

**BYLAWS
COLORADO HEALTHCARE ASSOCIATED RISK MANAGERS**

ARTICLE I. – NAME

The name of this non-profit organization shall be the Colorado Healthcare Associated Risk Managers, (hereinafter called “CHARM”).

ARTICLE II. – PURPOSE

The primary purpose of CHARM is to enhance the safety and quality of health services for the benefit of patients, visitors, employees and physicians by advancing and developing the professional practice of health care risk management. Activities to further this purpose include:

- A. Conducting educational programs and activities to strengthen and develop health care risk management and quality improvement programs, and to promote the professional development of related staff.
- B. Providing a medium for networking and confidential exchange of ideas and methodologies among health care professionals.
- C. Assisting in the development of professional relationships among CHARM members and other health care professionals in order to facilitate the free exchange of information and the solution to mutual problems.
- D. Providing relevant information and education to other appropriate parties such as hospitals, hospital associations, clinics, medical societies, managed care organizations, other health care organizations and civic groups toward the end goal of providing a safe and secure health care environment.
- E. To act as a central source of information in Colorado on new developments and trends in health care risk management.

ARTICLE III. – POWER

CHARM may engage in any activities or exercise any powers that are in furtherance of the stated purposes of this organization.

ARTICLE IV. – MEMBERSHIP

Membership in CHARM shall consist of persons working with hospitals, clinics, managed care organizations, or other health care organizations who are actively involved in risk management functions of that organization. There shall be one class of membership: an Active (voting) Member. The qualifications for membership are as stated below:

- A. Active member (voting member)
 - 1. An employee of a health care provider who is actively involved in the risk management/quality improvement function of that organization; an employee of the Colorado Hospital Association or Colorado Medical Association who is routinely involved in the risk management/quality improvement function of that organization; and, the members may also include private consultants; representatives of insurance agencies, brokerages and companies; academicians; physicians and defense attorneys who are active in health care risk management.

Membership in CHARM shall become effective upon application, receipt of dues and approval of the application by the officers of CHARM.

Term of Membership:

- A. Membership Term: The term of membership shall be for one year commencing January 1st of each year.
- B. Membership Renewal: Members of CHARM shall have their membership automatically renewed beginning January 1st of each year, provided:
 - 1. Member continues to meet eligibility requirements as provided in the bylaws;
 - 2. All dues owed to CHARM have been fully paid; and
 - 3. Member has not violated any provision of the Bylaws and is in compliance of same.

ARTICLE V. – DUES

Annual dues of CHARM shall be established by the officers. Applicants for new membership received after January 1 shall be responsible for 100% of the annual assessed dues. No portion of the dues paid by any member shall be refundable because their membership is terminated for any reason.

ARTICLE VI. – MEETINGS

Section 1. Schedule of Meetings

CHARM shall meet no less than quarterly for the transaction of the affairs of CHARM and for planning activities in accordance with Article II of the Bylaws.

Such meetings will be determined by the officers of CHARM. The Secretary of CHARM shall notify membership of the scheduled meetings no less than one week prior to the date of the meetings.

Regular meetings will be scheduled by the Executive Committee.

Section 2. Special Meetings

Special meetings may be called by the officers of CHARM and shall be limited to consideration of subjects listed in the official call for such meetings, unless it is otherwise ordered by the unanimous consent of the members present and voting.

The Secretary of CHARM shall notify the membership of the official call of the special meetings no less than one week prior to the date of the meeting.

Section 3. Order of Meetings

CHARM may adopt regulations for conducting meetings of CHARM and may amend them from time to time by a majority of those present and voting at the annual meeting.

Section 4. Voting

- A. Eligibility to Vote – Only Active Members in good standing shall have the right to vote. Proxy voting shall be permitted.
- B. Voting by mail, email and by proxy will be allowed, provided that ballots and proxy letters are signed by the designated or alternate representative of the Member and are received by the Secretary prior to the vote occurring in the association meeting. Mail, email and proxy votes will not be counted in determining if a quorum is present for a business meeting.
- C. Majority – Except as otherwise specified herein, all matters shall be settled by simple majority vote, i.e., a majority of votes returned and of members voting in assembly.
- D. Items that require a vote – election of officers, and changes in the bylaws.

Section 5. Quorum

A quorum of CHARM shall consist of the Active Members present at any meeting.

ARTICLE VII. – EXECUTIVE COMMITTEE

The Executive Committee will consist of the officers of CHARM, the past president and Chairs of Standing Committees.

The Executive Committee will meet at least quarterly and will have the primary functions of planning meeting agendas and strategic planning for the organization.

ARTICLE VIII. – OFFICES

Section 1. Eligibility

Only Active Members of CHARM in good standing shall be eligible for elective office in CHARM. The President must be an active member of ASHRM.

Section 2. Officers

The officers shall be a President, a President-elect, a Secretary and a Treasurer who shall be elected by the Active Membership of CHARM.

Section 3. Election and Term

After initial selection of officers, all officers shall serve for a term of one year. The election of officers will be by vote. A ballot listing candidates may be proposed by a nominating committee and may be sent to each eligible voting member of CHARM by the Secretary not less than 30 days prior to the beginning of the term of office. The votes shall be tabulated by the Secretary and the Treasurer and reported to the officers. The results of the election may be communicated to the membership at an annual meeting whereupon the new officers will be installed.

Section 4. Duties

The President of CHARM shall act as Chairperson of the Executive Committee and shall preside at all meetings of the Executive Committee and at all meetings and special meetings of CHARM.

Section 5. Reports

Annually, the President may submit a report, in writing, to the membership of CHARM.

The report may include a summary of reports from the Secretary, the Treasurer or other reports submitted by the membership.

Section 6. Vacancies

If the office of President becomes vacant, the President-elect shall immediately accede to the presidency for the duration of the unexpired term and shall continue to serve as President for the subsequent term. If both the offices of President and President-elect become vacant at the same time, the Secretary will act as the President protempore to serve for the remaining portion of the unexpired term. At the next meeting of CHARM, or a special meeting of CHARM, a President and President-elect shall be elected in accordance with the provision of the Bylaws. Other positions vacated will be appointed by the Executive Committee until the end of the current term.

Section 7. Duties of the Secretary

The Secretary shall maintain the official minutes and records of CHARM. In addition, the Secretary will be responsible for meeting notification for the organization and maintaining a current list of Active Members.

Section 8. Treasurer

The Treasurer shall be responsible for maintaining financial records of the organization including banking and investment accounts and providing quarterly reports to the membership of CHARM. In Addition, the Treasurer will be responsible for collecting membership dues and assisting the Secretary in maintaining a current list of Active Members. Disbursement of funds shall be by check and signed by the Treasurer. In the event of a disbursement in excess of \$500.00, the signatures of any two of the officers of the Executive Committee shall be required on the check.

ARTICLE IX. – COMMITTEES

Section 1. Committee Chairs

Committee Chairs will be appointed by the President. They will solicit members for the committee from the general membership. They will formulate procedures as necessary.

Section 2. Standing Committees

Standing committees will consist of: Program, Bylaws, Legislative and Nominating/Membership.

Special committees may be appointed by the President annually to address other issues as needed.

ARTICLE X. – BANK ACCOUNT

Banking and other investment accounts of CHARM shall be maintained by the Treasurer.

ARTICLE XI. – AFFILIATIONS

To facilitate communications and liaison with related professional associations, the officers shall seek to establish formal affiliations with appropriate organization. Such organizations include, but are not limited to, the American Society for Healthcare Risk Management, the Colorado Hospital Association and the Colorado Medical Association. The officers of CHARM shall have the power to authorize the signing of formal affiliation agreements establishing such relationships but only when such affiliations are in furtherance of the purposes of the Colorado Healthcare Associated Risk Managers.

ARTICLE XII. – AMENDMENTS TO BYLAWS

Amendments to the Bylaws shall be made by a majority vote of the Active Members present at any scheduled or special meeting provided that notice of such proposed amendment shall be given by the Secretary to all members at least 30 days prior to the date the vote is taken at a meeting or by mail. Absentee voting will also be allowed at meetings per ARTICLE VI, Section 4.

Adopted by vote of the general membership on _____ (Date)

President

President-elect

Secretary

Treasurer

Past President