

BY LAWS, RULES AND REGULATIONS

Effective June 1, 2010

Article I - Name

Section 1

- The name of the organization shall be the MID-ATLANTIC SOCIETY OF HEALTHCARE MATERIALS MANAGEMENT Inc. (MASHMM).

Section 2

- The principle mailing address of the organization shall be that of the Secretary or a designated address for the term of tenure of the Secretary such as a centralized mailing address i.e. PO Box.

Article II - Affiliations

- This organization shall be and hereby is affiliated with The Association for Healthcare Resource and Materials Management (AHRMM), and is subject to the constitution and by the bylaws of said organization as long as they are not in direct conflict with the (MASHMM) constitution. The President must be a member of AHRMM. The dues for the President to belong to AHRMM, shall be paid for by the MASHMM to meet requirements for affiliation.
- The Board of Directors will have the oversight and authority to determine continued affiliation with AHRMM and / or any other organization.

Article III - Objectives

The objectives of the Society shall be to:

- Bring about close cooperation among Healthcare Materials Management personnel in order to promote efficiency and productivity.
- Cooperate with Healthcare Associations in matters pertaining to Supply Chain and Resource Management.

- Encourage and Assist members to develop their knowledge and increase their effectiveness in Supply Chain and Resource Management.
- Provide a medium for the interchange of ideas and dissemination of materials relative to Healthcare.
- Encourage and conduct regular meetings, conferences and educational programs related to Healthcare.

The society is organized exclusively for charitable and educational purposes as a not-for-profit association. It shall be conducted so that no part of its income or earnings will benefit any member, director, officer or other individual. Upon dissolution, the assets shall be distributed to an organization enjoying an exempt status under 503C6 of the Internal Revenue Code through the National Organization AHRMM or successor statutory authority.

Article IV - Membership

Section 1 - Eligibility

- Membership: Individuals eligible for membership in the Society shall be those active in or retired from the healthcare industry. All members will have voting power. Membership is not restricted to those employed in any geographic location.
- Individual memberships are non-transferable. Institutional memberships shall be transferable for meeting and educational seminar attendance only.
- All new applications for Membership are to be submitted to the Membership Committee for acceptance with payment for all dues applicable at any time during the current year.
- Organizations both healthcare and vendor will be offered the opportunity to apply for institutional memberships throughout the course of the year. These memberships will provide the ability of an organization to interchange attendees at meetings and events up to the number of paid membership seats.

Section 2 - Termination

Membership may be terminated by the Board of Directors for failure to pay dues, or noncompliance with any pertinent provisions of the By-Laws or established codes of conduct.

Article V - Meetings

Section 1 - Meetings

There shall be at least four (4) meetings per year. Meeting times and dates will be planned and scheduled by the Education Committee. A minimum of twelve (12) members shall constitute a quorum for the conduct of business.

Article VI - Officers & Directors

Section 1 - Eligibility

- Committee members are volunteer positions that require a member to be in good standing with the Mid-Atlantic Society of Healthcare Materials Management.
- Each elected officer or director of the Society shall be a member in good standing, and have volunteered as a committee member for one complete term of the Mid-Atlantic Society of Healthcare Materials Management.
- Members must have belonged to the Society more than three full years, participated in a committee or leadership role for more than one term and have been a previous member of the MASHMM Board of Directors to be eligible for the office of President or President Elect.

Section 2 - Officers and Directors

- The officers shall be President, President Elect, Secretary and Treasurer.
- The members of the Board of Directors shall be President, President Elect, Secretary, Treasurer, Education Committee Chairperson, the immediate past President, Vendor Liaison, Communications Committee Chairperson and Member at Large. There will be no more than 12 members of the Board of Directors.

Section 3 - Election

- The Board of Directors will constitute the nomination committee at the end of the year and review all candidates for eligibility. Candidates will be notified six weeks prior to the election in order to campaign.

- Campaign materials will not be endorsed by AHRMM, MASHMM or individual Board Members during the election.
- An announcement of nomination of eligible candidates will be e-mailed to each member of the society no later than one week prior to the election meeting. If there are no candidates prior to the election meeting, nominations will be accepted as "write-ins".
- Elections will be held every two years (per seat) or as called by the Board.

Section 4 - Term

- The term of office for officers and directors shall be two years, beginning January 1 of the year following their election.

Section 5 - Duties of the President

The President shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Society:

- Serve as Chairman of the Board of Directors; supervise the activities of the Society
- Act as the liaison between the National AHRMM organization and the chapter.
- Ensure chapter affiliation information is prepared, complete and accurate annually.
- Coordinate and prepare an annual budget for ratification by the Board.
- Perform other duties as authorized by the Board of Directors.

Section 6 - Duties of President Elect

The 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. The President Elect will serve as an advisor to all other committees, serve as Chairperson of the Fundraising Committee and prepare the annual report.

Section 7 - Duties of Secretary

The Secretary shall be elected by the membership. Responsibilities are to prepare the minutes of the Society which shall be available to the members for inspection; perform such other duties as may be assigned by the

President, maintain the general membership roster and Chair the Membership Committee for the organization.

Section 8 - Duties of Treasurer

The Treasurer shall be elected by the membership. Duties shall be to prepare and maintain the financial records of the Society; manage the funds of the Society and any relevant banking business including Tax Returns, assist in sending out dues notices and performs such duties as may be assigned by the President.

Section 9 - Duties and Composition of the Board of Directors

The Board of Directors will be composed of the four official officers of the organization, the Past-President of MASHMM, Chairperson of the Education Committee, Chairperson of the Communications Committee, Vendor Liaison and Member at Large. Each of the non-officer positions will have job responsibilities and duties specifically related to their position.

The Board of Directors shall have the authority to make policy decisions for the Association; to prepare an annual budget for each committee; to establish rules and procedures for the Board of Directors and for the Society and to improve, modify, disapprove reports, regulations, or actions of officers or committees of the Association. The Board under the direction of the President will initiate yearly audit of books and ratify the education agenda for the coming year.

Section 10 - Vacancies

The President shall fill any vacancy by appointment. Such appointees shall serve until the following election of officers.

In the event the President shall be unable to fulfill tenure of the office, the President Elect shall act as President until the next election of officers.

When an officer or director leaves the field of Healthcare Material Management or resigns their elected office the unexpired term of office shall be filled by appointment of the President. Exemptions will be made for individuals seeking retirement or continuing education.

Article VII - Committees

Section 1 - Standing Committees

There shall be four (4) standing committees as follows:

- **Educational Committee.** The Chairperson shall be decided by general election and serve a two year term. Members of this

committee shall be appointed by the President for a term of one year on a voluntary basis. The duties of the Educational Committee shall be:

- To make arrangements for meetings of the society.
 - To prepare programs for the meetings.
 - To provide the continuing education units for the members of the Association.
 - The outgoing committee is responsible for arranging the first scheduled meeting of the new business year.
- **Membership Committee.** The Chairperson shall be the Secretary of MASHMM decided by the general election for a term of 2 years. Members of this committee shall be appointed by the President for a term of one year on a voluntary basis. The duties of the Membership Committee shall be:
 - The committee shall be responsible for the promotion of membership in the Society.
 - Notify new members that they have been accepted.
 - The Committee shall maintain all records concerning membership.
 - The committee will update and publish the membership roster annually.
- **Fundraising Committee.** The President Elect shall serve as Chairperson of the Committee as decided by general election for a term of 2 years. Members of the committee shall be appointed by the President for a term of one year on a voluntary basis. The duties of the Fundraising Committee shall be:
 - Developing marketing strategies for sponsorship from external sources.
 - Coordinating and managing fundraising activities for educational events, scholarships, meetings and organizational business expenses.
 - Addressing all appropriate documentation and regulatory coordination with donors, sponsors, grants and AHRMM.
 - Reporting appropriately fundraising activities in coordination with the Treasurer and annual report.
- **Communications and Technology Committee:** The Chairperson shall be decided by general election and serve a two year term. Members of this committee shall be appointed by the President for a term of one year on a voluntary basis. The duties of the Communication and Technology Committee shall be:

- To coordinate all external communications to membership, potential membership and stakeholders.
- Maintain and coordinate the MASHMM website.
- Develop of Marketing materials and strategies to support organizational activities and other committees.
- Provide communication support through various media for educational sessions, fundraising and various campaigns.

Section 2 - Other Committees

Special Committees - Special Committees may be appointed by the President as deemed necessary with Board approval.

The Board of Directors shall act as the Awards Committee should there be any nominations and subsequent presentation of the "Joseph B. Golden" award. Nominations will be solicited prior to the final quarterly meeting and presented at the meeting annually.

All standing committees shall give annual reports of committee activities at the Society annual meeting, or as directed by the President.

Article VIII - Dues

Section 1 - Membership

- Annual individual membership dues shall be determined by the Board annually.
- Guests may attend any meeting at a rate determined by the Board annually.
- Any member that has not paid the dues required will attend meetings as a guest and must pay the current guest rate.

Section 2 - Delinquent Dues

A member who has not paid the annual dues by June 1st of each year shall be sent notification of delinquent dues. Dues will be payable thirty (30) days subsequent to that notification. Any member not submitting dues within specified time frame will be dropped from the roster.

Section 3 - Resignation

Any member may resign at any time, but such resignation shall not become effective until accepted by the Board of Directors and shall not relieve the resigning member from their obligation to pay dues for the current year.

Section 4 - Suspension and Expulsion

Any member whose conduct may become detrimental to the best interest of the society or any member of the society or who shall willfully violate its bylaws, rules, or 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 of Directors.

Section 5 - Retired/Honorary Membership

Membership will be conferred upon members retiring from active service in the field of Healthcare Materials Management, and who have been members for a minimum of the past three (3) years, by the Board of Directors. Annual dues are waived for this membership. Membership will continue to receive mailings about Society events. Retirees will not be charged for attending these events and are provided the opportunity to hold all offices with the exception of President-Elect / President.

Article IX - Amendments

These by-laws may be altered, amended, or repealed at any meeting of the Board of Directors. However, a two-thirds vote by a quorum of the general membership present can over-rule any decision of the Board of Directors. Notice of all changes shall be sent to all members as soon as change takes place.

Articles X - Rules

Section 1 - Meeting Rules

"Roberts Rules of Order" shall prevail over all meetings and procedures.