



American Association of Medical Audit Specialists

**Bylaws  
&  
Standards**

# **American Association of Medical Audit Specialists**

## **Bylaws**

### **Article I. Name**

The name of this association shall be the American Association of Medical Audit Specialists, hereinafter referred to as the Association.

### **Article II. Purpose and Objectives**

**Section 1. Purpose.** The Association shall promote a unifying influence in the field of medical audit, as well as professionalism of the medical audit specialist, and shall operate on a not for profit basis.

**Section 2. Objectives.** The objectives of the association are to:

- A. Provide a forum for the free exchange of information regarding medical audit problems, solutions, and applications.
- B. Develop cooperation and communication among third party payers, health care professionals, medical audit professionals and health care providers.
- C. Collect, analyze and disseminate information regarding cost containment activities.
- D. Develop and promote standards of performance for medical audit activities.
- E. Foster recognition of the advantages resulting from a professional approach to medical audit.
- F. Provide guidelines for instruction and career development in the field of medical audit.
- G. Cooperate with other medical audit associations in promoting medical audit activities or objectives by the interchange of information.
- H. Promote professionalism and value of the medical audit specialist.

### **Article III. Members**

**Section 1. Membership.** The membership of the Association shall be open to persons representing third party payers, health care professionals, medical audit professionals, and health care providers who are actively involved or interested in medical audit without consideration of nationality, race, creed, religious preference, handicaps, lifestyle, color, sex, or age. Persons desiring membership shall contact the Association website or the Administrative Director for an application.

**Section 2. Tenure.** A member shall hold membership provided dues are not delinquent and the member pursues the purposes and objectives of the Association.

**Section 3. Annual Dues.** Membership dues shall be established by the Board of Directors, subject to the approval at the annual business meeting. There will be no pro-rated membership dues. New members may join at any time during the calendar year. Term of membership is annual and renewal is based on the anniversary date of joining the Association. Renewal fees are payable by the last day of the anniversary month. If the renewal fee is not submitted within 60 days of the due date, the member shall be automatically dropped from membership in the Association. Reinstatement of membership privileges are at the discretion of the Board of Directors and a reinstatement fee will be assessed.

**Section 4. Association Year.** The Association year shall be from January 1 until December 31.

### **Article IV. Officers**

**Section 1. Officers.** The Officers of the Association shall be President, President-Elect, Vice-President, Past President, and Secretary/Treasurer.

#### **Section 2. Duties.**

**A. President.** The President shall preside at all meetings of the Association and the Board of Directors. The President shall appoint all committees, except the Nominating Committee, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee, shall be the Chief Executive Officer of the Association, review the budget, approve all disbursements of the budgeted amounts, and authorize the signing of checks for the Association. The President shall perform such other duties as are usually associated with the office of President.

**B. President-Elect.** The President-Elect shall be a voting member of the Board of Directors. The President-Elect shall work closely with the President so as to become familiar with the responsibilities of the office of President. The President-Elect shall perform none of the duties of the President or Vice-President. The President-Elect shall assume the office of President at the end of the annual meeting in even-numbered years.

- C. Past President.** The Past President shall be a voting member of the Board of Directors. The immediate Past President shall serve for one year following his or her Presidency. The Past President shall perform such other duties as may be requested by the Board of Directors.
- D. Vice-President.** The Vice-President shall, in the temporary absence or incapacity of the President, perform the duties of the President. The Vice-President shall succeed to the office of President in the event of a vacancy in the office of President. The Vice-President shall perform such other duties as may be requested by the Board of Directors.
- E. Secretary/Treasurer.** The Secretary/Treasurer shall be the recording officer of the assembly and the custodian of its records, except those specifically assigned to other persons. The Secretary/Treasurer shall make the minutes and records available to members upon request. The Secretary/Treasurer shall cause all necessary notices to be directed to the members of the Association, conduct and maintain a record of all official correspondence. The Secretary/Treasurer shall perform other functions at the direction of the Board of Directors.

The Secretary/Treasurer shall maintain a record of all receipts and disbursements of the Association and oversee the maintenance of records of all receipts and disbursements of the Association. The Secretary/Treasurer shall monitor the receipt and deposit of all monies of the Association in a bank account approved by the Board of Directors and provide an up to date financial statement to each meeting of the Board of Directors or at the request of the President. An annual financial statement shall be presented at the annual business meeting along with an audit approved by the Board of Directors.

### **Section 3. Elections.**

- A. Nominations.** At least three months prior to the annual meeting, the Nominating Committee shall announce that it is receiving nominations for all officers to be elected that year. The President-Elect will be elected in the odd-numbered years and all other officers will be elected in the even-numbered years. The Nominating Committee shall nominate those persons they consider best qualified to serve the needs of the Association. The report of the Nominating Committee shall be published to the membership at least thirty (30) days prior to the annual meeting and will be presented at the annual meeting. Members are ineligible to hold an elected position until they have been a member of the Association for two years. Members shall have attended at least one annual meeting.
- B. Election Process.** The annual election will occur during the annual meeting at a time specified in the program. Nominations may be made from the floor. Those officers receiving the largest number of votes, provided that said vote is a majority vote, shall be declared elected and will assume office at the conclusion of the annual meeting. The officers shall be elected by ballot to serve a term of two years or until successors are elected.

**Section 4. Vacancies.** Vacancies between annual meetings may be filled by action of the Board of Directors.

**Section 5. Tenure.** No officer, with the exception of the Treasurer, may serve more than one term in the same office until at least one year has elapsed. A term consisting of more than one year shall

be considered a full term. No officer, with the exception of President-Elect, shall hold more than one office at a time.

**Section 6. Disciplinary Action.** The elected officers and appointed committee chairpersons may be removed from office by action of the Board of Directors for misconduct of office, failure to fulfill the purposes stated in these bylaws, or failure to attend three meetings in succession of the Board of Directors without a valid reason. Members shall report any actions, which would require disciplinary action to the Board of Directors who shall pursue due process and concern for the member's rights and the organization in resolving the matter. The procedures for such disciplinary proceedings shall be guided by Robert's Rules of Order-Newly Revised (latest edition). The penalties, which may be imposed, are removal from office or committee chairpersonship, official reprimand, or expulsion.

## **Article V. Meetings**

**Section 1. General Membership Meeting.** A general membership meeting shall be held during the annual AAMAS Conference at a time and place designated by the Board of Directors.

**Section 2. Special meetings.** A special meeting may be called by the President, the Board of Directors, or by petition of fifty percent or more of the members. Notice of a special meeting, stating the purpose for the meeting, shall be published at least thirty days in advance of the meeting.

**Section 3. Voting.** Each member is entitled to one vote in person and a maximum of four votes by proxy for a total of five votes in annual meetings. Proxy forms may be secured from the Nominating Committee and must be filed with the Tellers at the time of ballot distribution.

**Section 4. Quorum.** A quorum shall consist of ten percent of the voting membership.

## **Article VI. Board of Directors**

**Section 1. Members.** The Board of Directors shall consist of all the elected officers and the appointed Chairperson of each Standing Committee, and the Certification Council Chairperson. The Nominating Chairperson will be the person with the highest vote count to the committee. The immediate past President shall serve one year as a voting member. An Administrative Director may be employed and will report to the Board of Directors and will attend Board Meetings as a non-voting member.

**Section 2. Board Meetings.** The Board of Directors shall meet in person, by teleconference or utilization of any electronic means available, at the call of the President or upon the written request of half of the Board of Directors. A majority of the voting Directors shall constitute a quorum.

**Section 3. Powers of the Board of Directors.** The Board of Directors shall:

- A. Administer the interest of the Association between meetings. The Board shall carry out the directions of the Association and act in the best interest of the Association; however, the Board may not alter any specific instructions of the Association. The Board will report to the Association at each annual meeting and when requested to do so at any special meeting.
- B. Contract for whatever may be reasonably required in the operation of the Association provided that the Board of Directors shall not obligate the Association for a period in excess of three years unless authorized by the membership at an annual meeting.
- C. Approve appointments of all committees.
- D. Approve an annual budget prior to presentation to the membership.
- E. Approve applications for membership.
- F. Designate the depository of the Association's funds and the persons who shall be authorized to draw and sign checks in addition to the Treasurer.
- G. Fill vacancies on the Board of Directors until the next annual meeting.
- H. Provide for an annual audit of the Association's funds.
- I. Members of the Board of Directors have voting privileges, except the Administrative Director(s). Members of Special Committees invited to board meetings have no voting privileges.
- J. Administer the Conflict Resolution Policy and Procedure and respond to any Member who files a Conflict Resolution Form.

## **Article VII. Committees**

**Section 1. Standing Committees.** Standing Committee Chairpersons shall be appointed by the President, with the exception of the Nominating Committee, with the approval of the Board of Directors and shall perform the duties described within the Association's Bylaws. The Committee Chairperson shall be a voting member of the Board of Directors and the President shall be an ex-officio member of each committee, with the exception of the Nominating Committee. The Standing Committees Chairpersons shall be appointed within thirty days following the annual meeting. The Board of Directors may determine the number of persons to serve on each committee, with the exception of the Nominating Committee. The Standing Committees of the Association and their duties, which are more clearly defined in Robert's Rules of Order Newly Revised (latest edition) and are as follows:

- A. **Communication/Marketing Committee.** The Communication/Marketing Committee shall generate and issue communication to all members at least biannually containing news, information, and items of interest pertaining to the purpose and objectives of the

Association, promote and increase AAMAS national recognition and visibility by networking with other organizations involved in healthcare reimbursement management, promote membership in the Organization, increase interest in Certification and shall plan and execute the conception of the plans to promote the Organization using all available means that have been approved by the Board.

- B. Bylaws/Standards Committee.** The Bylaws/Standards Committee shall receive suggestions for amendments from the membership and/or the Board of Directors. Proposed Bylaws/Standards changes must be reviewed by the Bylaws/Standards Committee and the Board of Directors. Proposed amendments to the Bylaws or Standards will be published in the Association newsletter and/or in the "Members Only" section of the AAMAS website 30 days prior to a scheduled vote by the membership. The proposed amendment will be published with the current Article and Section and a rationale given for the amendment. The Bylaws/Standards Committee will be responsible for maintaining the Standards, Standing Rules and the Board of Directors' policies and procedures.
- C. Program Committee.** The Program Committee shall plan and schedule the annual seminar for the American Association of Medical Audit Specialists.
- D. Nominating Committee.** The Nominating Committee of three persons shall be elected at the annual meeting in each odd-numbered year. The person receiving the highest number of votes shall be the Chairperson. The Nominating Committee shall nominate at least one person for each office to be filled in that particular year. (See Article IV. Officer. Section 3. Elections.)
- E. Education Committee.** The Education Committee shall be responsible for providing continuing education for the Association.
- F. Marketing Committee.** The Marketing Committee shall promote and increase AAMAS national recognition and visibility by networking with other organizations involved in healthcare reimbursement management. The Committee shall promote membership in the Organization, increase interest in Certification, and shall plan and execute the conception of the plans to promote the Organization using all available means that have been approved by the Board.

**Section 2. Special Committees.** The President, Board of Directors, or the Association, by action in an annual or special meeting, may create such special committees as are necessary for the work of the Association. The President shall appoint these committees and determine the number of persons to serve on these committees with the approval of the Board of Directors.

**Section 3. Administrative Director.** An Administrative Director may be contracted by the Board of Directors. The Administrative Director will be responsible for any clerical duties assigned by the Board, as well as maintaining the membership roster and all other related duties to membership. In the event there is no Administrative Director, a membership committee shall be appointed to assume the membership duties.

**Section 4. Certification Council.** The Certification Council shall be responsible for establishing the certification and recertification standards, curriculum and tests for the Association. The

Certification Council shall be an independent body and be solely and exclusively responsible for the management of its own financial affairs and shall have autonomy in decision-making over Certification Council procedures. The Council shall elect a Chairperson, who shall serve on the Association Board of Directors as a voting member; the President of the Association will serve as an ex officio member of the Certification Council, with no voting privileges except in the case of a tie.

**A. Bylaws.**

1. Council bylaws and any amendments thereto must be approved by the AAMAS Bylaws Committee. Certification Council Bylaws must not conflict with AAMAS Bylaws.
2. The Certification Council Chairperson and the President of AAMAS are the only two people who can have dual membership on the AAMAS Board and the Certification Council.

**Article VIII.  
Parliamentary Authority**

The rules contained in Robert's Rules of Order Newly Revised (latest edition) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

**Article IX.  
Non-Political**

The Association shall not use any treasury funds for political purposes nor shall the Association as an organization support any political party or candidate.

**Article X.  
Amendments**

These Bylaws shall not be altered, amended, or repealed, nor shall any new Bylaws be adopted except by a two-thirds vote of the members. The proposed amendments shall have been reviewed and approved by the Bylaws Committee, the Parliamentarian, and, the Board of Directors, and shall have been included in the notice for the annual meeting, in the Association newsletter, or on the "Members Only" section of the AAMAS website at least thirty (30) days prior to the scheduled vote.

**Article XI.  
Dissolution**

The Association will formally disband when members of the Association shall adopt a motion to rescind the Bylaws. A motion to rescind requires the same notice and vote as that required by an amendment. Upon dissolution, any funds remaining shall be distributed equally among each State

chapter based on per capita membership and other 501-(c) (3) qualified organizations selected by the Board of Directors.

**Article XII.  
Indemnification**

**Section 1.** Officers, directors, members, employees and agents of the Association shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elective or appointed capacity.

**Section 2.** No officer, director, member, employee or agent of the Association shall be indemnified when adjudged in an action or suit to be liable for negligence or misconduct in the performance of duty.

Adopted: March 30, 1995

Amended: February 24, 1997

Amended: March 26, 1998

Amended: April 6, 2000

Amended: May 3, 2001

Amended: May 4, 2002

Amended: May 1, 2003

Amended: April 22, 2004

Amended: April 6, 2006

Amended: May 3, 2007

Amended: April 24, 2008

Amended: April 30, 2009

Amended: April 22, 2010

Amended: November 23, 2011