



BY-LAWS
OF
INDIANA SOCIETY FOR
HEALTHCARE RISK MANAGEMENT

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Revised 11/22/01
Revised 12/09/05
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ARTICLE I – NAME

The name of the organization shall be the Indiana Society for Healthcare Risk Management.

ARTICLE II – PURPOSE

The Indiana Society for Healthcare Risk Management is a professional society which is a personal membership group affiliated with the American Society for Healthcare Risk Management (ASHRM). The purpose of the Society shall be to advance the growth and development of the professional practice of healthcare risk management by:

- A. Conducting educational programs and activities to strengthen and develop healthcare risk management and patient safety programs.
- B. Providing a forum for the exchange of ideas.
- C. Developing professional relationships among members in order to facilitate free exchange of information and solution of mutual concerns.
- D. Providing a forum on healthcare risk management issues and explaining the impact of these issues to other appropriate parties.
- E. Promoting the professional development of its members.

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ARTICLE III – POWERS AND DUTIES

Section 1. Organized as a Non-Profit

The Society is organized exclusively for the advancement of healthcare risk management and patient safety as a non-profit association as described in Section 501(c)(6). The society shall conduct its business so that no part of its income and earnings shall inure to the benefit of any member, officer or other individual. Upon dissolution, any assets of the society shall be distributed to an organization enjoying exempt status under Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code or successor statutory authority.

Section 2. Responsibility of Board of Directors

The Board of Directors (Board) shall be responsible for conducting the business of the Society and to act on behalf of the Society on governance and business matters between Society business meetings and on chapter affiliation matters with ASHRM. The Board shall carry out the powers and duties granted in Article VII.

Section 3. Membership Rights and Responsibilities

The membership of the Society shall have the rights and obligations vested in them according to the designated membership categories in Article IV. The membership, as specified in Article VI and Article VIII is granted the authority to ratify amended bylaws.

ARTICLE IV – MEMBERSHIP

Section 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 purpose of the society and abide by the Healthcare Risk Management Code of Professional Responsibility as prescribed by ASHRM.

In order to promote and foster the Society's purpose to advance the development and role of the professional practice of healthcare risk management, including providing a forum for the exchange of ideas and to facilitate the free exchange of information and resolution of mutual concerns, an individual whose current job responsibilities include the legal representation for liability claims against healthcare providers or other healthcare organizations shall be precluded from membership in the Society.

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Section 2. Type of Membership

The Society's membership shall consist of individual members. Membership categories shall include active members and academic members. The qualifications for each category of membership are as stated below:

A. Active Member (voting member).

1. Employee of a hospital or other health care provider who is actively involved in the risk management/patient safety functions of that organization
2. Commercial insurance agent, insurance broker, insurance company employee, risk management consultant, or employee of a company that offers services or products to hospitals or health care providers and that exists for the benefit of shareholders' and non-healthcare providers' private interests.

B. Academic member (nonvoting member)

1. Faculty and students interested in healthcare risk management/patient safety

Section 3. Membership Applications and Renewal

Membership in the Society shall become effective upon (a) the receipt of an acceptable application form and (b) the receipt of the appropriate dues.

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 eligibility criteria, including financial obligations to the society, may apply for renewal of membership via submission of annual dues.

All applications shall be reviewed by a board member-at-large. In the event there is a question about an individual's eligibility for membership in the society or membership category, the board member-at-large shall submit the application to the Board for review. Any decision of the Board regarding membership eligibility or category is final.

Section 4. Transfer of Membership

Membership in the Society is vested in individuals and is not transferrable to another individual.

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Section 5. Termination of Membership

A. Resignation

1. Members may at any time file their resignation from the Society in writing with Board of Directors.
2. Dues are non-refundable if a member resigns.
3. 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.

B. Suspension or Expulsion

1. The Board may suspend or expel any member for cause, at any time, after giving such member the opportunity for a review before the Board. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board present and voting. Such action by the Board shall become effective immediately. For purposes of this subparagraph, the term "for cause" shall include, but be limited to, any of the following:
 - a. Any violation of these By-Laws
 - b. Any conduct on the part of said member which is prejudicial to the interest and welfare of the Society and its members.

C. Nonpayment of Dues

1. Members who fail to pay dues within sixty (60) days after due and payable shall have their membership automatically terminated.

ARTICLE V – DUES

The Society Membership shall establish minimal annual dues of the Society annually. No portion of the dues paid by any member shall be refundable because their membership is terminated for any reason.

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ARTICLE VI – MEETINGS

Section 1. Annual Meeting

The Society shall meet at least annually for the transaction of the affairs of the Society. Such annual meeting shall be held at a time and place selected by the Board of Directors. A quorum shall consist of all active voting members present.

Section 2. Special Meetings

The Board of Directors of the Society may call special meetings or upon petition of no less than 10 percent of all the Society's voting 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 percent of all of the Society's voting members.

Section 3. Notice of Meeting

The officers shall notify the membership by mail or electronic mail of annual or special meetings no less than fourteen (14) days prior to the date of the meeting.

Section 4. Voting

- A. Eligibility to Vote – only active members shall have the right to vote. Proxy voting shall not be permitted. However, voting by mail or electronic means shall be permitted whenever provided for in these by-laws.
- B. Majority – except as otherwise specified herein, all matters shall be settled by a simple majority vote.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Eligibility

Only active members of the Society shall be eligible to serve as an officer on the Board of Directors of the Society.

Section 2. Composition

The Board of Directors shall be composed of at least seven (7) officers: Past President, President, President Elect, Secretary, Treasurer and at least two (2) Members at Large.

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The President shall act as chairman of the Board of Directors. Positions may be filled by no more than two members who would act as “co-officers” of the position.

Section 3. Election and Term

Elected members shall serve for a term of one year, with the exception of the treasurer and secretary, who will serve a two-year term. All terms will expire on December 31 of each year. The President Elect shall become the President in the year following service as President Elect.

The election of officers shall be conducted by email. A ballot listing all candidates proposed by the Board of Directors shall be mailed electronically to each eligible voting member of the Society by a member-at-large not less than thirty (30) days prior to the annual meeting. Votes shall be received by the member-at-large no later than one week before the annual meeting. Votes for special elections to fill vacancies shall be returned to the Board of Directors within 15 days after electronic mailing to the members. In either type of election, the votes shall be tabulated by the member-at-large and reported to the Board of Directors. The results of the election shall be communicated to the membership at the annual meeting in the case of annual elections and at such time as deemed appropriate by the Board of Directors in the case of special elections.

Section 4. Powers and Duties

- A. The Board of Directors shall have the powers to carry out the responsibility to develop plans, objectives, and purposes for the Society; establish standing and ad hoc committees in line with the objectives of the Society and in order to implement the Society programs; review the recommendations of these committees; establish the date, location, format and program of the Society’s annual meeting and other educational programs the Society conducts; and to maintain fiscal responsibility.
- B. President – shall act as Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors.
- C. The President Elect shall perform the duties of the office of the president whenever the president shall be unable to do so. The President Elect shall be responsible for coordinating educational programs for the Society and may elicit assistance from the Board or membership to accomplish the goals set forth by the Board.

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- D. The Treasurer shall be responsible for matters regarding the budget, the allocation of resources, and expenditures, and is charged with preparing an annual report to be presented to the Board of Directors for approval, or more frequently as requested by the Board of Directors.
- E. The Secretary shall be responsible for recording minutes of all meetings of the general membership and Board of Directors. The secretary shall obtain the signature of the president or presiding officer on the minutes. A Binder of past minutes shall be maintained by the secretary and passed on to the next elected secretary.
- F. The Members-at-Large shall be responsible for membership recruitment and composition of the annual Board of Directors ballot.

Section 5. Reports

No less than annually the President shall submit a report, in writing, to the membership. The report shall contain information on the fiscal operation of the Society, and any significant accomplishments completed during the year. The report shall be made available to the membership at the annual meeting.

Section 6. Meetings of the Board of Directors

The Board of Directors shall meet not less than four times a year and at the will of the President. Meetings may be in person or by any other appropriate communication technology. A quorum shall consist of two-thirds of the Board of Directors.

Section 7. Forfeiture of and Removal from Office

- A. Any officer 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 by-laws.
- B. Any officer who is absent from two successive meetings or four meetings during their term of the Board without adequate reason, in the view of the President of the Board, and with the concurrence of the majority of the members of the Board, shall be deemed to have resigned his or her position as an officer, leaving his/her seat vacant.
- C. Any member of the Board 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

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officer by the Board. Such vote shall be effective for this purpose even in the presence of recusal abstentions.

D. Any vacancy will be filled in accordance with the provisions of these by-laws.

Section 8. Vacancies

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 President and President Elect should become unable to perform the duties of their office, or if the President Elect is unable to fulfill his term, then a new election for those vacant positions shall be held in compliance with Article VI hereof. Further, if the President and President Elect positions become vacant, the Past President shall function as President until the election shall be conducted for the vacant positions. Such special elections shall be conducted within sixty (60) days after the vacancy occurs. For all other vacancies during the term of office, the President shall appoint a person to fill the unexpired term within thirty (30) days.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the active members present and voting at an annual meeting of the Society. Amendments to the By-Laws may be proposed by the Board of Directors or by petition of at least 25 active members of the Society. Amendments proposed by petition of the active members shall be filed with the President at least ninety (90) days prior to the annual meeting. Notice of proposed amendments shall be sent electronically to all active members not less than thirty (30) days in advance of the meeting. Amendments to the By-Laws that are approved by the membership shall become effective immediately thereafter.

Decisions on amendments shall be promptly reported to the membership by the President.

Membership Approval Date:

04/22/16
