

# CALIFORNIA ASSOCIATION MEDICAL STAFF SERVICES

## BYLAWS

### ARTICLE I: NAME

The name of the organization shall be the California Association Medical Staff Services referenced throughout the bylaws as the Association or as CAMSS.

### ARTICLE II: HEADQUARTERS

The headquarters of the Association shall be at a location designated by the Board of Directors.

### ARTICLE III: MISSION

The Association endeavors to clearly define and continually support the integral role and important activities of California medical staff services professionals in the provision of quality healthcare. The Association is uniquely qualified to accomplish this by providing the highest quality and most current educational opportunities as well as actively supporting the professional development of the Association membership. The Association continuously fosters and encourages public awareness of the expertise and skills of medical staff services professionals and their importance in assuring that only qualified and competent healthcare providers are involved in the provision of healthcare services in California.

### ARTICLE IV: STRUCTURE

- 4.1 The 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,
- 4.2 The Association shall be composed of chapters throughout the State of California. These chapters shall operate in conformity with the bylaws of the Association.
- 4.3 This Association operates in cooperation with the National Association Medical Staff Services (NAMSS).

### ARTICLE V: MEMBERSHIP

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

- 5.1 Active  
Active membership shall be limited to Medical Staff Services Professionals or those individuals engaged in medical staff activities in healthcare or healthcare related organizations. Active members shall be required to pay dues and shall be eligible to vote, hold office and be appointed or elected to Association office or other positions. Incorporating officers may be Active members, but are not required to pay dues.



5.2 Associate

Associate membership shall include those individuals who do not meet the criteria for Active membership, who are interested in the overall goals and objectives of this Association. Associate members shall be required to pay dues but shall not be eligible to vote, hold office or be appointed or elected to Association office or other positions.

5.3 Honorary

Honorary membership may be awarded, at the discretion of the Board of Directors, to those individuals recognized for their outstanding reputations, their noteworthy contributions to the health and medical sciences or their previous long-standing services to the Association. Honorary members shall not pay dues and shall not be eligible to vote or hold office.

**ARTICLE VI: DUES AND FINANCE**

6.1 Initial applications for membership must be made on a CAMSS Membership application form and be accompanied by a check payable to CAMSS in the annual dues amount currently approved by the Board. Membership will be granted through the current membership year in which application is made.

6.2 Annual dues for renewal of Active and Associate membership shall be due and payable October 1 for the upcoming membership year, January 1 through December 31. Annual dues, as established by the Board of Directors at the time the budget is developed, shall not exceed NAMSS dues.

6.3 Failure to pay renewal dues by December 31, for the upcoming membership year, shall result in termination of membership.

6.4 Dues paid to the Association do not render membership to NAMSS or to local CAMSS chapters.

6.5 A budget shall be developed annually, adopted by the Board of Directors, and shall be available for review at the Annual Meeting.

6.6 The financial records of the Association shall be audited by a certified public accountant annually and available for review at the Annual Meeting.

**ARTICLE VII: CHAPTERS AND REGIONS**

The Association shall be divided into chapters throughout the State, and such chapters may be assigned to regions.

7.1 Application for the organization of chapters shall be submitted to the Board of Directors for approval.



- 7.2 The purpose of the chapters shall be to provide a forum for educational activities at a local level, to serve as a resource to the members within the chapters, the Association and NAMSS, and to promote the purpose of and membership in the Association and NAMSS.
- 7.3 Chapters shall be governed by the Association bylaws and may be revoked after due process by the Board of Directors. Bases for chapter revocation shall include failure to comply with the Association bylaws provisions governing chapters.
- 7.4 The chapters shall maintain liaison with the Board of Directors by submitting a roster of members on an annual basis and by sending a copy of all minutes, or a summary thereof on a regular basis to their respective Regional Representatives.
- 7.5 Chapters are encouraged to send a chapter representative to the annual general membership meeting of the Association held in or about May. Voluntary attendance by chapter representatives at meetings of the Board of Directors is optional and at the expense of individuals or the chapters.
- 7.6 Chapters shall elect a minimum of three (3) officers: President, President-Elect and Secretary-Treasurer. Chapter Presidents shall hold CPMSM or CPCS certification issued by NAMSS or its equivalent as defined by the Board of Directors and shall be an active member of the Association. If the individual being considered for President does not hold a CPMSM or CPCS certification, a petition to waive this requirement shall be submitted to the Board of Directors.
- 7.7 Chapter rules and regulations shall not be in conflict with the Association bylaws or the NAMSS bylaws.
- 7.8 Chapters may determine local dues, but the dues assessed shall not be higher than dues assessed by the Association.
- 7.9 At the discretion of the Board of Directors, the Association may consist of five (5) regions throughout the state, as follows: Southern, Central, Greater Los Angeles, Northwest and Northeast. Assignment of chapters to regions shall be as designated by the Board of Directors.

## **ARTICLE VIII: OFFICERS**

- 8.1 Officers  
The officers of the Association shall consist of the:
- 8.1.1 President
  - 8.1.2 President-Elect
  - 8.1.3 Immediate Past-President
  - 8.1.4 Secretary
  - 8.1.5 Treasurer



## 8.2 Qualifications

8.2.1 At the time of nomination or appointment, and throughout the term of office, an officer or candidate for an officer position of the Association, whether elected or appointed shall:

- (a) be a resident of and actively employed in the state of California;
- (b) hold CPMSM or CPCS certification issued by NAMSS;
- (c) be an Active member of the Association.

8.2.2 The President and President-Elect shall be Active members of NAMSS.

8.2.3 The Association president may not simultaneously hold an official position with NAMSS.

8.2.4 The President-Elect shall have had, at a minimum, two (2) years of experience on the Board of Directors.

## 8.3 Term of Office

The term of office for all elected positions is two (2) years, from June 1 in the year of election through May 31 of the second subsequent year. The Secretary may not serve more than two (2) terms of office. The Treasurer shall be appointed by the President, subject to the approval of the Board of Directors, for the same term as the appointing President.

## 8.4 Removal

If any elected or appointed individual shall, in the opinion of the Board of Directors, fail to satisfactorily perform the duties of the office, the Board of Directors may, by two-thirds (2/3) vote, request a resignation.

## 8.5 Vacancies

A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of President-Elect shall be filled by an election, following the process outlined in Article IX. A vacancy in the office of Secretary or in the position of Regional Representative shall be filled by appointment of the Board of Directors, for the remainder of the unfinished term. A vacancy in the office of Treasurer shall be filled by appointment of the President, subject to the approval of the Board of Directors. A vacancy in the position of Immediate Past President will not be filled. In such event, the President, or designee, shall fulfill the responsibilities of Immediate Past President.

## **ARTICLE IX: ELECTIONS**

### 9.1 Nominating Committee

9.1.1 The Nominating Committee shall consist of five (5) Active members representing each of the regions, selected to serve for one (1) year terms, and the Immediate Past President who shall serve as the chair. The Nominating Committee Chair shall select such members from nominations from each of the chapters. Such chapter nominations shall be submitted to the Nominating Committee Chair ninety (90) days before the annual meeting.



- 9.1.2 The Nominating Committee shall develop a slate of candidates as follows:
  - (a) Officers
    - President-Elect and Secretary, biennially.
  - (b) Regional Representatives
    - two (2) representatives elected in one year and three (3) representatives elected in the alternating year, representing all five (5) regions.
- 9.1.3 Any nomination for an Association position must be with the consent of the candidate.

9.2 Elections

- 9.2.1 The slate of candidates developed by the Nominating Committee shall be mailed to the voting members seventy-five (75) days before the date of the Annual meeting.
- 9.2.2 Write-in nominations for any position may be submitted in writing to the Nominating Committee no later than sixty (60) days before the date of the Annual meeting. Any write-in candidate must receive ten percent (10%) endorsement of the voting members to qualify for nomination.
- 9.2.3 If no write-in nominations are received or if only one candidate exists for an elected position, the appointment will be executed by acclamation.
- 9.2.4 If more than one candidate exists for an election position, ballots will be mailed to the voting members forty-five (45) days before the date of the Annual meeting.
- 9.2.5 Ballots shall be returned no later than thirty (30) days before the date of the Annual meeting.
- 9.2.6 Election shall be by a simple majority of the ballots returned.
- 9.2.7 The President of the Association shall notify elected individuals.

**ARTICLE X: BOARD OF DIRECTORS**

- 10.1 The Board of Directors shall consist of:
  - 10.1.1 Elected Officers, with voting rights:
    - (a) President.
    - (b) President-Elect
    - (c) Secretary
    - (d) Immediate Past President
  - 10.1.2 Appointed Officer, with voting rights:
    - (a) Treasurer
  - 10.1.3 Elected individuals, with voting rights:
    - (a) Central Region Representative
    - (b) Greater Los Angeles Region Representative
    - (c) Northeast Region Representative
    - (d) Northwest Region Representative
    - (e) Southern Region Representative
  - 10.1.4 Appointed individuals, with voting rights:
    - (a) Membership Chair
    - (b) Marketing & Communications Chair
    - (c) Standing Committee/Council Chairs



- 10.1.5 To provide continuity and guidance, the three (3) incorporating officers of the Association shall serve in an advisory capacity to the Board of Directors, without vote.
- 10.2 Members of the Board of Directors shall not receive a salary for their services. Members of the Board of Directors may be reimbursed for approved expenses.
- 10.3 Duties. The duties of the Board of Directors shall include:
- 10.3.1 Act on behalf of the Association in making policy and procedure decisions;
  - 10.3.2 Oversee the collection, investment and expenditure of Association funds;
  - 10.3.3 Oversee the establishment and maintenance of communication with the Association's members, chapters and NAMSS;
  - 10.3.4 Oversee the activities of all standing or ad hoc committees, councils or task forces;
  - 10.3.5 Preparation, maintenance and communication of Association records and files;
  - 10.3.6 Other duties as described in these bylaws or other documents approved by the Board of Directors.
- 10.4 Actions of the Board of Directors shall be final except on appeal by the membership during a duly convened meeting or in writing from twenty-five percent (25%) of the Active membership.

## **ARTICLE XI: DUTIES**

### **11.1 President**

The President of the Association shall act as Chair of the Board of Directors and may serve as an ex-officio member of all standing or ad-hoc committees. The President shall serve as the presiding officer of all general meetings of the Association. The President shall have the power to appoint chairs of all standing and ad-hoc committees, subject to the approval of the Board of Directors, for terms to be determined in accordance with the applicable committee policy. The President shall be the spokesperson for the association in internal, professional and public relations, except those identified in the Bylaws. The President shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

### **11.2 President Elect**

The President-Elect shall, in the absence of or because of incapacity of the President, perform the duties and assume the responsibilities of the President. The President-Elect shall automatically succeed to the office of the President. The President-Elect may serve as an ex-officio member of all standing or ad hoc committees. The President-Elect shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.



11.3 Secretary

The Secretary shall have custody of all documents and property of the Association unless otherwise directed by the Board of Directors. The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors and the general meetings of the Association. The Secretary shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

11.4 Treasurer

The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Association, shall receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all monies in the name of the Association in such depository as may be selected by the Board of Directors. The Treasurer shall report at each meeting of the Board of Directors and shall report at the Annual Meeting to the general membership. The Treasurer shall be bonded to a sum determined by the Board of Directors. The Treasurer shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

11.5 Immediate Past President

The Immediate Past President shall serve as Chair of the Nominating Committee. The Immediate Past President shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

11.6 Regional Representatives

Regional Representatives have the responsibility of working directly with organized chapters within their region to assist them in achieving the goals and objectives of the Association, and with Association members for purposes of assisting them to organize a chapter. Regional Representatives shall report Board of Directors action to the chapters and activities and/or concerns of chapters to the Board of Directors. Regional Representatives shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

11.7 Membership Chair

The Membership Chair shall be responsible for processing applications and responding to membership inquiries about the Association. The Membership Chair shall be responsible for maintaining a current membership roster. The Membership Chair shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

11.8 Marketing and Communications Chair

The Marketing and Communications Chair shall be responsible for promoting the growth of the Association to Medical Staff Services Professionals and other healthcare professional associations as well as generating public awareness of the Association and what the Association's members do in an effort to promote a safe healthcare environment. The Marketing and Communications Chair shall also revise and maintain the strategic plan as necessary. The Marketing and Communications Chair shall perform



such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.

11.9 Standing or Ad Hoc Committee/Council/Task Force Chairs

Chairs of standing or ad hoc committees, councils or task forces shall perform such duties as described in the applicable Policy and Procedure, as adopted by the Board of Directors.

**ARTICLE XII: STANDING COMMITTEES**

12.1 General

The Association shall establish such committees, councils or tasks forces as may be required by these bylaws or as established by the Board of Directors to accomplish the functions of the Association.

**ARTICLE XIII: MEETINGS**

13.1 The Board of Directors shall meet at least quarterly, and at the call of the President.

13.2 Standing and ad-hoc committees, councils and task forces shall meet as the chair feels appropriate or as required.

13.3 Special meetings of any standing or ad-hoc committee, council or task force of the Board of Directors shall be called by the President on the request of not less than three (3) members of the Board of Directors.

13.4 A quorum shall consist of a simple majority of voting members of the Board or respective committee, council or task force.

13.4 Agendas are the responsibility of the President and/or chair of the standing or ad-hoc committee, council or task force, and shall conform to parliamentary procedure.

**ARTICLE XIV: ANNUAL MEETING**

14.1 The Association shall hold an Annual Meeting, which shall not be in conflict with the NAMSS Annual Meeting.

14.2 A quorum, to conduct business at the Annual Meeting, shall be the voting members present.

**ARTICLE XV: OFFICIAL PUBLICATION**

The official publication of the Association shall be the News and Views or other publications deemed acceptable at the discretion of the Board of Directors



**ARTICLE XVI: SEAL**

The official seal and Article of Incorporation shall be retained by a member of the Board of Directors as designated by the Board of Directors. Stationary and membership certificates shall bear the name of the Association, "California Association Medical Staff Services." The official seal shall be changed only upon the order of the Board of Directors.

**ARTICLE XVII: AMENDMENTS**

- 17.1 These bylaws may be amended, altered or repealed by a simple majority vote of the written ballots received or by a two-thirds (2/3) majority vote of the active membership at the annual meeting. The proposed amendments shall be submitted to the voting members within thirty (30) days prior to voting. Active members may propose amendments in writing to the Board of Directors for their consideration.
- 17.2 The Board of Directors may adopt any such rules, regulations, and policies as deemed necessary to govern the Association effectively. The Board of Directors will report any significant changes to the membership as soon as possible via the News and Views or special bulletin.
- 17.3 The Board of Directors shall have the power to adopt such amendments to the bylaws as are, in the Board of Directors' judgment, technical or legal modifications, clarifications, renumbering, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately.

**ARTICLE XVIII: PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be Roberts Rules of Order, newly revised. Technical failure to follow these rules shall not invalidate actions taken.

**ARTICLE XIX: DISBANDING THE ASSOCIATION**

If this Association disbands, its assets shall be divided among the recognized chapters within the State of California to provide educational opportunities and support to medical staff services professionals within those chapters based on the size of Association membership in each chapter.

? Adopted by the California Association Medical Staff Services:

Robert C. Schroeder, CPCS, CPMSM, President Date

? Accepted by the National Association Medical Staff Services:

Chair, NAMSS Bylaws Committee Date

