

**BYLAWS  
NEW YORK STATE ASSOCIATION MEDICAL STAFF SERVICES**

**ARTICLE I: NAME**

The name of this organization shall be the New York State Association Medical Staff Services, governed by the Bylaws of the National Association Medical Staff Services.

**ARTICLE II: HEADQUARTERS**

The Headquarters of the Association shall be located in the city of the current President.

**ARTICLE III: OBJECTIVES**

The objectives of the State Association 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 through this State Association, and to support the mission statement of the National Association.

Notwithstanding any other provisions of these articles, the New York State Association Medical Staff Services shall be organized exclusively for the purpose of the continuing education of persons engaged in medical staff activities, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (e) or corresponding provisions of any subsequent Federal tax law.

**ARTICLE IV: STRUCTURE**

The State Association shall be non-profit, non-partisan and non-sectarian and shall have the right to establish and control its activities through its elected officers.

No substantial part of the activities of the organization shall be carrying on propaganda, or by otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Service code Section 510 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE V: MEMBERSHIP**

Membership in this Association shall be categorized as Active, Associate or Honorary. Members are to adhere to the 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, race, creed, religion, disability, sexual orientation, national origin or sexual orientation. The Board of Directors shall, at its discretion, create additional membership categories.

Section 1:     **Active:** Active members shall be those individuals having responsibility in medical staff activities. Active members shall pay dues and shall be eligible to vote and hold office.

Section 2: **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 and objectives of the Association. Honorary members shall not pay dues and shall not be eligible to vote or hold office.

Section 3: **Affiliate:** Affiliate membership may be awarded to a company or business which has an interest in the overall goals and interest of the Association. Affiliate members shall pay dues, but the representative shall not be eligible to vote or hold office. Affiliate membership shall not be a forum to promote its business nor shall it be given a favorable advantage when conducting Association business.

## ARTICLE VI: DUES AND FEES

Annual dues for membership shall be due and payable at an amount set by the Board of Directors (not to be set higher than National Association dues). An individual who joins during the last quarter of the fiscal year shall pay the annual dues set for the current year, which will satisfy dues requirements for the ensuing year. Failure to pay dues by the specified day shall result in termination of membership.

In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for a public purpose.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

## ARTICLE VII: REGIONAL CHAPTERS

Section 1. The New York State Association Medical Staff Services shall be divided into seven (7) regions: Adirondack, Central, Capital, Hudson Valley, Western, New York City, Long Island. Individuals are not limited to their “assigned” geographic region if it is easier for them to attend another regions functions. A map is attached to these Bylaws.

- a. **Adirondack Region:** The counties within the State of New York that are located in the Adirondack Region include: Clinton, Essex, Franklin, Hamilton, Herkimer, Jefferson, Lewis, Oneida, Oswego, and St. Lawrence.
- b. **Central Region:** The counties within the State of New York that are located in the Central Region include: Broome, Cayuga, Chemung, Chenango, Cortland, Madison, Onondaga, Schuyler, Seneca, Tioga, and Tompkins.
- c. **Capital Region:** The counties within the State of New York that are located in the Capital Region include: Albany, Columbia, Delaware, Fulton, Greene, Montgomery, Otsego, Rensselaer, Saratoga, Schenectady, Schoharie, Warren, and Washington.

- d. **Hudson Valley Region**: The counties within the State of New York that are located in the Hudson Valley Region include: Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, and Westchester.
- e. **Western Region**: The counties within the State of New York that are located in the Western Region include Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Livingston, Monroe, Niagara, Ontario, Orleans, Steuben, Wayne, Wyoming, and Yates.
- f. **New York City Region**: The counties within the State of New York that are located in the New York City Region include: Bronx, Brooklyn, Manhattan, Queens, Staten Island and Out-of-State.
- g. **Long Island Region**: The counties within the State of New York that are located in the Long Island Region include: Nassau, Suffolk.

Section 2. **Organization of Regional Chapters**

The purpose of establishing a regional chapter of NYSAMSS shall be to provide a forum for networking / communication at a local level. Application for the organization of a regional chapter must be submitted to the NYSAMSS Board of Directors for approval. Each member of the regional chapter is encouraged to be a member of NYSAMSS. Regional chapters shall be governed by the State Association Bylaws and may be revoked by the Board of Directors of the New York State Association Medical Staff Services. The Regional Chapter may not limit the size of its Active membership.

Section 3. **Regional Chapter Bylaws**

Each regional chapter has the option of adopting Regional Chapter bylaws or elect to be governed strictly by the State Association Bylaws. If Regional Chapter bylaws are submitted to the State Association for approval, they must be written such that they are not in conflict with the State Association or National Association Bylaws. Regional Chapters that have adopted chapter bylaws shall submit annually to the NYSAMSS Board their current Bylaws as approved by their membership.

Rules and Regulations or Procedure Manuals of Regional Chapters may not be in conflict with the State and National Bylaws, Rules and Regulations or Procedure Manuals.

Each Regional Chapter, shall be required to submit annual written reports to the NYSAMSS Board of Directors regarding the educational or other activities undertaken during the previous twelve month period.

Section 4. **Election of Regional Chapter Representatives**

- A. Each Regional Chapter shall elect one (1) Regional Chapter Representative whose duty it shall be to represent the region. Regional Chapter Representatives have full voting rights on the Board of Directors.

- B. Each Regional Chapter may choose to elect officers, but this is not mandated. The President would automatically serve as the Regional Chapter Representative. Officers shall be elected on a timely basis so that results of regional chapter elections are available for reporting at the annual meeting of NYSAMSS.

Section 5. **Regional Chapter Dues**

Each Region Chapter may set annual dues that do not exceed the State Association or National Association dues.

Section 6. **Dissolution of Regional Chapters**

Upon dissolution of a regional chapter or revocation by the State Association Board of Directors, any and all assets of the Regional Chapter must be forwarded to the Treasurer, New York State Association of Medical Staff Services for incorporation into the Association's assets.

**ARTICLE VIII: OFFICERS AND BOARD OF DIRECTORS**

- Section 1. **Executive Committee**: An Executive Committee consisting of the President, President-Elect, Immediate Past President, Secretary and Treasurer will be delegated operational management responsibility by the Board. The Executive Committee will report all actions and communications to the Board of Directors within a period as determined by the Board.

- Section 2. **Board of Directors**: The Board of Directors shall be comprised of Association Officers, one (1) Regional Chapter Representative elected from each region, Committee Chair appointees of the President, including but not limited to the Newsletter Editor.

- Section 3. **Officers**: The Officers of this Association shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer.

- Section 4. **Qualifications**: All officers must be elected from the NYSAMSS membership. All officers are encouraged to be members of the National Association Medical Staff Services (NAMSS). A candidate for the Board of Directors of NYSAMSS must be a member in good standing of the State Association, and must be employed in the capacity of a medical services professional (e.g. hospital, managed care, consultant). All candidates for officer positions must be a Certified Professional Medical Services Management (a.k.a. Certified Medical Staff Coordinator) or Certified Provider Credentialing Specialist. Candidates for Regional Chapter Representative positions are not required to be a Certified Professional Medical Services Management or Certified Provider Credentialing Specialist, although certification is encouraged.

Section 5. **Term of Office:** A Board member shall not hold more than one NYSAMSS office at a time. The President shall serve one term only, with the President-Elect automatically succeeding the office of President. Each term of office shall be for two years and shall begin May 1<sup>st</sup> of the year in which they are elected. Elected officers shall be notified by the Chair of the Nominating Committee. The Board retains the right to waive the term limit requirement at the recommendation of the Nominating Committee.

Section 6. **Election of Regional Chapter Representatives:** The election of Regional Chapter Representatives shall be conducted annually in the month of January by written ballot. The Regional Chapter Representative from the Western, Long Island and New York City regions shall be elected in the even-numbered years. The Regional Chapter Representative from the Adirondack, Central, Capital and Hudson Valley regions shall be elected in the odd-numbered years. Regional Chapter Representatives from each region shall be elected by vote of those active NYSAMSS members within the region. Election shall be by a simple majority.

Section 7. **Election of Officers:** Elections shall be held annually in the month of January, and shall take place by written ballot. The Officers of President-Elect and Treasurer shall be elected in the odd-numbered years. The Office of Secretary shall be elected in even-numbered years.

Any certified Active member of NYSAMSS who is interested in serving as an officer may, in writing, notify the Immediate Past President of their interest so that they may be considered by the Nominating Committee for candidacy.

Refer to Nominating Committee Policy in the NYSAMSS Policy & Procedure Manual for the election/nomination process.

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

Section 8. **Vacancies in Office:** If there is a vacancy in the office of the President prior to the expiration of the President's term, the President-Elect shall assume the duties and authority of the President for the remainder of the unexpired term. If there is a vacancy in any other office, the Board of Directors, upon the recommendation of the President, shall appoint another Board of Directors member possessing the appropriate qualifications to serve out the remainder of the unexpired term.

Section 9. **Removal of Officers:** The Board of Directors, by a two-thirds vote, may remove any officer, board member or committee chair for conduct detrimental to the interests of the association or its membership, or if the officer is suffering from a physical or mental infirmity that renders the individual incapable of fulfilling the functions of that office. The individual will be sent a certified notice at least ten days prior to the date of when the vote will take place. The individual will be afforded the opportunity to respond prior to the vote on such removal. The

removal shall be effective when approved by the Board. An officer, chair or board member who is found to no longer meet any of the qualifications for the position shall automatically relinquish his/her office.

Section 10. **Meetings**: At least three (3) meetings of the full Board of Directors shall be held annually: one mid-winter, one in conjunction with the NYSAMSS annual conference, and one in mid-Fall. Meetings of the Executive Committee may be called on an as needed basis.

Section 11. **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 instances 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 matter of procedure, the chair may inquire, prior to any discussion of 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 IX: DUTIES OF THE OFFICERS AND REGIONAL CHAPTER REPRESENTATIVES**

Section 1. **President**: The President shall be the Chief Executive Officer of the State Association, 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 the State Association, to present a report at the Annual Meeting, to appoint Chairs and members of Committees, upon approval of the Board of Directors, to serve as the liaison from the State Association to the National Association, and to perform such other duties as authorized by the Board.

Section 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 serve as Chair of the Education Program Committee.

Section 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 Bylaws Committee and as a member of the Education Program Committee.

Section 4. **Secretary**: The Secretary shall record the proceedings and prepare the minutes of all meetings of the State Association business meetings, as well as the Board of Directors meetings and Executive Committee meetings. All minutes shall be available to the Association membership for inspection with the exception of Executive sessions which will be available to NYSAMSS Board only. The Secretary shall perform other duties as may be necessary to coordinate and

advance the Association's objectives. The Secretary shall be custodian of all Association records. The Secretary shall issue all duly authorized notices of meetings.

Section 5. **Treasurer:** The Treasurer shall be the custodian of any funds collected or received by the State Association and shall be responsible for the collection of membership dues. The Treasurer shall keep a record of the payment of dues and shall prepare an annual accounting to be presented to the membership at the Annual meeting. The Treasurer shall be bonded in an amount to be determined by the Board of Directors.

Section 6. **Regional Chapter Representative:** The duties of the Regional Chapter Representative shall be to serve as a liaison between the regional members of the Association and the Board of Directors. The Regional Chapter Representative shall be responsible for coordinating regional networking meetings on an as needed basis, communicating a summary of the meeting of the Board of Directors and providing a written report to the Editor of The Empire Statement for inclusion in the newsletter. Each Regional Chapter Representative shall serve on the Recruitment Committee.

Section 7. **Board of Directors:** 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 or actions of officers or committees of the State Association, Regional Chapter bylaws, rules and regulations or procedure manuals. The Board of Directors may act on any matters for the Association, with the exception of amending these Bylaws. The actions of the Board of Directors shall be final except on appeal by the Association membership. A quorum of a meeting of the Board of Directors shall be a simple majority.

Members of the Board of Directors shall not receive any state 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. Nothing herein contained shall be construed to preclude any members of the Board of Directors from serving the State Association in any capacity and receiving compensation therefore.

## **ARTICLE X: MEETINGS**

Meetings of the State Association shall be held annually at the annual conference, usually in the month of May. These meetings shall not be in conflict with the National Annual Conference. Special meetings may be called by the President, the Board of Directors or on the request of at least four (4) members of the Association. The purpose of the meeting will be stated in the call.

## ARTICLE XI: QUORUM

A quorum at any State Association meeting shall be the Active members present, in good standing.

## ARTICLE XII: COMMITTEES

The Board of Directors shall authorize the Committees of the State Association. Committees shall be standing and ad hoc. The President shall appoint the chair of the Committees from the members of the Board of Directors. Any member of the State Association, in good standing, may serve on Committees. The Board of Directors must ratify committee membership. Each committee shall report at Board of Director's and Business meetings as appropriate. The President shall be an Ex Officio member of all committees, except the Nominating Committee and Bylaws Committee.

Section 1. **Education Program Committee**: The Education Program Committee shall promote the educational goals and objectives of the Association and the enhancement of the advancement of its membership. The Education Program Committee shall be composed of: a) the President-Elect; b) the Immediate Past President; and, c) at least two Regional Chapter Representatives. The President-Elect and Immediate Past President will serve as co-chairs.

Section 2. **Recruitment Committee**: The President shall appoint a Recruitment Committee Chair from the Regional Chapter Representatives. The Committee membership shall consist of all the Regional Chapter Representatives and the NYSAMSS Treasurer. The duties of the Committee shall be to promote the growth of the Association.

Section 3. **Bylaws Committee**: The Immediate Past President of the Association shall Chair the Bylaws Committee. The membership shall consist of one member of the Board of Directors and at least two Regional Chapter Representatives. The duties shall be review the Bylaws at least annually, for conformity with the National Association Bylaws, and to submit recommendations for revisions. The Board of Directors shall submit the proposed amendments to the general membership at the next business meeting, by mail, or by electronic transmission. Any member of the Association may propose amendments to the Bylaws Committee Chair.

Section 4. **Nominating Committee**: The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chair, one member from the current Board of Directors whose term is not expiring and two active Association members appointed by the President. The Nominating Committee shall be responsible for identifying two candidates for each office that is to be filled, compiling a biography of each candidate for each office that is to be filled for distribution to the membership with the ballots and conducting the balloting process.

Section 5. **Ad Hoc Committees**: The President, for special projects as needed, may appoint ad hoc committees.

**ARTICLE XIII: OFFICIAL PUBLICATION**

The publication of the State Association will be the NYSAMSS *Empire Statement*. The Association will also utilize *Synergy*, the official publication of the National Association.

**ARTICLE XIV: FISCAL YEAR**

The fiscal year of this State Association shall be January to December of each year.

**ARTICLE XV: SEAL**

The official seal shall bear the words “New York State Association Medical Staff Services”.

**ARTICLE XVI: AMENDMENTS**

These Bylaws may be amended in the following manner. Proposed amendments may be submitted by Active Members only, in writing to the Bylaws Chairman. The Bylaws Chairman will submit these proposed changes to the Board of Directors for review. The proposed amendments will be sent to all Active members of the Association. Within fifteen (15) days of the date of the mailing, Active members will return their marked ballot to the Bylaws Chairman. Amendments will be adopted by a two-thirds majority of the mail ballots returned.

**ARTICLE XVII: PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be according to Roberts Rules of Order Newly Revised Edition.

**ARTICLE XVIII: RULES AND REGULATIONS**

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

**ARTICLE XIX: DISSOLUTION**

Upon dissolution of this State Association, any and all remaining assets must be forwarded to the Treasurer, National Association Medical Staff Services, upon settlement of all liabilities.

**APPROVALS:**

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President, New York State Association Medical Staff Services      Date

\_\_\_\_\_  
NAMSS President or Designee      Date