

BYLAWS
OREGON SOCIETY FOR HEALTHCARE RISK MANAGEMENT

ARTICLE I: NAME

The name of this non-profit organization shall be the Oregon Society for Healthcare Risk Management (hereinafter referred to as the "Society").

ARTICLE II: PURPOSE

The primary purpose of the Society shall be to enhance the safety and quality of the delivery of health services, for the benefit of patients, visitors, and employees, by advancing and developing the professional practice of healthcare risk management. Activities to further this purpose shall include:

- A. conducting educational programs and activities to strengthen and develop healthcare risk management and quality assurance programs, and to promote the professional development of related staff;
- B. providing a medium for the interchanging of risk management ideas and methodologies among healthcare professionals;
- C. assisting in the development of professional relationships among Society members and other healthcare professionals in order to facilitate the free exchange of information and the solution of mutual problems;
- D. providing relevant information and education to other appropriate parties such as hospitals, hospital associations, clinics, medical societies, other healthcare providers and civic groups to enhance the provision of a safe and secure healthcare environment; and,
- E. acting as a central source of information in Oregon on new developments and trends in healthcare risk management.

ARTICLE III: POWERS

The Society may engage in any activities or exercise any powers that are in furtherance of the stated purposes of this organization, and which are consistent with the stated Purpose of this organization.

The Society may review and comment on policies related to its area of interest in furtherance of its educational purposes. Members of the Society shall make related recommendations through the Officers of the Society. The Society shall issue any comment or statement only through its Officers, and any such comment or statement made on behalf of the Society shall be subject to the approval of the Active Members by an affirmative vote of two-thirds of such Active Members present and voting at an authorized meeting.

ARTICLE IV: MEMBERSHIP

Membership in the Society shall consist of persons working with hospitals, clinics, or other healthcare providers who are actively involved in risk management functions. There shall be one class of membership: Active Member. All Active Members shall be voting members entitled to vote at any authorized meeting of the membership. The qualifications for Active Member status shall be:

- A. an employee of a healthcare provider who is actively involved in the risk management/quality assurance function of that organization; or,
- B. an employee of the Oregon Association of Hospitals and Health Systems or Oregon Medical Association who is routinely involved in the risk management/quality assurance function of that organization; or,
- C. a private healthcare consultant, a representative of a healthcare insurance agency, brokerage, company or captive; an adjuster representing healthcare providers; or an attorney representing healthcare providers, healthcare insurance carriers, captives or risk retention groups.

Membership in the Society shall become effective upon application, confirmation of eligibility, and payment of dues.

Corporations and students may be Active Members with approval of the Officers of the Society.

Active membership shall be for a term of one (1) year, as of each first of January, and shall terminate or be renewed as follows:

- A. Resignation: Individuals may at any time deliver a resignation from the Society in writing to an Officer of the Society.
- B. Loss of Eligibility: Membership of any individual who is no longer eligible for membership in the Society, and who fails to reestablish such eligibility within ninety (90) days of such change, shall be terminated by such change. Former members may reapply for membership at any time.
- C. Membership Renewal: Active Members of the Society shall have their membership automatically renewed beginning January 1 of each year, provided that:
 - 1. Such Active Member continues to meet eligibility requirements as provided in these Bylaws;
 - 2. All dues owed to the Society have been fully paid; and
 - 3. Such Active Member has not violated any provision of these Bylaws and is in compliance herewith.

D. Transfer of Membership: It is recognized that, while membership in the Society is by individual, the individual's employer often pays the membership dues.

- 1) If a member personally paid the membership dues, then changes positions/employers and maintains eligibility, the membership stays with the individual.
- 2) If the employer paid the membership dues, then the membership is transferable to another individual who assumes the employment responsibilities of the original member and who is otherwise eligible for membership.

ARTICLE V: DUES

Annual dues of the Society shall be established by the Officers. New memberships granted after October 31 shall extend through the next calendar year. No portion of the dues paid by an Active Member shall be refundable because a membership is terminated or for any other reason. Dues shall be delinquent after March 31.

ARTICLE VI: MEETINGS

The Society shall meet at least two (2) times each year for the transaction of the affairs of the Society and for planning activities in accordance with Article II of the Bylaws. One (1) of these meetings shall be the Annual Meeting. The dates of such meetings shall be set by the Officers of the Society. The Secretary-Treasurer of the Society shall notify membership by mail of the date, time and place of these meetings no less than thirty (30) days prior to the date of the meetings.

Special meetings may be called by the Officers of the Society and shall be limited to consideration of subjects listed in the official call for such meeting, unless it is otherwise ordered by the unanimous consent of the Active Members present and voting. The Secretary-Treasurer of the Society shall notify the membership by mail of the special meetings no less than fifteen (15) days prior to the date of the meeting.

The Society shall adopt regulations for conducting meetings of the Society and may amend them from time to time by a majority of those present and voting at the Annual Meeting. These regulations shall be in accord with Robert's Rules of Order Revised, but only to the extent that they are not in conflict with Bylaws of the Society.

With regard to voting, only Active Members in good standing shall have the right to vote. Proxy voting shall be permitted. When mail voting is necessary or expeditious, the Secretary-Treasurer of the Society shall use first class mail for such voting. And, except as otherwise specified herein, all matters shall be settled by simple majority voter, i.e., a majority of mail votes returned and a majority of members voting in assembly as the case may be.

A quorum of the Society shall consist of the Active Members present at any meeting.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall be comprised of the Officers of the Society.

ARTICLE VIII: OFFICERS

Only Active Members of the Society in good standing shall be eligible to be elected Officers of the Society.

The Officers of the Society shall be a President, a President-elect, and a Secretary-Treasurer. They shall be elected by the Active Members of the Society.

After the initial selection of Officers, all Officers shall serve for a term of one (1) year. The Officers' terms shall be limited to two (2) consecutive terms. The election of Officers may be conducted by mail. A ballot listing candidates may be proposed by a nominating committee and shall be mailed (in the event of an election by mail) to each Active Member of the Society by the Secretary-Treasurer not less than thirty (30) days prior to the end of the then current term of office. The votes shall be tabulated by the Secretary-Treasurer and reported to the Officers. The results of the election may be communicated to the membership at an Annual Meeting whereupon the new Officers will be installed.

The President of the Society shall act as Chairman of the Board of Directors and shall preside at all meetings of the Board and at all meetings and special meetings of the Society. The President-elect shall perform the duties of the office of the President whenever the President shall be unable to do so. Annually, the President may submit a report, in writing, to the membership of the Society. The report may include a summary of reports from the Secretary-Treasurer or other reports submitted by the membership. If the office of 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 both the offices of President and President-elect become vacant at the same time, the Secretary-Treasurer will act as the President pro tempore to serve for the remaining portion of the unexpired term. At the next meeting of the Society, or a special meeting of the Society, a President and President-elect shall be elected in accordance with the provisions of these Bylaws.

The Secretary-Treasurer shall attend all meetings of the Society and maintain the official minutes and records of the Society. In addition, the Secretary-Treasurer will be responsible for maintaining the financial records of the organization including banking and investment accounts and provide an annual report to the membership of the Society.

ARTICLE IX: COMMITTEES

The President shall appoint a Nominating Committee during his or her tenure as President. Standing and special committees may be appointed by the President annually to address issues of membership, education, these Bylaws, and other matters of interest to the membership.

ARTICLE X: BANK ACCOUNT

Banking and other investment accounts of the Society shall be maintained by the Secretary-Treasurer. Transactions on these accounts must be authorized and executed by the signature of an Officer of the Society.

ARTICLE XI: CHARTER MEMBERSHIP

Any Active Member granted membership on or before March 1, 1986 may be designated a Charter Member.

ARTICLE XII: AFFILIATIONS WITH OTHER ASSOCIATIONS

To facilitate communications and liaison with related professional associations, the Officers shall seek to establish formal affiliations with appropriate organizations. Such organizations shall include, but not be limited to the American Society for Healthcare Risk Management, the Oregon Association of Hospitals, and the Oregon Medical Association. The Officers of the Society shall have the power to authorize the signing of formal affiliation agreements establishing such relationships but only when such affiliations are in furtherance of the Purposes of the Oregon Society for Healthcare Risk Management.

ARTICLE XIII: AMENDMENT TO BYLAWS

Amendments to these Bylaws shall be made by a majority vote of the Active Members present at any scheduled or special meeting provided that notice of such proposed amendment shall be given by the Secretary-Treasurer to all members at least fifteen (15) days prior to the date the vote is taken at a meeting or by mail. Voting by mail will also be allowed at meetings where amendments are considered, provided ballots are received by the Secretary-Treasurer prior to such meetings.

Revised September 1997
 May 2001
 January 2006
 September 2008