

FAMSS FLORIDA ASSOCIATION MEDICAL STAFF SERVICES, Inc.

BYLAWS



Last Revised: December 11, 2020

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, Communications Chair (formerly 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 Association shall be the Florida Association Medical Staff Services, Inc. (herein referred to as FAMSS or the Association).

ARTICLE II. AFFILIATION

FAMSS supports the mission and activities of the National Association Medical Staff Services.

ARTICLE II. MISSION//VISION/PURPOSE

FAMSS is a nonprofit professional association dedicated to advancing Medical Services Professionals through education, mentorship, and collaboration. The organization promotes excellence in credentialing, privileging, provider enrollment, and regulatory compliance, and supports the development of future leaders in the healthcare industry. While rooted in Florida, FAMSS welcomes members from all regions and is committed to fostering an inclusive and supportive community that reflects the diverse experiences of its members.

ARTICLE III. 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. Organized local chapters shall petition the State Board of Directors for recognition. Bylaws for Chapters of State Associations shall not be in conflict with the bylaws of the State Association.

ARTICLE IV. MEMBERSHIP

Members are to adhere to the FAMSS Code of Professional Conduct and refrain from conduct injurious to FAMSS or its mission/purpose. 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.

Section 1. Active

Active members shall be those individuals actively involved in practitioner credentialing, privileging, practitioner or provider organizations, and/or regulatory compliance in the healthcare industry who are not in direct competition with the products and services offered by the Association. Active members shall pay dues unless otherwise exempted elsewhere in these bylaws, and shall be eligible to vote and hold office as defined within these Bylaws. 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 meet the criteria for Active membership, or individuals who do not meet the criteria for Active membership who support FAMSS, or full-time students enrolled in a health-related field. Affiliate members shall pay dues but are not eligible to vote or hold office; however, they may serve in an advisory role.

Section 3. Honorary

Honorary membership may be awarded at the discretion of the Board of Directors to those individuals deemed deserving of membership by virtue of their outstanding reputation, noteworthy contributions to FAMSS, or their previous long-standing service to FAMSS, and who continue to exemplify high standards of professional and ethical conduct.

Honorary membership is determined and approved by the Board of Directors. Honorary members shall not pay dues and shall not be eligible to vote or hold office or chair a committee, except as otherwise noted in these bylaws; however, they may serve in an advisory role.

Section 4. Termination

The Board of Directors (Board) may, by a majority vote of Board of Directors at a meeting, expel a member for conduct injurious to FAMSS or its mission/purpose. Any member who has been recommended for such action shall be entitled to fifteen (15) days advance notice of the basis for same and the opportunity to submit a response to the Board of Directors prior to the Board's action on the matter, all in accordance with procedures adopted by the Board.

Section 5. Reinstatement

Upon written request of a former member whose membership was terminated pursuant to 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.

Section 6. Transfer of Membership

Membership in FAMSS is not transferrable or assignable.

Section 7. Eligibility

Members who are consultants or vendors (jointly defined as those who regularly distribute, supply or sell products or services to other Active members or their employers) may not serve on the Board of Directors as an officer (see Article 8) or chair a committee or task force.

ARTICLE V. Membership Meetings

Business/Membership Meetings shall be held in conjunction with regularly scheduled educational conferences, at a date and time established by the Board of Directors. Notice of the meeting shall be provided to the membership not less than thirty (30) days prior to the meeting. A quorum at any FAMSS Business/Membership meeting shall be the Active members present and in good standing. 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

ARTICLE VI. 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 (renew membership) by the specified date shall result in termination of membership.

ARTICLE VII. 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). A local chapter may not limit the size of its membership. Local chapter officers must be Active members of FAMSS.

ARTICLE VIII. OFFICERS

Section 1. Officers/Board of Directors

The elected officers of this Association shall be the President, President-Elect, the Immediate Past President, the Secretary, and the Treasurer. 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, Communications Chair, and Website Liaison. Any Appointed Advisors (such as Legal Advisor) shall serve in an ex-officio capacity without vote.

Section 2. Eligibility

A candidate for office must be an Active member in good standing of FAMSS, unless otherwise exempted elsewhere in these bylaws. Officers must be certified as either a Certified Professional Medical Services Management (CPMSM), Certified Provider Credentialing Specialist (CPCS), or Certified Provider Enrollment Specialist (CPES). 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

All officers except for the Immediate Past President and the President shall be elected every two years by the voting membership in accordance with the Association policy on nominations and election. The President and President-Elect, upon completion of their two-year terms, shall automatically succeed to the offices of Immediate Past President and President respectively.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. General Powers and Duties

FAMSS shall be governed by its Board of Directors/Officers in accordance with these bylaws.

Section 2. Composition

The officers shall serve as the Board of Directors with vote. Appointed advisors shall serve in an ex-officio capacity without vote. A majority of the Board of Directors must be elected by the membership.

Section 3. Term of Office

A Director/Officer shall not hold more than one position at a time. The President shall serve for one term only, with the President-Elect automatically succeeding to the office of President. The Secretary and Treasurer shall serve for a two-year term and may be re-elected to a second consecutive term.

Section 4. Removal of Officer/Board of Directors

Any Director/Officer may be removed by an affirmative vote of two-thirds voting members of the Board whenever in the Board's judgment the best interests of the Association will be served by such removal. Any Director/Officer who has been recommended for removal shall be entitled to reasonable advance notice of the basis for same and the opportunity to submit a response to the Board prior to the Board's action on the matter, all in accordance with procedures adopted by the Board.

Section 5. 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 in the Policies and Procedures.

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.

Section 10. Board Meetings

The Board shall establish a schedule of regular Board meetings for the fiscal year. Special meetings of the Board may be called by a majority of the Directors/Officers or by written request of any two-

thirds voting Directors/Officers.

Section 11. Parliamentary Authority

Parliamentary authority shall be Robert's Rules of Order Newly Revised Edition.

Section 12. 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 13. Proxies

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

ARTICLE X. 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.

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 XI. 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 XII. 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.

ARTICLE XIV. OFFICIAL PUBLICATIONS

The official FAMSS Web Site is flmedstaffservices.org. The official FAMSS Newsletter is *Sunlight Reflections*.

ARTICLE XIII FISCAL YEAR

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

ARTICLE XIV. 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 XV. AMENDMENTS

All proposed amendments to these bylaws shall be referred to the Board of Directors. The Board of Directors shall report on them either favorably or unfavorably at the next regular meeting, or a conference call or a special meeting called for such purpose. They shall vote upon at that meeting or conference call. A request for changes shall be disseminated to the voting members for vote. The Bylaws may be amended by a two-thirds vote of the ballots returned within the time specified by

the Board of Directors.

The bylaws may be submitted to NAMSS for review and recommendation in accordance with the NAMSS Bylaws Committee policy. 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 to the Bylaws as 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 XVI. 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 periodically by the Board, in accordance with the Bylaws Policy.

ARTICLE XVII. 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.

ARTICLE XVIII. 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. 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 5. 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 6. 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 7. 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.

FLORIDA ASSOCIATION MEDICAL STAFF SERVICES, INC. BYLAWS

Adopted: July, 1981

APPROVALS:

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



Kim M. Williams, CPCS, CPMSM
FAMSS President

June 17, 2026

Date

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