

Iowa Association Medical Staff Services Bylaws

ARTICLE I:

NAME

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

ARTICLE 2:

MISSION

The objectives of this State Association shall be to provide the opportunity for continuing education, to promote the growth of professional knowledge and skills by uniting persons who are engaged in medical staff activities through this State Association, and to support the mission of the National Association.

ARTICLE 3:

STRUCTURE

The State Association shall be non-profit, nonunion, non-partisan and non-sectarian and shall have the right to establish and control its activities through its elected officers. Organized local chapters shall petition the State Board of Directors for recognition. The purpose shall be to provide a forum for educational activities at a local level. Bylaws for Chapters of State Associations shall not be in conflict with the bylaws of the State Association or NAMSS.

ARTICLE 4

DUES

Annual dues for membership are due and payable at an amount set by the Board of Directors and described here within, and shall not be higher than NAMSS dues.

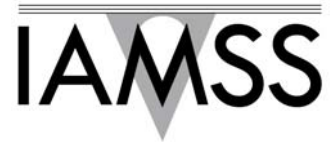
An individual who joins during the last quarter of the fiscal year shall pay the annual dues set for the current year, which shall satisfy dues requirements for the ensuing year. Failure to pay dues by March 1st of each year shall result in termination of membership.

ARTICLE 5

MEMBERSHIP

5.1

Members are to adhere to the NAMSS 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 or national origin. The Board of Directors shall, at its discretion, create additional membership categories.



- 5.2 Active
Active members shall consist of individuals actively involved in credentialing, privileging, practitioner or provider organizations and/or regulatory compliance in the healthcare industry. Active members shall pay dues and shall be eligible to vote and hold office in compliance with the regulations listed under the Board of Directors. Active members shall be encouraged to join the National Association.
- 5.3 Affiliate
Affiliate members shall consist of former active members who no longer meet the criteria for active membership, who support NAMSS, or are 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.
- 5.4 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.
- 5.5 Transfer of Membership
Membership dues paid by employers shall be transferable if the current member leaves their employ and their replacement joins IAMSS in the same calendar year. Membership paid by individual members shall remain with that member and not be transferable.
- 5.6 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 the State Association 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.
- 5.7 Reinstatement
Upon written request of a former member whose membership was terminated pursuant to Article 5, Section 5.6, 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 the Directors deem appropriate.

ARTICLE 6

BOARD OF DIRECTORS/OFFICERS

6.1 General Powers and Duties

The State Association shall be governed by its Board of Directors/Officers in accordance with the Articles of Incorporation and these bylaws.



6.2 Composition
The Board of Directors/Officers of this association shall consist of President, President-Elect, Immediate Past President, Secretary, Treasurer, and three members at large. The officers shall serve as the Board of Directors 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.

6.3 Term of Office
The Immediate Past President, President, and President-Elect shall serve for a two year term and may not be elected to a second term. The Secretary shall serve for a two year term and may be re-elected to a second consecutive term. The Three Member at Large Members shall serve for a two year term and may be re-elected to a second consecutive term. The Treasurer shall serve a four year term and may be re-elected to a second consecutive term. Any Board Member will not hold more than one position at a time.

A candidate for office must be a member in good standing of the State Association and actively employed in the health care industry.

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

6.5 Removal
Any Director may be removed by an affirmative vote of five (5) voting members of the Board of Directors whenever in the Board's judgment the best interests of the State Association and/or NAMSS will be served with such removal. Any Director who has been recommended for removal 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.

6.6 Vacancies
Vacancies on the Board of Directors shall be filled by appointment to the Board upon recommendation of the President.

ARTICLE 7

ELECTION OF OFFICERS

7.1 All officers, except for the Immediate Past President, the President and Treasurer shall be elected bi-annually by the active membership in accordance with State Association policy on nominations and election. The President and President Elect, upon completion of their two year terms, shall automatically succeed to the offices of Immediate Past President and President respectively. Election of officers shall be held in the month of August of the election year by mail ballot. The Nominating Committee's proposed slate of officers shall be mailed to the active membership with ballots to be returned within 15 working

days of the date of mailing. Write-in nominations may also be made. All candidates nominated must consent to nomination. Election shall be by a simple majority of the ballots returned. Terms of office shall be two years with the exception of Treasurer. The Treasurer's term will be for four years. Directors may serve no more than two consecutive terms.

7.2 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 Association, to present a report at the Annual Meeting, to appoint the Chair and members of Committees, upon approval of the Board of Directors, and to perform such other duties as authorized by the Board.

7.3 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.

7.4 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 as a member of the Program Committee.

7.5 Secretary

The Secretary shall keep accurate minutes of all meetings of the State Association and shall be custodian of all Association records. The Secretary shall issue all duly authorized notices of meetings and shall perform such other duties as may be necessary. The Secretary shall serve as Chair of the Bylaws Committee.

7.6 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.

7.7 Members at Large

Three members at large shall be elected to provide a broader base of representation from the general membership.

7.8 Board of Directors

The Board shall have the authority to make policy decisions for the State Association and 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.

ARTICLE 8 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.

ARTICLE 9 QUORUM

Members shall constitute a quorum at any State Association meeting.

ARTICLE 10 COMMITTEES

- 10.1 The Board of Directors shall authorize the committees of the State 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.
- 10.2 **Program Committee**
The duties shall be to plan the educational content of all State Association meetings, including the Annual Conference(s).
- 10.3 **Membership Committee**
The President shall appoint a Membership Chair to promote the growth of the Association. This person shall process applications and reapplications, prepare an annual membership roster, and respond to inquiries concerning the State Association.
- 10.4 **Bylaws Committee**
The duties shall be to review the Bylaws as needed, for conformity of the National Association's Bylaws, and to submit recommendations for revisions.
- 10.5 **Nominating Committee**
The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chair, two members elected by the Active membership by nominations from the floor, and one member appointed by the Board of Directors.
- 10.6 **Special Committees**
Special committees may be appointed by the President for special projects.

10.7 Chapters
A local chapter may not limit the size of its active membership. A local chapter must agree to abide by the Bylaws of the State and National Organizations. Local chapters shall provide their minutes to the State Chapter for recordkeeping once they have been approved by their local membership.

ARTICLE 11 PARLIAMENTARY AUTHORITY
Parliamentary authority shall be according to *Robert's Rules of Order, Newly Revised Edition*.

ARTICLE 12 OFFICIAL PUBLICATION
The publication of the State Association will be *Keynotes*. The Association will also utilize *Synergy*, the official publication of the National Association.

ARTICLE 13 FISCAL YEAR
The fiscal year of this State Association shall be January 1 through December 31, each year.

ARTICLE 14 AMENDMENTS
The Bylaws may be amended by a two-thirds vote of the voting membership at any State Association meeting or by mail ballot (by a two-thirds vote of mailed ballots returned within the time specified by the Board of Directors). Proposed changes in the Bylaws may be submitted by any Active member to the Bylaws Chair, who shall submit these proposed changes to the Board of Directors for review. The Bylaws may not be unilaterally amended by either the members or by the Board of Directors. The Bylaws will be reviewed and approved in accordance with the NAMSS Bylaws Committee policy.

The Board of Directors shall have the power to adopt, reject or modify such changes to the Bylaws as are, in the Board's judgment, technical or legal modifications or clarifications or renumbering, or changes made necessary because of punctuation, spelling, or other errors of grammar or expression.

ARTICLE 15 DISSOLUTION
Upon dissolution of the State 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 states or the National Association who regularly promote educational conferences, or donations to state scholarship funds.

ARTICLE 16

POLICIES AND PROCEDURES

Policies and procedure 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 State Association.

Polices 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 Polices and Procedures shall be reviewed periodically by the Board, in accordance with the Bylaws Policy.

Approvals:

A handwritten signature in cursive script that reads "Cheryl A. Swearingen".
State President

4/17/2009
Date

Revised: 04/02/2009
Board Approved: 04/02/2009