

# WESTERN STATES HEALTHCARE MATERIALS MANAGEMENT ASSOCIATION BYLAWS

AS OF April 2014

## OVERVIEW

The Western States Healthcare Materials Management Association (hereinafter known as WSHMMA) is a not for profit professional association which exists for the purpose of promoting those members involved in the materials functions of healthcare facilities, or are active in the healthcare materials supply chain, including manufacturers, vendors, distributors, and group purchasing organizations. WSHMMA is an affiliate chapter of the Association for Healthcare Resource and Materials Management (AHRMM), which is a professional group within the American Hospital Association (AHA). WSHMMA serves members in the States of Washington, Oregon, Alaska, Idaho, and Montana.

## ARTICLE I: NAME

The complete and correct name of this professional association is Western States Healthcare Materials Management Association. It is abbreviated and also known as WSHMMA.

## ARTICLE II: PRINCIPAL OFFICE LOCATION AND CONTACTS

The Association shall maintain a mailing address of PO Box 44838, Tacoma, Washington 98448-0838 or elsewhere as the Board of Directors may determine. The Association may be contacted through the web address at [www.wshmma.org](http://www.wshmma.org). Contact information is subject to change without requiring a formal change to the bylaws.

## ARTICLE III: MISSION STATEMENT

The mission of WSHMMA is to recognize and address the complexities of healthcare materials management, to elevate the value and impact of the materials management profession, and to provide a forum for solutions. In particular WSHMMA offers regional educational conferences, networking opportunities, access to national AHRMM/AHA services, and continuing education credits toward national certification as a Certified Materials Resource Professional.

## ARTICLE IV: AFFILIATION

WSHMMA is an affiliated chapter of the American Hospital Association's Association of Healthcare Resource and Materials Professionals and will comply with requirements to maintain such affiliation.

## ARTICLE V: MEMBERSHIP

Section I: Eligibility: Participation and membership is open to all persons involved in the materials functions of healthcare facilities, or are active in the healthcare materials supply chain, including manufacturers, vendors, distributors and group purchasing organizations.

Section II: Regular Members: Those individuals who have submitted the necessary application, have been accepted by the Board of Directors and have paid their annual dues.

Section III: Honorary Members: Those individuals designated by the Board of Directors in recognition for their outstanding contribution to the Association, our profession and the health care industry. These individuals will be recognized as lifetime members of the Association and all future dues and seminar fees will be complimentary.

#### **ARTICLE VI: TERMINATION OF MEMBERSHIP**

A member of WSHMMA may be terminated for any one or more of the following reasons:

1. Failure to pay dues.
2. Conduct that is detrimental to the best interest of the Association, or who shall willfully violate its bylaws/rules and regulations may be suspended or expelled by action of the Board of Directors, after affording the member an opportunity for a hearing before the Board.
3. Resignation by the member.

#### **ARTICLE VII: VOTING**

Only regular members may vote and each regular member is allowed one vote. Regular members vote on the following decisions:

1. Election of non-appointed Board members.
2. Changes or additions to the Bylaws.
3. Dues.
4. Acceptance of financial report.
5. Other issues as determined by the Board.

Decisions are passed by a simple majority of the votes cast. Voting usually occurs at the annual membership meeting but may be done at other times as directed by the Board. Written proxies received from regular members in good standing are permitted.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

Section 1: Voluntary Service: Board members serve voluntarily and receive no compensation for their service. Certain reasonable expenses incurred in the performance of their duties may be reimbursed with the approval of the President and the Treasurer.

Section 2: Eligibility: To be eligible to serve on the Board an individual must be a current member of WSHMMA and must secure written approval and support to serve from his/her facility or organization.

Section 3: Responsibility of the Board: The business and affairs of the Association shall be managed by the Board of Directors which shall exercise all the powers of the Association in accordance with the provisions of these Bylaws, except those specifically granted or reserved to the members, or otherwise by law. The Board shall have the authority to make policy decisions for the Association; to appropriate Association funds in a manner that serves the interest of the Association; to prepare the annual budget; to establish rules and procedures for the Board of Directors and for the Association; and to approve, modify, or disapprove reports, resolutions, or actions of the Officers or committees of the Association.

Section 4: Elected Board Positions and Terms: The following Board positions are elected by the regular members as herein provided:

- President (2 year term)
- President Elect (2 year term)
- Vice President (2 year term)
- Secretary (2 year term)
- Treasurer (2 year term)

Section 5: Non Elected Board Positions: The following Board positions are appointed by the President:

- Immediate Past President (2 year term)
- Historian (no limitation on term)
- At Large Board Members (no limitation on term)
- President's Council of Past Presidents
- Event Coordinator

Section 6: Alternating Terms: For purposes of continuity within the Board, elections of the following positions will be on alternate years:

- President Elect and Vice President
- Secretary and Treasurer

Section 7: Duties and Responsibilities of Elected Board Positions:

7-0: Membership dues and WSHMMA event fees shall be waived for elected board positions as budget allows.

7-1: President: Shall be the Chief Executive Officer of the Association. He/she shall preside at the General Business Meetings of the Association and serve as the Chairman of the Board of Directors. It shall be his/her duty to supervise the activities of the Association. At least annually, the President shall present to the membership an Association activity report, which shall be kept in the permanent records of the Association. He/she shall appoint non-elected Board positions as necessary and appoint vacant elected positions and perform other duties as authorized by the Board of Directors. The President shall represent and act on behalf of the Association as needed. The President shall be a current AHRMM member and a current CMRP. The President shall review non-elected positions on an annual basis to determine if any changes are necessary.

7-2: President Elect: Shall in the absence of or due to the incapacity of the President, perform all duties and assume all responsibilities of the President. He/she shall assist the President in any area of the President's duties and in the organization and planning of the educational seminars. The President Elect shall be a current AHRMM member and a current CMRP. The President-Elect shall be in charge of the AHRMM affiliation workbook and process.

7-3: Vice President: Shall assume the duties of the President Elect in his or her absence, or in the absence of the President. He/she shall serve as coordinator of the Regional Marketing representatives. Current AHRMM member and CMRP preferred. Vice President shall maintain the membership roster.

7-4: Secretary: Shall maintain suitable records in a permanent form of the proceedings of all General Business meetings and meetings of the Board of Directors, and shall perform such other duties as may be assigned by the President. Shall provide seminar evaluation forms for all members at the educational seminar, collect and tabulate the responses and send copies to all Board members. He/she shall prepare the General Business meeting agenda, in advance, for the President's input and distribution to other Officers at the meeting.

7-5: Treasurer: Shall be responsible for and shall oversee the proper accounting functions of the Association, shall keep full and accurate accounts of receipts and disbursements in records belonging to the Association. He/she shall collect all dues and seminar fees and pay all encumbrances incurred by the Association on approval of the Board of Directors. He/she shall present a current financial report at each Board of Directors Meeting and General Business meeting.

#### Section 8: Duties and Responsibilities of Non-Elected or Appointed Board Positions:

8-0: Membership dues and WSHMMA event fees shall be waived for non-elected board positions as budget allows.

8-1: Past President: Assists the President in any area of the President's duties, including organization and planning of the Association's educational programs.

8-2: Parliamentarian/Historian: Shall maintain a documented history of the Association's events, including photos and seminar programs/newsletters. Shall advise the President in the conduct of the General Business Meetings and points of order utilizing Roberts Rules of Order as a guide.

8-3: At Large Board Members: Appointed by the President for special projects or specific responsibilities as authorized by the Board of Directors.

8-4: Regional Marketing Representatives: These members shall be responsible to the Vice President. The duty of each Regional Marketing Representative (R.M.R) shall be to promote membership in the Association, help welcome new members at meetings, familiarize new members with the Association and collect input for seminar planning, organizational goals, etc.

8-5: Presidents Council: Past WSHMMA presidents that are current members willing to be available to provide advice, input, an historical perspective and assistance to help current President with questions or difficult decisions.

8-6: Event Coordinator: Appointed by the President to lead the event planning.

#### Section 9: Vacancies:

9-1: The President shall fill any vacancies by appointment. Such appointees shall serve during the unexpired term.

9-2: In the event the President is unable to fulfill tenure of his/her office, the President Elect shall act as President until the next election.

9-3: When an Officer or Director leaves the field of healthcare materials or resigns his/her appointed or elected office, the unexpired term of office shall be filled by appointment of the President until the next General Election.

Section 10: Voting:

10-1: Each member of the Board of Directors shall be allowed one vote with a quorum of 2/3 of the Board members, majority vote rules.

10-2: Absent Directors may cast a vote through an appointed proxy of their choice, who being a member in good standing (in the Association). The Proxy is to be confirmed in writing, within two (2) weeks of the meeting.

Section 11: Board Meetings: The Board of Directors will meet at least quarterly or as frequently as determined by the President. Records of the proceedings will be taken by the Secretary and subject to review and approval of the Board.

Section 12: Nomination of Officers:

12-1: Upon accepting nomination, each nominee will receive a job description for his/her particular office. The nominee will speak with his/her Administration or employer representative and obtain written approval to accept the job responsibility. (The Association will maintain and offer a standardized approval form.) After receipt of administrative approval, the candidate's name will be placed on the ballot.

12-2: Nomination of officers shall be by the nominating committee duly appointed by the President at the annual General Business Meeting and/or by nomination from the floor.

12-3: Nominations from the floor at the Annual Meeting shall require the nominee to give a verbal resume at the time of nomination. Approval from this candidate's administration shall be mandatory if elected for office.

Section 13: Elections of Officers:

13-1: Elections will be held each year at the Annual General Business Meeting. The election of officers will be by written ballot and accepted only from members. A simple majority will determine the election.

13-2: Officers will assume their duties immediately upon election.

**ARTICLE VIII: GENERAL MEMBERSHIP MEETING**

Section 1: Attendance: Shall include all members of the Association.

Section 2: Frequency: Held at least one time each year or as determined by the Board in conjunction with an educational seminar.

Section 3: Date and Location: Dates and locations to be determined by the Board of Directors of the Association considering other healthcare meetings that may conflict or collaborate.

Section 4: Meeting Content: The meeting agenda will include but not limited to the following items.

1. Prior meeting minutes
2. Financial report
3. Board of Directors report
4. Election of the board
5. Member recognitions
6. Membership dues and fees
7. General discussion by membership

#### **ARTICLE IX: FEES & DUES**

Membership dues and fees will be determined by the Board of Directors and subject to approval by the general membership.

#### **ARTICLE X: FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

#### **ART XI: AMENDMENTS**

Amendments and changes to the Bylaws must be presented at the General Business Meeting and require a 2/3 majority vote of those members present to be adopted.

#### **ARTICLE XII: SCHOLARSHIPS**

The Association will offer a limited number of scholarships for conference registration costs and/or membership dues. Only Association members are eligible and they must submit an application to the Association, which is subject to approval by the Board.

#### **ARTICLE XIII: INDEMNIFICATION OF DIRECTORS**

The Association shall indemnify every Director or Officer, his/her heirs, executors and administrators, against suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director or Officer of the Association, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled.

#### **ARTICLE IX: RULES AND REGULATIONS**

Section 1: Ethical Standards: Loyalty to one's company, justice to those with whom one deals, and faith in one's profession.

## Section 2: Standards of Practice:

1. To consider, first, the interests of one's institution in all transactions and to carry out and believe in its established policies.
2. To be receptive to competent counsel from one's colleagues and to be guided by such counsel without impairing the dignity and responsibility of one's office.
3. To buy without prejudice, seeking to obtain the maximum ultimate value for each dollar of expenditure.
4. To strive consistently for knowledge of the materials and processes of manufacture, and to establish practical methods for the conduct of his/her office.
5. To subscribe to and work for honesty and truth in buying and selling and to denounce all forms and manifestations of commercial bribery.
6. To accord a prompt and courteous reception, so far as conditions permit, to all who call on a legitimate business mission
7. To respect obligations and to require that obligations and concerns be requested consistent with good business practice.
8. To avoid unethical practice.
9. To counsel and assist fellow members in the performance of their duties, whenever occasion permits.
10. To cooperate with all organizations and individuals engaged in activities designed to enhance the development and standing of healthcare materials management.