

REVISED



BYLAWS

ARTICLE I

NAME AND ~~OBJECT~~PURPOSE

Hospitals are integrated health care systems that directly provide health care to the citizens of the state of Washington. Recognizing that hospitals are an essential segment in the delivery of health care, hospitals have joined together to form the Washington State Hospital Association.

The purpose of the Washington State Hospital Association (WSHA) is to provide advocacy for, and service to, its members in furtherance of their missions.

The Washington State Hospital Association takes a major leadership role in issues that affect delivery, quality, accessibility, affordability, and continuity of health care. It accepts and shares the responsibility for improving the health status of the citizens of Washington State. WSHA works with others in identifying and responding to critical health care issues.

The Washington State Hospital Association, as the primary representative of hospitals and related organizations, advocates for hospitals and health systems to advance positive public policy and defeat negative public policy before state and federal governmental bodies ~~plays an intermediary role between these organizations and the legislative and regulatory bodies~~. It also leads efforts to improve patient safety and educates the public on key health care issues and how to improve community health.

ARTICLE II

MEMBERSHIP

Section 1. **Classes**

Membership shall be of two classes: Institutional and Personal.

Section 2. **Institutional and Personal Members**

Membership on an Institutional or a Personal basis shall be available to organizations and individuals interested in the object of the Association, on application and election as provided herein.

Section 3. **Types of Institutional Membership**

Institutional memberships shall be of the following types:

Type I shall include hospitals, both general and special, licensed under Chapter 70.41 or 70.12 RCW.

Type II shall include organizations operating non-profit hospital service plans.

Type III Associate membership shall be available to organizations interested in the object of the Association and not eligible for Institutional membership Types I, II, and IV. Type III(A) shall include organizations, the activities of which are of a non-commercial nature. Type III(B) shall include organizations and firms of a commercial nature.

Type IV shall include hospitals, both general and special, which are directly or indirectly owned and operated by the State of Washington or the federal government, and which are not required to be licensed under 70.41 RCW.

Section 4. **Personal Members**

- (a) Personal membership shall be available to individuals interested in the object of the Association in accordance with such regulations as may be enacted by the Board of Trustees from time to time.
- (b) Applications for Personal membership shall not be accepted from persons connected with eligible non-member institutions or from persons connected with hospitals which fail to meet membership requirements, provided that persons in allied fields and organizations may be accepted for membership in accordance with such regulations as may be enacted by the Board of Trustees from time to time.
- (c) Life members shall be Personal members who have been Personal members for 25 continuous years, and who request, in writing, that they be granted Life membership. Thereafter, their membership shall automatically continue for life with exemption from payment of dues.
- (d) Honorary members shall be persons of distinction who may be elected to Honorary membership by the Board of Trustees. Honorary members shall pay no dues.

Section 5. **Qualification and Election of Members**

Qualifications for membership shall be in accordance with such regulations as may be enacted by the Board of Trustees from time to time.

Application for Institutional or Personal membership shall be made to the President in writing and the applicant shall become a member upon approval in such manner as shall be prescribed by the Board of Trustees. Application for Type III membership shall be made to the President in writing and the applicant shall become a member upon approval by the President.

Section 6. **Resignation**

A member may, at any time, file notice of resignation in writing with the President, and it shall become effective as of the date it is filed. Resignation shall not relieve a member of any dues or other financial obligations to the Association as of the date of resignation.

Section 7. **Expulsion and Reinstatement**

The Board of Trustees may censure, suspend, or expel any member for cause after giving such member an opportunity to have a hearing in accordance with such rules as may be established by the Board of Trustees. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Trustees.

ARTICLE III ASSEMBLY

Section 1. Membership

The Assembly shall consist of such voting representatives of Type I and Type II Institutional members in good standing as shall register with the President of the Association at least one month ahead of the annual meeting and subsequently as may be necessary prior to special meetings of the Assembly. Each Type I and Type II Institutional member shall designate a representative and an alternate representative. If neither the representative nor the alternate representative is able to attend a meeting of the Assembly, another person may be accepted by action of the Assembly as the representative of the Type I or Type II Institutional member.

Section 2. Meetings

The Assembly shall meet during the annual meeting of the Association and at such other times as the Board of Trustees shall determine, or as called by the Chair of the Association upon the written request of any 20 voting members. At least 30 days' notice of the time, place, and purpose of holding each meeting of the Assembly shall be given to each Institutional member of the Association.

Section 3. Voting

Each Type I and Type II Institutional member shall be entitled to one vote in the Assembly. Voting by proxy shall not be permitted at meetings of the Assembly. A vote may be held without a meeting of the Assembly and through the use of e-mail or other electronic means if the motion brought forward for a vote and the accompanying material are first approved by the Chair of the WSHA board and one other board officer. Any such material shall be provided a minimum of ten (10) days in advance of a vote. To be valid, the number of voting members participating in such a vote shall be equal to at least a quorum. The minimum voting period shall be no less than five (5) days. A written record of a vote taken by e-mail shall be recorded in the minutes of the Assembly.

Section 4. Quorum

A quorum shall consist of those representing 30 percent of the eligible votes of the voting members.

Section 5. Powers

The Assembly shall elect the trustees and officers of the Association as provided in these Bylaws. The Assembly shall have the authority to approve or disapprove such recommendations, reports, actions, or resolutions as may be placed before it by the Board of Trustees. Further, the Assembly shall have authority to make proposals and

recommendations to the Board of Trustees. By a two-thirds vote of those present and eligible to vote, a quorum being present, the Assembly shall have the authority to remand to the Board of Trustees for reconsideration any action taken previously by the board.

Section 6. **Delegates**

Delegates and alternates to the Regional Policy Board of the American Hospital Association shall be elected in accordance with the Bylaws of those respective associations.

ARTICLE IV ANNUAL MEETING

Section 1. **Time and Place**

There shall be an annual meeting of the Association, either within or outside the state, which shall include an annual meeting of the Assembly, and may include such meetings of the Board of Trustees and Committees as may be fixed by the Board of Trustees. The time and place of the annual meeting shall be designated by the Board of Trustees and announced at least two months before the date so fixed.

ARTICLE V BOARD OF TRUSTEES

Section 1. **How Constituted**

There shall be a Board of Trustees which shall consist of: the Chair of the Board; the Immediate Past-Chair of the Board; the Chair-Elect of the Board; the President; the Secretary-Treasurer; ~~the Chair of the Patient Safety Committee, the Chair of the Rural Hospital Committee, the Chair of the Governing Boards Committee, the chief elected officer of each of the seven Regional Councils; and the American Hospital Association~~ delegate(s) from Washington state; ~~and, as those positions may be filled from time to time, all of whom shall be members ex-officio with power to vote, together with ten fourteen~~ trustees-at-large, ~~All such members identified in this Article V, Section 1 all of whom shall have the power to vote. provided, each Regional Council may, in its discretion, elect as its representative to the Association a person other than the Council President to serve for the full or any unexpired term the Council President would otherwise have served.~~

Section 2. **Election and Term**

The terms of the trustees-at-large shall be for three years, and shall be staggered over three year cycles such that terms of ~~three~~ five trustees-at-large shall expire in the first year, the terms of ~~three~~ five other trustees at-large shall expire in the second year, and the terms of the remaining four trustees-at-large shall expire in the third year. At the annual meeting of the Assembly, trustees-at-large shall be elected by a majority vote of the Assembly, present and voting. Their terms shall begin with the adjournment of the annual meeting at which they were elected and end with adjournment of the third annual meeting thereafter. The Chair of the Board shall appoint one at-large trustee to serve as the representative from WSHA to the Washington State Medical Association.

The terms of all ex-officio members of the board shall commence with the effective date of their assuming office and end when they leave office. ~~The terms as members of the board of the chief elected officers of the Regional Councils or their substitute representatives, as they are elected, shall begin with the adjournment of the annual meeting of the Association following their election.~~

Section 3. **Vacancies**

If an at-large trustee position ~~the office of an elected member of the Board of Trustees~~ shall become vacant between regular annual meetings, such ~~office position~~ may be filled temporarily by the Board of Trustees until the next annual meeting at which time the Assembly shall elect a ~~member~~ new at-large trustee to fill ~~for~~ the unexpired term. A position on the Board of Trustees shall become vacant when the incumbent is no longer a representative of an Institutional member.

A vacancy on the ~~Board~~ of Trustees created by a vacancy in the office of ~~a an ex officio member of the board chief elected officer of a Regional Council, or of the representative elected in substitution for the chief elected officer,~~ shall be immediately filled by that ~~trustee's officer's or substitute representative's~~ successor.

Section 4. **Quorum**

A majority of the Board of Trustees shall constitute a quorum.

Section 5. **Powers**

The ~~executive power of the Association shall be vested in the~~ Board of Trustees, ~~who~~ shall have charge of the property, control and management of the affairs and funds of the Association, final authority over the acts of committees and officers, power and authority to establish administrative regulations and dues, and to do and perform all acts and functions not inconsistent with these Bylaws. During the intervals between meetings of the Board, all the powers and authority vested in the Board of Trustees shall be vested in the Executive Committee except the following:

- a. the power or authority to amend, alter or repeal the Association's Articles of Incorporation;
- b. the power or authority to amend, alter, or repeal the Association's By-Laws;
- c. the power or authority to adopt a plan of merger or consolidation;
- d. the power or authority to sell, lease, pledge or exchange all or substantially all of the Association's assets not in the ordinary course of business;
- e. the power or authority to adopt or revoke a plan of dissolution; and,
- f. such other powers or authority as are restricted by the laws of Washington State, the Association's Articles of Incorporation, or these By-Laws.

Section 6. **Meetings**

Meetings of the Board of Trustees may be called by the Chair or by any three members of the Board of Trustees, and at least five days' notice thereof shall be given. There shall be no less than one meeting of the Board of Trustees during each quarter of the year.

Meetings of the board shall be held at a time and location specified in the notice. Where an inperson meeting is not feasible, meetings may be held via teleconference, video conference, or other electronic medium which allows for real time interaction of board members.

Section 7. Non-Voting Representatives

The Chair of the Board of Trustees may invite representatives of organizations with interests in common with the Association to regularly attend meetings of the Board of Trustees and participate in discussions as the Chair deems appropriate. Such representatives shall have no voting rights.

ARTICLE VI OFFICERS

Section 1. Officers

Officers of the Association shall be:

- A Chair of the Board
- A Chair-Elect of the Board
- An Immediate Past Chair of the Board
- A President and
- A Secretary-Treasurer

The Board of Trustees shall appoint the President as the Chief Executive Officer of the Association, and shall fix his or her salary.

Section 2. Elections

Persons eligible to become officers of the Association, other than the President, shall be representatives of Type I Institutional members of the Association. The Chair-Elect and Secretary-Treasurer shall be elected from the eligible membership of the Association at each annual meeting of the Assembly. The Chair-Elect shall assume the office of the Chair for one year at the adjournment of the annual meeting next following the annual meeting at which elected. All other officers shall serve for a term beginning at the adjournment of the annual meeting at which they were elected and ending with the adjournment of the next annual meeting or until their successors have been elected.

Section 3. Duties

The officers of the Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by these Bylaws. The Chair shall act as Chair of the Board of Trustees and the Assembly. The Chair-Elect shall perform the duties of the office of Chair whenever the Chair shall be unable to do so.

The President shall serve as Chief Executive Officer of the Association at the pleasure of the Board of Trustees, and shall perform the duties as prescribed by the board.

The Secretary-Treasurer shall have general custody and general supervision of the collection and disbursement of the funds of the Association. The Secretary-Treasurer shall regularly confer with the Association financial staff. He or she shall give to said Board such bond as may be required to be paid for by the Association.

All disbursements and expenditures shall be made under the direction of the Board of Trustees and subject to its rules and requirements. The Secretary-Treasurer shall serve as the Chair of the Finance, Audit, and Compliance Committee, and shall see that periodic financial reports are made to the board. The Secretary-Treasurer shall present to the board an annual budget for adoption prior to the beginning of each fiscal year. The Secretary-Treasurer shall see that proper books of account are kept and shall present an audited certified report of the finances by a Certified Public Accountant public accounting firm to the Board of Trustees within 180 days after the close of the Association's fiscal year December 31.

Section 4. **Vacancies**

If the Chair shall be unable to carry out the duties of his or her office, the Chair-Elect shall succeed to the office of Chair and the Chair-Elect shall continue to serve for the term for which he or she was regularly elected. If both the Chair and the Chair-Elect shall become unable to carry out the duties of their offices, the Board of Trustees shall appoint a Chair Pro-Tempore to serve for the remaining portion of the term, and at the next meeting of the Assembly, a Chair and a Chair-Elect shall be elected in accordance with the provisions of these Bylaws. If any other office shall become vacant, it shall be filled by the Board of Trustees for the remainder of the term. A position of officer shall be declared vacant when the incumbent is no longer a representative of an Institutional member, or no longer holds the title by which he or she was a member ex-officio.

ARTICLE VII INDEMNIFICATION

The Association shall, to the extent permitted by law, indemnify, save, and hold harmless, all trustees or officers, their heirs, executors, and administrators against liability and against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be a party by reason of their being or having been trustee or officer of the corporation, or by reason of their being or having been ex-officio at the request of the Association, a director, trustee, or officer of another corporation or of a Trust or other legal entity, related to the Association, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. The foregoing or indemnification shall not be exclusive of other rights to which they may be entitled.

ARTICLE VIII COMMITTEES AND TASK FORCES

Section 1. Committee Appointment

The Board of Trustees may create or discontinue such standing or special committees as it may deem advisable. The committees shall have such powers and duties, not inconsistent with the Bylaws, as may be determined by the Board of Trustees.

Section 2. **Committee Membership**

Much of the work of WSHA takes place in the committee structure. As such, committee membership that is effective and representative of the membership is essential to the success of the association. Members of the committees shall be appointed by the Chair, ~~except as specified by these Bylaws subject to confirmation by the Board of Trustees, that the Executive Committee, and the Nominating Committee shall consist of the persons hereinafter designated.~~ Unless otherwise specified, in making appointments to committees, the Chair's selection of committee members shall promote a diversity of membership representation based on type of hospital or health system, size of hospital or health system, geographic representation of hospitals and health systems throughout the state, and background and skill sets of members. The Chair shall, based on the committee and its needs, consider appointment of individuals representing payers, public health, and other segments of the health care delivery system. The members of the standing committees shall be appointed following the annual meeting. Appointment should be made in a manner to promote continuity over a period of three years. The Chair shall designate the Chair of each committee except as otherwise provided in these Bylaws. The Chair of each committee shall be a representative of a Type I or Type II Institutional Member.

Section 3. **Nominating Committee**

The Nominating Committee shall consist of the following members:

The Immediate Past Chair of the Board of Trustees who shall serve as Chair of the committee;

The Chair of the Public Policy Committee, who is also Chair-Elect of the Board of Trustees

The Chair of the Rural Hospital Committee;

A member of Rural Hospital Committee appointed by a majority vote of the Committee;

The Chair of the Patient Safety Committee;

The Chair or an appointee of the Hospital Governing Boards Committee; and

Three at-large members who are current or recent members of the Board of Trustees to be selected so as to ensure the diversity of WSHA membership is represented on the committee.

In the event the Immediate Past Chair is not able to serve as Chair, the Chair shall appoint another Past Chair to the committee who shall serve as the committee Chair.

Prior to nominating at-large trustees and officers (except the President), the Nominating Committee shall invite nominations from all eligible Type I and Type II WSHA members. In

making nominations, the committee shall consider and promote diversity of representation based upon the following factors:

- Type of hospitals and health systems represented, including, but not limited to, independent hospitals, system-based hospitals, nonprofit, for-profit, and governmental and specialty and rehabilitation hospitals;
- Size of hospitals and health systems represented including, but not limited to, number of beds, size of revenues, and number of employees;
- Geographic representation throughout the state, including representation from hospital council members, and representation of urban and rural interests;
- Background and skill sets of the nominees, including hospital administration, governing board leaders, medicine, nursing, and finance;
- Individual attributes of the nominees, including diversity, dedication to the collective success of the association and the health care system in Washington State, and ability to resolve conflict and work effectively with others; and
- Prior WSHA board or committee service.

Section 4. **Executive Committee**

The Executive Committee shall consist of the President, the Chair, the Chair-Elect, the Immediate Past-Chair, the Secretary-Treasurer, and two additional members selected from the board and appointed by the ~~WSHA~~ Chair of the Board of Trustees. In making those selections, the Chair shall make sure that at least one member of the Committee is a rural member and that at least one is a trustee of a member institution. The Chair shall be the Chair of the Committee. In his or her absence, the Chair-Elect shall so serve. The Committee, during intervals between board meetings, shall possess and exercise those powers of the board as ~~are delegated to it by a resolution adopted by a majority of the trustees in office, subject to the restrictions imposed by the laws of the State of Washington~~ described under Article V, Section 5 of these Bylaws. The Executive Committee shall keep regular minutes of its proceedings, and shall promptly send copies thereof to each member of the Board of Trustees.

Section 5. **Finance, ~~and~~ Audit, ~~and~~ Compliance Committee**

The Finance, ~~and~~ Audit, and Compliance Committee shall consist of the Chair, the Chair-Elect, the Secretary-Treasurer, one member of the Board of Trustees knowledgeable in financial matters who is appointed by the Chair, and one individual who has accounting or related financial management expertise and who is not an officer or employee of the Association appointed by the Chair. The Secretary-Treasurer shall chair the Finance, ~~and~~ Audit, and Compliance Committee. Members of the Finance, Audit, and Compliance ~~and~~ Audit Committee shall serve a term of one year, commencing with the beginning of the Association's fiscal year, January 1.

The Finance, ~~and~~ Audit, and Compliance Committee shall annually present to the Board of Trustees a proposed budget for the Association for the ensuing fiscal year. After adoption by the board, the committee shall monitor Association revenues and expenses, and shall present periodic financial reports to the Board of Trustees. The Finance, ~~and~~

Audit, and Compliance Committee shall engage a ~~Certified Public~~ public Accountant accounting firm to conduct an annual audit and shall also review and provide recommendations regarding each annual audited report prepared by the ~~Certified Public Accountant~~ public accounting firm after the close of the Association's fiscal year. The Finance, ~~and~~ Audit, and Compliance Committee shall make recommendations to the Board of Trustees regarding expenditures and regarding membership dues and other sources of financing the operations of the Association and its subsidiaries.

Section 6. **Public Policy Committee**

The Public Policy Committee shall consist of the Chair-Elect of the Association, who shall be Chair of the Committee, American Hospital Association Regional Policy Board Delegates and Alternate Delegates who are elected by the Assembly, the same individual who has accounting or related financial management expertise, and who is not an officer or employee of the Association, that is appointed by the Chair to participate on the Finance, Audit, and Compliance Committee, and the Presidents of each of the seven Regional Councils or their substitute representatives as designated by their respective Councils any WSHA member who serves on the American Hospital Association Regional Public Policy Board but was not elected to that position by the WSHA membership, a representative from the Northwest Organization of Nurse Executives, and ~~such other members as determined appropriate~~ appointed by the Board Chair. The Committee shall consist of no fewer than twenty and no more than thirty-five members. The ~~duties of the~~ Public Policy Committee shall ~~be to~~ develop WSHA's federal and state legislative agenda for board approval, provide guidance to WSHA about emerging public policy issues, develop non-legislative solutions to public policy issues, and recommend to the Board of Trustees positions on major public policy issues WSHA wishes to initiate or to which WSHA wishes to respond. The committee shall also recommend major WSHA public relations campaigns.

Section 7. **Strategic Planning Committee**

The Strategic Planning Committee shall consist of the Immediate Past Chair of the Association, who shall be Chair of the Committee, ~~and the at-large board members who are not members of the Executive Committee, WSHA's delegate(s) to AHA's Regional Policy Board, plus the two most recent past chairs no longer on the WSHA Board of Trustees~~ and such other members ~~as determined appropriate~~ appointed by the Board Chair. The Committee shall consist of no fewer than twenty and no more than thirty-five members. The Strategic Planning Committee will monitor the external environment, develop the Association's strategic plan, monitor and report progress on the Association's strategic plan, and advise the Board of Trustees on long-term matters.

Section 8. **Patient Safety Committee**

The Patient Safety Committee shall consist of a Chair appointed by the Chair of the Board of Trustees and such members and other individuals appointed by the Chair of the Board of Trustees, taking into consideration that committee membership shall include representation from: trustees or commissioners, chief executive officers, medical officers, nursing leadership and clinical leadership, quality leadership, physician and nursing association leadership, including representation from the Washington State Medical Association and Northwest Organization of Nurse executives,, payers, and all segments of

the WSHA membership. The Committee shall consist of no fewer than twenty and no more than thirty-five members. The Patient Safety Committee shall use the power of collective action to improve quality and safety while transforming care to align with future needs and to support urban, rural, large and small hospitals.

Section 9. Rural Hospital Committee

The Rural Hospital Committee shall consist of a Chair who shall be appointed by the Chair of the Board of Trustees and such other members appointed by the- Chair of the Board of Trustees taking into consideration that the committee membership shall include representation from: diverse geographies within the state, rural hospitals of varying sizes and payment models , chief executive officers, clinicians, finance officers, and other staff as appropriate or necessary, and trustees and commissioners. The Committee shall consist of no fewer than ten and no more than fifteen members. The Rural Hospital Committee shall focus on the needs of hospitals designated as rural by the Washington State Department of Health or the Centers for Medicare & Medicaid Services and shall: develop and lead the Association's rural strategy; build and develop a shared interest and shared approaches to rural innovation and access to care in rural communities; identify ~~shared~~ collaborative ways to reduce cost and increase efficiency among rural hospitals and recommend specific ways that the Association could assist; analyze and respond to current legislative and regulatory issues affecting rural hospitals; serve as a formal program committee for educational programs aimed at rural hospitals; bring rural issues forward to other relevant committees and the Board of Trustees; approve one member of the rural hospital committee to serve on the Association nominating committee in addition to the rural hospital committee chair; and recommend rural candidates to the nominating committee for consideration.

Section 10. Governing Boards Committee

The Governing Boards Committee shall consist of a Chair who shall be appointed by the Chair of the Board of Trustees and such other members appointed by the Chair of the ~~B~~Board of ~~€~~Trustees taking into consideration that the committee membership should include representation from: commissioners and trustees, member hospitals and health systems of all sizes and from different geographies and payment models, and -at least one chief executive officer or administrator representative shall be a member. The Committee shall consist of no fewer than fifteen and no more than twenty-five members. The Governing Boards Committee shall: provide members with a forum for discussing and presenting ideas to the Association; develop educational programs to increase competencies of governing board members and inform them about current issues in health care and hospital management issues;; promote responsiveness to community health needs and collaboration with other community organizations; encourage governing board members to engage in Association advocacy activities and Association governance; and bring governing boards issues forward to other relevant committees and the Board of Trustees.

Section 11. Compensation Committee

The Compensation Committee shall consist of the Chair, Chair-Elect, Past-Chair and Secretary-Treasurer of the Board. The Committee shall assist the Board in fulfilling its responsibilities for establishing and overseeing the executive compensation program of the Association, including succession planning.

12. Vacancies

The Chair shall have the power to fill vacancies in any committee except those committee members who serve in ex officio capacities. Vacancies on a committee created by a vacancy in the office of an ex officio committee member shall be immediately filled by that member's successor.

Section ~~9~~13. Quorum

A majority of members of any committee shall constitute a quorum.

Section ~~10~~14. Report

Each standing committee shall, ~~on or before such date each year as shall be fixed by the Board of Trustees, from time to time,~~ prepare and submit a report covering its work ~~for such year~~ and its recommendations, if any. ~~Each such annual report shall be distributed to the institutional members prior to the annual meeting.~~ No report, recommendations, or other actions of any committee shall be considered as the action of the Association unless and until the same has been approved or authorized by the Board of Trustees.

Section 15. Task Forces

The Chair of the Board of Trustees, or the chair of any standing -committee may, from time to time, approve the convening of a task force for a specific purpose or purposes to be identified by a task force charter. A task force may be led by a member of the Board of Trustees or by Association staff, but in either case shall be accountable directly to the Chair of the Board of Trustees, the Chair of the responsible committee, or a member of the executive committee designated by the Chair of the Board of Trustees. The task force shall exist for a finite period of time, the length of which shall be determined by the needs of the task force and specified in the task force charter.

ARTICLE IX AGREEMENTS OF AFFILIATION

The Association may enter into agreements of affiliation with the American Hospital Association, the Association of Washington Public Hospital Districts and such other organizations as deemed appropriate by the Board Chair. Such affiliations shall be undertaken in view of the mutual interests of the participating associations and shall be designed to improve the effectiveness of the Associations concerned with accomplishing their mutual objectives of aiding hospitals to provide better care.

The Association, for similar mutual goals, may enter into such formal or informal relationships with all or any of the Regional Hospital Councils (Columbia Basin, North

Central, Northeast, Northwest, South Central, Southeast, and Southwest) as the Board of Trustees may, from time to time, deem advisable.

ARTICLE X AMENDMENTS

Subject to the provisions below, the Bylaws and the Articles of Association may be amended by the affirmative vote of those representing two-thirds of the eligible votes of the voting members present at any session of the Assembly, provided a quorum is present.

Proposals for amendments to these Bylaws, or to the Articles of Association, may be initiated by the Board of Trustees or by petition of any 20 Type I Institutional members of the Association in good standing.

Every proposed amendment shall be submitted in writing to the President at least 90 days prior to the meeting of the Assembly at which such amendment is to be considered, or within such shorter period of time as the Board of Trustees may, from time to time, authorize.

The President, not less than ten days before the meeting of the Assembly at which a proposed amendment is to be considered, shall cause a copy of the proposed amendment to be mailed to each Institutional member.

Adopted by the Assembly this _____ day of October 2015 to become effective August 1, 2016.