



Society for Health Care
Strategy & Market
DevelopmentSM



**CHARTER OF THE
SOCIETY FOR HEALTH CARE STRATEGY & MARKET DEVELOPMENT (SHSMD)
OF THE
AMERICAN HOSPITAL ASSOCIATION**

ARTICLE 1 – NAME AND PURPOSE

The name of this Professional Membership Group (“**PMG**”) the Society for Health Care Strategy & Market Development (“**SHSMD**”) an operating unit of the American Hospital Association (“**AHA**”).

SHSMD’s vision is to be the most trusted community of health care strategists.

SHSMD strives to advance the growth and development of the professional practice of health care strategic planning & market development by providing education, leadership, and advocacy to professionals in hospitals, health systems, and related organizations that are accountable to the community and committed to health improvement.

SHSMD supports and advances the vision of the AHA: A just society of healthy communities, where all individuals reach their highest potential for health. SHSMD, and the professionals it represents, provides a primary professional, technical, and administrative resource for AHA in formulating policy, determining membership programs, and fulfilling its advocacy role in influencing the public, legislation, and regulations.

SHSMD functions as a PMG of the AHA operating in accordance with this Charter and the AHA policies and procedures, including AHA’s PMG Framework, each as approved at the sole discretion of AHA leadership.

ARTICLE 2 – SHSMD MEMBERSHIP

Section 1. Eligibility

Membership in SHSMD is open to professionals whose job responsibilities include health care strategy & market development or who have demonstrated a bona fide interest in the field of health care strategy & market development, who agree to support the vision, goals and objectives of the SHSMD, and who are eligible to be a member under one of the below membership types. Unless otherwise specified below, all membership types have voting rights.

a. **Health Care Provider Membership** shall be available to persons who are employed by a health care provider-based organization such as a hospital, multi-institutional system, health care network, health maintenance organization, other third party payers, or by federal, state, or local health care government agencies.

b. **Consultant Membership** shall be available to persons who are employed by any health care consultant or vendor, including a health care consulting firm, or product or service/solution provider.

c. **Association Membership** shall be available to persons who are employed by an allied hospital association.

d. **Student Membership** shall be available to full-time students whose studies concentrate on disciplines relevant to the focus of the SHSMD. Student members shall not be entitled to vote or serve on the Advisory Board.

e. **Retiree Membership** shall be available to those who are no longer in the workforce and who have paid membership dues in the SHSMD for 10 consecutive years or more. Retired members shall not be entitled to serve on the Advisory Board.

f. **Faculty Membership** shall be available to those who serve as full-time or part-time faculty at a college or university, teaching health care, communications, marketing, planning, or public relations.

g. **Other types of membership**, including honorary membership, may be established by the Executive Committee, in consultation with the Advisory Board.

Section 2. Termination of Membership

a. **Resignation.** A member may resign or retire from SHSMD at any time by writing to the SHSMD staff.

b. **Loss of Eligibility, Expulsion.** If a member loses eligibility for any reason, or if AHA deems it necessary for the good of SHSMD, membership in the SHSMD may be terminated.

c. **Nonpayment of Dues.** Membership of any person who is 60 days in arrears in the payment of annual dues will be automatically terminated.

Section 3. Transfer of Membership; Group Membership

Membership in SHSMD shall not be transferable to another person unless so specified by a written agreement between SHSMD and the parties involved, such as a group membership.

A member whose affiliation changes shall retain membership during the full term for which dues have been paid.

Group membership is available on request from organizations wishing to purchase 10 or more memberships for their teams. Group membership is the only purchasing option that allows for transfer of membership.

Section 4. Membership Meetings

SHSMD shall hold a membership meeting at least annually.

ARTICLE 3 – SHSMD ADVISORY BOARD

Section 1. Composition

The Advisory Board shall be composed of up to 17 voting members including the President, President-Elect and the Immediate Past President. The President shall act as chair of the Advisory Board.

Section 2. Eligibility

Only active members of SHSMD may be nominated to the Advisory Board of SHSMD unless their membership type above precludes their eligibility to serve. Advisory Board members serve without compensation.

Section 3. Term

Advisory Board members shall be elected for a three-year term. Any Advisory Board member shall be eligible for re-election for a second consecutive three-year term. Any Advisory Board member having served two consecutive three-year terms shall be ineligible for reelection until one year has elapsed; provided that this term limit is tolled if an Advisory Board member is, at the end of their second three-year term, fulfilling a commitment as an Advisory Board leader such as President-Elect, President or Immediate Past President, in which case the Advisory Board member may serve an additional three years from the time they are first elected to the leadership role. No member may serve more than nine consecutive years on the Advisory Board.

Section 4. Powers. SHSMD's Advisory Board, consistent with the AHA's mission, goals and objectives, shall consult with the AHA including SHSMD's Executive Director on industry matters that may impact SHSMD. The actions of the Advisory Board shall at all times be in conformity with the policies and procedures of AHA including the AHA's PMG Framework.

Section 5. Vacancies

Should a vacancy occur on the Advisory Board, the Nominations Committee, at the direction of the Advisory Board, will make a recommendation for Advisory Board approval to fill the vacancy in accordance with the provisions of Article 6, Section 3 below.

Section 6. Meetings

The Advisory Board shall endeavor to meet (virtually or in person) not less than three times a year. Members of the Advisory Board who are absent from two successive meetings of the Advisory Board without adequate reason, in the view of the President and with approval of the Advisory Board, shall have their seats declared vacant, to be filled in accordance with the provisions of Article 6, Section 3 below.

Section 7. Forfeiture of and Removal from Advisory Board

- a. **Loss of Membership.** Advisory Board members shall automatically forfeit their Advisory Board membership if they lose eligibility from SHSMD membership.
- b. **Conflict of Interest.** Any Board member is subject to removal from the Advisory Board if they have a conflict of interest, as further addressed below.
- c. **Failure to Fulfill Duty.** Any Advisory Board member is subject to removal from office for failure to fulfill the duties of office.

ARTICLE 4 – ADVISORY BOARD LEADERSHIP

Section 1. Eligibility

Any active Advisory Board member in good standing, having completed at least one year on the Advisory Board and who is employed by a hospital or health system, shall be eligible for the elective offices of President-elect in SHSMD. All SHSMD Advisory Board leaders must be employed by a hospital or health system.

Section 2. Advisory Board Leadership

The leaders of the SHSMD Advisory Board shall be the President, Immediate Past President, and President-Elect, and SHSMD's Executive Director. The President-Elect will become the President after the current President's term at which time the current President will become the Immediate Past President.

Section 3. Term

The President, President-Elect and Immediate Past President shall each serve a one year term.

Section 4. President-Elect Election. SHSMD members with voting rights shall be entitled to elect the SHSMD President-Elect in accordance with the procedures outlined below in Article 6, Section 3.

Section 5. Duties

The Advisory Board President shall act as chair of the Advisory Board and shall preside at all meetings of the Advisory Board, in addition to all annual and special meetings of SHSMD. The President-Elect shall perform the duties of the President whenever the President shall be unable to do so.

Section 6. Forfeiture of and Removal from Advisory Board Leadership

- a. **Loss of Eligibility.** Advisory Board Leaders shall automatically forfeit their role if they lose eligibility for SHSMD membership or leadership.
- b. **Conflict of Interest.** Any Advisory Board Leader is subject to removal from office if they have a conflict of interest, as further addressed below.
- c. **Failure to Fulfill Duty.** Any Advisory Board Leader is subject to removal from office for failure to fulfill the duties of the role.

Section 7. Vacancies

If the role of President becomes vacant, the President-Elect shall immediately accede to the Presidency for the duration of the unexpired term and also shall continue to serve as President for the subsequent term.

If both the President and the President-Elect shall simultaneously become unable to perform the duties of their office, the Immediate Past President will serve as President for the remaining portion of the unexpired term. The office of President-Elect shall remain vacant until the next regular election, at which time a President and a President-Elect shall be elected.

Section 8. Other Support

AHA may appoint members of its staff to undertake SHSMD Advisory Board support roles assigned to them by AHA.

ARTICLE 5 – CONFLICTS OF INTEREST OF ADVISORY BOARD MEMBERS AND LEADERS

Advisory Board members and leaders shall disclose, in accordance with the AHA PMG Framework and AHA policies, any interest that is or might result in a conflict of interest or the appearance of a conflict of interest and shall otherwise comply with such framework and policies toward mitigating any actual or perceived conflict. Unresolved conflicts may result in suspension or removal from the Advisory Board including Advisory Board leadership as determined by and at the discretion of the AHA.

ARTICLE 6 – COMMITTEES, TASK FORCES, and OTHER SUBGROUPS

Section 1. Generally. SHSMD shall have an Executive Committee as set forth in the AHA’s PMG Framework and as further described below, and a Nominating Committee as further described below. Other committees, task forces, and other subgroups may be established and disestablished by the President, subject to Executive Committee approval for purposes compatible with the vision, goals and objectives of SHSMD. The President may also appoint individuals to member subgroups subject to Executive Committee approval. A majority of all individuals serving in SHSMD member subgroups shall be SHSMD members and all member subgroups shall be chaired by a member of SHSMD.

Section 2. Executive Committee

SHSMD shall have an Executive Committee as set forth in the AHA’s PMG Framework. The SHSMD Executive Committee will be composed of the SHSMD President, President-Elect, Immediate Past President and an AHA Executive Management Group member, provided that the President, President-Elect, and Immediate Past President are employed by a hospital or health system unless an exception is approved by the AHA.

Section 3. Nominating Committee

a. Composition. The Nominating Committee is comprised of four members: the SHSMD Immediate Past President, his or her predecessor, President-Elect and one member of the Advisory Board appointed by the President. In the event the Immediate Past President and/or his or her predecessor cannot serve, a prior past President may serve on the committee. The Immediate Past President shall chair of the committee. SHSMD’s Executive Director will attend Nominating Committee meetings as a guest, without voting rights.

b. Duties. Annually the Nominating Committee shall solicit nominees and develop a slate of candidates to fill expiring terms and vacancies on the Advisory Board and for the leadership role of President-Elect. The committee will actively seek input from the Advisory Board and other SHSMD members. In developing the slate, the Nominating Committee will use criteria established by the Advisory Board to ensure various dimensions of diversity, geographic balance and appropriate representation of the disciplines represented in the SHSMD membership. Should a vacancy occur on the Advisory Board, the Nominating Committee will make a recommendation for Advisory Board approval to fill the vacancy in a timely manner.

c. Elections. Elections to fill vacancies on the Advisory Board and to fill the leadership role of President-Elect will be conducted. A majority of ballots cast by eligible SHSMD members entitled to vote shall constitute election. The results of the election shall be communicated to the membership.

ARTICLE 7 – CHAPTERS

SHSMD may allow for local, state, or international chapters. Such chapters shall be further defined by the form Chapter Agreement approved by the AHA in consultation with the SHSMD Executive Committee.

Any state or local chapter under this article is not an extension or part of SHSMD or an operating unit, affiliate, or subsidiary of the AHA but rather a distinct legal entity outside the ownership or control of the AHA; any such chapter is, therefore, responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal income tax authorities, maintaining necessary insurance coverage, and so forth.

ARTICLE 8 – AMENDMENTS

This Charter may be amended at the sole discretion of the AHA after consultation with the SHSMD Executive Committee and SHSMD Advisory Board, and the SHSMD Advisory Board may propose changes to this Charter at any time through the Executive Director.