

**FAMSS  
FLORIDA ASSOCIATION  
MEDICAL STAFF SERVICES, Inc.**

**BYLAWS**



Last Revised: December 11, 2020

**FLORIDA ASSOCIATION MEDICAL STAFF SERVICES, INC.  
BYLAWS**

**Adopted: July, 1981**

**ADOPTION**

These bylaws are adopted and made effective upon recommendation by the Florida Association Medical Staff Services, Inc. (FAMSS) Board of Directors and approval by the Active membership, superseding and replacing any and all previous bylaws. All activities and actions of FAMSS and its individual members shall comply with the requirements of these bylaws. These bylaws provide a framework for the professional activities of this association. FAMSS Policies and Procedures are adopted and made effective by approval of the FAMSS Board of Directors, and are placed into effect insofar as they are consistent with these bylaws.

**DEFINITIONS**

*Advisor/Consultant:* Are appointed by the President for a specific purpose or function and may or may not be members of FAMSS and/or NAMSS. . May be invited to attend meetings, but without vote.

*Board of Directors or Board:* The elected (President, President-elect, Immediate Past President, Secretary, Treasurer) and appointed (Membership Chair, Press Secretary, Web Site Liaison, Legal Advisor) representatives who have the overall responsibility for FAMSS.

*FAMSS or Association:* Florida Association Medical Staff Services, Inc.

*Membership:* Anyone who currently holds Active, Affiliate or Honorary membership with FAMSS.

NAMSS: National Association Medical Staff Services.

State: The term "State" shall mean the State of Florida unless otherwise specifically indicated.

**ARTICLE I. NAME**

The name of this Organization shall be the Florida Association Medical Staff Services, Inc. (FAMSS).

**ARTICLE II. MISSION**

The mission of FAMSS is to be member-centered and to provide CEUs for development of individuals responsible for credentialing, privileging, practitioner or provider organizations, provider enrollment, and/or regulation compliance, and maintaining accredited continuing education (CE) programs.

**ARTICLE III. OBJECTIVES**

The objective of FAMSS shall be to provide the opportunity for continuing education, to promote the improvement of professional knowledge and skills, to foster collaborative relationships, and to support the missions of FAMSS and NAMSS.

**ARTICLE IV. PURPOSE**

The purpose of FAMSS shall be to accomplish our vision to:

- Enhance the skills and competence of practicing Medical Services Professionals.
- Help members understand and succeed in the changing organizational structure of the healthcare industry.
- Promote a positive and professional image of FAMSS and its members.
- Encourage and support mentoring and networking opportunities.

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FAMSS purpose shall be accomplished exclusively through charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE V. STRUCTURE**

FAMSS shall be non-profit, non-union, non-partisan, and non-sectarian and shall have the right to establish and control its activities through its elected and appointed officers.

**ARTICLE VI. MEMBERSHIP**

Members are to adhere to the NAMSS Code of Ethics and refrain from conduct injurious to FAMSS or its mission. No individual will be denied membership on the basis of gender, race, creed, religion, disability, sexual orientation or national origin. Membership in this Association shall be categorized as Active, Affiliate, and Honorary.

***Membership in FAMSS is nontransferable and non-assignable.***

**Section 1. Active**

Active members shall be those individuals actively involved in practitioner credentialing, professional practice evaluations or privileging, and/or supporting practitioner activities required for accreditation or regulatory compliance in the health care industry. Active members shall pay dues unless otherwise exempted elsewhere in these bylaws, and shall be eligible to vote and hold office. Active members shall be encouraged to join NAMSS.

**Section 2. Affiliate**

Affiliate members shall be those individuals who are former Active members who no longer fulfill the criteria to be an Active member, or individuals who do not meet the criteria for Active membership but are interested in the overall goals and objectives of FAMSS. Affiliate members shall pay dues but shall not be eligible to vote or hold office; however, they may serve in an Advisor role.

**Section 3. Honorary**

Honorary membership may be awarded at the discretion of the Board of Directors to those individuals who have contributed to the advancement of the goals and objectives of FAMSS. Honorary members shall not pay dues and shall not be eligible to vote or hold office, except as otherwise noted in these bylaws; however, they may serve in an Advisor role.

**Section 4. Termination**

The Board of Directors may, by a majority vote of Board of Directors at a meeting, expel a member for conduct injurious to FAMSS or NAMSS or its purposes. A member who has been recommended for such action shall be entitled to fifteen (15) days advance notice of the basis for an investigation and the opportunity to submit a response to the Board of Directors prior to the Board of Directors action on the matter.

**Section 5. Reinstatement**

Upon written request of a former member whose membership was terminated pursuant these bylaws or any Policies and Procedures of the Association, the Board of Directors may, by an affirmative majority vote at a meeting, reinstate such former member to membership upon such terms as the Board of Directors deems appropriate.

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**ARTICLE VII. DUES AND FEES**

**Section 1. Payment of Dues**

Annual dues for membership shall be due and payable to FAMSS at an amount set by the Board of Directors (not to be set higher than NAMSS dues). An individual who joins during the last quarter of the calendar year shall pay the annual dues set for the current year, which shall satisfy the dues requirements for the ensuing year. This opportunity shall be extended to initial memberships only, not renewing memberships. In recognition of their service to this organization, Past Presidents who have successfully fulfilled their term of office shall be exempt from payment of annual dues. Exceptions to the payment of dues requirement may be made by a majority vote of the Board of Directors at a meeting.

**Section 2. Failure to Pay**

Failure to pay dues by the specified date shall result in termination of membership.

**ARTICLE VIII. LOCAL CHAPTERS**

FAMSS shall encourage the formation of local chapters throughout the State of Florida, the purpose of which shall be to provide a forum for educational activities at a local level. Such local chapters shall petition the Board of Directors for recognition and approval of their organizational structure and bylaws (which shall be consistent with these bylaws). Local chapter officers must be Active members of FAMSS.

**ARTICLE IX. OFFICERS/BOARD OF DIRECTORS**

**Section 1. Officers/Board of Directors**

The elected officers of this Association shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. The elected officers shall also serve as the Board of Directors. In addition, the following individuals will be appointed by the President, approved by a majority vote of the Officers at a meeting, and will serve as voting members of the Board of Directors: Membership Chair, Press Secretary, and Web Site Liaison. Any Appointed Advisors (such as Legal Advisor) shall serve in an ex-officio capacity without vote. A majority of the Board of Directors must be elected by the FAMSS membership. Job descriptions for each officer are delineated within Association's Policies and Procedures.

**Section 2. Qualifications**

A candidate for office must be an Active member in good standing of FAMSS and must be an Active member of NAMSS, unless otherwise exempted elsewhere in these bylaws. Officers must be certified as either a Certified Professional Medical Services Management (CPMSM) or Certified Provider Credentialing Specialist (CPCS). The President-elect shall have had at least two (2) years' experience as either a FAMSS Board member, or three (3) years as an active participating member of the FAMSS Education Committee.

**Section 3. Election of Officers**

Election of Officers shall be held in the month of April of each odd year and shall take place electronically.

- A. Nominations for officers shall be made by the Nominating Committee.
- B. The Nominating Committee's proposed Slate of Officers shall be forwarded to the Active membership at least thirty (30) days prior to distribution of ballots.
  - 1. Write-in nominations may be made in accordance with FAMSS Policies and

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Procedures.

2. All candidates nominated must consent to nomination.
- C. If a candidate is presented unopposed, the slate is approved and the candidate will be considered elected by the membership.
- D. If a candidate is presented opposed, ballots will be forwarded to the Active membership thirty (30) days following the distribution of the Slate, with votes to be returned within fifteen (15) days.
  1. Election shall be by simple majority of the returned votes.
  2. If no candidate receives a majority of votes a run-off election will occur between the two top candidates.
- E. Terms of office shall be two (2) years and shall commence on the first day of July following the election.

**Section 4. Vacancies in Office**

Vacancies in office may be filled by the Board of Directors for the remainder of the unexpired term, with the exception of the office of President, which shall be assumed by the President-Elect. Vacancy of the office of President-Elect shall be filled by ballot of the Active membership following the process outlined under Section 3 of this Article.

**Section 5. Removal of Board of Directors**

If any elected Board member, as determined by majority vote of the Board of Directors, fails to satisfactorily perform the duties of the office, the Board, by a two-thirds vote, shall have the authority to request a resignation. Failure to submit a resignation will result in removal by action of the Board.

**Section 6. Removal of Officers**

Consideration for removal of a FAMSS Officer may also be initiated by petition of an Active member in writing to the Board of Directors. Any Officer who has been recommended for such action shall be entitled to thirty (30) days written advance notice of the basis for same and the opportunity to submit a response to the Board prior to the Board's recommendation on the matter, all in accordance with Policies and Procedures adopted by the Board. The Board in conjunction with these bylaws, and the Association's Policies and Procedures will review the facts upon which the request for removal is based.

**Section 7. Appointed Members**

Members appointed to the Board of Directors by the President and approved by the Board shall serve at the pleasure of the President and may be removed from office at the discretion of the President.

**Section 8. Compensation**

Officers and Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Officers or Directors shall be approved in advance in accordance with the Association's Policies and Procedures.

**Section 9. Nonliability of Officers and Directors**

The Officers and Directors of this Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.

**ARTICLE X. DUTIES OF OFFICERS/BOARD OF DIRECTORS**

**Section 1. President**

The President shall be the Chief Executive Officer of FAMSS, shall preside at all meetings, shall effectively administer and assume leadership of FAMSS activities, shall serve as the Chair of the Board of Directors and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures. It shall be the President's duty to supervise the activities of the Association, and appoint the chairs and members of committees (upon approval of the Board of

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Directors). The President shall sign all contracts and other instruments on behalf of the Association, or identify such other Officer(s) or agent(s) to sign contracts from time to time, provided such additional signatories have been approved by resolution of the Board.

**Section 2. President-Elect**

The President-Elect shall act for the President in his/her absence or inability to perform the duties and responsibilities of the office. The President-Elect shall serve as Chair of the Education Committee and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures.

**Section 3. Immediate Past President**

The Immediate Past President shall act as consultant to the President and the Board of Directors, shall serve as Chair of the Nominating Committee, as a member of the Education Committee, Chair of the Bylaws Committee and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures.

**Section 4. Secretary**

The Secretary, or designee, shall produce timely and accurate minutes of all FAMSS meetings (Board, Business, Committees, Special) and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures.

**Section 5. Treasurer**

The Treasurer shall be the Chief Financial Officer of FAMSS, shall assume full responsibility for its financial transactions, and shall perform such other duties as authorized by the Board and/or delineated in the Association's Policies and Procedures. The Treasurer shall prepare a year to date budget to expense report for each FAMSS annual business meeting. The Treasurer shall also be bonded in an amount to be set by the Board. An audit will be conducted annually as outlined in the Association's Policies and Procedures.

**Section 6. Membership Chair**

The Membership Chair shall be responsible for membership recruitment and retention, for analysis of membership profiles and needs, and development of membership services. The Membership Chair shall also be responsible for processing applications and reapplications, sending out annual dues notices, preparing an annual membership roster, responding to inquiries concerning membership and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures.

**Section 7. Press Secretary**

The Press Secretary shall act as a liaison between the FAMSS membership and Board of Directors in publishing news related to or of interest to the FAMSS membership, shall maintain all FAMSS historical documents and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures.

**Section 8. Web Site Liaison**

The Web Site Liaison shall be responsible for the FAMSS Web Site, including implementation of FAMSS Board directives, monitoring consistency, timeliness and accuracy of information published on the web site, and shall perform such other duties as authorized by the Board and/or delineated within the Association's Policies and Procedures.

**Section 9. Board of Directors**

The Board shall have the authority to make policy decisions for FAMSS and may act on any matters for

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FAMSS, with the exception of amending these bylaws. The actions of the Board of Directors shall be final.

**ARTICLE XI. MEETINGS**

**Section 1. Business Meetings**

FAMSS Business meetings shall be held in conjunction with regularly scheduled educational conferences, at a date and time established by the Board of Directors. Special meetings may be called by the President, the Board of Directors, or at the request of at least twenty-five (25) percent of the Active membership of FAMSS subject to the approval of the Board. The purpose of the meeting shall be stated in the meeting notice. No business may be discussed at a special meeting other than what was stated in the meeting notice.

**Section 2. Quorum for Business Meetings**

A quorum at any FAMSS Business meeting shall be the Active members present and in good standing.

**Section 3. Meetings of Officers / Board of Directors**

Regular meetings of the Association Officers and Board of Directors shall be held at such times and places as determined by the President, in accordance with the laws of the State of Florida and these bylaws. The Secretary shall produce timely and accurate minutes of all Officer and Board of Directors meetings. No further notice of an Officer or Board of Directors meeting is required. A quorum for any meeting of the Officers or Board of Directions shall be a simple majority of the Officers or Board of Directors.

**Section 4. Action of Officers and Directors Without a Meeting**

Any action required by law to be taken at a meeting of the Board of Directors or Officers, or any action which may be taken at a meeting of the Board of Directors or Officers, or any committee thereof, may be taken without a meeting if written consent, setting forth the action so taken, is signed by all of the Board of Directors or Officers, unless otherwise provided for within these bylaws. Written consent shall be filed with the minutes of the proceedings of the Board of Directors or Officers, as applicable. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or Officers, or a committee, as the case may be.

**Section 5. Proxies**

The Association shall not permit voting by proxy in any form at any meeting of the Association.

**ARTICLE XII. COMMITTEES**

The Board of Directors shall authorize all standing or special FAMSS committees. The President shall appoint the Chair and members of all committees, upon approval of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee.

**Section 1. Education Committee**

The Education Committee shall plan all FAMSS educational conferences in accordance with the Association's Policies and Procedures. The Education Committee will be comprised of the Board and other members appointed in accordance with the Association's Policies and Procedures.

**Section 2. Bylaws Committee**

The Bylaws Committee shall be composed of the elected and appointed FAMSS officers and chaired by the Immediate Past President. The duties shall be to review the FAMSS bylaws, Policies and Procedures, and local chapter bylaws in accordance with the Association's Policies and Procedures.

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**Section 3. Nominating Committee**

The Nominating Committee shall be composed of the Immediate Past President, who shall serve as Chair, two members elected by the Active membership and the President Elect as representative of the Board of Directors. The Nominating Committee shall present a fully qualified Slate of Candidates for FAMSS Officer Positions in accordance with the Association's Policies and Procedures.

**Section 4. Special Committees**

Special committees may be appointed by the President, as needed.

**ARTICLE XIII. DISSOLUTION**

**Section 1. Dissolution of FAMSS**

FAMSS shall be dissolved upon the occurrence of one or more of the following events: (a) the written consent or affirmative vote to dissolve the Association by a two-thirds majority of the Board of Directors – for purposes of this paragraph, a quorum shall be **all** of the Board of Directors of Association; (b) the entry of a dissolution decree or judicial order by a court of competent jurisdiction or by operation of law; or (c) the occurrence of any other event causing the dissolution of a Florida not-for-profit corporation under the laws of the State of Florida.

**Section 2. Distribution of Assets Upon Dissolution**

Upon dissolution of the Association, the assets shall be distributed as follows: All liabilities and obligations of the organization will be paid, satisfied, and discharged. All remaining funds will be distributed and used for one or more exempt purposes within section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code and more specifically, used to promote the medical services profession, such as donations to other states or NAMSS, who regularly promote educational conferences, or donations to state scholarship funds.

**ARTICLE XIV. INDEMNIFICATION AND INSURANCE**

**Section 1. Indemnification**

FAMSS shall indemnify any Director or Officer or any former Director or Officer of the Association or any person who is serving or has served at the request of the Association, a member, director or officer of another corporation, joint venture, trust or other enterprise (and his or her heirs, executors and administrators) against expenses including: attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was such member, Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the non-profit corporation law of the State of Florida. The indemnification provided for herein shall not be deemed to restrict the right of the Association to indemnify employees, agents and others as permitted by such law, if any.

**Section 2 Indemnification Not Exclusive Remedy**

The indemnification provided by Section 1 of this Article shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under the law or any agreement, vote of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 3. Insurance**

FAMSS may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a member, Director or Officer.

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**ARTICLE XV. OFFICIAL PUBLICATIONS**

The official FAMSS Web Site is FAMSS.org. The official FAMSS Newsletter is *Sunlight Reflections*. FAMSS also endorses *Synergy*, the official publication of NAMSS.

**ARTICLE XVI. FISCAL YEAR**

The FAMSS fiscal year shall be July 1st through June 30th.

**ARTICLE XVII. LOGO**

The official FAMSS logo shall bear the words "Florida Association Medical Staff Services," shall appear on all FAMSS documents (newsletter, stationery, web page, etc.) and shall be approved by the Board of Directors.

**ARTICLE XVIII. AMENDMENTS**

These bylaws may be amended by a simple majority vote of the Active membership present at any FAMSS business meeting, or by a simple majority vote of ballots returned by mail or through electronic communication within the time specified by the bylaws Committee. Proposed changes in the bylaws shall be submitted, reviewed and voted upon in the manner described within the Association's Policies and Procedures. These bylaws may not be unilaterally amended by either the FAMSS membership or the Board of Directors. The Board of Directors shall have the power to adopt such amendments that are in the Board's judgment, technical or legal modifications or clarifications, numbering, punctuation, spelling or grammatical errors. Such amendments shall be effective immediately.

**ARTICLE XIX. PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be according to the latest edition of Roberts Rules of Order® Newly Revised.

**ARTICLE XX. POLICIES AND PROCEDURES**

FAMSS Policies and Procedures and other documents, as may be necessary to implement more specifically the general principles of conduct found in these bylaws, shall be adopted in accordance with this Article. Policies and Procedures shall set standards of practice that are required for FAMSS members and officers. Policies and Procedures may be adopted, amended, repealed or added by a simple majority vote of the Board of Directors at any meeting of the Board or by conference call, provided that copies of the proposed amendments, additions or repeals are provided to the Board prior to being voted upon. Adoption of and changes to the Association's Policies and Procedures shall become effective only when approved by the Board. FAMSS Policies and Procedures will be reviewed by the Bylaws Committee.

**ARTICLE XXI. BOOKS AND RECORDS**

The Association shall prepare and maintain correct and complete books and records of account and shall also keep minutes of its meetings in accordance with these bylaws. Association records shall include a listing of its members containing, in alphabetical order, the names and address of each member. All books and records of the Association may be inspected by any Director, Officer, or member, or the agent therefor, at any reasonable time.

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**ARTICLE XXII. MISCELLANEOUS**

**Section 1. Sole Agreement.**

These bylaws and the Articles of Incorporation are the governing documents of FAMSS.

**Section 2. Choice of Law**

These bylaws and all rights and liabilities of the Board of Directors, Officers, members and the assets of the Association shall be subject to and governed by the laws of the State of Florida.

**Section 3. Severability**

If any provision of these bylaws, or the application thereof, shall, for any reason and to any extent, be deemed invalid or unenforceable or to jeopardize the not for profit status of the Association, the remainder of these bylaws and the application of such provision to other persons or circumstances shall not be affected thereby, but rather shall be enforced to the maximum extent permissible under applicable law.

**Section 4. Titles and Subtitles**

Titles of the articles, paragraphs, and subparagraphs are placed herein for convenient reference only and shall not to any extent have the effect of modifying, amending or changing the express terms and provisions of these bylaws.

**Section 5. Words of Gender**

As used herein, unless the context requires otherwise, the use of any gender shall be applicable to both genders.

**Section 6. Waiver in General**

The failure by any party to insist upon the strict performance of any covenant, duty, agreement, or condition of these bylaws, or to exercise any right or remedy consequent upon a breach thereof, shall not constitute a waiver of any such breach or any other covenant, duty, agreement, or condition.

**Section 7. Confidentiality**

No Director or Officer or former Director or former Officer, without first obtaining written consent signed by the President, may divulge to any other individual or entity any confidential information not already known to the public that is pertinent to the operations of the Association.

**Section 8. Additional Organizations**

The Board of Directors may, in accordance with these bylaws or the Association's Policies and Procedures, authorize the formation of such auxiliary organizations as would, in the opinion of the Board of Directors, assist in the fulfillment of the purposes of the Association.

**Section 9. Conflicts of Interest**

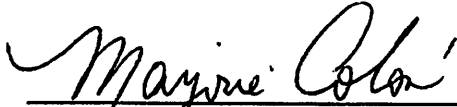
Whenever an Association Director or Officer has a financial or personal interest in any matter coming before the Association, the affected person shall (a) fully disclose the nature of the conflict of interest; and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors or Officers, as applicable, determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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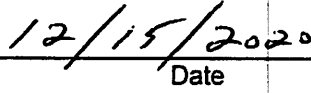
**Adopted: July, 1981**

**APPROVALS:**

Adopted by the Florida Association Medical Staff Services, Inc.:



Marjorie Colon, CPMSM, MSOW-C  
FAMSS President – 2019/2021

  
Date

Original Approval: November 1996  
Revised: December 1998  
Revised: January 2001  
Revised: January 2002  
Revised: January 2003  
Revised: January 2004  
Revised: February 2005  
Revised: July 2005  
Revised: September 2005  
Revised: January 2006  
Revised: January 2007  
Revised: March, 2008  
Revised March 2009  
Revised January 2010  
Revised February 2011  
Revised January 2012  
Revised June, 2013  
Revised January, 2014  
Revised September, 2015  
Revised March 31, 2017  
Revised December 11, 2020