



The Global Voice of Quality™

## Division Management Agreement Guide

### DIVISION MANAGEMENT AGREEMENT

#### Preamble

WHEREAS the Healthcare Division was recognized as a division of the American Society for Quality, Inc. (the "Society") in 1991 and

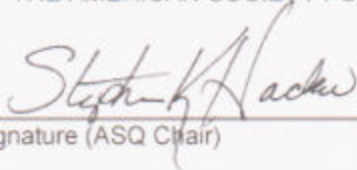
WHEREAS continuance of such recognition is contingent upon adoption and compliance with the following Division Bylaws, henceforth know as this Division Management Agreement (DMA) which has been approved by the Board of Directors (BoD) of the Society.

NOW THEREFORE THIS DIVISION DOES HEREBY DECLARE

1. that it is bound by the certificate of incorporation and the Society bylaws and by the statutes under which the Society is incorporated;
2. that it accordingly retains only those autonomous powers not in conflict with the limitations so imposed;
3. that this agreement is intended to govern, and shall govern, only in division matters, and only to the extent that such matters shall not be covered by the Society bylaws or policies and procedures;
4. that this agreement supersedes the previous bylaws of this division. The Division Management Committee (DMC) may rename and modify the division bylaws to serve as division policies and procedures;
5. that amendments to the division policies shall only require approval of the DMC, with no vote of the division membership required.

ACCEPTED AND AGREED TO on January 1, 2014

BY THE AMERICAN SOCIETY FOR QUALITY, INC.:

  
\_\_\_\_\_  
Signature (ASQ Chair)

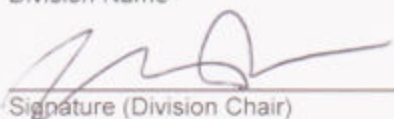
Stephen K. Hacker

\_\_\_\_\_  
Print Name

AND BY

Healthcare Division

\_\_\_\_\_  
Division Name

  
\_\_\_\_\_  
Signature (Division Chair)

William H. Dunwoody

\_\_\_\_\_  
Print Name

## Division Management Agreement (DMA)

### 1.0 NAME

1.1 The name of this Member Unit shall be the Healthcare Division, American Society for Quality, Inc.

### 2.0 OBJECTIVES

2.1 The objectives of this division shall be the advancement of the theory and practice of quality and the allied arts and sciences, and the maintenance of high professional standing among its members. This division's purposes shall be those set forth in the Society's bylaws.

### 3.0 GOVERNANCE

3.1 The division shall be governed by the certificate of incorporation of the Society, by the provisions of the statutes under which the Society is incorporated, by the bylaws of the Society, by the Society's policies and procedures, and by this DMA. The division shall adhere to the Society's identity and branding guidelines, and may use the "ASQ" name and logo only in accordance therewith.

3.1.1 The DMA will be the principal means of division governance. Modification to the division governance will be within the defined framework and will be documented in the division's internal policies and procedures.

3.2 Amendments to the DMA will require the written approval of the Technical Communities Council (TCC) and the Society's Board of Directors (BoD).

3.3 The fiscal year of this division shall coincide with the fiscal year of the Society.

### 4.0 MEMBERSHIP

4.1 Any member of the Society, in good standing, shall be eligible for affiliation with this division. Voting members in this division, as defined in the Society bylaws, shall be Regular members.

4.2 Termination of membership in the Society shall terminate membership in this division.

### 5.0 DIVISION MANAGEMENT

#### 5.1 Officers

5.1.1 The officers of the division shall be the chair, chair-elect, past chair, secretary, and treasurer and must be Regular members of the Society in good standing. The division will determine whether to add additional positions (for example, vice chairs).

5.1.1.1 Division officers must be Regular members.

5.1.1.2 The immediate past chair serves as chair of the Division Nominating Committee.

5.1.2 The officers shall be elected by the division members in accordance with Society policies and procedures. The division will set the officer term limits as either a fiscal one- or two-year term. Officers may not serve more than two consecutive terms in one position unless their continuation is approved by the DMC (see Section 5.5.1).

5.1.3 The division chair shall serve a progressive term (chair-elect to chair to past chair). The Office of the Chair is led by the chair and is comprised of the chair-elect, chair, and the past chair who work together to lead the division.



- 5.1.4 The division chair has the primary responsibility for representing the division on the TCC including the TCC meetings and group calls. The chair may designate a representative to act on their behalf should the chair-elect be unable to attend.

## 5.2 Election of Officers

- 5.2.1 The division must have a nominating committee chaired by the immediate past chair. The nominating committee must follow the protocol established by Society policy and procedures on nominations and the TCC Nominating Committee must certify that the nominating process follows protocol. The TCC Administrative Committee has oversight of the division's nomination process.
- 5.2.2 In addition to the slate of officers nominated through the division's nominating committee, a call for nominations from the general division membership shall be made at least 30 days in advance of the presentation of nominees. Nominations from the general division membership shall require submission of a nomination petition, signed by at least 10 Regular members, and submitted to the division secretary prior to the published cutoff date via mail or e-mail.
- 5.2.3 If there is only one nominee for an elected position, the nominee shall be declared elected by acclamation at the next regular meeting of the DMC. Any contested position shall be resolved through an election. Such election shall be conducted either by regular mail or via e-mail that will provide for a process that will not disenfranchise any nominee. The nominee with a majority of Regular member votes shall be declared elected. Elections must meet dates to ensure that all requirements are met as specified in the Society's policies and procedures.

## 5.3 Vacancies

- 5.3.1 The division chair position will be filled by the chair-elect in accordance with Robert's Rules of Order or the Society's policies and procedures.
- 5.3.2 The immediate past chair position will be filled by the person most recently in that position.
- 5.3.3 Any other officer positions will be filled by division chair appointment with the approval of the DMC.
- 5.3.4 Vacancy appointments shall fill the remaining unexpired term.

## 5.4 Removal From Office

- 5.4.1 Members of the DMC may be removed from office in accordance with Society and TCC policies and procedures.

## 5.5 Committees

- 5.5.1 The division shall have a Division Management Committee (DMC) that will have management and oversight of the affairs of the division and its relations with the Society. The DMC will be comprised of the division's officers and committee chairs.
- 5.5.2 The chair shall establish committees and appoint committee chairs as needed to meet the objectives of the division.
- 5.5.3 As a minimum, the division must have three standing committees: an audit committee, membership committee, and nominating committee.
- 5.5.4 DMC members may not hold more than one elected office, but can chair one or more committees. Only officers and standing committee chairs are considered to be voting members of the DMC, unless so indicated by the division policies and procedures or position descriptions.
- 5.5.5 Committee chairs will act as a liaison with the Society's committees.

## 5.6 Position Guides

5.6.1 Position guides will outline the minimum responsibility, accountability, and authority for each position and will be approved by the TCC. Divisions may assign additional responsibilities, as long as they do not conflict with TCC approved guides.

5.6.2 All officer and standing committee positions will be voting members and must be filled by Regular members in good standing. Non-voting committee positions may be filled by Associate members that belong to division.

#### 5.7 Financial

5.7.1 Annual membership dues to the Society will be paid by each member of the Society as outlined in Policy F 10.00 Society Membership Dues.

5.7.2 Membership dues will be paid to ASQ headquarters as stated in policy F 10.01 Membership Dues and Collection.

5.7.3 A predetermined amount of the annual membership dues will be paid to the division for each member as outlined in Policy F 10.02 Membership Dues Allocation to Member Units.

5.7.4 Expenditure of the allocation will be approved by the DMC in accordance with the Society bylaws, policies and procedures, and the DMA.

### 6.0 REPORTING REQUIREMENTS AND INTERNAL REVIEW

6.1 The division must provide a listing of the names and contact information for all officers, DMC members, and committees to the TCC and to ASQ's Community Development work-group at the beginning of the fiscal year. Changes to this information must also be reported as they occur. This information shall also be published on the division website and in the division newsletter. Committee members must provide an e-mail address for communication and disseminating member-leader information and may not "opt-out."

6.2 The division is responsible for developing an annual business plan (ABP) that is aligned with the Society's strategic plan. The ABP will include this division's goals for the year, and shall contain a listing of the proposed activities. The DMC will provide a copy of the ABP to ASQ headquarters and also make it available to all division members. The ABP shall be reviewed and updated as necessary by the DMC.

6.3 The division shall create a division budget in conjunction with its preparation of the ABP and make it available to all division members. The budget shall serve as a planning document with projected division expenses and revenues for the upcoming year.

6.4 The division shall conduct an annual internal review of its financial records. This internal review shall be conducted by the division's auditing committee in accordance with Society financial and audit guidelines. The results of this internal review shall be submitted by the required date in accordance with Society Policy.

6.5 The division shall create an annual report that includes information regarding the division's membership numbers, financial performance, and progress toward annual goals as specified in the ABP. The annual report shall contain membership numbers, including at a minimum, the total number of division members at the beginning and at the end of each fiscal year. Financial performance items detailed in the annual report shall minimally include total revenue and expenses of this division for each fiscal year. The annual report shall be provided to the Society one month following the beginning of each fiscal year. The division shall make the annual report (or a summary) available to all members.

6.6 The division chair shall forward the annual business plan, the division management budget, and the annual report to the TCC chair, the TCC vice chair, and the TCC treasurer by the dates specified by Community Development.

### 7.0 MEETINGS AND ACTIVITIES



- 7.1 The DMC shall meet at least one (1) time each quarter. These meetings may be by teleconference; however, at least one (1) meeting per year is to be face-to-face at the World Conference for Quality Improvement (WCQI). The meeting at the WCQI must be open to all members of the division. If a quorum is not present for the face-to-face meeting, the meeting will be an opportunity to share information only. The division may hold other face-to-face meetings during the year open to all members of the division. The division shall prepare minutes of the meeting and make them available to all division members as deemed appropriate by the DMC.
- 7.2 A minimum of two (2) division-elected officers and two (2) additional voting members of the DMC shall constitute a quorum. No action requiring the approval of the DMC may be taken without a quorum. Division policies and procedures may require a larger number of DMC members to constitute a quorum.
- 7.3 The division shall provide a minimum of one (1) communication product to its members each quarter for the purpose of updating division members regarding division activities. Such communication may be in the form of a newsletter, mailing, website message, e-mail, etc.
- 7.4 The division shall provide for professional development opportunities for members each year. Examples include presentations, panel discussions, workshops, seminars, conferences, networking events, etc.

## 8.0 INTEREST GROUPS, DISCUSSION GROUPS, and NETWORKS

- 8.1 Division interest groups, discussion groups, or networks may be organized to promote common interest in a specific segment of industry or practice. The DMC, in accordance with Society policies and procedures, shall consider and may recognize such groups upon petition of at least eight (8) members with the exception of networks which must have at least one (1) member. Networks may consist of nonmembers. These division groups shall be organized in accordance with division policies and procedures. The finances of all division groups shall be controlled by the DMC, with the division treasurer serving as the primary treasurer of all groups.

## 9.0 DIVISION DISSOLUTION

- 9.1 It is the intent of the Society to use reasonable and prudent efforts to assist any division that is struggling or otherwise in distress in order to protect the rights and privileges of members, provide expected services, and protect the financial funds and legal status of the Society.
- 9.2 The TCC Administrative Committee has primary responsibility for evaluating and for assisting the division if it is struggling by appointing a TCC mentor to help with this process.
- 9.3 If the division is no longer in good standing it may be dissolved in accordance with Society and division policies and procedures. In the event of dissolution of the division, any remainder of its net assets after discharge of all its just debts and other legal obligations shall be paid for by the Society, in accordance with division policy.
- 9.4 All remaining funds from the dissolved division shall be transferred back to the Society's general fund per the Articles of Incorporation.

Policy

REVISION LEVEL	REVISION DATE	REVISION COMMENTS
A	03/09/06	Original. Formerly part of DIV 042 and DIV 045
Note	2007	Reviewed for consistency with Bylaws and reformatted.
Note	11/11/10	Amended title of Executive Director to Chief Executive Officer (CEO) per Board approval on 11/11/10 and reformatted.
B	11/6/13	Creates the Office of the Chair for the Division consisting of the chair-elect, chair, and immediate past chair. Standardizes nominations process and makes it consistent with the Society nominations process. Requires a division face-to-face meeting at the WCQI. Reflects current report requirements.

APPROVALS

**Owner** Board of Directors  
**Reviewed by** Bylaws Committee  
**Approved by** Board of Directors 11/6/13