

The Virginia Society of Healthcare  
Marketing & Public Relations

Bylaws

Article I - Name

This Corporation shall be known as the Virginia Society for Healthcare Marketing and Public Relations.

Article II - Governance

The Corporation shall be governed by a Board of Directors.

Article III - Objective

The objective of the Society shall be to advance the development of effective marketing and public relations in the healthcare community as well as in the general community, by:

*Section 1.* Bringing together those persons engaged or interested in healthcare marketing and public relations in Virginia with the purpose of improving technical skills and broadening understanding of the scope and ethics of the profession;

*Section 2.* Presenting information and promoting all phases of the healthcare industry in order to create better public understanding of hospitals and healthcare delivery;

*Section 3.* Encouraging continuous development of sound training, education, and proficiency in the practice of marketing and public relations in healthcare institutions;

*Section 4.* Striving at all times to adhere to the dictates of honesty, accuracy, and good taste.

*Section 5.* Cultivating programs in cooperation with colleges and universities and interested professional groups to stimulate and develop careers in marketing and public relations for healthcare institutions.

*Section 6.* The Society is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit corporation. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer, or other individual. Upon dissolution, any assets of the Society shall be distributed to an organization enjoying an exempt status under S501 (c) (3) of the Internal Revenue code or successor statutory authority.

Article IV - Membership

There shall be five classes of membership in the Society: Active, Corporate, Student, Honorary, and Lifetime.

*Section 1.* Active membership is available to individuals who are employed by hospitals, hospital associations, healthcare providers, long term care facilities, home health agencies, community health associations, health insurance industries, health maintenance

organizations, and other public relations and marketing professionals, who serve healthcare providers in the Commonwealth of Virginia and its bordering states and have major or continuing responsibilities for marketing and public relations.

*Section 2.* Corporate membership is available to hospitals and hospital based organizations in the Commonwealth of Virginia and its bordering states with marketing and public professional staff members at a dues rate determined by the Board of Directors. Individuals so participating under this corporate category will be designated active member status. The corporate membership allows for coverage of up to four individuals. Additional individuals over the four mentioned will be charged 50% of the active dues rate.

*Section 3.* Student membership is available to those who are pursuing a course of study in marketing and public relations or a related discipline and who have demonstrated an interest in a career in healthcare marketing and public relations.

*Section 4.* An active member in good standing has paid the current year dues and upholds the bylaws of the Society. Active members are accorded a vote in Society matters and are eligible to hold office in the Society.

*Section 5.* Honorary membership may be bestowed on any person outside of the Society who has made a major contribution to healthcare marketing and public relations. All Society members are eligible to nominate a candidate and must submit their nomination in writing to the Board of Directors for appropriate review. Included in the written nomination must be supportive criteria for justifying the nomination. Upon review, the Board of Directors will take appropriate action.

*Section 7.* Honorary and student members may participate in all activities of the Society, but shall not have voting privileges or be eligible for elective office.

*Section 8.* Applications for membership shall be reviewed by the Secretary/Membership to determine appropriate qualifications and category of membership. In those cases where clarification is needed, the Board of Directors shall be consulted.

*Section 9.* Membership in the Society shall not be transferable to another person. A member who changes his institutional affiliation shall retain his personal membership during the full term for which dues have been paid.

#### Article V - Dues

Annual membership dues of the Society shall be established by the Board of Directors of the Society.

#### Article VI - Meetings

*Section 1.* The Society shall meet at least annually during the last quarter of the calendar year for the transaction of the affairs of the Society at a time and place to be announced by the Board of Directors.

*Section 2.* Special meetings of the membership may be called by the President of the Board of Directors of the Society. Special meetings shall be limited to consideration of the 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.* The membership will be notified of annual or special meetings no less than thirty days prior to the date of the meeting.

*Section 4.* The Society shall adopt regulations for conducting meetings of the Society 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 his or her absence, the President-Elect shall assume the chair.

*Section 5.* Each active member of the Society who is present at the meeting and in good standing shall be entitled to one vote. Proxy voting shall not be permitted.

*Section 6.* A quorum shall consist of no less than ten percent of the total eligible voting membership of the Society, based on the number of members established as of December 31 of the calendar year preceding.

#### Article VII - Board of Directors

*Section 1.* Only active members of the Society in good standing shall be eligible to serve on the Board of Directors of the Society.

*Section 2.* The Board of Directors shall meet not less than once a year. Additional meetings may be called by the President, giving fourteen days written notice to the Board members.

*Section 3.* There shall be a Board of Directors composed of the elected officers of the Society, the most immediate Past-President, and six elected Directors. Ex-officio members of the Board of Directors will include a representative for the Virginia Hospital and Healthcare Association.

*Section 4.* The elected Directors shall serve for a term of two years. The election of the Board of Directors shall take place along with the election of the Officers as outlined under Article VII, Section 3, of these bylaws.

*Section 5.* The Board of Directors shall have the responsibility to develop plans, objectives, and purposes for the Society; establish standing and/or ad hoc committees in line with the objectives of the Society, and in order to implement the Society's programs; review the recommendations of these committees; prepare and administer the budget; establish the date, location, format, and program of the Society's annual meeting; and other educational programs the Society conducts.

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

*Section 6.* The Board of Directors shall have the authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of the President-elect, by appointment of an eligible member of the Society for the unexpired term, subject to approval by a majority vote of the membership present at the next meeting.

*Section 7.* Any member of the Board of Directors who misses two consecutive meetings of the Board without proper notification and valid reason is automatically dropped from the membership of the Board of Directors.

*Section 8.* For the regular or special meetings of the Board of Directors, a quorum shall be one more than half of the members of the Board.

#### Article VIII - Officers

*Section 1.* Only active members of the Society in good standing shall be eligible for elective office in the Society.

*Section 2.* The officers shall be President, President-elect, Secretary/Membership, Secretary/Recording, and Treasurer, who shall be elected by the membership and such other officers as the membership shall authorize at the annual meeting.

*Section 3.* All officers shall be elected for a term of one year. The President-elect shall take office as President at the end of his/her term as President-elect.

Officers and Board of Directors shall be elected by mail at least 30 days prior to the fall meeting. The elected slate shall be announced during the business meeting of the fall conference. Term of office begins January 1 and expires December 31.

A resume of candidates proposed by the nominating committee, which shall be chaired by the immediate Past-President and composed of at least two other Past-Presidents, shall be mailed to each eligible voting member of the Society by the Secretary/Membership not less than thirty days prior to the annual meeting.

*Section 4.* If the office of the President becomes vacant, the President-elect shall immediately accede to the presidency for the duration of the unexpired term. He/she also shall continue to serve as President for the subsequent term.

If both the President and the President-elect 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 portion of the unexpired term. At the next regular election of the Society, a President and President-elect shall be elected in accordance with the provisions of these bylaws.

*Section 5.* The President shall preside at all meetings of the Society and of the Board of Directors. He/she shall appoint committees with the approval of the Board of Directors

except as otherwise herein specifically provided. He/she shall be ex-officio member of all committees except the nominating committee. The President shall submit an annual report to the Board of Directors. He/she shall perform all other duties incident to the office of President or as shall be assigned to him/her by the Board of Directors.

*Section 6.* The President-elect shall, in the absence or disability of the President, exercise the powers and perform the duties of President. He/she shall also generally assist the President and exercise such powers and perform such other duties as shall be prescribed by the Board of Directors.

*Section 7.* The Secretary/Recording shall keep the minutes of all proceedings of the Board of Directors of the Corporation. He/she shall attend to the giving and serving of all notices required by law or these bylaws and shall act as the Secretary of the Corporation. He/she shall perform all other duties incident to the office of Secretary/Recording.

*Section 8.* The Secretary/Membership shall maintain the membership records of the Society. He/she shall recruit new members and introduce them to services of the Society.

*Section 9.* The Treasurer shall have custody of all funds and shall see that a true and accurate accounting of the financial transactions of the Corporation is made in a timely manner and render regular written financial reports to the Board of Directors and an annual written financial statement to the Society. He/she shall perform all other duties incident to the office of Treasurer.

#### Article IX - Committees

There shall be standing committees of the Society, including a nominating committee, Past President's Council, conference committee, and Measure of Excellence Committee. The Past President's Council includes all Past-Presidents and is an advisory group to the President and Board of Directors. The immediate active Past-President shall be chairman. Ad hoc committees may be appointed by the Board of Directors from among the membership of the Society. At a committee meeting a quorum shall be one half the members of the committee.

#### Article X- Amendments

These bylaws maybe amended, upon recommendation of the Board of Directors, by a two-thirds vote of members present and voting at any regular (or special) meeting of the Society, provided that such amendments have been published in the notice calling the meeting.

#### Article XI- Liability

No person who is, or later becomes, a member of the Board of Directors shall be liable for any indebtedness or liability; any and all creditors of the Society shall look only to the assets of the Society for payment.

#### Article XII- Fiscal Year

The Society's fiscal year shall be January 1 to December 31.

*Approved by membership September 2001*