



(An Alabama Non-Profit Corporation)

(Revised 08/23/16)

The undersigned Director, for the purpose of establishing Bylaws of a nonprofit corporation founded pursuant to the Alabama Nonprofit Corporation Act, hereby certify that on October 29, 1997 these Bylaws were adopted by an affirmative vote of the Members of the Association of Health Facility Survey Agencies, Inc.

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ARTICLE I: Purpose

SECTION 1.1. Purpose

The Association of Health Facility Survey Agencies (hereinafter, "the Association") strives to strengthen the role of its member state agencies in advocating, establishing, overseeing and coordinating health care quality standards for all state and federally-regulated health care providers.

The purposes of the Association are:

- (a) To advocate for information and resources so that health facility survey agencies can assure the highest practicable quality of health care throughout the nation.

- (b) To strengthen the role of health facility survey agencies with their respective states and territories, with the Centers for Medicare and Medicaid Services (CMS), with advocacy organizations, and with national and state health provider associations.
- (c) To provide a forum for the communication of information and the exchange of experiences among state and territorial health facility survey agencies, and between such agencies and the Association of State and Territorial Health Officials, Inc. (ASTHO), the United States Congress, CMS, advocacy organizations, national health provider associations, and other organizations as appropriate.
- (d) To develop health facility survey recommendations to guide ASTHO and to provide a representative to serve as a member on an ASTHO standing committee.
- (e) To improve the quality of state and territorial health facility survey programs and to coordinate these activities with related activities within the states and territories.
- (f) To promote the professional development of its state survey agency employees.
- (g) To engage in any other lawful act or activity necessary to carry out those purposes listed above.

SECTION 1.2. Principal Office

(Revised 08/23/16)

As of the date of the adoption of the Bylaws, the principal office for the transaction of the business of the corporation is located at:

ASSOCIATION OF HEALTH FACILITY SURVEY AGENCIES

www.AHFSA.org

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

ARTICLE II: Membership

SECTION 2.1. Voting Members

Each state and territory shall be entitled to two votes by employees of the department(s) of the state that are primarily responsible for administering state survey and certification programs within the state.

SECTION 2.2. Guests

Persons or organizations other than members may be invited by consensus of the board to attend any meeting.

ARTICLE III: Membership Meetings and Trainings

(Revised 08/23/16)

SECTION 3.1. Annual Meeting

An annual membership meeting shall be held each year at a time and place as determined by the Board of Directors. Robert's Rules of Order shall govern the conduct of the annual membership meeting. All questions shall be decided by a majority of those voting members present or represented by written proxy, except as specified in Article X.

SECTION 3.2. Annual Training Conference

Attendance at the Annual AHFSA Training Conferences shall be open to any individual registering and paying the required registration fee, except that certain conference sessions may be designated as open only to state agency representatives, or only to state agency and CMS representatives. Such designation shall be made by the Conference Program Chairman with the consent of the President prior to the opening of the conference. Limited attendance at a session shall be so noted on the Conference program.

SECTION 3.3. Special Meetings

(Revised 08/23/16)

Special meetings of the Members for any purpose or purposes may be called at any time by the President, or by a majority of the Board of Directors, or by at least one-third (1/3) of the Members, or such meeting may be held at any time without call or

notice upon unanimous consent of all Members. Notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for annual meetings of Members. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice.

Any person or persons empowered to call a special meeting may request one by providing written notice to the President, or if the President is absent or disabled, to the President-elect, or in the absence of the President-elect to the Vice-President, or in the absence of the Vice-President, to the Corresponding Secretary. If such officer is the Corresponding Secretary, he or she shall provide notice of the meeting to the Members. If such officer is the President or President-elect or Vice-President, he or she shall cause the Corresponding Secretary to provide such notice. The notice shall inform the Members that the meeting has been called for the purpose or purposes stated in the request and will be held at a specified time. The officer originating the notice shall specify the time, which shall be fixed at not less than thirty (30) nor more than sixty (60) days after receipt of the request.

SECTION 3.5. Quorum
(Revised 08/23/16)

A quorum at any given meeting of the membership, including conference calls, shall consist of one-half of those attending the meeting. Consideration shall be given to scheduling a face-to-face meeting if the purpose for which the meeting is called may result in action taken that may impact the association. (Revised 9/29/2011)

SECTION 3.6. Order of Business

The order of business at the annual meeting, and so far as practicable at all other meetings of the Members, shall be as follows:

- (1) Calling meeting to order;
- (2) Reading of any unapproved minutes,
- (3) Reports of officers with the Treasurer's Report to include a compilation of the Financial Statements of the corporation for the preceding fiscal year;
- (4) Reports of committees;
- (5) Election of directors and officers;
- (6) Unfinished business;
- (7) New business; and
- (8) Adjournment.

SECTION 3.7. Action without Meeting

(Revised 08/23/16)

Any action, which may be taken at a meeting, may be taken without a meeting, pursuant to the following procedures:

- (a) A majority of the members of the executive committee shall, for good cause, approve in advance a proposed action to be taken without a meeting;
- (b) The Corresponding Secretary, or in the event the Corresponding Secretary is unavailable, the president or an individual designated by the president shall cause an email notification to be sent to each member state and territory at the email address currently on file with the corporation's agent;
- (c) The notification shall include a description of the proposed action to be taken without a meeting, and a deadline for the state to vote for the proposed action, vote against the proposed action, or abstain, and a method for voting which may include an email reply to the President or to the corporation's agent;
- (d) At the end of the deadline for voting, the votes shall be tallied and the results shall be published to all the states and territories. Such publication may be made by email to the addresses currently on file with the corporation's agent;
- (e) If a majority of the states and territories vote either yes, no, or abstain, the results of the vote shall be final and binding on the corporation. If less than a majority participate by the time of the deadline, the results shall be void and the action shall be of no effect;
- (f) If a majority participate, a simple majority of those voting yes or no, without counting those who abstained, is required to approve the proposed action. If the result is a tie or if a majority should vote no, the proposal is defeated and the proposed action shall not be taken.

ARTICLE IV: Directors and Officers

(Revised 08/23/16)

SECTION 4.1. Powers

Subject to limitations of the Certificate of Incorporation, of the bylaws and of the laws of the State of Alabama as to action to be authorized or approved by the Members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation, shall be managed and conducted by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers; to wit,

First: To select and remove all agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or the bylaws, and fix their compensation.

Second: To designate any place for the holding of any Members' meeting or meetings.

Third: To authorize the receipt of contributions as provided in the Articles of Incorporation.

Fourth: To establish the amount of dues for voting members.

Fifth: To establish the amount of registration fees.

Sixth: To establish Association policies, review annually and update as necessary.

Seventh: To hear reports of standing committees.

Eighth: To approve grants, contracts or subsidies applied for by the Association.

Ninth: To approve the annual expenditure report and annual budget.

Tenth: To establish the job duties of employees or contractors of the corporation.

Eleventh: To exercise those powers specified in sub-sections 4.3 – 4.7 below.

SECTION 4.2. Number, Election and Term of Office
(Revised 08/23/16)

The Board of Directors shall consist of Regional Representatives and the Officers.

(a) Regional Representatives:

Shall consist of one voting member from each CMS region and shall be elected by a majority vote of the states and territories in that region at the annual membership meeting. At the first annual membership meeting, five members shall be elected from odd-numbered regions for one-year terms. Thereafter at each annual membership meeting, five members shall be elected for two-year terms. The odd-numbered regions shall elect members in odd-numbered years, and the even-numbered regions shall elect members in even-numbered years.

b) Officers.

The members of the Association shall elect a President, a President-Elect, a Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer. The officers shall be elected by a majority vote of the voting members present in person or represented by written proxy at the annual membership meeting. The Nominating committee or any voting member may nominate any voting member for the offices of President-Elect, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer at the annual membership meeting. All terms of office shall be for a period of one year. No officer shall succeed himself or herself more than once, except for the office of Treasurer, which may be retained for a maximum of four terms or parts of terms of office.

c) Immediate Past-President

The immediate Past-President shall serve as a non-elected officer of the Board of Directors.

The Board of Directors shall meet at the call of the President; however, such meetings shall occur not less frequently than semi-annually.

SECTION 4.3. Duties of the Officers and Staff
(Revised 08/23/16)

- (a) The President shall perform the following duties: preside at membership meetings of the Association and at meetings of the Board of Directors; appoint members of standing committees and establish such ad hoc committees as s/he deems necessary and as approved by the Board of Directors; provide leadership necessary to achieve the purposes of the organization; serve as the Association's liaison with CMS, the Centers for Disease Control and Prevention (CDC), ASTHO or any other advocacy organization or national health provider association and designate a representative of the Association to serve on any standing committees of

affiliated organizations; and serve as the official spokesperson of the Association. The President shall serve as the custodian of the business records of the Association except for those records whose maintenance is specifically designated to other officers.

- (b) The President-elect shall serve as a member of the Nominating Committee and shall be assigned other duties and committee appointments by the President as are necessary to prepare to serve as president. The President-elect shall serve as a member of the Finance Committee.
- (c) The Vice-President shall, in the absence of, or at the direction of the President, perform the duties of the office of President. The Vice-President shall be a member of the Communications Committee and shall serve as the advisor to the Regional Representatives.
- (d) The Recording Secretary shall ensure access to an up-to-date roster of members (to include at a minimum, name, title, state, area of expertise and contact information) is maintained by the Director of Operations, record the minutes at general membership meetings of the Association and the meetings of the Board of Directors, perform roll call votes and record votes as required, and maintain and transmit the Association's files to his/her successor, including a current copy of the Association's bylaws. The Recording Secretary shall keep an accurate record of all Association resolutions, including a numbered record of all resolutions, amendments to resolutions, and replacement of resolutions superseded by later resolutions.
- (e) The Corresponding Secretary shall circulate notices of membership and Board meetings to all voting members of the Association, communicate to the membership and the Board the results of meetings, conduct correspondence on behalf of the Association, and maintain and transmit the Association's files to his/her successor, including copies of all correspondence sent and received during the term of office. The Corresponding Secretary shall chair the Communication Committee and provide direct oversight of the AHFSA website in conjunction with the Communication Committee and the Director of Operations.
- (f) The Treasurer shall oversee the Director of Operations on financial matters and shall ensure the collection of dues and registration fees, the disbursement funds in accordance with the approved annual budget or at the direction of the Board of Directors. The Treasurer shall ensure the Director of Operations provides proper maintenance of accounts of receipts and disbursements, prepares an annual financial report and an annual budget for the Board of Directors, presents the financial report at the annual membership meeting, and maintains and transmits all files to his/her

successor. The Treasurer shall cause the financial records of the Association to be audited each year, prior to the annual membership meeting. Such audit report shall be included in the annual financial report submitted to the membership. The Treasurer shall be bondable, and the Association may purchase a bond on the Treasurer's behalf. The Treasurer shall also chair the Finance Committee.

(g) The immediate Past-President shall serve as the chairperson of the Nominating committee and serve as the parliamentarian during the annual membership meeting and board meetings/conference calls.

(h) The Director of Operation's responsibilities shall be outlined in the policy and procedure manual.

SECTION 4.4. Vacancies
(Revised 08/23/16)

Each region shall name an alternate board member. The alternate Board member may represent the region if the member is unable to attend a Board meeting and shall fill the unexpired term of the member if a vacancy occurs. If a vacancy occurs and the alternate member is unable to serve for the remainder of the term, the Board shall appoint a voting member from that region to serve for the remainder of the term.

If the office of President becomes vacant prior to the end of a term, the President-elect shall assume the duties of the President until the Association's next annual membership meeting, at which time the President-Elect shall assume the office of President.

If the office of Vice-President becomes vacant prior to the end of a term, the Treasurer shall assume the duties of the Vice-President, in addition to being Treasurer, until the Association's next annual membership meeting, at which time the office of Vice-President shall be filled in accordance with procedures contained in this Article.

If the office of President-Elect becomes vacant prior to the end of a term, the office shall remain vacant until the Association's next annual membership meeting, at which time the first order of business after convening the meeting shall be a special election of a President-Elect. The office of President-Elect shall be filled in accordance with procedures contained in this Article.

If the office(s) of Recording or Corresponding Secretary or Treasurer becomes vacant prior to the end of a respective term, the Board of Directors shall fill the vacant office by appointing a voting member to serve for the remainder of the term.

The appointed officer shall serve until the Association's next annual membership meeting, at which time the office shall be filled in accordance with procedures contained in this Article.

If both the offices of Vice-President and President-Elect become vacant prior to the end of their respective terms, the Board of Directors shall fill the office of Vice-President by appointing a member of the Board of Directors to serve for the remainder of the term. The appointed officer shall serve until the Association's next annual membership meeting, at which time the office shall be filled in accordance with procedures contained in this Article.

If the offices of President, Vice-President and President-Elect become vacant simultaneously prior to the end of their respective terms, a member of the Board of Directors shall call a special meeting of the Board of Directors, at which time the Board shall appoint, by majority vote, a Board member to serve for the remainder of each term. The appointed officer shall serve until the Association's next annual membership meeting, at which time the offices shall be filled in accordance with procedures contained in this Article.

SECTION 4.5. Delegation of Duties

In case of the absence or disability of any officer of the corporation, the Board of Directors may, by a 2/3 majority vote, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director.

SECTION 4.6. Removal (Revised 08/23/16)

The Board of Directors may remove a Board member, upon a 2/3 vote of the Board, for unexcused non-attendance at two consecutive Board meetings or for failure to discharge the duties of a Board member. Board members shall be considered excused if prior notification is received by the President. If a vacancy occurs as a result of removal of a Board member, the term shall be filled in accordance with procedures contained in this Article.

SECTION 4.7. Place of Meeting of the Board of Directors

The Board shall propose for adoption at the annual membership meeting, a schedule of the following year's Board meetings, including dates and sites for holding meetings.

SECTION 4.8. Regular Meetings of the Board of Directors

Board meetings shall be conducted in the following manner:

- (a) Any state agency staff member may attend any Board meeting and is encouraged to participate fully in discussions.
- (b) Board members shall be identified during the meeting by some distinctive means of identification.
- (c) The President, in order to facilitate the efficient conduct of business, may limit the debate to a specified time period or specified number of speakers, both pro and con. The Board, by a simple majority vote, may extend the time period for debate.
- (d) The President shall name an official parliamentarian who shall identify the applicable portions of Robert's Rules of Order needed to efficiently conduct the Association's business. Said rules shall be distributed and explained to all Board meeting attendees and the parliamentarian shall assist the President and any Board meeting attendee in using these rules properly.
- (e) At the start of a Board meeting, the President shall circulate a sign-in list to be signed by all Board members and which shall include their name and region/state represented. Non-Board members shall sign the sign-in list as well, identifying themselves and their affiliation.
- (f) The order of business shall, to the extent applicable, be as specified in section 3.6.
- (g) The vote of a majority of the Board members present, in person or by proxy shall be required to decide issues or resolutions under consideration at a meeting of a quorum of the directors.
- (h) Board meetings should be budget neutral.

SECTION 4.9. Emergency Meetings of the Board of Directors

Emergency meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if (s)he is absent or unable to act, by the Vice-President. An emergency meeting may also be called by the Board of Directors.

SECTION 4.10. Notice of Emergency Meetings

Notice of the time, place or medium and the purposes of all emergency meetings shall be given orally or in writing to each Director. In case such notice is mailed, it shall be deposited in the United States Mail in the place in which the principal office of the corporation is located at least three (3) days prior to the time of the holding of the meeting, charges prepaid, addressed to him or her at his or her last

known address. In case such notice is delivered orally in person, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting.

SECTION 4.11. Quorum

One-half of the members of the Board of Directors shall be present to constitute a quorum at any official meeting of the Board.

SECTION 4.12 Adjournment

(Revised 08/23/16)

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which a required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 4.13. Notice of adjournment

Notice of reconvening an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

SECTION 4.14. Fees and Compensation

Directors and members of committees may not receive compensation for their services, except that they may receive reimbursement for expenses, as may be fixed or determined by resolution of the Board.

SECTION 4.15. Board Action in lieu of an in-person Meeting

(Revised 08/23/16)

Fax/electronic mail votes shall be conducted in the following manner:

- (a) Any Board member may request a fax/electronic mail vote.
- (b) Said Board member must fax/electronic mail a request for consideration of a proposed resolution to a designee of the Board.
- (c) The Recording Secretary shall note the date and time the request was received and shall authorize, by his/her signature the fax/electronic mail vote. The designee of the Board shall resend the request with his/her signature to

the requesting Board member, specifying the date and time for voting closure.

- (d) The requesting Board member shall be responsible for resending the proposed resolution and the President's authorization, including date and time of voting closure to each Board member.
- (e) Each Board member shall vote on the merits of the proposed resolution (simple majority vote) and return to the President via fax/electronic mail, his/her signed vote the date and time specified for voting closure.
- (f) The designee of the board shall inform Board members of the vote total on the issue by fax or mail. An official record of the vote shall be maintained by the recording secretary.

SECTION 4.16. Telephonic Meetings

Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 4.17 Code of Conduct

(Added 08/23/16)

- a) Staff, Officers and Board Members of AHFSA are expected to commit themselves to ethical and professional conduct. This includes the proper use of authority and appropriate decorum.
- b) Staff, Officers and Board Members must be loyal to the interest of AHFSA. This accountability shall supersede any conflicting loyalty to an advocacy or interest group, business interest, personal interest, or paid or volunteer service to other organizations.
- c) It is the policy of AHFSA that no Officer or Board Member shall derive any personal profit or gain, directly or indirectly, by reason of his or her active service to AHFSA.
- d) There may be no self-dealing or any conduct of private business or personal services between any Officer or Board Member and AHFSA, except those conducted in an open and objective manner to ensure equal competitive opportunity and equal access to information.
- e) No Officer or Board Member shall use their position to obtain employment within AHFSA for themselves, family members or close associates. Should an Officer,

Board Member or volunteer committee member desire employment, he or she must first resign.

- f) Officers and Board Members shall not attempt to exercise individual authority over the policies and operation of AHFSA except through their roles as voting members.
- g) Officers, Board Members and volunteer committee members must recognize the inability of any individual Officer, Board Member or Committee to interact/speak to the press or public on behalf of AHFSA except as expressly authorized by the President.
- h) AHFSA will comply with both the letter and the spirit of all public disclosure requirements, including the open availability of its Form 990 tax returns.
- i) The President shall be responsible for the application and interpretation of the Code of Conduct as they relate to Officers, Board Members, volunteer committee members, and staff. The Director of Operations shall be responsible for the application and interpretation of the above policies as they relate to any future staff and or contracted vendors.
- j) Each Staff, Officer and Board Member has the affirmative responsibility to report to the President any and all knowledge of any action or conduct that appears to be contrary to this policy.

SECTION 4.18 Conflict of Interest
(Added 08/23/16)

- a) Before Staff, Officers or a Board Member begins his or her service with AHFSA, he or she shall file a conflict of interest form with the Recording Secretary.
- b) In addition to the disclosures detailed in the Conflict of Interest form, each Staff, Officer and Board Member is under an obligation to AHFSA to inform the Board of Directors of any change in vocation, or business arrangement/financial arrangement which may lead to a possible conflict of interest at any time during the tenure of the Staff, Officer or Board Member.
- c) In cases where an Officer or Board Member has an unavoidable conflict of interest, that Officer or Board Member shall physically recuse himself or herself from not only the vote, but also the deliberation, unless directly requested by the President or relevant committee. In no case shall the Officer or Board Member vote on such matter or attempt to exert influence on the decision.
- d) Disclosure and abstention shall be recorded in the minutes.

- e) In any situation not specifically covered by the previous sections of this policy or any other articles of these by-laws, Staff, Officers and Board Members shall consider carefully any potential conflict of interest of their personal interests with the interests of AHFSA and refrain from any action which might be perceived as an actual or apparent conflict of interest.

ARTICLE V: Committees

(Revised 08/23/2016)

SECTION 5.1. Executive Committee

(Revised 08/23/16)

The members of the Executive Committee are the President, the President-Elect, the Vice-President, the Recording Secretary, the Corresponding Secretary, the Treasurer and the immediate Past-President. The Executive Committee shall be responsible for the day to day functioning of the organization. The Executive Committee and individual members, when representing the Association, are responsible to represent the Association as a whole.

SECTION 5.2. Duties

The Executive Committee shall have and exercise all of the authority of the Board in the management of the corporation in the interval between meetings of the Board, subject to the control and direction of the Board, except the power to adopt, amend or repeal the bylaws and where action of the Board of Directors is required by law. A majority of the Executive Committee shall authorize expenditures and the Committee shall monitor Association expenditures.

SECTION 5.3 Designation

In addition to any standing committees established by the Board of Directors and any ad hoc committees established by the President and approved by the Board, there shall be the following committees:

- (a) A Nominating committee consisting of the immediate Past-President, the Vice President and three Board members appointed by the immediate Past-President.
- (b) The Board, at its discretion, may establish ad hoc committees.

Section 5.4

Standing Committees

(Added 08/23/16)

The Board of Directors has the authority to establish certain standing committees to allow AHFS to meet its mission and vision. The following list summarizes the membership components of the listed standing committees:

1. Communication Committee
 - a. Corresponding Secretary, chair
 - b. Vice President
 - c. Three individuals selected from the membership
2. Finance Committee
 - a. Treasurer, chair
 - b. President-elect
 - c. Three individuals selected from the membership
3. Technical Committee
 - a. AHFSA Board-appointed Technical Lead
 - b. Five individuals selected from the membership

Goals for these committees will be established based on the outcomes and determinations as revealed through the strategic planning process.

ARTICLE VI: Execution of Instruments

SECTION 6.1. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the corporation any contract or other legal instrument, and such authority may be general or may be confined to specific instances or instruments.

SECTION 6.2. Checks and Drafts

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board.

SECTION 6.3. Deposits; Bank Accounts

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other

depositories as the Board may from time to time designate or as may be designated by an officer or officers of the corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the corporation or by written endorsement of any officer without countersignature.

SECTION 6.4 Record Retention
(Added 08/23/16)

This policy provides for the systematic review, retention and destruction of documents received or created by AHFSA in connection with the transaction of organization business. This policy covers:

- i. all records and documents, regardless of physical form,
- ii. contains guidelines for how long certain documents should be kept,
- iii. how records should be destroyed, and
- iv. the responsible party charged with overseeing the enforcement of this policy.

This policy is designed to ensure compliance with federal and state laws and regulations while also eliminating the potential for accidental or innocent destruction of records.

AHFSA follows the document retention procedures outlined below. Documents not listed, but that are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

Corporate Records:

AHFSA Policy/Procedures	Permanent, originals to archives
Annual Reports	Permanent, copy to archives
Articles of Incorporation	Permanent, originals to archives
Board of Director Meeting Minutes	Permanent, originals to archives
Bylaws	Permanent, originals to archives
Committee Meeting Minutes	Permanent, originals to archives
Contracts (after expiration)	3 years
IRS Application: Tax-Exempt Status Form 1023	Permanent, originals to archives
IRS Determination Letter	Permanent, originals to archives
Membership Meeting Minutes	Permanent, originals to archives
Records Destruction List	Permanent
State Sales Tax Exemption Letter	7 years
Strategic Plans (including revisions)	Permanent, record storage

Accounting and Tax Records

Audit and Financial Statements	Permanent, copies to archives
Bank Deposit Slips	7 years
Bank Statements and Reconciliations	7 years
Business Expense Records	7 years
Check Registers	7 years
Electronic Fund Transfer Documents	7 years
General Ledgers	7 years
Invoices	7 years
IRS 1099s	7 years
IRS 990 Tax Returns	Permanent, record storage
Payroll Registers	Permanent
Petty Cash Vouchers, cash/credit receipts	3 years, record storage
State Unemployment Tax Records	Permanent

Employee Records

Employment and Termination Agreements	Permanent
Employment Application/references	3 years - not hired; 4 years (post term)
Job Postings	1 year
Promotional/Disciplinary/Discharge Documents	7 years (post termination)
Staff Performance Reviews	5 years (post termination)
Time Sheets	2 years

Legal, Insurance and Safety records

Conflict of Interest Documents	5 years
General Contracts	7 years after termination
Insurance Policies	Permanent

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the specified amount of time. If a user has sufficient reason to keep an email message, the message should be printed in its entirety in hard copy and kept in the appropriate file and/or moved to an electronic archive computer file. Backup and recovery methods should be tested on a regular basis.

AHFSA records will be stored in a safe, secure and accessible manner. Documents necessary to maintain AHFSA during an emergency situation shall be stored appropriately.

The AHFSA Director of Operations shall be responsible for the ongoing process of identifying records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be

accomplished by shredding. The Director of Operations shall provide a detailed listing of all documents to be destroyed to the AHFSA Officers, one month prior to the scheduled destruction.

Document destruction activities will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction activity will be reinstated upon conclusion of the investigation and upon approval from the AHFSA Officers.

ARTICLE VII: Miscellaneous.

SECTION 7.1. Fiscal Year

The fiscal year of the corporation shall be determined by the Board.

SECTION 7.2. Name (Revised 08/23/16)

The business name of the Association shall be the Association of Health Facility Survey Agencies (AHFSA).

SECTION 7.3. Organization

The Association shall be a non-profit corporation organized under the laws of the State of Alabama. If the corporation shall be dissolved at anytime, no part of its funds or property shall be distributed to or among its members but after payment of all indebtedness, its surplus funds and properties shall be used in such legal manner as the Board of Directors of the Association shall determine.

ARTICLE VIII: Notices

SECTION 8.1. Form of Notices (Revised 08/23/16)

Whenever, under the provisions of these bylaws, notice is required to be given to any regional representative, officer or Member, it shall not be construed to mean only personal notice, but such notice may also be given telephonically or electronically by e-mail, or in writing, by mail by depositing the same in the United States Mail in a postpaid sealed wrapper, addressed to such regional representative, officer or Member at such address as appears on the books of the corporation, or, in default of other address, to such regional representative, officer

or Member at the general post office in the city where the corporation's principal office for the transaction of business is located, and, except as specified in section 4.10, such notice be deemed to be given at the time when the same shall be thus mailed.

SECTION 8.2. Waiver of Notice; Attendance at Meeting
(Revised 08/23/16)

Any member, regional representative or officer may waive any notice required to be given under these bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX: Amendments

SECTION 9.1. Who May Amend

Two-thirds of the voting members at an official meeting of the membership shall be required to amend the bylaws. The Board of Directors shall notify all states of any proposed amendments to the bylaws at least thirty (30) days prior to the date of the meeting on which a vote of a change to the Bylaws will be taken.

ARTICLE X: Resolutions

SECTION 10.1. Purpose of Resolutions

Corporate resolutions shall be developed to formalize a position of the membership of the Association. All Resolutions previously adopted by the Association remain in effect until they are repealed, or unless they are duplicative of, or in conflict with, the provisions of these bylaws.

SECTION 10.2. Procedure for Proposal and Adoption of Resolutions

Any voting Member of the Association may recommend the adoption of a Resolution by submitting a copy of the language of the proposed Resolution, a description of the reasons for his or her recommendation, and a summary of the advantages and disadvantages of adopting the Resolution to the President. The President shall include a discussion of the proposal on the Agenda for the next regularly scheduled meeting of the Board of Directors. If the Board of Directors, by majority vote, recommends the adoption of the Resolution, it shall be the official Association policy

until the next regularly scheduled membership meeting of the Association. If the Members of the Association, by a two-thirds vote for any Resolution that conflicts with or modifies a provision of these bylaws, or by a majority vote for any other Resolution, vote to adopt the Resolution, it shall become effective on the day after the vote is taken.

SECTION 10.3. Revision or rescission of Resolutions

Any Member of the Association may recommend the revision or rescission of a Resolution by submitting a copy of the language of the proposed revision, or a request that the Resolution be rescinded, a description of the reasons for his or her recommendation, and a summary of the advantages and disadvantages of adopting his or her recommendation to the President. The President shall include a discussion of the proposal on the Agenda for the next regularly scheduled meeting of the Board of Directors. If the Board of Directors, by majority vote, adopts a resolution, it shall be official Association policy from the time of its adoption by the Board until the next annual membership meeting at which time it shall be submitted to the Members for disposition. If the Members of the Association, by the same percentage of votes required to adopt the Resolution, vote to revise or rescind the Resolution, it shall be revised or rescinded effective on the day after the vote is taken.

IN WITNESS WHEREOF, the undersigned Director of the Association has adopted these Bylaws on this _____ day of _____, 2016.

(SEAL) Sworn and subscribed to before the undersigned Notary Public for the State of _____ on this _____ day of _____, 2016, by

President of the Association of Health Facility Survey Agencies, Inc.

(Notary Public)