

BYLAWS

New England Society for Healthcare Strategy

PREAMBLE

The New England Society for Healthcare Strategy is a professional membership organization whose members are committed to advancing the practice and application of strategic business planning in health care management by providing professional growth to the Society's members throughout the New England region. This will be accomplished through educational programs, networking, teleconferencing, information exchange, and other forums to enhance the skills, knowledge, and effectiveness of the membership.

ARTICLE I – NAME

The name of the organization shall be the New England Society for Healthcare Strategy.

ARTICLE II – PURPOSE

The purpose of the New England Society for Healthcare Strategy (the "Society" or "NESHs") shall be to provide career and professional development opportunities to enable practitioners in healthcare strategy, development, and implementation to enhance their competence and effectiveness, thereby contributing optimally to the fulfillment of the missions of the organizations they serve. In furtherance of such purpose, the Society may offer, support, or promote any professional development activity or event, including but not limited to educational sessions, networking opportunities, communications, job postings, and social gatherings.

The Society is organized exclusively for charitable, scientific, and educational purposes and shall have all the rights, privileges, immunities and powers of, and shall be subject to all of the duties and liabilities imposed on non-profit corporations under the laws of the Commonwealth of Massachusetts as the same shall be enacted from time to time. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer, or individual except that the Society may pay reasonable compensation for services rendered. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Society shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. The Society shall not carry on any activities not permitted to be carried on by a corporation exempt from tax under section 501(a) of the Internal Revenue Code of 1986 as amended.

The Society may be an affiliate of the Society for Healthcare Strategy and Market Development ("SHSMD") which is a personal membership group of the American Hospital Association.

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the benevolent purposes of the Society, or to such organization or organizations organized and operated exclusively for charitable and benevolent purposes as shall at such time qualify as an exempt organization or organizations under section 501(a) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Superior Court, Middlesex County, exclusively for such purposes or to such organization or organizations, as determined by the Court.

ARTICLE III – POWERS

The Society may organize its membership into special interest groups within the Society to facilitate development of specialized programming and services.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility

Membership shall be available to any individual who has responsibility for, interest in, or contributes toward, strategy, business development, marketing, hospital-physician relations, and/or market development in a healthcare, healthcare related organization, or consulting or professional services firm.

Section 2. Establishment of Membership

Membership in the Society shall become effective upon receipt of a properly completed application form and receipt of required dues. In the instance of Honorary Membership, membership shall be at the initiation of the Board and require a majority vote by the Board.

Section 3. Types of Membership

A. Active Membership shall be available to any individual who:

- a) Has responsibility for strategy, and business/market development, marketing, and/or hospital-physician relations in a healthcare or healthcare related provider organization;

- b) Is employed as a strategy, business/market development, and/or hospital-physician relations consultant to the healthcare industry;
- c) Is on the faculty of an educational institution and is regularly and substantially engaged in health related instruction and/or research; or
- d) Is, other than the above, at the discretion of the Board of the Society, deemed to be actively involved in health related activities.

B. Honorary Membership may be granted to a former active member who has made significant contributions to the Society. Honorary membership may also be granted to someone who has made outstanding contributions to the field of healthcare strategy or market development. Honorary members are not eligible to vote or hold office.

C. Student Membership shall be available to those full or part time students, residents, or fellows in programs in healthcare management, planning, marketing, or a related field. Student members may not vote or hold office.

D. Other types of membership may be established by the Board of Directors.

Section 4. - Transfer of Membership

Membership in the Society shall not be transferable to another person unless so specified by an agreement between the Society and the parties involved. A member whose employment or affiliation changes shall retain membership during the full term for which dues have been paid.

Section 5. – Termination of Membership

A. Resignation. A member may resign from the Society at any time by writing to the Society's Board of Directors.

B. Suspension or Expulsion. The Board of Directors of the Society may suspend or expel any member for cause at any time, after giving such member the opportunity to have a hearing before the Board of Directors. For cause shall include but not be limited to: (1) any violation of these bylaws, or (2) any malfeasance in handling of the affairs of the Society, or (3) any conduct on the part of said member that is prejudicial to the interests and welfare of the Society, its Purpose consistent with Article II, and/or and its members. A member may be suspended or expelled by the affirmative vote of two-thirds of the members of the Board of Directors present and voting. Any member suspended or expelled may be reinstated by the affirmative vote of two-thirds of the members of the Board of Directors present and voting.

C. Nonpayment of Dues. A member who fails to pay their dues within 90 days after due and payable shall have their membership automatically suspended unless the Board of Directors extends this period.

ARTICLE V. - DUES

Minimum annual dues of the Society for Active Membership, Student Membership, and for a partial year membership for new members who may join during the year shall be established by the Board. Honorary Members will not be required to pay dues.

Dues shall become due and payable upon the date fixed by the Board.

No portion of dues paid by any member shall be refunded because membership is terminated for any reason.

Any refunds or property that may be donated to further the work of programs of the Society shall become the property of the Society and shall be used for the intent or purpose designated by the donor.

ARTICLE VI. - MEETINGS

Section 1. Annual Meeting

The Society shall meet at least annually for the transaction of the affairs of the Society.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors of the Society. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings, unless it is otherwise ordered by unanimous consent of the members present and voting.

Section 3. Notice of Meetings

The secretary of the Society shall notify the membership by mail (or other preferred form of communication if so indicated by the member) of annual or special meetings no less than 21 days prior to the date of the meeting.

Section 4. Order of Meetings

The Society shall adopt regulations for conducting meetings and may amend them from time to time by a majority vote of those present and voting at the annual meeting. These regulations shall be in accord with *Robert's Rules of Order Revised*, when the latter are not in conflict with the bylaws of the Society.

The president of the Society shall preside at all meetings. In the absence of the president, the vice president shall assume the chair. In the absence of both, the president shall appoint a member of the current Board to preside.

Section 5. Voting

- A. Eligibility to Vote. Any Active member in good standing of the Society who is present at the meeting shall be entitled to one vote with the exception of student and honorary members who are ineligible to vote. Proxy voting shall not be permitted.
- B. Mail Votes. The secretary shall use first class mail for all mail voting. Mail voting may be used if recommended to the Board of Directors by a majority vote at any business meeting and accepted by the Board or at any time the Board of Directors determines a mail vote necessary.
- C. Electronic Votes. The secretary may use electronic voting if recommended to the Board of Directors by a majority vote at any business meeting and accepted by the Board or at any time the Board of Directors determines an electronic vote necessary.
- D. Majority. Except as otherwise specified herein, all matters shall be settled by a simple majority vote, a majority of members voting in assembly, or a majority of mail votes, as the case may be.

Section 6. Quorum

A quorum shall consist of at least 10 active members present at a duly called

meeting. ARTICLE VII. – BOARD OF DIRECTORS

Section 1. Eligibility

Any active member of the Society in good standing shall be eligible to serve on the Board of Directors of the Society. Board members serve without compensation except that the Society may pay reasonable compensation for services rendered, and may cover certain Board member expenses in accordance with Board of Directors policies.

Section 2. Composition

There shall be a Board of Directors composed of not less than twelve (12) and not more than eighteen (18) members, at least six (6) of whom shall have their principal place of employment located outside of Massachusetts' Route 495. The Nominating Committee will attempt to obtain representation from all New England states.

Voting members are: the president, vice president, immediate past president, treasurer, secretary, program chair, membership chair, and the remaining five (5) to eleven (11) directors at large.

Section 3. Term and Election

Directors shall be elected for a three-year term to begin on January 1 following their election and conclude three years later on December 31 or until his or her successor is duly chosen and qualified. Any director shall be eligible for re-election for a second consecutive three-year term. Any director having served two consecutive full three year terms shall be ineligible for re-election until one year shall have elapsed except that an immediate past president shall continue to serve in that ex officio capacity regardless of the number of years or terms previously served or consecutively served so long as the then president shall continue to serve in the capacity of president.

The terms of directors shall be staggered so that the terms of approximately one third of the directors expire in each of three consecutive years.

The election of the Board of Directors shall be conducted by the active members of the Society upon receipt of a ballot listing candidates proposed by the Nominating Committee to fill expired terms and vacancies. The election process shall allow for write-in votes to be cast. The ballot shall be mailed or sent via electronic communication to each eligible voting member of the Society not less than 21 days prior to the expiration of the terms of the positions on the ballot. The person with a simple plurality of votes for a position is elected. The results of the election shall be communicated to the membership by mail or electronic communication.

Section 4. Powers and Responsibilities

The Board of Directors shall have the power to carry out its responsibility to establish the vision and strategic direction of the Society and to guide the development of policies, programs, and services to fulfill the strategic goals of the Society. The Board of Directors shall have the authority to adopt and implement a strategic plan for the Society, to ensure the financial viability of the Society, to approve the operating structure of the Society, to create standing and ad hoc committees, to create special interest groups within the Society, and to prepare any annual or other reports as required.. .

The Board of Directors shall have the general management and control of all of the property, affairs, and funds of the Society and shall exercise all the powers of the Society except those that are expressly reserved to the members by these Bylaws. All officers and agents of the Society shall act under the direction of the Board of Directors. No delegation of authority by the Board of Directors to any officer, agent, employee or committee shall preclude the Board of Directors from exercising its authority at any time.

The Board of Directors is empowered to control all financial matters of the Society, and is responsible for developing policies for the expenditure of Society funds including the sale of all or substantially all of the assets of the Society. The Board of Directors has the power to collect revenue through membership dues, program fees, and/or other fees and charges. The Board of Directors has the power to open and/or close bank accounts, distribute funds, assume debt, and sign contracts.

The actions of the Board of Directors shall at all times be in conformity with the bylaws of the Society.

Section 5. Vacancies

Should a vacancy occur on the Board of Directors other than in the offices of president, vice president, immediate past president, treasurer, secretary, program chair, membership chair, the president, with the approval of the Board of Directors, shall appoint an active member to complete the unexpired term.

Section 6. Meetings

The Board of Directors shall meet not less than four times each year. Additional meetings may be called by the president or upon a written request of at least one-third of the members of the Board of Directors.

Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts. Any such meeting, whether regular or special, may be held by means of a telephone conference or similar communications equipment which allows all persons participating at the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Members of the Board of Directors who are absent from two successive meetings of the Board of Directors without adequate reason, in the view of the president, may have their seats declared vacant by a vote of the Board of Directors, to be filled in accordance with Article VII., Section 5.

Section 7. Quorum

A quorum for the Board of Directors shall consist of 40% of its members excluding vacancies.

Section 8. Forfeiture of and Removal from Office

- A. **Loss of Membership.** Directors shall automatically forfeit their directorship if they lose eligibility for or are expelled from membership pursuant to Article IV Membership, Section 5.
- B. **Conflict of Interest.** Any director is subject to removal from office pursuant to Article IX. Conflict of Interest of Directors and Officers.
- C. **Failure to Fulfill Duty.** Any director is subject to removal from office by a vote of two-thirds of the Board of Directors for failure to fulfill the duties of office.

ARTICLE VIII. – OFFICERS

Section 1. Eligibility

Any member of the Board of Directors in good standing and in compliance with all provisions of the bylaws may be elected to office in the Society.

Section 2. Officers

The officers shall be the president, vice president, immediate past president, treasurer, secretary, program chair, and membership chair.

The members of the Board of Directors shall elect the officers at the first meeting of the Board following the annual election of members of the Board of Directors.

Section 3. Terms

The president, vice president, immediate past president, treasurer, secretary, program chair, and membership chair shall serve for a term of one year beginning on January 1 each year and concluding on December 31 or until his or her successor is duly chosen and qualified.

The president may be re-elected to the office of president for two consecutive full one year terms. All other officers may be re-elected to consecutive terms in the same office so long as they serve as members of the Board of Directors.

Section 4. Duties

The president of the Society shall act as chairperson of the Board of Directors and shall preside at all meetings of the Board, in addition to all annual and special meetings of the Society. The President shall be an ex officio member with all rights and powers of all committees both standing and special.

The vice president shall perform the duties of the president whenever the president shall be unable to do so. The vice president shall be an ex officio member with all rights and powers of all committees both standing and special.

The treasurer shall collect all dues and monies owed to the Society. The treasurer shall deposit all funds of the Society in account(s) held in the name of the Society and keep a record of and report regularly on the sources and uses of all monies received and distributed. The treasurer will make proper disbursement over his/her own signature on payments for obligations as shall be authorized by the president or by the Board of Directors.

The secretary shall record the proceedings and prepare and maintain the minutes and official records of the Society; issue official calls, agenda, and other notices authorized or

required by or pursuant to these bylaws; and perform all other duties inherent in the office of secretary.

Section 5. Forfeiture of and Removal from Office

- A. Loss of Membership. Officers shall automatically forfeit their office if they lose eligibility for or are expelled from membership, pursuant to Article IV. Membership, Section 5.
- B. Conflict of Interest. Any officer is subject to removal from office pursuant to Article IX. Conflict of Interest of Directors and Officers.
- C. Failure to Fulfill Duty. Any officer is subject to removal from office by a vote of two-thirds of the Board of Directors for failure to fulfill the duties of office.

Section 6. Reports

The president shall present to the Board of Directors and membership an annual report on the status of the Society.

The treasurer shall develop and present to the Board of Directors and membership an annual report on the financial status of the Society.

Section 7. Vacancies

If the office of president becomes vacant, the vice president shall immediately accede to the presidency for the duration of the unexpired term or until a successor is duly chosen and qualified. If both the president and vice president shall become unable to perform the duties of their office, the Board of Directors shall appoint, from the membership of the Board of Directors, a president pro tempore to serve for the remaining of the unexpired term.

If the office of vice president, treasurer, secretary, program chair, or membership chair becomes vacant, then the Board of Directors shall elect from the members of the Board of Directors a member to fill the unexpired term of the vacant officer position.

ARTICLE IX. – CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS

Section 1. General

The directors and officers of the Society shall administer its affairs honestly and exercise their best care, skill, and judgment for the benefit of the Society.

The directors and officers shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with, and on behalf of, the Society, they are held to a strict rule of honest and fair dealing with the Society. They shall not use

their position, or knowledge gained therefrom, so that a conflict might arise between the Society's interest and that of the individual or others.

Acts of directors and officers shall be for the benefit of the Society in any dealing that may affect the Society and shall not adversely or improperly influence their actions affecting the Society or its members.

On an annual basis, during their terms of office, directors and officers shall disclose any existing, or possible, conflict of interest including, but not limited to employment, activity, investment, or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interests of the Society. This disclosure shall be made at the first Board meeting of each year in writing as matter of record or when interest becomes a matter of Board action.

Section 2. Disclosure of Conflict of Interest

Each person shall declare any potential conflict of interest before nomination to office, before appointment to fill a vacancy in office, prior to the assumption of office, and annually during the term of office.

Any Board member having a possible conflict of interest on any matter shall not vote on that matter when it is presented for Board action. The minutes of the meeting shall reflect that a disclosure was made and that there was an abstention from voting. This shall not prevent the Board member from briefly stating a position on the matter nor from answering pertinent questions of other Board members because a member's knowledge may be of assistance.

Section 3. Resolution of Conflict of Interest

If a perceived conflict of interest cannot readily be resolved, the president of the Society shall appoint an ad hoc conflict of interest committee consisting of three Society members who are neither officers nor Board members.

The committee will review minutes and written conflict of interest statements and determine if the individual is in compliance with the bylaws. If the individual is found by the committee not to be in compliance, the committee may recommend that the individual no longer serve as a director, officer, or nominee.

Appeals of adverse decisions of the ad hoc conflict of interest committee shall be made to the Board of Directors, which may remove the director from office by a vote of two-thirds for failure to fulfill this Bylaws provision.

ARTICLE X. – COMMITTEES, ADVISORY PANELS, AND COUNCILS

Section 1. Executive Committee

The Board of Directors may designate an Executive Committee of the Board of Directors consisting of the officers of the Board of Directors and other members that the president may appoint with the approval of the Board of Directors. If designated, the Executive Committee shall be authorized to act on behalf of the Board of Directors between Board meetings.

Section 2. Nominating Committee

A. Composition. The Nominating Committee shall be composed of three members: the immediate past president and two members of the Board of Directors appointed by the president. The immediate past president shall serve as chairperson of the committee. If the immediate past president position is vacant, then the president shall appoint a third member of the Board of Directors to both be a member of and chair the Nominating Committee.

The Executive Committee may serve as the Nominating Committee.

B. Duties. Annually, the Nominating Committee shall solicit nominees and develop a slate of candidates to fill expiring terms and vacancies on the Board of Directors.

Section 3. Committees

The president of the Society may appoint standing committees, ad hoc committees, advisory panels, and task forces with the approval of the Board of Directors for purposes compatible with the objectives of the Society. All bodies so appointed shall have a majority of their membership composed of members of the Society. The president may appoint the chairpersons of any such bodies except the chairpersons of program and membership committees whose election is described elsewhere in these bylaws.

Standing committees shall consist of a program committee and a membership committee. Specific responsibilities of the program committee are to plan the programs for all regular meetings and the annual meeting and including content, speakers and facilitators, arrangements, and responsible individuals. Specific responsibilities of the membership committee are to recruit and communicate with prospective members and to rule on membership eligibility.

ARTICLE XI. – AMENDMENTS

Amendments to the bylaws may be proposed by a majority vote of the Board of Directors or by petition of at least ten percent of the active members in good standing of the Society.

These bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting of the Society. Notice of proposed amendments to be considered shall be sent to all voting members not less than 21 days in advance of the meeting.

October 5, 2011