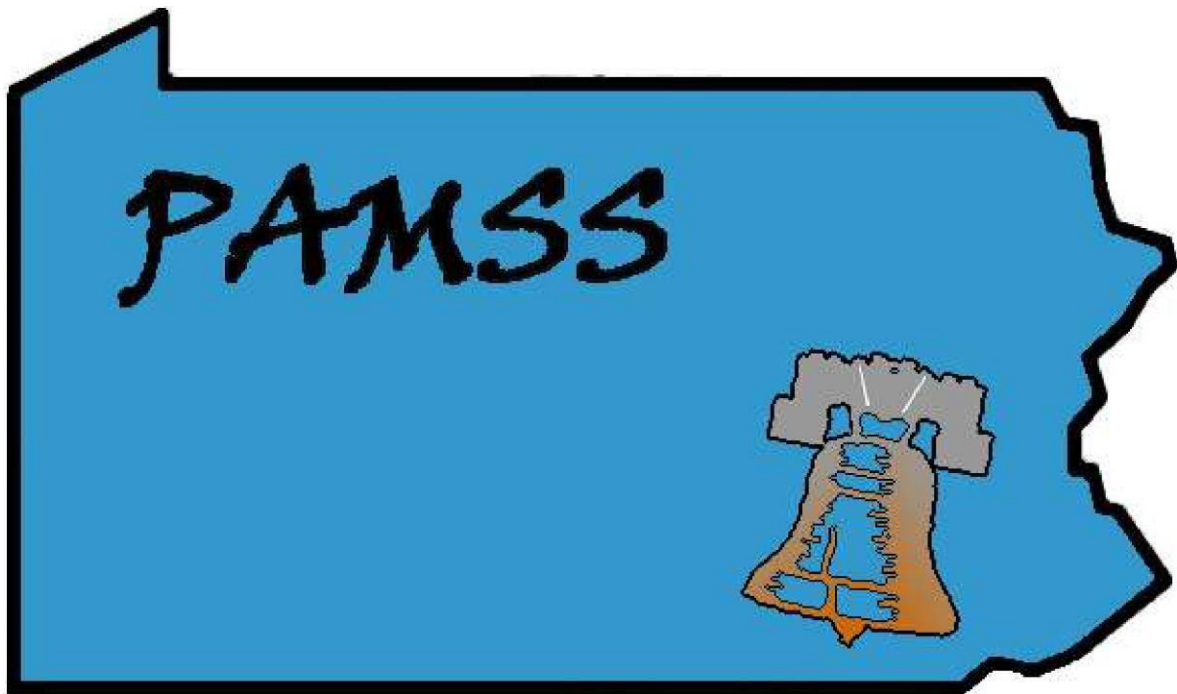




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MEDICAL STAFF SERVICES ASSOCIATION OF PENNSYLVANIA

BYLAWS

MEDICAL STAFF SERVICES ASSOCIATION OF PENNSYLVANIA

BYLAWS

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MEDICAL STAFF SERVICES ASSOCIATION OF PENNSYLVANIA

ADOPTION

These bylaws are adopted and made effective upon recommendation by the Board of Directors and approval by the membership superseding and replacing any and all previous bylaws, policies and procedures. All activities and actions of the Medical Staff Services Association of Pennsylvania doing business as "PAMSS" and of each individual exercising membership are pursuant to the requirements of these bylaws.

Words used in the bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the content requires. The captions or heading are for convenience only and are not intended to limit or define the scope or effect of any provision.

ARTICLE I. NAME

The name of this organization shall be the Medical Staff Services Association of Pennsylvania, (aka "PAMSS"). PAMSS" and it shall be governed by these Bylaws.

ARTICLE II. MISSION STATEMENT

PAMSS is committed to enhancing the professional development of and recognition for professionals in the medical staff, provider enrollment and credentialing services field. Through our education, advocacy, and commitment to patient safety, PAMSS continues to support our colleagues in the healthcare industry.

ARTICLE III. PURPOSE

PAMSS supports the mission and activities of the National Association of Medical Staff Services "NAMSS".

Section 1. The purpose of PAMSS shall be:

- (a) To provide an organized structure at the State level for medical staff services professionals, enabling them to work together on problems of interest.
- (b) To conduct educational programs.
- (c) To serve as a resource to hospitals, managed care organizations and other healthcare-related entities within the Commonwealth of Pennsylvania.
- (d) To provide a channel of communication between NAMSS and medical staff professionals in Pennsylvania.
- (e) To promote the purpose of, and membership in, NAMSS.

ARTICLE IV. STRUCTURE

Section 1. PAMSS 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.

Section 2. PAMSS shall be composed of chapters throughout the Commonwealth of Pennsylvania. These chapters shall operate in conformity with the Bylaws of PAMSS. The Bylaws for Chapters of PAMSS shall not conflict with the Bylaws of the Association.

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ARTICLE V. MEMBERSHIP

Membership in PAMSS shall be categorized as Active and Honorary. Members are to adhere to the NAMSS Code of Professional Conduct and refrain from conducting business injurious to PAMSS or its purpose. No individual shall be denied membership on the basis of sex, race, creed, religion, disability, sexual orientation, or national origin. The Board of Directors shall, at its discretion, create additional membership categories. PAMSS shall not limit the size of its active membership.

Medical *staff* professionals include but is not limited to individuals who are responsible for administration and management of credentialing, privileging, and enrollment of providers.

All members of PAMSS and local chapters will be encouraged to apply for membership of the NAMMS.

Section 1. Active:

Active membership shall be limited to Medical *Staff* Professionals "MSP" or those individuals engaged in medical staff activities in healthcare or managed care organizations. Active members shall be required to pay dues and shall be eligible to vote, hold office and be appointed or elected to the PAMSS office or other positions.

Section 2. Honorary:

Honorary membership may be awarded, at the discretion of the Board of Directors, to those individuals recognized for their outstanding reputation, their noteworthy contributions to the health and medical sciences or their previous long-standing services to PAMSS. Honorary members shall not pay dues and shall not be eligible to vote or hold office; however, they may serve in an advisory position.

Section 3. Termination of Membership:

The Board of Directors may, by affirmative vote of the majority, terminate membership of a PAMSS member for conduct that is injurious to the State Association and 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 of Directors' action on the matter. Such action shall be communicated to the member's respective Chapter president for consideration of continued or future affiliation with that Chapter.

Section 4. Reinstatement:

Upon written request of a former member whose membership was terminated pursuant to this Article V. Membership, Section 3. Termination of Membership, the Board of Directors may, by affirmative vote of the majority, reinstate such former member to membership upon such terms as the Board of Directors deems appropriate.

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ARTICLE VI. DUES AND FINANCE

- Section 1. Annual dues for membership shall be due and payable January 1st for the ensuing calendar year at an amount set by the Board of Directors and said amount shall not exceed NAMSS dues.
- Section 2. Dues paid to PAMSS do not render membership to NAMSS or to PAMSS chapters and vice versa.
- Section 3. A budget shall be developed annually, adopted by the Board of Directors, and shall be available for review at the Annual Meeting.
- Section 4. The financial records of PAMSS shall be audited annually by two Board Members and available for review at the Annual Meeting.

ARTICLE VII. CHAPTERS

PAMSS shall be divided into local chapters throughout the Commonwealth. The purpose of a chapter shall be to provide a forum for educational activities at a local level, to serve as a resource to the chapter members within PAMSS and NAMSS.

- Section 1. Chapters may be organized, disbanded and/or reorganized by submitting a request to the Executive Committee for approval. If disbanded, written notification shall be submitted from the chapter board members. All remaining assets of the chapter shall go to PAMSS to provide educational opportunities and support to the medical staff professionals. Any outstanding expenses should be resolved before closing the chapter account. It shall not be a benefit of any individual remaining chapter. The closing chapter members shall have the opportunity to be reorganized in another chapter of their selection until the next term of the membership dues is required.
- Section 2. Chapters shall be governed by the PAMSS Bylaws and may be revoked by the Executive Committee of PAMSS and the Board of Directors of NAMSS.
- Section 3. A local chapter may not limit the size of its active membership.
- Section 4. Chapters shall elect a minimum of three officers: name, President, President-Elect, and Secretary or Treasurer.
- Section 5. The President or designee of each chapter shall submit an annual report to the Executive Committee and shall include the Chapter's financial and membership status and summary of activities for the year.
- Section 6. Bylaws, Rules and Regulations or procedures manual of local chapters may not conflict with PAMSS and/or NAMSS Bylaws.
- Section 7. Each chapter is encouraged to send a representative to each Board of Directors meeting.
- Section 8. At the discretion of the chapter president, requests for direction on specific issues or problems may be addressed to the Executive Committee.

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Section 9. Chapter dues may be set at the local level but may not exceed that of PAMSS or NAMSS dues.

ARTICLE VIII. OFFICES/OFFICERS

Section 1. Officers:

The officers of the PAMSS shall consist of:

President
President-Elect
Immediate Past President
Secretary
Treasurer

Section 2. Qualifications:

At the time of nomination or appointment, and throughout the term of office, an officer or candidate for an officer position of PAMSS, whether elected or appointed, shall/preferred:

- (a) be a resident of and/or actively employed in the Commonwealth of Pennsylvania.
- (b) hold CPMSM or CPCS certification issued by NAMSS or determined by the Nominating Committee and the Board of Directors to possess equivalent qualification, education and/or experience.
- (c) be an Active member of PAMSS.
- (d) or have not previously been successfully removed from an Officer position.

The President and President-Elect shall be Active members of NAMSS.

An elected position on PAMSS cannot hold an elected or appointed Board position with NAMSS unless they file a waiver to be reviewed and approved by the PAMSS board.

It is preferred that the President-Elect have had a minimum, two (2) years of experience on the Board of Directors.

It is preferred that the Treasurer has a minimum, two (2) years treasury experience (outside of the work budget).

Members of the Executive Committee may not simultaneously serve as President of their local chapter.

If any of the criteria above are not met, as appropriate to the position being nominated a waiver must be submitted, reviewed, and recommended by the Board of Directors.

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Section 3. Term of Office:

The term for all officers shall be for one (1) year with the exception of the Treasurer's and Secretary's term, each being two (2) years. Both the Secretary and Treasurer will have the option of running for one (1) successive term.

The term for consecutive officer or appointed positions of the Board of Directors (does not include Chapter President positions) shall not exceed eight (8) years. A member may return to being eligible for officer or appointed position after one year (1) not serving on the Board of Directors. The Board, at its discretion, may extend an officer's term to ensure PAMSS operations, finances and general business practices are not placed at risk of non-compliance or financial burden. The term of the extension must be defined by the Board of Directors, evaluated for continuance or termination at the end of the defined term. The Board will align the position vacancy with the next scheduled election, as needed. PAMSS members will be notified by the Board at the time of extension and reported by the President at the annual business meeting.

Newly elected officers shall assume official duties and responsibilities no later than July 1st_

If any officer shall (in the opinion of the Executive Committee) fail to perform the duties of the office satisfactorily or is no longer an active member in good standing, the Executive Committee, by a two-thirds vote shall have the authority to request a resignation.

Section 4. Vacancies in Office:

A vacancy in the office of President shall be filled by the Immediate Past President or President-Elect, as determined by the Executive Committee. A vacancy in office of President-Elect shall be filled by an election, following the process outlined in the bylaws. Other vacancies shall be appointed by the Executive Committee to complete the unfinished term of office.

Section 5. Removal of an Officer:

Removal of a PAMSS officer may be initiated by petition of an Active member in writing to the Executive Committee. 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 of Directors prior to the Board of Directors action on the matter, all in accordance with procedures adopted by the Board of Directors. An adverse recommendation must be approved by a two-thirds vote of all Active members by written ballot.

Section 6. Conflict of Interest:

In any instance where an officer or member of the Board of Directors has or reasonably could be perceived to have a conflict of interest or bias in any matter involving an issue that comes before such a meeting, or any instance where any such individual brought the complaint or issue forth, such individual shall not participate in the discussion or voting on the matter, although that individual may be asked, and may answer, any questions concerning the matter. As a matter of procedure, the chair shall inquire, prior to any discussion of that matter, whether any member has any conflict of interest or bias. The existence of a potential conflict of interest or bias may be called to the attention of the chair by any board member with knowledge of the matter.

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ARTICLE IX. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of:

Elected Officers, with voting rights:

- (a) President
- (b) President-Elect
- (c) Secretary
- (d) Immediate Past President
- (e) Treasurer

Elected individuals, with voting rights:

- (a) South Central Region President/Representative
- (b) Northwestern Region President/Representative
- (c) Southeastern Region President/Representative
- (d) Southwestern Region President/Representative

Appointed individuals, with voting rights:

- (a) Education Chair
- (b) Webmaster

Section 2. Duties. The duties of the Board of Directors shall include:

- Act on behalf of PAMSS in making policy and procedure decisions;
- Oversee the collection, investment, and expenditure of PAMSS funds;
- Oversee the establishment and maintenance of communication with the PAMSS members, chapters and NAMSS;
- Oversee the activities of all standing or ad hoc committees, councils, or task forces;
- Preparation, maintenance, and communication of PAMSS records and files;
- Other duties as described in these bylaws or other documents approved by the Board of Directors.
- Action from the Board of Directors shall be final except on appeal by the membership during a duly convened meeting or in writing from twenty-five percent (25%) of the Active membership.
- The duties of the officers of PAMSS are also outlined in greater detail in the PAMSS Policy and Procedure Manual in the various Statement of Officer and Board Member Responsibilities.

Section 3. Members of the Board of Directors shall not receive a salary for their services. Members of the Board of Directors may be reimbursed for approved expenses.

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ARTICLE X. EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall consist of:
- (a) President
 - (b) President-Elect
 - (c) Secretary
 - (d) Immediate Past President
 - (e) Treasurer
- Section 2. Duties: The duties of the Executive Committee shall include:
- Have the authority to make policy decisions for PAMSS and may act on any matters for PAMSS, except for amending these Bylaws.
 - A quorum of a meeting of the Executive Committee shall be a simple majority.
 - Act on all financial business of PAMSS.
 - Meet at least four (4) times per year.
 - Have final authority for PAMSS except on appeal by PAMSS membership.
 - Have the power to set PAMSS membership dues at an amount not to exceed NAMSS dues.
 - Delegate the duties of any officer(s) in the case of the absence of any officer.
 - Adopt policies and procedures, as needed, for PAMSS and its Board of Directors.
 - Review and approve all Chapter Bylaws (and revisions thereof).
 - Review and recommend changes to the PAMSS bylaws on an annual basis for approval by PAMSS membership.
 - Review and approve all reports of the Board of Directors, Committee Chairpersons and Chapter Presidents.
- Section 3. The Executive Committee shall not receive any stated salary for their services, but by the resolution of the Executive Committee, a fixed fee and expense of attendance may be allowed for each member to attend specific meetings in accordance with the PAMSS Expense and Travel Policy. Nothing herein shall be construed to prevent any member of the Executive Committee from serving PAMSS or NAMSS in any other capacity and receiving compensation, therefore.

DUTIES OF OFFICERS

ARTICLE XI:

Section 1. President:

The President shall be the chief executive officer of PAMSS, shall preside at all meeting and shall serve as Chairperson of the Executive Committee and the Board of Directors and it shall be the President's duty to supervise the activities of PAMSS; to present a report at the Annual Meeting; to appoint the chairperson and members of standing and special committees upon approval by the Executive Committee; and to perform such other duties as authorized by the Executive Committee. The President shall also serve on the Conference Committee.

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Section 2. President-Elect:

The President-Elect may, in the absence of, or because of incapacity of the President, perform the duties and assume the responsibility of the President as determined by the Executive Board. The President-Elect shall serve as Co-Chairperson of the Conference Committee.

Section 3. Secretary:

The Secretary shall record the proceedings and prepare the minutes of PAMSS, which shall be available to all members for inspection; coordinate and advance PAMSS objectives. The Secretary shall be the custodian of all records of PAMSS and shall issue all duly authorized notices of meeting.

Section 4. Treasurer:

The Treasurer shall be custodian of any funds collected or received by PAMSS and shall be responsible for the collection of membership dues and maintaining membership records and recruiting new members to promote the growth of the Association.

The Treasurer shall keep a record of the payment of dues and shall prepare an annual account to be presented to the membership at the annual meeting.

The Treasurer shall be responsible for preparing and submission of annual reports and documentation to the organization's accounting agency to comply with IRS tax laws.

Section 5. Immediate Past President:

The duties of the Immediate Past President shall be to act as a consultant/resource to the President and the Executive Committee, serve as a liaison to the PAMSS chapters, serve as Chairperson of the Nominating Committee, serve as the Lead Co-Chairperson of the Conference Committee, and to review and update the Bylaws and Policies and Procedures on an annual basis in conjunction with the President. If for any reason the Immediate Past President is unable to assume or continue the duties, the duties will revert to a person appointed by the Board of Directors.

ARTICLE XII. MEETINGS

A membership meeting shall be held annually during the annual education conference, at a date established by the Board, which shall not conflict with the NAMSS conference. Special meetings may be called by the President, the Executive Committee, or at the request of at least four (4) members of PAMSS. The purpose of the meeting shall be stated in the call.

The Board of Directors shall meet at least quarterly, or at the call of the President.

Standing and ad-hoc committees, councils and task forces shall meet as the chair feels appropriate or as required.

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Special meetings of any standing or ad-hoc committee, council or task force of the Board of Directors shall be called by the President on the request of not less than three (3) members of the Board of Directors.

A quorum shall consist of a simple majority of voting members of the Board of Directors or respective committee, council or task force.

Agenda are the responsibility of the President and/or chair of the standing or ad-hoc committee, council or task force, and shall conform to parliamentary procedure.

ARTICLE XIII. ANNUAL MEETINGS

PAMSS shall hold an Annual Meeting, which shall not conflict with the NAMSS Annual Meeting.

Notice of the meeting shall be provided to the membership not less than thirty (30) days prior to the meeting.

ARTICLE XIV. QUORUM

A quorum at any PAMSS meeting shall be the Active members present, in good standing.

ARTICLE XV. COMMITTEES AND OTHER APPOINTED POSITIONS

The Executive Committee shall authorize the committees of PAMSS. Committees shall be standing and special. The term of office for appointed positions shall be (1) year up to a maximum of (3) years. The President shall appoint the chairperson and members of all committees, upon approval of the Executive Committee. The President shall be an ex-officio member of all committees, except the nominating committee. The duties of the committee chairpersons and other appointed positions of PAMSS are outlined in detail in the PAMSS Policy and Procedure Manual. The committee and other appointed positions are as follows:

Section 1. Education Chair:

The Education Chairperson shall serve as a member of the Board and on the Conference Committee. The Education Chairperson may appoint standing and special committees of the Executive Committee, as deemed appropriate, to facilitate the activities of the Committee and to assure achievement of its goals.

Section 2. Conference Committee:

It shall be the responsibility of the PAMSS Immediate Past President and President-Elect, as co-chairs, to coordinate and plan the Annual Educational Conference. The annual meeting site and date will be reviewed and approved by the Executive Committee. The Conference Chairpersons shall appoint a working conference committee as needed.

Section 3. Nominating Committee:

The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chairperson and a minimum of two members by nomination from the floor at the Annual Meeting.

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Section 4. Webmaster:

The Webmaster shall serve as a member of the Board. The Webmaster is responsible for maintaining and updating the PAMSS Website.

The Webmaster shall assist the Treasurer in sending out membership renewals and obtain membership status reports from the Website platform.

Section 6. Special Committees:

Special Committees may be appointed by the President and approved by the Executive Committee for special projects as needed.

ARTICLE XVI. OFFICAL PUBLICATIONS

PAMSS will utilize SYNERGY, the official publication of NAMSS and the PAMSS Web site (www.paamss.org) to promote the mission of PAMSS.

ARTICLE XVII. 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 conference call or a special meeting called for such purpose.

These bylaws may be amended, altered or repealed by a written mail ballot within thirty (30) days after submission of the written notice of the proposed amendment to the voting members. These amendments shall be adopted by a simple majority of the mail ballots returned.

The Board of Directors may adopt any such rules, regulations, and policies as deemed necessary to govern PAMSS effectively. The Board of Directors will report any significant changes to the membership as soon as possible via special bulletin. The Bylaws shall be forwarded and approved in accordance with the NAMSS Bylaws Committee policy.

The Board of Directors also shall have the power to adopt such amendments to the bylaws as are, in the Board of Directors' 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 become effective immediately upon adoptions by the Board of Directors.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Parliamentary authority shall be in accordance with Robert's Rules of Order, Newly Revised Edition.

ARTICLE XIX. POLICY AND PROCEDURE MANUAL

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 the Association.

The PAMSS Policy and Procedure Manual shall be reviewed by the Board of Directors on an annual basis.

Policies and Procedures may be adopted, amended, repealed, or added by vote of the Board of Directors at any regular or special meeting, or by conference call, provided that copies of the proposed amendments, additions or repeals are provided to the Board of Directors prior to being voted upon.

Adoption of and changes to the Policies and Procedures shall be reviewed periodically by the Board of Directors in accordance with the Bylaws Policy.

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ARTICLE XX. DISSOLUTION

If PAMSS is disbanded, all assets shall be distributed as follows:

- (a) All liabilities and obligations of the organization will be paid, satisfied and discharged.
- (b) All remaining assets shall be divided among the recognized chapters within the Commonwealth of Pennsylvania to provide educational opportunities and support to medical staff service professionals within those chapters based on the size of PAMSS membership in each chapter. It shall not be to the benefit of any individual member.

APPROVAL

Revised and adopted by the Medical Staff Services Association of Pennsylvania Services this 30th day of April 2024.

Devised: Date unknown

Last Revised and Approved by PAMSS: April 2005; April 2007; April 2008; June 2010; July 2012; April 2014; May 2015; April 2017; April 2018; April 2019; September 2021; April 2022; April 2023; April 2024. April 15, 2025.

Last Approved by NAMSS: January 2006; March 2009; April 2013 - no longer required.