

# **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, governed by these Bylaws and will not be in conflict with the Bylaws of the National Association Medical Staff Services (NAMSS).

### **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. The Bylaws for Chapters of the Association shall not be in conflict 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 and Honorary. 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, sexual orientation, race, creed, religion, disability or national origin. The Board of Directors shall, at its discretion, create membership categories in addition to those defined herein.

### 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 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; however, they may serve in an advisory position.

### 5.3 Termination of Membership

The Board of Directors may, by affirmative vote of 51% voting members of the Board, expel a member for conduct injurious to the 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, all in accordance with procedures adopted by the Board.

### 5.4 Reinstatement

Upon written request of a former member whose membership was terminated pursuant to Article 4, Section 4, the Board of Directors may, by affirmative vote, reinstate such former member to membership upon such terms as the Directors deem appropriate.

## **ARTICLE VI: DUES AND FINANCE**

- 6.1 Annual dues are due and payable at an amount set by the Board of Directors and in accordance with the Dues Policy.
- 6.2 Dues paid to the Association do not render membership to NAMSS or to local CAMSS chapters and vice versa.
- 6.3 A budget shall be developed annually, adopted by the Board of Directors, and shall be available for review at the Annual Meeting.
- 6.4 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 At the discretion of the Board of Directors, the Association shall 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 An elected position on CAMSS cannot hold an elected or appointed position on NAMSS unless they file a waiver to be reviewed and approved by the Board.
- 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

Any Director/Officer may be removed by an affirmative vote of 2/3 voting members of the Board whenever in the Board's judgment the best interests of the Association will be served by such removal. Any Director/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 the procedures adopted by the Board.

## 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**

All elected officers, except for the Immediate Past President and the President shall be elected by the voting membership in Accordance with Association Policy on nominations and election. The President and President-Elect, upon completion of their terms shall automatically succeed to the offices of Immediate Past President and President respectively.

### **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.

### **9.2 Elections**

9.2.1 The slate of candidates developed by the Nominating Committee shall be communicated to the voting members by February 1.

9.2.3 Election shall be a simple majority of the ballots returned by the established timeline.

9.2.4 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) Education Chair
- (d) 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 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 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 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. 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 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 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 perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.
- 11.9 Education Chair  
The Education Chair shall be responsible for promoting the educational growth of Medical Staff Services Professionals, 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 Chair is responsible for oversight of the planning of the Annual Education Forum in collaboration with the Forum Planning Chair and Committee. The Education Chair shall perform such other duties as described in the Job Description Policy and Procedure, as adopted by the Board of Directors.
- 11.10 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.
- 13.5 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.
- 14.3 Notice of the meeting shall be provided to the membership not less than thirty (30) days prior to the meeting.

### **ARTICLE XV: AMENDMENTS**

- 15.1 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.
- 15.2 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 special bulletin. The Bylaws shall be forwarded and approved in accordance with the NAMSS Bylaws Committee policy.
- 15.3 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 XVI: POLICY AND PROCEDURE**

- 16.1 Policies and Procedures and other documents, as may be necessary to implement more specifically the general principles of conduct found in these bylaws, shall be adopted in accordance with this Article. Policies and Procedures shall set standards of practice that are to be required for the Association.
- 16.2 Policies and Procedures may be adopted, amended, repealed, or added by vote of the Board of Directors at any regular or special meeting, or by conference call, provided that copies of the proposed amendments, additions or repeals are provided to the Board prior to being voted upon. Adoption of and changes to the Policies and Procedures shall become effective only when approved by the Board. The Policies and Procedures shall be reviewed periodically by the Board, in accordance with the Bylaws Policy.

**ARTICLE XVII: PARLIAMENTARY AUTHORITY**

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

**ARTICLE XVIII: DISBANDING THE ASSOCIATION**

Upon dissolution of the Association, the assets shall be distributed as follows: All liabilities and obligations of the organization will be paid, satisfied, and discharged. All remaining 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 the Association membership in each chapter. Donations may be made to other states or the National Association, who regularly promote educational conferences, or donations to state scholarship funds.

▶ 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

Reviewed: 1/17/09  
 Revised: 5/06/09