

BYLAWS OF THE WASHINGTON ASSOCIATION MEDICAL STAFF SERVICES

ARTICLE I. NAME AND GOVERNANCE

The name of the organization shall be the Washington Association Medical Staff Services (AKA “WAMSS” or “the Association”). The Association shall be governed by these Bylaws. The use of the Association’s name, acronym, or logo is prohibited without written approval from the Board of Directors.

ARTICLE II. HEADQUARTERS

The headquarters of WAMSS shall be located in the city of residence of the President. An Agent for WAMSS may be named by the Board of Directors to facilitate conducting business for the Association. The address of the agent may be used to conduct official business for the Association.

ARTICLE III. OBJECTIVES

The objective of WAMSS 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 medical staff or related activities throughout the State of Washington, and to support the mission and activities of the National Association Medical Staff Services.

ARTICLE IV. STRUCTURE

WAMSS shall be 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

The members of WAMSS agree to adhere to the NAMSS code of ethics 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, or national origin.

SECTION 1. ACTIVE

Active members shall be those individuals having responsibility credentialing, privileging, practitioner or provider organizations and/or regulatory compliance in the healthcare industry. Active members shall pay dues and shall be eligible to vote and hold office. Active members shall be encouraged to join the National Association.

SECTION 2. AFFILIATE

Affiliate members shall be those former active members interesting in the overall goals and objectives of the association who no longer meet the criteria for active membership. This includes full time students enrolled in a health-related field and retired person from the credentialing profession. Affiliate members shall pay dues but shall not be eligible to vote or hold office.

SECTION 3. HONORARY

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

SECTION 4. TERMINATION OF MEMBERSHIP

The Board of Directors may, by affirmative vote of the majority of the 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 5. REINSTATEMENT OF MEMBERSHIP

Upon written request of a former member whose membership was terminated pursuant to Article V, Section 4, the Board of Directors may, by affirmative vote of the majority of the voting members of the Board, reinstate such former member to membership upon such terms as the Directors deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP

Membership in WAMSS is not transferable, refundable, or assignable.

ARTICLE VI. DUES AND FEES

SECTION 1. Annual dues for membership, which may not be higher than National dues, shall be due and payable on January 1st at an amount set by the Board of Directors. Membership renewal notices are sent to current members by October 1st.

SECTION 2. A prospective member who joins the Association during the last quarter of the calendar year (October, November, December) shall pay the annual dues amount for the current year which shall satisfy the dues requirement for the ensuing year.

SECTION 3. Failure by a member to pay dues by January 31, shall result in automatic non-renewal of membership.

ARTICLE VII. PURPOSE

The purpose of WAMSS shall be:

- (a) To provide an organized structure at the state level for members of the Association, enabling them to work together on opportunities for improvement.
- (b) To conduct educational programs.
- (c) To serve as resources to the hospitals, health plans, clinics and other healthcare entities within the area.
- (d) To provide a channel of communication between the Association and the National Association.
- (e) To promote the purpose of, and membership in, the National Association.

ARTICLE VIII. OFFICERS

SECTION 1. OFFICERS

The elected officers of the Association shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer, who shall serve on the Board of Directors. The President-elect shall automatically succeed the office of President.

SECTION 2. QUALIFICATIONS

A candidate for office must be a member in good standing of the Association, the President and President-Elect must be an active member of the National Association and be currently certified by the National Association.

SECTION 3. SELECTION OF OFFICERS

The election of officers shall be conducted in the three months prior to the end of the calendar year by written ballot in accordance with the following guidelines:

- (a) Officer nominations shall be made by the Nominating Committee.

- (b) The Nominating Committee's proposed Slate of Officers shall be distributed to the active membership at least two weeks prior to balloting. The Slate of Officers shall be distributed by November 15 each year. Write-in nominations may additionally be made. All candidates nominated must consent to nomination.
- (c) Ballots will be distributed by a method approved by the Board two weeks following the initial mailing of the Slate, with ballots to be returned within two weeks of the date of distribution. Ballots will be distributed by December 1 each year.
- (d) Election shall be by a simple majority of the ballots returned. Terms of office shall be one year for President, President-elect and Past President. Terms of office shall be two years for the Secretary and Treasurer.
- (e) Officers will start their term effective June 1st following the date of their election.

SECTION 4. VACANCIES IN OFFICE

Vacancies, except for 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 mail ballot of the active membership.

SECTION 5. REMOVAL OF AN OFFICER

Upon receipt of a written request from an Active member, the Board of Directors will review and investigate as necessary the request to remove of one of its officers. The Board President will call a review meeting to consider the request and may take action by majority vote of a quorum to remove a Board Officer. The President of the Board will notify the affected board officer in writing of the proposed action and will allow the affected board officer to meet with the Board of Directors and provide input before a final decision is made. Formal notice of the final decision will be given to the affected officer and communicated to all members.

SECTION 6. CONFLICT OF INTEREST

Members who serve on the Board of Directors as an officer or chair a committee or task force must complete the conflict of interest agreement directly after election/approval of position. The Conflict of Interest form will be completed annually thereafter to ensure that any new or updated conflicts will be captured.

ARTICLE IX. DUTIES OF OFFICERS

Position descriptions detailing the duties and responsibilities of all officers and members of the Board of Directors shall be outlined in the Association's Policies and Procedures.

SECTION 1. PRESIDENT

The President shall be the Chief Executive Officer of the State Association. The President shall preside at all meetings of the Association and shall serve as Chair of the Board of Directors and Chair of the Nominating committee. It shall be the President's duty to supervise the activities of the Association; to present a report at the annual meeting; to appoint the chairs and members of committees as allowed or required by these bylaws upon approval of the Board of Directors; and to perform such other duties as authorized by the Board of Directors. The President shall be a current member of WAMSS and NAMSS and be Certified.

SECTION 2. PRESIDENT-ELECT

The President-Elect shall act for the President in her/his absence and at the direction of the President, serve as member of the Conference Planning Committee and Chair of the Membership Committee. As Chair of the Membership Committee, the President-Elect shall be responsible for the collection of membership dues. The President-Elect shall be a current member of WAMSS and NAMSS and be Certified.

SECTION 3. SECRETARY

The Secretary shall keep accurate minutes of all meetings of the Association and shall be custodian of all Association records (with the exception of financial records). The Secretary shall act as historian for the Association. The Secretary shall be a current member of WAMSS.

SECTION 4. TREASURER

The Treasurer shall be custodian of the funds of the Association. The Treasurer shall keep a record of the payment of dues, render an annual budget, prepare a financial statement which shall be presented to the membership at the Annual Meeting and perform such other duties as may be necessary to coordinate and advance the Association's objectives. The Treasurer should have had previous accounting and/or finance experience. The Treasurer shall be the custodian of all financial records. The Treasurer shall be a current member of WAMSS.

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. The Immediate Past President shall serve as Conference Planning Chair. The Immediate Past President shall be a current member of WAMSS.

ARTICLE X. BOARD OF DIRECTORS

SECTION 1. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible for:

- a. Obtaining and directing resources into activities and programs which benefit the Association's perceived needs.
- b. Striving for balance between the satisfaction of perceived needs and the capability of the Association to bear the financial load.
- c. Ensuring the financial viability of the organization so that it continues to exist to serve its constituency.
- d. Approving financial policy.
- e. Approving a detailed budget and presenting a budget to the membership which applies resources for the benefit of the constituency and Association priorities.
- f. Monitoring the financial health of the Association.

SECTION 2. BOARD OF DIRECTORS DESCRIPTION

- (a) The Board of Directors shall consist of WAMSS Officers and shall have the authority to make policy decisions for the Association; to approve the annual budget; to establish rules and procedures for WAMSS and its directors; and to approve, modify, or disapprove reports, resolutions, rules and regulations or procedure manuals or action of officers or committees of the Association. The Board of Directors may act on any matter that the convention body may act upon except amendments to the Association Bylaws.
- (b) The Board of Directors shall meet at least quarterly and may transact business in writing. The actions of the Board of Directors shall be final except on appeal by the convention body. Duties of the officers may be delegated in case of absence of an officer.

Board meetings shall be open to the general membership. If the Board meets in Executive Session to discuss a confidential issue, the general membership will be excused.

- (c) 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 member for attending specific meetings. Nothing herein contained shall be construed to preclude any member of the Board of Directors from serving WAMSS in any capacity and receiving compensation.
- (d) A Board member shall not hold more than one Board position at a time.
- (e) A quorum of a meeting of the Board of Directors where business is transacted shall be the President and two other voting board members.
- (f) In the event that a voting Board member is unable to be present at a board meeting, the voting member may proxy their vote to a Committee Chair. The absent voting member shall complete the proxy form and send it to the WAMSS Secretary. If the form cannot be completed prior to the Board Meeting, a verbal notification to a Board Member is acceptable. The proxy form must still be completed as soon as possible and forwarded on to the WAMSS Secretary.
- (g) Special meetings of the Board may be called by any member of the Board.
- (h) All Board Members shall utilize a WAMSS email address for all WAMSS business communications. This email should be an email address that can be accessed by the WAMSS Board in event of emergency, need, or for continuity of the business of WAMSS. The use of a non-WAMSS email address is discouraged to ensure continuity of the business of the WAMSS Board.

ARTICLE XI. COMMITTEES

The Board of Directors shall authorize the committees of WAMSS. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall appoint the chair and members of the committees, upon approval of the Board of Directors. The committee chairs and members will be appointed and may be reappointed at the discretion of the President. Committee chairs will be limited to two consecutive terms. Committee chairs will be invited to attend Board meetings and will participate as ex-officio members without a vote. Members who chair a committee or task force must complete the conflict-of-interest agreement. WAMSS committee communications should be done with a WAMSS email address. The use of a non-WAMSS email address is discouraged to ensure continuity of business of any WAMSS Committee.

SECTION 1. MANAGEMENT STEERING COMMITTEE

The Management Steering Committee shall consist of the immediate Past President, President, and President-Elect who will be delegated operational management responsibility by the Board to conduct business between Board sessions with all actions being subsequently reviewed by the Board in its entirety.

SECTION 2. CONFERENCE PLANNING COMMITTEE

The Conference Planning Committee shall consist of the Immediate Past President as Chair, the President-Elect, the current President, Treasurer, Education Committee Chair and other volunteer members. The duties shall be to plan and implement the educational content of the Annual conference. All contracts and financial decisions for current or future conferences should be reviewed and signed off by the Conference Planning Chair and at least one Board Member.

SECTION 3. MEMBERSHIP COMMITTEE

The President-Elect shall serve as Membership Chair. The duties are to promote the growth of WAMSS, process applications, prepare an annual membership roster and respond to inquiries about the Association.

SECTION 4. BYLAWS COMMITTEE

The President shall appoint a Bylaws Chair who shall review the bylaws at least annually for conformity with the National Association's Bylaws and submit recommendations for revisions to the Board of Directors. The Board of Directors shall submit the proposed amendments to the general membership at the next Annual Conference or distributed by a method approved by the Board. Any active member may propose amendments to the Bylaws Chair. The Chair shall be appointed for a two-year term and is an ex-officio member of the Board of Directors without vote.

SECTION 5. NOMINATING COMMITTEE

The Nominating Committee shall be composed of the President, who shall serve as Chair. The active membership shall elect four (4) members of the Nominating Committee during the Annual Conference or by electronic mail if no conference is held.

SECTION 6. EDUCATION COMMITTEE

The Education Committee shall consist of the Chair and other members. The President shall appoint the Chair. The duties shall be to oversee the lending library, provide tools and resources for members to further educate themselves and assist members with forming study groups for those applying for the certification examinations. Expenses for, mailings and material purchases shall be accredited to the Education Committee budget approved by the Board. The Chair shall be appointed for a two-year term and is an ex-officio member of the Board of Directors without vote. The Chair shall be a member of the Conference Planning Committee.

SECTION 7. SCHOLARSHIP COMMITTEE

The Scholarship Committee shall be composed of an appointed chair, and at least four members. The active membership shall elect four (4) members of the Scholarship Committee, during the Annual Conference or by electronic mail if no conference is held. This committee will review the scholarship applications and recommend recipients on an annual basis in accordance with the scholastic year. Scholarship Committee members are not eligible for scholarships. The Chair will be appointed for a two-year term and is an ex-officio member of the Board of Directors without vote.

SECTION 8. COMMUNICATIONS COMMITTEE

The Communications Committee shall be composed of an appointed chair, the editor of the quarterly WAMSS newsletter (Privileged Information (PI)), the webmaster, the assistant webmaster, and other members. This committee will develop ways to share information with WAMSS members and to foster a dialogue on issues important to the members. The committee will oversee the website, the quarterly WAMSS newsletter (PI), and other publishing of information to the membership. The Chair will be appointed for a two-year term and is an ex-officio member of the Board of Directors without vote.

SECTION 9. STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee shall be composed of a Chair and other members. The President shall appoint the chair. The committee will work with the Board on strategic planning and developing strategies, goals, and objectives/action plans. The Chair will be appointed for a two-year term and is an ex-officio member of the Board of Directors without vote.

ARTICLE XII. ANNUAL STATE CONFERENCE

SECTION 1. WAMSS may hold a State Conference annually which shall not be in conflict with the National Annual Conference or regional meetings. Notice of the meeting

shall be provided to the membership not less than thirty (30) days prior to the meeting. The members present shall constitute a quorum.

SECTION 2. The active membership shall elect four (4) members of the Nominating Committee during the Annual Conference or by electronic mail if no conference is held. The active membership shall elect four (4) members of the Scholarship Committee during the Annual Conference or by electronic mail if no conference is held.

SECTION 3. The President-Elect shall certify the active voting members prior to the annual business meeting and submit this list to the President prior to the annual conference.

ARTICLE XII. OFFICIAL PUBLICATION

The Publication of the Washington Association Medical Staff Services will be “Privileged Information”; which will be published quarterly following the meeting of the Board of Directors. All articles submitted will be subject to review by the Editor.

The Washington Association Medical Staff Services will also utilize the official publication of the National Association Medical Staff Services.

ARTICLE XIII. FISCAL YEAR

The fiscal year of this organization shall be June 1 to May 31.

ARTICLE XIV. SEAL

The official seal, stationery and membership certificates of the Association shall bear the words “Washington Association Medical Staff Services.”

ARTICLE XV. DISSOLUTION

Upon dissolution of WAMSS, the assets shall be distributed by the Board of Directors as following:

- (a) All liabilities and obligations of WAMSS will be paid, satisfied and discharged.
- (b) All remaining funds will be used to promote the medical services profession, such as donations to the national association(s) or donations to state scholarship funds in the health-related fields.

ARTICLE XVI. AMENDMENTS

These bylaws may be amended by a one third (33%) vote of the voting membership at any WAMSS meeting, or by ballot distributed by a method approved by the Board (by a one third (33%) vote of ballots returned within the time specified by the Board of Directors). 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 of Directors for review. Notice of proposed changes shall be sent to the voting members at least fifteen (15) days prior to an Association meeting or distribution of the ballots.

The Board of Directors shall have the power by two thirds (2/3) to adopt such amendments to the Bylaws as are in the Board's judgment technical or legal modifications, clarifications or renumbering, or amendments made necessary because of punctuation, spelling or other errors of grammar or expression. Such amendments shall be effective immediately.

These Bylaws may not be unilaterally amended by either the members or by the Board of Directors. The Bylaws will be reviewed and approved in accordance with the NAMSS Bylaws Committee policy.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIII. RULES AND REGULATIONS

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

ADOPTED BY THE WASHINGTON ASSOCIATION MEDICAL STAFF SERVICES ON
04/25/2024



President, Washington Association Medical Staff Services

Revised 8/90

Recorded – Ballard Community Hospital Med.Staff Services
Retyped 1/93
Recorded – Multicare Medical Center Medical Staff Services
Retyped 12/94
Recorded – St. Peter Hospital Family Practice Residency Program
Revised 12/97
Revised 5/2001
Revised 5/2003
Revised 12/2004
Revised 10/2006
Revised 05/2008
Revised 04/2010
Revised 11/2011
Revised 09/2012
Revised 04/2013
Revised 09/2014
Recorded – Snoqualmie Valley Hospital
Revised 06/2017
Revised 11/2019
Recorded by NAMSS 12/30/2019
Revised 05/07/2020
Reviewed 11/28/2021
Recorded by NAMSS 12/2/2021
Reviewed/ 11/23/2023
Revised 04/08/2024
Review/Revised 04/25/2024