

BY LAWS
of
THE DELAWARE QUALITY PARTNERSHIP (DQP)

ARTICLE I – POINT OF CONTACT

SECTION 1. DQP ADDRESS. All correspondence to the DQP should be directed to the Office of Management and Budget/Human Resource Management, 821 Silver Lake Blvd, Suite 201, Dover, DE 19904, SLC: D430G. The official business address of the sponsoring agency is OMB/HRM, 820 North French Street, 10th Floor, Carvel State Office Building, Wilmington, DE 19801, SLC:C1020.

ARTICLE II – MEETINGS

SECTION 1. ELECTION MEETING. Annual meetings of the membership for the election of officers and the conducting of such other business as may be stated in the notice of meeting shall be held within the State of Delaware and at such time and date as the Executive Committee, by resolution, shall determine and set forth in the notice of the meeting.

SECTION 2. OTHER MEETINGS. Meetings of the membership for any other purpose may be held at such time and place, within the State of Delaware, as shall be determined in the notice of meeting, and will be decided by the Executive Committee

Minutes or reports of meetings shall be provided to the Executive Committee prior to general meetings of membership. Committee reports and general information to be introduced to the membership shall be prepared for and distributed to the Executive Committee prior to the next meeting, affording the officers the opportunity to review all aspects and to provide continuity to presentation of the information.

SECTION 3. MEMBERSHIP. A voting member shall be determined by the Executive Committee as a state employee who is a member in good standing, attends at least one general membership meeting per year prior to the meeting at which elections are held, and pays any established membership fees.

Non-state employees are welcome to attend and participate in DQP meetings and receive membership meeting notifications, but are not eligible to vote on DQP agenda topics.

SECTION 4. ELIGIBILITY. General membership shall be open to all individuals involved in or interested in Continuous Quality Improvement (CQI).

SECTION 5. VOTING. Each member is entitled to vote as set forth in these By Laws, at the annual meeting to elect the Executive Committee and other such resolutions or actions coming before the membership.

The vote for officers and upon any question before the membership shall be by ballot, unless agreed to by a majority present to waive ballot and accept a voice vote. All elections of officers shall be by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by these By Laws and the laws of the State of Delaware.

SECTION 6. QUORUM. Except as otherwise required by law or these By Laws, the presence, in person by nine (9) members in good standing, and entitled to vote, shall constitute a majority interest of the membership and meet the standards for a quorum.

SECTION 7. MEMBERSHIP LIST. The Executive Committee shall maintain the membership roster in an alphabetical list of members. The list shall be made available to the general membership and be available at the meeting place at the time and date specified for the annual meeting.

SECTION 8. NOTICE OF ANNUAL, MEMBERSHIP AND SPECIAL MEETINGS. Written or electronic notice of meetings, stating the time, date and place, and the general nature of the business to be considered shall be provided to the general membership.

SECTION 9. BUSINESS TRANSACTED. No business, other than stated in the notice or agenda, shall be transacted at any meeting without the majority consent of voting members present.

ARTICLE III – EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE OFFICERS. The Executive Officers of the DQP shall consist of the following:

- Chairperson
- Co-Chairperson
- Recording Secretary
- Program Chairperson
- Treasurer

Only voting members may serve on the Executive Committee. The five officers shall be elected by the voting members at the annual meeting. The terms of office shall be staggered with the Chairperson, Recording Secretary, and Treasurer being elected on even-numbered years and the Co-Chairperson and Program Chairperson being elected on odd-numbered years. The terms of the offices shall be for two years. At each subsequent annual meeting, an election will be held to replace the officers whose terms are expiring.

In addition, the Executive Officers may recommend the election of additional officers. These additional officers will be nominated and elected at an annual or special meeting by the voting members. These officers of the DQP shall hold the dual capacity both as officers and as members of the Executive Committee.

Each Officer shall have such powers to perform such duties as stated below:

CHAIRPERSON. The Chairperson shall be the Executive Officer of the DQP and shall have the role and responsibilities of supervision and management usually vested in the office of Chairperson. The Chairperson shall preside at all Executive Committee meetings, annual meetings and general membership meetings unless an alternate is proposed for whatever reasons, and shall have general supervision, direction and control of the business of the DQP. The Chairperson sets DQP Executive and general membership meeting agendas, chairs meetings, establishes committees, acts as official spokesperson for the DQP, and guides the development of the DQP. Except when otherwise authorized by a majority vote of the Executive Committee, the Chairperson shall execute contracts on behalf of the DQP. Such signature shall be attested to by the Co-Chairperson or his/her designated assistant.

CO-CHAIRPERSON. The Co-Chairperson performs responsibilities of the Chairperson in the absence of the Chairperson, prints and posts meeting agendas, reviews documents for general membership meetings, and maintains the membership list. The Co-Chairperson provides oversight to any DQP committees, including a Nominating Committee, appointed by the

Chairperson, to fill vacant positions of the Executive Committee as needed or prior to the expiration of a Board member's term.

RECORDING SECRETARY. The Recording Secretary shall ensure that a notice of all meetings is given, in an appropriate and prescribed format and all other notices required by law or these By Laws. In case of absence, refusal or neglect, any such notice may be given by another person directed by the Executive Committee. The Recording Secretary shall record for all of the proceedings of meetings of the DQP and of officers, maintaining these records in an appropriate manner, coordinate disbursement of DQP correspondence. The Recording Secretary shall provide advice and support to the Executive Committee.

PROGRAM CHAIRPERSON. The Program Chairperson shall be responsible for coordinating program content, speakers, and panelists for each general meeting as approved by the Executive Committee. The Program Chairperson shall provide advice and support to the Executive Committee.

TREASURER. The Treasurer maintains financial records for the DQP, manages the DQP finances, files appropriate annual paperwork, and tracks collection of membership dues. The Treasurer shall take the lead on developing the annual DQP Budget with assistance from the DQP Executive Committee. The Treasurer provides advice and support to the Executive Committee.

If additional officers are elected each shall have such powers and shall perform such duties as shall be assigned to them respectively, by the Executive Committee.

SECTION 2. QUORUM. Except as otherwise required by law, or these BY Laws, the presence, in person or by telephone or other simultaneous communication contact, of three (3) members of the Executive Committee in good standing, and entitled to vote, shall constitute a majority interest of the Executive Committee and meets the standard for a quorum.

ARTICLE IV – EXECUTIVE OFFICERS

SECTION 1. RESIGNATIONS. Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified, and, if no time is given, at the time of receipt by the Chairperson or the Executive Committee. The acceptance of the resignation shall not be necessary to make it effective.

SECTION 2. VACANCIES. If any office becomes vacant, the remaining officers, by a majority vote, may appoint any qualified person, selected from the membership list with voting rights, to fill such vacancy. The person selected shall hold office for the unexpired term.

SECTION 3. REMOVAL. Any officer may be removed either for or without cause at any time by an affirmative vote of the majority membership at a special meeting called for such purpose and so stated in the notice of the proposed meeting.

ARTICLE V – ELECTIONS

SECTION 1. NOMINATIONS. At the General Membership meeting, two months prior to the Annual Election Meeting, the Chairperson will request that a Nominations Committee be formed. Nominations will be solicited from the membership and submitted to the Nominations Committee via e-mail. Each

nominee shall run independently. At least one month prior to the Annual Election Meeting, the list of nominees will be presented to the general membership via e-mail.

SECTION 2. TIMING OF ELECTIONS. The Election Meeting will be the meeting of the General Membership that takes place in April.

SECTION 3. VOTING BY ABSENTEE. Members who will be unable to attend the Annual Election Meeting may submit their votes by absentee ballot. Absentee ballots will be available when the list of nominees is finalized. Only ballots signed, in advance, by a member of the Nominating Committee, will be counted. The Nominating Committee must receive ballots prior to the election of officers.

SECTION 4. TRANSFER OF LEADERSHIP. Newly elected members of the Executive Committee will assume their positions in June at the General Membership Meeting.

To facilitate the smooth transfer of leadership, old and new members of the Executive Committee may be asked to participate in the Executive Committee meetings prior and following the transfer of leadership.

ARTICLE VI – MISCELLANEOUS

SECTION 1. PURPOSE. Inasmuch as the primary purpose of the DQP is to further Continuous Quality Improvement, promote the sharing of resources and provide continuity and guidance to the overall quality functions overseen by the membership, all members are encouraged to participate in the quality conferences, workshops, seminars, and specifically to contribute to the overall goals of the organization through input and general assistance where and when possible. Contribution by the general membership is not binding on the agencies or organizations, which precludes any possible misunderstandings as to the roles and purpose of the Delaware Quality Partnership.

SECTION 2. COMMITTEES. The Executive Committee may provide for such standing and other committees as it shall deem wise and the Executive Committee may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

SECTION 3. MEMBERSHIP FEES. Membership fees or dues, providing a source of revenue for the general operation of the DQP, may be established by resolution of the Executive Committee and subsequent approval by a membership vote. All fees/dues collected shall be deposited to the proper depositories as directed by the Executive Committee. Changes in the fees may be afforded by resolution by the Executive Committee.

SECTION 4. AMENDMENTS. All amendments to these By Laws shall be by resolution by the voting members, with the exception of emergency matters as defined by a quorum of the Executive Committee, in which case the Committee has full powers, subject to the laws of the State of Delaware.

Revised/Adopted: 9/17/2010