Bylaws

Connecticut Society for Healthcare Risk Management BYLAWS

Article I – Name

The name of the organization shall be the Connecticut Society for Healthcare Risk Management (hereinafter called “CSHRM”).

Article II – Purpose

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

1. Conducting educational programs and activities to strengthen and develop healthcare risk management programs and to promote professional development, including certification of healthcare risk management professionals.
2. Providing a forum for the interchange of ideas and information.
3. Developing professional relationships among members to facilitate free exchange of information and solutions of mutual issues.
4. Providing a forum on healthcare risk management issues and explaining the impact of these issues to other appropriate parties.
5. Advancing quality healthcare and the healthcare risk management profession.
6. Facilitating communication of healthcare risk management issues and serving as a healthcare risk management resource to external stakeholders.
7. Advocating for the benefit of patients, healthcare and the profession in regulatory, legislative and other professional arenas.
8. Promoting the certification of health care risk management professionals.
9. Promoting the purpose of, communication with, and membership in the American Society of Healthcare Risk Management (“ASHRM”), its affiliates, and CSHRM.

CSHRM is a business association that qualifies for tax exempt status within the meaning of Section 501(c) (6) of the Internal Revenue Code. CSHRM shall conduct its activities so that no part of its income, net earnings, properties, or assets shall inure to the benefit of any member, director, officer, or other individual. Upon dissolution, any assets of CSHRM shall be distributed to an organization enjoying an exempt status under Section 501(c)(6) of the Internal Revenue Code, or successor statutory authority.

Article III – Power

CSHRM may engage in activities or exercise any powers that are in furtherance of the stated Purpose of this organization. CSHRM may recommend to the Board of Directors policies within the area of its interest, and may review and comment on policies related to its area of interest and in furtherance to its purposes. It may recommend programs and activities to be undertaken by CSHRM.

Recommendations and comments may be forwarded to the Board of Directors by members, or by two-thirds vote of the members in good standing who are present and voting at an authorized meeting. CSHRM shall issue any comment or statement through its Board of Directors, and only if such statements are in furtherance of the purposes of CSHRM and approved by a two-thirds vote of the members in good standing present and voting at an authorized meeting called pursuant to these Bylaws. CSHRM will act in accordance with the Affiliation Agreement entered into with ASHRM.

Article IV – Membership

Section 1. Membership Eligibility Criteria

1. A person who is involved in or responsible for risk management functions within a hospital or other healthcare facility, or who has demonstrated a bonafide interest in the field of healthcare risk management, patient safety, corporate compliance, health law, enterprise risk management and other related specialties and who agrees to support the purpose of CSHRM, or
2. A person who provides risk management or related services to a hospital or healthcare facility who is not an employee of a hospital or healthcare facility, including but not limited to, a private consultant, an insurance representative, and/or a defense attorney not associated with a law firm which represents plaintiffs in medical malpractice matters.

1(a) Membership Categories

A member in good standing shall be defined as:

1. A regular or honorary member,
2. who meets the eligibility requirements as provided in these Bylaws, and
3. whose dues have been fully paid for the preceding twelve (12) months.

1(b) Regular Membership

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 CSHRM.

1(c) Honorary Membership

Individuals who the Board of Directors believes should receive a special designation for his/her service to CSHRM, healthcare risk management, or ASHRM. An Honorary member is any member of CSHRM in good standing for at least ten (10) years and/or is retired from employment. Such member must be in good standing at the time of retirement. The Board of Directors determines the Honorary members through a majority vote. Such membership shall be subject to the terms and conditions of these Bylaws. Honorary members may vote and/or hold an elected office in CSHRM.

1(e) Student Membership

A student member is an individual who has demonstrated a bonafide interest in the field of healthcare risk management or related field and who is currently enrolled in an undergraduate or masters level program at an institution of higher learning and not otherwise eligible for membership under any other section in this article. The individual can be enrolled part time or full time. Student members may not vote or hold an elected office in CSHRM. Any individual who is the recipient of a scholarship or fellowship program that is sponsored or endorsed by CSHRM may be designated as a student member if they are not otherwise eligible for membership under any other section in this article.

1(e) Inactive Membership

An inactive member is any regular member who is unemployed at the time of membership renewal and who requests inactive membership status. Inactive members may not vote or hold an elected office in CSHRM.

Section 2. Application and Renewal

Application for membership shall be made to the Membership Committee in writing or electronically, on forms provided by CSHRM. The application shall be considered by the Board of Directors upon recommendation by the Membership Committee. Membership shall become effective upon:

1. Receipt of a properly completed application form,
2. Receipt of specified dues, and
3. Confirmation that the potential member meets the criteria for membership as stated in these Bylaws.

Any member, who continues to meet membership eligibility criteria, including financial obligations to CSHRM, may apply for renewal of membership.

Section 3. Transfer of Membership

Membership in CSHRM is vested in individuals and may not be transferred to another individual. (Exception: When a corporation pays for an individual's membership, and that member resigns, dies, or takes a leave of absence from his/her risk management position and the position is filled by a new employee within the membership year.)

Section 4. Termination of Membership

1. Resignation: A member may, at any time, submit his/her resignation from CSHRM in writing to the Board of Directors. Dues are non-refundable if a member resigns. Resignations are effective upon receipt of notice by CSHRM, but the member shall remain liable for financial obligations incurred by the member before CSHRM's receipt of notice of resignation.
2. Loss of Eligibility: Membership of any person who is no longer eligible for membership in CSHRM shall be terminated. Such persons may reapply for membership upon reestablishing eligibility.
3. Termination for Non-Payment of Dues: Termination shall be presumed if dues are not paid within 60 days of the due date.
4. Termination for Cause: The Board may suspend or expel any member for cause, at any time, according to the procedures established by ASHRM. 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, vision, or purpose of CSHRM or ASHRM, or in violation of ASHRM's Code of Professional Responsibility. The Board 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 CSHRM and may be reinstated at the discretion of the Board.

Article V – Dues

Annual dues of CSHRM shall be established by the Board of Directors. Dues shall be assessed on an annual basis. Dues are due within 60 days of the due date, and if not paid the member may be deemed terminated for non-payment of dues, pursuant to Sect. 4.C above.

No portion of the dues paid by any member shall be refundable if his/her membership is terminated for any reason.

Article VI – Meetings

Section 1. Annual Meeting

A meeting of the CSHRM's membership shall take place at least annually for the transaction of the affairs of CSHRM. The time and place of such meetings shall be approved by a majority of the Board of Directors and therefore deemed authorized meetings. The Secretary of CSHRM shall notify the membership of the annual meeting no less than thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors and 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. These meetings are also authorized meetings.

Section 3. Order of Meetings

CSHRM shall adopt regulations for conducting meetings of CSHRM and may amend them from time to time by a majority of the members present and voting at the annual meeting. These regulations shall be in accord with Robert's Rules of Order Revised, when the latter are not in conflict with the Bylaws of CSHRM.

Section 4. Voting

Only regular and honorary members shall have voting privileges. Each member shall be entitled to one vote. All votes shall be cast in person unless the Board determines in advance of the vote to use a mail or electronic method such as a facsimile, web-based or email ballot. Unless otherwise provided in these Bylaws, if a quorum responds to the vote, all matters shall be settled by a majority vote of the members. In the event of a tie vote, the President shall cast the deciding vote.

Section 5. 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 VII – Board Of Directors

Section 1. Eligibility

Only members of CSHRM in good standing and in compliance with all provisions of the Bylaws shall be eligible to serve on the Board of Directors of CSHRM.

Section 2. Composition

The Board of Directors shall be comprised of up to 9 members, including the President, Immediate Past President, President-Elect, Secretary, Treasurer, and no more than four Board Members-at-Large. The President shall act as Chairperson of the Board. In the absence of President, the President-Elect and his/her designee will act as Chairperson.

Section 3. Powers

The Board of CSHRM shall have the authority to conduct the affairs of CSHRM and to act on behalf of CSHRM on issues related to healthcare risk management and patient safety. The Board shall have the responsibility to develop plans, objectives, and purposes for CSHRM; approve and revise all rules and regulations for the operation of CSHRM; establish standing and ad hoc committees consistent with the objectives of

CSHRM and in order to implement CSHRM programs; review and approve the recommendations of committees; provide for the conduct of CSHRM's annual meeting and other meetings and educational programs conducted by CSHRM, and maintain fiscal responsibility. The actions of the Board shall conform to the Bylaws of CSHRM.

Section 4. Vacancies

The Board shall have authority to fill a vacancy of a Director-at-Large that may occur on the Board by appointment of the eligible member of CSHRM who received the next highest number of votes in the previous election. This individual shall serve for the remainder of the unexpired term.

In the event the vacancy of a Director-at-Large cannot be filled in this manner, the Board shall call a Special Election to fill the vacancy through a majority vote of the members. A ballot listing candidates shall be communicated via paper (e.g., mail) or electronically (e.g., facsimile, email or on-line) to each eligible member of CSHRM by the Secretary not less than thirty (30) days prior to the Special Election. Ballots will be returned within thirty (30) days. The votes are tabulated by the Secretary and presented to the Board of Directors. The Special Election results shall be communicated to the membership by mail or electronic method such as a facsimile or email. The individual elected to fill the vacancy shall serve for the remainder of the unexpired term.

Section 5. 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 a majority of the Board. A quorum shall be the presence of a majority of the Board Members.

Section 6. Election and Term

The Board members shall be elected from among the membership and each shall serve for a term of two years, unless reelected for another term. The Board members' two year terms are structured so that they alternate years for which they are elected with the goal of maintaining consistency, history and understanding of activities. A ballot listing candidates shall be communicated via paper (e.g., mail) or electronically (e.g., facsimile, email or on-line) to each eligible member of CSHRM by the Secretary not less than thirty (30) days prior to the annual meeting. Ballots will be returned within thirty (30) days. The votes are tabulated by the Secretary and presented to the Board of Directors. Election results shall be communicated to the membership at the annual meeting or by mail or electronic method such as a facsimile or email.

Section 7. Forfeiture of Office

7.1 Any Board member shall automatically forfeit his or her office if he or she loses eligibility for CSHRM membership, loses eligibility for office, or is terminated from membership pursuant to these Bylaws, including but not limited to non-payment of dues, pursuant to Sect. 4.C above.

7.2 Any member of the Board of Directors who is absent from 50% of the meetings of the Board without adequate reasons, as defined by the Board, in the view of the President, and with the concurrence of the majority of the Board members, shall be deemed to have resigned his or her position as a Board member, leaving his/her seat vacant.

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

Article VIII – Officers

Section 1. Eligibility

Only regular and honorary members of CSHRM in good standing who have demonstrated active participation in CSHRM, meet the qualifications for the position as established by the Board of Directors, and are in compliance with the Bylaws shall be eligible to serve as officers of CSHRM.

In order to be eligible for the position of President and/or President-elect, the member must also be a member of the American Society of Health and Risk Managers (ASHRM), in compliance with the Affiliation Agreement between ASHRM and CSHRM.

Section 2. Officers

The officers shall be the President, President-Elect, Secretary, and Treasurer, who shall be elected by the membership of CSHRM.

Section 3. Election and Term

Officers shall be elected from among the membership, except for the President and President-Elect. The President-Elect shall be nominated from the existing or former Board of Directors and shall become President for a one-year term, following the expiration of a one-year term as President-Elect, unless reelected for another term. Presidents (President, President-Elect and Immediate Past President) shall serve for a term of one year, unless reelected for another term. Secretary and Treasurer shall serve for a term of two years, unless reelected for another term. A ballot listing candidates shall be communicated via paper (e.g., mail) or electronically (e.g., facsimile, email, or on-line) to each eligible member of CSHRM by the Secretary not less than thirty (30) days prior to the annual meeting. Ballots will be returned within thirty (30) days. The votes tabulated by the Secretary and presented to the Board of Directors. Election results shall be communicated to the membership at the annual meeting or by mail or electronic method such as a facsimile, email or by posting on CSHRM's website.

Section 4. Duties

1. **President:**
2. The President shall preside at all meetings of CSHRM and Board of Directors. He/she shall appoint the standing and special committees, with the consent of the Board, and shall designate membership on such committees.
3. **President-Elect:**
4. The President-Elect or his/her designee shall perform the duties of the Office of the President whenever the President is unable to do so.
5. The President-Elect will Chair the Program/Education Committee.
6. **Immediate Past President:**
7. The Immediate Past President (or the Board's Designee) shall: initiate a general call for suggested nominees for vacant and/or expired offices of CSHRM and Board; prepare a slate of eligible candidates for each position to be sent to the membership not less than thirty (30) days prior to the annual meeting; And present the tabulation to the Board for announcement to the membership.
8. **Secretary**
9. The Secretary shall serve as secretary at any regular or special meeting of CSHRM or Board of Directors.
10. The Secretary shall maintain an accurate list of the current CSHRM membership.
11. The Secretary shall maintain the official minutes and records of CSHRM.

12. The Secretary shall be appointed the Historian of CSHRM and shall maintain and preserve current and archive documents as necessary.
13. **Treasurer**
14. The Treasurer shall receive and record all dues and funds of CSHRM.
15. The Treasurer shall deposit all monies received as necessary into CSHRM's bank account.
16. The Treasurer shall disburse such funds as authorized by the Board.
17. The Treasurer shall collaborate with the Membership Committee Chairperson to validate receipt of dues.
18. The Treasurer shall submit a written report on the status of the funds on a quarterly basis to the Board.

Section 5. Vacancies

If the Office of the President becomes vacant, the President-Elect shall immediately accede to the Presidency for the duration of the unexpired term, and shall continue to serve as President for the subsequent term. If the office of President-Elect becomes vacant within 6 months of the beginning of the term, a special election will be held to replace the position with an officer from the existing or former Board of Directors, in accordance with Section 3 of Article IX, above. The officer elected to fill the vacancy of President-Elect shall serve for the remainder of the unexpired term and shall then become President for a one-year term, unless reelected for another term. If the Office of the Secretary or Treasurer becomes vacant, the vacancy shall be filled by a Director-at-Large appointed by the Board for the duration of the unexpired term. The vacant Director-at-Large position shall be filled pursuant to Article VIII, Section 3 of these Bylaws.

Section 6. Forfeiture of Office

Any Officer shall automatically forfeit his or her office if he or she loses eligibility for ASHRM or CSHRM membership, loses eligibility for office, or is terminated from membership pursuant to these Bylaws.

An Officer may be removed for cause by a unanimous vote of the remaining Board members 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 recusals or abstentions.

Article IX – Committees

Standing Committees

There shall be the following standing committees, with certain powers and duties. The Chair of each committee shall come from the Board of Directors. Standing committees shall report to the Board of Directors at all meetings.

1. Membership, Welcoming and Marketing Committee – This committee shall:
2. Recruit new members for CSHRM.
3. Recommend members to the Board of Directors for approval.
4. Initiate an annual membership drive to enhance recruiting.
5. Develop incentives for attendance at all meetings.
6. Provide information about and regarding CSHRM to new members.
7. Develop and implement a Mentoring Program for members of CSHRM
8. Program/Education Committee – The Program/Education Committee shall:
9. Conduct a needs assessment of CSHRM members on an annual basis.
10. Develop a list of speakers/programs for each meeting on topics of interest consistent with the stated objectives of CSHRM.

11. Prepare a calendar of educational programs in advance for distribution to the membership.
12. The President-Elect will chair the Program/Education Committee.
13. Website and Member Resources Committee – The Website and Member Resources Committee shall:
14. Develop and maintain a current website to inform members of current topics of interest, legislation, education, membership news and other events.
15. Determine and recommend to the Board of Directors which resources including but not limited to books, consulting services or websites, would be most valuable to the membership.
16. Bylaws Committee – The Bylaws Committee shall:
17. Review annually the CSHRM Bylaws.
18. Make recommendations for modification as necessary.
19. Legislative Committee – The Legislative Committee shall:
20. Monitor legislative initiatives and issues that may impact CSHRM, its purpose and membership, as necessary.
21. Engage the community, organizations and government regarding issues of concern to CSHRM consistent with its purpose.
22. Special Committees – The Board of Directors may appoint other committees as it deems necessary. Members shall be appointed by the President, with the advice and consent of the Board. An example of a special committee would be the Planning Committee for the New England Regional Risk Management Conference which convenes every 3 years.

Article X – Education

The Board of Directors shall have authority to earmark funds from CSHRM's bank accounts for educational purposes. On an annual basis, the Board of Directors will determine if there are funds available in CSHRM's treasury to assist in the goal of promoting education and participation in the national conference of the American Society of Healthcare Risk Management (ASHRM) and the regional conference of the New England Risk Managers. If and when an amount of funds is determined to be available, the Board shall make available to the President and President-Elect funds to cover the costs of attending the annual ASHRM conference and the regional conference of the New England Risk Managers. In addition, the Board may entertain submission of applications for any remaining funds from members for sponsorship of participation at conferences or other education programs. Criteria for application shall be developed by a sub-committee of the membership, chaired by a Board Member, and approved by the Board. The Board shall review all applications and determine the recipient(s) of the funds. Applications from Board members and Officers of CSHRM (other than the President) may be considered, but no more than one-third of available funds may be allocated to Board members and officers of CSHRM, excluding funds allocated to the President and President-Elect. Any Board member and/or Officer, who has submitted an application, must abstain from voting for him/herself. Members who are so sponsored shall be expected to make a presentation at an educational meeting of the membership regarding the conference or educational activity. Any funds provided to the membership for attendance to conferences or other educational programs may not be used for membership dues to any organization. A member of CSHRM must be a member of ASHRM to be eligible to apply for scholarship funds to attend an ASHRM conference or other ASHRM program. In order to be eligible for a CSHRM scholarship that person must be a member of CSHRM.

Article XI – Amendments

These Bylaws may be amended by two thirds vote of regular and honorary members present or returning a ballot electronically (e.g., facsimile or email) at any authorized meeting of CSHRM. Notice of proposed amendments shall be sent to all members not less than thirty (30) days prior to the meeting. Amendments may be proposed by a petition of at least ten (10) members of CSHRM or upon recommendation of the Board of Directors. Provisions of the Bylaws or amendments thereto, when adopted at any meeting, shall become effective upon adoption unless otherwise stated in the Bylaws or the amendments.

Article XII – Conflict Of Interest Statement

Members of the Board of Directors and Officers shall exercise good faith in all transactions relating to their duties in CSHRM. In their dealings with and on behalf of CSHRM, they are held to a strict rule of honest and fair dealing with CSHRM. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between CSHRM's interest and that of the individual. All acts of Board Members and Officers shall be for the benefit of CSHRM in any dealing that may affect CSHRM adversely. The Board Members and Officers shall not accept any favor or gratuity that might influence their actions affecting CSHRM or its members. During their terms of office, Board Members and Officers shall promptly make full disclosure to CSHRM 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 CSHRM.

Article XIII – Insurance Coverage For CSHRM and Board of Directors

CSHRM shall maintain insurance coverage as deemed appropriate through recommendations of an insurance brokerage firm and broker and ultimately determined by the Board of Directors. The insurance broker can be a member of CSHRM. Examples of types of insurance include but are not limited to business operations, premise liability and directors and officers insurance. The Board of Directors reserves the right to obtain multiple opinions and premium quotations before deciding the type and level of coverage as well as the insurer.

Revised 9/9/2015 by unanimous vote of members in attendance.

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Revised 3/17/2017 by unanimous vote of members in attendance.

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