with a recommendation either for approval, modification or disapproval from the Board of Trustees. The Bylaws Committee shall meet to review the Bylaws as needed, but not less frequently than once every two years.

Section 9. ***Audit Committee.*** There shall be established an Audit Committee composed of three persons, one of whom shall be the treasurer and two of whom shall be members at large appointed by the chairman. The Audit Committee shall monitor the Association's system of internal controls, accounting policies, and fiscal reporting procedures. The Committee shall also coordinate and oversee the Association's annual external audit.

Section 10. ***Other Committees.*** Other committees, either ad hoc or standing, shall be appointed as needed for the purpose of implementing objectives, projects and activities to further the purposes of the Association. The Chairman shall appoint such committees consistent with the priorities and programs approved by the Board of Trustees.

Article XIII - Dissolution

Upon dissolution or other termination of this Association, any assets remaining after all liabilities have been paid or otherwise provided for shall be divided among the governmental and eleemosynary corporation institutional members at that time in the same proportion as each member's current annual dues bear to the total dues income from governmental and eleemosynary corporation institutional members for that year; provided that in the event of dissolution, none of the assets of the corporation shall at any time inure to the benefit of any individual members or any institutional members other than governmental institutions or eleemosynary corporations which are themselves exempt under federal and state income taxation laws then existing.

Article XIV - Amendment

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the eligible votes cast at any meeting of the Assembly, provided a quorum is present. Any official member of the Assembly may submit a proposal for amendment of these Bylaws, except that such proposal must be filed in writing with the president no less than sixty (60) days prior to the meeting at which such amendment is to be considered by the Assembly. The president shall refer any proposed Bylaw amendment to the Board of Trustees, which in turn shall refer it to the Bylaws Committee for consideration. Any proposed Bylaw amendment shall be placed before the Assembly with a recommendation either for approval, modification, or disapproval from the Board of Trustees. Further, the Board of Trustees shall cause notice of such proposed amendment to be issued in writing to the membership of the Assembly not less than thirty (30) days prior to the meeting at which the amendment is to be considered.

History

Amended January 14, 1993

Amended February 23, 2006

Amended February 21, 2008

Amended February 17, 2011

Amended January 31, 2013