

.The Philadelphia Area Society for Healthcare Risk Management

Bylaws

Latest Changes: March 2017

Approved by Board of Directors: June 2017

Approved by Membership: August 2017

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ARTICLE I. NAME AND AFFILIATIONS

Section 1. Name

The name of this organization shall be the "Philadelphia Area Society for Healthcare Risk Management" (PASHRM) herein called "the Society".

Section 2. Affiliations

Affiliations with appropriate organizations may be developed at any time with the approval of the general membership. The purpose of the affiliations will be to strengthen and enhance the Society and to promote the professional growth and development of the Society's members.

ARTICLE II. OBJECTIVES

The Philadelphia Area Society for Healthcare Risk Management (hereinafter "PASHRM") is a Not-For-Profit Organization that is not a private foundation.

PASHRM is organized exclusively for educational and charitable purposes and objectives, including making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

The objectives of the Society are:

1. Development: To be the primary source in the region for current healthcare Risk Management and Patient Safety information. PASHRM shall also serve as a resource for Risk Managers and Patient Safety professionals who are sought after for their technical expertise and leadership skills.
2. Voice: To promote professional growth within the field of healthcare Risk Management and Patient Safety by providing a medium for networking and the facilitation of the free exchange of ideas.
3. Information: To provide the membership with quality educational programs and activities related to current healthcare Risk Management and Patient Safety subject matter.

4. ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Membership shall be open to those individuals who are employed in the field of healthcare risk management, patient safety, or related fields, those who are employed in a field related to healthcare risk management and those who possess a bonafide interest in the field of healthcare risk management or patient safety consistent with the objectives of the Society. Due to a conflict of interest, membership eligibility will not be open to Attorneys, their staff, or others involved in representing or advocating for claimants of plaintiffs.

Section 2. Member

A member shall be defined as any eligible person whose membership dues are current.

Section 3. Active Membership

An active member is any paid member who has attended at least three (3) Society meetings within the twelve (12) month period from January 1st through December 31^h. Active members may be nominated for any office of the Society, may nominate others for office, may fill a vacancy in any office of the Society and may vote in elections of officers. Active members may serve on any committee as a member or as a committee chairperson.

Section 3. Application for Membership and Renewal

Any individual who meets membership eligibility criteria as specified in Article III, Section 1 may apply for membership in the Society by completing an application provided by the Society and found on the PASHRM website. Such application shall be approved by the Board of Directors, herein called “Board,” upon the recommendation of the Membership Committee. All decisions made by the Board regarding membership in the Society shall be final.

Section 4. Termination of Membership

A. VOLUNTARY

A member may resign by submitting a letter to the President of the Society. Resignation of membership shall be presumed if Society dues are not received by a date specified by the Board of Directors. Reactivation of membership shall occur only when dues are paid in full and after six (6) months shall require reapplication. Dues paid for the year are not refundable with resignation.

B. INVOLUNTARY

If any member becomes ineligible for membership in the Society because of a change in employment or position creating ineligibility to be a member, their membership shall expire upon the change and the member’s name and contact information will be removed from the database.

Any person being deemed ineligible for any reason must reapply for membership when regaining eligibility. If the member holds an elected office, they must resign their position immediately by notifying the Board in writing and surrendering all records and documents pertaining to the elected office to a member of the Board.

If a person regains eligibility within the year for which dues have been paid, dues paid will remain applicable.

Section 5. Transfer of Membership

Membership in the Society shall not be transferrable to another person.

ARTICLE IV. DUES

Section 1. Annual Dues

The annual dues for the Society shall be established by the Board at the Board meeting held in September.

Section 2. Refunds

No portion of the dues paid by any member shall be refundable because their membership is terminated for any reason.

ARTICLE V. MEETINGS

Section 1. General Meetings

Regular meetings of the Society may be fixed by resolution of the Board. The time and place of such meetings shall be designated by the Board and announced to the membership not less than ten (10) days prior to the day so designated.

Section 2. Annual Meeting

An annual meeting of the membership of the Society shall be held each year unless otherwise announced by the Board, and shall be announced to the membership not less than ten (10) days prior to the date of the meeting. The President shall present an annual report and the newly elected officers of the Society shall be announced at the annual meeting held in December.

Section 3. Voting Rights and Privileges

All eligible active members shall be entitled to one (1) vote at any general or annual meeting of the Society. All votes shall be cast in person unless the Board elects in advance of the vote to use a mail / email / fax ballot.

Except as otherwise specified herein, all matters shall be settled by simple majority vote, a majority of mail votes returned or majority of members voting in assembly, as the case may be.

ARTICLE VI. OFFICERS

Section 1. Officers

There shall be the following elected officers of the Society: President, Past President, President-elect, Secretary, and Treasurer

Section 2. Term of Office

All elected officers shall assume their responsibilities on January 1 and shall serve a one year term.

The office of Past President shall be assumed by the President upon completion of their term. Secretary and Treasurer have the option to run for consecutive terms. The President and President-elect may not run for any other PASHRM office during their terms of office, although may serve as committee chairs as required.

Section 3. Nomination Eligibility Requirements for Officers

Only those members meeting active membership criteria as specified in Article III, Section 2 are eligible to run for office.

Section 4. Process for Election of Officers

Only active members may nominate members for office or vote in elections of officers. Each active member shall be entitled to one (1) vote per office. A call for nominations will be made by the President and President-elect to all active members and shall include a list of all those members who meet the nomination eligibility requirements specified in Article VI, Section 3. The President-elect will prepare a ballot and present it to the Board no later than the September Board meeting. Following Board acceptance of the ballot, the President-elect shall prepare a ballot to be distributed to all active members no later than November 1 and to be returned within thirty (30) days of the mailing.

Election results will be settled by a simple majority of votes returned. In the event of a tie, the election will be settled by simple majority vote of the Board.

Section 5. Vacancies

If the office of any elected officer becomes vacant, such office shall be filled by a simple majority vote of the Board. The vacancy may be filled by any active member. The Board-appointed officer shall serve the remaining term of office, at which time the office shall be filled by regular nomination and election.

Section 6. Duties of Officers

These Bylaws required the following for the Officers of PASHRM:

A. President

The President shall attend to all usual duties and shall preside at all meetings of the Society and the Board. The President shall announce newly elected officers of the Society at the annual meeting. The President shall recommend for appointment by the elected officers of the Board the chairpersons and members of the standing and special committees and shall be an ex-officio member without vote on all committees. The President shall serve as chair of the Executive Committee.

B. Past President

The Past President shall be a member of the Executive, Finance and Bylaws Committees. In the event the Past President is no longer a member of the Society, these duties shall be assumed by the President.

C. President-elect

In the absence or incapacity of the President, the president-elect shall perform the duties of the President. The President-elect shall chair the Bylaws Committee and shall be responsible for ensuring annual review of these Bylaws. The President-elect shall serve on the Executive Committee. The President-elect shall also be responsible for preparing a ballot of nominees for election of officers as specified in Article VI, Section 4. The President-elect shall serve as parliamentarian at all Society meetings.

D. Secretary

The Secretary shall maintain all minutes and records of meetings and other proceedings of the Society, and all Society documents including the current Bylaws. The Secretary shall also be responsible for sending notices of newly elected officers and other Society activities as appropriate to the general membership. The Secretary shall serve on the Executive Committee.

E. Treasurer

The Treasurer shall receive and keep records of all dues and funds of the Society; disburse as authorized by the Board or the Executive Committee of the Board; present the proposed budget at the November Board meeting; and arrange for an annual financial review by the Finance committee and / or an external auditor. The Treasurer shall also chair the Finance Committee and serve on the Executive Committee.

Section 7. Removal of Officers

Officers have agreed by accepting a position on the Board that they will fulfill the duties of their elected position as specified in sections of Bylaws Article VI relevant to that position. If, in the view of a majority of Board members, an officer is not fulfilling such duties, the officer may be removed from the Board. Such action must be taken only by majority vote of the Board.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the elected officers of the Society and the chairpersons of the standing committees.

Section 2. Duties and Powers

The affairs and activities of the Society shall be guided by the Board. The Board shall meet to discuss the activities of the Society and shall make recommendations thereon to the membership. Between meetings of the Society membership, the Board shall have the power and authority to do and perform all acts and functions consistent with these Bylaws and with the actions taken by the membership in a regular or annual meeting.

Section 3. Meetings

A. Regular Meetings

Regular meetings of the Board shall be held at specific intervals as may be fixed by resolution of the Board.

B. Organizational Meeting

An organizational meeting of the President and elected officers of the Board may be held prior to the first membership meeting in January. The chairpersons and members of the standing committees shall be appointed at this meeting.

C. Special Meetings / Organizational Retreat

Special meetings of the Board may be called at any time by the President or upon a written petition of not less than two of the members of the Board.

D. Attendance

Members of the Board are expected to attend both Board and general membership meetings with regularity. Any member of the Board who is absent from two (2) successive meetings of the Board without adequate reason in the view of the President and with concurrence of the majority of the members of the Board of Directors shall have his appointment terminated and his seat declared vacant to be filled in accordance with the provisions of these Bylaws.

Section 4. Quorum

A simple majority of the Board shall constitute a quorum.

Section 5. Operational Guidelines

The Board may develop and implement operational guidelines regarding key issues relating to the management of the Society, including but not limited to the financial operation of the Society and the activities of the Society's committees.

Section 6. Conflict of Interest

Board members 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 dealings with the Society. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Society's interest and that of the individual.

During their terms of office, Board members shall promptly make full disclosure for the record to the Board of any potential conflict of interest that may adversely compete with the interests of the Society. The Board shall review all conflict of interest disclosures and take appropriate action. Decisions of the Board are final.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

There shall be the following standing committees of the Society: Membership Committee; Program and Education Committee; and Webmaster of the PASHRM Board (which may, with Board approval, be outsourced to a vendor with a Board member acting as a liaison). The Board may create and continue the following committees of the Society: Bylaws Committee, Executive Committee, Finance Committee, Communications Committee, Legislation committee, or others as deemed necessary or beneficial in the Society's fulfillment of its objectives. These committees shall have certain powers and duties as hereinafter provided.

Section 2. Committee Chairpersons

All chairpersons of the standing committees shall be appointed by the elected officers of the Board at the recommendation of the President, except as otherwise provided in these Bylaws. Committee chairpersons shall be appointed in January and shall serve for the remaining calendar year. In the event of a vacancy, the Board shall appoint a replacement at the recommendation of the President. Committee chairpersons shall be members of the Board and shall report to the Board on the activities of their committees. No Society member shall serve as chairperson of more than one (1) standing committee unless approved by the Board

Section 3. Committee Members

All members of the standing committees shall be appointed by the elected officers of the Board at the recommendation of the President, except as otherwise provided in these Bylaws. Committee members shall be appointed in January and shall serve for the remaining calendar year. In the event of a vacancy, the Board shall appoint a replacement at the recommendation of the President.

ARTICLE IX. REVISIONS AND AMENDMENTS

Section 1. Proposal for Revisions or Amendments

Revisions or amendments to these Bylaws may be proposed by the Board, the Bylaws Committee or by signed petition of 20 members or 10% of the Society membership, whichever is greater.

Section 2. Notification to Membership

The Secretary shall distribute to each Society member, or make available on the Society webpage with email notification to each member with access guidance, a complete copy of the Bylaws reflecting all proposed revisions and amendments, together with the recommendation of the Board and a ballot, which must be returned to the Secretary within thirty (30) days of the mailing.

Section 3. Approval of Proposed Revisions or Amendments

Approval of proposed revisions or amendments shall require a simple majority of ballots returned by active members in good standing with the Society by the due date specified.

Section 4. Effective Date of Revisions or Amendments

Revisions or amendments to these Bylaws shall become effective upon tabulation of votes returned, unless otherwise specified in the revisions or amendments and will be posted to the website for any member to reference at any time. Membership acceptance of the Bylaws shall be reflected in the Board minutes.

ARTICLE X. PARLIAMENTARY AUTHORITY

If a parliamentary conflict should arise during meetings of the Board or the general membership, such conflicts will be resolved by Robert's Rules of Order Revised. The President-elect will act as parliamentarian at all meetings.

ARTICLE XI. AMENDMENTS

Amendment I Effective July 1987, the DVHCRMA shall be officially affiliated with the ASHRM and shall serve as a branch of that organization, according to the provision of these Bylaws. The President of the DVHCRMA or her/his designee shall represent the organization at the affiliated chapters meeting held at the annual ASHRM conference.

Amendment II. Effective January 1991, the DVHCRMA shall be officially renamed as the Philadelphia Area Society for Healthcare Risk Management (PASHRM). Established: October, 1980

Amendment III. Effective 2016, PASHRM will no longer be an affiliated Chapter of ASHRM

Amended: July, 1984 (Amendment I)

Revised: May, 1985

Revised: June, 1986

Amended: April, 1988 (Amendment II)

Revised: April, 1988

Revised: December, 1989

Amended: June, 1990 (Amendment III - unknown)

Revised: September, 1991

Revised: June 23, 1994

Revised: December, 1994

Revised: September 28, 1995

Revised: July 7, 1997

Revised: November 15, 1998

Revised: December 10, 1999

Revised: October, 2000

Revised: October, 2001

Revised: January, 2003

Revised: March , 2006

Revised: August, 2007

Revised: *** , 2011

Revised: March 2017

Amendment IV: Effective June 2017, PASHRM is no longer an affiliated chapter of ASHRM and the President is no longer mandated to be an ASHRM member. ASHRM membership is voluntary for PASHRM elected officers.