



BYLAWS of the OREGON SOCIETY FOR HEALTHCARE ENGINEERING

ARTICLE I – NAME

This Society shall be known as the Oregon Society for Healthcare Engineering.

ARTICLE II – MISSION

The Society's mission is to create an environment where professionals in Healthcare Engineering in Healthcare Institutions, can learn and grow personally and professionally.

ARTICLE III – PURPOSE

Section 1. The purpose of the Society shall be to advance the development of effective Healthcare Engineering in Health Care Institutions by:

- (A) Encouraging and assisting members to develop their knowledge and increase their competence in the field of Healthcare Engineering.
- (B) Encouraging and assisting in conducting regular meetings, conferences, and educational programs.
- (C) Providing a medium for the interchange of ideas among members and dissemination of information to members.

Section 2. Healthcare Engineering is defined as both an art and science of efficiently planning, managing and maintaining the physical environment, equipment and systems for health care.

ARTICLE IV – ORGANIZATION

The Society is organized exclusively for charitable, scientific and educational purposes as a not-for-profit association. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer or other individual. Upon dissolution, any assets of the Society shall be distributed to an organization enjoying an exempt status under S 501(c)(6) of the Internal Revenue Code or successor statutory authority.

ARTICLE V - MEMBERSHIP

Section 1. ELIGIBILITY

Membership in the following categories is available to individuals who support the Society's mission and purpose:

- (A) Professional (Active) Member
Professional (Active) Membership in the Society shall be available to those individuals who are actively employed in or by healthcare-related facilities (those that provide patient care), and who have responsibility in healthcare facility operations (e.g., facilities management, plant engineering, design/construction, security, safety, clinical engineering and telecommunications).

Professional (Active) Members may vote, serve on board, and serve on committees.

- (B) Associate Member
Associate membership shall be available to individuals employed by contractors, vendors, service providers and consultants, who serve healthcare engineering.

Membership benefits are limited to receipt of association publications and meeting attendance. Associate (active) members may vote, serve on board, and serve on committees.

- (C) Honorary Member
Honorary Membership may be granted to recognize and reward individuals who have, in the opinion of the Board of Directors, performed some unusual or outstanding service beneficial to the broad engineering field or to the Society. Prior membership in the Society need not be a prerequisite for selection of this individual. Nominations for this category may be submitted by local Chapters or individual members for action by the Society Board of Directors.

Section 2. ESTABLISHMENT OF MEMBERSHIP

Membership in the Society shall become effective upon receipt of an application from a qualified individual who has paid initial membership dues. The Board reserves the right to review membership applications and revoke membership if applicant is not qualified.

Section 3. TRANSFER OF MEMBERSHIP

Professional membership in the Society shall not be transferable to another person. A member who changes their institutional affiliation shall retain their membership during the full term for which dues have been paid.

Section 4. TERMINATION OF MEMBERSHIP

- (A) Resignation: A member may at any time file his/her resignation from the Society in writing with the Board of Directors.
- (B) Action of the Board of Directors: The Board of Directors may suspend or expel any member for cause, at the end of the period for which dues have been paid, after giving such member the opportunity to have a hearing in accordance with the hearing procedure established by the Association Regulations of the American Hospital Association. Any member who has suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Board of Directors present and voting.
- (C) Loss of Eligibility: Membership of any person who, because of change of position, is no longer eligible for membership shall be automatically terminated at the end of the term for which dues have been paid.
- (D) Nonpayment of Dues: Membership of any person who is 60 days in arrears in the payment of annual dues will be automatically terminated.

ARTICLE VI - FINANCE

Section 1. DUES

- (A) Annual dues shall be used only to conduct the business of the Society for the benefit of all its members.
- (B) The dues amount shall be recommended by the -Treasurer and approved by the Board of Directors. The dues shall be paid annually on a calendar year basis and are due on January 1st.
- (C) All dues paid to the Society shall become the property of the Society. No portion of the dues paid by any member shall be refundable because their membership is terminated for any reason.
- (D) Any funds or property that may be donated to further the work or programs of the Society shall become the property of the Society but shall be used for the purpose designated by the donor.

Section 2. BUDGET An annual budget shall be prepared by the -Treasurer and shall be approved by the Board of Directors.

- (A) The Society fiscal year begins Jan 1 and ends the following Dec 31.

ARTICLE VII - MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETINGS

The Society members shall meet at least annually for the transaction of the affairs of the Society. This meeting is generally held in conjunction with the Spring OHSE conference. A list of all members, omitting contact information for anti-trust and confidentiality reasons shall be included in the annual meeting announcement.

Section 2. SPECIAL MEETINGS

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

Section 3. NOTICE OF MEETINGS

The membership shall be notified by mail or email of annual or special meetings no less than 30 days prior to the date of the meeting.

Section 4. ORDER OF MEETINGS

- (A) All OSHE meetings shall be governed by Robert's Rules of Order in all cases to which they are applicable and consistent with the Bylaws of the Society.
- (B) OSHE Board meetings will be conducted with the OSHE President and a quorum of Board members present. If there is no quorum, the meeting will be informational only. Meetings may be held in person or via electronic means.
- (C) Society business issues may pass into effect if all conferences agree on the matter at hand. If any member displays an objection on any issue, the Roberts Rules of Order will be put in effect for that issues with the meeting Secretary recording the votes.
- (D) Business conducted by emails. Business may be conducted by email in order to reduce operating costs of the Society. In order for any business to be conducted by email, all members must receive a carbon copy of any discussion of any issue up for a vote. Vote may be accomplished by email provided that the President and a majority quorum of the members have voted. All Board members must carbon copy to all other Board members their

vote. The Secretary shall print copies for record of the email of all members voting.

Section 5. VOTING

Each Professional, Associate or Honorary member of the Society who is present at the annual or a special meeting and is in good standing shall be entitled to one vote. Proxy voting will not be permitted.

Section 6. QUORUM

A quorum at any annual or special meeting shall consist of a majority of members present and in good standing.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. ELIGIBILITY

- (A) Professional members of the Society who are in compliance with all the provisions of these Bylaws shall be eligible to serve on the Board of Directors. One Associate member and two Members At Large will be eligible to serve on the Board of Directors. The Board Members At Large can be either a Professional or an Associate Member.
- (B) Eligibility to serve as a Director terminates if that member moves from the Chapter or region or in some manner becomes ineligible for personal membership in the Society.
- (C) At no time shall a Chapter President simultaneously serve as Society President.

Section 2. COMPOSITION

- (A) The Board of Directors shall be composed of the President, President-Elect, Secretary, Treasurer, Associate Member, Member At Large, Past President and the President of each Chapter. In regions where there is no chapter, the Society officers shall appoint a representative. (Addendum A State Chapter Map)
- (B) Each Board member shall have one vote.

Section 3. TERM OF OFFICE

- (A) The President Elect shall serve one year commencing on June 1 and continuing until May 31 of the following year. The President Elect will then become President and will serve a one-year term commencing on June 1 and continuing until May 31 of the following year. The President will then become Past President and will serve a one-year

term commencing on June 1 and continuing until May 31 of the following year.

- (B) The Secretary shall serve a two-year term that shall commence on June 1 of each even year and continue until May 31 of the second year.
- (C) The Treasurer shall serve a two-year term that shall commence on June 1 of each odd year and continue until May 31 of the second year.
- (D) The Associate Member shall serve a one-year term to commence on June 1 and continue until May 31 of the following year.
- (E) The Member at Large shall serve a one-year term to commence on June 1 and continue until May 31 of the following year
- (F) The president and appointed representatives of each region/chapter shall serve one-year terms commencing on June 1 and continuing to May 31 of the following year. The president's term shall coincide with their term of service at their local chapter.

Section 4. FORFEITURE OF AND REMOVAL FROM OFFICE

Directors shall automatically forfeit their office if they lose eligibility for or are expelled from membership pursuant to Article V, Section 4(B).

Directors are subject to removal from office for failure to fulfill the duties of office pursuant to Article IX, Sections 2, 3, or 4.

Section 5. POWERS

- (A) The Society's Board of Directors shall have the responsibility to develop the strategic and financial plans to achieve the Society's purpose. (Article III).
- (B) The actions of the Board of Directors shall at all times be in conformity with the bylaws of the Society.

Section 6. VACANCIES

Should a vacancy occur on the Board of Directors, other than the officers, the President, with the approval of the Board of Directors shall appoint an eligible member from the respective region to complete the unexpired term. If no eligible member is available in the respective region, the board may appoint a member from another region, until an eligible and willing member from the region is available.

If an officer vacancy occurs, the Board shall nominate and vote on the most eligible candidate to fill the position and execute the duties of office effectively.

Section 7. BOARD MEETINGS

The Board of Directors shall meet not less than twice during the fiscal

year. Additional meetings may be called by the President. These meetings may be held in person or via electronic means.

ARTICLE IX - OFFICERS

Section 1. DESIGNATED OFFICERS

- (A) Officers of the Society shall be President, President-Elect, - Secretary and Treasurer.
- (B) All officers will be required to maintain membership in the American Society for Healthcare Engineering throughout their term.
- (C) The Secretary and Treasurer shall serve two-year, staggered terms and the President, President-Elect and Past President shall serve one-year terms commencing on June 1 and continuing until May 31 of the following year.

Section 2. DUTIES OF THE PRESIDENT

- (A) The president shall serve as the chief executive officer of the Society. He/she shall preside at all meetings of the Society membership and the Board of Directors.
- (B) The president shall exercise general supervision over the activities of the Society and shall oversee the strategic and financial plans developed by the Society's Board of Directors. (Article VIII, Section 5(A)).
- (C) The President shall assure adherence to these Bylaws.
- (D) He/she shall appoint whatever committees are necessary to carry out the objectives of the Society and will select the committee chairs for those committees. He/she shall serve as an ex-officio member of all such committees.
- (E) The president shall be responsible for maintaining regular communication with the Region 10 director of ASHE.
- (F) The president or president-elect shall represent the State Society when called for by ASHE.

Section 3. DUTIES OF THE PRESIDENT- ELECT

- (A) In the absence of the president or during his/her incapacity, the president's duties will be performed by the president-elect.
- (B) The president-elect shall serve as the chair of the Education

Committee and shall be responsible for overseeing the Society's educational programs.

- (C) The president may assign other such duties as will allow the president-elect to familiarize himself/ herself with the duties of the presidency and the policies of OSHE.
- (D) The president-elect is encouraged to attend ASHE Chapter Leadership Seminar at ASHE Annual Meeting pursuant to funding by employer and/or society.

Section 4. DUTIES OF THE SECRETARY

- (A) The secretary will be responsible for maintaining the official minutes and records of the Society.
- (B) He/she will also be responsible for presenting the previous year's membership meeting minutes to the Membership for approval at their next regularly scheduled meeting. It will also be their responsibility to provide the Board of Directors with their meeting minutes for approval.

Section 5. DUTIES OF THE TREASURER

- (A) Treasurer will be responsible for maintaining the financial records of the Society and reporting current financial status to the board.
- (B) The treasurer will develop an annual budget by first part of January and present it to the Board of Directors for their approval.
- (C) The treasurer shall present an annual financial report to the membership and shall also submit a current financial statement to the Board at their meetings.

Section 6. OFFICER VACANCIES

- (A) If the office of president becomes vacant prior to the expiration of the term, the President-Elect shall immediately assume the office of president.
- (B) When a vacancy occurs in the office of president-elect, – secretary, -or treasurer, the Nominating Committee shall recommend at least one candidate for a vote of the membership within 60 days of the vacancy.
- (C) Should an officer become ineligible, the officer may, subject to the Board of Director's approval, retain the office for 90 days following loss of eligibility to allow for an orderly transition in society leadership.

ARTICLE X - ELECTIONS

- Section 1. State Society officers shall be elected by majority vote of the ballots cast by mail, email, fax, or other methods approved by the board of directors.
- Section 2. The Nominations Committee shall place in nomination at least 1 active member for each open office to be elected and shall have ascertained each nominee's eligibility and willingness to serve. When possible, nominating multiple active members for each position is preferred.
- Section 3. Ballots shall be sent to the membership in a timely manner, but not less than 30 days before the annual membership meeting, to ensure that the new officers may be announced at the annual membership meeting. Ballots will include an opportunity for members to offer write-in candidates.

ARTICLE XI - COMMITTEES

Section 1. COMMITTEE APPOINTMENTS

Each year, the President may establish and appoint members to standing and special committees, as needed, to address issues of membership, education, advocacy, awards, communication, these Bylaws, and other matters of interest to the membership, to accomplish the annual strategic and financial plans.

Section 2. NOMINATIONS COMMITTEE

The Nominations Committee shall be appointed by the President and chaired by the Past President.

Section 3. MEMBERSHIP COMMITTEE

The Membership committee shall be appointed by the President and chaired by a board member selected by the board. The membership committee, shall consist of at least 2 board members, and other organization members, as determined by the board.

The Membership committee will seek to increase membership in the organization, through outreach and networking events.

Section 4. CONFERENCE COMMITTEE

The Conference Committee shall be chaired by the President and shall consist of the President, the President-elect, the Past-President and other members as selected by the President and confirmed by the

board.

The conference committee will be responsible for organizing the fall and spring conferences for the organization. These are to be held in September and May of each year. The conference committee's decisions are to be approved by a board vote.

ARTICLE XII - AFFILIATIONS

Section 1. NATIONAL SOCIETY AFFILIATION

This State Society shall be affiliated with the American Society for Healthcare Engineering of the American Hospital Association. The State Society shall be in compliance with any Affiliation Agreement between the two organizations as required by the national affiliate.

Section 2. CHAPTER AFFILIATIONS

(A) Purposes of Affiliation

The purpose of affiliated chapters of OSHE is to provide an organized structure at the local level for members of the Society and others in the fields of healthcare facility management and engineering to enable them to work together on issues of interest; to conduct educational programs; to provide networking opportunities; to provide channels of communication between OSHE and local groups; and to promote the purposes of, and membership in, OSHE.

(B) Eligibility for Affiliation

The request to establish a formal chapter to be affiliated with OSHE may be made by OSHE members located in one of the State Chapter Regions (see Addendum A State Chapter Map). The group must demonstrate that they have a governing Board of Directors and that they operate under a definable set of Bylaws.

The request for affiliation must be approved by the Board of Directors of OSHE and signed by the President of OSHE.

The termination agreement may be terminated by either party upon thirty days written notice.

(C) Requirement for Affiliation.

At the time of request for affiliation, the affiliating region is strongly encouraged to have at least 50% of its members in common with OSHE. The affiliating chapter should have a program in place promoting increased membership in the Society so that the members in common continue to be a majority.

After being granted affiliation, the affiliated region shall continue

to demonstrate that their interests are in the fields of healthcare facilities management and engineering, that they continue to operate under applicable bylaws, and that their governing Board of Directors actively support OSHE's goals.

It is required that the affiliated chapter officers be members of OSHE.

The Bylaws of each affiliated chapter and all amendments thereto shall be approved by the Board of Directors of the Society.

Section 3. OTHER ASSOCIATION AFFILIATIONS

The Board of Directors 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 purpose of the Oregon Society for Healthcare Engineering.

ARTICLE XIII - AMENDMENTS

Upon recommendation by the Bylaws Committee and approval of the Board of Directors, these Bylaws may be amended by a two-thirds vote of the members present and voting at the Society's annual meeting. Notice of proposed amendments to be voted on at the annual meeting shall be sent to all members not less than 30 days in advance of the meeting.

The Bylaws may also be amended by a majority vote of those responding within 30 days of the mailing of the proposed amendments and a ballot.

ARTICLE XIV – SCHOLARSHIPS

Section 1 It shall be the option of the OSHE Board to offer scholarships to individuals seeking to further their education in the healthcare facilities maintenance and engineering field.

(A) Scholarships will be granted only if funds are available in excess the annual operations of the Society.

Section 2. The OSHE President may establish a scholarship committee to make scholarship policies, receive applications, and review applications for presentation to the OSHE Board.

(A) Scholarships will be granted only if funds are available in excess the annual operations of the Society.

(B) Priority will be given to grantee who are most likely to be involved in Oregon healthcare and engineering.

(C) Scholarship grantee will be given a one-year honorary

membership in OSHE and must attend one OSHE meeting within one year of being granted a scholarship

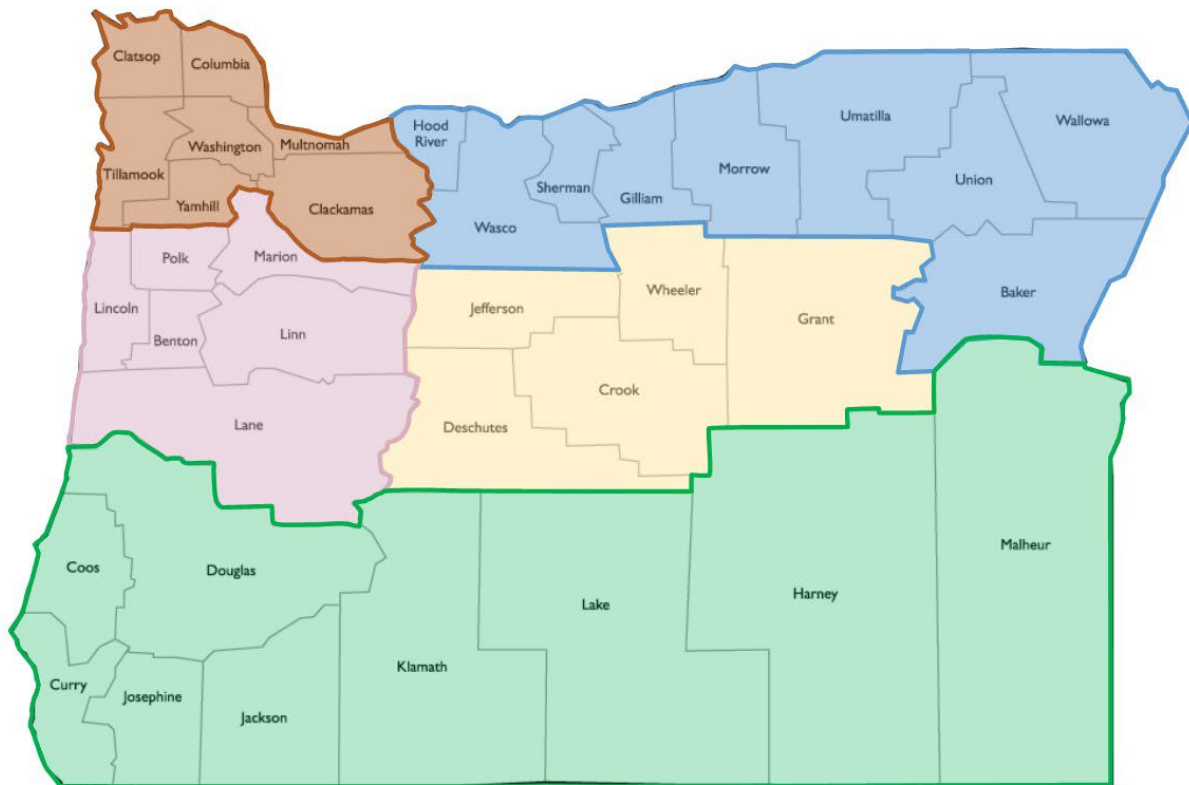
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Addendum A

Oregon Society for Healthcare Engineering



- Region 1 Southern**
- Region 2 Eastern**
- Region 3 Columbia**
- Region 4 Willamette Valley**
- Region 5 Central**