

**Northern New England Society
For Health Care Risk Management, Inc.**

BY-LAWS

APPROVED

The sixth day of October, 1988
The twenty-sixth day of October, 1990
The twenty-fifth day of October, 1991
The eighth day of October, 1993
The thirtieth day of September, 1994
The sixth day of October, 1995
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The thirteenth day of November 2023

Revised and Approved:

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NNESHM Past - President, 2023
Approved by the Membership at Annual Meeting
November 13, 2023

BY-LAWS

NORTHERN NEW ENGLAND SOCIETY FOR HEALTH CARE RISK MANAGEMENT, INC.

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BY-LAWS

NORTHERN NEW ENGLAND SOCIETY FOR HEALTH CARE RISK MANAGEMENT, INC.

ARTICLE I. NAME

The organization's name shall be the Northern New England Society for Health Care Risk Management, Inc. (hereafter called "the Society").

ARTICLE II. ORGANIZATION

These By-laws of the Society shall at all times be so construed and limited as to enable the Society to qualify and to continue qualifying as a voluntary corporation duly organized and existing pursuant to the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax-exempt organization organized and operated for any purpose for which an organization may be exempt pursuant to the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Society shall conduct its activities so that no part of its income, net earnings, properties or assets, on dissolution or otherwise, shall inure to the benefit of, or be distributable to any member, trustee, officer, or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in these By-laws.

ARTICLE III. PURPOSE

The primary purpose of the Society shall be to be a risk management resource for members throughout the healthcare continuum.

Activities to further this purpose include, but are not limited to:

- A. Conducting educational programs and activities to strengthen and develop the quality of risk management programs and to promote the professional development of related staff.
- B. Providing a medium for the interchange of risk management ideas and methodologies among health professionals.
- C. Assisting in the development of professional relationships among Society members and other health care professionals in order to facilitate the free exchange of information and the solution of mutual challenges.
- D. Providing information and education to hospitals, hospital associations, health care providers, medical societies, and civil groups toward the end goal of providing a safe

and secure health care environment.

- E. Acting as a source of information in Northern New England on the new developments and trends in health care risk management.

ARTICLE IV. POWER

The Society may engage in any activities or exercise any powers that are in furtherance of its stated purposes. Furthermore, the Society shall have and exercise all rights and powers included in, but not limited to, Revised Statutes Annotated of New Hampshire Chapter 292, as amended.

The Society may review and comment on policies related to its area of interest to further its educational purposes. Members of the Society may make related recommendations by forwarding the same to the Board of Directors of the Society. The Society shall issue any comment or statement through its Board of Directors, and only if such statements are in furtherance of the purposes of the Society as will continue to qualify it as an exempt organization under Section 501(c)(6) of the Code.

ARTICLE V. MEMBERSHIP

Section 1. Type of Membership

The Society's membership shall consist of individual members. There shall be one class of membership: active member (voting member.) The qualifications for membership are as follows:

A. Active member (voting member)

1. An employee, health care professional, officer, director or trustee of a health care provider or facility or any affiliate/subsidiary thereof who is actively involved in the risk management/patient safety function of that organization; or Private consultants, representatives of insurance agencies, brokerages and companies, academicians and attorneys, and employees of governmental or regulatory agencies who are involved in the risk management/patient safety activity.

B. Emeritus Members (non-voting member)

1. A prior active member with at least ten (10) years of regular membership in the Society, offices held, and service on committees for the benefit of the Society, the American Society for Healthcare Risk Management (ASHRM), or similar not for profit professional association with a similar purpose. The Board shall determine the eligibility of any individual for this category on a case-by-case basis. Emeritus members shall be exempt from payment of membership dues.

Emeritus members shall be entitled to participate in the business, meetings, and activities of the Society not reserved exclusively for active members.

Section 2. Establishment of Membership

Membership in the Society shall become effective upon (a) receipt of a properly completed application form, (b) receipt of appropriate dues, and (c) approval of the application by the chairperson of the Membership Committee in accordance with these By-laws and criteria developed by said Committee and approved by the Board of Directors of the Society.

Transition to Emeritus membership from Active Member by either application by the retiring active member or the nomination by an active member. The Board of Directors will review each application or nomination at the next regularly scheduled Board meeting against the criteria stated in Article VI, Section 1.B.1, or any policies and procedures of the Society.

Section 3. Transfer of Membership

Membership in the Society shall not be transferable to another person.

Section 4. Termination of Membership

- A. Resignation: Members may at any time file their resignation from the Society in writing with the Board of Directors.
- B. Loss of Eligibility: Any person who is no longer eligible for membership in the Society and fails to reestablish such eligibility within 90 days of such change shall have their membership terminated. Such persons may reapply for membership when regaining eligibility.
- C. Membership Renewal: Members of the Society shall have their membership automatically renewed, provided:
 - 1. That a person continues to meet eligibility requirements as provided in the by-laws;
 - 2. That all dues owed to the Society have been fully paid within 30 days of assessment; and
 - 3. That the member has not violated any provision of the by-laws and is in compliance with same.

ARTICLE VI. DUES

Annual dues and additional assessments of the Society shall be established by the Board of Directors and payable on the first day of January for the calendar year ahead. Applicants shall be billed 100% of the annual assessed dues. No portion of the dues and assessments paid by any member shall be refundable because their membership is terminated for any reason. Any refunds or property that may be donated to further the work or programs of the Society shall become the property of the Society but shall be used for the purpose designated by the donor, as long as such use is permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (6) of the Code.

ARTICLE VII. MEETINGS of the MEMBERSHIP

Section 1. Annual Meeting

The Society shall meet at least annually for the transaction of the affairs of the Society. Such annual meetings shall be held at a time and place selected by the Board of Directors of the Society.

Section 2. Notice of Meeting

The Secretary of the Society or Board designee shall notify the membership by electronic or regular mail of the annual meeting no less than 30 days prior to the meeting date. The date of the annual meeting may be changed by a majority vote of the Board of Directors. The results of said vote shall be communicated to the membership no less than 30 days prior to the revised date of the meeting.

Section 3. Special Meetings

Special meetings may be called by the Board of Directors of the Society 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. The Secretary of the Society or designee shall notify the membership by electronic or regular mail of the special meetings no later than 30 days prior to the date of the meeting. A majority of the Board of Directors may elect an alternative meeting form such as email or conference call.

Section 4. Order of Meetings

The Society shall conduct meetings in accord with Robert's Rules of Order Revised unless such rules conflict with these By-laws.

Section 5. Voting

- A. Eligibility to Vote: Only active members in good standing shall have the right to vote. Proxy voting shall not be permitted.

Email Votes: The Secretary of the Society or designee shall use electronic mail for voting. The date of the transmission of the email shall serve as the 'postmark' to determine deadlines. Members must return their ballots as directed by the Secretary. The Board of Directors may elect to conduct a vote by regular mail. In that case, the postmark shall denote both the date of the mailing by the Secretary and the date of return by the members.

- B. Majority: Except as otherwise specified herein, all matters shall be settled by a simple majority vote, that is, a majority of email votes returned or a majority of members voting in assembly as the case may be.

Section 6. Quorum

- A. A quorum of the Society shall consist of at least twelve (12) active members.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Eligibility

Only active members of the Society in good standing and in compliance with all provisions of the by-laws shall be eligible to serve on the Board of Directors of the Society.

Section 2. Composition

The Board of Directors shall be composed of nine (9) voting members comprised of representation from Vermont, New Hampshire, and Maine, including the President, President-elect, Secretary, Treasurer, and Past President. There shall at all times be a minimum of at least five (5) Directors who are not of the same immediate family or related by blood or marriage. The number of Directors may be increased or diminished by the action of a majority vote of the Board of Directors at any regular or special meeting at which a quorum of Directors is present, except that no such action shall be effective to remove any Director then in office. In the event the election shall result in representation from one state, the Board of Directors shall appoint a representative-at-large from the other state(s) whose term shall expire at the next election. The President shall act as chairperson of the Board of Directors. The immediate Past-President shall be a voting member of the Board.

Section 3. Election and Term

There shall be two classes of voting directors. The first class shall consist of the President, President-Elect, Secretary, Treasurer, and Past-President. The President, President-Elect, and Past President shall serve for a term of one (1) year. The Secretary and Treasurer shall serve for a term of two (2) years and shall be elected in alternating years. The second class shall consist of four (4) Directors who shall serve for a term of two (2) years and be elected in alternating years.

Any Director may resign at any time by filing a written resignation with the Secretary.

Any Director may be elected to succeed him or herself.

The election of Directors shall be in accordance with Article VII, Section 5. B, of these by-laws. The votes shall be tabulated by the Secretary and reported to the Board of Directors. The election results shall be communicated to the membership by the first day of January of the New Year.

The term of office shall begin on the first day of January.

Any member of the Board of Directors who is absent from two successive meetings of the Board without good cause, in the opinion of the President of the Society, shall have their appointment terminated and their seat declared vacant to be filled in accordance with the provisions of these by-laws, Article VIII, Section 5.

Section 4. Powers

The Board of Directors shall have the powers to develop plans, objectives, and purposes for the Society; establish standing and ad hoc committees in line with the purposes and objectives of the Society in order to implement Society programs; review recommendations of these committees; select the dates, locations, formats, and programs of Society meetings and other educational endeavors.

The Board of Directors shall have all expressed and implied powers to carry out the purposes and objectives of the Society, and their actions shall at all times be in conformity with the by-laws and Articles of Incorporation of the Society.

Section 5. Vacancies

The Board of Directors shall have the authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of President (see Article IX, Section 5), by appointment of an eligible member of the Society until the next regular election. The voting members would then elect an individual to complete the remainder of the unexpired term of office.

Section 6. Meetings

The Board of Directors shall meet not less than twice a year. Additional meetings may be called by the President with the approval of a majority of the Board of Directors. A schedule of Board meetings shall be posted on the NNESHM website. A quorum shall consist of a simple majority of the directors then in office. Except as may be provided elsewhere in these by-laws, all business of the Board shall be determined by a majority vote of the Directors attending the meeting, a quorum being present.

Section 7. Action without a Meeting

Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board of Directors at a duly held meeting.

Section 8. Forfeiture of and Removal from Office

Any director shall automatically forfeit their office if they lose eligibility for membership or fail to fulfill their office duties.

ARTICLE IX. OFFICERS

Section 1. Eligibility

Only active members of the Society in good standing and in compliance with all the Society's by-laws shall be eligible for elective office.

A candidate for the office of President of the Society shall be required, as a prerequisite to standing for that office, to serve one term in any position on the Board of Directors.

The Chapter Affiliation with the American Society for Healthcare Risk Management (ASHRM) requires that the Chapter President and President-Elect be ASHRM members in good standing during their term of office.

Section 2. Officers

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

Section 3. Duties

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 annual and special meetings of the Society and shall represent the Society at the Regional Conference. The President shall submit a report in writing to the Board of Directors and membership of the Society. The report shall include summaries of annual reports by the Treasurer and Chairpersons of all standing and ad hoc committees.

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 serve as a member of the Education Committee.

Section 4. Members of the Board

The four (4) members of the Board of Directors shall actively participate and may serve as chairs of the various committees as outlined by these By-laws and appointed by the President of the Society.

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. The Board shall have the authority to fill any other vacancy that may occur by appointment of an eligible member of NNESHM for the unexpired term.

Section 6. Duties of the Secretary

The Secretary or designee shall attend all meetings of the Society and of the Board of Directors and shall maintain the official minutes and records of the Society. The Secretary shall be a member of the Nominating Committee.

Section 7. Duties of the Treasurer

The Treasurer shall be responsible for maintaining the organization's financial records, including banking and investment accounts, providing periodic reports to the Finance Committee and an annual report to the Board of Directors and membership of the Society. The Treasurer is responsible for filing any state or federal reports that may be required. A financial audit will be performed bi-annually.

Section 8. Forfeiture or Removal from Office

Any officer shall automatically forfeit their office if they lose eligibility for membership or fail to fulfill the duties of their office.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Society shall indemnify and hold harmless its directors, officers, board members, committee chairpersons, and committee members, current and former, who act for and on behalf of the Society in discharging their responsibilities pursuant to these By-laws and other policies and procedures of the Society to the fullest extent permitted by law, except with respect to:

1. Any breach of the Director's, Officers or advisors duty of loyalty to the Society or its Members;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or
3. Any transaction from which the Director, Officer, or advisor derived any improper personal benefit.

Section 2. Insurance

The Society will purchase and maintain insurance on behalf of any person within the coverage of this Article against any potential liability arising out of their good faith actions within the

scope of their defined duties for the Society (Directors and Officers Insurance). The Society will also purchase and maintain General Liability insurance to the limits outlined in the Chapter Affiliation Agreement with the American Society for Healthcare Risk Management (ASHRM).

ARTICLE XI. COMMITTEES

Section 1. Standing Committees

Each standing Committee shall be responsible for the defined duties as identified below. Additionally, each standing Committee will be responsible for drafting, reviewing, and revising policies and procedures relative to their stated function. Any proposed revisions and/or recommendations regarding policies, procedures, and functions of the Committee shall be made to the Board. The term of members serving on all standing committees shall be for one year. Committee members shall be eligible for reappointment by the President.

The following standing committees shall be selected annually by the Board of Directors:

- A. **Nominating Committee**: The Nominating Committee shall be composed of three or more members, at least a majority of whom shall be active members. Two of these members shall be the immediate Past-President, who shall serve as chairperson of the Committee and the Secretary. If the post of the immediate Past-President is vacant, the President shall appoint a director of the Society to serve in their place on the Committee. A good faith effort shall be made to have representation from all three states on the Nominating Committee and in the slate of officers proposed to the membership.

The Committee will request by email nominees for any elected office. Biographical information and a statement of professional objectives completed by each eligible nominee shall be submitted to the Nominating Committee in a format developed for that purpose. The Committee may elect to offer a slate of officers or, in the alternative, may offer more than one name for nomination to any elected office.

The ballot shall also provide for write-in candidates.

Membership Committee: The Committee shall be composed of three or more members, at least a majority of whom shall be active members and one of whom shall be an officer or Director appointed by the President and serving as chairperson. The Committee shall recruit members and review applications for membership for the purposes of determining eligibility and member classification. The Committee shall carry out all other membership responsibilities as provided in the by-laws.

- B. **Education Committee**: The Committee shall be composed of three or more members, at least a majority of whom shall be active members and one of whom shall be the President-Elect. An active member shall be appointed by the President to serve as Chair. The Committee will coordinate the planning and implementation of Society programs

and meetings.

- C. By-laws and Policies Committee: The Immediate Past President shall serve as Chair of the Bylaws and Policies Committee. The Committee shall be composed of three or more members, at least a majority of whom shall be active members. As directed or designated by the Board, the Committee will review these By-laws and policies and procedures annually and recommend revisions to the Board of Directors, as appropriate.
- D. Finance Committee: The Committee shall be composed of three or more members, at least a majority of whom shall be active members. The Treasurer shall serve as one member of the Committee. An active member shall be appointed by the President to serve as Chair. One member of the finance committee may be from outside of the Society provided such expertise is necessary to maintain proper monitoring of the Society. The Committee shall review reports from the Treasurer and establish processes and policies and procedures for oversight of the financial transactions of the Society.
- E. Communication Committee: The Committee shall be composed of three or more members who shall develop and maintain communication within the Society and among its members, including management of the NNESHM website and communication with the membership. The President shall appoint an active member as Chair of the Committee.

In the event the Board of Directors cannot fill any Standing Committee, the Board shall undertake those committee functions until the necessary membership can be obtained.

Section 2. Special Committees

The President of the Society may appoint, from time to time, special committees as authorized by the Board of Directors and for purposes compatible with the objectives of the Society.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the thirty-first day of December.

ARTICLE XIII. AFFILIATIONS WITH OTHER ASSOCIATIONS

To facilitate communications and liaisons with related professional associations, the Board of Directors shall seek to establish communications and liaisons with appropriate organizations. Such organizations include, but are not limited to, the American Society for Healthcare Risk Management and hospital, home health, and long-term care associations in Maine, New Hampshire, and Vermont. The Board of Directors shall have the power to authorize the signing of formal written agreements establishing such relationships, but only when such affiliations are in furtherance of the purposes of the Northern New England Society for Health Care Risk

Management, Inc. Such affiliations shall not interfere with the separate corporate status of the Society or its qualifications as an exempt organization under Section 501(c) (6) of the Code.

ARTICLE XIV. AMENDMENTS

These By-laws may be amended by a two-thirds vote of the active members responding by email ballot in accordance with the deadline specified in the ballot. Amendments may be proposed by the Board or by any member in good standing subsequent to approval by the Board. Notice of proposed amendments shall be sent to all members at least thirty (30) days prior to such balloting. Voting shall be conducted in accordance with Article VII, Section 5.

In the alternative, amendments may be approved by a majority vote of active members present at the annual meeting provided notice of proposed amendments is sent to all members at least thirty (30) days prior to such balloting.

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given to the Members or any Director by these By-Laws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE XVI. CONTRACTS, CHECKS, NOTES, ETC.

Section 1. Execution of Contracts.

All contracts and agreements authorized by the Board of Directors, and all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any one (1) of the following officers: President, President-Elect, Treasurer or Secretary. The Board of Directors may, however, authorize any two (2) of said officers to sign checks, drafts, and orders for the payment of money in excess of specified amounts, and may designate officers and employees of the Society other than those named above, or different combinations of such officers and employees, who may, in the name of the Society, execute checks, drafts, and orders for the payment of money on its behalf.

Section 2. Loans.

No loans shall be contracted on behalf of the Society, and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors, any officer may affect loans and advances at any time for the Society from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Society and, when authorized so to do, may

pledge, hypothecate or transfer any securities or other property of the Society as security for any such loans or advances. Such authority may be general or confined to specific instances. Notwithstanding the foregoing or anything herein to the contrary, under no circumstances is the Society to make any loans of money or property to any Directors or officers of the Society.

ARTICLE XVII. DISPOSITION OF ASSETS

In the event of the complete termination or complete dissolution of the Society, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Society, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Code, or the corresponding section of any future federal tax code, to an organization or organizations which are organized and operated exclusively for such purposes. If any remaining assets cannot be distributed to such an organization or organizations for any reason whatsoever, then the remaining assets not so distributed shall be distributed to the federal government, or state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.