

BYLAWS

**ILLINOIS SOCIETY OF HEALTHCARE RISK
MANAGEMENT**

Effective: June 18, 2010

BYLAWS

ARTICLE I - NAME

The name of the organization shall be the ILLINOIS SOCIETY OF HEALTHCARE RISK MANAGEMENT (hereinafter "Society").

ARTICLE II - PURPOSE AND OBJECTIVES

The Society is organized primarily for charitable, scientific, educational and social activities as a non-profit association.

The key purpose of the Society is to promote the delivery of safe, high quality health services for the benefit of patients, visitors, and employees by advancing and developing the professional practice of healthcare risk management by:

- A. Conducting educational programs and other activities to strengthen and promote members' professional development and effective risk management;
- B. Facilitating communication of healthcare risk management issues with selected external stakeholders; and
- C. Creating networking opportunities to facilitate the exchange of ideas, information, and solutions of mutual concerns.

ARTICLE III - AFFILIATION

The Illinois Society of Healthcare Risk Management may enter into formal affiliation agreements with various organizations whose purpose is to promote the ideals of healthcare risk management and whose respective goals and purposes are similar to the Society. The Society shall maintain tax-exempt status under 501c (3). The Society will be a chapter affiliate of the American Society for Healthcare Risk Management (ASHRM). The goal will be to have 10% of the Society's members also have an ASHRM membership.

ARTICLE IV - MEMBERSHIP

Section 1. Type of Membership

The Society's membership shall consist of professionals whose job responsibilities include healthcare risk management or who have demonstrated a bonafide interest in the field of healthcare risk management and who agree to support the Purpose and Objectives of the Society. Membership categories shall include regular members, emeritus members, and student members. The qualifications for each category of membership are as stated below:

A. Regular Member

A regular member is a professional who is actively involved in the field of healthcare risk management or whose job responsibilities include healthcare risk management, or who has an interest in healthcare risk management. Regular members may vote and hold an elected office in the society.

B. Emeritus Member

An emeritus member is any member who has been a member of the society in good standing for at least ten (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 2. Rights of Members

A. Members entitled to vote under Section 1 of this Article shall elect the Officers and Directors of the Society by the mechanisms described in these Bylaws.

B. The voting membership can vote on other issues of Society governance at meetings convened under the provisions of Article VI and otherwise compliant with these Bylaws, except changes to these Bylaws, which are controlled by Article XI. The quorum for such a vote shall be fifty percent of eligible voting members. Two-thirds of members voting must approve any such action.

Section 3. Establishment of Membership

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

Section 4. Transfer and Change of Membership

Membership in the Society can be transferable to another person if the following criteria are met: (1) the membership was paid for by the institution, and (2) the original member is replaced by the new member.

Section 5. Termination of Membership

- A. Resignation. Members may at any time file their resignation from the Society in writing with the Board of Directors. Dues are non-refundable if a member resigns.
- B. Suspension or Expulsion. The Board of Directors of the Society may suspend or expel any member for cause, at any time, after giving such member the opportunity for a hearing before the Board of Directors. An affirmative vote of a majority of the Board of Directors present and voting is required for such action. For the purposes of this article, "for cause" shall include, but not be limited to, violation of these Bylaws, or any conduct on the part of said member that is detrimental to the purpose or objectives of the Society. Examples of what may constitute a terminable offense may include but not be limited to loss of professional licensure for cause, loss of the Certified Professional in Healthcare Risk Management designation or other professional certification for cause, conviction of a felony involving moral turpitude, and loss of membership in ASHRM for cause. Any member who has been suspended or expelled may apply for reinstatement to the Society and may be reinstated by an affirmative vote of a majority of the Board of Directors present and voting.
- C. Loss of Eligibility. Membership of any person who, because of change of position, is no longer eligible for membership in the Society and who fails to reestablish such eligibility within 30 days of such change shall have his or her membership terminated. Such persons may reapply for membership when regaining eligibility.
- D. Nonpayment of Dues. Members who fail to pay dues within 60 days after due and payable shall have their membership automatically terminated.

ARTICLE V - DUES

The Board of Directors of the Society shall establish annual dues of the Society. All dues paid to the Society shall become property of the Society. No portion of the dues paid by any member shall be refundable because their membership is terminated for any reason. Dues are payable with application for membership. Dues for renewal membership are charged in December annually to coincide with the beginning of the Society's fiscal year - January 1st.

Additional fees may be charged by the Society for participation in its programs as set by the Program Committee. Any surplus from programs and funds or property that may be donated to further the work or programs of the Society shall become the property of the Society, but shall be used for the purpose designated by the donor, as consistent with the Purposes and Objectives of the Society.

ARTICLE VI - MEETINGS

Section 1. Annual Meeting

The Society 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 of Directors of the Society.

Section 2. Special Meetings

- A. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings, unless members present and voting unanimously consent to the consideration of other subjects.
- B. Upon approval by the Board of Directors, the President may call special meetings of the Society.
- C. Voting members can call a special meeting but only if supported by a petition representing at least fifty percent of the voting membership. The full voting membership must be notified of such a meeting by mail no less than thirty days prior to the meeting. Voting at such a meeting is governed by Article IV (Membership) Section 2.B.

Section 3. Notice of Meeting

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

Section 4. Order of Meetings

The Society shall conduct meetings using as a resource Modern Rules of Order (2nd ed.) A Guide for Conducting Business Meetings.

Section 5. Voting

- A. Eligibility to Vote. Only regular members in good standing shall have the right to vote. Proxy voting shall not be permitted.
- B. Voting may occur by persons in assembly, by mail ballot, or by other mechanisms approved by the Board of Directors.
- C. Majority. Except as otherwise specified herein, all matters shall be settled by simple majority--a majority of returned votes or a majority of members voting in assembly, as the case may be.

Section 6. Quorum

Except as otherwise specified herein, a quorum shall consist of the regular members present at a duly called meeting or responding to a call to vote.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Eligibility

Only regular members of the Society in good standing and in compliance with all provisions of the Bylaws shall be eligible to serve as a Board member on the Board of Directors of the Society.

All Board members shall have voting power.

Section 2. Composition

The Board of Directors shall be composed of nine members, including the offices of President, Vice President, Immediate Past President, Secretary, and Treasurer with four additional Board Members.

Section 3. Election and Term

“Director” refers to an elected non-officer of the Board. The term of office for an elected director shall be two years. A director may serve for two consecutive terms. All terms will begin at the Annual Board Meeting. Directors serving less than a full two-year term shall be eligible for reelection for another full term of office. A director having served two full two-year terms may be eligible for reelection to the Board with approval by the Board of Directors and vote of the Membership, subject to a total limit of 6 consecutive years (not including years as an officer).

Membership of the Board of Directors will be broadly representative of the membership at large.

The election of directors shall be conducted by mail or other voting mechanisms approved by the Board of Directors. A ballot listing the candidates proposed by the Nominating Committee shall be mailed to each eligible voting member of the Society by the Secretary not less than 45 days prior to the annual meeting. Ballots shall be returned by mail or other voting mechanisms approved by the Board of Directors to the society no later than two weeks before the annual meeting. The votes shall be tabulated by the Secretary and reported to the Board of Directors. The results of the election shall be binding and shall be communicated to the membership at the annual meeting.

Any member of the Board of Directors who is absent from two successive meetings of the Board without adequate reason, in view of the President, and with the concurrence of the majority of the members of the Board of Directors, shall have his or her appointment terminated and his or her seat declared vacant to be filled in accordance with the provision of these bylaws.

The Illinois Hospital Association liaison, if not serving as an elected Director or Officer, may attend Board meetings as a non-voting member.

Section 4. Powers and Duties

- A. The Board of Directors shall have the authority to conduct the affairs of the Society and to act on behalf of the Society on issues related to health care risk management.
- B. The Board of Directors shall be responsible for the supervision and care of all property of the Society.
- C. The Board of Directors may cooperate with other organizations and contribute resources to cooperative projects in advancement of the Society goals in ways that will not restrict the Society from acting independently.
- D. The Board of Directors shall have the power to develop plans, objectives, and purposes for the Society; develop, approve and revise rules and regulations for the operation for the Society; establish ad hoc committees in line with the objectives of the Society; review and approve recommendations of the committee; and provide for the conduct of the Society's meetings.
- E. The actions of the Board of Directors shall at all times be in conformity with the bylaws of the Society.

Section 5. Vacancies

The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy in the Office of President or of Vice President, by appointment of an eligible member of the Society for the unexpired term. Refer to policy, Elections.

Filling of a vacated office by appointment of the Board shall not be deemed to constitute a term of office.

Section 6. Meetings

The Board of Directors shall meet not less than once a year. Additional meetings may be called by the President with the approval of the Board of Directors, as necessary, to conduct the business of the society, or upon the request of three (3) members of the Board of Directors.

Section 7. Forfeiture of and Removal from Office

Any Director shall automatically forfeit his or her board position if he or she loses eligibility for membership or is terminated from membership pursuant to these bylaws or failure to fulfill the duties of his or her office.

ARTICLE VIII - OFFICERS

Section 1. Eligibility

Only regular members of the Society in good standing and in compliance with all provisions of the bylaws shall be eligible for elective office in the Society.

Section 2. Officers

The offices shall be President, Past President, Vice President, Secretary and Treasurer, who shall be elected by the regular membership of the Society.

Section 3. Election and Term

All officers shall be elected for a term of one year. The term of office will commence at the Annual Board Meeting. The Vice President eligibility shall be contingent upon willingness to serve as President and Past President. A ballot, listing the candidates proposed by the Nominating and Membership Committee, shall be distributed to each eligible voting member of the Society by the Secretary not less than 45 days prior to the Annual Meeting. Ballots shall be returned by mail or other voting mechanisms approved by the Board of Directors no later than two weeks before the annual meeting. The votes shall be tabulated by the Secretary and reported to the Board of Directors. The results of the elections shall be binding and shall be communicated to the membership at the Annual Meeting.

Section 4. Duties

The President of the Society shall preside at all meetings of the Board. The President and Vice President will be members of the American Society of Healthcare Risk Management. The Vice President shall perform the duties of the Office of the President whenever the President shall be unable to do so.

Section 5. Reports

No less than annually, the President shall submit a report to the membership. The report shall contain information on the fiscal situation of the Society and an overview of activities and programs. The report shall be made at the Annual Meeting. Minutes are available to those members unable to attend by requesting the minutes from the Secretary.

Section 6. Vacancies

If the Office of President becomes vacant, the Vice President vacates the Office of Vice President and shall immediately assume the Presidency for the duration of the unexpired term and shall be eligible for election as President for the subsequent term.

If the Offices of Vice President, Secretary or Treasurer become vacant, the Board of Directors shall appoint, from the membership of the Board of Directors, a Vice President Pro Tempore, Secretary Pro Tempore or Treasurer Pro Tempore to serve for the remaining portion of the unexpired term.

Section 7. Forfeiture of and Removal from Office

Any officer shall automatically forfeit his or her office if he or she loses eligibility for membership or is terminated from membership pursuant to these bylaws or failure to fulfill the duties of his or her office.

ARTICLE IX - CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS

Section 1. General

The Directors and Officers of the Society shall administer its affairs honestly and economically and exercise their best care, skill and judgment for the benefit of the Society.

During their terms of office, Directors and Officers shall make full disclosure of any dual or conflicting interest arising from any existing or new employment, activity, or investment.

ARTICLE X - COMMITTEES

Section 1. Nominating and Membership Committee

- A. The Nominating and Membership Committee shall be composed of not less than three Board members and may include up to three at-large members. Members of the committee will be appointed by the President of the Board of Directors.
- B. The Secretary shall serve as Chairperson.
- C. The Nominating and Membership Committee prepares the slate of officers to present to the Board and voting membership, conducts elections, and supports membership development.
- D. The Nominating and Membership Committee shall be responsible for identifying potential Risk Manager of the Year recipients and tallying points to determine the ultimate recipient pursuant to the established criteria. Requests for nominees will be sent out with the ballots for election to the Board of Directors. The winner will be announced to the general membership at the annual meeting.
- E. The Committee shall have the responsibility for the review and approval of membership applications including the decision regarding questions of membership category and maintenance of an accurate membership list. A current list of the Society's membership will be sent to ASHRM annually.

Section 2. Program Committee

- A. The Program Committee shall be composed of the President, Vice-President, Past President, IHA liaison, and at least two other Board and/or at-large members of the Society. Members of the committee will be appointed by the President of the Board of Directors.
- B. The President shall serve as Chairperson.
- C. The Program Committee shall have the responsibility of planning and organizing the education meetings during the year. The Program Committee shall also coordinate public relations matters relating to the Society, including oversight of the web site, sponsorship recruitment, and any periodic publications to the membership.

Section 3. Finance Committee

- A. The Finance Committee shall be composed of the Treasurer, two additional Board members, and at least two at-large members of the Society.
- B. The Treasurer shall serve as Chairperson.
- C. The Finance Committee shall oversee the finances of the Society, monitor the financial status, give financial report at each Board meeting, and submit the annual financial report to the Society's Annual Meeting.

Section 4. Bylaws and Policy & Procedure Committee

- A. The Bylaws and Policy & Procedure Committee shall be composed of the Past President, two additional Board members, and at least one at-large member of the Society.
- B. The Past President shall serve as Chairperson.
- C. The Bylaws/P&P Committee shall review the Bylaws annually and submit recommended revisions to the Board. The Bylaws/P&P Committee, with input from the other committees, shall develop policies/procedures and review annually to support the functions of the Society as put forth in these Bylaws.

Section 5. Ad Hoc Committees

The President of the Society may appoint ad hoc committees as authorized by the Board of Directors and for purposes compatible with the Purpose and Objectives of the Society for specific charges.

ARTICLE XI - AMENDMENTS

The bylaws may be amended by a two-thirds vote of the regular members by returning a ballot by mail or other mechanisms such as email or fax as approved by the Board of Directors.

Amendments to the bylaws may be proposed by the Bylaws Committee, the Board of Directors, or by petition of at least 10 percent of the members eligible to vote.

Amendments proposed by petition of the regular members shall be filed with the President of the Board and published with the Board's meeting/agenda at least sixty days prior to any meeting.

Notice of proposed amendments shall be mailed to each eligible voting member not less than forty-five days in advance of the annual meeting.

June 1989 Bylaws Drafted and Approved

Bylaws Reviewed/Amended:

- 5/16/90 Article VIII, Section 1 and 5
- 5/16/90 Article X, Section 1
- 5/10/91 Article III, Section 1
- 3/10/95 Article VIII, Section 2 and 3
Article IX, Section 3 and 6
Article XI, Section 1; Section 2; Section 3; Section 4;
Section 5; Section 6; Section 7; Section 8
Article XII
- 12/1/95 Article IV
Article V, Section 1
Article VI
Article VIII, Section 3
Article IX, Section 2; Section 5; Section 6
- 1/29/97 Article I
Article II
Article IV
Article V, Section 1; Section 2; Section 3; Section 4
Article VI
Article VII, Section 5
Article VIII, Section 1; Section 2; Section 3; Section 4; Section 7
Article IX, Section 3; Section 5; Section 7
Article XI, Section 1; Section 2; Section 3; Section 4; Section 5;
Section 6; Section 7
Article XII
- 5/8/98 Cover Page and title above Article I
Article VII, Section 5
Article VIII, Section 1; Section 3; Section 5
Article IX, Section 4
Article XI, Section 1, Section 2, Section 3
Article XII, Para.1; para.2
- 2/25/99 Article III, Section 1
Article VI, Section 1
Article VIII, Section 3
Article IX, Section 3; Section 4; Section 6
Article XI, Section 1
- 5/4/01 Article II
Article III
Article V, Section 1; Section 4
Article VII, Section 2, Section 6, Section 7
Article VIII, Section 3, Section 4, Section 6, Section 7
Article IX, Section 1, Section 2, Section 3, Section 4, Section 6, Section 7
Article XI, Section 1
Article XII
- 6/12/08 Article IV deleted
Article V (now IV) Section 1, Section 2, Section 4, Section 5 B, Section 5 D
Article VI (now V)
Article VII (now VI) Section 2, Section 4, Section 6
Article VIII (now VII) Section 1, Section 2, Section 3, Section 4, Section 5
Article IX (now VIII) Section 1, Section 3
Article X (now IX)

Article XI (now X) Section 1, Section 2, Section 3, Section 4, Section 5
Article XII (now XI)
6/18/09 Reviewed with no amendments
6/17/10 Article IV, Section 1C deleted
Article IV, Section 5B
Article VII, Section 3, Section 5
Article VIII, Section 3, Section 5, Section 6, Section 7
Article IX, Section 1
Article X, Section 1C & 1E deleted
Article X, Section 1D (now 1C), 1F (now 1D), 1G (now 1E), Section 4A, 4C