

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

ARTICLE 1 NAME

The name of this organization shall be the Virginia Association Medical Staff Services (“VAMSS” or “Virginia Association”), governed by the Bylaws and the Bylaws of the National Association Medical Staff Services (“NAMSS” or “National Association”).

ARTICLE 2 AFFILIATION

The Virginia Association supports the mission and activities of NAMSS.

ARTICLE 3 PURPOSE

The mission of this Virginia 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 the Virginia Association, and to support the mission statement of NAMSS. “The mission of the National Association Medical Staff Services is to enhance the professional development and recognition of the medical services profession through education and advocacy.”

ARTICLE 4 STRUCTURE

The Virginia Association shall be non-profit, non-union, non-partisan and non-sectarian and shall have the right to establish and control its activities through elected officers. Organized local chapters shall petition the State Board of Directors for recognition. Bylaws for Chapters of the Virginia Association shall not be in conflict with the Bylaws of the Virginia Association. The Board of Directors shall be the President, President-Elect, Immediate Past President, Secretary/Treasurer, Chapter Presidents, Membership Committee Chair and Communications Committee Chair.

ARTICLE 5 MEMBERSHIP

Members are to adhere to the NAMSS Code of Professional Conduct and Rules 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 membership categories in addition to those defined herein:

Section 1 Active:

Active members shall be those individuals actively involved in credentialing, privileging, practitioner or provider organizations and/or regulatory compliance in the healthcare industry who are not in direct competition with the products and services offered by the Virginia Association. Active members shall pay dues. They shall be eligible to vote and hold office as defined within these Bylaws.

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

- Section 2 Affiliate**
Affiliate members shall consist of former Active members who no longer meet the criteria for Active membership, individuals who support the Virginia Association, or full-time students enrolled in a health-related field. Affiliate members pay dues but are not eligible to vote or hold office; however, they may serve in an advisory position.
- Section 3 Honorary**
Honorary members shall consist of members deemed deserving of membership by virtue of their outstanding reputation, noteworthy contributions to the Virginia Association or their previous long-standing service to the Virginia Association and who continue to exemplify high standards of professional and ethical conduct.
- Honorary membership is determined and approved by the Board of Directors. Honorary members do not pay dues and are not eligible to vote or hold office or chair a committee; however, they may serve in an advisory position to a committee.
- Section 4 Termination of Membership**
The Board of Directors may, by affirmative vote of five (5) voting members of the Board, expel a member for conduct injurious to VAMSS or its purposes. Any member who has been recommended for such action shall be entitled to reasonable advanced 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.
- Section 5 Reinstatement**
Upon written request of a former member whose membership was terminated pursuant to Article 5, Section 4, the Board of Directors may, by affirmative vote of five (5) voting members of the Board, reinstate such former member to membership upon such terms as Directors deem appropriate.
- Section 6 Transfer of Membership**
Membership in VAMSS is not transferable or assignable.
- Section 7 Eligibility**
Members who are consultants or vendors (jointly defined as those who regularly distribute, supply, or sell products or services to other Active members or their employers) may not serve on the Board of Directors as an Officer (see Article 9) or chair a committee.

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

ARTICLE 6 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. Twenty-five (25) percent of the voting members shall constitute a quorum.

Motions may be taken from the floor or come from a committee. All motions must be seconded. All motions shall be passed by a simple majority.

The Secretary /Treasurer shall keep a permanent record for all business meetings in the form of minutes. The minutes shall be distributed to the membership at the next meeting. The business meeting shall be adjourned by a motion and vote by the membership. A second is not required.

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

ARTICLE 7 ANNUAL DUES

Annual dues for membership shall be due and payable at an amount set by the Board of Directors and in accordance with the Dues Policy and shall not be set higher than NAMSS dues.

ARTICLE 8 LOCAL CHAPTERS

The Virginia Association shall encourage the formation of local Chapters throughout the State. The purpose of which shall be to provide a forum for educational activities at the local level.

Such local chapters shall petition the Board of Directors of the Virginia Association for recognition and approval of their organizational structure and Bylaws. Bylaws for Chapters of the Virginia Association shall not be in conflict with the Bylaws of the Virginia Association or NAMSS.

A local chapter may not limit the size of its active membership. A local chapter must agree to abide by the Bylaws of the Virginia Association. Local chapters shall provide updated membership reports thirty (30) days in advance of the VAMSS Business meeting(s) and be included as supplemental material in the meeting packet.

ARTICLE 9 OFFICERS

Section 1 Definition

The elected officers of this Virginia Association shall be the President, President-Elect, Immediate Past President, and Secretary/Treasurer.

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

The Board of Directors may, at its discretion, determine that the Secretary/Treasurer position be divided into two positions. The membership would be notified of this determination and a vote would be held to elect a member to each position.

Section 2 Eligibility

Any Active Member is eligible to serve as an Officer in the Virginia Association. It is recommended that officers be CPMSM and/or CPCS certified.

Section 3 Election of Officers

All officers shall be elected for a two (2) year term and take office for the term January 1st and end the term on December 31st. The President and President-Elect, upon completion of their terms, shall automatically succeed to the offices of Immediate Past President and President respectfully.

The election results will be announced at the Annual Membership Meeting.

- a. The Nominating Committee shall offer two (2) nominees for each office except President. The office of President shall be filled by the President-Elect.
- b. A call for nominations will be made at least sixty (60) days prior to balloting. Nominees must meet the eligibility requirements according to Article 9; submit an acceptance letter, a letter of support recognizing the time commitment from the employer, a resume, and a summary of their work experience. All nominations shall be returned within thirty (30) days to the Chairperson of the Nominating Committee.
- c. Ballots and a copy of each nominee's resume and a summary of their experience shall be emailed, faxed, or electronically conveyed to all Active VAMSS members whose dues are paid for the year, thirty (30) days after nominations have closed. Mailed ballots will be used in rare circumstances.
- d. The ballot is to be returned within thirty (30) days to the Chairperson of the Nominating Committee. The State President or designee and at least one member of the Nominating Committee or designee will meet to officially count the ballots.
- e. Elections shall be by a simple majority of the ballots returned.

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

- f. In the event of a tie for an elected office, a run-off election will be held within two (2) weeks of the close of the initial balloting.

Section 4 Vacancies in Office

Vacancies in the office of Secretary/Treasurer may be filled by the Board of Directors for the remainder of the unexpired term. A vacancy in the office of President shall be assumed by the President-Elect. Vacancy in the office of President-Elect shall be nominated and elected by the Active membership via email, fax, electronically or mail.

Section 5 Removal of Officers

Removal of a Virginia Association Officer may be initiated by the written petition of an Active member to the Board of Directors. An adverse recommendation must be approved by two-thirds of all voting Board members by written ballot.

The Board of Directors may, by a two-thirds vote, remove any officer, chair, or committee member, for conduct detrimental to the interests of the Virginia Association or its membership, or if the individual is suffering from physical or mental infirmity that renders them incapable of fulfilling the functions of that role. The individual will be sent a certified written notice at least ten (10) days prior to the date of when the vote will take place. The individual shall 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, board or committee member who is found to no longer meet any of the qualifications for the position will automatically relinquish her/his office.

ARTICLE 10 DUTIES OF OFFICERS

Section 1 President

The President shall be the Chief Executive Officer of the Virginia Association, shall preside at all meetings, and shall serve as Chairperson of the Board of Directors. It shall be the President's duty to supervise the activities of the Virginia Association, to present a report the Annual Meeting, to appoint the Chairperson and members of Committees, upon approval of the Board of Directors and to perform such other duties as authorized by the Board. The President, or designee, shall be the state representative to serve on the NAMSS Leadership Council.

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

Section 2 President-Elect

The President-Elect shall act for the President in her/his absence and at the direction of the President. The President-Elect shall serve as Chair of the 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 the Chair of the Nominating and Bylaws Committees and as a member of the Program Committee.

Section 4 Secretary/Treasurer

The Secretary/Treasurer shall perform the following duties:

- keep accurate minutes of all meetings of the Virginia Association,
- be custodian of all Virginia Association records and any funds collected or received by the Virginia Association,
- be responsible for the collection of membership dues and keep a record of payment dates,
- issue all duly authorized notices of meetings,
- prepare an annual accounting to be presented to the membership at the Annual Meeting,
- prepare the books for an annual audit. The auditor will be appointed by the President,
- serve as a member of the Communications and Membership Committees,
- and shall perform such other duties as may be necessary.

ARTICLE 11 BOARD OF DIRECTORS

The Virginia Association shall be governed by its Board of Directors in accordance with these Bylaws.

Section 1 Composition

The Officers shall serve as members of the Board of Directors with a vote. Active Chapter Presidents, the Membership Chair, and the Communications Chair serve as members of the Board with vote. Appointed advisors shall serve in an ex-officio capacity without vote. A majority of the Board of Directors must be elected by the State membership.

Composition of the Board shall include:

- The President,
- The President-Elect,
- The Immediate Past President,
- Secretary/Treasurer,
- Chapter Presidents,

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

- Membership Chair,
- Communication Chair/Webmaster/Social Media Administrator

Section 2 Term of Office

An Officer/Director shall not hold more than one position at a time. The President shall serve for one (1) two (2) year term, with the President-Elect automatically succeeding to the office of President. The Secretary/Treasurer shall serve for a period of time until a successor is elected.

Section 3 Removal

Any non-Officer Director may be removed by an affirmative vote of the majority of the voting members of the Board whenever in the Board's judgment the best interests of the Virginia Association will be served by such removal. Any Officer/Director who has been recommended for removal shall be entitled to reasonable advance notice of the basis for same and have the opportunity to submit a response to the Board prior to the Board's action on the matter. See Article 9, Section 5 for Removal of Officers.

Section 4 Vacancies

Vacancies of non-Officers on the Board of Directors shall be filled by appointment of the Board upon recommendation of the President. See Article 9, Section 4 for Vacancies in Office.

Section 5 Board Meetings

The Board shall establish a schedule of regular Board meetings for the year. Special meetings of the Board may be called by a majority of the Board of Directors.

ARTICLE 12 COMMITTEES

The Board of Directors shall authorize the Committees of the Virginia 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. The Committee Chairs will serve a two (2) year term. Elected or appointed committee members shall serve a one (1) year term,

Section 1 Program Committee

- Duties: to plan the educational content of all Virginia Association meetings and to solicit input from the members regarding topics and speakers for presentation for Annual and other meetings
- Composition:
 - President-Elect, Chair
 - Immediate Past President
 - At least two (2) members from the general membership

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

- Chapter President of host location

Section 2 Membership Committee

- Duties: to promote the growth of the Virginia Association and to process all applications and reapplications and to prepare an annual membership roster in conjunction with the Treasurer who keeps dues accounting.
- Composition:
 - Chair, appointed by President
 - Secretary/Treasurer
 - At least one (1) member from the general membership

Section 3 Bylaws Committee

- Duties: to review the Bylaws at least biennially, for conformity with NAMSS Bylaws, and to submit recommendations for revisions.
- Composition:
 - Immediate Past President, Chair
 - President-Elect
 - One (1) Chapter President
 - One (1) member from the general membership

Section 4 Nominating Committee

- Duties: to recommend nominees for the offices of President-Elect and Secretary/Treasurer
- Composition:
 - Immediate Past President, Chair
 - Two (2) members elected by the Active membership by nomination from the floor
 - One (1) member appointed by the Board of Directors

Section 5 Communication/Webmaster/Social Media

- Duties: to promote communications through the State membership via newsletter, emails, Virginia Association website or social media.
- Composition:
 - Chair appointed by the President
 - Secretary/Treasurer
 - Historian appointed by the Board
 - At least two (2) members from the general membership
 - One (1) member to serve as newsletter and social media administrator

Section 6 Special Committees

- Special committees may be appointed by the President for special projects as needed.

**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

ARTICLE 13 PARLIAMENTARY AUTHORITY

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

ARTICLE 14 FISCAL YEAR

The fiscal year of this Virginia Association shall January 1st through December 31st of each year.

ARTICLE 15 DISSOLUTION

Upon dissolution of the Virginia Association, the assets shall be distributed as follows: All liabilities and obligations of the organization will be paid, satisfied and discharged. All remaining funds will be used to promote the medical services profession, such as donations to other State Associations or the National Association, who regularly promote educational conferences, or donations to state scholarship funds.

ARTICLE 16 AMENDMENTS

All proposed amendments to these Bylaws shall be referred to the Board of Directors. The Board of Directors shall report on them favorably or unfavorably at the next regular meeting or a conference call or a special meeting called for such purpose. They shall be voted upon at that meeting or conference call. A request for changes shall be disseminated to the voting members for vote. The Bylaws may be amended by a two-thirds vote of the ballots returned within the time specified by the Board of Directors. These Bylaws may not be unilaterally amended by either the members or by the Board of Directors. The Bylaws may be submitted to NAMSS for review and recommendation in accordance with the NAMSS Bylaws Committee policy.

The Board of Directors shall have the power to adopt such amendments to the Bylaws as are in the Board's judgment technical or legal notifications, clarifications or renumbering, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately.

ARTICLE 17 POLICIES AND PROCEDURES

Policies and procedures and other documents, as may be necessary to implement more specifically the general principles of conduct found in these Bylaws, shall be adopted in accordance with this Article. Policies and Procedures shall set standards of practice that are to be required for the Virginia Association. Policies and Procedures may be adopted, amended, repealed or added by vote of the Board of Directors at any regular or special meeting, or by conference call, provided that copies of the proposed amendments, additions, or repeals are provided to the Board prior to being voted upon. Adoption of and changes to the Policies and Procedures shall become effective only when approved by the Board. The Policies and Procedures shall be reviewed periodically by the Board, in accordance with the Bylaws Policy.

ARTICLE 18 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

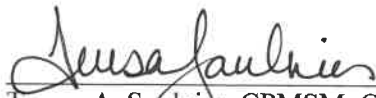
**VIRGINIA ASSOCIATION MEDICAL STAFF SERVICES
BYLAWS**

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 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.

APPROVAL:

Approved by VAMSS 12/2/2022

Approved by NAMSS 4/13/2023



Teresa A. Saulnier, CPMSM, CPCS
VAMSS President

4/18/2023

Date