

ARTICLE I – NAME

The name of the organization shall be the **TENNESSEE SOCIETY FOR HEALTHCARE RISK MANAGEMENT** (Hereinafter “TNSHRM”).

ARTICLE II - PURPOSE

The purpose of TNSHRM shall be to encourage closer cooperation among healthcare risk management personnel in order to promote the development of the professional practice of healthcare risk management by:

1. Providing a forum for the exchange of ideas.
2. Promoting professional development by encouraging and assisting members to increase their knowledge and skills by conducting educational programs and activities.
3. Providing a resource for healthcare organizations interested in initiating and/or improving risk management programs.
4. Establishing and maintaining affiliation with the American Society for Healthcare Risk Management.
5. Promoting the certification of healthcare risk management professionals.
6. Providing information regarding legislative action for advocacy purposes.
7. Assisting in the development of professional, collegial relationships among TNSHRM members and other healthcare, legal, regulatory and insurance industry professionals.

TNSHRM is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit association. It shall be so conducted 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 TNSHRM shall be distributed to an organization enjoying an

exempt status under Section 501 (c) (3) of the Internal Revenue Code or successor statutory authority.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility

Membership is open to professionals whose job responsibilities include healthcare risk management or who have demonstrated a bonafide interest in the field of healthcare risk management and who agree to support the mission and vision and the Code of Professional Responsibility of the American Society for Healthcare Risk Management. Individuals who represent plaintiffs in medical malpractice matters are not eligible for membership. Membership in the TNSHRM shall become effective upon (a) receipt of properly completed application form, (b) receipt of specified dues, and (c) approval of the application by the Designated Board Member in accordance with TNSHRM bylaws and criteria developed by the Board of Directors of TNSHRM. All applications shall be reviewed by a member of the Board of Directors. Any decision of the Board of Directors regarding membership is final. Membership expires on December 31st of each year.

Membership Categories

A member in good standing shall be defined as:

1. A regular active member and
2. Who continues to meet eligibility requirements as provided in the bylaws and

3. Whose dues have been fully paid for the preceding twelve (12) months.

A. Regular Active 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 any elected office in TNSHRM.

B. Student Membership

A student member is any individual who has demonstrated a bonafide interest in the field of healthcare risk management and who is a 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 any elected office in TNSHRM.

C. Inactive Member

An inactive member is any prior active member who is unemployed at the time of membership renewal and who requests inactive membership status. Such members may apply for inactive membership by mail or other appropriate communication techniques approved by the Board of Directors and may be granted a dues waiver for up to six (6) months at the discretion of the Board. However, inactive members will be required to pay the guest fee for attendance at TNSHRM meetings during that interim. 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 comes first. Inactive members may not vote or hold any elected office in TNSHRM.

Section 2: Renewal

Any member, who continues to meet membership eligibility criteria, including financial obligations to TNSHRM, may apply for renewal of membership in the TNSHRM on an annual basis. The renewal process includes completion of a membership renewal form provided by the chapter.

Section 3: Transfer, Change or Termination of Membership

Membership in TNSHRM is with the individual and not with the organization and therefore shall not be transferable to another person.

Members may, at any time, file their resignation from TNSHRM by mail or other appropriate communication techniques approved by the Board of Directors. Resignations are effective upon receipt of notice by TNSHRM, but the member shall remain liable for financial obligations incurred by the member before the TNSHRM's notice of resignation.

Termination shall be presumed if dues are not paid within 60 days of the due date unless a dues waiver has been approved under Article 3C.

Any member whose conduct shall be detrimental to the best interest of TNSHRM or who shall willfully violate its bylaws, rules, or regulations, or in violation with the American Society for Healthcare Risk Management Code of Professional Responsibility may be suspended or expelled by action of the Board of Directors after the member has been afforded the opportunity for a hearing before the Board of Directors. Any member suspended or expelled may be reinstated by the affirmative vote of the Board of Directors. For purposes of this section, majority vote of the Board of Directors refers to majority of the members of the Board of Directors present and voting.

ARTICLE IV - DUES

Section 1: Annual Dues

Annual dues of TNSHRM shall be established by the Board of Directors. All dues paid to TNSHRM shall become property of TNSHRM. No portion of the dues paid by any member shall be refundable because his membership is terminated or resigned for any reason.

Section 2: Deadlines for Payment of Dues

All memberships expire December 31st of the current calendar year. To maintain continued membership, full dues must be paid by January 1st of the following calendar year. Reinstatement of lapsed membership requires payment of dues for the full calendar year. If initial membership is denied, the dues will be refunded. Any funds or property that may be donated to further the work or programs of TNSHRM shall become the property of the TNSHRM, and shall be used for the purpose designated by TNSHRM.

ARTICLE V - MEETINGS

Section 1: Annual Meeting

TNSHRM shall meet at least three times per year, one of which is the annual meeting, for the transaction of the affairs of TNSHRM and for planning activities in accordance with Article II of the bylaws. The meeting scheduled in the fourth quarter will be considered the

annual meeting. TNSHRM meetings shall be scheduled by the Board of Directors for TNSHRM.

Section 2: Special Meetings

Special meetings may be called by the Board of Directors of TNSHRM or upon a petition of no less than ten percent of the 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.

At least fifteen business days before the date of any special meeting, the Secretary/designee shall provide electronic notice to each member. The Secretary/designee shall provide electronic notice to each member at least thirty days before the date of the annual meeting.

Section 3: Order of Meetings

The order of business for TNSHRM meetings shall be as provided by the Board of Directors.

Section 4: Voting

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

Section 5: Quorum

A quorum shall consist of at least ten percent of the total membership present at any regular or special meeting. All matters shall be settled by a simple majority of eligible voting members.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Eligibility

Active members of TNSHRM in good standing and in compliance with all provisions of the bylaws shall be eligible to serve on the Board of Directors of the Society. The Board of Directors shall be composed of eight members, including the President, Vice President, Secretary, Treasurer and four board members.

Section 2: Election and Term

After the election of Directors by the membership, each elected Director shall serve for a term of two years. Individuals elected by the membership into officer positions (President, Vice President, Secretary and Treasurer) shall serve for a term of one year. All terms will expire on December 31 of each year.

The election of Directors shall be conducted by mail, electronic mail, or other voting mechanisms approved by the Board. A ballot listing candidates proposed by the Nominating Committee shall be provided to each eligible voting member of TNSHRM by the

President/Designee, not less than thirty days prior to the annual meeting. Completed ballots must be returned to TNSHRM within thirty days. The votes shall be tabulated by the President and Secretary/designee and reported to the Board of Directors. In the event of a tie, the new Board member(s) will be determined by majority vote of the Board of Directors. The results of the election shall be presented at the annual meeting. Any Board of Directors' vacancy will be filled in accordance with the provisions set forth in these bylaws.

Section 3: Powers and Duties

The Board of Directors shall have the power to make policy decisions for TNSHRM, to approve the annual budget, to carry out the responsibility to develop plans, objectives, and purposes for TNSHRM; to establish policies and procedures for the Board of Directors and TNSHRM; establish standing and ad hoc committees consistent with the objectives of TNSHRM, and schedule TNSHRM's annual meeting and educational programs in accordance with the overall educational objective.

The Board of Directors shall also recommend to TNSHRM liaison relationships and committee memberships with other organizations, agencies, or associations related to TNSHRM's purpose and recommend to TNSHRM the development of materials or the revisions of materials relating to TNSHRM's purpose.

All resolutions or recommendations pertaining to the expenditure of monies shall be approved by the Board of Directors before the same shall become effective.

The actions of the Board of Directors shall at all times be in compliance with the bylaws and regulations of TNSHRM.

Section 4: Vacancies

The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of President or Vice-President, by appointment of an eligible member of TNSHRM for the unexpired term.

Section 5: Meetings

The Board of Directors shall meet at least three times a year for the transaction of the affairs of TNSHRM. Additional meetings may be called by the President with the approval of the Board of Directors or by three or more Board members.

Section 6: Forfeiture of and Removal from Office

Any Director shall automatically forfeit his or her office if he or she loses eligibility for membership, is expelled from membership pursuant to these bylaws, or fails to fulfill the duties of his or her office.

Any member of the Board of Directors who is absent from two successive meetings of the Board without adequate reason, in view of the presiding Chair 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 or her seat declared vacant to be filled in accordance with the provisions of these bylaws.

Any Officer may be removed for cause by an 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.

Section 7: Emergency Situations

The Executive Committee shall be empowered to act on behalf of the Board in emergency situations. The Board will have the opportunity to ratify any action taken by the Executive Committee at the first meeting of the Board following such emergency situation.

ARTICLE VII - OFFICERS

Section 1: Eligibility

Active Members of TNSHRM in good standing and in compliance with all provisions of the Bylaws shall be eligible for elective office in the TNSHRM. The elected officers shall be the President, the Vice President, the Secretary, and the Treasurer, each elected by the membership of TNSHRM.

Section 2: Election and Term

The election of the officers shall be conducted by electronic mail, or other voting mechanisms approved by the Board before the annual meeting pursuant to the steps outlined in Article VI., Section 2. The term of President, Vice President, Secretary and Treasurer shall be for one year; term of all other officers shall be for two years or until their successors are elected and qualified and may be extended pursuant to Article VI., Section 7 and through the Executive Committee pursuant to Article VIII., Section 2.

Section 3: Powers and Duties

A. The President: President shall be the chief executive officer of TNSHRM. The President shall preside over all meetings of TNSHRM and shall serve as Chair of the Board of Directors. It shall be the President's duty to supervise the activities of TNSHRM; to present a report in writing at the annual meeting; to appoint the chairman and members of standing and special committees; and to perform such other duties as authorized by the Board of Directors. Additionally, the President shall be an ex-officio member of all standing committees.

B. The Vice President: The Vice President shall work closely with the officers of TNSHRM and the Board of Directors so that he/she may become thoroughly familiar with the duties and responsibilities of the President. The Vice President shall, in absence of or incapacity of the President assumes all duties of the President and upon the recommendation of the Nominating Committee shall succeed as President until elections are held.

C. Secretary: The Secretary shall record the proceedings and prepare the minutes of TNSHRM meetings, which shall be available to members for approval. He/she shall maintain the records of TNSHRM. He/she shall perform such other duties as may be necessary to advance the TNSHRM's objectives.

D. Treasurer: The Treasurer shall maintain the financial records of TNSHRM. He/she shall prepare the annual budget, and maintain the financial records of TNSHRM in compliance with any applicable regulatory mandate and will be responsible for collecting membership dues. He/she shall perform such other duties as may be necessary to advance TNSHRM's objectives.

If the President of TNSHRM is not a member of the American Society for Healthcare Risk Management, TNSHRM will pay their membership dues for the period they hold this office.

Section 4: Vacancies

A. If the President is unable to fulfill the term of office of the President, the Vice President shall act as President until the end of the President's scheduled year of presidency and then shall continue to serve his/her own term.

B. If the Vice President is unable to fulfill the term of office of Vice President or is unable to assume the office of President, the Secretary, shall do so for the remaining portion of the unexpired term.

C. The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of President or Vice President, by appointment of an eligible member of TNSHRM for the unexpired term.

D. If the President, Vice President and Secretary are all unable to fulfill their roles, the Treasurer will act as President to conduct TNSHRM's affairs for the remainder of the unexpired term. At the next meeting of TNSHRM, a President, Vice President and Secretary shall be elected in accordance with the provision of the bylaws.

Section 5: Meetings

Meetings shall be held pursuant to Article VI., Section 5.

Section 6: Forfeiture of and Removal from Office

Removal from office shall be governed by the guidelines in Article VI., Section 6.

Section 7: Compensation

All officers shall serve voluntarily and shall not receive any compensation for their services.

Section 8: Reports

Annually, the President and Treasurer shall submit written reports to the membership at the annual meeting. The reports shall contain information on the fiscal situation of TNSHRM and an overview of activities and programs.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees

Standing committees are designated by the Board of Directors. An Active member in good standing shall be eligible to serve and vote on any standing or special committee. The President shall appoint, with the approval of the Board, chair of all standing committees. The term of office for Chair will be one year or until the next annual meeting, whichever comes first.

Section 2: Executive Committee

The Executive Committee shall consist of five (5) members: the President, Vice President, Secretary, Treasurer, and at least one (1) Board member. The Executive Committee shall be authorized to act on behalf of the Board when, in emergency situations, action is needed to be taken between meetings and in the best interest of TNSHRM. Further, the Executive Committee shall be authorized to take action in other situations as authorized by the Board.

Section 3: Nominating Committee

The Nominating Committee will consist of the Board of Directors and the Officers. The President will be the Chair.

The Nominating Committee shall prepare a slate of candidates for the office of President, Vice President, Secretary, Treasurer, and four (4) Directors. The Nominating Committee shall cause to be forwarded to all eligible voting members, the slate of candidates 30 days prior to the annual meeting. A call for nominations from the membership shall be published by mail or other appropriate communication techniques approved by the Board of Directors with nominations to be sent to the Secretary no later than seventy-five days prior to the annual meeting.

Section 4: Special Committees

Special committees may be appointed by the President or Board of Directors for special projects as authorized by the Board of Directors. The term of office shall be one year or until the next annual meeting. Special committees shall submit interim written reports of their activities to the Board, if requested and upon completion of the project shall present a written report with conclusions and recommendations.

Section 5: Minutes and Reports

Committees shall keep minutes of their meetings and shall furnish reports of their activities to TNSHRM Board at each annual meeting of TNSHRM, or more frequently, if so requested or directed by the TNSHRM Board.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the active members responding by mail or other appropriate communication techniques approved by the Board of Directors. Notice of proposed changes shall be sent to all members at least thirty days prior to such balloting. Amendments may be proposed by the Board of Directors and/or by any member in good standing, subsequent to approval by the Board. Proposed amendments shall be filed with the President at least sixty days prior to balloting.

ARTICLE X - CONFLICT OF INTEREST OF OFFICERS AND DIRECTORS

Section 1: Duties

The Directors and Officers of TNSHRM shall administer its affairs honestly and economically and exercise their best care, good faith, skill and judgment for the benefit of TNSHRM.

During their terms of office, Directors and Officers shall promptly make full disclosure of any duality or potential conflict of interest 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 TNSHRM. In their dealings with and on behalf of TNSHRM, they are held to a strict rule of honest and fair dealing with the TNSHRM. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the TNSHRM's interest and that of the individual.

All acts of Directors and Officers shall be for the benefit of TNSHRM in any dealing that may affect TNSHRM adversely. The Directors and Officers shall not accept any favor that might influence their actions affecting TNSHRM or its members.

During their terms of office, Directors and Officers shall promptly make full disclosure to TNSHRM 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 TNSHRM.

Section 2: Disclosure of Conflict of Interest

Each person shall complete the conflict of interest form as approved by the Board of Directors before nomination to office or before appointment to fill vacancy in an office. Conflict of interest forms shall be sent to the Board of Directors for review and decision by all members present except for declarant.

Section 3: Resolution of Conflict of Interest

The Board of Directors shall review all conflict of interest disclosure forms submitted to it. Upon the action of the Board, individuals not in compliance with the conflict of interest policy of TNSHRM shall not be eligible to serve as director, officer, or nominee. Appeals of adverse decisions of the Board of Directors shall be made directly to the Board of Directors. The decision of the Board of Directors is final.

ARTICLE XI - FISCAL YEAR

The fiscal year shall begin on January 1 and concludes on December 31 of each year.

APPROVALS

Original bylaws approved by the Board of Directors on January 25, 2021