

BYLAWS OF THE UTAH ASSOCIATION MEDICAL STAFF SERVICES

ARTICLE 1. NAME

The name of the organization shall be the Utah Association Medical Staff Services or UAMSS (herein referred to as the State Association) and is governed by the Bylaws of the National Association Medical Staff Services (NAMSS).

ARTICLE 2. MISSION

The mission of the State Association is to provide all members the opportunity for continuing education and promote the improvement of professional knowledge and skill by uniting persons who are currently, were, or are preparing to be, engaged in medical and/or health care staff through the state.

The Utah Association Medical Staff Services supports the mission and activities of the National Association Medical Staff Services.

ARTICLE 3. PURPOSE

- 3.1 The purpose of the State Association is to:
 - 3.1.1 Provide an organized structure for members of the State Association, enabling them to work together on issues of mutual interest.
 - 3.1.2 Provide educational opportunities. (See Article 7.1.)
 - 3.1.3 Serve as a resource to all Medical Services Professionals (MSPs) within the area.
 - 3.1.4 Provide a channel of communication between the State Association and NAMSS.
 - 3.1.5 Promote the educational opportunities, encourage membership in and advocate the purpose of NAMSS.
- 3.2 The State Association will not limit the size of its membership.

ARTICLE 4. STRUCTURE

- 4.1 The State Association is non-profit, non-union, non-partisan, and non-sectarian and has the right to establish and control its activities through its elected officers.

- 4.2 The State Association is composed of all state active and affiliate members in the Utah chapter.
- 4.3 Bylaws of the State Association shall not be in conflict with the Bylaws of NAMSS.

ARTICLE 5. MEMBERSHIP

Membership in the State Association will be categorized as Active and Affiliate. The Board of Directors may, at its discretion, create additional membership categories in addition to those listed below. Any such changes will be immediately noted in a revision of these bylaws and approved by the members as outlined below.

All State members are to adhere to NAMSS Code of Ethics and refrain from conduct injurious to the State Association or its purpose. No individual will be denied membership on the basis of sex, race, creed, religion, disability, sexual orientation or national origin.

5.1 ACTIVE

Active members shall consist of individuals actively involved in credentialing and/or privileging of practitioners or provider organizations as well as those involved in regulatory compliance in the healthcare industry. Active members shall renew membership by paying dues yearly and are eligible to vote and hold office, in compliance with the regulations listed under the Board of Directors. All active members shall be encouraged to obtain membership through the NAMSS organization as well.

5.2 AFFILIATE

Affiliate Membership shall consist of former active members who no longer meet criteria for active membership, who support the state association, who are interested in the overall goals and objectives of the organizations but are not currently involved in the credentialing and/or privileging or practitioner or provider organizations, or are full time students enrolled in a health related field. Affiliate members shall pay annual dues and should be involved in contributing to the overall goals and objectives of the organization but are not eligible to vote or hold office.

5.3 TERMINATION OF MEMBERSHIP

The Board of Directors may, by majority vote, expel a member for conduct injurious to the State Association and/or NAMSS and its purposes. Any member who has been recommended for such action shall be entitled to reasonable advance notice of the basis for such action and the opportunity to submit a response to the Board for review prior to the Board's final action on the matter. When deemed appropriate the State Association Board of Directors will consult with a NAMSS representative regarding these matters.

Any member terminated shall not be eligible for a refund of any membership dues already paid.

5.4 REINSTATEMENT

A former member whose membership was terminated pursuant to Article 5, Section 5.4, may request reinstatement to the Board of Directors in writing. The Board of Directors may, by majority vote, reinstate such former member upon such terms as the Directors deem appropriate. Former members reinstated shall pay membership dues as outlined in Article 6 of these Bylaws.

5.5 TRANSFER OF MEMBERSHIP

Membership in the State Association is not transferable or assignable.

5.6 CONFIDENTIALITY

UAMSS shall maintain the confidentiality of all shared information and data, i.e. mailing lists, phone, fax and e-mail addresses. Any confidential information (mailing lists, etc.) provided to NAMSS (upon their request) by UAMSS will remain the property of UAMSS. UAMSS will not distribute this information with any third party.

ARTICLE 6. DUES, FEES AND FUNDS

- 6.1 Individuals may apply for State Association membership at any time during the year.
- 6.2 Annual dues for membership are payable at the time of application and renewed yearly at an amount set by the Board of Directors. Dues shall not be higher than NAMSS dues.
- 6.3 Any individual joining the State Association during the last quarter of the year (October, November or December) will pay the annual dues set for the current year, which will satisfy all dues requirements for the ensuing year.
- 6.4 Notice of annual dues will be sent to all members the first month of each calendar year and requested due before the last day of the third month.
- 6.5 Failure by a current active or affiliate member to pay dues by the deadline will result in automatic termination of membership.
- 6.6 Overpayments made by members may be kept on record for use as fees paid toward the annual conference or membership dues toward the following year. At the member's request a refund may be issued, by check, within reason determined by the board. All overpayments are kept on record by the board and controlled by the treasurer.

- 6.7 Any use of funds, by the board, greater than \$100 shall require verbal approval between the treasurer and the current president. Payments or reimbursements by the board must be made by check or credit card.

ARTICLE 7. MEETINGS AND SESSIONS

- 7.1 State Association sessions shall contain educational content and take place at least quarterly, one of which will be directly recognized as the annual conference. Educational content shall be made available during these events and application for Continuing Education credits will be submitted to NAMSS for consideration for all State Associate events as appropriate.
- 7.2 The Board of Directors shall meet no less than monthly and may coincide with quarterly sessions or the annual conference. Board meetings may be conducted in person or electronically as is deemed appropriate.

ARTICLE 8. QUORUM

- 8.1 A Quorum for voting on all issues, except Bylaws and Elections, will be a simple majority of those eligible to vote who are present at any meeting.
- 8.2 Voting on Bylaws and Elections will be conducted by written or electronic ballot submitted to all members eligible to vote with a provided deadline. A Quorum for voting on Bylaws and Elections will be a simple majority of the ballots returned by the deadline.

ARTICLE 9. CONFLICT OF INTEREST

In any instance where a member has, or reasonably could be perceived to have, a conflict of interest or bias in a matter being discussed at a meeting of the State Association, or any instance where any such individual brought the complaint or issue forth, such individual shall not participate in the discussion or voting concerning the matter. As a matter of procedure, the President will inquire, prior to any discussion of that matter, whether any member present has any conflict of interest or bias. The existence of a potential conflict of interest or bias may be called to the attention of the President by any member with knowledge of the matter.

ARTICLE 10. OFFICERS

10.1 OFFICERS

- 10.1.1 The officers shall consist of no less than President, President-Elect, Immediate Past President, Secretary, and Treasurer who shall serve as the Board of Directors. (See Article 13.)

10.1.2 All officers of the State Association must be active members of UAMSS.

10.2 QUALIFICATIONS

10.2.1 Any candidate for office in the State Association must be, or be able to become, an Active member of UAMSS (See Article 5.1.)

10.2.2 Any name submitted for consideration of State Association office must have the expressed consent, (including a brief bio of no less than their qualifications within UAMSS, the credentialing or privileging field, and/or experience with other associations affiliated with NAMSS) of the candidate prior to being presented to the current members for consideration.

10.2.3 Any candidate for office must have attended, in person, a minimum of 1 prior quarterly session hosted by UAMSS within the current calendar year.

10.2.4 In the event that no qualified nominees are obtained by the provided due date the board may, in lieu of a formal vote, make a direct selection to fill the open position.

ARTICLE 11. TERMS OF OFFICE

11.1 The President-Elect, President, and Immediate Past President positions shall each serve be maintained as a one year term of office, January first through December thirty-first (see article 12.1.)

11.2 The Secretary and Treasurer positions shall each serve a two year term of office, January first through December thirty-first the following year (see article 12.2.)

11.2.1 Members holding office of Secretary or Treasurer who enter the position during a midterm and who have served 12 months or less may, with approval of the board, be elected to a second (consecutive) term.

11.3 Any eligible member may serve an additional non-consecutive term in any leadership position.

ARTICLE 12. ELECTION OF OFFICERS

12.1 The President-Elect is elected annually. The President and President-Elect, upon completion of their terms, shall automatically succeed to the offices of Immediate Past President and President respectively.

- 12.2 Elections for Secretary and Treasurer will taper, with Secretary being elected in even numbered years and Treasurer being elected in odd numbered years, or be as needed to fill vacancies.
- 12.3 The election of officers is conducted in accordance with the following guidelines:
 - 12.3.1 Nominations will be submitted to the Board at the beginning of the fourth quarter of every year.
 - 12.3.2 Ballots will be e-mailed/mailed by the Secretary of the State Association to all current Active members of the State Association. The deadline for voting, as set by the Board of Directors, will accompany the e-mailed ballots.
 - 12.3.3 Election will be a simple majority of the ballots returned by the deadline. The ballots will be counted by the Secretary of the State Association and verified by another member of the Board or members as necessary. (See article 18.3.)
 - 12.3.4 Elected officers will be notified by the Secretary of the State Association prior to a formal notification to all members.
 - 12.3.5 The results of the ballot elections will be announced at the fourth quarterly meeting of the year, and then e-mailed to all members by the Secretary of the State Association.

ARTICLE 13. DUTIES OF OFFICERS

- 13.1 **PRESIDENT:**
The President is the leader of the State Association, shall preside at all meetings of the State Association, and serve as Chair of the Board of Directors. It is the President’s duty to supervise all activities of the State Association, present a report at the annual meeting (permanently documented within the files of the State Association,) appoint the chairpersons and members of committees upon approval of the Board of Directors.
- 13.2 **PRESIDENT-ELECT:**
The President-Elect shall serve on the Program Committee and co-chair the Membership Committee. The President-Elect shall automatically succeed the office of President.

- 13.3 **SECRETARY:**
The Secretary shall be the custodian of all records of the State Association by recording proceedings and preparing the minutes of all State Association Board meetings.
- 13.4 **TREASURER:**
The Treasurer shall be the custodian of the funds of the State Association and is responsible for the collection of membership dues and annual conference registration fees. The Treasurer is responsible to maintain a record of all payments, an active member directory, and render an annual budget and financial statement.
- 13.5 **IMMEDIATE PAST PRESIDENT:**
The primary duty of the Immediate Past President is to act as consultation to the President and the Board of Directors. The Immediate Past President shall serve on the Nominating Committee, the Program Committee, and co-chair the Membership Committee.
- 13.6 Other duties, as deemed necessary to coordinate and advance the State Association’s objectives and per the direction and authorization of the Board of Directors, may be assigned to any board member or special committee.

ARTICLE 14. REMOVAL OF OFFICERS

Any Officer may be recommended for removal by a majority vote of the Board of Directors whenever, in the membership’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 such action and the opportunity to submit a response to the Board for review prior to the Board’s action on the matter.

ARTICLE 15. VACANCIES

- 15.1 Vacancies in office of Secretary or Treasurer may be appointed by the Board of Directors for the remainder of the unexpired term.
- 15.2 A vacancy in the office of the President shall be managed by the President Elect and Immediate Past President for the remainder of the unexpired term.
- 15.3 A vacancy in the office of President-Elect shall be nominated and elected by the active membership.

- 15.4 A vacancy in the office of the Immediate Past President shall be managed by the President Elect and the President for the remainder of the unexpired term.

ARTICLE 16. ELECTRONIC DOCUMENT SECURITY AND MANAGEMENT

- 16.1 The board of directors may maintain electronic records data including, but not limited to: a website, an email address, and electronic document storage. Both current and archived documents shall be recorded and maintained.
- 16.2 Passwords for access to electronic records shall be maintained by the board and updated yearly upon the new calendar year.
- 16.3 Password protected documents available to the members shall be a unique password, maintained by the board and submitted to the members, and updated yearly upon the new calendar year.

ARTICLE 17. LEADERSHIP EDUCATION

If funds from the UAMSS state budget allow, The State Association President or President Elect can be allotted up to \$500 from the UAMSS budget to attend the Annual NAMSS Leadership Education Conference.

ARTICLE 18. COMMITTEES

The Board of Directors authorizes the committees of the State Association to make recommendations on behalf of the State Association. The President shall appoint the chairperson and members of the committees noted below, upon approval of the Board of Directors. All Committee members must hold Active State Association membership status.

18.1 **PROGRAM COMMITTEE:**

The Program Committee shall consist of no less than the Immediate Past-President and the President-Elect. Other members may be assigned by the President. The duty of the Program Committee is to plan the Annual Conference and ensure at least five (5) hours of NAMSS approved education is included.

18.2 **BYLAWS COMMITTEE:**

The Bylaws Committee, under the direction of the President, shall consist of the Immediate Past President, Secretary, and other members of the Board as deemed necessary. (See Article 21.)

18.3 **NOMINATING COMMITTEE:**

The Nominating Committee, under the direction of the President, shall consist of the Immediate Past President, Secretary, and other members of the Board as deemed necessary. (See Article 12.)

18.4 **MEMBERSHIP COMMITTEE:**

The Membership Committee shall consist of no less than the Immediate Past President and President Elect and may be composed of at least three additional active members appointed by the chair in collaboration with the Board. The term of appointment is two years. The purpose of the Membership Committee is to promote and retain UAMSS membership.

18.5 **SPECIAL COMMITTEES:**

Special Committees may be appointed by the President for special projects as needed.

ARTICLE 19. ANNUAL STATE CONFERENCE

19.1 The State Association will hold an Annual State Conference which shall not be in conflict with the NAMSS Annual Conference or regional meetings.

19.2 Fee amounts for the Annual State Conference shall be determined by the Board of Directors.

19.3 All attendees, excluding the Board of Directors, are required to pay the fee for the Annual State Conference.

ARTICLE 20. DISSOLUTION

Upon dissolution of the State Association, the assets shall be distributed as follows: All liabilities and obligations of the State Association shall be paid, satisfied, and discharged. All remaining funds will be used to promote the medical staff services profession, such as donations to other states or the National Association who regularly promote educational conferences, or donations to state scholarship funds.

ARTICLE 21. BYLAWS AMENDMENTS

21.1 The Bylaws will be available electronically and sent out to all active members for review at least every two years. Notification of the proposed amendments will be submitted to all active voting members. Any active member may propose amendments to the Bylaws Chair for consideration.

- 21.2 Proposed amendments shall resolve clarification, redundancy, additions for growing needs, and other necessities as deemed appropriate. Grammar and spelling errors that do no change the outcome of the article may be adjusted by a vote of the board of directors.
- 21.3 Final proposed amendments will be e-mailed to all active members. Voting will be conducted by electronic ballot. Results of the voting will be e-mailed to all active members. The amended bylaws will become effective as of the ballot due date set by the board of directors.