

National Association Medical Staff Services
(a California Nonprofit Mutual Benefit Corporation)

Bylaws

Article 1

Name

The name of the association is the NATIONAL ASSOCIATION MEDICAL STAFF SERVICES (NAMSS).

Article 2

Purposes

The purpose of NAMSS shall be to enhance the professional development and recognition of the profession in the areas of practitioner credentialing, privileging, professional practice evaluation, provider enrollment, quality improvement, risk management, and/or regulatory compliance and management.

Article 3

Offices

The principal office and any other offices of NAMSS shall be in such places as the Board of Directors shall determine.

Article 4

Membership

Section 1. Active Members. Active members shall consist of individuals actively involved in credentialing, privileging, practitioner or provider organizations, provider enrollment, quality, risk management and/or regulatory compliance in the healthcare industry. Active members pay dues and are eligible to vote.

Section 2. Affiliate Members. Affiliate members shall consist of former active members who no longer meet the criteria for active membership and other professionals in associated industries who do not meet the criteria for active membership including full time students enrolled in a health-related field. Affiliate members pay dues but are not eligible to vote or hold office or chair a committee or task force; however, they may serve in an advisory position to a committee or task force.

Section 3. Vendor Members. Vendor members shall consist of individuals, companies, or organizations that regularly distribute, supply, or sell products or services to NAMSS members or their employers that directly compete with NAMSS' products and services. These may include but are not limited to, software organizations, attorneys, interim staffing companies, professional organizations and healthcare regulators and accreditors. Members of this vendor category pay dues but are not eligible to vote, hold office, or chair a committee or task force; however, they may serve in an advisory position to a committee or task force by special appointment.

Section 4. Honorary Members. Honorary members shall consist of members deemed deserving of membership by virtue of their outstanding reputation, noteworthy contributions to NAMSS, or their previous long-standing service to NAMSS, 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 5. Termination of Membership. The Board of Directors may, by affirmative vote of eight (8) voting members of the Board, expel a member for conduct injurious to NAMSS 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.

Section 6. Reinstatement. Upon written request of a former member whose membership was terminated pursuant to Article 4, Section 5, the Board of Directors may, by affirmative vote of eight (8) voting members of the Board, reinstate such former member to membership upon such terms as the Directors deem appropriate.

Section 7. Transfer of Membership. Membership in NAMSS is not transferable or assignable.

Section 8. Eligibility. In order to be eligible to be nominated, elected, or appointed to a Volunteer Leader position within NAMSS, individuals must agree to the essential requirements outlined in the Volunteer Leader Agreement. Two of these requirements are as follows:

- (a) Members who are consultants or vendors as defined in Article 4, Section 3, may not serve on the Board of Directors, as a Chair or Member of a Committee, or as a Chair of a Task Force; and
- (b) Members of the NAMSS Board of Directors may not simultaneously serve as a Board member of a State Association or Chapter. Members of NAMSS Committees may not simultaneously serve as the President or President-Elect of a State Association or Chapter.

Article 5

Dues

Annual dues for membership are due and payable at an amount set by the Board of Directors and in accordance with the Membership Policy.

Article 6

Membership Meetings

A business meeting 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. Fifty (50) members shall constitute a quorum.

Article 7

Board of Directors

Section 1. General Powers and Duties. NAMSS shall be governed by its Board of Directors in accordance with the Articles of Incorporation and these Bylaws.

Section 2. Composition. The Board of Directors shall be composed of members as follows:

- (a) The ~~four officers~~ President, President-Elect, Immediate Past President and Secretary-Treasurer of NAMSS, initially elected by and from the active membership in accordance with NAMSS policy on nominations and elections.
- (b) Nine Directors At Large, elected by and from the active membership in accordance with NAMSS policy on nominations and election.
- (c) One Director Public Member who may or may not be a member of NAMSS may be appointed by the President to an advisory position as a non-voting member.
- (d) The Executive Director of NAMSS as a non-voting member.

Section 3. Term of Office. The President, President-Elect, Immediate Past President and Secretary-Treasurer shall each serve as a director of NAMSS for so long as he or she holds the corresponding office. Newly elected Directors at Large shall take office on the first day of the fiscal year and serve for a three-year term. Terms shall be staggered such that the terms of approximately one-third of the Directors at Large shall expire each year. An elected Director at Large may serve only one consecutive term and may not serve as such again for a period of at least three years from expiration of the term except for additional service as an Officer of NAMSS or except for service to fill a vacancy in a Director at Large position. There is not a cumulative term limit on service as a Director at Large. The ~~non-voting~~ Public Member ~~Director~~ appointed from outside of NAMSS shall serve a one-year term unless re-appointed by the incoming President.

Section 4. Eligibility. Members of the Board of Directors may not simultaneously hold office while serving as a Board member of a State Association or Chapter. To be eligible to serve as a Director at Large, an individual must (i) have at least one current NAMSS certification (e.g., CPMSM, CPCS, or CPES), (ii) be a member of NAMSS in good standing for at least the most recent five years, (iii) demonstrate experience in a leadership role within NAMSS, including, but not limited to, service as a member of a NAMSS Committee or State Association Board; and (iv) demonstrate experience as a medical services or provider enrollment professional.
~~and other eligibility requirements as set forth in the Board of Directors job descriptions.~~

Section 5. 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 Executive Committee or by the written request of any eight (8) voting members of the Board of Directors.

Section 6. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting.

Section 7. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Parliamentary Authority. The Board of Directors shall establish the parliamentary authority for conducting deliberations.

Section 9. Removal. Any Director may be removed by an affirmative vote of eight (8) voting members of the Board of Directors whenever in the Board's judgment the best interests of NAMSS will be served by 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.

Section 10. Resignation. Any Director may resign by giving written notice to the President, President-Elect, the Secretary-Treasurer, the Executive Director, or the Board. Such a written resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time such resignation is tendered. If the resignation is effective at a future time, the Board may elect a successor to take office as of the effective date of the resignation.

Section 1011. Vacancies. Vacancies ~~on the~~ in the Directors at Large on the Board of Directors shall be filled by appointment of the Board upon recommendation of the President. Each person appointed to fill a vacancy as a Director at Large shall hold office for the balance of the unexpired term of the replaced Director at Large and until a successor has been named and qualified, or until their earlier resignation, death, or removal from office. A person selected to fill a vacancy shall not be treated as having served a term during their vacancy service for purposes of applicable term limits.

Article 8 Officers

Section 1. Officers, Eligibility and Duties. The officers of NAMSS shall be a President, a President Elect, an Immediate Past President, and a Secretary-Treasurer. To be eligible to serve as an Officer, an individual must (i) meet all of the eligibility criteria required of a Director as set forth in Article 7, Section 4 of these Bylaws, except that they shall be required to hold at least two current NAMSS certifications; and (ii) have previously served as a Director of NAMSS. The duties of the Officers shall be as follows:

- (a) President. The President shall preside at all meetings of the Board, of the Members, and of the Executive Committee, and may provide direction on behalf of the Board to the Executive Director to help ensure the Board's directives and resolutions are carried out. The President shall have all other powers and perform all other duties incident to the office of President and such other duties as assigned by the Board.
- (b) President-Elect. In the absence, disability, or vacancy of the President, the President-Elect shall perform all the duties of the President, and, when so acting, shall have all of the powers of the President. The President-Elect shall have any other powers and perform any other duties assigned by the Board and/or the President.
- (c) Immediate Past President. The Immediate Past President shall provide, upon request, advice and leadership to the Board regarding past practices and other matters to assist the Board. The Immediate Past President shall also support the President and President-Elect on an as-needed basis, assist with the mentoring of new Board members, and perform such other duties as may be assigned by the Board and/or the President.
- (d) Secretary-Treasurer. The Secretary-Treasurer shall keep or cause to be kept a record of the proceedings of the Board and of the Members; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and be the custodian of the corporate records. The Secretary-Treasurer shall also be responsible for the financial affairs of the NAMSS. The Secretary-Treasurer shall perform such other duties as may be assigned by the Board and/or the President.

~~The authorities and responsibilities of each position shall be as delineated in NAMSS policies.~~

Section 2. Election. The Secretary-Treasurer shall be elected annually by the active membership in accordance with NAMSS policy on nominations, and election. The President, President-Elect and Secretary-Treasurer, upon completion of their one-year terms, shall

automatically succeed to the offices of Immediate Past President, President and President-Elect respectively. Refer to Policy on Nomination and Election of NAMSS Officers and Board members.

Section 3. Term of Office. The Immediate Past President, President, President Elect, Secretary/Treasurer shall each serve for a one-year term of office and may not be elected to a second term in the same office.

Section 4. Removal. Any officer of NAMSS may be removed by an affirmative vote of eight (8) voting members of the Board of Directors whenever in the Board's judgment the best interests of NAMSS will be served thereby. Any 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.

Section 5. Resignation. Any Officer may resign from office at any time by giving written notice to the President, President-Elect, Secretary-Treasurer, the Executive Director, or the Board. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time such resignation is tendered. Any resignation shall be without prejudice to any rights of the NAMSS under any contract to which the Officer is a party.

Section 56. Vacancies.

If the office of President becomes vacant because of death, resignation, removal, disqualification, or otherwise, the President-Elect shall vacate his or her office and serve as President for the balance of the President's term; if the office of President-Elect becomes vacant because of death, resignation, removal, disqualification, succession of office, or otherwise, the Secretary-Treasurer shall vacate his/her office and serve as President-Elect for the balance of the President-Elect's term; if the office of Secretary-Treasurer becomes vacant because of death, resignation, removal, disqualification, succession of office, or otherwise, the President shall recommend a replacement for the vacant office, who, when approved by the Board, shall fill the vacancy to serve as Secretary-Treasurer for the balance of the term of his/her predecessor. Vacancies in the office of Immediate Past President shall not be filled. Notwithstanding the foregoing line of automatic succession, the Board may decide that a Past President shall instead fill the vacancy in any office for the unexpired remainder of the term.

~~In the event of an officer vacancy, each officer below the open slot shall succeed to the next position leaving the Secretary/Treasurer position open. The Secretary/Treasurer position would then be filled by appointment of the Board of Directors upon recommendation of the President for the remainder of the term. Following the completion of the term, the Secretary/Treasurer position shall be filled through an election in accordance with the Nominations of Board Members policy. However, the Board may instead choose to appoint a Past President to fill the vacancy for the remainder of the term rather than having each officer succeed to the next position.~~

**Article 9
Executive Director**

The Executive Director serves as the chief operating director of NAMSS with duties and responsibilities assigned by the Board of Directors. The Executive Director serves as a non-voting member of the Board of Directors.

Article 10

Committees

Section 1. General. NAMSS shall have such committees, councils, and task forces as may be required by these bylaws or established by the Board of Directors in accordance with these Bylaws.

Section 2. Standing Committees. The following standing committees shall be organized by the Board and shall have the authority, responsibility, membership, and operate in accordance with policies and procedures as established and approved by the Board.

- (a) **Executive Committee** consisting of the President, President Elect, Secretary/Treasurer, Immediate Past President, and Executive Director— as a non-voting member.
- (b) **Audit and Finance Committee**
- (c) **Certification Commission of NAMSS**
- ~~(d) **Conference Committee**~~
- ~~(e) **Education Committee**~~
- (f) **Ethics Committee**
- ~~(g) **Membership Committee**~~
- (h) **Leadership Selection Committee**

Other committees not having and exercising the authority of the Board in the management of the Corporation may be created in accordance with policies and procedures as established and approved by the Board.

Article 11

State Associations

Organized state associations can request affiliation. The rights and responsibilities of such affiliation status shall be in accordance with NAMSS State Affiliation Handbook.

Article 12

Fiscal Year

The fiscal year of NAMSS shall be as determined by the Board of Directors.

Article 13

Diversity and Non-Discrimination

NAMSS shall value diversity and shall not discriminate based on race, creed, color, religion, sex, national origin or ancestry, disability, or sexual orientation.

Article 14

Conflict of Interest

Officers and Directors of the Board, Committee Members, and NAMSS Volunteers shall abide by the Volunteer Leader Agreement and Conflict of Interest policy of NAMSS, as each may be updated from time to time, to protect the business and financial interests of NAMSS and to ensure fairness of practices.

Article 15

Dissolution

Upon dissolution of NAMSS, the assets shall be distributed by the Board of Directors as follows:

- (a) All liabilities and obligations of NAMSS will be paid, satisfied, and discharged.

- (b) All remaining funds will be used to promote the medical services profession, such as donations to state associations or donations to state scholarship funds in the health-related fields.

Article 16 Amendments

All proposed amendments of these Bylaws shall be referred to the Board of Directors. The Board of Directors shall report on them either favorably or unfavorably at the next regular meeting, or a virtual meeting or a special meeting called for such purpose. They shall be voted upon at that meeting. A request for changes shall be disseminated to the active members for vote. The Bylaws may be amended by a two-thirds vote of the ballots returned within the time specified by the Board of Directors. These Bylaws may not be unilaterally amended by either the members or by the Board of Directors. The Bylaws will be reviewed in accordance with the Bylaws Review Policy.

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

Article 17 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 NAMSS.

Policies and Procedures may be adopted, amended, repealed or added by vote of the Board of Directors 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 by the Board in accordance with the Bylaws Policy.

Article 18 Indemnification

All officers, Board Members, committee members, and individuals who are authorized to act for and on behalf of NAMSS in their responsibilities and activities pursuant to these bylaws shall be indemnified, to the fullest extent permitted by law, upon approval of the appointment and/or election of the individual by the Board.

Approved by the Membership:

December 18, 1998

Amended and Approved by Membership:

March 31, 1999; August 7, 2002; September 1, 2004; March 31, 2006, April 24, 2009, August 25, 2011; May 31, 2012; May 31, 2013; April 2, 2015

Technical revisions by BOD March 9, 2005; April 1, 2009