

## **Oklahoma Association of Health Care Providers**

### **CONSTITUTION**

#### **Preamble**

In order to elevate the standards of long term care entities licensed under the laws of the State of Oklahoma, and to foster and perpetuate high ideals through the promotion of ethical principles and practices in the operation of such entities in the State of Oklahoma, and to form an Association having no capital stock, nonprofit, and for improvement, educational, and charitable purposes; we do hereby associate ourselves together and establish this constitution of the Oklahoma Association of Health Care Providers.

#### **Article I**

##### **Name**

Sec. 1: The name of this Association shall be the Oklahoma Association of Health Care Providers.

Sec. 2: The Seal of the Oklahoma Association of Health Care Providers shall be copyrighted.

Sec. 3: This Association shall be duly incorporated as a nonprofit voluntary membership organization under the laws of the State of Oklahoma.

#### **Article II**

##### **Purposes and Objectives**

Sec. 1: To adopt and promote a code of ethics designed to elevate and regulate the standards of long term care services licensed by the State of Oklahoma.

Sec. 2: To assist in promoting and protecting the public health through the development of long term care services.

Sec. 3: To further these purposes and objectives, the Association shall encourage and sponsor professional educational programs, aid in the health education of the public, and cooperate with other organizations having similar objectives.

Sec. 4: The primary purpose and objective of this Association shall be to promote the highest attainable quality of care for residents of long term care in the State of Oklahoma.

**Article III  
Membership**

**Sec. 1:** The membership of the Association shall be determined by the Board of Directors. Membership policies shall be outlined in the Bylaws of the Association.

**Sec. 2:** As used in this constitution, the terms "ownership" and "ownership interest" refer to a legal, beneficial, and financial interest in a proprietorship, partnership, or corporation holding a license to operate a long term care entity in Oklahoma

**Article IV  
Voting**

Sec. 1: There is no minimum quorum requirement for the annual business meeting or special meetings of the general membership for which proper notice is given. However, a majority of the Board Members must be present to conduct business

a. Proper notice for the annual meetings shall be thirty (30) days prior to the scheduled annual meeting. Proper notice for special called meetings shall be ten (10) days.

Sec. 2: In order to have its vote cast by proxy or otherwise, any full member, as defined in Section Article 1. Sec. 1 of OAHCP By-laws must be duly registered at any regular or special business meeting, and the stated registration fee, if any, must be paid.

Sec. 3: A member entity shall be entitled to one vote and shall designate in writing a delegate who will cast the vote at any regular or special meeting, and deliver said designation to the Association on the day such meeting is first convened. Such delegate shall be: (a) an individual having an ownership interest, in a member entity or (b) another registered representative of the facility who is designated in writing by the ownership as its voting delegate. The designation, once made, is valid until adjournment of such meeting.

Sec. 4: Only Full Members or their designees are allowed to vote in regular or special meetings.

Sec. 5: After having been duly registered at business meeting sessions, voting delegates shall be identified by the wearing of colored stickers on their name badges.

**Article V  
Officers**

The elective officers of this Association shall be a president, a vice-president,

secretary, treasurer, and the immediate past president.

**Article VI**  
**Qualifications of Officers and Directors**

**Sec. 1:** Each elective officer and director of this Association shall be a representative of an entity that is currently a full member in good standing and which was a member in good standing for the preceding calendar year. For purposes of this Article, a "member in good standing" is defined as a facility that is duly licensed by the state of Oklahoma and has paid Association membership dues for both the current year and the preceding year on a timely basis.

**Sec. 2:** The elective officers and directors of this Association shall either have an ownership interest in, or serve as an officer or in a senior management capacity in a for-profit, not-for-profit or publicly owned entity.

**Sec. 3:** The conduct of said officers and directors shall be consistent with the Purposes and Objectives as detailed in the Code of Ethics of this Association

**Sec. 4:** Any officer or director indicted for a felony shall automatically forfeit his or her office as of the date of any such indictment. The forfeited position shall remain vacant until such time as the term of the incumbent expires or until the incumbent is cleared of all charges contained in said indictment, at which time he or she shall be reinstated to serve the remainder of the term to which elected.

**Article VII**  
**Duties of Officers**

**Sec. 1: President:**

- a. Shall preside at the Annual Convention and Business Meeting of this Association.
- b. Shall be custodian of the gavel, which symbolizes his office.
- c. Shall put a motion to vote when seconded and shall vote in the case of a tie vote.
- d. Shall be a member of all standing and special committees.
- e. Shall appoint all committees, standing and special
- f. Shall be the Chairman of all meetings of the Board of Directors.

**Sec. 2: Vice President:**

- a. In the event of the absence or incapacity of the President, the Vice President shall assume the duties of the President.

- b. The Vice President shall assist the President when requested and assume such other duties as are assigned to him/her.

**Sec. 3: Secretary:**

- a. Shall be the custodian of the official certificates of the Association.
- b. Shall attend to that portion of the correspondence of the Association as is usually attended to by the Secretary of similar organizations.
- c. Shall keep the minutes of all meetings and shall send copies to each member of the Board of Directors prior to the next regular meeting of the Board.

**Sec. 4: Treasurer:**

- a. Shall oversee and supervise the signing of checks, vouchers, and orders of the Association treasury. In the event the Treasurer, for any reason, should be unable to sign checks for bills and approved vouchers of a regular and routine nature, the President or the President's designee shall sign the minimum amount needed to carry on Association business.
- b. Shall oversee and supervise the receipt of all monies of the Association and cause to be deposited same in bank or banks as the Board may approve, and shall notify the membership chair of any and all deposits of dues received for membership.
- c. Shall cause to be kept and maintained, a set of books of accounts of this Association and a monthly financial report shall be filed with the Secretary of the Association and be distributed to the Board before the end of the following month.
- d. The funds, books, vouchers and financial records in his/her hands shall at all times be available to the Board for inspection.
- e. At the expiration of his term of office, the Treasurer shall make available to his/her successor, within twenty-four hours of expiration date, all books, monies, and other properties pertinent to his office.

**Sec. 5: Immediate Past-President:**

- a. Immediate Past President shall advise and assist the President in the performance of his/her duties, and shall assume such other responsibilities as are assigned to him/her by the Board.

**Article VIII  
Tenure of Office**

Tenure of office of all officers shall be for a period of one year beginning November 1, of each year. No individual shall be allowed to serve more than four consecutive terms in the same office.

**Article IX  
Board of Directors**

The Board of Directors of the Oklahoma Association of Health Care Providers shall consist of twenty- seven (27) members.

Twenty-one members shall have an operating interest in a full member facility or entity as defined in Article VI Sec. 2. and shall be elected by the membership for terms of four (4) years.

Six members shall consist of the six Presidents of the Regional Board of Directors. Regional Board of Director positions shall be elected to serve four year terms. These six members must either meet requirements defined in Article VI Sec. 2 or must be an employee of a full member facility and have a specified endorsement from the member facility/entity ownership.

The Board of Directors shall designate Regional Board policies and procedures and may change regional boundaries or the number of regions at any time with a majority vote of the Board.

**Article X  
Annual Business Meeting**

**Sec. 1:** The Association shall hold an Annual Business Meeting. The date of this meeting will be established by a vote of the Board of Directors thirty (30) days prior to the date of said Business Meeting.

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**Sec. 2:** The Annual Business Meeting shall be held for the purposes of the holding of elections, presentation of annual financial reports, consideration of amendments to this constitution, and any other business necessary to be conducted at such meeting.

**Article XI**  
**Auditing Committee**

The Auditing Committee shall consist of three members appointed by the President whose duties shall be to review the books of the Treasurer and report their findings, in writing. An annual financial report shall be presented at the Annual Business Meeting; said report being made available to the delegates not less than one full day prior to its formal presentation to the Annual Business Meeting. The Treasurer shall make his written report and books available to this committee at least two weeks prior to the Annual Business Meeting. The Auditing Committee may consider the employment of an outside firm of Certified Public Accounts to review the financial report.

**Article XII**  
**Fiscal Year**

The fiscal year of this Association shall run from January 1 through December 31.

**Article XIII**  
**Election of Directors**

**Sec. 1:** Directors of this Association shall be elected at each Annual Business meeting. Election shall be by written ballot, unless two thirds of the voting delegates present at any such meeting agree to waive the requirement of a written ballot. In this event, upon approval of two thirds of the voting delegates present, written ballot may be waived in one or more, or all of the vacancies to be filled at that meeting.

**Sec. 2:** All interim vacancies of officer and director positions other than that of President shall be filled at any regularly scheduled Board meeting by appointment of the President with approval of a majority vote of the Board.

**Article XIV**  
**Parliamentarian**

The President of the Association may designate a parliamentarian, which Parliamentarian shall officiate at any regular or special meeting of the Association membership. The duties of the Parliamentarian shall be to advise the membership, the Officers, the Directors, committee chairs and committee members, in respect to all parliamentary matters that may arise during a meeting.

**Article XV**  
**Amendments**

This constitution may be amended by a two-thirds majority vote of the delegates

present and voting at any duly convened general membership meeting, provided that the proposed amendments have been given in writing to the members of the Board at least sixty days in advance of such meeting, and these same submitted to the member facilities at least fifteen days in advance of the meeting, at which any such amendments are to be voted upon.

**Article XVI**  
**Membership in a National Organization**

**Sec. 1:** This Association may become affiliated with any national association of compatible membership and purpose provided such affiliation has been approved by two-thirds majority vote of delegates present and voting at a duly convened general membership meeting.

**Sec. 2:** Voting delegates to any national association shall be the President and as many other delegates as needed to conform with the formula for delegates established by such national association, which delegates shall be appointed by the President, with the advice and consent of the Board.

**Sec. 3:** Delegates to any national association meeting shall have their reasonable and necessary expenses paid, if not otherwise reimbursed, by this Association, the amount to be determined by the Board.

In the event a delegate is instructed by the Board on any action desired by this Association to be taken at a national association meeting, he is in no way authorized to deviate from such instructions.