



Bylaws
of the
Virginia Chapter
of the
American Society
for
Healthcare Risk Management



Bylaws Of the Virginia Chapter Of the American Society for Healthcare Risk Management

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ARTICLE I - NAME

Section 1. Official Name

The name of this organization shall be the "Virginia Chapter of the American Society for Healthcare Risk Management".

Section 2. Chapter

Hereinafter, the Virginia Chapter of the American Society for Healthcare Risk Management shall be referred to as "Chapter", "Virginia Chapter of ASHRM", or "VASHRM".

Section 3. ASHRM

Hereinafter, the American Society for Healthcare Risk Management shall be referred to as "ASHRM".

ARTICLE II - PURPOSE

Section 1. Purpose

The purpose of the Chapter will be to promote the advancement of the healthcare risk management and patient safety professions and healthcare risk management and patient safety professionals within the Commonwealth of Virginia.

Section 2. Objectives

In fulfilling its purposes, the Chapter shall have the following objectives within its geographical area:

- A. To conduct educational programs and activities to strengthen and promote members' professional development.
- B. To create networking opportunities to facilitate the free exchange of information and solutions of mutual concerns.
- C. To provide and/or support forums for the interchange and acquisition of professional knowledge among its members.
- D. To foster liaison with other organizations with related purposes and/or disciplines and to facilitate communication of healthcare risk management and patient safety issues with selected external stakeholders.

- E. To advocate for the benefit of patients, healthcare and the profession in regulatory, legislative, and other professional arenas
- F. To conduct its affairs in a manner that will reflect the standards, purposes and objectives of ASHRM which shall include promoting the certification of healthcare risk management professionals.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

Membership is open to professionals whose job responsibilities include healthcare risk management, patient safety, and/or performance improvement or who have demonstrated a bonafide interest in these disciplines and who agree to support the mission, vision and code of professional responsibility of ASHRM and VASHRM.

Section 2. Categories of Membership

A. Regular Member (Voting Member)

1. Employee of a health care provider who is actively involved in the risk management, patient safety and/or performance improvement function of that organization.
2. Individual who is actively involved in the risk management, patient safety and/or performance improvement function of a health care system; a captive or risk management service company or program; a state, regional, or medical association or a metropolitan hospital association, provided that such a system, company, program, or association is under the control of health care providers; and who does not meet the criteria under A.1 above.
3. Commercial insurance agent; insurance broker; insurance company employee, risk management, patient safety or performance improvement consultant; attorneys representing health care providers, medical schools and/or professional liability carriers; or employee of a company that offers services or products to health care providers that exist for the benefit of shareholders.

B. Student Member (Non-Voting Member)

1. Full-time students registered at an accredited institution of higher learning and not otherwise eligible for membership under Section A.1 above.

C. Emeritus Member (Non-Voting Member)

1. An emeritus member is any member who has been a member of the chapter in good standing for at least 10 years and is retired from employment. Such member must be in good standing at the time of retirement and must request emeritus membership in writing. Emeritus members may not vote or hold any elected office in the society.

Section 3. Establishment of Membership

Membership in the Chapter shall become effective upon (a) receipt of a properly completed application form, (b) receipt of the specified dues, and approval of the application by the Board of Directors, or their appointed designee, in accordance with Chapter Bylaws and criteria developed and approved by the Board of Directors of the Chapter.

Section 4. Transfer and Change of Membership

Membership in the Chapter is personal and shall not be transferable to another person except when the risk management function is delegated to another individual in the same organization where the dues were paid by that organization. All requests for a transfer of membership must be in writing from a representative of the sponsoring organization.

Section 5. Termination of Membership

- A. Resignation. Members may at any time resign from the Chapter by notifying the Chapter President in writing. Dues are non-refundable if a member resigns his membership.
- B. Suspension or Expulsion. The Board of Directors may suspend or expel any member for cause, at any time, after giving such member the opportunity for a hearing before the Board or Directors. Such hearing shall be conducted under procedures adopted by the Board of Directors without regard for judicially recognized rules of evidence. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors present and voting. For purposes of this subparagraph, the term "for cause" shall include, but not be limited to, the following:
 1. Any violation of these bylaws; or
 2. Any conduct on the part of said member that is prejudicial to the interests and welfare of the society and its members.

Section 6. Nonpayment of Dues

Members who fail to pay dues within 30 days after they become due and payable shall have their membership automatically suspended until paid.

ARTICLE IV - ORGANIZATION

Section 1. Not-for-Profit Organization

The Chapter is a not-for-profit organization affiliated with ASHRM for the purpose of carrying out the above-stated objectives. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer, other individual or organization.

Section 2. Geographical Area

The Chapter is located and operates within the Commonwealth of Virginia.

Section 3. Chapter Activity and Fiscal Year

The Chapter activity and fiscal year shall be from July 1 to June 30.

Section 4. Chapter Records

The Board of Directors shall assure retention of needed Chapter and membership records by adhering to the following retention periods. Officers having charge of these records are authorized to dispose of the records at the end of the required retention period.

- A. Minutes of meetings - five years following completion of the Chapter year.
- B. Correspondence - two years following completion of the Chapter year.
- C. Financial Records - five years following the completion of the Chapter year.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Eligibility

Only regular members of the Chapter in good standing and in compliance with all provisions of the bylaws shall be eligible to serve on the Board of Directors of the Chapter.

Section 2. Composition

The Board of Directors shall be composed of the following: the President, Vice President, Immediate Past President, Treasurer, Secretary, and at least two but no more than five At Large members.

The President shall act as chairperson of the Board of Directors. The Immediate Past President shall be a member of the Board for one year following his or her term as President.

Section 3. Election and Term

All members of the Board of Directors shall be elected in accordance with Article VII, Section 1, of these Bylaws. The term of office for President, Vice President, and Immediate Past President shall be for one Chapter year. The term of office for Treasurer and Secretary shall be for two chapter years. At-large members shall be elected on a rotating basis for two year terms.

Section 4. Authority and Powers

- A. The Board of Directors of the Chapter shall have the authority to conduct the affairs of the Chapter and to act on behalf of the Chapter on issues related to health care risk management.
- B. The Board of Directors shall be responsible for the supervision and care of all property, and may cooperate with other organizations on such bases that will not impair the ability of the Chapter to pursue its purposes independently.
- C. The Board of Directors shall have the power to develop plans, objectives, and purposes for the Chapter; develop, approve and revise any and all rules and regulations for the operation of the Chapter; establish ad hoc committees in line with the objectives of the Chapter; review and approve recommendations of committees; and provide for the conduct of the Chapter's meetings.
- D. Each major objective as listed in Article II, Section 2 of these Bylaws shall be under the supervision of either a Board member or an appointed Committee Chairperson.

Section 5. Conflict of Interest of Directors and Officers

- A. General
 - 1. The directors and officers of the chapter shall comply with all conflict of interest policies of the chapter, the society and the association.
 - 2. The directors and officers shall exercise the utmost good faith in all transactions relating to their duties in the chapter. In their dealings with and on behalf of the chapter, they are held to a strict rule of honest and fair dealing with the chapter. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the chapter's interest and that of the individual. All acts of directors and officers shall be for the benefit of the chapter in any dealing that may affect the chapter adversely. The directors and officers shall not accept any favor that might influence their actions affecting the chapter or its members.

3. During their terms of office, directors and officers shall promptly make full disclosure to the chapter of any existing or new employment, activity, investment or other interest that might involve obligations that may adversely compete with or be in conflict with the interest of the chapter.

B. Disclosure of Conflict of Interest

1. Each person shall complete the conflict of interest form as approved by the board of directors upon nomination to office, and/or before appointment to fill a vacancy in office. Conflict of interest forms shall be sent to the board of directors for review and decision. Appeal of adverse decisions shall be made directly to the board of directors. The decision of the board of directors following such appeal is final.

Section 6. Meetings

The Board of Directors shall meet not less than four times each Chapter year. Additional meetings may be called or scheduled by the President with the approval of a majority of Board members.

Section 7. Quorum

A majority of the Board present at a meeting shall constitute a quorum.

Section 8. Vacancies

Vacancies on the Board of Directors shall be filled in accordance with Article VII, Section 2, of these Bylaws.

Section 9. Removal from Board

- A. Any Board member shall automatically forfeit his or her office if he or she loses eligibility for membership, is expelled from membership pursuant to these bylaws, or fails to fulfill the duties of his or her office.
- B. Any member of the Board of Directors who is absent from two successive meetings of the Board without adequate reason, which shall be determined by the remaining Board members, may be removed from office by a majority vote of the remaining Board members. Upon confirmation of a removal, the vacancy shall be filled in accordance with Article VII, Section 2, of these Bylaws.

ARTICLE VI - ELECTED OFFICERS

Section 1. Elected Officers

Elected Officers of this Chapter shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. At-large members - a minimum of two and a maximum of five At Large members shall be elected.

Section 2. Eligibility

Only regular members of the Chapter in good standing who have demonstrated active participation in the Chapter and are in compliance with all provisions of the Bylaws shall be eligible to serve as at-large members of the board of directors of the Chapter. Further, only regular members of the Chapter in good standing who have demonstrated active participation in the Chapter, are in compliance with all provisions of the Bylaws and have had prior Board experience shall be eligible to serve as President and/or Vice President. Treasurer and Secretary positions must be a former Board member, a former committee member or may be nominated on the recommendation of a Board member.

Section 3. President

The President of the Chapter shall:

- A. Preside at regular and special meetings of the Board of Directors and membership.
- B. Represent the Chapter at meetings of other organizations where official representation of the Chapter is desirable.
- C. Provide leadership for programs and activities for the Chapter during the term of office.
- D. Appoint such committees and committee chairpersons as are necessary to implement the objectives of the Chapter.

- E. Submit an Annual Report of the Chapter to the Board and Chapter membership no later than June 30th of each year.

Section 4. Vice President

The Vice President shall:

- A. Preside at Board meetings and Chapter Business meetings in the absence of the President.
- B. Serve as Chairperson of the Program Committee.

Section 5. Secretary

The Secretary shall:

- A. Maintain Chapter records and correspondence.
- B. Record and distribute minutes of Chapter meetings and Board Meetings.
- C. Notify Chapter members of meetings.
- D. Assume the duties of Treasurer as necessary.

Section 6. Treasurer

The Treasurer shall:

- A. Maintain all financial records of the Chapter.
- B. Supervise the receipt and disbursement of funds as directed by the Board of Directors.
- C. By July 1 of each year provide for an audit of the Chapter's finances for the fiscal year ending June 30th.
- D. Receive and screen applications for eligibility requirements.
- E. Submit any IRS required tax documents.
- F. Assume the duties of Secretary as necessary.

Section 7. At-Large Members

The At-Large Members shall assume responsibilities for the work of Committees as assigned by the President.

ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominating Committee

- A. The Nominating Committee shall be composed of the three most recent past Presidents who are still regular members and the current President, with the immediate Past President serving as Chairperson for the Committee. If the immediate past President is unable to serve, the Board of Directors shall appoint a regular member in good standing to serve as Chairperson for the Committee.
- B. The Nominating Committee shall call for nominations from among the voting members. The Nominating Committee shall select qualified candidates, based on eligibility, from among those nominated and construct a ballot. The ballot shall provide for write-in candidates.
- C. The Ballots shall be submitted to the membership at least 30 days in advance of the Annual Meeting.
- D. All completed ballots must be received by the Chairperson of the Nominating Committee within 15 days of the Annual Meeting.
- E. The Nominating Committee shall tabulate the completed ballots. The Chairperson shall report the results of the election at the Annual Meeting.
- F. Officers shall be elected based on a simple majority vote of the completed ballots.

Section 2. Vacancies in Elected Offices

- A. Vacancies in elected offices shall be filled by the succession designated in the various offices. If no succession is designated, the Board of Directors shall:
 - 1. Appoint an eligible member of the Chapter to fill the vacancy until the next Annual Meeting.
 - 2. Notify all Voting members of the vacancy and of the appointment.
- B. If both the President and Vice President are unable to complete their respective terms, the Board of Directors shall appoint, from the Board membership, a President Pro Tempore to serve the remainder of the President's term.

ARTICLE VIII - MEETINGS

Section 1. Minimum Number

There shall be a minimum of two (2) general membership meetings per Chapter year, one of which shall be the Annual Business meeting.

Section 2. Annual Business Meeting

The Annual Business Meeting shall be the Spring Meeting of the Chapter year and shall be held for the purposes of:

- A. Presenting annual reports of Officers and Standing Committees.
- B. Announcing the election of new officers.
- C. Conducting such other business as may properly come before the membership.

Section 3. Regular Meetings

A Regular meeting of the Chapter membership shall be held at least once during the Chapter year, and scheduled by the Board of Directors.

Section 4. Special Meetings

Special meetings of the membership may be called by the Board of Directors and 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.

Section 5. Notice of Meeting

The Secretary of the Chapter shall notify the membership of annual, regular, or special meetings no less than 30 days prior to the date of the meeting.

Section 6. Order of Meetings

- A. The President of the Chapter shall preside at all meetings. In his/her absence, the Vice President shall assume the chair.
- B. The latest edition of Robert's Rules of Order Newly Revised shall govern the transaction of business at all meetings of the Chapter unless otherwise provided in these Bylaws.

Section 7. Voting

- A. Eligibility to Vote - All regular members in good standing shall have the right to vote. Proxy voting shall not be permitted.
- B. Mail Votes - All mail voting shall use first-class mail or electronic mail. For purposes of voting by electronic mail, a ballot is considered signed if the voting member's name is included in the body of the electronic mail reply.
- C. Majority - Except as otherwise specified herein, all matters shall be settled by simple majority vote.

Section 8. Quorum

- A. A quorum shall consist of no less than 20 percent of the total eligible voting membership of the Chapter.
- B. For the purpose of voting by mail, a quorum shall consist of no less than 20% of the total eligible voting membership.

ARTICLE IX - DUES

Section 1. Minimum Dues

Minimum annual dues of the Chapter shall be established by the Board of Directors of the Chapter. Additional dues as recommended by the Board may be charged each Chapter member.

Section 2. Property of Chapter

All dues paid to the Chapter shall become the property of the Chapter, which shall allocate operating funds as recommended by the Board of Directors. No portion of the dues paid by any member shall be refundable because of any change in membership status.

Section 3. Donations

Any funds or property that may be donated to further the work or programs of the Chapter shall become the property of the Chapter, and shall be used for any purpose designated by the Board of Directors.

Section 4. Fiscal Year

The Chapter fiscal year shall commence on July 1 and terminate on June 30th. Dues, Chapter membership and terms of office will follow the Fiscal Year.

ARTICLE X - AMENDMENTS

Section 1. Proposals

Amendments to these Bylaws may be proposed by the Board of Directors, any Committee appointed for such purpose, and/or Active members of the Chapter.

Section 2. Publishing

The Board of Directors shall publish any proposed amendments to the membership at least 30 days in advance of the meeting at which action will be taken.

Section 3. Voting

Regular members shall vote on Amendments by mail using signed ballots. A two-thirds (2/3) affirmative vote of a quorum is required for approval. Discussion of the proposed Amendment must be held at an Annual, Regular or Special Business meeting preceding the mailing of the ballots.

Section 4. Effective

All amendments to these Bylaws will become effective upon approval.

ARTICLE XI - DISSOLUTION OF CHAPTER

Section 1. Procedure

The Chapter may be dissolved by Chapter members in the following manner:

- A. A resolution to dissolve the Chapter shall be acted upon at a meeting of the Board of Directors. The resolution shall set forth the reasons for dissolution.
- B. Within 30 days following the Board action, a mail ballot shall be sent to all Chapter members setting forth the reasons for the dissolution. Thirty (30) days after the ballots are mailed, they shall be counted by the Board of Directors. A two-thirds (2/3) affirmative vote is required for approval of the action.
- C. Upon approval of the dissolution, any assets of the Chapter shall be donated to ASHRM.

ARTICLE XII - ADOPTION OF BYLAWS

These bylaws became effective upon approval at the first meeting of the Chapter.

Reviewed: 2/92; 5/95; 9/95; 5/96; 5/97; 5/98; 4/04

Reviewed and revised as approved 11/99; 5/00; 5/02, 4/04, 03/05, 02/07, 01/08, 8/11, 4/14

Signature (President) **Date** _____

Signature (Secretary) **Date** _____

VASHRM Bylaws 2014