

# **WISCONSIN SOCIETY FOR HEALTHCARE RISK MANAGEMENT**

## **BYLAWS**

### **ARTICLE I - NAME**

The name of the organization shall be the Wisconsin Society for Healthcare Risk Management, hereafter referred to as the "Society".

### **ARTICLE II - PURPOSE**

The purpose of the Society shall be to advance the development and role of professional practice of healthcare risk management by:

- A. Conducting educational programs and activities to strengthen and develop healthcare risk management programs and promote professional development;
- B. Providing a forum for the exchange of ideas;
- C. Developing professional relationships among members in order to facilitate free exchange of information and resolution of mutual problems; and
- D. Providing a forum on healthcare risk management issues and explaining the impact of these issues to other appropriate parties.
- E. Advocating for the benefit of patients, healthcare and the profession in regulatory and legislative arenas.
- F. Promoting the certification of healthcare risk management professionals

### **ARTICLE III - POWERS AND DUTIES**

#### **Section 1. Organized as a Not-for-Profit**

The Society is organized exclusively for charitable and educational purposes as a not-for-profit association as described in Section 501(c)(6). The Society shall conduct its business so that no part of its income and earnings shall inure to the benefit of any member, director, officer, or other individual. Upon dissolution any assets of the Society shall be distributed to an organization enjoying exempt status under Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code or successor statutory authority.

#### **Section 2. Responsibility of Officers**

The Officers of the Society (Officers) shall be responsible for conducting the business of the Society and to act on behalf of the Society on governance issues between Board meetings. The Officers shall carry out the powers and duties granted in these bylaws and by the Society's Board of Directors.

#### **Section 3. Responsibility of the Board of Directors**

The Board of Directors (Board) of the Society shall carry out the powers and duties granted in Article VII.

#### **Section 4. Membership Rights and Responsibilities**

The membership of the Society shall have the rights and obligations vested in them according to the designated membership categories in Article IV. The membership, as specified in Article V and Article XI is granted the authority to ratify amended bylaws.

### **ARTICLE IV MEMBERSHIP**

#### **Section 1. Eligibility**

Membership is open to professionals whose job responsibilities include healthcare risk management or who have demonstrated a bona fide interest in the field of healthcare risk management and who agree to support the mission, vision and code of professional responsibility of the Society.

In order to promote and foster the Society's purpose to advance the development and role of the professional practice of healthcare risk management, including providing a forum for the exchange of ideas and to facilitate the free exchange of information and resolution of mutual problems, an individual whose current job responsibilities include the legal representation of medical malpractice plaintiffs shall be precluded from membership in the Society.

#### **Section 2. Categories of Membership**

There shall be two categories of membership. The first category shall be for individuals whose job responsibilities include healthcare risk management or who have demonstrated a bona fide interest in the field of healthcare risk management ("Category 1"). The second category shall be for individuals who are retired from the professional practice of healthcare risk management ("Category 2"). Category 1 and Category 2 members shall be treated equally under the bylaws, except that Category 2 members shall receive a fifty-percent (50%) dispensation from the Society's annual dues.

#### **Section 3. Establishment of Membership**

Membership in the Society shall become effective upon (a) receipt of a properly completed application form; (b) receipt of the specified dues, and (c) approval of the application by the Membership Committee Chair in accordance with Society bylaws and criteria developed and approved by the Board of Directors.

#### **Section 4. Transfer of Membership**

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

#### **Section 5. Change of Membership**

Members who change institutional affiliation shall retain their membership during the full term for which dues have been paid except if their affiliation includes job responsibilities for the legal representation of medical malpractice plaintiffs.

### **Section 6. Termination of Membership**

#### **A. Resignation**

Members may, at any time, resign from the Society by providing written notice of such resignation to the Board.

#### **B. Suspension or expulsion**

The Board may suspend or expel any member for cause, at any time, after giving such member the opportunity for a fair hearing before the Board. Such hearing shall be conducted in the same manner as the hearing procedure established by the American Society of Healthcare Risk Managers (ASRHM). Any Member suspended or expelled may be reinstated by the Board.

For purposes of this subparagraph, the term “for cause” shall include, but not be limited to, any of the following:

- a. Any violation of these bylaws
- b. Any conduct on the part of the member that is detrimental to the interests and welfare of the Society and its members.

#### **C. Nonpayment of dues**

Members who fail to pay dues within 60 days after they become due shall have their membership automatically terminated.

### **Section 7. Elections**

The Members shall elect or approve the Directors and Officers of the Society according to Article IX and Article XI, Section 3.

## **ARTICLE V DUES**

A new Member’s dues are payable with the initial application for membership in the Society. Thereafter, annual dues of the Society shall be established by the Board and shall be payable on or before a date set by the Board. No portion of the dues paid by the member shall be refundable upon termination of their membership or for any other reason.

## **ARTICLE VI – MEETINGS OF THE MEMBERS**

### **Section 1. Annual Meeting**

The Society's Members shall meet at least annually for the transaction of the affairs of the Society. Such annual meeting shall be held at a time and place selected by the Board.

### **Section 2. Special Meetings**

Special meetings may be called by the Board upon approval by the President or upon petition of no less than ten percent of the Society's Members. Special meetings 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 3. Notice of Meetings**

The Society's Secretary shall notify the membership by email or mail of annual or special meetings, at least 30 days prior to the date of the meeting.

### **Section 4. Order of Meetings**

The Society's Members shall adopt regulations for conducting meetings of the Society and may amend them from time to time. The President, or the President's designee, shall preside at all meetings.

### **Section 5. Voting**

- A. Eligibility to Vote.** Only members in good standing shall have the right to vote. Proxy voting shall not be permitted.
- B. Majority.** Except as otherwise specified herein, all matters shall be settled by simple majority vote.

### **Section 6. Quorum**

A quorum shall consist of 10% of the members, or 20 members, whichever is less.

## **ARTICLE VII BOARD OF DIRECTORS**

### **Section 1. Eligibility**

Only individuals who have been members of the Society for a minimum of one year in compliance with all provisions of the bylaws shall be eligible to serve on the Board.

## **Section 2. Composition**

The Board shall be composed of eleven (11) voting members, including the President, the President-elect, Past President, Secretary, Treasurer and six (6) Directors.

## **Section 3. Term for Directors**

The term of office for an elected Director shall be two years. A Director may serve for three consecutive terms. All terms will begin on January 1 and end on December 31 two years later. Directors serving less than a full two year term shall be eligible for re-election for another full term of office. A Director having served three consecutive terms shall be ineligible for re-election to the board until one year has elapsed.

Any Director who is absent from two successive meetings of the Board without adequate reason as determined by the President shall, with the concurrence of the majority of the Directors, have his/her appointment terminated and his/her seat declared vacant to be filled in accordance with the provisions of these bylaws.

## **Section 4. Powers and Duties**

The Board shall have the power to develop plans, objectives, and purposes for the Society; approve and revise all rules and regulations for the operation of the Society; establish standing and ad hoc committees in line with the objectives of the Society in order to implement the Society programs; review the recommendations of these committees; and, recommend the date, location, format and program of the Society's annual meeting and educational programs the Society conducts in accordance with the overall educational objective.

The Board shall also recommend liaison relationships and committee memberships with other organizations, agencies, or associations related to the Society's purpose and recommend the development of materials or the revision of materials related to the Society's purpose.

All resolutions or recommendations pertaining to the expenditure of moneys shall be approved by the Board before the same shall become effective.

The actions of the Board shall at all times be in compliance with the bylaws and regulations of the Society. The Bylaws shall be reviewed annually by the Directors. Recommendations for changes are to be presented to the Board thirty (30) days in advance of a vote by the membership on the proposed changes. Proposed changes to the Bylaws will be either emailed to the membership or posted to the WSHRM website fifteen (15) days in advance of a vote on the proposed changes by the membership.

## **Section 5. Quorum/Board of Director Meetings**

- A. Quorum.** A majority of Directors then in office shall constitute a quorum of the board, but a majority of the Directors present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice.

- B. **Manner of Acting.** At each meeting of the Board of Directors, each Director shall be entitled to cast one (1) vote on all matters presented to the board for its approval. The act of a majority of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board. Voting by proxy shall not be permitted.
- C. **Meeting Dates.** The Board shall meet not less than two times per year. Additional meetings may be called by the President, as necessary, to conduct the business of the Society, or upon request of four members of the Board.

### **Section 6. Vacancies**

The Board shall have authority to fill any mid-term vacancy, other than a vacancy in the Office of the President or President-Elect (which shall be filled in accordance with Section 7 of Article VIII), that may occur on the Board by appointment of an eligible member of the Society for the unexpired term. Filling of a vacated office by appointment of the Board shall not be deemed to constitute a term of office.

### **Section 7. Attendance at Meetings by Telephone or Other Means of Communication**

Directors may participate in meetings by or through the use of telephone or other means of communication provided that Directors may simultaneously communicate with each other during the meeting. Directors participating in a meeting by telephone or other means of communication are deemed to be present at the meeting and may verbally vote.

### **Section 8. Action by Written Consent of Directors**

Any decisions that may be made by the Board without a meeting may be made with the written majority vote of the full Board.

## **ARTICLE VIII - OFFICERS**

### **Section 1. Eligibility**

Officers shall be selected from among the Directors or Directors-Elect, provided that an individual must have at least one (1) year of prior experience as a Director to be eligible to serve as an Officer, which experience may be from a prior term of service as a Director.

### **Section 2. Officers**

The Officers shall be President, President-Elect, Secretary and Treasurer, who shall each be elected by the Membership.

### **Section 3. Term**

The term of office for the President and President-Elect shall each be one (1) year. The term of office for the Treasurer and Secretary shall each be for two (2) years.

### **Section 4. Duties of President and President-Elect**

The President shall act as Chairperson of the Board of Directors and shall preside at all meetings of the Board and the Membership. The President-Elect shall perform the duties of the Office of the President whenever the President shall be unable to do so.

The President-Elect must be committed to serve for three years; a one year term as President-Elect, a one year term as President and a one year term as Past-President as described in Section 5 below.

### **Section 5. Duties of the Past-President**

The immediate Past-President shall serve as a Director and chair the Nominating Committee.

### **Section 6. Reports**

Annually, the President shall present a year end report to the membership at the annual meeting. The report shall contain information on the fiscal situation of the Society and an overview of activities and programs.

### **Section 7. Vacancies**

If the office of President becomes vacant, the President-Elect shall immediately succeed to the Presidency for the duration of the unexpired term, and shall continue to serve as President of the subsequent term. If both the President and President-Elect shall become unable to perform the duties of their office, the Board shall appoint a President Pro Tempore to serve the remaining portion of the unexpired term from the membership of the Board. At the next regular election of the Society's Members, a President and President-Elect shall be elected.

### **Section 8. Duties of the Secretary**

The Secretary shall maintain the official minutes of the Society, and be the custodian of the records of the Society membership.

### **Section 9. Duties of Treasurer**

The treasurer shall maintain all financial records.

### **Section 10. Job Descriptions**

The Board shall review job descriptions as appropriate and report changes to the membership at the annual business meeting.

## **ARTICLE IX – ELECTION OF DIRECTORS AND OFFICERS**

Directors and Officers shall be elected or approved by the Membership in accordance with these Bylaws. The Membership shall first vote on a slate or ballot for Directors, followed by a vote on a slate or ballot for Officers.

## **ARTICLE X - CONFLICT OF INTEREST**

The Directors and Officers of the Society shall administer its affairs honestly and economically and in compliance with the Society's Code of Ethics, and exercise their best care, skill, and judgment for the benefits of the Society.

During their turn of office, Directors and Officers shall promptly make full disclosure to the Society of potential conflict of interest 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 Society.

## **ARTICLE XI - COMMITTEES**

### **Section 1. Standing and Special Committees**

**A.** The standing Committees/functions of the Society shall be chaired by a Board member who shall determine the size of the committee if needed:

1. Nominating
2. Program
3. Membership
4. Newsletter Committee
5. Legislative Committee

**B.** Special Committees

Special Committees may be established by the President, with the concurrence of the Board. A Special Committee shall limit its activities to the accomplishment of the task for which it was established, and it shall have only those powers which are expressly conferred upon it by the Board. When the task is completed, the Special Committee shall be automatically dissolved and its members discharged.

### **Section 2. Minutes and Reports**

Committees shall keep minutes of their meetings and shall furnish reports of their activities to the Board at each annual meeting of the Society, or more frequently, if so requested or directed by the Board.

### **Section 3. Nominating Committee**



The Nominating Committee will solicit nominations for the Board from the membership. The Committee shall prepare a slate of candidates for all Director and Officer positions to be filled. The slate shall consist of members from a variety of organizations and will be representative of the state to the extent feasible.

The Committee's slate shall be provided to the Board thirty 30 days prior to the annual meeting. If the number of nominations exceeds the open positions, a ballot listing the candidates for Directors and Officers shall be emailed or distributed in a manner approved by the Board to each eligible voting member of the Society by the Committee, no later fifteen (15) days before the annual meeting. The votes for the approved slate of candidates shall be collected and tabulated by one member of the Committee and the results shall be reported at the annual meeting.

If the number of nominations does not exceed the open positions, the slate will be presented to the Board for approval. The approved slate will be presented to the membership at the annual meeting.

#### **Section 4. Program Committee**

The Program Committee shall be chaired by the President-Elect. The members shall be appointed for one year renewable terms. The Program Committee shall have the responsibility of planning and organizing the educational meetings during the coming year.

### **ARTICLE XII - ADOPTION OF BYLAWS**

These bylaws shall be effective upon approval at the first meeting of the Society.

### **ARTICLE XIII - AMENDMENTS**

Amendments to the Bylaws may be proposed by the Board or by petition of at least ten percent of the members eligible to vote. Amendments proposed by petition of the members shall be filed with the Secretary at least thirty (30) days prior to the annual meeting. These bylaws may be amended by two-thirds vote of the members.

**Effective:** 11/3/89

**Revised:** 5/10/94; 12/15/97; 10/25/99; 9/28/2000; 9/27/2001, 5/8/2002, 7/9/04, 10/05/2006, 11/08/2007; 11/2008; 09/26/2013; 09/22/2016