

BYLAWS

CONNECTICUT ASSOCIATION MEDICAL STAFF SERVICES

ARTICLE I NAME

The name of the organization shall be the Connecticut Association Medical Staff Services (CTAMSS) hereinafter referred to as the State Association. It shall be governed by these Bylaws and the Bylaws of the National Association Medical Staff Services (NAMSS).

ARTICLE II OBJECTIVES

The objectives of the State Association shall be to promote the improvement of professional knowledge and skills by uniting individuals who are engaged in or support credentialing, accreditation or regulatory compliance activities in healthcare, managed care or provider organizations.

ARTICLE III STRUCTURE

The State Association shall be non-profit, non-union, non-partisan and non-sectarian and shall have the right to establish and control its activities through its elected officers and Board of Directors.

ARTICLE IV MEMBERSHIP

No individual shall be denied membership on the basis of sex, race, creed, religion, disability, or national origin. Members must abide by the NAMSS "Code of Professional Conduct" and any such similar "Code" as established by the State Association. Members shall refrain from conduct injurious to the State Association, its reputation or its purposes.

Membership in this State Association shall be categorized as Active, Associate and Honorary.

Section 1 Active Membership

Active members shall be individuals having responsibilities in the healthcare industry, including but not limited to credentialing, privileging, accreditation and/or regulatory compliance. Active members shall pay dues and shall be eligible to vote and hold office. Active members shall be encouraged to join the National Association and to achieve CPMSM or CPCS certification through NAMSS.

Founding members of CTAMSS who no longer meet the Active criteria but still wish to participate in the organization may be grandfathered as Active members (without the requirement to pay dues and without eligibility to vote or hold office) by the Board of Directors.

Section 2 Associate Membership

Associate membership shall be available to former Active members who no longer fulfill the Active criteria or individuals who do not meet Active criteria but support the goals and objectives of CTAMSS and are invited by the Board of Directors. Associate members shall pay dues but shall not be eligible to vote or hold office.

Section 3 Honorary Membership

Honorary membership may be awarded at the discretion of the Board of Directors to those individuals who have contributed to the advancement of the goals and objectives of the State Association. Honorary members shall not pay dues and shall not be eligible to vote or hold office. They may be invited to special events held by the State Association.

Section 4 Termination of Membership

The Board of Directors may, by affirmative vote of two-thirds, expel a member for conduct injurious to the State Association, its reputation, its purposes and/or for violation of the NAMSS "Code of Professional Conduct" or any similar Code of Conduct that might be established by the State Association.

Any member recommended for expulsion 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.

Section 5 Reinstatement of Membership

A former member whose membership was terminated pursuant to Article IV, Section 4, may petition the Board of Directors in writing for reinstatement. The Board of Directors will consider such requests and may, by two-thirds affirmative vote, reinstate such former member to membership and, as applicable, upon terms it deems appropriate.

ARTICLE V DUES AND FEES

Annual dues for membership shall be payable at an amount set annually by the Board of Directors. This amount shall not be set higher than NAMSS membership dues. Failure to pay dues within 60 days of the due date indicated in the invoice shall result in termination of membership. In the event that a member is terminated for failure to pay dues in a timely manner, notwithstanding any other concerns or issues, membership will be reinstated upon receipt of payment. Dues for current officers, including committee chairs and members-at-large, shall be waived.

ARTICLE VI OFFICERS

Section 1 Officers

The officers of this State Association shall consist of President, Vice President, Immediate Past President, Secretary and Treasurer.

Section 2 Qualifications

- a) Candidates for the office of President and Vice President shall have previously served on the Board of Directors for a minimum of one (1) year and be an Active Member of the State Association for five (5) years as well as an Active member of the National Association Medical Staff Services. CPMSM or CPCS certification is preferred.

The Board of Directors reserves the right to reasonably modify these requirements in the event that no qualified candidates are available.

- b) All officer candidates must be current members in good standing of the State Association.
- c) All officer candidates must consent for consideration to serve in order for his/her name to be placed on the ballot.

Section 3 Election of Officers

- a) Election of officers shall be conducted annually in the month of December.
- b) Nominations for officers shall be made by a Nominating Committee.
- c) The Nominating Committee (See Article X, Section 3) shall convene in person, by telephone or via electronic communication to identify potential qualified candidates.
- d) The Nominating Committee shall recommend a first choice candidate and an "alternate" for each Officer position. (The Vice President will automatically advance to the role of President and the President to Immediate Past President.) The recommendations of the Nominating Committee shall be transmitted in writing or via email to the President for action by the Board of Directors.
- e) The Board of Directors shall consider the recommendations of the Nominating Committee and either approve the recommendations or make modifications.

At the discretion of the President, deliberation by the Board of Directors around the recommendations of the Nominating Committee or modifications thereof (as noted below) may occur in person, by conference call or via email. In the event that email is the chosen method of communication, the President must ensure that all Board members who wish to participate are available by email to do so.

- f) The candidates recommended by the Board of Directors shall be contacted by the Nominating Committee Chair to determine willingness to serve. The first choice candidate for each position shall be contacted first and the alternate second as necessary.
- g) In the event that both the first and alternate candidate decline an invitation to run for election, the Nominating Committee shall return to the Board of Directors for consultation and steps "c" through "f" above repeated until the ballot is complete.
- h) The final slate of nominees shall be disseminated to the Active membership at least fifteen (15) days prior to the December meeting. An "absentee" ballot shall be provided for individuals who will not be present at the December meeting to vote in person if so requested.
- i) Election shall be by a simple majority of those present and voting combined with any absentee ballots that are received by the President at least 24 hours in advance of the meeting.
- j) Elected officers shall assume office at the annual meeting in January.
- k) The term of office shall be one (1) year. No officer shall serve more than two (2) consecutive terms in the same office.
- l) An officer should not hold more than one position at a time, unless a qualified individual is not available and the Board of Directors has approved such appointment.

Section 4 Vacancies in Office

Vacancies in office may be filled by the Board of Directors for the remainder of the unexpired term, with the following exceptions: if the office of President is vacated, it shall be automatically assumed by the Vice President. The resultant vacancy in the office of Vice President shall be filled by ballot of the Active membership at the next regular meeting or a special meeting of the State Association called for that purpose following recommendations made by the Nominating Committee and approved by the Board of Directors via the applicable portions of procedure described in Section 3 above.

The Board of Directors may choose to identify an "Interim" Vice President as it deems necessary due to timing or other issues associated with the selection and election of a permanent replacement.

Section 5 Removal of Officers

Removal of a State Association Officer may be initiated by petition of an Active member in writing to the Board of Directors. 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. An adverse recommendation by the Board of Directors must be approved by a two-thirds vote, by written ballot, of Active members at the next regular meeting or a special meeting called for that purpose.

ARTICLE VII DUTIES OF OFFICERS

Section 1 President

The President shall be the Chief Executive Officer of the State Association, shall preside at all meetings of the State Association and shall serve as Chair of the Board of Directors. It shall be the President's duty to supervise the activities of the State Association, to present a written report at the Annual Meeting, to appoint the Chairs and members of committees upon approval of the Board of Directors, except as otherwise designated in these Bylaws and to perform such other duties as authorized by the Board.

Section 2 Vice President

The Vice President shall act for the President in his/her absence and at the direction of the President. The Vice President shall serve as Chair of the Program Committee.

Section 3 Immediate Past President

The Immediate Past President shall act as consultant to the President and shall serve on the Board of Directors, as Chair of the Nominating Committee and as a member of the Program Committee.

Section 4 Secretary

The Secretary shall keep accurate minutes of all meetings of the State Association, shall be custodian of all State Association records, and shall perform such other duties as may be necessary.

Section 5 Treasurer

The Treasurer shall be custodian of all funds received by the State Association and shall be responsible for the collection of membership dues. He or she shall keep a record of all income received as well as all disbursements, as authorized by the President, and shall prepare an

annual accounting to be presented to the membership at the Annual Meeting, or more often if requested. He or she shall perform all other duties as directed/authorized by the President and/or Board of Directors.

Section 6 Board of Directors

The State Association shall be governed by its Board of Directors in accordance with these bylaws. The Board of Directors of the State Association shall consist of the following:

- elected officers
- immediate past president
- Bylaws Committee Chair
- Membership Committee Chair
- elected members at large.

All members of the Board of Directors are considered voting members.

The Board may act on any matters for the State Association with the exception of amendment of these Bylaws. The actions of the Board of Directors shall be final except on appeal by the State Association membership.

A quorum of a meeting of the Board of Directors shall be a simple majority.

As a matter of procedure, any member of the Board of Directors who has a conflict of interest in any matter shall disclose the conflict and shall recuse him/herself from discussion or voting on the matter. However, a member who has disclosed a conflict may respond to questions concerning the matter posed by members of the Board. The existence of a potential conflict of interest may be called to the attention of the Chair by any board member with knowledge of such conflict.

Vacancies on the Board of Directors may be filled by appointment of the Board for the remainder of the unexpired term except as defined in Article VI, Section 4.

Members at Large

Any Active member may qualify to serve as a "Member at Large". Members at Large are elected in the same manner as Officers described in Article VI, Section 3. The number of members at large may vary at the discretion of the Board of Directors. Members at large shall serve a one year term and may be re-elected for additional terms.

ARTICLE VIII MEETINGS

There will be a minimum of three (3) scheduled Board meetings during each calendar year. The time, date and location of such meetings shall be established by the Board of Directors and disseminated to the members prior to the start of the next calendar year. The meeting held in January shall be considered the Annual Meeting. Additional or special meetings may be called by the President, the Board of Directors, or at the request of at least four (4) members of the State Association. The purpose of any such additional meetings shall be communicated to all Board members.

ARTICLE IX QUORUM

A quorum at any State Association meeting shall be the Active members present.

ARTICLE X COMMITTEES

Standing committees shall include the following: (1) Bylaws Committee, (2) Membership Committee, (3) Nominating Committee and (4) Program Committee.

The President shall make recommendations for the appointment of Chairs and members of all committees to the Board of Directors except as otherwise designated in these Bylaws. Appointments shall be made at, or as soon as possible after, the Annual Meeting. However, the Nominating Committee may be appointed at a later date to allow time for the Committee to prepare its nominations.

Current appointments shall remain in effect until new appointments are made. The President shall be an ex officio member, without vote, of all committees except the Nominating Committee.

Section 1 Bylaws Committee

The Bylaws Committee shall consist of a Chair and two additional members.

Its duties shall be to review the Bylaws at least annually for conformity with recommendations per the NAMSS Bylaws and with actual practices of the State Association. Bylaws modifications proposed by members of the State Association shall also be considered.

Recommendations of the Bylaws Committee shall be submitted to the Board of Directors.

The Chair shall be a member of the Board of Directors, with vote.

Section 2 Membership Committee

The Membership Committee shall consist of a Chair and two additional members.

Its duties shall be to promote the growth of the State Association. It shall process applications and reapplications, maintain an up-to-date membership roster, and respond to inquiries concerning the State Association and its members.

The Chair shall be a member of the Board of Directors, with vote.

Section 3 Nominating Committee

The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chair, and two (2) additional members.

The Nominating Committee shall propose a slate of officers as described in Article VI, Section 3.

Section 4 Program Committee

The Program Committee shall consist of the Vice President, who shall serve as Chair, the Immediate Past President and additional members as appointed by the President.

Its duties shall be to plan the educational content of all State Association meetings and make, or cause to be made, all facility, speaker and other related arrangements.

Section 5 Special Committees

Special committees may be appointed by the President as needed.

ARTICLE XI FISCAL YEAR

The fiscal year of this State Association shall be the calendar year, January 1 through December 31.

ARTICLE XII AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Active membership present at any State Association meeting or by absentee ballot as noted herein.

Notice of proposed changes shall be disseminated to the Active membership at least ten (10) days prior to a State Association meeting at which a vote is scheduled. Proposed Bylaw amendments may also be submitted to the Active members by mail with absentee ballots to be returned within the time specified by the Board of Directors, but no less than twenty-four hours prior to the meeting.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Parliamentary authority shall be according to "Robert's Rules of Order, Newly Revised Edition."

ARTICLE XIV POLICIES AND PROCEDURES

The Board of Directors may adopt, amend, repeal, or add such Policies and Procedures for the State Association as may be necessary for the efficient management of the State Association. The Policies and Procedures shall be reviewed on a periodic basis.

Policies and Procedures will become effective when approved by the Board of Directors.

ARTICLE XV 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 funds will be used to promote the medical services profession, such as via donations (1) to other state associations, (2) to the National Association, (3) to other organizations who regularly promote educational conferences, or (4) to scholarship funds sponsored by other state organizations.

As Adopted by the Membership of the Connecticut Association Medical Staff Services.

APPROVED:

Date: 4/8/16

State President:





Reviewed by NAMSS Bylaws Committee - February 2016