



## Proposed Amendments to the WSSHE Bylaws

### ARTICLE 1 – Name and Purpose

#### **Section 1. Name**

The name of this statewide, nonprofit organization shall be the “Washington State Society for Healthcare Engineering” hereinafter known as the Society.

#### **Section 2. Purpose and Objectives**

The Society is organized for educational purposes. The main objective shall be to promote better patient care through improved engineering practices by:

- Encouraging and assisting members to develop their knowledge of healthcare engineering principles.
- Conducting regular meetings, conferences and educational programs.
- Promoting the improvement of healthcare services by assisting members to exchange ideas relating to facilities.
- Promoting communications between the Society, Washington State Hospital Association and American Society for Healthcare Engineering, Society chapters and related organizations.
- Encouraging communication with regulatory and accreditation agencies to create a better understanding of, and to influence the development of, necessary codes and standards relating to the physical plant which are consistent with state of the art engineering principles.
- Promoting the professional development and recognition of the Society and its members.

### ARTICLE II – Membership, Dues, Voting Privileges, and Chapters

#### **Section 1. Chapters Types of Members**

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

- Professional Members - 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, contracted facility managers and telecommunications). Professional members may vote, serve on committees and hold office.
- Associate Members - 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, sellers of contracted services, and federal, state and local healthcare facilities inspectors. Associate members may vote and serve on committees, but may not hold office.
- Honorary Members - Honorary membership may be granted to such persons of

**Comment [jlm1]:** The old Section 1 was titled ‘Chapters’ and it didn’t really apply to what was in the text. The new text describing the Chapter’s geographic areas was added in Section 6.

**Comment [jlm2]:** The term ‘Professional’ is to replace the old name ‘Full’. It is to align the terminology with ASHE and many find it a better descriptive term.

distinction as are deemed worthy by the Board of Directors. A Society Chapter must submit nominations for Honorary memberships. Honorary members may participate in meetings of the chapters and general membership and shall have the same privileges as an Associate member.

- Retired Members - Retired membership in the Society shall be available to those individuals who have retired from positions which qualify for either Full or Associate membership. Retired members may vote and serve on committees, but may not hold office.

## Section 2. Establishment of Membership

Membership in the Society shall become effective upon receipt of an application to the Society's Membership Coordinator or Treasurer from a qualified individual who has paid initial membership dues.

**Comment [jlm3]:** There previously was no definition of how to establish Membership.

## Section 3. Transfer of Membership

Membership in the Society is individual in nature, and may not be transferred to or shared with another person.

**Comment [jlm4]:** To clarify that membership cannot be shared by other persons in an organization.

## Section 4. Termination of Membership

- Resignation: A member may at any time resign from the Society in writing to the Society's President.
- Suspension or Expulsion: The Society's Board of Directors may suspend or expel any member for cause at any time after giving such member the opportunity for a hearing before the Board of Directors. Such a hearing shall be conducted in a manner to provide the member due process. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of a quorum of the Board of Directors. For purposes of this subparagraph, the term 'for cause' shall include, but not be limited to any of the following:
  - Any violation of the Bylaws
  - Any conduct on the part of a member who is prejudicial to the interests and welfare of the Society and its members.
- Loss of eligibility: Membership of any person who, because of change of position or employment, is no longer eligible for membership in the Society shall be automatically terminated at the end of the term for which dues have been paid. The Board of Directors has the right to consider a grace period for special circumstances.
- Non-payment of dues: Membership of any person who is 45 days in arrears in the payment of annual dues will be automatically terminated. Reinstatement of membership must be made by submittal of a new application and dues.

**Comment [jlm5]:** There previously was no description of how to terminate a membership should a situation arise. It clarifies and enforces that fact that dues must be kept current. This is taken from ASHE Bylaws.

## Section 5. Dues

- The Board of Directors shall establish annual dues for members of the Society. Dues shall be payable by January 1 of each year except for Honorary members who will not be required to pay dues. Dues will be requested December 1 for the following year.
- 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.

**Comment [jlm6]:** Clarification point

## Section 6. Chapters

- The Society consists of three geographical chapters in the State of Washington
  - Eastern Chapter – All members employed in the area east of the Cascade Mountain crest.
  - Puget Sound Chapter – All members employed in the area west of the Cascade Mountain Crest and north of the King/Pierce County line. This area also includes Island County.
  - Southwest Chapter – All members employed in the area west of the Cascade Mountain crest and south of the King/Pierce County line. This area also includes the Olympic and Kitsap Peninsulas.
- Each chapter shall be governed by these Bylaws, but may conduct separate meetings, maintain their own financial accounts and hold business meetings as their individual policies and procedures allow. All Chapter financial reports will be presented to the Society's Treasurer on an annual basis for filing of IRS forms or as directed.
- Membership in the Society equates to membership in all Chapters. However, dues that are collected will be distributed to the Chapter in which each member is employed. This determination shall be decided by the Membership Coordinator based on the area described above. In case of ambiguity, the Treasurer will make the final decision.

**Comment [jlm7]:** Added verbiage to describe geographical extent of the three Chapters.

**Comment [jlm8]:** Ensures that all chapters are governed by one set of Bylaws, but each can operate by with unique sets of policies and procedures but must file financial reports to the State Treasurer for IRS filing.

**Comment [jlm9]:** Allows for clear definition of where dues are to be distributed and how to resolve any disputes.

## ARTICLE III – BOARD DIRECTORS AND OFFICERS

### Section 1. Board of Directors

The Board of Directors of the Washington State Society for Healthcare Engineers shall consist of 12 Professional Members; the President, the immediate Past-President, the Secretary and/or Treasurer, and three designated representative Professional members (and at least two alternates) from each Chapter.

- The Board of Directors' terms of office will be two years, starting at the close of the Annual meeting, with terms staggered. Each Chapter shall select their representatives and submit the names to the State President by August 1.
- The duties of the Board of Directors will be to develop policies and procedures for membership approval, elect the State President and President-Elect, select the Secretary/Treasurer, and provide direction to the standing and special committees.
- **Eligibility** – Only Professional members or the Society who are in full compliance with these Bylaws, and have been members for three or more years, shall be eligible to serve on the Society's Board of Directors.

**Comment [jlm10]:** Clarification of section. Also introduces terminology about alternates should there be any board members unable to attend board meetings. I also did not choose to add a voting Associate member on the Board of Directors to these amendments at this time. I did not want to distract attention away from these changes. I think it is a valid discussion point for a time after these changes are implemented.

**Comment [jlm11]:** Added criteria for being a Board Member. It was thought that only experienced Members should be on the board.

### Section 2. President, President-Elect, and Immediate Past President

At each annual meeting of the Society, the President-Elect will automatically become the President, the President will become the Immediate Past President, and a new President-Elect will be selected by the Board.

- Each term of office shall be one year, with total term (President-Elect, President, Immediate Past President) three years in duration.
- The President shall preside at all meetings of the Board of Directors and of the general membership, and shall appoint any special committees.
- The President-Elect shall preside at meetings in the absence of the President, and shall assume such duties as assigned by the President.

- As part of their role of office, the President and President-elect shall attend the Annual ASHE conference. All expenses not paid by ASHE to attend this conference shall be paid by WSSHE.
- The primary role of the Immediate Past President is to advise the President and President-Elect, as well as to coordinate the preparation and submission of records (such as the ASHE affiliation package) covering the previous year.

**Comment [jlm12]:** Very important issue that needed to be defined in the Bylaws. This legitimizes the practice that has been done in the past with tacit membership approval, but should be a written practice to eliminate any hint of impropriety.

### Section 3. Secretary/Treasurer

- The Secretary/Treasurer shall be recording officer of the Society, shall receive and disburse funds as approved by the President in behalf of the Society, and shall act as corresponding secretary at the direction of the President and for the Board of Directors.
- The Secretary/Treasurer shall also assist in compiling the membership lists to be updated each year and shall disperse all funds accordingly to the Chapters.
- The Secretary/Treasurer shall draft a budget for adoption by the Board at the annual meeting.

**Comment [jlm13]:** Undefined practice that needs to be written as part of the Treasurer's role.

## ARTICLE IV – MEETINGS

### Section 1. Business Meetings

Business meetings of the Board of Directors shall be held at least quarterly at the call of the President or at the request of a majority of the Board members.

**Comment [jlm14]:** Business and Membership meetings need to be defined separately as the functions are different.

### Section 2. Membership Meeting

Annual membership meetings of the Society occur at least once during the year on a date fixed by the Board of Directors and announced at least 60 days in advance of the meeting (either electronically or by postal mail). The purpose of the meeting shall include:

- Transaction of business and committee reports
- Introduction of new Board members
- Installation of Board Officers
- Annual report from all Chapters

### Section 3. Robert's Rules of Order

Robert's Rules of Order shall govern this Society in all cases to which they may be found applicable and not inconsistent with the Bylaws of this Society.

### Section 4. Quorum

A quorum shall consist of at least six standing Board Members at Board of Directors Meetings. A quorum shall consist of at least 20 percent of eligible Society voting members at general membership meetings. Proxy voting shall not be permitted.

**Comment [jlm15]:** No real reason for this number but assuming 150 attending a membership meeting, a quorum would require 30 eligible members voting in the process.

## ARTICLE V – COMMITTEES

### Section 1.

There shall be standing committees and task forces as may be established and appointed by the President and approved by the Board of Directors. At a minimum, these should include: Financial Review, Bylaws/Policy and Procedures Committee, Semi-Annual Conference, Annual Conference, State Advocacy, and Federal

Advocacy. All of the Society's committees and task forces shall be composed of the Society's membership. The President may establish or amend the committees or task forces during his term of office.

**Comment [R16]:** We have not been in compliance with this (I don't recall us having a financial review committee, for example). Should we revise list of minimum committees?

## ARTICLE VI – POWERS

### **Section 1.**

Each Chapter's policies and procedures shall be created and/or reviewed by the Society's Bylaws/Policy and Procedures Committee and approved by the State Board of Directors. All Chapter members, officers, directors, and staff shall adhere to these policies and procedures.

## ARTICLE VII – AMENDMENTS

### **Section 1.**

The affirmative vote of two-thirds of the eligible Society voting members~~Professional Members of the Society~~ voting at the annual meeting, or other meeting called for such purpose, or by mail or electronic ballot, shall be required to amend these by laws. Notices of such a proposal shall be sent to the membership at least 30 days prior to the meeting at which the proposed change will be voted upon.

## ARTICLE VIII – DISSOLUTION

### **Section 1.**

Dissolution of the Society shall require an affirmative vote of two-thirds of the eligible Society voting members~~Professional Members of the Society~~ voting at the annual meeting, or other meeting called for such purpose. Two notices of such a proposal shall be sent to the membership at least 60 days and 30 days respectively prior to the meeting at which the dissolution shall be voted upon. Upon and affirmative dissolution vote, the Board of Directors shall assure that all fund balances of the Society are donated to the American Society for Healthcare Engineering (ASHE).

Approved October 18, 2002 State Membership Meeting, Wenatchee, Washington

Board of Directors approved draft changes to membership, August 3, 2007.

Approved by Membership April 26, 2008

BY LAWS AMENDED October 16, 2009 (Article II, Sec. 5) (Article II, Sec. 6)

Proposed amendments by James L. Mead, Bylaws committee. April 4, 2012