

BYLAWS OF THE WEST VIRGINIA STATE ASSOCIATION OF MEDICAL STAFF SERVICES

ARTICLE I. NAME

The name of this Organization shall be the West Virginia Association of Medical Staff Services (herein referred to as the State Association), governed by the Bylaws of the National Association of Medical Staff Services (NAMSS).

ARTICLE II. MISSION & VISION

The mission of this State Association shall reflect the mission of the National Association of Medical Staff Services to influence and promote quality standards for the administrative management of health care professions. In addition, the State Association will provide opportunity for continuing education, growth and mentoring for its members.

VISION

To advance a healthcare environment that maximizes the patient experience through the delivery of quality services.

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.

ARTICLE IV. MEMBERSHIP

Members are to adhere to the NAMSS code of ethics 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. Membership in this Association shall be categorized as Active, Associate and Honorary. The Board of Directors shall, at its discretion, modify/create additional membership categories as necessary to meet the needs of the State Association or its members.

Section 1. **ACTIVE:** Active members shall consist of those individuals having responsibility for administrative management of health care professionals, be actively involved in credentialing, privileging, practitioner or provider organizations and/or regulatory compliance in the healthcare industry. Active members shall pay dues and shall be eligible to vote and hold office in compliance with the regulations listed under the Board of Directors. Active members shall be encouraged to join the National Association.

- Section 2. **ASSOCIATE:** Associate members shall consist of those individuals interested in the overall goals and objectives of the Association. Associate members shall pay dues, but shall not be eligible to vote or hold office.
- Section 3. **HONORARY:** 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 Association. Honorary members shall not pay dues and shall not be eligible to vote or hold office.
- Section 4. Termination of Membership
The Board of Directors may, by affirmative vote of two-thirds of the 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, *and request a hearing by a panel consisting of five active members of the association. Panel members shall be appointed by: 2 panel members selected by the Board; 2 panel members selected by membership; and 1 member of the Board selected by the Board.*
- Section 5. Reinstatement
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 two-thirds of the 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 State Association is not transferable or assignable.

ARTICLE V. DUES AND FEES

Annual dues for membership shall be payable at an amount set by the Board of Directors (not to be set higher than National Association dues). An individual who joins during the last quarter of the fiscal year shall pay the annual dues for the current year, which shall satisfy the dues requirement for the ensuing year. Membership dues are payable by March 1st of each year. Dues submitted after March 1st shall include an additional \$10.00 late fee. Failure to pay dues and applicable fees by May 1st shall result in termination of membership.

ARTICLE VI. LOCAL CHAPTERS

Local Chapters formed for the purpose of providing a local forum for educational activities may petition the Board of Directors of the State Association for recognition and approval.

ARTICLE VII. OFFICERS

General Powers and Duties

The State Association shall be governed by its Board of Directors/Officers in accordance with the Articles of Incorporation and these Bylaws.

Section 1. OFFICERS: The officers of this Association shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer. The President-Elect shall automatically succeed the office of the President.

Section 2. QUALIFICATIONS: A candidate shall be qualified for office:

- a. **PRESIDENT and PRESIDENT ELECT:** A candidate for the office of President and President Elect must be a member in good standing of the State Association, must be an Active member of the National Association and must be currently certified by NAMSS as either CPMSM or CPCS.
- b. **SECRETARY, TREASURER and MEMBER at LARGE:** A candidate for the office of Secretary, Treasurer and Member at Large must be a member in good standing of the State association, must be an Active member of the National Association and it is recommended that these officers be currently certified by NAMSS as either CPMSM or CPCS.

Section 3. ELECTION OF OFFICERS: Election of officers shall be held bi-annually at the Annual Conference.

- a. Nominations for officers shall be made by a Nominating Committee.
- b. In addition to the Nominating Committee's proposed slate of officers, write-in nomination of qualified candidates may be made. All candidates nominated must consent to nomination.
- c. Election shall be by a simple majority. Terms of office shall be two (2) years. The Secretary, Treasurer and Member at Large may be re-elected to a second consecutive term.

Section 4. VACANCIES IN OFFICE: Vacancies in office may be filled by the Board of Directors for the remainder of the un-expired term, with the exception of the office of President, which shall be assumed by the

President-Elect. Vacancy of the office President-Elect shall be filled by mail ballot or majority vote of the active membership.

Section 5: REMOVAL OF OFFICERS: Removal of a State Association Officer may be initiated by petition of an Active member submitted in writing to the Board of Directors. An Officer may be removed by an affirmative vote of three (3) voting members of the Board of Directors whenever in the Board's judgment the best interests of the State Association and/or NAMSS will be served with such a 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.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. PRESIDENT: The president shall be the Chief Executive Officer of the State Association, shall preside at all meetings, and shall serve as Chairman 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 chair and members of committees, upon approval of the Board of Directors, and to perform such other duties as authorized by the Board.

Section 2. PRESIDENT-ELECT: The President-Elect shall act for the President in his/her absence and at the direction of the President.

Section 3. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall act as consultant to the President and Board of Directors, and shall serve as chairman of the Nominating Committee.

Section 4. SECRETARY: The Secretary shall keep accurate minutes of all meetings of the State Association and shall be custodian of all Association records. The Secretary shall issue all duly authorized notices of meetings and shall perform such other duties as may be necessary.

Section 5. TREASURER: The Treasurer shall be the custodian of any funds collected or received by the State Associations and shall be responsible for the collection of membership dues. The Treasurer shall keep a record of the payment of dues and shall prepare an annual accounting to be presented to the membership at the Annual meeting.

Section 6. BOARD OF DIRECTORS: The Board of Directors (Board) shall be comprised of the President, President Elect, Immediate Past President,

Secretary, Treasurer and a Member at Large. The Board shall have the authority to make policy decisions for the State Association and may act on any matters for the Association, with the exception of amending these Bylaws. The actions of the Board of Directors shall be final, except on appeal by the Association membership. A quorum of a meeting of the Board of Directors shall be a simple majority.

ARTICLE IX. MEETINGS

The Board shall meet at least annually and will be scheduled in conjunction with State Association meetings. Special meetings of the Board may be called by a majority of the Directors/Officers or by a written request of any four (4) voting Directors/Officers. For expedience, or as necessary to conduct business, meetings of the Board can be called by conference call or other electronic media.

Meetings of the WV State Association shall not conflict with meetings of the National Association. State Association meetings shall be held at least annually with the Annual conference designated by the Board. The President or Program Committee Chair shall solicit preference on meeting date and location from the membership whenever possible. Special meetings may be called by the President, the Board of Directors, or upon the written request of at least four (4) Active members of the Association. This request may be submitted by mail or by electronic media. The purpose of the meeting shall be stated in the request.

ARTICLE X. QUORUM

A quorum at any WV State Association meeting shall be the Active members present, in good standing.

ARTICLE XI. COMMITTEES

The Board of Directors shall authorize the committees of the WV State Association. The President shall appoint the Chair and members of all committees, upon approval of the Board of Directors. The President shall be an Ex-Officio member of all Committees, except the Nominating Committee.

Section 1. PROGRAM COMMITTEE: The duties shall be to plan the educational content of all WV State Association Meetings, including the Annual Conference.

Section 2. MEMBERSHIP COMMITTEE: The President shall appoint a Membership Chairman to promote the growth of the Association. This person shall process applications and reapplications, prepare an annual membership roster, and respond to inquiries concerning the State Association.

Section 3. BYLAWS COMMITTEE: The Bylaws Committee shall be comprised of at least a Chairperson and one other Active member. The duties shall be to review the Bylaws at least annually for conformity with the National Association's Bylaws, and to submit recommendations for revisions.

Section 4. NOMINATING COMMITTEE: The Nominating Committee shall be comprised of the Immediate Past President, who shall serve as chair, two (2) members elected by the Active membership by nominations from the floor, and one (1) member appointed by the Board of Directors. The duties shall be to nominate at least one candidate for each of the following positions: President Elect, Secretary, Treasurer and Member at Large. The Nominating Committee will confirm candidate qualifications for office/role as outlined in Section VII above.

Section 5. SPECIAL COMMITTEES: Special Committees may be appointed by the President for special projects, as needed.

ARTICLE XII. COMMUNICATION

The publication of the WV State Association shall be the *MOUNTAIN STATEMENT*. The State Association will also utilize *SYNERGY*, the official publication of the National Association, and other electronic media to enhance communication with its membership and other entities.

ARTICLE XIII. FISCAL YEAR

The fiscal year of this State Association shall be January 1 through December 31 of each year.

ARTICLE XIV. AMENDMENTS

Proposed changes in the Bylaws may be submitted by any Active Member to the Bylaws Chairman, who shall submit these proposed changes to the Board of Directors for review. 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. Amendments shall be voted upon at that meeting or conference call. A request for changes shall be disseminated to the active members for vote. Notice of proposed changes shall be sent to the voting members at least 15 days prior to a State Association meeting. The Bylaws may be amended by a two-thirds vote of the ballots returned within the time specified by the Board of Directors. Ballots may be conducted at meetings, by mail or electronically. 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.

ARTICLE XV. PARLIAMENTARY AUTHORITY

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

ARTICLE XVI. RULES AND REGULATIONS

The Board of Directors may adopt such Policies and Procedures, Rules and Regulations and other documents for the State Association as may be necessary for the efficient management of the Association. These governing documents may be adopted, amended, repealed, added by vote of the Board of Directors provided that copies of the proposed amendments, additions, repeals are provided to the Board prior to being voted upon. Adoption of and changes to the governing documents shall become effective only when approved by the Board. The governing documents shall be reviewed by the Board in accordance with the Bylaws Policy.

ARTICLE XVII. 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 donations to other states or the National Association who regularly promote educational conferences, or donations to state scholarship funds.

Amendments approved by the WVAMSS Board of Trustees: 04/24/2009
Amendments approved by the WVAMSS Active Membership: 04/24/2009
Amendments approved by the WVAMSS Board of Trustees: 11/11/2010
Amendments approved by the WVAMSS Active Membership: 11/12/2010

The NAMSS Bylaws Committee has determined that the West Virginia State Association of Medical Staff Services' Bylaws fulfill and/or address all of the recommended elements of State Bylaws.

John Pastrano

5/31/2011

John R. Pastrano, B.A., CPCS, CPMSM
2011 NAMSS Secretary and Bylaws Committee Chair

Date