



Montana Association of Medical Staff Services Bylaws

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ARTICLE I – NAME

The name of the association shall be the Montana Association of Medical Staff Services (herein referred to as “MTAMSS” or “Association”) governed by these Bylaws.

ARTICLE II – PURPOSE

The purpose of MTAMSS shall be to:

- a) Provide a forum for educational activities at a local level.
- b) Provide an organized structure at the state level for members of the Association, enabling them to work together on opportunities for improvement.
- c) Conduct educational programs. To serve as resources to the hospitals, health plans, clinics, and other healthcare entities within the area.
- d) Provide communication between the Association and the National Association.
- e) Promote the purpose of, and membership in, the National Association.
- f) Support the mission and activities of the National Association.

ARTICLE III – STRUCTURE

The State Association shall be nonprofit, nonunion, nonpartisan, and nonsectarian and shall have the right to establish and control its activities through its elected officers. Organized local chapters shall petition the State Board of Directors for recognition. Bylaws for Chapters of State Associations shall not be in conflict with the bylaws of the State Association or NAMSS. The MTAMSS supports the mission and activities of the National Association Medical Staff Services (NAMSS).

ARTICLE IV – MEMBERSHIP

Members are to adhere to the NAMSS Code of Conduct and Rules of Ethics Policies and Procedures and refrain from conduct injurious to the association or its purpose. No individual shall be denied appointment on the basis of sex, race, creed, religion, disability, or national origin. The Board of Directors shall, at its discretion, create membership categories in addition to those defined herein:

Section 1: Active

Active members shall consist of individuals actively involved in credentialing, privileging, practitioner or provider organizations, and/or regulatory compliance in the healthcare industry. Active members shall pay dues. They shall be eligible to vote and hold office as defined within these Bylaws.

Section 2: Associate

Associate members shall consist of former active members who no longer meet the criteria for active membership, individuals who support MTAMSS, or full-time students enrolled in a health-related field. Associate members pay dues but are not eligible to vote or hold office; however, they may serve in an advisory position.

Section 3: Honorary Members

Honorary membership shall consist of members deemed deserving of membership by virtue of their outstanding reputation, noteworthy contributions to MTAMSS, or their previous long-standing service to MTAMSS, and who continue to exemplify high standards of professional and ethical conduct. Honorary membership is determined and approved by the Board of Directors. Honorary members do not pay dues and are not eligible to vote or hold office or chair a committee; however, they may serve in an advisory position to a committee.

Section 4: Termination of Membership

The Board of Directors may, by affirmative vote of three voting members of the Board, expel a member for conduct injurious to the State Association or its purposes. Any member who has been recommended for such action shall be entitled to reasonable advance notice of the basis for same and the opportunity to submit a response to the Board prior to the Board's action on the matter, all in accordance with procedures adopted by the Board.

Section 5: Reinstatement of Membership

Upon written request of a former member whose membership was terminated pursuant to Article IV, Section 4, the Board of Directors may, by affirmative vote of three voting members of the Board, reinstate such former member to membership upon such terms, as the Directors deem appropriate.

Section 6: Transfer of Membership

Membership in the MTAMSS is transferrable if the registered member leaves their facility and the facility paid for the membership. The facility paid membership can be transferred to a new employee/representative of the same facility.

ARTICLE V – MEMBERSHIP MEETINGS

Meetings of the membership shall be held at least annually at such time, date, and place as determined by the Board of Directors. Notice of the meeting shall be provided to the membership not less than thirty (30) days prior to the meeting. A quorum of the membership is not required.

ARTICLE VI – DUES

Annual dues for membership, which may not be higher than the National dues, are due and payable at an amount set by the Board of Directors.

ARTICLE VII – OFFICERS

Section 1: Definitions

The Officers shall include the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Section 2: Eligibility

Any Active member, who has been a member of MTAMSS for a minimum of one year, is eligible to serve as an Officer in the State Association. It is recommended that Officers be CPMSM and/or CPCS certified. A waiver may be granted of membership requirement to an Officer due to extenuating circumstances.

Section 3: Election

All Officers, except for the Immediate Past President and the President, shall be elected by the voting membership. The President and the President-Elect, upon completion of their two-year terms, shall automatically succeed to the offices of Immediate Past President and President respectively. The President-Elect officer shall be elected biennially. The Secretary and Treasurer shall be elected biennially, alternate years from the President-Elect. The election of officers shall be conducted at the annual conference by written ballot in accordance with the following guidelines.

- (a) Nominations for officers shall be made by the Nominating Committee.
- (b) The Nominating Committee's proposed Slate of Officers shall be distributed to the Active membership at least two weeks prior to balloting. Write-in nominations may additionally be made. All candidates nominated must consent to nomination.

- (c) Ballots will be distributed by a method approved by the Board two weeks following the initial mailing of the Slate, with ballots to be returned within two weeks of the date of distribution.
- (d) Election shall be by a simple majority of the ballots returned.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1: President

The President shall be the Chief Executive Officer of the State Association. The President shall preside at all meetings of the Association and shall serve as Chair of the Board of Directors. It shall be the President's duty to supervise the activities of the Association; to present a report at the annual meeting to appoint the chairs and members of committees as allowed or required by these bylaws upon approval of the Board of Directors; and to perform such other duties as authorized by the Board of Directors.

Section 2: President-Elect

The President-Elect shall act for the President in her/his absence and at the direction of the President. The President-Elect shall serve as the Membership and Nominating Committee Chair.

Section 3: Secretary

The Secretary shall keep accurate minutes of all meetings of the Association, shall be custodian of all Association records, and shall act as historian for the Association. The Secretary shall maintain the Policy, Procedure, and Forms manual for the Association.

Section 4: Treasurer

The Treasurer shall be the custodian of the funds of the Association. The Treasurer shall keep a record of the payment of dues, render an annual budget, prepare a financial statement which shall be presented to the membership at the Annual Meeting, receive membership dues, registrations, and any other funds issued to the Association, and perform such other duties as may be necessary to coordinate and advance the Association's objectives. The Treasurer should have had previous accounting and/or finance experience. The Treasurer shall be the custodian of all financial records. Two signatories are required on bank account(s).

Section 5: Immediate Past President

The duties of the Immediate Past President shall be to act as consultant to the President and the Board of Directors and serve as Chair of the Education Committee.

ARTICLE IX – BOARD OF DIRECTORS

Section 1: General Powers and Duties

The State Association shall be governed by its Board of Directors/Officers in accordance with these bylaws.

Section 2: Composition

The officers shall serve as the Board of Directors with vote. Appointed advisors shall serve in an ex-officio capacity without vote. A majority of the Board of Directors must be elected by the state membership.

Section 3: Term of Office

An Officer shall not hold more than one position within the association at a time unless specified by these Bylaws. The President shall serve for a two-year term only, with the President-Elect automatically succeeding to the office of President. The Secretary and Treasurer shall serve a two-year term and may be re-elected to consecutive terms.

Section 4: Removal from Office

Any Officer may be removed by an affirmative vote of three voting members of the Board whenever in the Board's judgment the best interests of the State Association will be served by such removal. Any Officer who has been

recommended for removal shall be entitled to reasonable advance notice of the basis for same and the opportunity to submit a response to the Board prior to the Board's action on the matter, all in accordance with procedures adopted by the Board.

Section 5: Resignation

Any Officer may resign from office at any time by giving written notice to the President, President-Elect, Secretary, Treasurer, or the Board. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time such resignation is tendered.

Section 6: Vacancies

Vacancies on the Board of Directors shall be filled by appointment of the Board upon recommendation of the President. If the office of the President becomes vacant because of death, resignation, removal, disqualification, or otherwise, the President-Elect shall vacate his or her office and serve as President for the balance of the President's term; if the office of the President-Elect becomes vacant because of death, resignation, removal, disqualification, or otherwise, the Secretary shall vacate his or her office and serve as President-Elect for the balance of the President-Elect's term; if the office of the Secretary or Treasurer becomes vacant because of death, resignation, removal, disqualification, or otherwise, the President shall recommend a replacement for the vacant office, who, when approved by the Board, shall fill the vacancy to serve or Secretary or Treasurer for the balance of the term of his/her predecessor. Vacancies in the office of Immediate Past President shall not be filled. Notwithstanding the foregoing line of automatic succession, the Board may decide that a Past President shall instead fill the vacancy in any office for the unexpired remainder of the term.

Section 7: Meetings

The Board shall meet as needed, but not less than 6-months before the end of the fiscal year. Special meetings of the Board may be called by a majority of the Officers. A quorum of the Board shall consist of the President and at least two (2) other voting members. (Option: Board meetings may be held as needed via conference call between annual conferences.)

Section 8: Covered Expenses

The Annual Education Conference registration fee will be waived for the Board of Directors; and two (2) nights' lodging will be reimbursed after receipts have been submitted to the Treasurer.

ARTICLE X – COMMITTEES

The Board of Directors shall authorize the committees of MTAMSS. The President shall be an ex-officio member of all committees. The committee chairs and members will be appointed for a term of one year and may be reappointed at the discretion of the President. Committee chairs will be members of the Board of Directors with a vote.

Section 1: Bylaws Committee

The President shall appoint a Bylaws Chair who shall review the bylaws at least annually for conformity with the National Association's Bylaws and submit recommendations for revisions to the Board of Directors. The Board of Directors shall submit the proposed amendments to the general membership at the next Annual Conference or distributed by a method approved by the Board. Any active member may propose amendments to the Bylaws Chair. The Chair is a member of the Board of Directors with a vote.

Section 2: Education Committee

The Immediate Past President shall serve as the Education Committee Chair with a vote. Additional members shall be requested from the active membership as deemed necessary by the Chair to complete the work of the committee. The duties of the committee are to provide oversight for educational opportunities to members by determining the educational needs of the membership and by overseeing the planning and coordination of the Annual Educational Conference.

Section 3: Membership & Nominating Committee

The President-Elect shall serve as the Membership and Nominating Chair with vote. Two members shall be elected by the active membership and one member appointed by the Board of Directors. The active membership shall elect two (2) members of the committee during the Annual Conference or by email if no conference is held.

The duties of the committee are to promote the growth of MTAMSS, process applications, prepare an annual membership roster and respond to inquiries about the Association. Annually the Chair will provide to NAMSS its membership list for their own informational purposes.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Parliamentary authority shall be Robert’s Rules of Order Newly Revised Edition.

ARTICLE XII – DISSOLUTION

Upon dissolution of the State Association, the assets shall be distributed as follows: all liabilities and obligations of the organization will be paid, satisfied, and discharged. All remaining assets of the Association will be forfeited to the National Association Treasury to promote the medical services profession.

ARTICLE XIII – AMENDMENTS

All proposed amendments of these bylaws shall be referred to the Board of Directors. The Board of Directors shall report on them either favorably or unfavorably at the next regular meeting, or a conference call or a special meeting called for such purpose. They shall be voted upon at that meeting or conference call. A request for changes shall be disseminated to the voting members for vote. The Bylaws may be amended by a two-thirds vote of the ballots returned within the time specified by the Board of Directors. These Bylaws may not be unilaterally amended by either the members or by the Board of Directors. The Bylaws will be reviewed and approved in accordance with the NAMSS Bylaws Committee policy.

The Board of Directors shall have the power to adopt such amendments to the Bylaws as are in the Board’s judgment technical or legal modifications, clarifications or renumbering, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately.

Each time revisions are made to these bylaws, the Board of Directors will forward a copy to NAMSS to ensure the State and National bylaws are not in conflict.

ARTICLE XIV – POLICIES AND PROCEDURES

Policies and procedures and other documents, as may be necessary to implement more specifically the general principles of conduct found in these bylaws, shall be adopted in accordance with this Article. Policies and Procedures shall set standards of practice that are to be required for the State Association.

Policies and Procedures may be adopted, amended, repealed or added by vote of the Board of Directors at any regular or special meeting, or by conference call, provided that copies of the proposed amendments, additions or repeals are provided to the Board prior to being voted upon. Adoption of and changes to the Policies and Procedures shall become effective only when approved by the Board. The Policies and Procedures shall be reviewed periodically by the Board, in accordance with the Bylaws Policy.