



## Bylaws of the Wisconsin Association – Medical Staff Services

### **ARTICLE 1. NAME**

The name of the organization shall be the Wisconsin Association Medical Staff Services (WAMSS). The WAMSS supports the mission and activities of the National Association Medical Staff Services.

### **ARTICLE 2. PURPOSE**

The mission of the Wisconsin Association Medical Staff Services (WAMSS) is to provide opportunities for continuing education, to promote the enhancement of knowledge and skills of our profession, and to advocate quality health care and patient safety.

In support of the Mission Statement, the following goals are identified:

- Provide educational resources to enhance skills and competence.
- Educate members regarding the evolving healthcare industry.
- Promote professional relationships among the WAMSS members and with other organizations.

#### **2.1 Official Publication**

The Publication of WAMSS will be the state website at [www.wi-wamss.org](http://www.wi-wamss.org). The WAMSS will also utilize the *SYNERGY*, the official publication of NAMSS, and the national website at [www.namss.org](http://www.namss.org).

### **ARTICLE 3. STRUCTURE**

The State Association shall be nonprofit, nonunion, nonpartisan, and nonsectarian and shall have the right to establish and control its activities through its elected officers. Organized local chapters shall petition the State Board of Directors for recognition. Bylaws for Chapters of State Associations shall not be in conflict with the bylaws of the State Association or NAMSS.

### **ARTICLE 4. MEMBERSHIP**

Members are to adhere to the NAMSS code of ethics and refrain from conduct injurious to the association or its purposes. No individual shall be denied membership on the basis of sex, race, creed, religion, disability, sexual orientation, or national origin. The Board of Directors shall, at its discretion, create membership categories in addition those defined herein:

#### **4.1 Active**

Active members shall be those individuals who are currently engaged in credentialing, privileging, practitioner or provider organizations and/or regulatory compliance in the healthcare industry OR individuals who have achieved and maintained current CPMSM and/or CPCS certification if not currently engaged in activities as outlined above. Active members shall be required to pay dues and shall be eligible to vote and hold office. Active members shall be encouraged to join the National Association Medical Staff Services.

The Board of Directors shall have final authority in the interpretation of the WAMSS Active membership category, as defined in the WAMSS Bylaws, to include those



individuals applying for Active membership who support the goals, objectives and mission of WAMSS

#### **4.2 Associate**

Associate members shall be those individuals who are interested in the overall aims and objective of this organization but do not meet the criteria for active membership. Associate members shall be required to pay dues, but shall not be eligible to vote or hold office; however, they may serve in an advisory position.

#### **4.3 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 of this Association. Honorary members shall not be required to pay dues and shall not be eligible to hold office or vote.

#### **4.4 Termination of Membership**

The Board of Directors may, by majority vote, expel a member for conduct injurious to WAMSS 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.

#### **4.5 Reinstatement**

Upon written request of a former member whose membership was terminated pursuant to Article 4.4, the Board of Directors may, by majority vote, reinstate such former member to membership upon such terms as the Directors deem appropriate.

#### **4.6 Transfer of Membership**

See Policies and Procedures.

### **ARTICLE 5. MEMBERSHIP MEETINGS**

Meetings of the membership shall be held at least annually at such time, date and place as determined by the Board of Directors. Notice of the meeting shall be provided to the membership not less than thirty (30) days prior to the meeting. Active members present shall constitute a quorum.

### **ARTICLE 6. ANNUAL DUES**

Annual dues for membership shall be due and payable at an amount set by the Board of Directors and in accordance with the Dues Policy, and shall not be higher than NAMSS dues.

### **ARTICLE 7. LOCAL CHAPTERS**

The Wisconsin Association may be divided into chapters throughout the State. Purpose of a chapter shall be to provide a forum for educational activities at a local level. Application for the organization of a chapter must be submitted to the Board of Directors of the Wisconsin Association Medical Staff Services (WAMSS) for approval. A local chapter may not limit the size of its active membership. A local chapter must agree to abide by the Bylaws of the State Organization. Local chapters shall provide their minutes to the State Chapter for recordkeeping once they have been approved by their local membership.



## ARTICLE 8. OFFICERS

### 8.1 Definitions

The officers shall consist of President, President-Elect, Immediate Past President, Secretary, and Treasurer, who shall serve as the Board of Directors. The duties of each Officer are outlined in the Policies and Procedures of the State Association.

### 8.2 Eligibility

A candidate for Officer must be an Active member in good standing of the State Association. It is recommended that Officers be CPMSM and/or CPCS certified.

### 8.3 Election of Officers

All officers, except for the Immediate Past President and the President shall be elected by the voting membership in accordance with State Association policy on nominations and election. The President and President-Elect shall serve for one term only, and upon completion of their terms shall automatically succeed to the offices of Immediate Past President and President, respectively. The Secretary and Treasurer may be re-elected to a second consecutive term.

### 8.4. Term of Office

Newly elected officers will be acknowledged at the annual meeting of the Association. The term of office shall be for two years from January 1 to December 31.

### 8.5 Conflict of Interest

In any instance where an officer or member of the Board has or reasonably could be perceived to have a conflict of interest or bias in any matter involving an issue that comes before such a meeting, or any instance where any such individual brought the complaint or issue forth, such individual shall not participate in the discussion or voting on the matter, although that individual may be asked, and may answer, any questions concerning the matter. As a part of procedure, the chair shall inquire, prior to any discussion on that matter, whether any member 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 chair by any board member with knowledge of the matter.

## ARTICLE 9. BOARD OF DIRECTORS

### 9.1 General Powers and Duties

The Board of Directors shall consist of all officers and chairpersons. The Board of Directors shall have the authority to make policy decisions for the State Association; to approve the annual budget; to establish rules and procedures for the State Association and Board of Directors; and to approve, modify, or disapprove reports, resolutions, chapter policies and procedures, or action of officers or committees of the State Association. The Board of Directors may act on any matter that the convention may act upon, except amendments of the State Association Bylaws.



The actions of the Board of Directors shall be final except on appeal by the convention body. Duties of officers may be delegated in the case of absence of an officer.

Members of the Board of Directors shall not receive any stated salary for their services; but by resolution of the Board of Directors, fixed fee and expense of attendance may be allowed each member for attending specific meetings.

## **9.2 Composition**

The officers shall serve as the Board of Directors with vote. Appointed Chairs shall serve in an ex-officio capacity without vote.

### **9.2.1 Officers**

#### **9.2.1.1. President**

The President shall be the chief executive officer of the State Association. The President shall preside at all meetings and shall serve as Chairperson of the Board of the State Association. It shall be the President's duty to supervise the activities of the State Association; to present a report at the Annual Conference; to appoint the chairpersons of the standing and special committees as approved by the Board; and to perform such other duties as authorized by the Board.

#### **9.2.1.2. President-Elect**

The President-Elect shall be available to assist the President in any way possible and observe the actions of the office of President to become aware of what is expected when the presidency is assumed. The President-Elect shall serve as a member of the Nominating Committee and as co-chair of the Program Committee. The President-Elect shall act for the President in the absence or disability of the President. The President-Elect shall succeed to the Office of President in the case of a vacancy therein. The President-elect shall have all the powers, duties, privileges and responsibilities of the President when acting in the place of the President.

#### **9.2.1.3. Secretary**

The Secretary shall record the proceedings and prepare the minutes of the State Association, which shall be available to all members for inspection. The Secretary shall perform such other duties as may be necessary to coordinate and advance the State Association's objectives. The Secretary shall be custodian of all meeting records of the State Association.

#### **9.2.1.4. Treasurer**

The Treasurer shall be custodian of the funds of the State Association. The Treasurer will perform such other duties as may be necessary to coordinate and advance the State Association's objectives.



## **9.2.1.5. Immediate Past President**

The duties of the Immediate Past President shall be to act as advisor to the President and the Board, and serve as Chairperson of the Nominating Committee.

## **9.2.2. Chairpersons**

### **9.2.2.1. Program Chairperson**

The President shall appoint a Program Chairperson to work with the President-Elect as co-chair to promote the educational opportunities for the organization. Duties of the committee shall be to plan the Conference(s) as directed by the Board.

### **9.2.2.2. Membership Chairperson**

The President shall appoint a Membership Chairperson to promote the growth of the Association who shall process applications and re-applications, prepare an annual membership roster and respond to inquiries about the Association. The Membership Chairperson shall be responsible for the collection of membership dues and shall keep a record of the payment of dues.

### **9.2.2.3. Bylaws Chairperson**

The President shall appoint a Bylaws Chairperson who shall conduct an annual review of the Bylaws, Policies and Procedures, and submit any recommended revisions to the Board for consideration. The Bylaws Chairperson shall also ensure conformity of the State Bylaws with those of the National Association.

### **9.2.2.4. Library Chairperson**

The President shall appoint a Library Chairperson who shall maintain and update the State Association's educational materials as well as arrange for lending literature to the membership.

### **9.2.2.5. Communications and Advocacy Chairperson**

The President shall appoint a Communications and Advocacy Chairperson who shall be responsible for promoting effective communication with WAMSS members and who shall monitor current and pending legislation that may affect the healthcare industry. The Chairperson shall act as the advisor to the Board of Directors.



## **9.2.2.6. Website Chairperson**

The President shall appoint a chairperson who shall be responsible for the upkeep and management of the WAMSS website. The Chairperson will coordinate information with the Communications Chairperson and the President for timely postings on the website.

## **9.2.3. Committees**

The Board of Directors shall authorize the committees of the State Association. Committees shall be standing and special. The President shall appoint the Chairperson upon approval of the Board of Directors. All Chairpersons of standing committees shall be voting members of the Board of Directors of two years and, at the discretion of the incoming president, may be re-appointed for additional terms not to exceed two consecutive terms in one Chair position. The Chairperson may select a committee to assist in duties and responsibilities as needed.

### **9.2.3.1. Nominating Committee**

The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chairperson, President-elect, and two members elected by the conference body by nominations from the floor at the Annual Business Meeting. The committee members shall serve a one year term beginning January 1<sup>st</sup>.

### **9.2.3.2. Special Committees**

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

## **9.3 Term of Office**

A Chairperson or Officer may not hold more than one position at a time, except for an interim basis due to an unexpected vacancy. The term of office shall run for two years from January 1 to December 31.

## **9.4 Removal**

Removal of a State Association Officer may be initiated by petition of an eligible voting member in writing to the Board of Directors. An adverse recommendation must be approved by a two-thirds vote of all eligible Active members by written ballot.

If any officer, in the opinion of the Board of Directors, fails to perform the duties of the office satisfactorily, the Board of Directors, by unanimous action of the remaining members, shall have the authority to request a resignation. 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, in accordance with procedures adopted by the Board.



## **9.5 Vacancies**

Vacancies on the Board of Directors shall be filled by appointment of the Board upon recommendation of the President. Vacancy of the Immediate Past President may be filled by appointment by the Board of Directors of the State Association to fill the unfinished vacant term.

## **9.6 Board Meetings**

The Board shall establish a schedule of regular Board meetings for the fiscal year, which runs from January 1 through December 31. The Board may transact business in writing and via telephone conference calls. Special meetings of the Board may be called by a majority of the Officers.

## **ARTICLE 10. PARLIAMENTARY AUTHORITY**

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

## **ARTICLE 11. 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

## **ARTICLE 12. AMENDMENTS**

The Bylaws may be amended by a two-thirds vote of the eligible voting membership at any WAMSS meeting, or by a two-thirds vote of ballots returned within the time specified by the Board of Directors.

All proposed amendments of these bylaws shall be referred to the Board of Directors. The Board of Directors shall report on them either favorably or unfavorably at the next regular meeting, conference call or a special meeting called for such purpose. They shall be voted upon at that meeting or conference call. A request for changes shall be disseminated to the voting members for vote. The Bylaws may be amended by two-thirds vote of the ballots returned within the time specified by the Board of Directors.

The Board of Directors shall have the power to adopt minor amendments to the Bylaws and/or related policies that are, in the Board's judgment, technical or legal modification or clarification; reorganization or renumbering; or amendments needed due to punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective when approved by the Board of Directors.

These bylaws may not be unilaterally amended by either the members or by the Board of Directors. The Bylaws will be reviewed and approved by the NAMSS Bylaws Committee in accordance with NAMSS policy.




**ARTICLE 13. POLICIES AND PROCEDURES**

The Board of Directors may adopt such Policies and Procedures for the State Association as may be necessary for the efficient management of the State Association.

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.

**APPROVALS:**

WAMSS President	 <hr style="border: 0; border-top: 1px solid black; margin: 0;"/> Laura Leininger, CPCS	Date <u>8/4/2017</u>
NAMSS Representative	<hr style="border: 0; border-top: 1px solid black; margin: 0;"/> NAMSS Executive Director	Date _____

Approved: 8/1981  
Revised: 8/1982; 8/1983; 10/1983 (approved by NAMSS); 8/1986; 1/1987 (approved by NAMSS); 6/1991; 10/1991 (approved by NAMSS); 11/1993; 11/1994 (approved by NAMSS signed on 6/03/1995); 4/1997; 5/21/1997 (approved by NAMSS); 11/1999; 10/2000, 12/2000; 2/2001 (approved by NAMSS); 4/25/01; 12/07/2001; 10/23/03 (approved by NAMSS signed on 2/23/04); 10/21/04 (approved by NAMSS signed on 11/15/04); 10/20/2005; (approved by NAMSS); 10/19/2006 (approved by NAMSS); 02/18/08; 11/06/08; 10/10; 10/2012, 8/2017