

BY LAWS

SECTION 1

MISSION

The mission of the Healthcare Institute is to respond to the healthcare needs of Arizonans through the development and support of a well-prepared, accessible workforce of qualified professionals and assistive personnel.

The goals of the Healthcare Institute include, but are not limited to:

- (a) increasing communication and collaboration among healthcare professionals, educators, regulators, employers, policy-makers, and consumers;
- (b) being a catalyst for new innovative models and activities in education and healthcare delivery including promising practices and best practices; and
- (c) accelerating adoption of and being a catalyst for initiating studies and projects addressing the healthcare workforce needs and demands of Arizonans for the near and long term future.

SECTION 2

ADVISORY BOARD

- 2.1 Number and Election. The Healthcare Institute shall establish an advisory board, which shall consist of no more than 21 members. Except for the filling of vacancies, the advisory board shall appoint its members at the annual meeting of the advisory board. The appointment of advisory board members shall be subject to approval by the AzHHA Education Foundation Board of Directors. Advisory board members shall be appointed for two-year terms and may be re-appointed, based on attendance and level of involvement. According to AzHHA Education Foundation policy, three advisory board meeting absences in one year shall result in termination of appointment. Each advisor shall hold office until a successor is elected and qualifies, or until such advisor's earlier resignation or removal.

- 2.2 Composition Advisory board members shall include, to the extent possible, representatives of or individuals with experience as:
- (a) institutional healthcare systems, facilities, or service entities;
 - (b) healthcare professionals;
 - (c) healthcare educators;
 - (d) healthcare provider membership associations;
 - (e) healthcare consumers;
 - (f) healthcare regulatory agencies and;
 - (g) at least 1 member of the Board of Directors of the Arizona Hospital and Healthcare Association (“AzHHA”).
- 2.3 Vacancies. A majority of the advisory board members, though less than a quorum, may fill vacancies on the advisory board, subject to approval by the AzHHA Education Foundation Board of Directors. An advisor so chosen shall hold office until a successor is appointed and qualifies, or until such advisor's earlier resignation or removal.
- 2.4 Duties and Authority. The advisory board members shall serve as expert resources in guiding the projects and activities of the HCI, subject to the approval of the AzHHA Education Foundation Board of Directors. Primary responsibilities relate to receiving information and reports on the ongoing activities of the Healthcare Institute and by providing guidance and advice to the Healthcare Institute. Advisory board members are expected to bring forth current information from their constituent groups thereby assisting in setting priorities and strategic plans of the Healthcare Institute. In addition to attending board meetings, advisory board members may be called upon to provide leadership and/or assist with other committees, special projects, studies, events and other related activities. Financial expenditures or commitments shall be subject to the approval of the AzHHA Education Foundation.
- 2.5 Place of Meetings. The advisory board may hold its meetings at locations designated by the advisory board.
- 2.6 Annual Meetings. The Healthcare Institute shall hold an annual meeting of advisors on such date as designated by the advisors. At their annual meeting, the advisors shall appoint new advisory board members, officers, and conduct any other

business properly brought before the meeting. Notice of the annual meeting shall be given in the same manner as notices of a special meeting, unless the annual meeting is held as a regular meeting in which case no notice is necessary.

- 2.7 Regular Meetings; Notice. The advisory board may adopt a schedule for regular meetings for up to 1 year in advance, for which no additional notice shall be required. All other meetings shall require notice to advisory board members at least 5 days prior to the meeting by mail, hand-delivery, fax, or other electronic communication. Any advisory board member may participate in a meeting by any means of communication by which all advisors participating may communicate with each other simultaneously. Any advisor participating in a meeting by such method shall be considered present in person at the meeting.
- 2.8 Quorum. Except as otherwise specifically provided, a majority of the members of the advisory board shall constitute a quorum of the advisory board. The concurrence of a majority of those present and voting when a quorum is present shall be sufficient to conduct the business of the advisory board. If a quorum is not present, the advisors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

SECTION 3

AZHHA EDUCATION FOUNDATION

- 3.1 The AzHHA Education Foundation has established the Healthcare Institute to provide a community-based forum for the collection and exchange of information and the initiation of studies and projects related to healthcare workforce issues, including education, workforce redesign, and supply and demand tensions. The Healthcare Institute shall operate as a program of the AzHHA Education Foundation and the Healthcare Institute's activities, programs, and operations are, therefore, subject to the approval and authority of the AzHHA Education Foundation. The advisory board members are volunteers dedicated to advancing these goals, and are not responsible for the obligations, assets, and management of the AzHHA Education Foundation. The AzHHA Education Foundation and AzHHA shall provide such staffing and support for the Healthcare Institute as the AzHHA Education Foundation and AzHHA determine to be appropriate, including, for example, the services of a director for the Healthcare Institute.

SECTION 4

OFFICERS

- 4.1 The advisory board at the annual meeting shall appoint a chair, chair-elect, and such other officers as the advisory board deems appropriate, and may fill vacancies in offices, or create new or eliminate existing offices, at any time. Officers shall be appointed for 1-year terms of office.

SECTION 5

COMMITTEES

- 5.1 Executive Committee. The advisory board may elect an executive committee consisting of at least three members (current chair, chair-elect, and past chair; one being a member of the AzHHA Board of Directors) of the advisory board. Members of the executive committee shall serve at the pleasure of, and may be removed with or without cause at any time by, the advisory board. If a vacancy occurs on the executive committee, the vacancy may be filled only by the advisory board. The executive committee shall have and may exercise the powers of the advisory board between meetings of the advisory board. Elections are to be held at the annual board meeting.
- 5.2 Salsbury Scholarship Committee. The Healthcare Institute, through the Salsbury Scholarship Committee at the AzHHA Education Foundation, annually awards scholarships to students who are pursuing or advancing their healthcare careers in Arizona. The advisory board shall appoint a minimum of three advisory board members to serve on the scholarship committee and may appoint an additional three representatives from the community. The scholarship committee will select the chair, who must be an advisory board member. All scholarship applicants are considered without regard to race, color, gender, religion, age, or national origin unless specified by a donor or contribution. Selection criteria, which may change annually, shall be based on areas of existing and forecasted healthcare workforce shortage and demand.

A number of scholarship funds are available:

Salsbury Scholarships: The Clarence G. Salsbury Scholarships are presented in memory of Dr. Clarence G. Salsbury, the first president of the Arizona Hospital Association. Dr. Salsbury was a physician with a lifelong commitment to health careers education. Typically, eight to ten scholarships are awarded annually, ranging from \$500 - \$3,000 each, based on availability of funds from the Salsbury Scholarship Endowment Fund.

Corporate Scholarships: Scholarships are provided by non-hospital organizations that share AzHHA's goal to support individuals pursuing healthcare careers in short supply in Arizona. Sponsoring organizations commit a minimum of \$1,000 per year to award to a deserving student. Typically, two (2) to three (3) corporate scholarships are awarded annually. The amounts of individual awards vary based on the level of corporate contributions.

Roland W. Wilpitz Memorial Scholarship: A \$1,500 scholarship is awarded annually to a rural healthcare leader, manager, or executive for a continuing education experience (such as workshops, seminars, or correspondence courses) in memory of Roland W. Wilpitz, former chairman of the Arizona Hospital Association. Mr. Wilpitz was dedicated to improving the quality of rural healthcare in Arizona. Scholarship money is to be used for registration fees and expenses in connection with the educational event described in the application.

- 5.3 Other Committees. The advisory board may establish regular or special committees. In the discretion of the advisory board, persons serving on a regular or special committee need not be advisors.

SECTION 6

AMENDMENTS

- 6.1 This document may be amended, repealed, or new provisions adopted by the AzHHA Education Foundation Board of Directors.

As Amended by the AzHHA Education Foundation
Board of Directors
January 20, 2006