

# Bylaws 2013

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## Southeastern Michigan Society for Healthcare Engineering

Issued by: The Board of Directors

Effective Date: January 01, 2013



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## ARTICLE I. NAME AND PURPOSE

### Section 1 - Name:

This society shall be known as the Southeastern Michigan Society for Healthcare Engineering, SMSHE (hereafter referred to as the "Society").

### Section 2 - Purpose:

The Society is devoted to the improvement of the health care physical environment; the promotion of higher business standards; and the advancement of professional development, leadership, value and excellence of the healthcare facility professional through education, recognition, communication and advocacy.

The purpose of the Society is to:

- Act as an integral part of the American Society for Healthcare Engineering (hereafter referred to as "ASHE");
- Serve as a local resource to the related healthcare associations;
- Provide forums to facilitate the exchange of information, ideas and experiences to enable members to work together on problems of interest;
- Provide a variety of educational opportunities through seminars, workshops, business meetings, and training programs;
- Assist in the professional growth and development of its members;
- Establish and maintain a high standard of integrity, proficiency, and professionalism in the healthcare engineering field;
- Provide network opportunities and activities to promote the interaction and communication among members;
- Provide resources and expert knowledge from which information on hospital engineering related matters can be extracted;
- Assist facility managers and engineers meet the challenges of healthcare facility management today and in the future.

## ARTICLE II. POWERS

The Society is incorporated under the laws of the State of Michigan as a not-for-profit business league within the meaning of Sections 501(c) (6) of the Internal Revenue Code. It shall be so conducted that no part of its net earnings will benefit any private shareholder or individual and it is not organized for profit or organized to engage in an activity ordinarily carried on for profit.

The Society shall have the power to perform all lawful acts which may be deemed necessary for the proper and successful prosecution of the objects and purposes for which it is organized and operated, consistent with the Bylaws and Operations Handbook of the Society, and applicable tax regulations for non-profit organizations or corresponding provisions of tax laws.

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Society shall be signed by the Treasurer and President or any other persons appointed by the Board of Directors. The President must sign contracts, leases, or other instruments executed in the name of and on behalf of the Society and will have attached copies of the resolutions of the Board of Directors certified by the Treasurer authorizing their execution.

## ARTICLE III. MEMBERSHIP

### **Section 1 - Eligibility:**

Application for membership shall be open to any qualified individual within the healthcare facilities related field that supports the purpose statement in Article I, Section 2.

### **Section 2 - Establishment:**

Membership in the Society shall become effective upon receipt of an application and annual dues from a qualified individual.

### **Section 3 - Rights and Privileges:**

All Society members shall be entitled to the same rights and privileges, except those who are not in good standing. A Member in good standing has fully paid all Society fees, is in compliance with all provisions of the bylaws, and meets eligibility requirements as provided in the bylaws. Members considered not in good standing shall not be entitled to voting privileges or the right to election or appointment as an officer, director, or committee chair of the Society. Society officers, directors and committee chairs must be qualified active members of the Society in good standing. Active Members are those considered in good standing, have been a member for two (2) consecutive years, attend meetings regularly & participate on committees.

### **Section 4 - Transfer:**

Membership is vested solely in the individual and may not be delegated or transferred to another person.

### **Section 5 - Reclassification:**

Members, who have a change of position or employment that effect their membership type, are required to give written reclassification notice to the Society's Secretary within 30 days of such change and shall have their membership changed to the appropriate membership type. The Society maintains the right to reclassify members who have changed their employment status.

### **Section 6 - Resignation:**

Any member at any time may resign from the Society by filing a written resignation with the Society's Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

### **Section 7 - Suspension:**

In the event that a member does not pay all the Society fees, dues, or other charges within three (3) months of their due date, all rights and privileges of membership in the Society shall be suspended. Such membership rights and privileges shall be restored to the member upon full payment thereof. Delinquency in payment of Society dues or other Society charges will not affect a member's standing in the Society.

### **Section 8 - Termination:**

A member whose conduct is deemed to be detrimental to the best interest of the Society, or who willfully violates its bylaws, rules, or regulations can have their membership terminated by a majority vote of the Board of Directors. The Board of Directors shall provide notice of charges to the member, and an opportunity to be heard on the charges in accordance with procedures established by ASHE and provides the member due process. Any member who has been suspended or expelled may apply for reinstatement to the Society and may be reinstated at the discretion of the Board of Directors.

## Section 9 - Dues:

Annual dues of the Society shall provide membership in both SMSHE and ASHE, except as noted in Section 9(e). These dues are established by the Board of Directors of the Society and can only be changed by a majority vote of the directors. Dues shall be reviewed by the Board Directors each fiscal year before the Annual Meeting. If no changes of dues are proposed the dues shall remain unchanged and in effect for the next fiscal year. If a dues change is proposed by the Board of Directors, the proposed change shall be presented at the Annual Meeting. No portion of the dues paid by any member shall be refundable because of termination or change of membership. 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 and approved by the Society's Board of Directors. Memberships are effective for one (1) year from the date dues are received and membership is processed. The memberships will be considered coterminous with the ASHE effective date of membership being the effective date for both organizations. Reminders of membership renewal will be sent by the Society's Board 30 days prior to due date. Members whose dues have not been received will be listed as unpaid and will be sent a 45 day late notice, followed by a suspension notice if dues not received within 90 days. Continued membership is contingent upon being up-to-date on membership dues.

- (a) Professional Members:**  
Shall pay annually \$10.00 SMSHE + \$125.00 ASHE = **\$135.00**
- (b) Associate Members:**  
Shall pay annually \$75.00 SMSHE + \$175.00 ASHE = **\$250.00**
- (c) Educator/Student:**  
Shall pay annually \$25.00 SMSHE + \$25.00 ASHE = **\$50.00**
- (d) Regulatory:**  
Shall pay annually \$0 SMSHE + \$175.00 ASHE = **\$175.00**
- (e) Lifetime, Retired and Honorary Members:** (membership is for local chapter only)  
Shall pay no annual dues = **\$0**

## Section 10 - Type:

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

- (a) Professional Member:**  
Professional 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, hold office, may be nominated to serve on the Society Board of Directors and serve on committees.
- (b) Associate Member:**  
Associate Membership in the Society shall be available to those individuals or representatives that provide professional, technical and consulting services or sell products or services to Professional Members, but whose employers are not healthcare providers (providing patient care). Qualifying members include planners, consultants, architects, interior designers, consulting engineers, manufacturers, vendors, and sellers of contracted services. Associate Members may vote, serve on committees, may be nominated to serve on the Society Board of Directors and may not hold office other than as Treasurer (unless to fill vacancy as interim).

**(c) Regulatory Member:**

Regulatory Membership in the Society shall be available to those individuals or representatives of the federal, state, and local healthcare facilities inspectors. Regulatory Members may vote, serve on committees, and may be nominated to serve on the Society Board of Directors but may not hold office.

**(d) Retired Member:**

Retired Membership shall be available to Professional Active Members who have fully retired and still desire to belong to the Society. Retired Members may vote, and serve on committees, may be nominated to serve on the Society Board of Directors but may not hold office (unless to fill vacancy as interim).

**(e) Educator/Student Member:**

Educator/Student Membership shall be available to educators or college students teaching or taking course work related to any discipline represented by the Society (Professional & Associate Members excluded). Educator/Student Members may serve on committees, but may not vote or hold office.

**(f) Lifetime Member:**

Lifetime Membership will be granted to past Presidents of the Society and who have been members of the Society for ten (10) consecutive years. Lifetime Members may vote, serve on committees and may be nominated to serve on the Society Board of Directors but may not hold office (unless to fill vacancy as interim).

**Section 11 - Affiliation:**

In recognition of their common purpose to develop and advance sound practices in the field of Healthcare Engineering, the Society shall maintain a standard of membership necessary for continued affiliation with ASHE.

## ARTICLE IV. MEETINGS OF MEMBERS

**Section 1 - Regular Educational Meetings:**

Regular educational meetings for the Society members shall be held at a minimum four (4) times per year on the 2nd Wednesday of the month. The meeting time and place will be designated by the Executive Committee.

**Section 2 - Annual Meetings:**

An annual meeting of the members shall take place in the month of December, the specific date, time and location of which will be designated by the Executive Committee. The annual meeting shall include the Installation of Officers, Board of Directors and Committee Appointments. Approved Bylaw revisions and reports on the activities of the Society will also be presented.

**Section 3 - Special Meetings:**

Special meetings may be called by the Executive Committee, a simple majority of the Board of Directors or a petition signed by five (5%) percent of voting members may also call a special meeting.

**Section 4 - Notice of Meetings:**

Notifications by electronic mail of all meetings shall be given to each member not less than two (2) weeks prior to the meeting.

## **Section 5 - Voting:**

All eligible active members of the Society who are present at the meetings and in good standing shall be entitled to one vote. Proxy voting shall not be permitted unless approved by the Board.

## **Section 6 - Quorum:**

A quorum for the transaction of business at a meeting of the Society shall consist of ten (10) percent of eligible members having voting rights, except that no business may be transacted unless one-third of the Board of Directors are also in attendance.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1 - Eligibility:**

Only qualified members of the Society in good standing, who have demonstrated active participation in the Society and have been a member for two or more years, shall be eligible to serve on the Society's Board of Directors. Eligibility to serve on the Board of Directors terminates if in some manner member becomes ineligible for membership in the Society.

### **Section 2 - Composition:**

The Board shall have up to eleven (11), but not fewer than seven (7) members consisting of a maximum of the following:

- All Society Officers (President, President Elect, Secretary, Treasurer),
- Two (2) Past Presidents,
- Two (2) Associate Members,
- One (1) Lifetime Member,
- One (1) Retired Member and
- One (1) Regulatory Member.

All Society Officers are automatically on the Board of Directors and are considered the Executive Committee. All others are selected by the Nominating Committee and voted on by the Executive Committee. The President shall act as Chairman of the Board of Directors.

### **Section 3 - Term:**

Directors other than the Executive Committee shall serve a term of two (2) years and are eligible for re-election. The term of office shall begin on the 1<sup>st</sup> of January and shall conclude on the 31<sup>st</sup> of December of the appropriate year.

### **Section 4 - Election:**

The election or re-election of the Directors, excluding the Executive committee, shall be conducted biannually in the month of November, specific date to be designated by the Chairman of the Board, prior to the Annual Meeting of Members.

A call for nominations shall be distributed by the Nominating Committee and candidates selected according to policies adopted by the Board of Directors. A ballot listing the names of the candidates proposed by the Nominating Committee shall be emailed to each Executive Committee Member by the Chairman of the Board not less than 30 days prior to election. The votes shall be tabulated by the Society's Chairman of the Board or a designee. The nominee(s) receiving the highest number of votes shall be elected. In the event of a tie vote, the nominee with the most participation and number years of continuous membership in the Society shall be declared the winner. The results shall be communicated to the membership by the Chairman of the Board at the Annual Meeting of Members in December and posted on the Society's Website.

### **Section 5 - Vacancies:**

When a vacancy on the Board occurs, other than that of the Executive Committee which will then follow the rules of Officers Vacancies, the President shall appoint the nominee receiving the next highest number of votes in the previous election to complete the unexpired term. In the event that the nominee is unable or unwilling to accept such appointment, the present Board members shall send nominations for new Board members to the Secretary. The President, with approval of the remaining Board of Directors, shall appoint an eligible member from the respective nominees to complete the unexpired term.

### **Section 6 - Resignation, Forfeiture of and Removal from Office:**

Resignation from the Board must be in writing and received by the Secretary. Board members shall automatically forfeit their office if they lose eligibility for, or are expelled from, membership. Board members are subject to removal from office due to excessive absences or for failure to fulfill the duties of office. A Board member may be removed for other reasons by a vote of two-thirds of the Society's Board of Directors.

### **Section 7 - Duties:**

The Board of Directors shall be responsible for the overall policy and direction of the Society. They shall have the responsibility to determine the Society's mission, goals and objectives; to develop the strategic and financial plans to achieve them; evaluate annually the programs and services provided to the members and participate in setting the Executive Director's goals and objectives. They will develop bylaws and have governing authority over the following areas: definition of membership eligibility, type and category, dues structure, and election process. The Board of Directors shall also approve committees in line with the Society's objectives and shall consider the recommendations of these committees. The Board of Directors shall evaluate itself and the effectiveness of the Society's Chairman of the Board based on the strategic and financial goals. The Board of Directors shall also approve the Society's liaison relationships with other organizations, agencies, or associations related to the Society's purpose. The actions of the Board of Directors shall at all times be in conformity with the bylaws of the Society and their powers will be in accordance with the Membership Operating Guidelines.

Additional duties of the Board Members include:

- Attend all Board meetings, annual conferences and other special programs established by the Society;
- A minimum of one written article per year;
- Establish and monitor progress on goals and objectives;
- Provide member insights and content for activities, programs, and policies to be undertaken, including: recruitment and retention of members, publications, educational efforts, and other member services;
- Serve on committees and provide oversight for both standing and ad hoc committees;
- Oversee and conduct selection process for Board positions;
- Selection of recipients of scholarship awards ;
- Establish relationships with related healthcare organizations (i.e., state and local) with similar interests and purposes.



### **Section 8 - Reimbursements:**

The Board of Directors receives no compensation other than reimbursements approved by the majority vote of the Board, such as for reasonable expenses and the cost to attend selected affiliate seminars/conferences as Society representatives. The Society shall pay all reasonable expenditures incurred by the Society's Board of Directors while officially representing the Society at sanctioned functions. Such expenditures shall be submitted for reimbursement, in writing on the appropriate form and approved by the President and Treasurer before payment can be rendered.

### **Section 9 - Meetings:**

The Board of Directors shall meet not less than four (4) times a year with an annual meeting in January to establish the affairs of the Society and quarterly meetings to review the progress of affairs. Meetings shall be at the call of the Chairman of the Board at an agreed upon date, time and location. Additional meetings may be called by the Chairman or at the request of a majority of the Board members. Board members are expected to attend every Board meeting. Missing a Board meeting will not excuse members from their responsibilities and committee assignments during a meeting. When a member cannot attend, they are to pass all material, and meeting information to be discussed to another representative of the Board. Board members physically unable to attend meeting shall be considered in attendance as long as real time communications exists such as via tele-conferencing. An official Board meeting requires that each Board member have written notice at least two (2) weeks in advance.

### **Section 10 - Meetings by Means of Electronic Communications:**

The Board of Directors or a Committee designated by the Board may permit any or all Directors or Committee members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors or Committee members participating may simultaneously receive and respond to each other's message during the meeting. A Director or Committee member participating in a meeting by this means is deemed to be present in person at the meeting.

### **Section 11 - Voting:**

Only the Directors who are present in person or via conference call at the meetings and in good standing shall be entitled to vote. Proxy/email voting shall only be permitted as approved by the Board.

### **Section 12 - Quorum:**

A quorum for the purpose of conducting business transactions and motions to pass must consist of at least one-third of the Directors currently holding office.

## **ARTICLE VI. OFFICERS**

### **Section 1 - Eligibility:**

Only Professional Members and those qualified under these bylaws who are in good standing, have been a member for a minimum of two (2) consecutive years and have demonstrated active participation in the Society shall be eligible for the elective offices of President, President-Elect, Secretary and Treasurer in the Society.

### **Section 2 - Officers:**

The officers of the Society, also known as the Executive Committee, shall be the President, President-Elect, Secretary and Treasurer.

### **Section 3 - Term:**

The President, President-Elect and Secretary shall serve a term of two (2) calendar-years starting January 01, and ending December 31 of the following year. The Treasurer shall serve a term of two (2) years and is eligible for re-election.

### **Section 4 - Election:**

The President shall be succeeded by the President-Elect. The President-Elect shall be succeeded by the Secretary. Candidates for the Secretary and Treasurer shall be selected by the Nomination Committee then approved by the Board. The election shall be conducted in November by electronic polling. A ballot shall be emailed by the Society's President not less than 60 days prior to the end of the calendar year. The ballot shall list the names of the candidates proposed. The votes shall be tabulated by the Society's President or his/her designee and reported to the Board of Directors by the Society's President. The nominee receiving the highest number of votes shall be the elected officer. In the event of a tie vote, the nominee with the most years of continuous membership in the Society shall be declared the winner. The results of the election shall be communicated to the membership at the Annual Society Meeting and through the Society's website or other appropriate publications.

### **Section 5 - Forfeiture of and Removal from Office:**

Officers shall automatically forfeit their office if they lose eligibility for or are expelled from membership pursuant to Article III. Officers are subject to removal from office for failure to fulfill the duties of office pursuant to these Bylaws or by two-thirds vote of the Society's Board of Directors.

### **Section 6 - Duties:**

#### **(a) President:**

The President shall act as Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors as well as all membership meetings. Shall execute the business and policies of the Society, and authorize disbursement of funds within the budget as approved by the Board. The President must sign, execute, and deliver, in the name of the Corporation all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors and be an authorized signatory on all accounts. The President shall submit an annual report to the membership at the Annual Meeting noting Society activities, accomplishments, and goals. The President must sign Membership certificates of the Society. The President shall provide and make presentations of awards, plaques, and certificates of appreciation at the Annual Meeting. The President or his/her designee shall act as the liaison officer with ASHE and attend annual meetings as a representative of the Society. Shall appoint committee chairs and any special committees as well as act as Chairperson to a committee. In general, the President shall perform all duties as may from time to time be assigned by the Board of Directors.

#### **(b) President-Elect:**

The President-Elect shall attend all meetings of the Board of Directors as well as all membership meetings and perform such duties as assigned by the President. Shall preside over meetings in the absence of the President and perform the duties of the office of the President whenever the President is unable to do so. The President-Elect shall submit supportive documentation for the ASHE chapter recognition award. Shall provide and present the presidential plaque to the President upon leaving office at the Annual Society Meeting. The President-Elect or his/her designee shall act as the liaison officer with ASHE and attend annual meetings as a representative of the Society. Will assume the office of President should position become vacant prior to the completion of the President's term of office. Shall act as Chairperson to a Committee and serve on committees as assigned.

**(c) Secretary:**

The Secretary shall attend all meetings of the Board of Directors as well as all membership meetings and perform such duties as assigned by the President. Shall be the recording officer of the Society and act as corresponding secretary for Board of Directors. Responsible for keeping all records, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate Society records are maintained. The Secretary shall act as Chairperson to a Committee and serve on committees as assigned.

The following corporate Society records must be kept at the principal office of the Secretary

- Articles of Incorporation and all amendments to them currently in effect;
- Code of Bylaws and all amendments to them currently in effect;
- Resolutions adopted by the Board of Directors with respect to Membership;
- Minutes of all member and Directors' meetings, and records of all actions taken by members or directors without a meeting, for the past three (3) years;
- All written communications to Members generally within the past three (3) years;
- A list of the names and business addresses of its current Directors, officers and members.

Upon leaving office the Secretary shall relinquish all documentation of this office and the Society to the incoming Secretary.

**(d) Treasurer:**

The Treasurer shall attend all meetings of the Board of Directors as well as all membership meetings. Shall be responsible for the collection, distribution, and safekeeping of Society funds. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in a timely manner to the credit of the Corporation in such banks and other depositories as may be designated by the Board of Directors. Shall assist in the preparation of the budget, help develop fundraising plans, provide a quarterly report at each board meeting, and make financial information available to the Board, members and the public. The Treasurer is also responsible for completing annual paper-work associated with state and federal reporting and/or tax filing. The Treasurer shall act as Chairperson for the Finance Committee as well as serve on any other committees as assigned.

The following corporate Society records must be kept at the principal office of the Treasurer

- Financial statements furnished for the past three (3) years;
- Most recent annual report;
- Accounting records of all business and transactions of the Society.

Upon leaving office the Treasurer shall relinquish all documents of this office and the Society to the incoming Treasurer.

### **Section 7 - 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 the office of President-Elect becomes vacant, the Secretary shall immediately accede for the duration of the unexpired term and shall continue to serve as President-Elect for the subsequent term. If the office of Secretary becomes vacant, the President shall appoint the nominee receiving the next highest number of votes in the previous election for Secretary to complete the unexpired term and continue to serve for the subsequent term. In the event that the nominee is unable or unwilling to accept such appointment, the President shall appoint an eligible member with approval of the Board of Directors as the new Secretary to complete the unexpired term as interim until formal election per these bylaws.

However, if the office of President and President-Elect offices become vacant, then the most recent Past President available, currently an active member of the Society, shall serve as interim until officers are elected at the next annual meeting. If a Past President is not available then an election from the sitting Board of Directors will be made to fulfill the remainder of the term. The Board members receiving a majority of votes will serve as interim for the remainder of the term until officers are elected at the next annual meeting.

## **ARTICLE VII. COMMITTEES**

### **Section 1 - Committee Formation:**

There shall be standing committees and task forces as assigned by the Board of Directors to work on specific issues facing the organization such as the Executive, Finance, and Nominating Committees as outlined here in the Bylaws. Ad hoc committees such as fundraising/events, educational, membership, publications/website, awards, etc may created by the Board as needed. All committees shall be chaired by an officer, unless otherwise approved by the Board, and composed of Society members. The Chairman of the Board appoints all committee chairs then the committee chair nominates the committee members. The Chairman of the Board may establish or amend committees during his/her term in office.

Committees are directly responsible to the Board. The Committee Chair is responsible for facilitating committee work, providing oversight, and ensuring timely completion of task. The Committee Chair is responsible for advising and reporting committee activities. Committee reports are to be provided to the Board which should describe the progress that the group is making toward specific goals. Committees may not commit to expenditures and may not express opinions or represent positions in the name of the Society, unless specifically authorized by the Board. Activities that may involve expenditures of funds must be submitted to the Board for approval and for inclusion in the budget.

Committees are encouraged to meet as needed to accomplish their goals. Committee members are expected to fully participate in committee activities, those who miss two consecutive calls/meetings without sufficient reason or who does not participate in the collective work of the group will be removed from the committee. The Committee Chair/Board liaison will send the non-attending committee member notice of removal from the committee. Committee members are expected to act in good faith and in the best interest of the Society.

### **Section 2 - Executive Committee:**

The four (4) Society officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

### **Section 3 - Finance Committee:**

The Treasurer is the chair of the Finance Committee, which shall include a hired accountant. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board, and the public as requested.

### **Section 4 - Bylaws, Policy and Procedures Committee:**

The Bylaws Committee shall review and/or revise Society Bylaws, policies, procedures and operating guidelines under the direction and guidance of the Board of Directors. Recommendations from the Committee will be forwarded to the Board of Directors for review and action, if necessary, and then any revisions voted in by majority vote of eligible members.

### **Section 5 - Nominating Committee:**

The Nominating Committee is responsible for selecting candidates when there is a vacancy/term completion for any Board seat, including Officers. The Committee shall annually solicit from the members, qualified candidates in the third quarter of each year and nominate at least two (2) but not more than three (3) candidates for each position. Whenever more than three (3) viable candidates have submitted an application, the Nominating Committee will make the decision to select the three (3) candidates based on consideration of the Board approved selection criteria. Nominees will present to the Committee their desires and credentials for the selected office and the Committee will select the candidates they feel are most qualified for each position and present the list of names to the Board for election. The Nominating Committee shall also solicit volunteers willing to work as committee members. Members of the Nominating Committee may not elect themselves as candidates during their tenure of service on the Nominating Committee

## **ARTICLE VIII. ORDER OF MEETINGS**

The Society shall adopt regulations for conducting meetings in accordance with Robert's Rules of Order, which will prevail as the regulation for the order of business.

## **ARTICLE IX. CONFLICT OF INTEREST**

### **Section 1 - General:**

The Society's Directors and Officers shall administer its affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Society. The Directors and Officers shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and fair dealing with the Society. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Society's interest and that of the individual.

All acts of the Society's Board of Directors and Officers shall be for the benefit of the Society in any dealing that may affect the Society. The Directors and Officers shall not accept any favor that might adversely or improperly influence their actions affecting the Society or its members.

### **Section 2 - Disclosure of Conflict of Interest:**

Each Society Officer, Director, or nominee for Officer or Director shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually during the term of office.

During their terms of office, Directors and Officers shall promptly make full disclosure to the Executive Committee of any existing or new employment, activity, investment, or other interests that might involve obligations that may adversely compete with, or be in conflict with, the interests of the Society.

### **Section 3 - Resolution of Conflict of Interest:**

Upon disclosure of a conflict of interest or a challenge on that basis, any Officer or Director shall resolve such conflict in a manner consistent with that provided in the American Hospital Association (AHA) Guidelines for Resolution of Conflicts of Interest in Health Care Institutions or the AHA's policy on conflicts of interest for its trustees, officers, and employees, or by any other ethical manner.

Any Officer or Director who fails to make written disclosure, or is found to have an unresolved conflict of interest that does or will substantially impair faithful and diligent performance of the duties of office, shall be removed from office.

Conflict of interest forms shall be delivered to an ad hoc committee appointed by the Society's Board of Directors for review and decision. Appeal of adverse decisions shall be made directly to the Board of Directors in a manner similar to the hearing procedure established by ASHE and provides for due process. Any Directors who have an interest in the conflict shall not participate in the appeal decision. In the event the ad hoc committee determines the conflict is serious enough to jeopardize the interests and welfare of the Society, the Officer or Director may be suspended immediately pending final review by the Board of Directors.

## **ARTICLE X. INDEMNIFICATION**

Each Officer, Director, Agent, Employee or Volunteer of this Society, and any Trustee, Officer, Director, Agent, Employee or Volunteer of any other Society serving as such at the request of this Society shall be indemnified by this Society under the standards set by and to the fullest extent allowable under Michigan state law, as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of disinterested Trustees of this Society or otherwise.

Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in this Article may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society as authorized in this Article. No voting Member shall have the right to question expenses paid pursuant to this Article so long as the Board of Directors has authorized such payment; provided that the restriction contained in this sentence shall not be construed to restrict a voting Member's right to question the reasonableness of the ultimate determination of indemnification as provided in this Article.

## **ARTICLE XI. AMENDMENTS**

Amendments to the Bylaws may be proposed by the Bylaws Committee under the Board of Directors or by petition of at least ten (10%) percent of the members eligible to vote. Proposed amendments must be submitted to the Society's Secretary at least 90 days prior to the Annual Meeting of the Members. Proposed amendments will be reviewed by the Bylaws Committee and recommendations made to the Board of Directors as stated in these Bylaws. Ballots with proposed amendments shall be submitted to each member not less than 30 days prior to the Annual Meeting of the Members. The votes must be returned via electronic ballot within period specified for their return. Votes will then be tabulated by the Society's Bylaws Committee and reported to the Board. The results shall be communicated to the membership by the Chairman of the Board at the Annual Meeting of Members in December and posted on the Society's website. All Society Members shall adhere to these policies and procedures.

## **ARTICLE XII. DISSOLUTION**

Upon dissolution, any Society assets remaining after payment of just debts shall be disbursed to an approved organization as approved by the Board of Directors then voted in by majority of eligible members in accordance with IRS 501(c) regulations.

## **ARTICLE XIII. CERTIFICATION**

These Bylaws to be in effect January 01, 2013 were revised and accepted at a meeting of the Board of Directors by a majority electronic vote that took place between October 16 – 26, 2012 and approved by a majority vote of eligible Members of the Society, as presented at the Annual Meeting on December 12, 2012, and as witnessed by the person signing below.

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2012 President of Society: Terry McNamara

Revised: 2001  
Revised: 2005  
Revised: 2007  
Revised: 2011  
Revised: 2012  
Revised: 2013