



# **BYLAWS**

American Association of Healthcare Administrative Management

**Gopher Chapter**

## **BYLAWS**

### **ARTICLE I – MEMBERSHIP**

Application for membership shall be made in writing on application blanks or by electronic form furnished for that purpose. The Board of Directors shall have the final authority to determine the eligibility of an individual for membership, or the revocation of membership, consistent with the ethical standards and requirements of this organization.

Membership shall not be transferable from individual to individual. A member who changes employment during a membership year shall continue to be a member for the remainder of the membership year for which dues have been paid.

### **ARTICLE II – DUES AND FEES**

Annual dues shall be for the calendar year in an amount to be determined by the Board of Directors and reviewed on an annual basis.

If the Board of Directors imposes an application fee, it shall accompany the application.

New applications for membership, accompanied by the proper amount of dues and fees, received after October 1 of the membership year shall constitute payment for the remaining portion of the membership year and for the following membership year.

Dues shall be forwarded to the Treasurer. The Membership Chair will track local and national membership.

An individual who submits an application for membership, accompanied by the appropriate dues and fees, which is received by the Treasurer by July 1 of the membership year, shall have the right to vote in any election held during the remainder of that membership year.

### **ARTICLE III – VOTING**

#### **Eligibility**

All eligible members shall have the right to vote. Proxy voting shall be used for any issue except for the election of Officers and Board of Directors or changes and amendments to Chapter Bylaws and Constitution.

## **Votes**

Votes shall be cast by electronic survey on the official ballot.

A system of distributing the ballots and receiving the votes shall be designated to maintain the security and secrecy of the ballots and votes.

Ballots must be distributed to the members by the Chapter at least thirty (30) days prior to the date on which the ballots are to be counted. In order to be counted, ballots must be returned by the members and dated at least five (5) days prior to the date on which such ballots are to be counted.

All votes shall be kept for thirty (30) days after the vote results are announced in case recounts are required.

## **Majority**

All matters except as otherwise specified in this Constitution and Bylaws shall require a simple majority of those voting.

## **ARTICLE IV – MEETING**

### **Annual Meeting**

The Annual Meeting shall be the last scheduled meeting of the calendar year. The results of the election of Officers and Board of Directors shall be announced to the membership at the annual meeting following the election. Notice of this meeting shall be given at least thirty (30) days prior to the scheduled date. Notice shall be in writing or by electronic notification.

### **Special Meetings**

Special meetings of the Chapter may be called by the President, a majority of the Board of Directors, or not less than one tenth (1/10) of the membership. Notice of the meeting shall be made in writing or by electronic notification.

### **Transitional Meeting**

The Transitional Meeting of all current and newly elected Executive Committee and Board of Directors members shall take place on a mutually agreed upon date prior to the first meeting of the new year and after the final meeting of the prior year. All elected officers and outgoing officers shall arrange to meet at a time and place designated by the new President. A meeting of the new Executive Committee and Board of Directors shall take place on a mutually agreed upon date after the start of the new chapter year but not later than the first National President's Meeting, for the purpose of budgeting for the chapter year.

### **Meeting Place**

The Executive Committee may designate any place within the State of Minnesota as the site of either the annual or any special meeting. A majority of the Executive Committee must approve the meeting place.

## **Regional Meeting**

A Regional Meeting will consist of the Gopher Chapter of AAHAM and one or more other AAHAM chapters, or other recognized associations.

At the request of the President and by a majority vote of the Executive Committee, a Regional Meeting can be held. Notice of the meeting shall be made in conjunction with those chapters/organizations involved.

A Regional Meeting can be held outside of the State of Minnesota.

## **Quorum**

One tenth (1/10) of the membership shall constitute a quorum, provided a majority of the Executive Committee is present.

A simple majority of the Executive committee shall constitute a quorum for a meeting of the Committee.

## **ARTICLE V – EXECUTIVE COMMITTEE**

### **Composition of the Executive Committee**

The Executive Committee shall consist of the elected or appointed officers of the Chapter, the members of the Board of Directors and the Chair of the Board of Directors.

### **Officers**

There shall be six (6) elected or appointed officers of the Chapter. The Officers shall be a President, First Vice President, Second Vice President, Secretary, Treasurer and Chair.

An Officer is an individual in good standing with the local and National AAHAM organization. An Officer is a member that has been nominated in accordance with the procedures as set forth in these Bylaws and elected by the members of the organization or who has been appointed by the President.

National members who are associated with healthcare revenue cycle services are eligible to run for office, provided they meet the respective officer qualifications.

### **Board of Directors**

There shall be five (5) members of the Board of Directors.

Vacancies on the Board of Directors shall be appointed by the President, and each person so appointed shall be a Director until a successor is elected by the voting members of the Chapter.

All members shall be qualified to be members of the Board of Directors.

### **Chair of the Board and Advisory Council**

The Chair of the Board shall be the most recent past President.

The Advisory Council shall consist of the three (3) most recent past presidents whose term ended other than by removal. It shall be the function of the Council to serve in an advisory capacity to the Board of Directors.

## **ARTICLE VI – POWERS AND DUTIES OF EXECUTIVE COMMITTEE**

### **Officers**

#### **President**

The President shall preside at all general meetings of the membership of the Chapter, at meetings of the Board of Directors, and attend at least one National Presidents meeting per year. If the President is unable to attend the National Presidents Meeting, a qualified chapter member may be appointed, by the President, to attend. The President shall send an outline of the proposed programs and activities for the Gopher Chapter to the National AAHAM Executive Director as soon as is practical. The President shall be an ex officio member of all Chapter committees, standing and special, except the Nominating Committee. The President shall call meetings, execute policy, and provide leadership to the members of the Chapter. The President shall consult with the Executive Committee and the Advisory Council, and keep them fully informed so the programs and activities of the Chapter may be coordinated. The President shall strive, during his or her term in office, to guide the Chapter to meet the objectives outlined in the Chapter's constitution.

#### **First & Second Vice Presidents**

The Vice Presidents are responsible for all arrangements for Chapter meetings. The Vice Presidents shall serve as Co-Chairs of the Education Committee.

In the absence of the President, or during his or her incapacitation (as determined by the Board of Directors), the President's duties shall be performed by the First Vice President. The Second Vice President shall assume the duties if both the President and First Vice President are absent or incapacitated.

#### **Secretary**

The Secretary shall be responsible for maintaining the Chapter's official records. The Secretary shall keep minutes of the Board of Directors meetings and send a copy of the minutes to the Board Chair, Officers and Board Members. The Secretary shall maintain past and present copies of Bylaws and Amendments. The Secretary shall provide each elected Officer and Committee Chair with copies of their job descriptions and Chapter Bylaws as soon as possible, following an election.

#### **Treasurer**

The Treasurer shall be responsible for all monies of the Chapter and for the disbursement of those monies. The Treasurer shall receive and acknowledge all monies due and payable to the Chapter. The Treasurer shall deposit all monies, in the name of the Gopher Chapter of the American Association of Healthcare Administrative Management, in a depository approved by the Executive Committee. S/He may reimburse approved expenses for business of the Chapter, authorized by the Executive Committee. The Treasurer shall be bonded. S/He shall submit a financial report at each regular meeting of the Board, and make available to the Chapter membership an annual report. S/He shall maintain and forward such

reports as may be required by National.

Chair

The Chair is required to attend all general meetings of the membership of the Chapter and meeting of the Board of Directors.

### **Executive Committee Duties and Obligations**

Duties and obligations of the Executive Committee are further outlined in the Job Description manual.

### **Board of Directors**

It shall be the duty of each Board Member to attend all Executive Committee meetings, to promote and encourage increases in membership and development of Chapters within his or her geographic area, and to represent the Chapter at regional or state activities in his or her areas that are related to the Chapter. Each member of the Board of Directors shall sit on a minimum of one Chapter Committee.

### **Advisory Council**

The members of the Advisory Council shall be given notice of, and be invited to attend, as non-voting observers, regular business meetings of the Board of Directors. In addition, the Advisory Council shall meet as needed for the purpose of reviewing the Chapter operations, procedures, and recommending any changes to the Board of Directors which it considers desirable for the more efficient operation of the Chapter. The immediate past President shall be the chair.

### **Term of Office**

Elections shall be held annually. The President, Secretary, and two (2) Board members shall be elected in uneven years. The Treasurer and three (3) Board members shall be elected in even years. The Second Vice-President shall be elected every year. S/He shall be moved to First Vice-President in his or her second year of term, and a new Second Vice-President shall be elected with the rotation continuing. A term of office shall start January One (1) of the following calendar year. An Officer or Director who ceases to qualify for that office will be requested to fill out their term. An Officer may serve for more than one (1) consecutive term, but not more than two (2) consecutive terms in the same office.

### **Executive Vacancies**

If any member of the Executive Committee (excluding the President) shall, for any reason, vacate his or her office, the President shall appoint, from the voting members, someone to fill the unexpired term.

If the President shall, for any reason, vacate his or her office, the First Vice President shall assume the office of President, to fill the unexpired term.

In the event the immediate past President cannot serve as Chair of the Board, the Board shall elect any past President to serve as Chair, by an electronic mail vote of the majority of the Board. In the further event there are no past Presidents available to serve as Chair of the Board, the Board shall elect one of their members by a majority vote of the entire Board, which vote may be by electronic mail, in person at a meeting, or both.

## **ARTICLE VII – COMMITTEES**

### **Committee Membership**

The President of the Chapter shall appoint a Chair to each Chapter Committee, who may in turn appoint additional members to the committee.

The Chair of each Committee shall be responsible for submitting a written report on committee activity to the Chair of the Chapter Excellence Committee, following each chapter meeting.

### **Bylaws**

The Bylaws Committee shall be responsible for maintaining the current status of the Chapter Constitution and Bylaws.

The Bylaws Committee shall be responsible for staying current with National changes.

The Bylaws shall be reviewed on a yearly basis.

### **Certification**

The Certification Committee shall be responsible for providing up-to-date materials and education to Chapter members who are interested in sitting for the Certified Revenue Cycle Executive (CRCE), Certified Revenue Cycle Professional (CRCP), Certified Revenue Cycle Specialist (CRCS), Certified Revenue Integrity Professional (CRIP) or Certified Compliance Technician (CCT) exams.

### **Chapter Excellence**

The Chapter Excellence Committee shall be responsible for gathering, collating and submitting the application for the National AAHAM Chapter Excellence Award.

### **Community Service**

The Community Service Committee shall be responsible for arranging service projects that will benefit the community in which each Chapter meeting is held.

### **Corporate Sponsors**

The Corporate Sponsors Committee shall be responsible for recruiting corporate sponsors and establishing guidelines for their participation at Chapter events.

### **Education**

The First and Second Vice Presidents of the Chapter shall be Co-Chairs.

The Education Committee shall develop and recommend to the Executive Committee, programs and outlines for workshops, institutes, and seminars, in accordance with the goals and objectives of the Chapter.

## **Legislative**

The Legislative Committee shall be responsible for representing the Gopher Chapter at the legislative level while monitoring governmental changes that affect healthcare.

## **Membership**

The Membership Committee shall promote the increase of membership in the Chapter and shall report to the Board of Directors on all matters relating to the membership.

## **Nominating**

No member of the Nominating Committee may be an Officer or Board of Directors of the Chapter or running for any elected office.

The Nominating Committee shall nominate a slate of candidates for election, in accordance with Article VI, Section 4, prior to the next annual meeting of the Chapter.

The committee shall report to the President, no later than six (6) weeks before the scheduled date of the annual meeting, the names of the candidates the committee has nominated.

All voting is to be done by electronic survey. Ballots must be distributed to the members of the Chapter at least thirty (30) days prior to the date on which the ballots are to be counted. In order to be counted, ballots must be returned by the members and dated no later than five (5) days prior to the date on which such ballots are to be counted.

The committee shall be responsible for receiving and counting all ballots and reporting the results at the Annual Meeting.

## **Publications**

The Publications Committee shall coordinate and prepare material for publications of the Chapter and National Office to include Gopher Tracks, meeting brochures and such other publications as may be required.

The Publications Committee shall develop and promote publication policies in accordance with the goals and objective of the Chapter and National Office.

The Publications Committee shall utilize an Editing Sub-Committee, of their choosing, to proof-read publications before they are sent to print.

## **Scholarship**

The Scholarship Committee shall consist of the winner of the previous year's Scholarship Award.

The Scholarship Committee shall be responsible for keeping a running total of points (obtained by pre-established criteria) of all Chapter members who wish to run for the Scholarship Award.

The results will be reviewed by the President and the Chair.

## **Welcoming/Registration**

The Welcoming Committee shall be responsible for registration at each Chapter meeting.

## **Other Committees and Assignments**

The President and Executive Committee, during their terms in office, shall have the authority to appoint special committees in accordance with the objectives of the Chapter, and to request special tasks for the members for appropriate study and for action.

Subject to the Constitution and Bylaws, the President shall have the authority to make appointments to all other committees.

The term of all committee members shall expire at the end of the calendar year unless otherwise provided for by the action of the Executive Committee.

The board shall hire an external accountant to audit, review and maintain financial records.

## **ARTICLE VIII – AMENDMENTS**

The Bylaws of the Gopher Chapter may be changed, amended, or repealed by a two-third (2/3) majority of those members voting.

See Article VIII of the Constitution for procedure.

*Approved by the Board of Directors 5/7/97. Approved and adopted by a majority vote of the membership 11/5/97.*

*Changes approved and adopted by a majority vote of the membership 11/6/02.*

*Changes approved and adopted by a majority vote of the membership 7/21/03.*

*By-Laws reviewed 03/11/11.*

*By-Laws reviewed 11/09/11.*

*By-Laws reviewed 11/07/12.*

*By-Laws reviewed 11/06/13.*

*By-Laws reviewed 11/05/14.*

*By-Laws reviewed 01/10/15.*

*Changes approved and adopted by a majority vote of the membership 10/07/15.*

*By-Laws reviewed 11/09/16.*

*By-Laws reviewed 12/29/19.*



# **CONSTITUTION**

American Association of Healthcare Administrative Management

## **Gopher Chapter**

## **CONSTITUTION**

### **ARTICLE I – NAME**

The name of this organization shall be the American Association of Healthcare Administrative Management (AAHAM), Gopher Chapter.

### **ARTICLE II – MISSION**

Our mission is to be the premier professional organization in healthcare administrative services. Through a national organization and local chapters, we provide quality member services and leadership in the areas of education, communication, representation, professional standards and certification.

### **ARTICLE III – PURPOSE AND OBJECTIVES**

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

Promote and encourage recognition of Revenue Cycle Management as an integral part of healthcare financial management.

Encourage the implementation of effective and efficient business and revenue cycle management, policies, and procedures in the healthcare industry.

Stimulate and encourage an exchange of information among the membership.

Develop and encourage the implementation of programs for the purpose of furthering the education and increasing the knowledge of the membership with respect to the healthcare industry.

Develop and implement such programs as may add to the knowledge and encourage the development of persons new to the healthcare industry.

Establish standards of performance for persons who participate in, or are involved with, the management of healthcare revenue cycle.

Cooperate with other healthcare organizations, institutions, and other related agencies.

## **ARTICLE IV – MEMBERSHIP**

A member shall be an individual associated with healthcare revenue cycle services.

Membership shall be on an individual basis and not on an institutional basis.

One member from each institution must be a national AAHAM member. Other members from that institution may be Gopher Chapter (local) members only.

In the event the National AAHAM member leaves the institution, local only members may continue their membership for the remainder of the membership year.

## **ARTICLE V – MANAGEMENT**

The Executive Committee shall direct the affairs of the American Association of Healthcare Administrative Management, Gopher Chapter.

The Executive Committee shall consist of the Officers and Board of Directors of the American Association of Healthcare Administrative Management, Gopher Chapter. The powers and duties of the Executive Committee are defined in the Bylaws.

## **ARTICLE VI – PERSONAL LIABILITY OF OFFICERS AND DIRECTORS**

An Officer or Director of the AAHAM, Gopher Chapter shall not be personally liable to the Association 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, attorney's fees and disbursements) for any action taken, or any failure to take the action, unless the Officer or Director has breached or failed to perform the duties of his or her office under this Constitution, the Bylaws of the Association, or applicable provisions of the law and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

## **ARTICLE VII – MEETINGS**

Annual or special meetings of the American Association of Healthcare Administrative Management, Gopher Chapter shall be held as provided for in the Bylaws.

## **ARTICLE VIII – BYLAWS**

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

Any of the membership of the American Association of Healthcare Administrative Management, Gopher Chapter may propose a change to the Constitution.

The Board of Directors shall, by a majority vote, determine if the proposed change shall be submitted to the membership for a vote.

Notification shall be in writing and shall inform the members of the Article or Articles to be changed.

The Article or Articles to be changed shall be submitted to the membership in their existing form and in the form of the proposed change.

Voting on any change shall be by electronic ballot submitted to the membership. A two third (2/3) vote of the members voting shall be required to adopt the said change.

*Approved by the Board of Directors 5/7/97. Approved and adopted by a majority vote of the membership 11/5/97.*

*Changes approved and adopted by a majority vote of the membership 11/6/02.*

*Changes approved and adopted by a majority vote of the membership 7/21/03.*

*Constitution reviewed 03/11/11.*

*Constitution reviewed 11/07/12.*

*Constitution reviewed 11/06/13.*

*Constitution reviewed 11/05/14.*

*Constitution reviewed 01/10/15.*

*Changes approved and adopted by a majority vote of the membership 10/07/15.*

*Constitution reviewed 11/09/16.*

*Constitution reviewed 12/29/19.*