

**BYLAWS OF THE
MAINE ASSOCIATION MEDICAL STAFF SERVICES
(Hereinafter referred to as the “State Association”)**

ARTICLE I. NAME

The name of the association shall be Maine Association Medical Staff Services [MeAMSS] (herein referred to as the State Association) governed by these Bylaws.

ARTICLE II. OBJECTIVES

The objectives of the State Association shall be:

- A. to provide the opportunity for continuing education;
- B. to promote the improvement of professional knowledge and skills by uniting persons who are engaged in medical staff/credentialing services through this State Association; and
- C. to support the mission and activities of the National Association Medical Staff Services (hereinafter referred to as “NAMSS”).

ARTICLE III. STRUCTURE

The State Association shall be non-profit, nonunion, nonpartisan, and non-sectarian and shall have the right to establish and control its activities through its elected officers.

ARTICLE IV. MEMBERSHIP

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

Section 1. **Active:** Active members shall be those individuals having direct responsibility in medical staff/credentialing services. Active members shall pay dues and shall be eligible to vote and hold office. Active members shall be encouraged to join NAMSS.

Section 2. **Associate:** Associate members shall be those individuals interested in the overall goals and objectives of the State Association. Associate members shall pay dues but shall not be eligible to vote or hold office and may include students enrolled in a health related field.

Section 3. **Honorary:** Honorary members shall consist of members deemed deserving of membership by virtue of their outstanding reputation, noteworthy contributions to state association, or their previous long-standing service to State 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. **Institutional:** An institution may choose to purchase membership for its medical services professionals. The institutional membership is transferable within the same institution allowing up to four individuals to exercise the same rights as active members.

Section 5. **Termination of Membership:** The Board of Directors may, by affirmative vote of two-thirds (2/3's) 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.

Section 6. **Reinstatement of Membership:** Upon written request of a former member whose membership was terminated pursuant to Article IV, Section 5, the Board of Directors may, by affirmative vote of two-thirds (2/3's) voting members of the Board, reinstate such former member to membership upon such terms as the Directors may deem appropriate.

Members are to adhere to the State Association Code of Professional Conduct and refrain from conduct injurious to the association or its purpose. No individual shall be denied membership on the basis of sex, race, creed, religion, disability, sexual orientation, or national origin.

ARTICLE V. DUES AND FEES

Annual dues for membership shall be due and payable at an amount and date set by the Board (not to be set higher than NAMSS dues). Dues paid shall be a set amount regardless of the month of payment. Failure to pay dues by the specified date shall result in termination of membership.

ARTICLE VI. BOARD OF DIRECTORS

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

Section 1. **Officers:** The officers of the State Association shall be the President, President-elect, Immediate Past President, Secretary and Treasurer, who shall serve on the Board. The President-elect shall automatically succeed the office of President. The President and President-elect shall be active members of NAMSS throughout the term of office.

Section 2. **Board Members:** Members representing one of the following positions shall also serve on the Board. Each member of the board holds one vote whether filled with chair or co-chairs.

- a. Education Chair or co-Chairs
- b. *Lighthouse* Editor or co-Editors
- c. Media Chair or co-Chairs
- d. Membership Chair or co-Chairs

e. Member(s)-at large

Section 3. **Qualifications:** The qualifications for Board positions are outlined in the individual job descriptions.

Section 4. **Elections:** Elections shall be held in the fall, shall take place by ballots to Active and Institutional members, and results will be announced to the membership.

a. A Nominating Committee whose members are appointed by the Board shall make nominations.

b. The Nominating Committee's proposed slate shall be announced to the Active and Institutional membership at least thirty (30) days prior to balloting. Write-in nominations may additionally be made. All candidates nominated must consent to nomination.

c. Ballots will be mailed thirty (30) days following the initial announcement of the slate, with returned ballots postmarked within fifteen (15) days of the date of mailing.

d. The slate will become the official results when the entire slate of nominees is unopposed after the write-in period, eliminating the need to hold a formal vote.

e. Election shall be by a simple majority of the ballots returned.

f. Special elections shall follow the guidelines above, as needed.

Section 5. **Terms of Office:** Terms of office shall be two (2) years for all board members. The President shall serve for one term only, with the President-Elect automatically succeeding to the office of President. A Director/Officer shall not hold more than one position at a time. Secretary, Treasurer, and board members shall serve for one term and may be re-elected to a consecutive term(s). All terms of office/directorship shall commence on January 1.

Section 6. **Vacancies in Office:** Vacancies in office may be filled by the Board for the remainder of the unexpired term with the exception of the office of President or President-elect (refer to policy on Board Vacancies).

Section 7. **Removal of Officers:** Any Director/Officer may be removed by an affirmative vote of two-thirds (2/3's) voting members of the Board whenever in the Board's judgment the best interests of the State Association will be served by such removal. Any Director/Officer 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.

ARTICLE VII. DUTIES OF BOARD

- Section 1. **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.
- Section 2. **President-elect**: The President-elect shall act for the President in her/his absence and at the discretion of the President. The President-elect shall function as the Bylaws Chair and maintain State Association policies.
- Section 3. **Past President**: The Immediate Past President shall act as consultant to the President and Board and shall serve as Chair of the Nominating Committee and as a member of the Education Committee.
- Section 4. **Secretary**: The Secretary shall keep accurate minutes of all State Association meetings and shall be custodian of all State Association records.
- Section 5. **Treasurer**: The Treasurer shall be the administrator of all funds collected or received by the State Association. The Treasurer shall hold responsibility for managing all State Association business transactions.
- Section 6. **Board of Directors**: The Board shall have the authority to make policy decisions and may act on any matters for the State Association with the exception of amending these Bylaws. The actions of the Board shall be final, except on appeal by the State Association membership. A quorum of a meeting of the Board shall be 50% of the Board members.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

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

ARTICLE IX. CONFLICT OF INTEREST

- Section 1. 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 comes before any Board or State Association meeting, such individual shall not participate in the discussion or voting on the matter. However, that individual may be asked, and may answer, any question concerning the matter. As a matter of procedure, the chair shall inquire, prior to any discussion of that matter, whether any member has any conflict of interest 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.

ARTICLE X. MEETINGS

Educational Meetings of the State Association shall be held at least two (2) times per year and shall not be in conflict with the NAMSS Annual Conference. Business meetings shall coincide with Educational State Association meetings. Special meetings may be called by the President, the Board,

or on the request of at least four (4) Active and/or institutional members of the State Association. The purpose of the meeting shall be stated in the call.

ARTICLE XI. QUORUM

A quorum at any scheduled State Association meeting shall be the Active members present.

ARTICLE XII. COMMITTEES

The Board shall authorize the committees of the State Association and shall appoint the chair and members. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 1. **Education Committee**: The duties shall be to plan the educational content of all State Association meetings.

Section 2. **Membership Committee**: The duties shall be to process membership applications, maintain the membership roster, and respond to member inquiries concerning the State Association.

Section 3. **Bylaws Committee**: The Bylaws Committee is comprised of all Board members and duties shall be to review the Bylaws at least bi-annually for conformity with the NAMSS Bylaws and to submit recommendations to the membership for revisions.

Section 4. **Nominating Committee**: The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chair, and at least three (3) Active members of the State Association. Duties shall be oversight of any election process and facilitation of the Golden Star Award.

Section 5. **Special Committees/Assignments**: The Board may appoint special committees or individuals to standing committees, as needed.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the State Association shall be the calendar year.

ARTICLE XIV. AMENDMENTS

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 for review. Notice of proposed changes shall be sent to the voting members at least fifteen (15) days prior to the vote, whenever possible.

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Active membership at any State Association meeting or via electronic vote by stated deadline. Failure to respond by the date requested shall be considered a vote with the majority.

ARTICLE XV. 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 State 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 XVI. APPEAL PROCESS

Petitions for the appeal of decisions or actions of the Board by the State Association membership must be submitted in writing to the Board by a minimum of twenty-five percent (25%) of the Active State Association Membership with sufficient justification to warrant the appeal. The Board must consider the matter within thirty (30) days of receipt of such a request. The Board will consider each appeal on its merit and act accordingly, which may include putting the matter to vote by the Active State Association membership. If the matter is put to a vote, the actions of the Board may be amended by a two-thirds (2/3's) affirmative vote within the specified time frame. In the event the Board upholds the original decision, the State Association Membership will be informed.

ARTICLE XVII. DISSOLUTION

If this State Association is disbanded, any and all assets of the State Association 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/credentialing services professional organizations, either by a donation to an educational program of NAMSS, or educational efforts, within the State but not to the benefit of any individual members.

APPROVALS:

President, Maine Association Medical Staff Services

Date

President, National Association Medical Staff Services

Date

rev. 11/04/04
app. 03/31/05

rev. 01/13/06
rev. 11/2010
rev. 07/2011
rev. 02/2012
rev. 11/2016
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