

***BYLAWS,
RULES AND REGULATIONS***

***MINNESOTA ASSOCIATION OF
MEDICAL STAFF SERVICES***

October 2003

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ARTICLE I - NAME

The name of the organization shall be Minnesota Association of Medical Staff Services (hereinafter called MAMSS).

ARTICLE II – OBJECTIVE

The objective of MAMSS shall be to provide the opportunity for continuing education, to promote the improvement of professional knowledge and skills by uniting persons who are engaged in medical staff activities, and to support the mission statement of the National Association of Medical Staff Services (hereinafter called NAMSS). MAMSS shall also strive to increase membership, involve current members and provide consistent communication to its members.

ARTICLE III - HEADQUARTERS

The headquarters of MAMSS shall be located in the county where the President resides in the State of Minnesota. Permanent mailing address is: Office of the President of MAMSS.

ARTICLE IV - STRUCTURE

MAMSS shall be nonprofit, nonunion, nonpartisan and nonsectarian, and shall have the right to establish and control its activities through its elected officers. The Association shall be composed of regions throughout the State of Minnesota. These regions shall operate in conformity with the Association Bylaws and shall be governed by the Bylaws of NAMSS.

ARTICLE V - MEMBERSHIP

Membership in MAMSS shall be categorized as Active and Honorary.

1. Active membership shall consist of those individuals with responsibilities in medical and/or health care provider activities. Active members shall be encouraged to join NAMSS. Active members shall pay dues and be eligible to vote and to hold office in compliance with the MAMSS Bylaws.

2. Honorary membership may be awarded at the discretion of the Board of Directors of MAMSS to those individuals who have contributed to the advancement of the goals and objectives of MAMSS. Honorary members shall not pay dues and are not eligible to vote or to hold office.

ARTICLE VI - DUES AND FEES

Annual dues for Active membership shall be set by the Board of Directors (not to exceed NAMSS dues) and shall be due and payable on December 31 for the ensuing fiscal year.

1. The membership year runs from January 1 through December 31 of each calendar year.
2. Failure to pay annual dues by March 1st shall result in termination of membership.
3. An individual who joins MAMSS for the first time, during the last quarter of the fiscal year, shall pay the annual dues set for the current year, which shall satisfy dues requirements for the ensuing year.
4. MAMSS membership belongs to the individual. However, if the membership dues have been paid by the sponsoring organization, the membership may be transferred upon written notification to the Treasurer/Membership Officer or designee.
5. All officers of MAMSS must maintain Active membership in the National Association of Medical Staff Services.
6. If MAMSS is disbanded, any and all assets of the Association will be forfeited to the NAMSS treasury.

ARTICLE VII – REGIONS

MAMSS shall encourage the formation of regions throughout the State, the purpose of which shall be to provide a forum for educational activities at a regional level.

1. Regions shall be governed by the MAMSS Bylaws.
2. Each member of a region shall be an Active member of MAMSS in good standing.
3. Regional representatives shall act as liaisons to the Board of Directors.

ARTICLE VIII – OFFICERS/BOARD OF DIRECTORS

The officers of MAMSS shall consist of President, President-Elect, Immediate Past President, Secretary and Treasurer/Membership Officer. The regional representatives of the Northern and Southern regions shall serve as a liaison to the Board of Directors. The President-Elect shall automatically succeed the office of the President.

In addition to the officers, the designee responsible for membership activities and the designee responsible for the MAMSS website shall serve as nonvoting ex-officio members of the Board of Directors.

1. **Qualifications** - A candidate for office must be an Active member in good standing of MAMSS for at least one full year, must be an active member of NAMSS, and it is recommended that officers be Certified Medical Staff Coordinators (CMSC) and/or Certified Provider Credentialing Specialists (CPCS).

Any active member of MAMSS who meets the above qualifications, and is interested in serving as an officer, may in writing notify the Immediate Past-President of their interest so they may be considered for candidacy by the Nominating Committee.

2. **Term of Office** - The term of office shall be two years and shall begin January 1st of the year following which they are elected. No officer may hold more than one State office at a time. No officer may serve more than two consecutive terms in the same office.
3. **Election of Officers** – Expiration of the term of office for officers has been established on a rotating basis to avoid all positions expiring at the same time. Election of officers shall be held annually prior to the last board meeting of MAMSS during the fiscal year and shall take place by mail ballot.
 - a. Nominations for officers shall be made by a Nominating Committee who shall develop a slate of officer candidates who consent to such nomination.
 - b. This Slate of Officers shall be mailed to the Active membership at least fifteen (15) days prior to the balloting. Write-in nominations will be accepted from the membership. All candidates nominated must consent to nomination.
 - c. Ballots shall be received prior to the last board meeting of MAMSS during the fiscal year. A majority vote of the Active membership responding shall elect the candidates.
4. Installation of officers shall be held as the last item of business at the board meeting.
5. Vacancies, except for President-Elect, may be filled by the Board of Directors for the remainder of the unexpired term. The President-Elect shall fill the vacancy of the President; vacancy of the office of President-Elect shall be filled by mail ballot of the Active membership.

6. Removal of Officers - Removal of a MAMSS officer may be initiated by petition of an Active member in writing to the Board of Directors. Following the Board of Director's review, if the adverse recommendation is deemed to be warranted, the officer in question shall be notified in writing which will be sent via certified, return-receipt mail at least ten (10) days prior to the vote of the Active membership. The officer in question shall be afforded the opportunity to respond to the Board of Directors prior to the vote. A written ballot shall be submitted to the Active membership and the adverse recommendation must be approved by two-thirds (2/3).

ARTICLE IX - DUTIES OF OFFICERS

1. President - The President shall be the Chief Executive Officer of MAMSS shall preside at all meetings, and shall serve as chair of the Board of Directors. It shall be the President's duty to supervise the activities of MAMSS 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. The President shall be responsible for publishing the MAMSS Newsletter on at least a quarterly basis. The President shall also be the spokesperson for MAMSS in its external, professional and public relations.
2. President-Elect - The President-Elect shall act for the President in his/her absence and at the direction of the President. The President-Elect shall plan the spring conference, with the assistance of the Immediate Past President, and shall include: selection of location and general topics for the conference, with assistance of the Board; solicit volunteers for assistance at the spring conference.
3. Immediate Past President - The Immediate Past President shall act as consultant to the President and Board of Directors, and shall serve as chair of the Nominating Committee and shall assist in planning the spring conference as noted above.
4. Secretary - The Secretary shall keep accurate minutes of all meetings of MAMSS and shall be custodian of all MAMSS records. The Secretary shall issue all duly authorized notices of meetings and shall perform such others duties as may be necessary.
5. Treasurer/Membership Officer - The Treasurer shall be the custodian of any and all funds collected or received by MAMSS and shall be responsible for the collection of membership dues. The Treasurer shall keep a record of payment of dues, shall pay all bills properly presented and shall prepare an annual accounting to be presented to the membership at the Annual Meeting. The Treasurer may be bonded, if the Board of Directors deems that action appropriate. The Board shall have the authority to determine investment of Association funds in CDs, money market accounts or other similar secured investments.

The Membership Officer shall promote the growth of MAMSS process applications and reapplications, prepares a semi-annual membership roster and respond to inquiries concerning MAMSS.

6. Board of Directors – The Board shall have the authority to make policy decisions for MAMSS and may act on any matters for MAMSS with the exception of amending these Bylaws. The action of the Board of Directors shall be final except on appeal by the MAMSS membership. A quorum of a meeting of the Board of Directors shall be a simple majority.

ARTICLE X - DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have authority to make policy decisions for MAMSS and may act on any matters for MAMSS, with the exception of amending these Bylaws. The actions of the Board of Directors shall be final except on appeal by the MAMSS membership.

1. A quorum of a meeting of the Board of Directors shall be a simple majority.
2. Members of the Board of Directors shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed fee and expense of attendance may be allowed each member for attending specific meetings. Nothing herein contained shall be construed to preclude any member of the Board of Directors from serving MAMSS in any other capacity and receiving compensation therefor.
3. The MAMSS Board of Directors shall review the Bylaws biennially for conformity with the Bylaws of NAMSS and submit recommendations for revisions. All revisions shall be submitted to NAMSS for approval.

ARTICLE XI - MEETINGS

Meetings of MAMSS shall be held as follows:

Fall education event, Spring Conference/annual meeting. The annual meeting shall be held in conjunction with the spring conference.

Special meetings may be called by the President, Board of Directors, or on the request of at least four (4) members of MAMSS. The purpose of the special meeting shall be stated in the call.

ARTICLE XII - QUORUM

A quorum at any MAMSS meeting shall be a majority of the Active members present, in good standing.

ARTICLE XIII - COMMITTEES

The Board of Directors shall authorize the committees of the Association. Committees shall be standing and special. 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.

1. The Nominating Committee shall be composed of the Immediate Past President, who shall serve as chair, two members elected by the Active membership by nominations from the floor at the Annual Meeting, one member appointed by the Board of Directors and the regional representatives. The committee shall present to the Board of Directors a slate of nominees who shall be voted upon by written ballot prior to the fall board meeting.
2. Special Committees - Special committees may be appointed by the President for special projects, as needed.

ARTICLE XIV – CONFLICT OF INTEREST

In any instance where an officer or Board member could be perceived to have a conflict of interest or bias in a matter involving an issue that comes before the meeting, said individual shall not participate in the discussion or vote on the matter. 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 XV - FISCAL YEAR

The fiscal year of MAMSS shall be the same as that of NAMSS, January 1 – December 31 of the following year.

ARTICLE XVI - AMENDMENTS

Proposed changes to these bylaws must be submitted by any Active member in writing to the Board of Directors for review and recommendation. Notice of proposed changes shall be sent to the voting members at least fifteen (15) business days prior to a MAMSS meeting. Proposed changes shall be presented to the Active members for vote at the annual meeting and must be approved by a two-thirds vote of the Active members present.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

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

ARTICLE XVIII - RULES AND REGULATIONS

The Board of Directors may adopt such Rules and Regulations for MAMSS as may be necessary for the efficient management of MAMSS.

APPROVALS

Cynthia J. Corsbie October 24, 2003
President Date
Minnesota Association of Medical Staff Services

Joan Ryan, NAMSS Bylaws Chair (for Susan Pickren, President) June 30, 2004
President Date
National Association of Medical Staff Services