

AMERICAN SOCIETY FOR HEALTHCARE RISK MANAGEMENT

BYLAWS

ARTICLE 1 - NAME

The name of the organization shall be the American Society for Healthcare Risk Management (hereinafter "Society").

ARTICLE 2 - PURPOSE

The Society is a professional society which is a personal membership group affiliated with the American Hospital Association (hereinafter "Association"). The purpose of the Society shall be to advance the growth and development of the professional practice of healthcare risk management by:

- 2.1. Conducting educational programs and activities to strengthen and promote members' professional development
- 2.2. Providing forums for the exchange of ideas
- 2.3. Creating networking opportunities to facilitate the free exchange of information and solution of mutual concerns
- 2.4. Facilitating communication of healthcare risk management issues with selected external stakeholders
- 2.5. Advocating for the benefit of patients, healthcare and the profession in regulatory, legislative, and other professional arenas
- 2.6. Promoting the certification of healthcare risk management professionals.

ARTICLE 3 – POWERS AND DUTIES

- 3.1. The Society shall be governed by the affiliation agreement between the Society and the Association. The Society shall conduct its business so 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 Society remaining after payment of just debts shall be distributed according to the terms of the affiliation agreement between the Society and the Association.
- 3.2. The Society shall provide primary professional, technical and administrative resources from which the Association receives guidance and representation in formulating policy, determining programs, and fulfilling the advocacy role of both organizations in influencing the public, legislation and regulations.
- 3.3. The officers of the Society shall be responsible for conducting the business of the Society and to act on behalf of the Society on governance issues between Board meetings. The officers shall carry out the powers and duties granted in Article 9.
- 3.4. The Board of Directors of the Society shall carry out the powers and duties granted in Article 8.

- 3.5 The membership of the Society shall have the rights and obligations vested in them according to the designated membership categories in Article 4. The membership, as specified in Article 7.1 and 14.1, is granted the authority to ratify amended bylaws.

ARTICLE 4 – MEMBERSHIP

4.1 Eligibility

Membership is open to professionals whose job responsibilities include healthcare risk management or who have demonstrated a bonafide interest in the field of healthcare risk management and who agree to support the mission, vision and code of professional responsibility of the Society.

4.2 Membership Categories

4.2.1 A *member in good standing* shall be defined as:

- a. a regular member or honorary lifetime member,
- b. who continues to meet eligibility requirements as provided in the bylaws, and
- c. whose dues have been fully paid for the preceding twelve (12) months.

4.2.2 Regular Membership

A regular member is a professional who is actively involved in the field of healthcare risk management or whose job responsibilities include healthcare risk management, or who has an interest in healthcare risk management. Regular members may vote and hold an elected office in the Society.

4.2.3 Honorary Lifetime Membership

An honorary lifetime member is any regular member who has served as president of the Society, has received the Society's distinguished service award, or a member who has made an exemplary contribution to the field of risk management or to the Society and has been so recognized for such contribution by the Board of Directors. Honorary lifetime membership shall be automatically granted by the Society upon completion of term as Society president, upon receipt of the distinguished service award or recognition by the Board of Directors for the exemplary contribution. Honorary lifetime members may vote and hold an elected office in the Society. Such membership shall be subject to the terms and conditions of section 4.4.5 of these bylaws.

4.2.4 Emeritus Membership

An emeritus member is any member who has been a member of the Society in good standing for at least ten (10) years and is retired from employment. Such member must be in good standing at the time of retirement and must request emeritus membership by mail or other appropriate communication technology approved by the Board of Directors. Emeritus members may not vote or hold an elected office in the Society.

4.2.5 Student Membership

A student member is an individual who has demonstrated a bonafide interest in the field of healthcare risk management and who is a full-time student registered at an institution of higher learning and not otherwise eligible for membership under any other section in this article. Student members may not vote or hold an elected office in the Society. Any individual who is the recipient of a scholarship or fellowship program that is sponsored or

endorsed by the Society may be designated as a student member if they are not otherwise eligible for membership under any other section in this article.

4.2.6 Inactive Membership

An inactive member is any regular member who is unemployed at the time of membership renewal and who requests inactive membership status.

4.3 Membership Applications and Renewal

Any individual who meets membership eligibility criteria may apply for initial membership in the Society by completing a membership application provided by the Society. Any member, who continues to meet membership eligibility criteria, including financial obligations to the Society, may apply for renewal of membership

All applications shall be reviewed by Society staff. In the event there is a question about an individual's eligibility for membership in the Society or membership category, the Society staff shall submit the membership application to the Board of Directors for review. Any decision of the Board of Directors regarding membership eligibility or category is final.

4.4 Transfer/Termination of Membership

4.4.1 Transfer

Membership in the Society is vested in individuals and may not be transferred to another individual.

4.4.2 Resignation

Any member may resign from the Society by notifying the Society by mail or other appropriate communication technology approved by the Board of Directors. Dues are non-refundable if a member resigns. Resignations are effective upon receipt of notice by the Society, but the member shall remain liable for financial obligations incurred by the member before the Society's receipt of notice of resignation.

4.4.3 Ineligibility

Any member who becomes ineligible for continued membership in the Society shall notify the Society and shall have his membership terminated. Such persons may reapply for membership upon re-establishing eligibility.

4.4.4 Termination for Non-Payment of Dues

Termination shall be presumed if dues are not paid within 60 days of the due date unless a dues waiver has been approved under Article 5.2.

4.4.5 Termination for Cause

The Board of Directors of the Society may suspend or expel any member for cause, at any time, according to the procedures established by the Society. For the purposes of this article, "for cause" shall include, but not be limited to, violation of these bylaws, any conduct on the part of said member that is detrimental to the mission, or vision of the Society, or in violation of the Society's Code of Professional Responsibility. The Board of Directors shall provide notice of charges to the member, and an opportunity to be heard on the charges in accordance with procedures established by the Board. Any member

who has been suspended or expelled may apply for reinstatement to the Society and may be reinstated at the discretion of the Board of Directors.

ARTICLE 5 – DUES

5.1 Annual Dues

Annual dues of the Society shall be established by the Board of Directors according to the guidelines established by the Society. A schedule of dues shall be established for the following categories: regular and student memberships. No portion of the dues paid by any member shall be refundable due to termination of membership for any reason.

5.2 Dues Waivers

Dues waivers may be granted by the Board of Directors for inactive members. Such members may apply for inactive membership by mail or other appropriate communication technology approved by the Board of Directors to the Society and may be granted a dues waiver for up to six (6) months at the discretion of the Board. All such decisions by the Board will be final. Inactive membership shall terminate at the end of the time period prescribed by the board or thirty (30) days after the member has obtained new employment, whichever occurs first. Such status shall not interrupt the member's official tenure in the Society. Dues waivers may be granted by a majority vote of the Board of Directors for any membership category or subgroup thereof.

In addition, a dues waiver is granted to honorary lifetime members, as defined in Article 4.2.3, and emeritus members.

ARTICLE 6– MEMBERSHIP MEETINGS

6.1 Annual Meeting

The Society shall meet at least annually for the transaction of the affairs of the Society. A quorum shall consist of all regular and honorary lifetime members present.

6.2 Special Meetings

Special meetings may be called by the Board of Directors of the Society or upon petition of no less than 10 percent of all of the Society's regular and honorary lifetime members. 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. Such meetings shall be conducted either in person or via other appropriate communication technology. A quorum shall consist of five percent of all of the Society's regular and honorary lifetime members.

6.3 Notice of Meeting

The Society director shall notify the membership by mail or other appropriate communication technology of annual or special meetings no less than 30 days prior to the date of the meeting.

6.4 Order of Meetings

The Society shall adopt regulations for conducting meetings of the Society and may amend them from time to time. In the event of ambiguity, Robert's Rules of Order Revised shall be consulted. The president shall preside at all meetings.

ARTICLE 7 – VOTING

7.1 Voting

Only regular and honorary lifetime members shall have voting privileges. Proxy voting shall not be permitted. Voting may occur by persons in assembly, by mail ballot or by other mechanisms approved by the Board of Directors.

7.2 Majority Voting

Except as otherwise specified herein, all matters shall be settled by simple majority of either returned votes or eligible voting members in assembly.

ARTICLE 8 - BOARD OF DIRECTORS

8.1 Eligibility

Only regular and honorary lifetime members of the Society in good standing who have demonstrated active participation in the Society and who meet the established qualifications for this position as established by the Board of Directors shall be eligible to serve on the Board of Directors of the Society. Any member who has served on the Board of Directors is eligible to run for a second term, subject to a limit of six consecutive years on the Board of Directors (including years as an officer).

8.2 Composition

The Board of Directors shall be composed of seven—regular and/or honorary lifetime members plus officers. The president-elect shall serve as a director with voting privileges. The immediate past president shall serve in an ex-officio capacity without voting privileges. In case of a tie vote, the president may vote to break the tie.

8.3 Term of Office

Directors other than the president, immediate past president and president-elect shall serve a three-year term. The term of office shall begin on January 1 and shall conclude on December 31 three years later. Every three years, three members will complete their term and three members will be elected for a 3-year term. In the intervening years, two members will complete their term and two members will be elected for a 3-year term. The term of office of the president, immediate past president and president-elect shall be one year, commencing on January 1 and concluding on December 31 of that year.

8.4 Nomination of Board of Directors

A call for nominations shall be mailed or distributed in a manner approved by the Board annually to all regular and honorary lifetime members. The Nominating Committee shall be responsible for selecting a slate of candidates according to policies adopted by the Board of Directors.

8.5 Election of Board of Directors

All elections for directors shall be conducted by first-class mail or other voting mechanisms approved by the Board of Directors. Ballots for election of directors shall be mailed or distributed in a manner approved by the Board to all regular and honorary lifetime members on or about June 30 of each year. Completed ballots must be returned by mail or other voting mechanism approved by the Board of Directors to the Society within 30 days. The votes shall be tabulated by the Society and reported to the Board of Directors.

In the event of a tie, the new Board member will be determined by a majority vote of the Board of Directors. The final results shall be binding and shall be communicated to the membership by mail or other appropriate communication technology approved by the Board of Directors within 45 days.

8.6 Powers and Duties

8.6.1 The Board of Directors of the Society shall have the authority to conduct the affairs of the Society and to act on behalf of the Society on issues related to healthcare risk management.

8.6.2 The Board of Directors shall have the power to develop plans, objectives, and purposes for the Society; approve and revise all rules and regulations for the operation of the Society; establish ad hoc committees consistent with the objectives of the Society; review and approve the recommendations of committees; provide for the conduct of the Society's annual meeting; and maintain fiscal responsibility. The actions of the Board of Directors shall conform to the regulations of the Association.

8.7 Vacancies

The Board of Directors shall fill any vacancy (unless the unexpired term is less than four months) that may occur on the Board, other than a vacancy in the positions of the immediate past president, the president, or president-elect, by appointment of the willing individual who received the next highest number of votes in the previous election. This individual shall serve for the remainder of the unexpired term.

8.8 Board of Director Meetings

The Board of Directors shall meet not less than two times per year. Additional meetings may be called by the president, as necessary, to conduct the business of the Society, or upon request of four members of the Board of Directors. Such meetings shall be conducted either in person or via other appropriate communication technology. Quorum shall consist of two-thirds of the Board of Directors.

8.9 Forfeiture of Office

8.9.1 Any Director shall automatically forfeit his or her office if he or she loses eligibility for Society membership, loses eligibility for office, or is terminated from membership pursuant to these bylaws.

8.9.2 Any member of the Board of Directors who is absent from two successive meetings or four (4) meetings during the entire three (3) year term of the Board without adequate reason, in the view of the chairman of the Board of Directors, and with the concurrence of the majority of the members of the Board of Directors, shall be deemed to have resigned his or her position as Director, leaving his/her seat vacant.

8.9.3 A member of the Board of Directors may be removed for cause by a unanimous vote of the remaining members of the Board of Directors after a full discussion of the charges against the member by the Board. Such vote shall be effective for this purpose even in the presence of recusal or abstentions.

ARTICLE 9 - OFFICERS

9.1 Eligibility

Only regular and honorary lifetime members of the Society in good standing who have demonstrated active participation in the Society, meet the qualifications for the position as established by the Board of Directors, and are in compliance with the bylaws shall be eligible to serve as officers of the Society. Directors will be eligible to serve as officers only after completion of their elected term. Officers shall be subject to the provisions of Article 8.1.

9.2 Officers

The officers shall be the president and president-elect.

9.3 Term of Office

The president and president-elect shall each serve a one-year term. The term of office shall begin on January 1 and shall conclude on December 31 of that year.

9.4 Nomination of President-Elect

A call for nominations shall be mailed, or distributed in a manner approved by the Board of Directors, annually to all regular and honorary lifetime members. The Nominating Committee shall be responsible for selecting a slate of candidates who have demonstrated active participation and leadership in the Society.

9.5 Election of President-Elect

Elections for president-elect shall be conducted by first-class mail or other voting mechanism approved by the Board of Directors. Ballots for election of the president-elect shall be mailed, or distributed in a manner approved by the Board of Directors to all regular and honorary lifetime members on or about June 30 of each year. Completed ballots must be returned by mail or other mechanism approved by the Board of Directors to the Society within 30 days. The votes shall be tabulated by the Society and reported to the Board of Directors. In the event of a tie, a run-off election shall be conducted. The final results shall be binding and shall be communicated to the membership by mail or other appropriate communication technology approved by the Board of Directors within 45 days.

9.6 Powers and Duties

The president of the Society shall act as chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. The president shall submit a written annual report to the Board of Directors and general membership at the annual meeting. The president-elect shall perform the duties of the office of the president in the absence(s) of the president. The voting privileges for the Officers are defined under Article 8.2 – Composition.

9.7 Vacancies

A position is declared vacant if the Board of Directors, by majority vote, declares the position vacant.

If the office of president becomes vacant, the president-elect shall assume the office of president for the duration of the unexpired term and shall continue to serve as president for the subsequent term.

If the office of president-elect becomes vacant within 6 months of the beginning of the term, a special election shall take place to fill the position. Otherwise, the position may not be filled and a president and a president-elect shall be elected at the next regular election of the Society in accordance with these bylaws unless a majority of the Board of Directors approves a motion to call a special election.

If the president-elect designate is unable to assume office, a special election to fill the position shall take place.

If both the president and the president-elect shall become unable to perform the duties of their offices, the Board of Directors shall appoint, from the membership of the Board of Directors, a president pro tempore to serve for the remaining portion of the unexpired term of office. At the next regular election of the Society, a president and a president-elect shall be elected in accordance with these bylaws.

In the event that a president and president-elect are elected at a regularly scheduled election of the Society, the process for the election of the president will be the same as the process for the election of the president-elect in accordance with these bylaws.

9.8 Forfeiture of Office

Any Officer shall automatically forfeit his or her office if he or she loses eligibility for Society membership, loses eligibility for office, or is terminated from membership pursuant to these bylaws.

An Officer may be removed for cause by a unanimous vote of the remaining members of the Board of Directors after a full discussion of the charges against the Officer by the Board. Such vote shall be effective for this purpose even in the presence of recusals or abstentions.

ARTICLE 10 - CONFLICTS OF INTEREST

10.1 All elected and appointed representatives of the Society, as defined by policies and procedures set forth by the Board, shall comply with all conflict of interest provisions of the Society and the Association.

10.2 All elected and appointed representatives of the Society 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 there from, 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 or gratuity that might influence their actions affecting the Society or its members.

ARTICLE 11 - COMMITTEES

11.1 Standing Committees

There shall be the following standing committees of the Society: Executive Committee of the Board, Finance Committee, Nominating Committee, Bylaws Committee, Education Committee and Professional Ethics Committee. The president of the Society may appoint, from time to time, additional committees and/or ad hoc task forces for purposes compatible with the objectives of the Society.

11.2 Committee/Task Force Chairpersons and Members

The chairpersons of both the Nominating and Finance Committees will be selected by and from among its members. Other chairpersons and members of committees and task forces shall be appointed annually by the president-elect. Such appointments shall be ratified by a majority of the Board of Directors. In the event of a vacancy, the president may appoint a replacement that is ratified by a majority of the Board of Directors.

11.3 Executive Committee of the Board

There shall be an Executive Committee of the Board of the Society comprised of the immediate past president, the president, the president-elect, and the Executive Director. The Executive Committee shall discuss strategic planning and governance of the Society in intervals between meetings of the Board and shall report to the Board at its next meeting.

11.4 Finance Committee

The Finance Committee shall be composed of the president, president-elect, two Directors selected by majority of the Board of Directors, and one non-voting member selected by the president from the membership at large. The member at large shall be ratified by a majority of the Board of Directors. The Finance Committee shall be responsible for matters regarding the budget, the allocation of resources, and expenditures, and is charged with preparing an annual budget to be presented to the Board of Directors for approval.

11.5 Education Committee

The Education Committee shall be responsible for coordinating all aspects of ASHRM education in accordance with guidelines established by the Board of Directors.

11.6 Professional Ethics Committee

The Professional Ethics Committee shall investigate and make recommendations to the Board of Directors concerning issues of compliance with the Conflict of Interest policies of the Society as well as compliance with the Society's Code of Professional Responsibility.

11.7 Bylaws Committee

The Bylaws Committee shall review and revise the bylaws under the direction and guidance of the Board of Directors. Recommendations from the Bylaws Committee will be forwarded to the Board of Directors for review and action, if necessary.

11.8 Meetings

Meetings of the committees shall be called as necessary by the chairperson to conduct the business of the committee. All committee recommendations to the Board of Directors shall be adopted by a majority of the members of the committee.

ARTICLE 12- NOMINATING COMMITTEE

12.1 Eligibility

Only regular and honorary lifetime members of the Society in good standing who have demonstrated active participation in the Society, meet the qualifications for the position as established by the Board of Directors, and are in compliance with the bylaws shall be eligible to serve on the Nominating Committee. Members elected to serve on the Nominating Committee are ineligible to run for any elected office during their term on the committee.

12.2 Composition

The Nominating Committee shall be composed of both designated and elected members of ASHRM. The majority of the committee shall be made up of elected members, and the committee shall be composed of ten members. The designated members shall be the two (2) immediate past presidents as members with full voting rights, the president-elect (non-voting) and the Executive Director (non-voting). The elected members of the Nominating Committee shall be composed of six (6) regular and honorary lifetime members with full voting rights. Three new members will be elected annually by the membership.

The chair of the Nominating Committee will be elected for the following year by the outgoing committee from among the three members who will be starting their second term. The term of chair will be one year.

12.3 Term of Office

Members of the Nominating Committee shall each serve a two-year term. The term of office shall begin on January 1 and conclude on December 31 of the following year.

12.4 Nomination of Nominating Committee Members

A call for nominations for the following year's Nominating Committee members shall be mailed, or distributed in a manner approved by the Board of Directors, annually to all regular and honorary lifetime members.

12.5 Election of Nominating Committee

Elections for the Nominating Committee shall be conducted by first-class mail or other voting mechanism approved by the Board of Directors. Ballots for election of the nominating committee shall be mailed, or distributed in a manner approved by the Board of Directors to all regular and honorary lifetime members on or about June 30 of each year. Completed ballots must be returned by mail or other mechanism approved by the Board of Directors to the Society within 30 days. The votes shall be tabulated by the Society and reported to the Board of Directors. In the event of a tie, the new Nominating Committee member will be determined by a majority vote of the Board of Directors. The final results shall be binding and shall be communicated to the membership by mail or

other appropriate communication technology approved by the Board of Directors within 45 days.

12.6 Committee Responsibility

The Nominating Committee shall be responsible for preparing a slate of candidates. The Nominating Committee shall determine the following:

1. President-elect—A slate consisting of at least two candidates.
2. Board of Directors—A slate consisting of the number of open slots plus at least two additional candidates.
3. Nominating Committee for the following year—A slate consisting of the number of open slots plus at least two additional candidates.

The final ballot shall provide space for write-in candidates.

The Nominating Committee shall be responsible for selecting slates of candidates in which it considers the various sectors of the healthcare risk management community and geographic regions from which the membership is drawn.

In the event of a special election (see Article 9.7), the Nominating Committee will continue to serve until the special election is completed.

The Nominating Committee shall be responsible for preparing, and reviewing as necessary, the leadership position descriptions for the president, president-elect, Board of Directors, and the Nominating Committee.

12.7 Vacancies

The Board of Directors may fill any vacancy that may occur on the Nominating Committee by appointment of the willing individual who received the next highest number of votes in the previous election. This individual shall serve for the remainder of the unexpired term.

12.8 Forfeiture of Office

12.8.1 Any Nominating Committee member shall automatically forfeit his or her office if he or she loses eligibility for membership, loses eligibility for office, or is terminated from membership pursuant to these bylaws.

12.8.2 Any member of the Nominating Committee who is absent from two successive meetings of the committee without adequate reason, in the view of the chairperson of the committee, and with the concurrence of the majority of the members of the committee, shall be deemed to have resigned his or her position, leaving his/her seat vacant.

ARTICLE 13 - CHAPTER AFFILIATIONS

13.1 Purpose of Affiliation

The purpose of chapter affiliations of the Society is to provide an organized structure at the local, state, and international level for members of the Society and others in the field of risk management to address problems of mutual interest; to conduct educational programs; to serve as a resource to related healthcare associations; to enhance communication between the Society and affiliates; and to promote the purpose of, and membership in, the Society.

13.2 Affiliation Agreement

The request for affiliation shall be initiated by the local, state or international group and submitted, by mail or other appropriate communication technology approved by the Board of Directors to the Society. The affiliation shall be approved by the Board of Directors of the Society. The affiliation agreement may be terminated by either party upon 90 days' written notice.

13.3 Requirements for Affiliation

The Board of Directors shall determine requirements for affiliation.

13.4 Affiliated Chapter as Distinct Entity

Any local, state, or international chapter affiliated with the Society under this article is not an extension or part of the Society or the Association but remains a distinct separate entity. Any such affiliated chapter is therefore independently responsible for its own governance and operation, maintaining its own financial records, filing appropriate notices and forms with state, federal, or appropriate governmental tax and/or authorities, maintaining necessary insurance coverage, and so forth. Only the Board of Directors of the Society, and not the affiliated chapters, can speak on behalf of the Society.

ARTICLE 14 - AMENDMENTS

14.1 These bylaws may be amended by a two-thirds vote of regular and honorary lifetime members returning a ballot by mail or other mechanism approved by the Board of Directors.

14.2 Amendments to the bylaws may be proposed by the Board of Directors or by petition of at least 10 percent of the members eligible to vote. Amendments proposed by petition of these members shall be filed, by mail or other appropriate communication technology approved by the Board of Directors with the Society at least 90 days prior to the annual meeting.

14.3 Ballots and proposed amendments shall be mailed, or distributed in a manner approved by the Board of Directors, to each eligible voting member of the Society. Completed ballots must be returned by mail or other mechanism approved by the Board of Directors to the Society within the period specified for their return, which should not be less than 30 days. The votes shall be tabulated by the Society and reported to the Board of Directors. The results of the voting shall be binding.

14.4 Amendments to the bylaws that are approved by the membership shall become effective upon approval by, or automatically 21 days after being submitted to, the Association. The approved amendments shall be formally communicated to the membership, by mail or other appropriate communication technology approved by the Board of Directors within 45 days and shall indicate the effective date.