

CONSTITUTION AND BYLAWS

CAROLINA CHAPTER

American Association of Healthcare Administrative Management

Revised: December, 2001; August, 2008

CONSTITUTION

ARTICLE I Name

The name of this organization shall be the Carolina Chapter of the American Association of Healthcare Administrative Management.

ARTICLE II Purpose and Objectives

The purpose of the American Association of Healthcare Administrative Management, Carolina Chapter, shall be to:

- A. Promote and encourage the recognition of patient account management as an integral part of financial management in health care industry,
- B. Encourage the implementation of efficient business and receivables' management in all areas of health care,
- C. Stimulate the exchange of information among members and associates,
- D. Develop and implement programs for the educational benefit of members,
- E. Implement programs for the professional development of persons new to the health care industry,
- F. Establish nondiscriminatory standards of performance and professional conduct for persons who participate in, or are involved in, patient account management at any health care facility or in any related field conduction business in the health care industry,
- G. Foster cooperation among health organizations, institutions, and other related agencies.

ARTICLE III Membership

- A. Regular members shall be individuals involved in or interested in the management of patient accounts receivable in the health care industry, or in related fields conducting business in the health care industry and shall reside in North Carolina or South Carolina.
- B. Membership shall be only on an individual basis.
- C. Regular membership shall be only by joining the American Association of Healthcare Administrative Management, hereinafter referred to as National, and the Carolina Chapter except as noted in items D and E.
- D. Full time students in accredited universities interested in pursuing careers in the health services industry may become affiliated with the chapter without becoming National members.
- E. Affiliate members are those who meet all membership requirements except residency in the Carolinas. Affiliate members are expected to pay Chapter dues to the Carolina chapter but also must be National members.
- F. The Organization shall not, in the performance of its purpose or activities, discriminate against any member or applicant for membership because of race, creed, color, national origin, political affiliation, sex, age, or handicap.
- G. Chapter Only members are those who are employed at an organization where regular member in good standing is employed but who do not seek regular membership. Chapter Only members may vote on local chapter issues and may hold Committee Chair positions. They are not eligible to run for office. Dues for this class of membership are set by the Executive Committee but should not be less than three (3) times regular chapter dues.

ARTICLE IV Management.

- A. An Executive committee shall direct the affairs of the Carolina Chapter of the American Association of Healthcare Administrative Management. The Executive Committee shall consist of the Officers of the Carolina Chapter of the American Association of Healthcare Administrative Management. The Governing Board shall consist of the Executive Committee plus the Committee Chairs.
- B. The Executive Committee shall not undertake any action or practice that will jeopardize the Chapter's exempt status with the Internal Revenue Service.
- C. In the event the Carolina Chapter shall cease to exist, for any reason, all remaining chapter funds, equipment and records shall be forwarded to the National office of the American Association of Healthcare Administrative Management.

ARTICLE V Personal Liability of officers and directors

An Officer or Governing Board Member of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages as such including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless the officer or Director has breached or failed to perform the duties of his or her office under this Constitution, the By-laws of the Corporation or applicable provisions of law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE VI Meetings

Chapter, Annual and Special Meetings of the American Association of Healthcare Administrative Management, shall be as provided for in the By-Laws.

ARTICLE II Bylaws

The Bylaws of the American Association of Healthcare Administrative Management shall be its governing laws subject to this constitution. Voting on any bylaw change shall be by mail ballot, email communication, or a vote at any annual meeting of the membership.

ARTICLE VIII Amendments

The Constitution of the American Association of Healthcare Administrative Management, may be amended, repealed or added to in the following manner:

- A. Any of the membership of the American Association of Healthcare Administrative Management, may propose a change to the Constitution. The proposed change must be in writing and shall be submitted to the chairperson of the Constitution and Bylaws Committee. The chairperson of the Constitution and Bylaws Committee will submit the proposal on the agenda of the next scheduled Governing Board meeting.
- B. The Governing Board shall by a majority vote determine if the proposed change shall be submitted to the membership for a vote.
- C. The membership will be given written notification of the proposed change and the Article of Articles to be changed.
- D. The Article of Articles to be changed shall be submitted to the membership in the existing form and in the form of the proposed change.
- E. Voting on the proposed change can be by e-mail or by mail ballot submitted to the membership. The membership shall be given at least thirty (30) days to vote on the proposal.
- F. A two thirds majority vote of the members voting shall be required to adopt the change.

BYLAWS

ARTICLE I Membership

- A. Applications for membership shall be made in writing on the appropriate application blank furnished for that purpose.
- B. The application process will be followed as designated by the National Organization of the American Association of Healthcare Administrative Management.
- C. Membership will not be transferable.
- D. A member may remain a member until the end of the calendar year regardless of any changes in employment.
- E. Affiliate members will only complete applications for the local chapter. Student affiliates may choose to join the National organization.
- F. The status of life member may be conferred upon individuals by the Board of Directors to recognize their outstanding contributions and meritorious service to the Association. All persons so designated prior to the adoption of these Bylaws shall have such life membership.

ARTICLE II Dues

- A. The Carolina Chapter annual dues shall be based upon the calendar year and shall not exceed the one half of the National dues.
- B. Application for new membership accompanied by the proper amount of dues received after September 30 shall qualify the applicant for membership for the present year and the following calendar year.
- C. Dues for renewing members shall be paid and received by the Chapter Treasurer on or by the first day of the new calendar year.
- D. Chapter Only and student dues shall be independently determined by the Governing Board.
- E. It shall be the responsibility of the Chapter Treasurer, in cooperation with the National AAHAM office, to determine delinquent members who have not paid their dues timely. The Treasurer shall notify the Membership Chairperson and the Executive Board for the purpose of following up with the delinquent members. On an annual basis, the Treasurer shall direct the sending and preparation of the renewal notification to each Chapter Only Member. The Treasurer shall oversee the preparation of delinquent notifications to Chapter Only members and direct the follow up to those members to encourage continued participation.

ARTICLE III Voting

- A. All members in good standing shall have the right to vote.
- B. Voting on any bylaw change shall be by mail ballot, email communication or a vote at any annual meeting of the membership
- C. All voting will require a simple majority of the members voting except where otherwise specified.
- D. Student members shall have no voting rights.

ARTICLE IV Meetings

A. *Chapter Meetings:*

The Carolina Chapter shall meet one time during each quarter of the calendar year. Notice of these meetings shall be given in writing by the Chapter President at least thirty days prior to meeting.

B. Annual Meetings:

The election of Officers shall take place at the Annual Meeting prior to the expiration of the officers' term. Notice of the meeting shall be given in writing by the Chapter President at least thirty days prior to the meeting.

C. Special Meetings:

Special Meetings of the Carolina Chapter may be called by the Chapter President, a majority of the Executive Committee, or by more than twenty-five percent of the membership. Notice of this meeting shall be given in writing by the Chapter President thirty days prior to the meeting.

D. Governing Board Meetings:

Meetings of the Governing Board may take place at the request of the Chairman of the Governing Board or President, as well as by request of more than twenty-five percent of the Governing Board Members. Notice of the Governing Board Meetings will be given by the President at least thirty days prior to the meeting.

E. Executive Committee Meetings:

Meetings of the Executive Committee may be called by the President. Written notification for this type of meeting is not required; however reasonable effort shall be made to give each member notice of the meeting.

F. Meeting Place:

The Executive Committee will designate where all meetings will be held.

G. Quorum:

1. There shall be no quorum requirements to convene an annual, quarterly, or special meeting of the membership.
2. There shall be a two-thirds majority of the Executive Committee required to hold a Governing Board Meeting. The Governing Board Chairman or Chapter President must also be present or provide written proxy.
3. There shall be two-thirds majority of the Executive Committee required to hold a meeting of the Executive Committee. The President of the Chapter or the Chairman of the Governing Board must also be in attendance or provide written proxy.

ARTICLE V Governing Board

- A. Voting Members of the Governing Board shall consist of all elected officers, the Immediate Past President and all Committee Chairpersons, outline in these By Laws except those described in Article 9 Section 10 E.
- B. The Immediate Past President shall be known and function as the Chairman of the Governing Board. In his absence or inability to serve, the President of the Chapter shall appoint a Governing Board member to preside at the meeting. The Governing Board Chairman shall only

vote to decide all ties at Governing Board Meetings.

ARTICLE VI Executive Committee

- A. The Executive Committee shall consist of the immediate past President and the elected officers of the chapter.
- B. There shall be five elected officers of the Carolina Chapter. They shall be the President, First Vice President, Second Vice President, Secretary and Treasurer.
- C. Each member of the Executive Committee shall have seat, voice and vote in all meetings of the Chapter, Annual, Special and Governing Board.

ARTICLE VII Powers and Duties of the Executive Committee

Section 1 Officers

- A. The officers of the Carolina Chapter of the American Association of Healthcare Administrative Management shall be proposed by the Nominating Committee. Any regular member in good standing is deemed to be qualified to hold any office in the organization subject to election by the majority of members.
- B. At the Annual Meeting prior to the expiration of the officers' term, a majority of the membership voting shall elect a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.
- C. President - This officer shall preside at all meetings of the membership and the Executive Committee. This officer shall be an ex officio member of all committees, standing and special, except Nominating Committee. This officer shall call meetings, execute policy and provide leadership to all members of the Organization. This officer shall consult with the Executive Committee and keep them fully informed so that the programs and activities may be coordinated and accomplished. This officer must have served the duties of a Governing Board Members and must have been a voting member of the chapter for a minimum of one (1) year within the previous term of office. This officer shall strive during the term of office to guide the Carolina Chapter so as to meet the objectives outlined in the Constitution and as directed by the Governing Board. The President shall be in charge of the Legislative Committee. This officer shall be bonded.
- E. First Vice President - This officer shall perform the duties of the President in the President's absence. This officer shall be in charge of the Education Committee, the Ethics Committee, and Certification Committee. This officer must have been a current voting member of the Carolina Chapter for a minimum of one (1) year. This officer shall perform any other duties as prescribed by the President. This officer shall report directly to the President.
- F. Second Vice President - This officer shall be in charge of the Membership Committee, Chapter Historian, and the Constitution and By Laws Committee. This officer must have been a current voting member of the Carolina Chapter for a minimum of one (1) year. This officer shall perform any other duties as prescribed by the President.
- G. Secretary - This officer shall keep or cause to be kept, full minutes of all meetings of the membership, the Governing Board, and the Executive Committee. This officer must have been a current voting member of the Carolina Chapter for a minimum of one (1) year. This officer shall report directly to the President. This officer shall give or cause to be given, notices of all meetings of the membership and the Executive Committee. This officer shall be in charge of the Publications Committee. This officer shall perform any other duties as prescribed by the President.
- H. Treasurer - This officer shall be responsible for maintaining records of all funds of the Carolina Chapter and for all receipts and disbursement of these monies due and payable. This officer shall deposit all funds in an account in the name of the American Association of Healthcare Administrative Management, Carolina Chapter, Inc. in a depository approved by the Executive Committee. This officer may reimburse approved expenses for business of the Carolina Chapter subject to an audit by the Executive Committee. This officer must have been a current voting member of the Carolina Chapter for a minimum of one (1) year. This officer shall be responsible

for financial reporting and budget development. A current Financial Statement shall be provided to the entire membership at the Annual Meeting. The Financial Statement shall be in writing. This officer shall be in charge of the Finance Committee. This officer shall perform any other duties as prescribed by the President. This officer shall report directly to the President. This officer shall be bonded.

Section 2 Terms of Office

Each officer shall be elected for and serve a term of two years. An individual member may serve no more than two consecutive terms in the same office. The term of office shall commence on January 1st.

Section 3 Executive Committee Vacancies

If an elected member of the Executive Committee prior to assuming office fails to meet the qualifications necessary to hold that office, the office shall be declared vacant.

If an elected member of the Executive Committee is unable to perform the duties of his/her office, or engage in conduct that reflects negatively upon the Association, the office shall be declared vacant.

ARTICLE VIII Committees

All Chairperson of Listed Committees serve as members of the Governing Board except as noted.

Section 1 Nominating Committee

- A. The President shall appoint a chairperson of the Nominating Committee, who may not be an officer. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. This special committee shall select a slate of candidates eligible for election at the Annual Meeting in an election year.
- C. The Nominating Committee will list on their slate all names of person nominated, eligible and willing to serve as President, First Vice President, Second Vice President, Secretary and Treasurer.
- D. The Nominating Committee chairperson will present the slate of nominations to the President at least forty (40) days prior to the Annual Meeting.
- E. The Nominating Committee chairperson shall not have sear, voice or vote as a member of the Governing Board.

Section 2 Education Committee

- A. The President shall appoint a chairperson to serve on the Education Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. The Education Committee shall develop and recommend programs and outlines for workshops, institutes and seminars in accordance with the goals and objectives of the organization.
- C. This committee will report directly to the First Vice President.

Section 3 Ethics Committee

- A. The President shall appoint a chairperson to serve on the Ethics Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. The Ethics Committee shall promulgate, a Code of Ethics of Healthcare Administrative Management for members. This committee shall set forth rules and procedures regarding forfeiture of membership. This committee shall determine all violations of the said code of ethics.
- C. This committee shall report directly to the First Vice President.

Section 4 Certification Committee

- A. The President shall appoint a chairperson to serve on the Certification Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. This committee will report directly to the First Vice President.
- C. This committee will strive to have all chapter members take the CCAM/CPAM examinations.
- D. This committee will help and assist all interested members that desire to take the CCAM/CPAM examinations.
- E. This committee will continue to review, update and monitor the Certification Program for the Chapter.

Section 5 Membership Committee

- A. The President shall appoint a chairperson to serve on the Membership Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. It shall be the purpose of the Membership Committee to promote and increase membership. The Membership Committee will report on all matters relative to membership.
- C. This Membership committee will report directly to the Second Vice President.

Section 6 Constitution and Bylaws Committee

- A. The President shall appoint a chairperson to serve on the Constitution and Bylaws Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. This committee will report directly to the Second Vice President.
- C. This chairperson of the committee will act as parliamentarian of the Association at all meetings of the Chapter.
- D. This committee shall continually review the Constitution and Bylaws and shall take recommendations to the Second Vice President.
- E. The Chairman shall be a member of the Board of Directors.

Section 7 Publication Committee

- A. The President shall appoint a chairperson to serve on the Publication Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. This committee will report directly to the Secretary.

Section 8 Finance Committee

- A. The President shall appoint a chairperson to serve on the Finance Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. This committee will report directly to the Treasurer.

Section 9 Legislative Committee

- A. The President shall appoint a chairperson to serve on the Legislative Committee. The chairperson may appoint members to serve on the committee as deemed necessary.
- B. The Legislative Committee shall monitor activity of the Congress and the States of North Carolina and South Carolina regarding health care debt collection issues, report activity to members and correspond with legislators and those implementing legislated policies to assure the needs of the members are known.
- C. This committee will report directly to the President.

Section 10 Corporate Partner Committee

- A. The Executive Board shall appoint a member of the chapter to serve as Corporate Sponsor Chairperson. This person shall be a voting member of the Board and serve a two year term.

This person may appoint additional members to serve on the Committee. This committee chair shall report to the Treasurer.

- B. The Corporate Partner Chairperson shall submit a report of the committee activities to the Board at each scheduling meeting.
- C. The Corporate Sponsor Chairperson shall submit a forecast to the Executive Committee by January 1 of each year of term. This committee, with Board approval, shall set the benefits of sponsorship for the corporate partners. The chairperson and committee members shall solicit and secure sponsorships from companies and providers to support the chapter. This committee is responsible for all door prizes and other donations for all meetings and conferences of the chapter.

Section 11 Other Committees

- A. The President shall have the authority to appoint other committees relative to the objectives of the Chapter.
- B. The President shall have the authority to assign special tasks to members for appropriate study and action.
- C. The President shall have the authority to make appointments to all committees.
- D. The term of all committees shall expire at the end of the presidential term of office.
- E. Chairpersons of committees created under this section shall not have seat, voice, or vote on the Governing Board.
- F. The President shall cause an audit to be performed on the financial records of the Chapter by an independent auditor at the end of the Treasurer's term of office and/or upon the resignation of the Chapter Treasurer.

ARTICLE IX Amendments

The Bylaws of the American Association of Healthcare Administrative Management, Carolina Chapter, Inc. may be amended, repealed or added to in the following manner.

- A. Any member of the Carolina Chapter of the American Association of Healthcare Administrative Management may propose a change to the Bylaws. The proposed change must be in writing and shall be submitted to the chairperson of the Constitution and Bylaws Committee. The chairperson of the Constitution and Bylaws Committee will submit the proposal on the agenda of the next scheduled Governing Board Meeting.
- B. The Governing Board shall by a majority vote determine if the proposed change shall be submitted to the membership for a vote.
- C. The membership will be given written notification of the proposed change and the corresponding Article submitted for change.
- D. The Article or Articles to be changed shall be submitted to the membership in the existing form and in the form of the proposed change.
- E. Voting on any bylaw change shall be by mail ballot, email communication, or a vote at any annual meeting of the membership.
- F. The membership shall be given at least thirty (30) days to vote on the proposal.
- G. A two thirds majority vote of the members voting shall be required to adopt the change.