

**MISSOURI ASSOCIATION FOR HEALTHCARE
PUBLIC RELATIONS AND MARKETING**

Bylaws

ARTICLE I. NAME

The name of the organization shall be the Missouri Association for Healthcare Public Relations and Marketing (MAHPRM), hereinafter referred to as the Association.

ARTICLE II. AFFILIATIONS

The Association shall be an affiliated organization of the Missouri Hospital Association.

ARTICLE III. MISSION AND OBJECTIVES

The mission of the Missouri Association for Healthcare Public Relations and Marketing is to support members, providing them with resources to position themselves, their organizations and the healthcare industry for success.

The objectives of the Missouri Association for Healthcare Public Relations and Marketing shall be compatible with the objectives of the Missouri Hospital Association and shall be:

- To encourage the highest standards of practice in health care public relations and marketing.
- To promote the effective utilization of sound public relations and marketing programs in the health care field.
- To render mutual assistance and to stimulate an exchange of information concerning matters of public relations and marketing policies, practices and procedures.

ARTICLE IV. MEMBERSHIP

Section 1 - Qualification for Membership

The membership shall consist of persons who have public relations and/or marketing responsibilities for a health organization. The term "health organization" means any organization that devotes the majority of its time and resources to improving the health of individuals and not necessarily exclusively devoted to providing patient care.

Section 2 - Types of Membership

- A. **ACTIVE MEMBERSHIP** - Active members shall be health organization employees involved in a public relations and/or marketing program for a health organization that holds membership in the Missouri Hospital Association.
- B. **AFFILIATE MEMBERSHIP** - Affiliate members shall be those who administer public relations and/or marketing programs in a "health organization" other than those that are MHA-member hospitals. Independent public relations or marketing consultants, firms and agencies that have "health organization" clients also may qualify for membership in this category.
- C. **ADMINISTRATIVE MEMBERSHIP** - Administrative members shall be health care administrators, CEOs, CFOs, COOs, and/or other administrators for a health organization that holds membership in the Missouri Hospital Association.

Section 3 - Applications

Applications for membership shall be made on the Association’s form, which shall be issued by and returned to the Secretary. Applications for membership shall be presented to the Board for its information at subsequent meetings.

Section 4 - Voting

- A. All “active” members will be entitled to one vote.
- B. All matters shall be settled by a simple majority of those voting.

Section 5 - Termination of Membership

Membership in the Association may be terminated by the Board of Directors of the Association for failure to pay dues, or for non-compliance with any pertinent provisions of the bylaws of the Missouri Association for Healthcare Public Relations and Marketing.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1 - Officers and Directors

- A. The officers elected by the Board of Directors from its own membership are Chairman and Chairman-Elect. Term of office for these elected positions shall be one year. Consecutive terms in the same office shall be limited to two.
- B. The office of Secretary shall be filled by a staff member of the Missouri Hospital Association, to be appointed by the Chairman of the Association’s Board. The Secretary shall be an ex officio member of the Board.
- C. The President of the Missouri Hospital Association shall serve as Treasurer of the Missouri Association for Healthcare Public Relations and Marketing. The Treasurer shall be an ex officio member of the Board.
- D. The past chairman of the Missouri Association for Healthcare Public Relations and Marketing shall be the ex officio member of the Board, unless otherwise continuing to serve in an elected capacity on the Board.
- E. The Board of Directors shall consist of six to nine elected members, with one member elected from each of the six MHA-defined districts and up to three at-large board members appointed by the Board Chairperson for a term of one year. Two additional at-large members, one each from the Kansas City and St. Louis metropolitan areas, will be appointed by the Board Chairperson to serve staggered two-year terms, beginning in 2006 with a one-year appointment for the Kansas City at-large member.

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| District I - North | District II - Kansas City |
| District III - Central | District IV - St. Louis |
| District V - Southwest | District VI - Southeast |

Only “active” members of the Association shall be eligible to serve as Directors. Term of office for elected Directors shall be three years. Members may be re-elected to the Board of Directors for two consecutive three-year terms. After rotating off for one term, district representatives are eligible for election for two consecutive terms. The term of office for at-large Directors shall be limited to a total of four years. Metro-area Directors may serve a total of six years. After rotating off for one term, all Directors are eligible for re-election or reappointment under the terms of the initial election or

appointment. Officers and Directors take office at the time of the Association's annual meeting.

Section 2 - Election of Officers and Directors

- A. The two chairman officers of the Board shall be elected by a simple majority of the Directors present at the Board meeting held prior to the opening of the annual meeting of the Association.
- B. Each year, a nominating committee appointed by the Board will prepare a slate of board members to fill those directors' positions being vacated. Sixty (60) days prior to the annual meeting, ballots will be mailed to "active" members in each district where an election is to be conducted. To be valid, the ballots must be returned to the Secretary at least thirty (30) days in advance of the annual meeting. Active members also may choose to write in an alternate candidate for election on the ballot. Directors shall be elected by a simple majority of members voting. In the event of a tie, a run-off election will be conducted by mail, and ballots must be received within fifteen (15) days.
- C. The term of office for Director begins at the Association's annual meeting in November.

Section 3 - Officer and Board Responsibilities

- A. **Duties of the Board** - The Board shall make policy decisions for the Association, approve the budget and individual expenditures exceeding \$1,000, review the bylaws annually, and develop programs of the Association that further its purpose and fulfill its mission and objectives. The Board also shall be empowered to create special committees as deemed necessary. The Board shall meet not less than twice annually.
- B. **Duties of the Chairman** - The Chairman shall preside at all meetings of the Association and the Board, and supervise the activities of the Association. The Chairman annually will appoint a Secretary as prescribed in Article V, Section 1 and up to three (3) at-large board members to serve a term of one year. The Chairman may also appoint chairmen of special committees as they are established by the Board. At the annual meeting, the Chairman will present a report of the Association's activities which shall be kept in the permanent file of the Association. He shall perform other duties as authorized by the Board.
- C. **Duties of the Chairman-Elect** - The Chairman-Elect shall, in the absence of the Chairman, perform the duties and assume the responsibilities of the Chairman. The Chairman-Elect shall assume leadership in planning and coordinating with the Board the program for the annual meeting and other educational seminars of the Association.
- D. **Duties of the Secretary** - The Secretary shall record the proceedings and prepare the minutes of the Association, which shall be available to the members for inspection. The Secretary shall maintain the permanent file of the Association, distribute and receive membership applications, distribute and receive ballots for election of the Board of Directors, maintain the membership records and mail announcements to the Association membership as directed by the Chairman and the Board.
- E. **Duties of the Treasurer** - The Treasurer shall sign checks, maintain the financial records of the Association, prepare and submit an annual budget if requested by the Board and submit quarterly financial reports to the Board.
- F. **Vacancies** - The Chairman, with the approval of the Board of Directors (approval shall be by a majority of the Board), shall fill all vacancies on the Board or committees. Such appointees shall serve until the next annual meeting. In the event that the Chairman is unable to fulfill tenure of his office, the Chairman-Elect will assume the Chairmanship and complete the term of office. In the event that the Chairman-Elect is unable to fulfill tenure of his office, the Board will elect from its

membership a new Chairman-Elect.

ARTICLE VI. COMMITTEES

Section 1 - Program Committee

The MAHPRM Board shall serve as the program committee, and the Board's Chairman-Elect shall assume leadership in this endeavor as provided in Article V, Section 3.

Section 2 - Other Committees

The MAHPRM Board may appoint special committees as deemed necessary, and the Chairman may serve as chairman of such committees or designate other chairmen.

ARTICLE VII. MEETINGS

Section 1 - Annual Meeting

The annual meeting shall be held in conjunction with the annual convention of the Missouri Hospital Association. The installation of officers and the transaction of other appropriate business shall take place at the annual meeting.

Section 2 - Special Meetings

The Chairman, with the approval of the Board, may call such special meetings as deemed necessary. Notice of a special meeting shall be mailed two weeks in advance of the meeting and shall specify the purpose of the meeting.

Section 3 - Quorum

A quorum of 20 percent (1/5) of the membership eligible to vote shall be necessary to transact official business at the annual meeting. A lesser number may conduct and adjourn a meeting but may not transact official business.

ARTICLE VIII. DUES

Section 1 - Amount of Dues

Annual dues for each membership category shall be determined by the Board of Directors.

Section 2 - Payment of Dues

Dues shall be payable to the Treasurer of the Missouri Association for Healthcare Public Relations and Marketing by January 31.

Section 3 - Nonpayment of Dues

Any member whose dues are unpaid by March 1 may be suspended from membership in the Association.

ARTICLE IX. AMENDMENTS

The bylaws of the Missouri Association for Healthcare Public Relations and Marketing may be amended or repealed and new bylaws adopted by a vote of the Board. Proposed changes will be sent to the membership and if, in 30 days, there is no opposition to the proposed changes, the new bylaws will become effective. If the proposed changes are opposed, the bylaws will be submitted to the full membership for vote.

Revised October 2005