

# BY-LAWS

## Northern Ohio Society for Healthcare Engineering (NOSHE) Bylaws Amended November 2023

### ARTICLE I – NAME and AFFILIATION

#### Section I – Name

This Society shall be known as the Northern Ohio Society for Healthcare Engineering, herein after known as NOSHE.

#### Section II – Affiliation

The Association (NOSHE) shall be affiliated with the American Society for Healthcare Engineering.

#### Section III – Not for Profit

NOSHE is organized as a not for profit association. No part of its income and earnings shall be used for the exclusive benefit of any member, officer or any other individual.

### ARTICLE II – Mission and Goals

#### Section 1 Mission

- To provide an educational opportunity for healthcare engineers to broaden and improve their capabilities of operating and maintaining the plant systems, equipment, and safety of the environment of care.
- To stimulate the exchange of information and to further professional, educational, and personal development of its membership.
- To promote succession planning.

#### Section 2 Goals

- To encourage each northern Ohio health system to have at least one active member on the board
- to ensure at least 25% of total membership is also a member of ASHE

## **ARTICLE III – MEMBERSHIP, DUES AND VOTING PRIVILEGES**

### Section I – Eligibility

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

#### **Healthcare Member**

Healthcare membership in NOSHE shall be available to 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 and clinical engineering.) Healthcare Members may vote, hold office and serve on committees.

#### **Affiliate Member**

Affiliate membership in NOSHE shall be available to individuals who provide professional, technical and consulting services to Healthcare Members, but whose employers are not healthcare providers (providing patient care). All new affiliate members after December 1<sup>st</sup> 2017 shall also be members of American Society for Healthcare Engineering (ASHE). Affiliate members may vote, hold office and serve on committees. Affiliate Members cannot hold office of President or President elect or Healthcare member at large.

#### **Student Member**

Student membership in NOSHE shall be available to individuals who are full time college students studying engineering, architecture or a related major. Student members may serve on committees.

#### **Honorary Member**

An Honorary Member is a former member who has left their healthcare related position. This member will have no voting rights and shall not hold an elective office. The Board of Directors by majority vote shall have the right to designate honorary membership on an individual who is otherwise ineligible for membership.

#### **Corporate Sponsors**

Corporate Sponsors are firms who either provide healthcare services or, professional technical and consulting services to the healthcare industry. Corporate Sponsors must designate individual members who will be members from one of the previously listed member groups, and will have the rights and benefits afforded those member groups.

#### **ASHE Membership Requirement**

A minimum of twenty five percent (25%) of the total membership in NOSHE shall be members in good standing with ASHE. Affiliate membership renewals will be restricted to maintain the ratio.

### Section II – Application for Membership

All persons applying for any level of membership will be required to submit a completed application and payment of initial membership dues. New membership applications shall be submitted to the Membership Committee for approval by a majority vote at the Committee meetings.

### Section III – Termination of Membership

#### **Resignation**

A member may, at any time, file a resignation from NOSHE, in writing, with NOSHE's President. Paid dues may be refunded with a majority vote of the Board of Directors.

#### **Suspension or Expulsion**

NOSHE may suspend or expel any member for cause, only after giving such member an opportunity for a hearing at the Board of Directors Meeting. Recommendations for such action must be filed with the Secretary at least fifteen (15) days prior to the Board of Directors Meeting. A member shall not be suspended, or expelled, except by majority vote of the Board of Directors.

#### **Failure to Pay Dues**

Members failing to pay annual membership dues ninety (90) days after their renewal date will be considered delinquent and membership will be terminated.

### Section IV – Dues

Dues are payable annually based on registration date. All members shall pay dues to be considered a member in good standing.

Dues notices will be sent to all members in good standing thirty (30) days prior to their 12 month expiration.

Individual Membership dues shall be as established by the board and posted to the society website.

#### **Corporate Sponsors**

Sponsors shall designate the names of their individual members. At least one of their designated members shall also be a member of American Society for Healthcare Engineering (ASHE). Sponsorship dues and benefits shall be as established by the board and posted to the society website.

## **ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS**

### Section 1 – Board of Directors

- A. The property, business and affairs of NOSHE shall be governed by the Board of Directors. The Board of Directors shall be comprised of the officers named below. All Board actions and decisions shall be decided by the majority of the Board present at a board meeting. All Board members shall also be members of ASHE.
  
- B. Quorum
  - 1. A quorum for each board meeting shall be at least seven (7) Board members.
  - 2. No fewer than three (3) shall be elected board members.
  - 3. President, president-elect, or immediate past president shall be in attendance.
  
- C. Elected Board Members:
  - 1. Immediate Past President
  - 2. President
  - 3. President-Elect
  - 4. Secretary
  - 5. Treasurer
  - 6. Healthcare Member at large (2)
  - 7. Affiliate Member at large (2)
  
- D. Appointed Board Members:
  - 1. Programs Chair
  - 2. Membership Chair
  - 3. Communications Chair
  - 4. Advocacy Liaison
  - 5. Sustainability Liaison
  - 6. Young professional at large (2)
  - 7. Annual Conference Chair
  - 8. Social events Chair

Section II - Term of Office

The Immediate Past President, President and President-Elect will be elected by the members for two years on the even year. The 2023 term of office for the Immediate Past President, President and President-Elect will be extended until December 31, 2024 to align with future elections.

The Treasurer and Affiliate Members at large will be elected by the Members for two years on the even year.

The Secretary and Healthcare Members at large will be elected by the Members for two years on the odd year.

The appointed board members will serve a one year term by a majority vote of the incoming elected board members.

Committee chairs for the next year, shall be appointed by November 1, to take office on January 1 of the following year. These appointments shall be documented in the next Board meeting's minutes.

Section III - Vacancies

If any vacancies occur on the Board of Directors, The Board may appoint a person to fill the vacancy for the duration of the term of office.

Section IV – Removal from Office

Any director or committee chair shall be removed by a two thirds (2/3) vote of the board of directors for failure to fulfill the duties of office.

Section V - Election Procedure

Nominations for expiring Board of Director offices will be announced by a call for nominations sent to all members by a means designated by the Board of Directors. The Board will convene a Nominating Committee to review all applications for positions and recommend those eligible for election to the Board for their inclusion on the ballot. The board will approve the ballot prior to the election by a means designated by the Board of Directors.

Elections will be held at the general membership meeting, or by electronic ballot, with the results announced at the end of the meeting or electronically sent to all members.

The incoming President will notify newly elected officers by means designated by the Board. The Board of Directors will determine the methods and rules used to conduct the election process. Newly elected officers shall take office on January 1 of the following year.

Section VI - Duties of the Officers

**Immediate Past President** - Will serve at the direction of the President and shall assume duties as assigned.

**President** - Shall preside at all meetings of the Board and of the membership and shall appoint any special committee chairs.

**President-Elect** - Shall, in the absence or inability of the President, perform all the duties and assume all responsibilities of the President. Will assume office of the President at the end of the President's term of office.

**Secretary** - Will keep minutes of all meetings and records of all decisions. Is responsible for distribution of meeting notices and other NOSHE correspondence. Secretary shall have primary responsibility for preparing ASHE affiliate chapter renewal and award applications.

**Treasurer** - Responsible for maintaining all financial records and accounts for NOSHE. Shall receive and disburse funds of NOSHE at the direction of the President and Board of Directors.

**At large representatives** – Responsible for providing guidance to the president and performing duties as assigned.

Section VII – Fiscal year

The fiscal year of NOSHE shall be a calendar year.

**ARTICLE V - COMMITTEES**

The following standing committees shall have members recruited by the chair and will function as follows:

**Membership** - Duties will be to promote membership in NOSHE and attendance at the annual meeting. Chairperson shall be the Membership Chair.

**Programs** - Duties shall be to plan and arrange all educational meetings, programs and projects of NOSHE subject to approval by the Board. Chairperson shall be Programs Chair.

**Nominating** - Duties will be to submit a list of suggested nominees, who have agreed to serve if elected, for the available offices of NOSHE. Chairperson shall be the immediate Past President.

**By-laws** - Duties will be to consider and make recommendations, proposed revision to the by-laws of NOSHE. Chairperson shall be a current Board Member.

**Communications** - Duties shall be to maintain the NOSHE website and keep a current mail and email list for use by the Secretary. Chairperson shall be the Communications chair.

**Social** – Duties shall be to plan the golf outing and one other event each year that promotes communication and socialization between members. Chairperson shall be the social events chair.

**Annual Conference** – Duties shall be to plan the annual conference. Chairperson shall be the annual conference chair.

**Special Committees** - The President is authorized to appoint special committees as he/she deem appropriate and appoint the Chair and members thereof. The term of office shall be a maximum of twelve (12) months. The committee shall be discharged automatically at the end of the time period.

## **Article VI – Administrative Coordinator**

### Section I – Purpose

In order to ensure timely member service & successful chapter events, NOSHE may employ an administrative coordinator.

### Section II – Duties

Duties shall be as assigned by the board.

### Section III – compensation and hours

Shall be reviewed at least yearly in December by the incoming board

### Section IV – performance review

Shall be done at least yearly in November by the outgoing board

### Section V – Application

- If a vacancy occurs, the board shall solicit applications from interested candidates
- The president shall appoint a committee to review applications and interview candidates
- The special committee chair shall make a candidate recommendation to the board
- The board by majority vote shall appoint the candidate.

## **ARTICLE VII - MEETINGS**

### Section I - Board Meetings

Board meetings will be held at least bi-monthly with a minimum of 5 meetings per year.

The meeting time and place will be sent to all Board Members at least fourteen (14) days prior to the meeting.

### Section II - Annual Meeting

There shall be an annual meeting of general membership of NOSHE to be held at a time determined by the Board.

A notice of the meeting will be sent to all members at least thirty (30) days prior to the meeting.

The agenda of the annual meeting will be established by the board.

### Section III - Regular meetings

Regularly scheduled meetings of the membership shall be determined by the Board.

The meetings time and place will be transmitted to the membership at least fourteen (14) days in advance of the meeting.

### Section IV - Vote

Each Healthcare and Affiliate Member in good standing shall be entitled to one vote in the performance of all business in NOSHE.

## **ARTICLE VIII - BY-LAW CHANGES**

### Section I - Proposal

Changes to the By-laws must be submitted to the membership in the following manner:

Any proposed changes to the By-laws must be submitted in writing to the By-laws Committee.

The By-laws Committee must approve the changes and submit the proposed changes to the Board for approval.

The Board must approve the change by simple majority vote.



Section II - Approval

Approval of a proposed change to the by-laws must be made by one of the following manners:

The proposed change can be voted on at the annual meeting of the membership or,  
The Secretary can send an electronic copy of the approved change to all members entitled to vote. All ballots must be returned within time frame designated by the Board.

A simple majority vote of the returned ballots is required for approval.

**ARTICLE IX - MISCELLANEOUS**

Section I - Payment of expenses

The Treasurer shall make payments for any indebtedness of NOSHE only after approval of the Board. The President shall approve all payments made by the Treasurer.

Section II - Action without Meeting

Any action that may be authorized or taken at a meeting of the Board may be authorized without a meeting by the written, or electronic, consent of a majority of the members of the Board.