

New England Society for Healthcare Communications

Bylaws

(As amended, 04/26/74, 03/28/79, 03/25/87, 03/28/90, 03/31/94, 04/12/95, 10/21/96, 08/15/97, 01/31/00, 10/24/02, 07/20/05, 06/27/12, 08/31/16, 08/23/2021, 05/01/2025)

PREAMBLE

Individuals associated with agencies and organizations with interest in healthcare in New England recognize that their concerns as healthcare communicators and marketers are best met through formal association. They hereby organize themselves in conformity with the bylaws set forth for that purpose.

ARTICLE I. NAME

The name of the organization shall be the "New England Society for Healthcare Communications," hereinafter referred to as "NESHCo" or "the Society".

ARTICLE II. PURPOSE

The purpose of this Society shall be to promote cooperative action among practitioners of healthcare communications in New England. Toward the achievement of this purpose, the Society commits itself to serve the broadening interests, responsibilities, and professional development of such individuals. It will promote excellence, advocacy, and set standards of the profession through relevant educational programs and services. It will provide for the exchange of ideas and information of value to members and the organizations they serve.

The Society is organized exclusively for charitable, scientific, and educational purposes as a non-profit organization. It shall be conducted so that no part of its income or earnings will inure for the benefit of any member, director, officer, or other individual. Upon dissolution, the assets shall be distributed to an organization enjoying an exempt status S501 (c) (3) of the Internal Revenue Service code or successor statutory authority.

ARTICLE III. MEMBERSHIP

SECTION I. ELIGIBILITY

Membership in the Society shall consist of: Individual Members, Corporate Members, Student Members, Lifetime Members, and Associate Members. The Board of Directors shall have the authority to define and revise membership levels and eligibility requirements.

SECTION II. INDIVIDUAL MEMBERSHIP

Any person who is currently employed full or part-time or retired from any organization or agency with an interest in healthcare communications and marketing in New England is eligible for Individual Membership. If they represent an entity that provides products or services in healthcare communications, they may be designated as Partner Members.

SECTION III. CORPORATE MEMBERSHIP

Any organization, company, department, or agency engaged in healthcare communications in New England is eligible to join as a Corporate Member. Employees linked to the Corporate Member shall be designated Group Members. Should an employee leave their organization, the Corporate Member shall retain the Group Membership and may transfer it to another employee.

SECTION IV. STUDENT MEMBERSHIP

Any college degree seeking student is eligible for Student Membership. Student members are non-voting members of the Society.

SECTION V. LIFETIME MEMBERSHIP

Individuals who have shown exemplary service to the Society may be granted Lifetime Membership upon a vote by the Board of Directors. Past Presidents of the Society are automatically designated Lifetime Members upon completion of their terms. Evans Houghton Award recipients are granted designated Lifetime Members. Lifetime Members are exempt from annual dues and retain voting privileges.

SECTION VI. AFFILIATE MEMBERSHIP

Any person who is currently employed full or part-time by any organization or agency outside of New England with an interest in healthcare communications and marketing is eligible Affiliate Membership. Affiliate members are non-voting members of the Society.

SECTION VII. VOTING

All members of good standing with the Society shall be entitled to vote in the Society elections.

SECTION VIII. TERMINATION OF MEMBERSHIP

- A. Membership in the Society shall be automatically terminated for failure to pay dues within 90 days of the membership expiry date.
- B. The Board of Directors may suspend or expel any member *for cause* at any time, after giving such member the opportunity to have a hearing before the Board of Directors. *For cause* shall include but not limited to: (1) any violation of the bylaws, (2) any conduct on the part of said member that is prejudicial to the interests and welfare of the Society and its members, (3) any violation of the Society's Code of Ethics and Conduct. A member may be suspended or expelled by the affirmative vote of two-thirds of the members of the Board of Directors present and voting. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors present and voting.

ARTICLE IV. DUES

Membership dues shall be collected annually on the member's anniversary. Members shall be granted a 90-day grace period to renew their membership and remit dues payment.

Annual dues for members of the Society shall be determined by the Board of Directors. Notice of proposed changes to dues shall be issued to all members not less than 30 days in advance of the effective date of change.

ARTICLE V. MEETINGS

SECTION I. ANNUAL MEETING

There shall be an annual meeting held in person or virtually for the transaction of affairs of the Society to be held not less than 30 days prior to September 1 or the beginning of the Society's fiscal year. Notice of the annual meeting shall be sent to members of the Society not less than 30 days prior to the meeting.

SECTION II. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet not less than four times a year upon receipt of formal notice.

Members of the Board of Directors whose attendance at board meetings is less than 50% shall be subject to review by the Executive Committee. Upon recommendation by the President and Executive Committee, their seat may be declared vacant, to be filled in accordance with Article VI, Section VI, part D.

SECTION III. SPECIAL MEETINGS

The Board of Directors may hold special meetings upon the call of the President or upon written request of any three members of the Board.

SECTION IV. QUORUM

For the transaction of any business, a majority of the Board of Directors then in office shall constitute a quorum.

ARTICLE VI. OFFICERS AND DIRECTORS

SECTION I. BOARD OF DIRECTORS

There shall be a Board of Directors, herein referred to as "the Board," shall have the power and authority to manage the Society's property and to regulate and govern its affairs. The board shall determine the policies of the Society and shall take such actions as it considers necessary to carry out the objectives of the Society. The Board of Directors shall be responsible for the Society's direction, upholding the bylaws, the image of the Society and its activities, and have fiduciary responsibility for the organization's assets.

The Board shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and a minimum of 5 Directors. At least one director may be designated Director-at-Large or Director Emeritus to serve as a board mentor and provide leadership guidance in coordination with the Immediate Past President. If a Director Emeritus cannot be identified, the Immediate Past President will serve in this capacity.

Every effort will be made by the Nominating Committee to constitute a Board of Directors that is representative of the diverse composition of the Society's membership, including, but not limited to, geographic distribution, organizational type, and demographic diversity.

SECTION II. ELIGIBILITY

Any eligible voting members in good standing shall be eligible for elective office in the Society.

SECTION III. OFFICERS

The officers shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President.

- A. The President shall call and preside at all meetings and shall be ex-officio on all committees. The President will act as communication liaisons between the Society and the Society for Healthcare Strategy and Market Development (SHSMD). The President may appoint a delegate to assume these duties as needed.
- B. The Vice President, in the absence of the President, shall assume the President's duties as assigned by the President.
- C. The Secretary shall ensure that accurate and complete minutes of all meetings are documented. The Secretary shall maintain complete rosters for all committees and oversee the collection of

annual reports by committee chairs. The Secretary shall present the committee reports to the Board and any items for discussion.

- D. The Treasurer shall manage and account for all funds and perform such duties as ordinarily pertain to financial management.
- E. The Immediate Past President shall be responsible for the provision of guidance and counsel. The Immediate Past President shall serve as chairperson of the Nominating Committee and be responsible for overseeing all Society elections.

SECTION IV. ELECTIONS

Elections for the Board of Directors shall be held annually. The terms of office shall be staggered so that not less than 20% of the seats are elected or re-elected each year.

SECTION V. METHOD OF VOTING

Each year an election shall be conducted in person, by mail, or electronically. The Nominating Committee shall present their candidates for board nomination to the Board of Directors not less than 60 days prior to the annual meeting. A ballot slate listing the names of candidates shall be issued to the membership of the Society not less than 30 days prior to the annual meeting. A simple majority of the ballots returned will determine the outcome. The ballot shall be returned to the Society by mail or electronically and reported to the Board of Directors. The results of the election shall be communicated to the Society membership at the annual meeting by the Chairperson of the Nominating Committee.

SECTION VI. TERM OF OFFICERS AND DIRECTORS

- A. Officers shall serve for a term of two years and shall take office at the close of the annual meeting.
- B. Directors shall serve for a term of two years and shall take office at the close of the annual meeting.
- C. No director shall serve more than two consecutive terms in the same position, exclusive of any time spent in filling out an unexpired term. If, however, recruitment of a suitable candidate is unsuccessful, a third term may be permitted. Upon expiration of said third term, the seat will remain unfilled until such a time that recruitment succeeds.
- D. When an officer or director resigns, is removed, or a seat is otherwise vacant, the President shall nominate a replacement for consideration and election by the Executive Committee. Such replacement shall serve until the position is voted upon at the next scheduled annual election for that position.
- E. Officers and directors are expected to attend all major events and required to attend a minimum of 50% of board meetings. See Article V, Section II.

SECTION VII. CONFLICTS OF INTEREST

The Board of Directors shall administer its affairs honestly and exercise their best care, skill, and judgement for the benefit of the Society.

The Board shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and fair dealing with the Society. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Society's interest and that of the individual or others. Acts of directors and officers shall be for the benefit of the Society in any dealing that may affect the Society adversely or improperly influence their actions affecting the Society or its members.

During their terms in office, directors and officers shall disclose any existing, or possible, conflicts of interest, including, but not limited to, employment, activity, investment, or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of the Society. This disclosure shall be made at the first board meeting of each year in writing as a matter of records or when the interest becomes a matter of board action.

SECTION VIII. DISCLOSURES

Each person shall declare any potential conflict of interest before nomination to office, before appointment to fill a vacancy in office, prior to the assumption of office, and annually during the term of office.

Any board member having a possible conflict of interest on any matter shall not vote on that matter when it is presented for board action. The minutes of the meeting shall reflect that a disclosure was made and that there was an abstention from voting. This shall not prevent the board member from briefly stating a position on the matter nor from answering pertinent questions of other board members because a member's knowledge may be of assistance.

SECTION IX. RESOLUTIONS OF CONFLICTS OF INTEREST

If a perceived conflict of interest cannot readily be resolved, the President of the Society shall appoint an *ad hoc* conflict of interest committee consisting of three Society members who are neither officers nor board members.

The committee will review minutes and written conflict of interest statements and determine if the individual is in compliance with the bylaws. If the individual is found by the committee not to be in compliance, the committee may recommend that the individual no longer serve as a director, officer, or nominee. The Board of Directors may remove the director from office by a vote of two-thirds for failure to fulfill this bylaws provision.

Appeals of adverse decisions of the *ad hoc* conflict of interest committee shall be made to the Board of Directors, which may overturn a decision by a two-thirds vote.

SECTION X. RESIGNATION OR TERMINATION

A director may resign only by written request submitted to the Secretary allowing a minimum of two weeks notice prior to the time he/she shall relinquish his/her duties.

An officer or director may be removed from office by a two-thirds vote of the Board of Directors.

When an officer is, in the opinion of the majority of the Directors, unable or unwilling to perform properly all or part of his/her duties, the Board may remove said individual from office and appoint a temporary trustee with the power and duty to perform all or a part of the duties of said director by a majority vote of the Directors present and voting.

ARTICLE VII. DUTIES OF SOCIETY EXECUTIVE DIRECTOR

SECTION I. APPOINTMENT

The Board may appoint an Executive Director to execute directives of the Board on behalf of the Society. The Executive Committee has the power to negotiate and contract with the Executive Director. The Executive Committee shall conduct performance reviews and consider compensation increases annually.

SECTION II. DUTIES

The Executive Director shall be responsible to the Board, which will delegate such powers and functions to the Executive Director as the Board finds desirable to conduct its business and to carry out the objectives of the Society.

ARTICLE VIII. LIMITS OF LIABILITY

SECTION I. LIMITATION OF LIABILITY

The personal liability of the volunteers of the Society is limited to the fullest extent permitted by the Massachusetts General Statutes and as the same may be amended and supplemented from time to time. No director shall be liable out of his/her personal assets for any obligation or liability incurred by this Society or by the directors. The Society alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Society.

SECTION II. INDEMNIFICATION

To the fullest extent permitted by the Massachusetts General Statutes and as the same may be amended and supplemented from time to time, each member of the Board of Directors and each officer of the Society shall be indemnified by the Society against all loss, costs, damage, expenses, and charges reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suite, or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors or an officer of the Society (whether or not he continues to be a member of the Board of Directors or officer at the time of incurring or suffering such loss, costs, damage, expenses, or charges).

SECTION III. INSURANCE

The Society shall maintain directors and officers insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society or is or was serving at the request of the Society as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of the Massachusetts General Statutes.

ARTICLE IX. COMMITTEES

SECTION I. STANDING COMMITTEES

Standing committees may be established by the Board. These committees shall be responsible to the Board, which will delegate such powers and functions to them as the Board finds desirable to conduct its business and to carry out the objectives of the Society. Standing committees and special committees may establish subcommittees to assist in their work.

Each committee shall submit to the Board a written annual report of its activities, which shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a committee or as requested by the Board or the President.

Directors may be appointed to chair committees. If a board member is not the chairperson of a committee, the board must appoint a board liaison for more effective communication and oversight.

SECTION II. EXECUTIVE COMMITTEE

The Executive Committee of the Board shall be composed of the officers of the Board. At the discretion of the President, board members may be appointed to the Executive Committee to provide guidance, feedback, oversight and/or to manage special projects or initiatives under the committee's purview.

The Executive Committee shall hold and exercise the full powers of the Board of Directors to act for and on behalf of the Society during periods between regularly scheduled board meetings. Decisions of the Executive Committee shall have the same force and effect as decisions of the Board of Directors. In such an event, a quorum of four members of the Executive Committee would be required.

The Executive Committee shall report at each meeting of the Board of Directors upon all actions taken since the previous board meeting.

SECTION III. NOMINATING COMMITTEE

The Immediate Past President shall serve as chairperson of the Nominating Committee. If the Immediate Past President will not or cannot serve, the current President shall appoint a chairperson. The chairperson shall appoint a committee totaling no less than three members, all of whom must be active members of the Society and at least one shall not be currently serving as a member of the Board of Directors.

SECTION IV. SPECIAL COMMITTEES AND TASK FORCES

Special committees and task forces may be established by the Board as needed. The Board shall determine the scope and composition of these entities.

ARTICLE X. METHOD OF NOTICE AND FORMAL COMMUNICATION

Notice required under these Bylaws, including but not limited to notice of meetings, elections, or proposed amendments, shall be deemed duly given when delivered through one or more of the following methods:

- A. Written Communication – Notice may be sent via mail to the recipient's last known mailing address as maintained in the organization's official records.
- B. Digital Communication – Notice may be sent electronically, including via email or other digital platforms commonly used by the organization, to the recipient's email address or digital contact information on record.

Unless otherwise specified in these Bylaws or required by law, notice shall be considered effective upon delivery. It is the responsibility of each member, officer, or director to ensure that their contact information remains current with the Society.

ARTICLE XI. AMENDMENTS

Upon recommendation of the Board of Directors, these bylaws may be amended by a majority vote of the members voting in an election conducted in-person, by mail, or electronically. Notice of proposed amendments shall be issued to all members not less than 30 days in advance of the vote deadline. Members will have the opportunity to vote yea or nay on the bylaws changes as a whole returning their ballots to the Society by mail or electronically. Any changes to the bylaws must be reported immediately by the Secretary to the membership.

Members of the Society may propose amendments to these bylaws by petition of 10 members in good standing. Proposed amendments shall be filed with the Secretary at least 90 days prior to the annual meeting and be sent to all members not less than 30 days in advance of the meeting.

ARTICLE XII. APPROVAL AND ADOPTION

These bylaws became effective immediately upon approval of two-thirds of the members present and voting at the organization meeting, March 25, 1969, and were amended on 04/26/74, 03/28/79, 03/25/87, 03/28/90, 03/31/94, 04/12/95, 10/21/96, 08/15/97, 01/31/00, 10/24/02, 07/20/05, 06/27/12, 08/31/16, 08/23/2021, 06/01/2025).