

New England Society for Healthcare Communications

Bylaws

(As amended, 4/26/74, 3/28/79, 3/25/87, 3/28/90, 3/31/94, 4/12/95, 10/21/96, 8/15/97, 1/31/00, 10/24/02, 07/20/05, 6/27/12)

PREAMBLE

Individuals associated with agencies and organizations with interest in healthcare in New England recognize that their concerns as healthcare communicators and marketers are best met through formal association. They hereby organize themselves in conformity with the Bylaws set forth for that purpose.

ARTICLE I. NAME

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

ARTICLE II. PURPOSE

The purpose of this Society shall be to promote cooperative action among practitioners of healthcare communications in New England. Toward the achievement of this purpose, the Society commits itself to serve the broadening interests, responsibilities and professional development of such individuals. It will promote excellence in, advocacy for, and standards of the profession through relevant educational programs and services. It will provide for the exchange of ideas and information of value to members and the organizations they serve.

The Society is organized exclusively for charitable, scientific and educational purposes as a non-profit Society. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer, or other individual. Upon dissolution, the assets shall be distributed to an organization enjoying an exempt status S501 (c) (3) of the Internal Revenue code or successor statutory authority.

ARTICLE III. MEMBERSHIP

Section I. Eligibility

There will be categories of membership as follows:

1. Active: Those persons employed full or part-time or retired from any agency or organization with an interest in healthcare communications and marketing in New England.
2. Life: Individuals who, upon a vote by the Board of Directors, have shown exemplary service to, served as President of the Society, or have been bestowed the Evans Houghton Award.
3. Life members shall be granted the same benefits as Active Members, except they shall not be assessed any dues.

Section II. Establishment of Membership

Membership in the Society shall become effective upon approval of the Board of Directors of the Society, or its delegated representative.

Section III. Voting

All members in good standing with the Society shall be entitled to one vote in the election of officers and members of the Board of Directors and for any other matter presented to the membership for vote.

Section IV. Member Code of Ethics

The value of member reputation depends upon the ethical conduct of everyone affiliated with the Society. Each member sets an example for other members - as well as other professionals - by the pursuit of excellence with powerful standards of performance, professionalism, and ethical conduct. A copy of the Society's *Code of Professional Ethics and Conduct* is available on its website at www.neshco.org.

Members who violate the Society's policy regarding use of the resources, benefits, and educational opportunities provided by the Society for the purposes of soliciting other members while not qualifying as an exhibitor or sponsor shall be terminated from membership as provided by these bylaws under Article III, Section V.C. See the NESHCo Policies & Procedures manual for the Solicitation Policy as it applies to members.

Section V. Termination of Membership

- A. Membership in the Society shall be automatically terminated for failure to pay dues within 90 days of the date on which they shall become due and payable.
- B. 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, (2) any conduct on the part of said member that is prejudicial to the interests and welfare of the Society and its members, (3) any violation of the Society's *Code of Professional Ethics and Conduct*. 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 a majority of the members of the board of directors present and voting.

ARTICLE IV. DUES

Annual dues of members of the Society shall be determined by two-thirds of the directors. The fiscal year of the Society shall be January 1st through December 31st, with all dues being invoiced on January 1st and due no later than March 1st.

ARTICLE V. MEETINGS

Section I. Annual Meeting

There shall be an Annual Meeting for the transaction of affairs of the Society, to be held, in conjunction with the Society's Virtual Annual Meeting prior to the September 1 beginning of the fiscal year. Notice of the Annual Meeting shall be sent to members of the Society not less than 30 days prior to the meeting.

Section II. Meetings of the Board of Directors

The Board of Directors shall meet not less than four times a year upon receipt of formal notice.

Members of the Board of Directors whose attendance at Board meetings is chronically poor, shall, upon recommendation of the President and concurrence of the executive committee, have their seats declared vacant, to be filled in accordance with Article VI, Section 6.C.

Section III. Special Meetings

The President may call a special meeting of the Board at his/her discretion. **Section IV. Quorum**

Ten members of the Board of Directors shall constitute a quorum for Board meetings.

Section V. Rules of Procedure

The order of business for annual and special meetings shall be as provided by the Board of Directors. When an order is not so provided and when it is not otherwise expressly provided for in these Bylaws, meetings shall be governed by Robert's Rules of Order, newly revised.

ARTICLE VI. OFFICERS AND DIRECTORS

Section I. Board of Directors

There shall be a Board of Directors consisting of: the President, the Immediate Past-President, Vice President, Secretary, Treasurer two Directors elected from the states of Connecticut, Maine, New Hampshire, Rhode Island, and Vermont; three from Massachusetts and three Directors-at-Large. Directors will be differentiated as Director 1, Director 2, and Director 3. Directors will have staggered terms, with Directors 1 and 3 elected during one cycle and Director 2 in the succeeding cycle. The Board of Directors shall be responsible for the Society's direction, upholding the bylaws, directing the image of the Society and its activities and have fiduciary responsibility for the organization's assets.

Section II. Eligibility

All members in good standing shall be eligible for elective office in the Society.

Section III. Officers

The officers shall be President, Vice President, Secretary, Treasurer and Immediate Past President. They shall take office at the Annual Meeting of the general membership. They shall hold office for two years or until successors have been elected.

The President shall call and preside at all meetings and shall be ex-officio on all committees.

The Vice President, in the absence of the President, shall assume the President's duties as may be assigned by the President.

The Secretary shall call the meetings on order of the President, ensure that accurate and complete minutes of all meetings are kept attend to all correspondence, and be responsible for conducting all of the Society's elections.

The Treasurer shall manage and account for all funds and perform such duties as ordinarily pertain to financial management.

The Immediate Past President shall be responsible for the provision of guidance and counsel.

Section IV. Election of Officers and Directors

Elections for Board members shall be held each year.. Director 1 and 3 positions will be elected in odd-numbered years. Director 2 positions shall be elected in even-numbered years.

Section V. Method of Voting

Each year an election shall be conducted by mail, fax or email. A ballot listing the names of candidates shall be sent to each member of the Society not less than 30 days prior to the Annual Meeting. A simple majority of the ballots returned will determine the outcome. The ballot shall be returned to the Secretary by mail, by fax, or by e-mail and reported to the Board of Directors. The results of the election shall be communicated to the Society at the Annual Meeting.

Section VI. Term of Officers and Directors

- A. Officers: The officers shall serve for a term of two years and shall take office at the close of the Annual Meeting.
- B. Directors shall serve for a term of two years and shall take office at the close of the Annual Meeting.
No state director shall serve more than two consecutive terms in the same position on the Board of Directors, exclusive of any time spent in filling out an unexpired term. If, however, recruitment of a suitable candidate proves futile, a third term may be permitted. Upon expiration of said third term, the seat will remain unfilled until such time that recruitment succeeds.
- C. When an officer or director resigns, or a seat is vacant, the President shall nominate a replacement, for consideration and election by the Executive Committee. Such replacement shall serve until the position is voted upon at the next scheduled annual election for that position.
- D. Officers and directors are required to attend the quarterly board meetings and the two major educational conferences.

ARTICLE VII. DUTIES OF SOCIETY EXECUTIVE DIRECTOR

Section I. Appointment

The Board may appoint an Executive Director, acting on a recommendation that would come from the Society's Executive Committee, to execute directives of the board on behalf of the Society and to serve as assistant to the Board. The Executive Committee has the power to negotiate and contract with the Executive Director. The committee performs performance reviews and considers fee increases annually.

Section II, Duties

The executive director shall maintain the membership and financial records of the Society and report membership and financial information to the board. The executive director shall perform such other duties as may contribute to the achievement of the Society's purpose and objectives as outlined by the board of directors.

ARTICLE VIII. CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS

Section I. 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 there from, 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 adversely or improperly influence their actions affecting the Society or its members.

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 interest of the Society. This disclosure shall be made at the first board meeting of each year in writing as a matter of record or when the interest becomes a matter of board action.

Section II. 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 III. 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 IX. LIMITS OF LIABILITY

Section I. Limitation of Liability

The personal liability of the directors of the Society is limited to the fullest extent permitted by the Massachusetts General Statutes and as the same may be amended and supplemented from time to time. No director shall be liable out of his/her personal assets for any obligation or liability incurred by this Society or by the directors. The Society alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Society.

Section II. Indemnification

To the fullest extent permitted by the Massachusetts General Statutes and as the same may be amended and supplemented from time to time, each member of the Board of Directors and each officer of the Society shall be indemnified by the Society against all loss, costs, damage, expenses and charges reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suit, or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors or an officer of the Society (whether or not he continues to be a member of the Board of Directors or officer at the time of incurring or suffering such loss, costs, damage, expenses or charges.)

Section III. Insurance

The Society shall maintain Directors and Officers insurance on behalf of any person who is or was a director, officer, employee or agent of the Society or is or was serving at the request of the Society as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of the Massachusetts General statutes.

ARTICLE X. COMMITTEES

Section I. Standing Committees

All committees shall be chaired by a board member. The duties and structure of the various committees shall be as determined by the Board of Directors, and include:

- Executive
- Membership/Marketing
- Nominating
- Conference
- Lamplighters
- Evans Houghton
- Student Grant
- Social media
- Webinar

The following descriptions of the Executive Committee and the Nominating Committee are provided here for purposes of explanation. Upon acceptance of these Bylaws, they will be contained in the section of the Membership Directory describing the duties and structures of all standing committees.

The Executive Committee of the Board shall be made up of the Officers of the Board. The President and the Vice President of the Society will act as communication liaisons between the Society and the Society for Healthcare Strategy and Market Development (SHSMD).

The Executive Committee shall hold and exercise the full powers of the Board of Directors to act for and on behalf of the Society during periods between regularly scheduled meetings of the Board in order to address matters deemed urgent by the President. Decisions of the Executive Committee shall have the same force and effect as decisions of the Board of Directors. In such an event, a quorum of four members of the Executive Committee would be required.

The Executive Committee shall report at each meeting of the Board of Directors upon all actions taken since the previous Board meeting.

Executive Committee will act as the Society's Nominating Committee to recruit potential members of the Board of Directors and will actively consult the state directors; they shall also have the authority to solicit nominations for office from the general membership of the Society who are in good standing.

Section II. Special Committees and Task Forces

The Board of Directors shall be empowered to cause to be created, as the need arises, committees and task forces of a special nature. The Board shall determine the scope and composition of these entities. A simple majority vote of the Board will prevail.

ARTICLE XI. AMENDMENTS

Upon recommendation of the Board of Directors, these Bylaws may be amended by a majority vote of the members voting in an election conducted by mail, fax, or e-mail. Notice of proposed amendments shall be sent to all members not less than 30 days in advance of the vote deadline. Members will have the opportunity to vote yea or nay on the bylaw changes as a whole returning their ballots to the Secretary by mail, by fax, or by e-mail.

If the proposed amendments are of sufficient urgency, the Board of Directors may take action on its own initiative, after giving 30 days notice to members of such proposed amendment(s) and simultaneously notification that such urgent action is contemplated. Any amendment approved by the Board of Directors must be reported immediately by the Secretary to the membership and be presented for vote to the membership by mail, email or fax. That vote shall be determined by a majority of those voting.

Members of the Society may propose amendments to these Bylaws by petition of 10 members in good standing. Proposed amendments shall be filed with the secretary at least 90 days prior to the Annual Meeting and be sent to all members not less than 60 days in advance of the meeting.

ARTICLE XII. APPROVAL AND ADOPTION

These Bylaws became effective immediately upon approval of two-thirds of the members present and voting at the organization meeting, March 25, 1969, and were amended on 4/26/74, 3/28/79, 3/25/87, 3/28/90, 3/31/94, 4/12/95, 10/21/96, 08/15/97, 01/31/00, 10/24/02, 07/20/05, 6/27/12.)