

BYLAWS

NORTH CAROLINA CHAPTER OF THE AMERICAN SOCIETY FOR HEALTHCARE RISK MANAGEMENT

ARTICLE I – NAME

The name of the organization shall be the North Carolina Chapter of the American Society for Healthcare Risk Management.

ARTICLE II – PURPOSE

The purpose of the Chapter shall be to advance the development and role of the professional practice of healthcare risk management by:

1. Conducting educational programs and activities to strengthen and develop healthcare risk management programs and promote professional development.
2. Providing a medium for the interchange of ideas
3. Developing professional relationships among members in order to facilitate free exchange of information and solutions of mutual problems.
4. Providing a forum on healthcare risk management issues and explaining the impact of these issues to other appropriate parties.

The Chapter is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit association. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer, or other individual. Upon dissolution, any assets of the Chapter shall be distributed to an organization enjoying an exempt status under Section 501c (3) of the Internal Revenue Code or successor statutory authority.

ARTICLE III – MEMBERSHIP

Membership in the Chapter shall consist of individual persons working in or with hospitals or other healthcare facilities who are actively involved in risk management functions of that organization, or whose professional activities substantially involve healthcare risk management There shall be one category of membership, ACTIVE. The qualifications for membership are as stated below:

- A. A person who is involved in or responsible for risk management functions within a hospital or other healthcare facility, or

- B. A person who provides risk management services to a hospital or healthcare facility who is not an employee of a hospital or healthcare facility, including but not limited to, a private consultant, an insurance representative, and a defense attorney not associated with a law firm which represents plaintiffs in medical malpractice matters, and
- C. Such professional activities are conducted in the State of North Carolina.

Section 2. Transfer of Membership

Membership in the Chapter is personal and shall not be transferable to another person except when the risk management function is delegated to another individual in the same organization and where the dues were paid by that organization. The organization may request that the membership be transferred to a specific individual. The Treasurer shall decide whether the membership shall be transferable on a case by case basis.

Section 3. Termination of Membership

Suspension or Expulsion: The Board of Directors of the Chapter may suspend or expel any member for cause, after giving such member the opportunity to have a hearing. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors present and voting.

For purposes of this subparagraph, the term “for cause” shall include, but not be limited to, the following:

- Violation of these bylaws; or
- Conduct on the part of said member that is prejudicial to the interests and welfare of the society and its members.

ARTICLE IV – DUES

Dues of the Chapter shall be established by the Board of Directors. No portion of the dues paid by the Member shall be refundable regardless of the reason the membership is terminated. Any funds or property that may be donated to further the work or programs of the Chapter shall become the property of the Chapter but shall be used for the donor’s intended purpose(s).

ARTICLE V – MEETINGS

Section 1. Annual Meeting

The Chapter shall meet at least once each calendar year for the transaction of affairs of the Chapter.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors of the Chapter. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings, unless it is otherwise ordered by the unanimous consent of the members present and voting.

Section 3. Notice of Meeting

The Chapter shall notify the membership of annual or special meetings no less than 30 days prior to the date of the meeting.

Section 4. Order of Meetings

The President of the Chapter shall preside at all meetings. In his/her absence, the Vice-President shall assume the chair.

Section 5. Voting

Eligibility to vote – All members shall have the right to vote. Proxy voting shall not be permitted.

Any action to be taken or notice required to be distributed under these Bylaws may be delivered via first class mail, electronic mail, or other electronic media. Distribution or notice is deemed to have been given as of the date of the delivery of the transmission.

Majority – Except as otherwise specified herein, all matters shall be settled by simple majority vote – a majority of votes returned or a majority of members voting in assembly, as the case may be.

Section 6. Quorum

A quorum shall consist of all members present.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Eligibility

Any member of the Chapter shall be eligible to serve on the Board of Directors of the Chapter according to Section 2, Article VI.

Section 2. Composition

The Board of Directors shall be composed of ten (10) members, including the President and Vice-President, Secretary and Treasurer, and immediate Past President. The President shall act as Chair of the Board of Directors, and the Vice-President shall act as Vice Chair. In the event of a tie vote on any matter that the Board is unable to resolve, the matter shall be referred to the membership at either a meeting or by mail voting.

Section 3. Election and Term

After the election of Directors by the membership, each elected Director shall serve for a term of two years. Individuals elected by the membership into officer positions (President, Vice President, Secretary and Treasurer) shall hold such a position for terms according to Section 3, Article VII.

The Immediate Past President is an automatic member of the Board which requires no election. The Immediate Past President shall serve a one year term of office. All terms will expire on December 31 of the term-expiration year. Directors serving less than a full two-year term except for the Immediate Past President, shall be eligible for re-election for another full-term of office. Should the President be re-elected, the Immediate Past President shall remain in this position regardless of the number of terms served on the Board. At the completion of the term as immediate Past President, that person shall be ineligible for re-election to the Board until one year shall have elapsed. A Director may

not serve more than six consecutive years and will be ineligible for re-election to the Board until one year shall have elapsed.

The election of Directors shall be conducted by First Class mail, electronic mail or by other electronic media. A ballot listing candidates proposed by the Nominating Committee shall be sent to each member of the Chapter by the Secretary, or designee no less than-30 days prior to the annual meeting. The votes shall be tabulated by the Secretary, validated by the Past-President, and reported to the Board of Directors. The results of the election shall be communicated to the membership during the annual meeting.

Any Board of Directors' vacancy will be filled in accordance with the provisions set forth in these bylaws.

Section 4. Powers

The Board of Directors shall maintain responsibility for developing work plans, goals and objectives for the Chapter; establish standing and ad hoc committees that work to achieve these objectives and implement Chapter programs, review committee recommendations, establish dates, locations, format and program agendas for the Chapter's annual meeting and other educational programs.

The Board of Directors shall establish and approve an annual budget for use in planning educational programs. All educational programs will be financed using funds available to the Chapter.

Section 5. Vacancies

The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy of President or Vice-President, by appointment of a member of the Chapter for the unexpired term. A vacancy in the office of President or Vice President is addressed under Article VII, Section 6.

Section 6. Meetings

The Board of Directors shall meet at least once each year. Additional meetings may be called by the President as necessary to conduct the business of the society or upon request of three (3) members of the Board of Directors.

Section 7: Quorum

A quorum shall consist of a majority of the Board of Directors.

Section 8. Action Without a Meeting

A majority of the Board of Directors or the members of any committee may take action before the next meeting of the Board of Directors if written authorization to proceed is granted by the Board of Directors and the written authorization is filed with the minutes of the Board of Directors and the committee minutes.

Section 9: Indemnification

The Board is indemnified according to the Indemnification Policy for the Board of Directors.

Section 10. Forfeiture and Removal from Office

Any Director who fails to fulfill the duties of his or her office may be removed from office by the Board of Directors.

Section 11. Executive Committee

The Immediate Past President, the President, the Vice President, the Treasurer and the Secretary shall comprise the Executive Committee of the Board of Directors. The Executive Committee may meet as needed to clarify and implement decisions and directives made by the full Board of Directors. The Executive Committee may at times find it necessary to meet and formulate recommendations that will then be presented to the full Board of Directors for approval.

ARTICLE VII – OFFICERS

Section 1. Eligibility

Any member of the Chapter shall be eligible for elective office in the Chapter.

Section 2. Officers

The officers of the Chapter are President, Vice President, Secretary and Treasurer. Each officer shall be a member of the Chapter and shall be elected by the membership of the Chapter.

Section 3. Election and Term of Office

The President and Vice-President shall be elected for terms of one year. The Secretary and Treasurer shall be elected for terms of two years. Annually, the Nominating Committee will present a ballot of eligible candidates for the membership's consideration and selection. Ballots shall be mailed to each member of the Chapter by the Secretary or designee, at least 30 days prior to the annual meeting of the Chapter.

Section 4. Duties

The President of the Chapter shall act as chairman of the Board of Directors and shall preside at all meetings of the Board. In his/her absence, the Vice President shall assume the chair. In the event the President is unable to perform the duties of the office of President, the Vice President will assume the duties of the President and upon the recommendation of the Nominating Committee shall succeed as President.

Section 5. Reports

The President shall cause to be reported to the Board of Directors as to the fiscal situation of the Chapter, personnel changes, new developments with regard to publications and ownership of documents and such other information as decided by the Board of Directors.

Section 6. Vacancies

If the office of President is vacated for any reason, the Vice-President shall immediately accede to the presidency for the duration of the unexpired term. If both the President and the Vice-President shall become unable to perform the duties of their office, the Board of Directors, shall appoint a Director of the Board, as president pro tempore to serve for the remainder of the unexpired term. At the next regular election of the Chapter, a President and Vice-President shall be elected in accordance with the provisions of these Bylaws.

Section 7. Duties of the Secretary

The Secretary shall attend all meetings of the Chapter and of the Board of Directors and maintain the official minutes.

Section 8. Duties of the Treasurer

The Treasurer shall attend all meetings of the Chapter and of the Board of Directors and maintain the official financial records of the Chapter.

Section 9. Conflict of Interest

The Directors and Officers shall exercise the utmost good faith in all transactions relating to their duties in the Chapter. In their dealings with and on behalf of the Chapter, each Director and Officer is held to a strict rule of honest and fair dealing with the Chapter. No Director or Officer shall use their position, or knowledge gained there from, so that a conflict might arise between the Chapter's interest and the individual's interest. The Directors and Officers shall act to protect the best interest of the Chapter in their decision-making. The Directors and Officers shall not accept any favor that might influence their decisions that affect the Chapter or individual members. The Directors and Officers shall not act in any manner that is in conflict with or would compromise the chapter's tax exempt status.

During their terms of office, Directors and Officers shall promptly and fully disclose to the Chapter any existing or new employment, activity, investment, or other interest that may compromise their ability to act in the best interest of the Chapter.

Section 10: Forfeiture and Removal from Office

Any Officer who fails to fulfill the duties of his or her office may be removed from office by the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1. Standing and Special Committees

The Committees of the Chapter shall be "Standing" or "Special".

The Standing Committees of the Chapter shall be the:

- Legislative Committee
- Nominating Committee
- Professional Development Committee
- Program Committee
- Membership Committee
- Web-Site Committee
- Public Relations/Marketing Committee, and
- Such other standing committees as the Board of Directors may authorize.

Special committees may be formed by the Chapter President with the approval of the Board of Directors to address special issues or to manage temporary projects. A Special Committee shall limit its activities to the accomplishment of the task for which it was established, and it shall have authority to address only those issues expressly conferred by the Board of Directors. The Special

Committee will remain active until the project or issue has been fully addressed to the satisfaction of the Board of Directors.

Section 2. Minutes and Reports

Each Committee shall maintain minutes of meetings and a report of committee activities will be provided to the Chapter membership during the annual meeting. Additional committee reports will be provided upon the request of the Board of Directors.

Section 3. Legislative Committee

The Legislative Committee shall identify and inform members of both State and Federal legislative issues which impact healthcare risk management.

It shall be comprised of at least three members; the chairperson shall be appointed by the President. The chairperson shall have the authority to increase the number of committee members to facilitate a proactive response to legislative matters affecting healthcare risk management. The members shall serve one-year renewable terms.

Section 4. Nominating Committee

The Nominating Committee shall be comprised of five members, including the two most recent Past Presidents and two members elected for one-year terms by the membership during the annual meeting. One of the Directors of the Board shall be elected by the Board to serve on the Nominating Committee. The committee members shall serve a one year term. The most recent Past-President shall serve as the chairperson of the Committee.

Annually, the Nominating Committee will announce a call for nominations to the Chapter membership. The ballot presented by the Nominating Committee shall provide the membership the ability to write in a candidate.

Section 5. Professional Development Committee

The Professional Development Committee shall identify and inform members of educational opportunities related to healthcare risk management. It shall promote professional achievement in the practice of healthcare risk management.

It shall be comprised of at least two members; the chairperson shall be appointed by the President. The Chairperson shall have the authority to add committee members to facilitate professional development projects. The members shall serve one-year renewable terms.

Section 6. Program Committee

The Program Committee shall be responsible for planning the education conferences for the Chapter and other types of programs as the Board of Directors or the President may direct.

The Program Committee shall be comprised of at least three members. The Vice-President shall serve as the Chairperson of the Program Committee with the assistance of the Immediate Past-President. The Chairperson shall have the authority to add Committee members to facilitate program planning and implementation. The members shall serve one-year renewable terms.

Section 7.

Membership Committee

Annually, the Membership Committee shall receive and approve the Chapter Membership. The Membership Committee shall actively undertake and encourage recruitment and retention of members.

The Committee shall be comprised of at least three members. The Chairperson shall be appointed by the President. The members shall serve one-year renewable terms.

Section 8.

Web-Site Committee

The Web-Site Committee shall be responsible for maintaining the appropriate operations of the Chapter web-site and work to enhance the development and promotion of the Chapter.

The Committee shall be comprised of at least two members. The Chairperson shall be appointed by the President. The members shall serve on-year renewable terms. The Chairperson shall be responsible to communicate to web-site vendors the operational needs of the Chapter.

Section 9.

Public Relations/Marketing Committee

The Public Relations/Marketing Committee shall be responsible for networking to gain support for and recognition of Chapter activities and member accomplishments.

The Committee shall be comprised of at least three members; the Chairperson will be appointed by the President. The Chairperson shall have the authority to increase the number of committee members to ensure that the goals and objectives of the Committee are met. The members shall serve one-year renewable terms.

ARTICLE IX – ADOPTION OF BYLAWS

These bylaws were approved and enacted April 1985.

ARTICLE X – AMENDMENTS

The Bylaws will be reviewed by the Board of Directors bi-annually. These Bylaws and Articles of Incorporation may be amended by a two-thirds vote of the members present and voting at the annual meeting. Notice of proposed amendment shall be sent to all members not less than 30 days in advance of the meeting.

Following the initial adoption of these Bylaws, these Bylaws have been revised, reviewed and restated as follows:

ADOPTED	April 1985
REVISIONS ADOPTED	May 13, 1988
REVISIONS ADOPTED	May 18, 1990
REVISIONS ADOPTED	November 15, 1990

REVISIONS ADOPTED	November 14, 1991
REVISIONS ADOPTED	May 14, 1992
REVISIONS ADOPTED	November 11, 1993
REVISIONS ADOPTED	October 6, 1994
REVISIONS ADOPTED	November 7, 1996
REVIEWED	October 1, 1997
REVISIONS ADOPTED	October 29, 1998
REVISIONS ADOPTED	October 29, 1999
REVISIONS ADOPTED	May 10, 2001
REVISIONS ADOPTED	October 5, 2006
REVISIONS ADOPTED	November 13, 2008