



**Massachusetts Society
for
Healthcare Risk Management**

MSHRM BYLAWS

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ARTICLE I - NAME

The name of the organization shall be the Massachusetts Society for Healthcare Risk Management, Inc., hereinafter called "Society."

ARTICLE II - PURPOSE

The primary purpose of the Society is to enhance the safety and quality of health services for the benefit of patients, visitors and employees of healthcare facilities by advancing and developing the professional practice of healthcare risk management. Activities to further this purpose include:

- A. Conducting educational programs and activities to strengthen and develop healthcare quality and risk programs and to promote the professional development of related staff
- B. Providing a medium for the interchanging of risk management ideas and methodologies among health professionals.
- C. Assisting in the development of professional relationships among Society members and other healthcare professionals in order to facilitate the free exchange of information and the solution of mutual problems.
- D. Providing relevant information and education to other appropriate parties such as hospitals, hospital associations, medical societies and civic groups toward the end goal.
- E. To act as a central source of information in Massachusetts on the new developments and trends in healthcare risk management.

The Society is organized exclusively for charitable, educational and scientific purposes as will qualify it for, and within the meaning of, Section 501 (c) (3) of the Internal Revenue Code of 1986 and Sections 509 (a) (1) and/or 509 (a) (2) of said Code. The Society shall conduct its activities so that no part of its income, net earnings, properties or assets, on dissolution or otherwise, shall inure for the benefit of, or be distributable to any member, trustee, officer or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the Bylaws. The Society shall not, as a substantial part of its activities, attempt to influence legislation, carry on propaganda, participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in Said Bylaws, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III - POWER

The Society may engage in any activities or exercise any powers that are in furtherance of the stated purposes of this organization. Furthermore, the Society shall have and exercise all

rights and powers conferred on corporations under the laws of the Commonwealth of Massachusetts, including, but not limited to, Massachusetts General Laws, Chapter 180.

The Society may review and comment on policies related to its area of interest in furtherance of its education purposes. Members of the Society may make related recommendations by forwarding same to the Board of Directors of the Society, or by two-thirds vote of the members present and voting at an authorized meeting. The Society shall issue any comment or statement through its Board of Directors, and only if such statements are in furtherance of the purposes of the Society as will continue to qualify it as an exempt organization under section 501 (c) of the Internal Revenue Code.

ARTICLE IV - MEMBERSHIP

Section 1 - Type of Membership

Membership in the Society shall consist of persons who are actively involved in risk management functions and who work with hospitals or other health care providers. There shall be one type of membership: Active Member (voting member) The qualifications for membership are as stated below:

A. Active Member (voting member):

1. An employee, physician, officer, director or trustee of a healthcare provider or facility or any affiliate/subsidiary thereof who is actively involved in the risk management/quality assurance function of that organization, or
2. An employee who is actively involved in the risk management function of a multi-hospital system; a captive or risk management service company or program; or a state, regional or metropolitan hospital association or medical society; provided that such system, company, program or association is under the control of hospitals or other health care providers.
3. Private consultants, representatives of insurance agencies, brokerages and companies, academicians and attorneys, and employees of governmental or regulatory agencies who are involved in risk management/quality assurance activity.

Section 2 - Establishment of Membership

Membership in the Society shall become effective upon (a) receipt of a properly completed application form, (b) receipt of appropriate dues, and (c) approval of the application by the chairperson of the Membership Committee in accordance with the Society Bylaws and criteria developed by said Committee and approved by the Board of Directors of the Society.

Section 3 - Transfer and Change in Eligibility for Membership

Membership in the Society shall not be transferable to another person. Members whose eligibility status changes shall notify the Society within 90 days of such change.

Section 4 - Term of Membership

The term of membership shall be for one year commencing January 1st of each year.

Section 5 - Membership Renewal

Members of the Society shall have their membership renewed beginning January 1st of each year provided:

- A. That a person continues to meet eligibility requirements as provided in the Bylaws;
- B. That all dues owed to the Society have been fully paid; and
- C. That the member has not violated any provision of the Bylaws, and is in compliance with same.

Section 6 - Termination of Membership

- A. Resignation: Members may at any time file their resignation from the Society in writing with the Board of Directors.
- B. Loss of Eligibility: Membership of any person who is no longer eligible for membership in the Society and who fails to reestablish such eligibility within 90 days of such change shall have his or her membership terminated. Such persons may reapply for membership when eligibility is reestablished.

ARTICLE V - DUES

Annual dues of the Society shall be established by the Board of Directors, payable on the first day of January for the calendar year ahead. Applications for new or renewed membership shall be billed for 100% of the calendar year dues, regardless of the date of application. No portion of the dues paid any member shall be refundable if their membership is terminated for any reason. Any funds or property shall become the property of the Society, but shall be used for the purposes designated by the Society.

ARTICLE VI - MEETINGS

Section 1 - Annual Meeting

The Society shall meet at least annually for the transaction of the affairs of the Society. The Clerk of the Society shall notify the membership by mail of the annual meeting no less than 30 days prior the date of the meeting. The date of the annual meeting may be changed by a majority vote of the Board of Directors. The results of said vote shall be communicated to the membership no less than 30 days prior to the revised date of the meeting.

Section 2 - Special Meetings

Special meetings may be called by the Board of Directors of the Society and 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 membership present and voting. The Clerk of the Society shall notify the membership by mail of the special meetings no less than 15 days prior to the date of the meeting.

Section 3 - Order of Meetings

The Society shall adopt regulations for conducting meetings of the Society and may amend them from time to time by a majority of those present and voting at the annual meeting. These regulations shall be in accord with Robert's Rules of Order Revised, when the latter are not in conflict with the Bylaws of the Society.

Section 4 - Voting

- A. Eligibility of Vote: Only active members in good standing shall have the right to vote. Proxy voting shall not be permitted.
- B. Mail Votes: The Clerk of the Society shall use first class mail for all mail voting.
- C. Majority: Except as otherwise specified herein, and consistent with quorum requirements delineated in Article VI, Section 5, all matters shall be settled by a simple majority vote, that is a majority of mail votes returned or a majority of members voting in assembly as the case may be.

Section 5 - Quorum

A quorum of the Society shall consist of the active members present at the annual meeting. For special meetings and all other duly called meetings of the Society, a quorum shall consist of at least 5 percent of the Society's active members.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Eligibility

Only active members of the Society in good standing and in compliance with all provisions of the Bylaws shall be eligible to serve on the Board of Directors of the Society.

Section 2 - Composition

The Board of Directors shall be composed of 9 members, including the President, President-Elect, Clerk and Treasurer. No more than two Board Members shall be from the same organization. The President shall act as chairperson of the Board of Directors. The Immediate Past-President shall be a non-voting member of the Board for the year immediately following his or her term as president, except in event of a tie vote pursuant to Article VIII, Section 3.

Section 3 - Election and Term

The term of office for directors and elected officers shall be as follows:

- A. Three-year term: Two directors shall serve for a term of three years. Commencing in 1999, the treasurer shall serve for three years.
- B. Two-year term: Three directors shall serve for a term of two years. *The clerk shall serve for two years.*
- C. One-year term: All elected officers, except the treasurer **and clerk**, shall serve for terms of one year, pursuant to Article VIII of the Bylaws.

All terms shall expire at the end of the calendar year. The Clerk shall compile a list of board members, along with the position and term of office for each, at the start of each calendar year to be distributed to the membership. A director having served less than his/her full term shall be eligible for re-election for another term of office. A director having served his/her full term shall be ineligible for re-election to the board until one year shall have elapsed. Directors having served either a full or partial term shall be eligible for election as an officer pursuant to the provisions of Article VII of the bylaws.

The election of directors shall be conducted by mail. A ballot listing candidates proposed by the Nominating Committee shall be mailed by the Clerk or designee to each eligible voting member of the Society not less than 30 days prior to the end of the calendar year. The votes shall be tabulated by the Clerk or designee and reported to the Board of Directors. The results of the election shall be communicated to the membership through Noteworthy and at the annual meeting. The newly elected directors and officers shall be installed effective January 1st.

Any member of the Board of Directors who is absent from two successive meetings of the board without good cause, in the view of the chairman of the board of directors, shall have his appointment terminated and his seat declared vacant to be filled in accordance with the provisions of these Bylaws.

Section 4 - Forfeiture of and Removal from Office

Any officer or director shall automatically forfeit his or her office if he/she loses eligibility for membership, is expelled from membership pursuant to these Bylaws, or fails to fulfill the duties of his/her office.

Section 5 - Responsibilities and Powers

The Board of Directors shall have the responsibility to develop plans, objectives and purposes for the Society; establish standing and ad hoc committees in line with the purposes and objectives of the Society and review the recommendations of these committees; establish the dates, locations, formats and programs of Society meetings and other educational endeavors. The Board of Directors shall have implied powers to carry out the purposes and objectives of the Society, and their actions shall at all times be in conformity with the Bylaws and Articles of Organization of the Society.

Section 6 - Vacancies

The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of President or President-Elect, by appointment of an active member of the Society for the un-expired term, subject to approval by a majority vote of the active members present at the next annual or special meeting. -Preferential consideration should be given to the individual or individuals who had the next highest number of votes in the election in which the individual now vacating the office was elected.

Section 7 - Meetings

The Board of Directors shall meet not less than once a year. Additional meetings may be called by the President with the approval of a majority of the Board of Directors. Written or verbal notice at least 48 hours in advance of the meeting shall be reasonable and sufficient. A quorum shall consist of a majority of the directors and officers then in office. Directors and officers may be present in person or through telecommunication for purposes of establishing a quorum and conducting business.

ARTICLE VIII - OFFICERS

Section 1 - Eligibility

Only active members of the Society in good standing shall be eligible for elective office in the Society.

Section 2 - Officers

The officers shall be a President, a President-Elect, a Clerk and a Treasurer, who shall be elected by the active membership of the Society. The President of the Society shall be a member in good standing of the American Society for Healthcare Risk Management.

Section 3 - Election and Term

All officers except the treasurer **and clerk** shall serve for a term of one (1) year. The treasurer shall serve for a term of three (3) years. **The clerk shall serve a term of 2 years.** The officers' terms shall be limited to one (1) consecutive term for any same office. The President-Elect shall take office as President at the end of his/her term. The election of officers and directors shall be conducted by mail. A ballot listing candidates proposed by the Nominating Committee shall be mailed to each eligible voting member of the Society by the Clerk or designee not less than 30 days prior to the end of the calendar year. The votes shall be tabulated by the Clerk or designee and reported to the Board of Directors. Tie votes shall be settled by secret ballot of the eight voting members of the Board of Directors. In the event that the secret ballot also results in a tie vote, the Immediate Past President shall cast the tie-breaking vote. The results of the election shall be communicated to the membership through Noteworthy and at the annual meeting. The newly elected officers and directors shall be installed effective January 1st.

Section 4 - Duties

The President of the Society shall act as chairperson of the Board of Directors and shall preside at all meetings of the Board, and at all annual and special meetings of the Society. The President-Elect shall perform the duties of the office of the President whenever the President shall be unable to do so.

Section 5 - Reports

No less than annually, the President shall submit a report, to the Board of Directors and membership of the Society. The report shall include a summary of reports from the Treasurer and chairpersons of all standing and ad hoc committees.

Section 6 - Vacancies

If the office of President becomes vacant, the President-Elect shall immediately accede to the presidency for the duration of the un-expired term and shall continue to serve as President for the subsequent term. If both the office of President and President-Elect become vacant at the same time, the Board of Directors shall appoint the Clerk as President Pro-Tempora to serve for the remaining portion of the un-expired term. At the next regular election of the Society, a President and President-Elect shall be elected in accordance with the provisions of the bylaws.

Section 7 - Duties of the Clerk

The Clerk shall attend all meetings of the Society and of the Board of Directors, and maintain the official minutes and records of the Society.

Section 8 - Duties of the Treasurer

The Treasurer shall attend all meetings of the Society and of the Board of Directors, be responsible for maintaining the financial records of the organization including banking and investment accounts, and provide an annual report to the Board of Directors and membership of the Society.

Section 9 - Forfeiture and Removal from Office

Any officer shall automatically forfeit his/her office if he/she loses eligibility for membership, is expelled from membership pursuant to the Bylaws, or fails to fulfill the duties of his/her office.

Section 10 - Indemnification of Directors and Officers

The Society shall defend and indemnify directors and officers against any claims arising from their duties to the Society, provided that the actions of the directors and officers were within the scope of their duties and did not violate any provision of these bylaws.

ARTICLE IX - CONFLICT OF INTEREST

The directors and officers of the Society shall comply with all conflict of interest policies of the Society.

The directors and officers shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with and on behalf of the Society they are held to a strict rule of honest and fair dealing with the Society. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Society's interest and that of the individual.

All acts of directors and officers shall be for the benefit of the Society in any dealing that may affect the Society adversely. The directors and officers shall not accept any favor that might influence their actions affecting the Society or its members.

ARTICLE X - COMMITTEES

Section 1 - Nominating Committee

The Nominating Committee shall be composed of at least three active members appointed by the President. One of these members shall be the Immediate Past-President, who shall serve as chairperson of the committee. If the post of the Immediate Past-President is vacant, the President shall appoint a director of the Society to serve in his/her place.

There shall be a call for nominations to the Nominating Committee. The Committee may elect to offer more than one name for nomination to any elected office. The ballot shall also provide for write-in candidates. The Nominating Committee shall be considered a standing committee of the Society.

Section 2 - Standing and Special Committees

There shall also be standing committees appointed annually by the President for (1) Membership, (2) Education and (3) Bylaws.

- A. Membership Committee: The Membership Committee shall be composed of at least three active members, one of whom shall be an officer or director appointed by the President and serving as chairperson of the committee. The committee or designee shall review applications for membership for the purposes of determining eligibility. The committee shall carry out all other membership responsibilities as provided in the Bylaws.
- B. Program Committee: The Program Committee shall be composed of at least three active members, one of whom shall be an officer or director appointed by the President and serving as chairperson of the committee. The committee will coordinate the planning and implementation of Society educational programs.
- C. Bylaws Committee: The Bylaws Committee shall be composed of at least three active members, one of whom shall be an officer or director appointed by the President and

serving as the chairperson of the committee. The committee shall annually review the Bylaws and make recommendations to the Society, taking into consideration comments and recommendations solicited from the membership.

The President of the Society may appoint, from time to time, special committees as authorized by the Board of Directors and for purposes compatible with the objectives of the Society.

The term of members serving on all standing committees shall be for one year. Committee members shall be eligible for re-appointment by the President.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended, upon recommendation by the Board of Directors, by a two-thirds vote of active members present and voting at any annual meeting of the Society, ***returning a ballot by mail, or other mechanism approved by the Board of Directors.***

Notice of proposed amendments shall be sent to all active members not less than 30 days in advance of the *voting deadline*. Amendments to the Bylaws may be proposed by petition of at least 25 active members of the Society in good standing. Amendments so proposed by petition of at least 25 active members in good standing shall be filed with the Clerk.

Amendments to the Bylaws shall become effective upon approval by the membership pursuant to this Article.

ARTICLE XII - BANK ACCOUNT

Banking and other investment accounts of the Society shall be maintained by the Treasurer. Transactions on these accounts shall be authorized by the President or Treasurer.

ARTICLE XIII - CHARTER MEMBERSHIP

Any membership granted on or before October 21, 1982 shall be designated a Charter Member.

ARTICLE XIV - AFFILIATIONS WITH OTHER ASSOCIATIONS

To foster communications and develop a liaison with related professional associations, the Board of Directors shall seek to establish formal affiliations with appropriate organizations. Such organizations include, but are not limited to, the American Society for Healthcare Risk Management and the Massachusetts Hospital Association. The Board of Directors shall have the power to authorize the signing of formal written agreements establishing such relationships, but only when such affiliations are in furtherance of the purposes of the Society. Such affiliations shall not interfere with the separate corporate status of the Society or its qualifications as an exempt organization under the Internal Revenue Code of 1986, Section 501 (c) (3).

ARTICLE XV - DISTRIBUTION OF ASSETS ON DISSOLUTION

The Society is one which does not contemplate pecuniary gain or profit to the members, directors or officers thereof and it is solely for nonprofit purposes. On the winding up and dissolution of the Society, after payment of or adequate provision for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized exclusively for charitable, education or scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986. If the Society holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by a decree of the appropriate court within the Commonwealth of Massachusetts in which this organization's principal office is located.

REVISIONS:

(Revised February 20, 2000)

(Revised September 13, 2002)