

**NORTH CAROLINA ASSOCIATION
MEDICAL STAFF SERVICES**

BYLAWS

ARTICLE I: NAME

The name of the organization shall be the North Carolina Association Medical Staff Services (NCAMSS) and shall be governed by the Bylaws of the National Association Medical Staff Services (NAMSS).

ARTICLE II: HEADQUARTERS

The headquarters of the Association shall be located in the State of North Carolina.

ARTICLE III: OBJECTIVES

The objectives of the Association 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 credentialing activities through this State Organization under the auspices of the National Organization.

ARTICLE IV: STRUCTURE

The Association shall be a non-profit, non-union, non-partisan and non-sectarian and shall have the right to establish and control its activities through its elected officers.

ARTICLE V: MEMBERSHIP

Membership in this Association shall be categorized as Active, Associate and Honorary.

Section 1: Active Membership

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

Section 2: Associate Membership

Associate membership shall be available to those interested in the overall aims and objectives of this organization. Associate members shall be required to pay dues, but shall not be eligible to vote or hold office.

Section 3: Honorary Membership

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 of this Association. Honorary members shall not be required to pay dues and shall not be eligible to vote or hold office.

Section 4: 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 hold office or chair a committee or task force.

ARTICLE VI: DUES AND FEES

Section 1: Annual dues for membership shall be due and payable November 1st for the following fiscal year in an amount set by the North Carolina Association Medical Staff Services Board of Directors and shall not exceed the National Association's dues.

Section 2: A prospective member who joins the Association and pays dues during the last quarter of the fiscal year shall satisfy dues requirement for the current year and the following year.

Section 3: Failure by a member to pay dues by December thirty-first will result in discontinuation of membership.

Section 4: All officers and members of the North Carolina Association Medical Staff Services are strongly encouraged to apply for membership in the National Association Medical Staff Services.

ARTICLE VII: PURPOSE

Section 1: The purpose of this Association shall be:

- A. To provide an organized structure at the state level for members of the Association, enabling them to work together on problems of interest.
- B. To conduct educational programs aimed at the interests of the membership.
- C. To serve as a resource to the hospitals, managed care organizations, credentials verification organizations and physician offices and others involved in credentialing and medical staff support within the state.
- D. To provide a channel of communication between the National Association and the North Carolina Association Medical Staff Services

- E. To encourage members to seek certification as a Certified Professional Medical Services Management and/or Certified Provider Credentialing Specialist.
- F. To promote the purpose of, and membership in, the National Association.

Section 2: The Association shall not limit the size of the Active membership.

Section 3: Upon dissolution of the State Association its assets shall be distributed as follows:

- A. All liabilities and obligations of the organization will be paid, satisfied and discharged.
- B. All remaining funds will be used to promote the medical staff profession, such as donations to state chapters who regularly promote educational conferences, donations to chapter scholarship funds or NAMSS scholarship fund. This shall be decided upon by the voting members of the organization as set up in these bylaws.

Section 4: Bylaws of this Association may not be in conflict with the Bylaws of the National Association.

ARTICLE VIII: CHAPTERS

The North Carolina Association may be divided into chapters throughout the State.

Section 1: Applications for the organization of a Chapter must be submitted to the Board of Directors of the North Carolina Association Medical Staff Services for approval.

Section 2: The purpose of a Chapter shall be to provide a forum for educational activities at a local level.

Section 3: Members of the Chapter are strongly encouraged to apply for membership in the State Association. Chapters shall be governed by the State Bylaws and organizational privileges may be removed by the North Carolina Association Medical Staff Services if those Bylaws are violated.

Section 4: A local Chapter may not limit the size of its Active membership.

Section 5: A local Chapter may be organized with no less than four (4) members and shall maintain a required membership of no less than four (4) members.

Section 6: The president of each Chapter shall submit a roster of its members annually and copies of minutes to the Board of Directors of the North Carolina Association Medical Staff Services.

Section 7: Bylaws or other governing documents of local Chapters may not be in conflict with State and National Bylaws.

Section 8: Each Chapter is encouraged to send a representative to meetings of the North Carolina Association Medical Staff Services when feasible.

Section 9: At the discretion of the Chapter president, requests for direction on specific issues or problems may be addressed to the Board of Directors of the North Carolina Association Medical Staff Services.

Section 10: Chapters shall elect a minimum of three (3) officers, namely, President, President-Elect, and Secretary-Treasurer.

Section 11: Chapter dues may be set at the local level, but may not be higher than State or National dues.

ARTICLE IX: OFFICERS

Section 1: The officers shall consist of President, President-Elect, Immediate Past President, Secretary, and Treasurer, who shall serve as the Board of Directors. The President-Elect shall automatically succeed the office of President.

Section 2: Qualifications – A candidate for office in the North Carolina Association Medical Staff Services must be actively involved with the functions of credentialing in any health care facility, managed care organization, credentials verification organization or physician office.

Any name submitted for office must have the consent of the candidate.

Section 3: Election of Officers – The election of officers shall be conducted biennially in the month of October in accordance with the following guidelines:

- A. Approximately October 1st a slate of officers compiled by the Nominating Committee shall be mailed to the Active members of the organization.
- B. Ballots must be returned to the individual designated no later than October 31st to be included in the final tally of votes.
- C. The term of office will extend from January 1st through December 31st of the second year following the election.
- D. Elected officers will be promptly notified by the Secretary of the organization, and will be provided with a description of their duties and responsibilities.
- E. The results of the elections shall be announced at the November quarterly meeting, posted on the NCAMSS website, and submitted by the Secretary for publication in the National Association Medical Staff Services Newsletter.

Section 4: Vacancies – Vacancies, except President-Elect, may be appointed by the Board of Directors of the Association to fill the unfinished vacant term. Vacancy of the office of President-Elect shall be filled by majority vote of the Active membership.

ARTICLE X: DUTIES OF OFFICERS

Section 1: President – shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association and shall serve as Chairman of the Board of Directors. It shall be the President’s duty to supervise the activities of the Association; to appoint the chairmen of the committees upon approval of the Board of Directors; and to perform such other duties as authorized by the Board of Directors.

Section 2: President-Elect – shall, in the absence of, or because of incapacity of the President, perform the duties and assume the responsibility of the President. The President-Elect shall serve as Program Chairman.

Section 3: Secretary– shall record the proceedings and prepare the minutes of the Association, which shall be posted on the NCAMSS website for inspection within thirty (30) days of the meeting. The Secretary shall be custodian of all records of the Association, and shall issue all duly authorized notices of meetings at least four (4) weeks in advance of the meeting. The Secretary shall perform such other duties as may be necessary to coordinate and advance the Association’s objectives.

Section 4: Treasurer – shall be custodian of the funds for the Association, and shall be responsible for the collection of dues. The Treasurer shall keep a record of the payment of dues and shall provide a quarterly report to the Board, prepare an annual budget, and a financial statement of all annual receipts and expenditures. The Treasurer shall be responsible for the appropriate tax reporting. The Treasurer shall perform such other duties as may be necessary to coordinate and advance the Association’s objectives.

Section 5: Immediate Past President – The duties of the Immediate Past President shall be to act as consultant to the President and the Board of Directors; to serve as Chairman of the Nominating Committee, as a member of the Program Committee and as Historian.

Section 6: Board of Directors – The Board of Directors shall have the authority to make policy decisions for the Association to approve the annual budget; to establish rules and procedures for the Association and directors; and to approve, modify, or disapprove reports, resolutions, chapter rules and regulations or procedure manuals or action of officers or committees of the Association. The Board of Directors may act on any matter, except amendments to the Association Bylaws.

The Board of Directors shall meet at least quarterly and may transact business in writing at other times, if necessary. The actions of the Board of Directors shall be final except on appeal by the members. Duties of officers may be delegated 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 each officer for attending specific meetings. Nothing herein contained shall be construed to preclude any member of the Board of Directors from serving the National Association in any capacity and receiving compensation thereof.

The Board of Directors shall be composed of the officers of the Association and five (5) at-large members, one of which will be the President of the Triangle Chapter. The five (5) at-large members shall be elected biennially in accordance with the guidelines outlined in Article IX, Section 3 (subsections A and B). Its duties shall be to promote the continued growth and effectiveness of the Association.

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

ARTICLE XI: QUORUM

The quorum for all meetings of the Association shall be the Active members present in good standing.

ARTICLE XII: COMMITTEES

Section 1: Program – The Program Committee shall consist of the President-Elect as Chairman, the Immediate Past President and other members. The duties shall be to plan the meetings of the Association.

Section 2: Membership and Marketing – The committee will serve to promote the growth of the Association who shall process applications, prepare a membership roster, market the Association and promote retention of the membership. At least two other Active members shall be identified to serve on the committee.

Section 3: Bylaws – The committee will serve to review the Bylaws at least annually and submit recommendations for revisions to the Board of Directors. The Board of Directors shall submit the proposed amendments to the general membership by mail. Any Active member may propose amendments to the Bylaws Chairman.

Section 4: Nominating – The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chairman and two members appointed by the Board of Directors. The slate of nominees shall be presented and voted upon as outlined in Article IX, Section 3.

Section 5: Education Committee – The committee will serve to assess and facilitate other educational opportunities for the membership, request CE credit from NAMSS as applicable, and assist the Program Committee. At least two other Active members shall be identified to serve on the Committee.

Section 6: Certification Committee – The committee will serve to address the certification needs of the members, promote certification, and oversee certification recognition in the Association. At least two other Active members shall be identified to serve on the Committee.

Section 7: Industry and Government Relations Committee – The committee will serve to seek opportunities to promote the mission and vision of NCAMSS among industry and government in North Carolina and on a national basis, as applicable. At least two other members shall be identified to serve on the Committee.

Section 8: Special Committees – Special Committees may be appointed by the President for special projects as needed.

ARTICLE XIII: SEAL

The official seal, stationery and membership certificates shall bear the North Carolina Association Medical Staff Services emblem and the words North Carolina Association Medical Staff Services.

ARTICLE XIV: AMENDMENTS

The Bylaws may be altered, amended or repealed by a two-thirds vote of the voting membership by mail. Proposed changes to the Bylaws must be submitted in writing to the Bylaws Chairman. The Bylaws Chairman shall submit proposed changes to the Board of Directors for review. Notice of proposed changes shall be sent to the voting members and the voting members shall be given at least thirty (30) days to review proposed changes. Amendments shall be made if approved by two-thirds of the mailed ballots returned within the time specified by the Board of Directors.

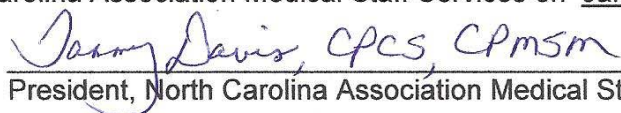
ARTICLE XV: PARLIAMENTARY AUTHORITY

Parliamentary authority shall be Roberts Rules of Order, Newly Revised Edition.

ARTICLE XVI: RULES AND REGULATIONS

The Board of Directors may adopt such Rules and Regulations for the Association as may be necessary for the efficient management of the Association. Such Rules shall be a part of the Association Rules and Regulations Manual. They may be amended at any regular Board meeting, without previous notice, by a two-thirds vote of the voting members present. The Association Rules and Regulations Manual shall be reviewed by the Board of Directors on an annual basis.

ADOPTED by the North Carolina Association Medical Staff Services on January 1, 2010.



President, North Carolina Association Medical Staff Services

APPROVED by National Association Medical Staff Services on _____

President, National Association Medical Staff Services