



BYLAWS

Article 1. NAME

The name of the organization shall be the Utah Society for Healthcare Risk Management, referred to below as the Society.

Article 2. PURPOSE

The Society is a professional society which is a personal membership group affiliated with the Utah Hospitals and Health Systems Association (Association), but is not an integral part of the Association. The purpose of the Society shall be to advance the growth and development of the professional practice of healthcare risk management by:

2.1 Conducting educational programs and activities to strengthen and promote members' professional development

2.2 Providing forums for the exchange of ideas

2.3 Creating networking opportunities to facilitate the free exchange of information and solution of mutual concerns

2.4 Facilitating communication of healthcare risk management issues with selected external stakeholders

2.5 Advocating for the benefit of patients, healthcare and the profession in regulatory, legislative, and other professional arenas

2.6 Promoting the certification of healthcare risk management professionals

Article 3. POWERS AND DUTIES

3.1 The Society shall be governed by the affiliation agreement between the Society and the Association. 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 remaining after payment of just debts shall be distributed according to the terms of the affiliation agreement between the Society and the Association.

3.2 The officers of the Society 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 Article 8.5.1 and 8.5.2.

3.3 The Board of Directors of the Society shall carry out the powers and duties granted in Article 8.5.3 through 8.5.6.

3.4 The membership of the Society shall have the rights and obligations vested in them according to the designated membership categories in Article 4.2. The membership as specified in Article 7.1 and 12 is granted the authority to ratify amended bylaws.

Article 4. MEMBERSHIP

4.1 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. The Society will actively invite members from within the State of Utah and will also welcome members from neighboring intermountain states where there is no chapter or where the chapter meets in a location such that attending its meetings and functions is unreasonably difficult.

4.2 Membership Categories

4.2.1 A member in good standing shall be defined as:

- a. A regular member,
- b. Who continues to meet eligibility requirements as provided in the bylaws, and
- c. Whose dues have been fully paid for the current calendar year

4.2.2 Regular Membership

A regular membership 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.

4.2.3 Emeritus Membership

An emeritus member is any member who has been a member of the Society in good standing for at least (10) years and is retired from employment. Such member must be in good standing at the time of retirement and must request emeritus membership by email or other appropriate communication technology approved by the Board of Directors. Emeritus members may vote and hold an elected office in the Society.

4.2.4 Student Membership

A student member is an individual who has demonstrated a bona fide interest in the field of healthcare risk management and who is a full-time student registered at an institution of higher learning and not otherwise eligible for membership under any other section in this article. Student members may not vote or hold an elected office in the Society.

4.2.5 Inactive Membership

An inactive member is any regular member who is unemployed at the time of membership renewal and who requests inactive membership status.

4.3 Membership Applications and Renewals

Any individual who meets membership eligibility criteria may apply for initial membership in the Society by completing a membership application provided by the Society. Any member, who continues to meet membership application provided by the Society, may apply for renewal of membership in the Society by completing the membership renewal application provided by the Society. All applications shall be reviewed by the Board of Directors. Any decision of the Board of Directors regarding membership eligibility or category of membership is final.

4.4 Transfer/Termination of Membership

4.4.1 Transfer

Membership in the Society is vested in individuals and may not be transferred to another individual.

4.4.2 Registration

Any member may resign from the Society by providing notice of their intent to do so to any member of the Board of Directors. Dues are non-refundable if a member resigns. Resignations are effective upon receipt of notice by the Society, but the member shall remain liable for financial obligations incurred by the member before the Society's receipt of notice of resignation.

4.4.3 Ineligibility

Any member who becomes ineligible for continued membership in the Society shall notify the Society and shall have his membership terminated. Such persons may reapply for membership upon re-establishing eligibility.

4.4.4 Termination for Non-Payment of Dues

If dues are not paid by June 30 a reminder will be sent with a warning that membership is about to expire. If payment is not received within 30 days termination shall be presumed, unless a dues waiver has been approved under Article 5.2.

4.4.5 Termination for Cause

The Board of Directors of the Society may suspend or expel any member for cause, at any time, according to the procedures established by the Society. For the purposes of this article, “for cause” shall include, but not be limited to, violation of these bylaws, any conduct on the part of said member that is detrimental to the mission, or vision of the Society, or in violation of the Society’s Code of Professional Responsibility. The Board of Directors shall provide notice of charges to the member, and an opportunity to be heard on the charges in accordance with procedures established by the Board. Any member who has been suspended or expelled may apply for reinstatement to the Society and may be reinstated at the discretion of the Board of Directors.

Article 5. ANNUAL DUES

5.1 Annual Dues

Annual dues of the Society shall be established by the Board of Directors according to the guidelines established by the Society. A schedule of dues shall be established for the following categories: regular and student memberships. No portion of the dues paid by any member shall be refundable due to termination of membership for any reason.

5.2 Dues waivers may be granted by the Board of Directors for inactive members. Such members may apply for inactive membership by email or other appropriate communication technology approved by the Board of Directors to the Society and may be granted a dues waiver for up to six (6) months at the discretion of the Board. All such decisions by the Board will be final. Inactive membership shall terminate at the end of the time period prescribed by the Board or thirty (30) days after the member has obtained new employment, whichever occurs first. Such status shall not interrupt the member’s official tenure in the Society. Dues waivers may be granted by a majority vote of the Board of Directors for any membership category or subgroup thereof.

In addition, a dues waiver is granted to emeritus members, as defined in Article 4.2.3.

Article 6. MEMBERSHIP MEETINGS

6.1 Annual Meeting

The Society shall meet at least annually for the transaction of the affairs of the Society. A quorum shall consist of all regular members present.

6.2 Special Meetings

Special meetings may be called by the Board of Directors of the Society or upon petition of no less than ten (10) percent of all of the Society’s regular 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. Such meetings shall be conducted either in person or via other appropriate communication technology. A quorum shall consist of five (5) percent of all of the Society’s regular members.

6.3 Notice of Meeting

The Society president shall ensure that the membership is notified by email or other appropriate communication technology of annual or special meeting no less than 30 days prior to the date of the meeting.

6.4 Order of Meetings

The Society shall adopt regulations for conducting meetings of the Society and may amend them from time to time. In the event of ambiguity, Robert's Rules of Order Revised shall be consulted. The president shall preside at all meetings.

Article 7. VOTING

Only regular members shall have voting privileges. Proxy voting shall not be permitted. Voting may occur by persons in assembly, by email ballot or by other mechanisms approved by the Board of Directors.

7.1 Majority Voting

Except as otherwise specified herein, all matters shall be settled by simple majority of either returned votes or eligible voting members in assembly.

Article 8. BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

8.1 Eligibility

Only regular members of the Society in good standing who have demonstrated active participation in the Society and who meet the established qualifications for this position as established by the Board of Directors shall be eligible to serve as an Officer, on the Board of Directors or on a committee of the Society. Any member who has served on the Board of Directors is eligible to run for a second term, subject to a limit of six consecutive years on the Board of Directors (including years as an officer).

8.2 Composition

The officers shall be the president and president-elect.

The Board of Directors shall be composed of the officers of the Society, secretary/treasurer, and past president. The president-elect shall serve as a director with voting privileges. The immediate past president shall serve in an ex-officio capacity without voting privileges. In case of a tie vote, the president may vote to break the tie.

8.3 Terms of Office

8.3.1 The president, president-elect, and past president shall serve a one-year term each, to begin January 1 and conclude on December 31 of the same year.

8.3.2 The secretary and treasurer shall serve a two-year term each, to begin on January 1 and conclude on December 31 of the following year. Elections for secretary shall take place in even years and elections for treasurer shall take place in odd years

8.4 Nomination of Officers and Board of Directors

An annual call for nominations shall be made to all regular members in a manner approved by the Board on or about October 1 of each year. The call may be emailed or by other appropriate communication technology.

8.5 Powers and Duties

8.5.1 The president of the Society shall act as chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. The president shall submit an annual report to the Board of Directors and general membership at the annual meeting. The president shall appoint all committee chairs and serve as an ex-officio member with vote on all committees. Active participation on all committees is left to the president's discretion.

8.5.2 The president-elect shall perform the duties of the office of the president in the absence(s) of the president. The president-elect shall also perform duties as requested by the president.

8.5.3 The Board of Directors of the Society shall have the authority to conduct the affairs of the Society and to act on behalf of the Society on issues related to healthcare risk management.

8.5.4 The Board of Directors 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 ad hoc committees consistent with the objectives of the Society; review and approve the recommendations of committees; provide for the conduct of the Society's annual meeting; and maintain fiscal responsibility.

8.5.5 The immediate past president shall maintain accurate and complete membership records, actively recruit new members, keep a record of chapter members who are also members of the American Society for Healthcare Risk Management, and perform other duties as requested by the president.

8.5.6 The secretary/treasurer shall maintain accurate and complete minutes of all general chapter meetings and meeting of the Board of Directors, facilitate appropriate correspondence, keep accurate financial records, prepare financial statements at least semi-annually, and perform all other duties as requested by the president.

8.6 Vacancies

The Board of Directors shall have the authority to fill any vacancy that may occur on the Board other than a vacancy in the office of the president.. If the office of president becomes vacant, the president-elect shall assume the office of president for the duration of the unexpired term and shall continue to serve as president for the subsequent term for which they were elected. If the office of president-elect becomes vacant, the Board shall appoint a member in good standing to serve in this capacity.

8.7 Board of Director Meetings

The Board of Directors 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 three members of the Board of Directors. Such meetings shall be conducted either in person or via other appropriate communication technology. Quorum shall consist of three-fourths of the Board of Directors.

8.8 Forfeiture of Office

8.8.1 Any Director shall automatically forfeit his or her office if he or she loses eligibility for Society membership, loses eligibility for office, or is terminated from membership pursuant to these bylaws.

8.8.2 Any member of the Board of Directors who is absent from one meeting during the one (1) year term of the Board without adequate reason, in the view of the chairman of the Board of Directors, and with the concurrence of the majority of the members of the Board of Directors, shall be deemed to have resigned his or her position as Director, leaving his/her seat vacant.

8.8.3 An Officer may be removed for cause by a unanimous vote of the remaining members of the Board of Directors after a full discussion of the charges against the Officer by the Board. Such vote shall be effective for this purpose even in the presence of recusal or abstentions.

Article 9. CONFLICTS OF INTEREST

9.1 All elected and appointed representatives of the Society, as defined by policies and procedures set forth by the Board, shall comply with all conflict of interest provisions of the Society and the Association.

9.2 All elected and appointed representatives of the Society shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and fair dealing with the Society. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Society's interest and that of the individual. All acts of Directors and Officers shall be for the benefit of the Society in any dealing that may affect the Society adversely. The Directors and Officers shall not accept any favor or gratuity that might influence their actions affecting the Society or its members.

Article 10. COMMITTEES

Ad hoc committees and their chairs may be appointed by the president as needed.

Article 11. FINANCES AND DUES

The fiscal year for the Society will end each December 31. Annual Society membership dues shall be determined by the Board of Directors. Such dues shall become the property of the Society to be expended as approved by the Board of Directors.

11.1 Donations

Any funds or property donated and specifically designated to further the work of the programs of the Society shall become the property of the Society. The funds shall be used for the purpose(s) specifically identified.

Article 12. AMENDMENTS

12.1 These bylaws may be amended by a two-thirds vote of regular members returning a ballot by email or other mechanism approved by the Board of Directors.

12.2 Amendments to the bylaws may be proposed by the Board of Directors or by petition of at least ten (10) percent of the members eligible to vote. Amendments proposed by petition of these members shall be filed, by email or other appropriate communication technology approved by the Board of Directors with the Society at least 90 days prior to the annual meeting.

12.3 Ballots and proposed amendments shall be emailed, or distributed in a manner approved by the Board of Directors, to each eligible voting member of the Society. Completed ballots must be returned by email or other mechanism approved by the Board of Directors to the Society within the period specified for their return, which should not be less than 30 days. The votes shall be tabulated by the Society and reported to the Board of Directors. The results of the voting shall be binding.

12.4 Amendments to the bylaws that are approved by the membership shall become effective upon approval by, or automatically 21 days after, being submitted to, the Association. The approved amendments shall be formally communicated to the membership, by email or other appropriate communication technology approved by the Board of Directors within 45 days and shall indicate the effective date.

Article 13. AFFILIATIONS

The Society shall affiliate with the Utah Hospitals and Health Systems Association, the American Society for Healthcare Risk Management and other appropriate entities as recommended by the Board and approved by the membership.

Adopted this 24th day of January, 2023.