



BYLAWS

Article I NAME

The name of the organization shall be the Ohio Association Medical Staff Services (OAMSS) and shall be governed by the Bylaws of the Ohio Association Medical Staff Services

The Ohio Association Medical Staff Services supports the mission and activities 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 objective of OAMSS shall be to provide the opportunity for continuing education and to promote the improvement of professional knowledge and skill by uniting persons who are engaged in healthcare professional staff management activities throughout this state organization under the auspices of the National Organization.

Article IV STRUCTURE

The Ohio Association Medical Staff Services shall be non-profit, non-union, non-partisan, and non-sectarian and shall have the right to establish and manage its activities through its elected officers and members-at-large.

The regions are defined in detail in a policy included in the State Association Policy and Procedure Manual.

The Bylaws of the Ohio Association Medical Staff Services may not conflict with the Bylaws of the National Association.

Article V MEMBERSHIP

Members are to adhere to the OAMSS and NAMSS code of ethics and refrain from conduct injurious to the association or its purpose. No individual shall be denied appointment based on sex, race, creed, religion, disability, or national origin. The Board of Directors shall, at its

discretion, create additional membership categories. All members are encouraged to join NAMSS. The Ohio Association Medical Staff Services shall not limit the size of its Active membership. (Sentence Moved from Article VII Purpose).

1. Membership in OAMSS shall be categorized as Active, Affiliate, and Honorary.

a) Active

Active membership shall consist of individuals actively involved in credentialing, privileging, practitioner or provider organizations and / or regulatory compliance in the healthcare industry. Active members shall be required to pay dues and shall be eligible to vote and hold office.

b) Affiliate

Affiliate membership shall consist of former active members who no longer meet the criteria for active membership, individuals who support OAMSS, those who don't work for an Ohio facility, or full-time students enrolled in a health-related field. Affiliate members shall be required to pay dues but shall not be eligible to vote or hold office.

c) Honorary

Honorary membership may be granted 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. Honorary members shall be required to pay 50% of the registration fees for continuing education seminars sponsored by OAMSS. Honorary members shall not be eligible to vote or hold office. Honorary membership is reserved for those professionals who have retired from the medical staff services field.

2. Termination of Membership

The Board of Directors may, by affirmative vote of six (6) voting members of the Board, expel a member for conduct injurious to the Ohio Association of Medical Staff Services 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.

3. Reinstatement of Membership

Upon written request of a former member whose membership was terminated pursuant to Article V.5, the Board of Directors may, by affirmative vote of six (6) voting members of the Board, reinstate such former members to membership upon such terms as the Directors deem appropriate.

Article VI DUES AND FEES

Annual dues for Active and Affiliate membership classifications shall be due and payable December 31 for the ensuing year at an amount set by the OAMSS Board of Directors. The amount shall not exceed the amount of the National Association Medical Staff Services dues. OAMSS dues are not transferable.

An Active or Affiliate member who joins OAMSS after September 1st shall pay the annual dues amount for the current year, which shall satisfy dues requirements for the ensuing calendar year. Failure by a member to pay dues by December 31 shall result in termination of membership.

All officers of the State Association must maintain membership in the National Association, and it is strongly recommended that all members of the State Association be members in the National Association.

Article VII PURPOSE

The purpose of the Ohio Association Medical Staff Services shall be:

1. To provide an organized structure at the state level for members of the Association, enabling them to work together on present issues and new ideas to promote a proactive and innovative culture within the organization of medical staff and managed care staff professionals.
2. To conduct education programs;
3. To serve as a resource to healthcare professional staff management individuals;
4. To provide a channel of communication between the National Association and the State Association; and
5. To promote the purpose of, and membership in the National Association.

ARTICLE VIII REGIONAL CHAPTERS

1. Organization of Regional Chapters

Application for the organization of a regional chapter must be submitted to the OAMSS Board of Directors for approval. Each member of the regional chapter must be a member of OAMSS. Regional chapters shall be governed by the State Association Bylaws and may be revoked by the Board of Directors of the Ohio Association Medical Staff Services. The Regional Chapter may not limit the size of its Active membership.

2. Regional Chapter Bylaws

Each regional chapter may have the option of adopting regional chapter bylaws or electing to be governed strictly by the State Association Bylaws. If regional chapter bylaws are submitted to the State Association, they must be written such that they are not in conflict with the State Association or National Association Bylaws.

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

Each Regional Chapter shall be required to submit semi-annual written reports to the OAMSS Board of Directors regarding educational or other activities undertaken during the previous six-month period.

3. Election of Regional Chapter Officers

Each regional chapter may elect a President, President-Elect, and Secretary/Treasurer. These officers shall be elected on a timely basis so that results of regional chapter elections are available for reporting at the annual Meeting of OAMSS.

Regional Chapter Dues

Each regional chapter may set annual dues that do not exceed the State Association or National Association dues.

4. 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, Ohio Association Medical Staff Services.

Article IX OFFICERS AND BOARD OF DIRECTORS

1. Officers

The officers shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

2. Board of Directors

The association officers and one (1) Regional Representative elected from each region shall serve as the Board of Directors with vote.

All officers and regional representatives must be elected from the OAMSS membership. All officers and regional representatives must be members of the National Association Medical Staff Services.

3. Qualifications

Candidates for the Board of Directors of OAMSS must be employed in the capacity of healthcare professional staff management professionals. Candidates for President and President-Elect must, at the time of election, reside and work in the State of Ohio.

All candidates for officer positions must be a Certified Professional Medical Services Management or Certified Provider Credentialing Specialist. Candidates for Regional Representative are not required to be a Certified Professional Medical Staff Manager or Certified Provider Credentialing Specialist.

4. Term of Office

No member of the Board of Directors shall hold more than one office at a time. No member of the Board of Directors may serve more than two (2) consecutive terms in the same office. The President may serve one term only, with the President-Elect automatically succeeding to the office of President. Each term of office shall be for two years and shall begin January 1st of the year following the elections in which they were elected. The Treasurer will serve one-four year term. Elected officers and Region Representatives shall be notified by the Chair of the Nominating Committee.

5. Election of Officers

The election of officers shall be conducted annually in the 3rd quarter of the year by electronic ballot. The officers of President-Elect and Treasurer shall be elected in the odd-numbered years. The office of Secretary shall be elected in the even-numbered years.

Any certified Active member of the association who is interested in serving as an officer may, in writing, notify any member of the Board of Directors, who will forward to the Immediate Past President/Nominating Chair of their interest so that they may be considered by the Nominating Committee for candidacy.

Election of officers shall be by a simple majority, as long as a quorum of ballots is returned. A quorum of ballots shall be defined as 33% of the Active membership of the Association. In the event of a tie during the vote for any position there will be a run-off election. If there were three or more candidates for the position, the two candidates who tied will participate in the run-off election, the other candidates will be removed from the ballot.

6. Election of Region Representatives

1. President

The President shall be the Chief Executive Officer of the State Association. The President shall preside at all meetings of the State Association and shall serve as the 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 (a copy of which shall be kept in the permanent files of the state association); to appoint the Chair and members of committees upon approval by 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 of Directors.

2. President-Elect

The President-Elect shall serve as Program Chair or may designate a Program Chair. The President-Elect shall assume the responsibilities and duties of the President in the event of his/her absence or incapacity to fulfill said responsibilities and duties.

3. Secretary

The Secretary shall record the proceedings and prepare the minutes of the State Association business meetings, as well as the Board of Directors meetings. All minutes shall be available to the association membership for inspection. The Secretary shall serve as the Bylaws Chair and perform such other duties as may be necessary to coordinate and advance the Association's objectives. The Secretary shall be custodian of all records of the Association.

4. Treasurer

The Treasurer shall be custodian of the funds of the Association. The Treasurer shall keep a record of the payment of annual dues, render and present to the Board of Directors a financial statement, and perform any other duties as may be necessary to coordinate and advance the Association's objectives. The Treasurer shall be responsible for bonding the Board of Directors of the Association.

5. Immediate Past President

The duties of the Immediate Past President shall be to act as consultant to the President and Board of Directors; serve as Chair of the Nominating Committee and carry out the balloting process for all elections. The Immediate Past President shall also serve as Membership Chairman. The Membership Chairman shall be responsible for the

marketing activities related to new membership and membership retention. The Immediate Past President shall be responsible for maintaining the membership roster. The Immediate Past President shall be responsible for notifying region representatives of new members in the region.

6. Regional Representatives

The duties of the Regional Representatives shall be to serve as a liaison between the regional members of the Association and the Board of Directors. The Region Representatives shall be responsible for coordinating region networking meetings on an annual basis, communicating a summary of the meeting to the Board of Directors and providing a written report to the Board of Directors at each meeting as well as the Association during the Business Meeting at ~~both~~ the annual ~~Spring and Fall~~ conference. Region representatives will be responsible for recognition of new members and newly certified members at the next appropriate business meeting of the Association.

7. Board of Directors

The Board of Directors shall have the authority to make policy decisions for the Association; to approve the 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; bylaws, rules and regulations or procedure manuals. The Board of Directors may act upon any matter that the convention body may act upon, except amendments to the State Association Bylaws.

The Board of Directors shall meet at least three times per year and may transact business in writing. The actions of the Board of Directors shall be final except on appeal by the convention body. Duties of officers may be delegated to another Board Member in 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 to 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.

A quorum of a meeting of the Board of Directors where business is transacted shall be a simple majority.

Article XI 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. The quorum for the Annual Business 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. The President shall appoint the Chair of the committees from the Board of Directors. Any member of the State Association in good standing may serve on committees. Committee membership must be ratified by the Board of Directors. Each committee shall report to the Board of Directors and Business Meetings as appropriate.

1. Program Committee

The Program Committee shall consist of the President-Elect as Chair, President and other members as appointed by the President. The duties shall be to plan an annual conference for the membership.

2. Bylaws Committee

The Bylaws Committee shall be chaired by the Secretary. The membership shall consist of one member of the Board of Directors and two Association members in good standing. The Bylaws Committee shall review the Bylaws annually and submit recommendations for revisions to the Board of Directors. The Board of Directors shall submit the proposed amendments to the general membership at the next business meeting or by electronic mail. Any member of the Association may propose amendments to the Bylaws Committee Chair.

3. Nominating Committee

The Nominating Committee shall consist of the Immediate Past President as Chair, one member from the current Board of Directors whose term is not expiring, and two Active members from the Association membership who are elected by nominations from the floor at the Spring Educational Conference. The Nominating Committee shall be responsible for identifying two candidates, if possible, for each office that is to be filled, compiling a biography of each candidate for each office that is to be filled, and for distribution to the membership with the ballots and conducting the balloting process. If only one candidate can be identified for a position, the unopposed candidate must be approved by the Board of Directors.

4. Special Committees

Special committees may be appointed by the President as needed.

Article XIII EDUCATIONAL CONFERENCES

The Ohio Association Medical Staff Services shall an educational conference which shall not conflict with the NAMSS Annual Conference or regional chapter meetings.

The educational conference shall include a Business Meeting and Networking Session.

Article XIV OFFICIAL PUBLICATION

Any publication for the Ohio Association Medical Staff Services shall be displayed on the OAMSS website at www.NAMSS.org/Ohio.

Article XV AMENDMENTS

The Bylaws may be altered, amended, revised, or repealed by a majority of Active members present at a business meeting or by mail or via electronic voting. Proposed changes in the Bylaws must be submitted in writing to the Bylaws Committee or by the Bylaws Committee to the Board of Directors. The Bylaws Committee Chair shall submit proposed changes to the Board of Directors for review. Notice of proposed changes shall be sent to the voting members at least thirty (30) days prior to the meeting at which they will be voted upon. If voting is done by mail or via electronic voting the voting period shall be specified by the Board of Directors.

Article XVI PARLIAMENTARY AUTHORITY

Parliamentary authority shall be the most recent edition of Robert’s Rules of Order.

Article XVII POLICIES AND PROCEDURES - RULES AND REGULATIONS

The Board of Directors may adopt such policies and procedures or rules and regulations for the State Association as may be necessary for the efficient management of the State Association. Such policies and procedures and/or rules and regulations shall be part of the State Association Policy and Procedure Manual. They may be amended at any Board meeting, without previous notice, by a two-thirds vote of the voting Board members present. The State Association policy and procedure manual shall be reviewed by the Board of Directors on a tri-annual basis.

Article XVIII CONFLICT OF INTEREST

Officers of the Board, Committee Members and OAMSS Volunteers shall protect the business and financial interests of OAMSS to ensure fairness of practices.

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.

Article XX INDEMNIFICATION

All Board Members, Committee Members and individuals who are authorized to act for and on behalf of OAMSS in their responsibilities and activities pursuant to these Bylaws shall be indemnified, to the fullest extent permitted by law, upon approval of the appointment and/or election of the individual by the Board.

Adopted by the Ohio Association Medical Staff Services on May 25, 2018,

Lorrie Paulus CPMSM, CPCS, FMSP
President, Ohio Association Medical Staff Services

Approved by the Board: Revision Date: 5/18; September 18, 2020, February 2, 2024

The Ohio Association Medical Staff Services Bylaws have been reviewed by the NAMSS Bylaws Committee and found to be compatible with the national bylaws