

# **BYLAWS OF THE NEW ENGLAND HEALTHCARE ENGINEERS' SOCIETY, INC.**

Approved October 6, 1994

Amended: October 5, 1995, October 31, 1996, October 10, 1997, November 12, 1998, September 27, 2001, October 1, 2002, October 5, 2004, October 5, 2006, October 8, 2008, September 29, 2009, October 4, 2010, September 26, 2011, October 1, 2013, September 29, 2015, September 26, 2017

## **ARTICLE I – Name**

The name of this Corporation shall be the "New England Healthcare Engineers' Society, Inc." [Hereafter referred to as the "Society"].

## **ARTICLE II – Objective**

**Section 2-1:** To promote better patient care by taking advantage of the latest developments in healthcare facilities management, design, operation, and maintenance techniques available.

**Section 2-2:** To promote the mutual exchange of technical assistance, ideas, and experiences among members.

**Section 2-3:** To promote the professional development of healthcare engineers through continuous education.

## **ARTICLE III – Type of Organization**

**Section 3-1:** The New England Healthcare Engineers' Society, Inc., founded in 1958, is a legally organized corporation, and was established as a corporation by the Commonwealth of Massachusetts on February 14, 1975.

**Section 3-2:** The Corporation is organized as a strictly not-for-profit organization to promote scientific progress in the healthcare engineering field, to foster the professional development of its members and for educational purposes. No part of its income is to be used to compensate any of its members or officers.

**Section 3-3:** In the event that the Corporation is dissolved, Society assets shall be transferred to another not-for-profit organization which has tax-exempt status under §501(c) of the Internal Revenue Code or successor statutory authority.

## **ARTICLE IV – Eligibility and Membership**

**Section 4-1:** Membership is generally limited to persons whose facility is located within the six New England states. However, at the discretion of the Board of Directors, exceptions will be permitted for engineers who work in neighboring states or provinces.

Geographical requirements may be waived on a case-by-case basis provided that the candidate meets all of the Society's other membership requirements.

Broadly, healthcare engineering embraces a number of engineering disciplines which encompass the art and science of effectively planning, managing, operating, and maintaining the physical plant, facilities and equipment of a healthcare organization.

**Section 4-2:** Membership in the Corporation shall become effective on approval, by the Board of Directors, of a completed application form and receipt by the Secretary of specified dues.

**Section 4-3:** The following are categories of membership: Active, Associate, Honorary, Supporting, and Educator/Student membership. Only Active and Honorary members as well as the Supporting Member Liaison are eligible to vote.

**Section 4-4: Active Membership:** Active Membership in the Society shall be available to those individuals who are 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, planning/design/construction, security, safety, clinical engineering, and telecommunications). Active Members may vote, hold office, and serve on committees. At the discretion of the Board of Directors, any Active Member whose circumstances change so that they no longer meet the criterion for active membership may be allowed to continue their membership status for the remainder of the current dues period and/or term of office.

**Section 4-5: Honorary Membership:** Any member with a minimum of five years active membership in the Society who has retired from active work in the healthcare engineering field will be eligible to be carried on the rolls as an "Honorary Member" without assessment of dues. Application must be made by the retiring member, in writing to the Secretary, requesting transfer from Active Membership to Honorary Membership. Such transfer must be approved by the Board of Directors, and can be rescinded by the Board at any time should the status of the Honorary Member change in any way which might interfere [e.g. conflict of interest] with the mission of the Society. Honorary members may vote and be members of the Board of Directors.

**Section 4-6: Supporting Membership:** Supporting membership is available to manufacturers, vendors, contractors, distributors, service providers, architects, engineers, and others who interact with Society members as part of their businesses and professions by payment of dues at the Supporting Member's rate. With the exception of the Supporting Member Liaison, Supporting members may not vote or be members of the Board of Directors.

**Section 4-7: Suspended Membership:** Any member whose conduct is detrimental to the best interests of the Society or who willfully violates its Bylaws may be suspended or expelled as warranted by vote of the Board of Directors, but not before he/she has been afforded a hearing before said Board of Directors to defend his/her actions.

**Section 4-8: Educator/Student Membership:**

Educator/Student Membership shall be available to educators and full-time college students teaching or taking course work related to any disciplines determined by the Society. Educator/Student Members may serve on committees, but may not vote or hold office.

**ARTICLE V – Officers**

**Section 5-1:** The officers of the Society shall be President, President-Elect, Secretary and Treasurer.

**Section 5-2:** With the exception of the President, all officers shall be elected at the Annual Meeting. In the case of the President, the sitting President-Elect shall automatically succeed the President at the end of his/her term. Terms of office shall commence on the first day of January following the Annual Meeting and will continue until their successors are elected and qualified.

**Section 5-3:** Once a quorum has been established, a majority of all votes cast at the Annual Meeting shall be necessary to constitute an election.

**Section 5-4:** The President shall be the Chief Executive Officer of the Society. He/she shall preside at all meetings of the Society and serve as Chairperson of the Board of Directors. It shall be the President's duty to supervise the activities of the Society. At the Annual Meeting, he/she shall present a report which shall be made a permanent record of the Society. The President shall also perform other duties as authorized by the Board of Directors. The President may not succeed himself/herself in office.

**Section 5-5:** The President shall appoint the chairpersons and serve ex-officio on all standing and special committees as authorized by the Bylaws or by action of the Board of Directors.

**Section 5-6:** The President-Elect shall, in absence of or because of incapacity of the President, perform all duties and assume all responsibilities of the President. The position of President will be automatically filled by the President-Elect.

**Section 5-7:** The President-Elect shall assist the President as directed by the President. The President-Elect is responsible for ensuring that the Society's historical records are properly maintained. The President-Elect shall periodically provide reports to the Board of Directors and to each Annual Meeting on the status of the Society's history.

**Section 5-8:** The Secretary shall be in attendance at all meetings and will ensure the minutes are recorded and are accurate.

**Section 5-9:** The Secretary will ensure that all minutes of Board of Directors meetings and the Annual meeting are distributed electronically to all members of the Board of

Directors, and particularly to the Chairperson(s) of the Newsletter and Website for inclusion of highlights in the Newsletter for Society members at large.

**Section 5-10:** The Secretary is responsible for ensuring that all records, correspondence, reports and other pertinent information of the Society are filed with the Administrative Director's office for future reference.

**Section 5-11:** The Secretary shall act as liaison between members and Board Members or other parties who may request assistance. Frequently, the position of Secretary is that of a clearing house for a person or persons requiring information concerning the Society.

**Section 5-11a:** The Secretary will ensure that by the 15th of April of each year, the Administrative Director's Office contacts the office of the Massachusetts Secretary of the Commonwealth and verify that NEHES is in good standing with the State and has filed all reports required with the IRS and Massachusetts. The Secretary shall also ensure that Administrative Director's office performs whatever additional actions that the Secretary of State requires of the Society. These actions shall be completed in a timely manner so as to insure maintenance of the Society's corporate status.

**Section 5-12:** The Secretary shall ensure that all official notices, directives, and educational materials are distributed to the membership.

**Section 5-13:** The Secretary in partnership with the Bylaws Committee Chair shall ensure that the Administrative Director's office maintains a current copy of the Society Bylaws and "Guidelines for the Board of Directors", and the bylaws are updated when they are amended by vote at the Annual Meeting.

**Section 5-14:** The Secretary shall ensure that the Administrative Director's office maintains a current listing of all members. The Administrative Director's office is responsible for administrative paperwork concerning new members.

**Section 5-15:** The Secretary shall ensure that certificates are issued to new members by the Administrative Director's office.

**Section 5-16:** Deleted.

**Section 5-17:** The Secretary will ensure that application forms for membership are available to all Chapter Representatives and potential members.

**Section 5-18:** The Treasurer shall ensure that all monies are appropriately received and disbursed by/for the Society.

**Section 5-19:** The Treasurer shall ensure that records are maintained of each receipt and/or disbursement of monies.

**Section 5-20:** The Treasurer shall approve all accounts payable invoices and ensure they are paid in a timely manner.

**Section 5-21:** The Treasurer shall set up a checking account in a convenient bank approved by the Board of Directors.

**Section 5-22:** The Treasurer shall maintain the Society's savings account(s). Deposits or withdrawals in the savings account(s) must be approved by the Board of Directors.

**Section 5-23:** The Treasurer shall ensure that for each calendar year appropriate information returns are filed with the Internal Revenue Service and other government agencies in a timely manner.

**Section 5-23a:** Each year the Treasurer shall ensure that liability (and other) insurance protection is secured for the Society. The Board of Directors shall select/approve the insurance carrier and also specifies the types of insurance that is to be purchased, with various options and the limits/amount of coverage.

**Section 5-24:** Checks of the Society shall not be valid unless they are approved by the Society's President or Treasurer. The President and Treasurer shall operate within a budget that is approved by the Board of Directors. Disbursements over **\$10,000** will require the signature of both the President and the Treasurer.

## **ARTICLE VI – Board of Directors**

**Section 6-1:** The Board of Directors of the Society shall consist of all of the Society's elected officers (the President, President-Elect, Secretary and Treasurer), the Chapter Representatives or Alternates from each of the Society's recognized chapters, the Chairpersons of all standing and special committees, the Liaisons, and the Chairperson(s) of the Newsletter and Website. With the exception of the Supporting Member Liaison all Board Members and Alternates must be active members or honorary members of the Society (and therefore meet all of the Society's eligibility requirements for active or honorary membership). Recognized Society Chapters are: "The Massachusetts Healthcare Facility Professional Society", inclusive of the Boston Plant Engineers' Club, the Connecticut Healthcare Engineers' Society (CHES), the Maine Healthcare Engineers' Society, the New Hampshire Society of Healthcare Facility Managers (NHSFM), the Rhode Island Healthcare Engineers' Society (RIHES), and the Vermont Healthcare Engineers' Society (VHES). In matters of business, each Board Member is entitled to one (1) vote. In cases where Board Members occupy more than one Board position, individuals are not entitled to cast multiple votes on any given issue. In cases where a Chapter Representative is unable to attend a meeting of the Board of Directors, voting privileges shall accrue to that Chapter's Alternate Representative – i.e. each Chapter may record only one (1) vote on any given issue.

Petitions for new chapters will be considered by the members at the Annual Meeting.

**Section 6-2:** The chairperson shall be the President of the Society.

**Section 6-3:** The chairperson shall call at least six (6) meetings of the Board of Directors each year.

**Section 6-4:** At business meetings of the Board, forty percent (40%) of the Board shall constitute a quorum. Board members may participate in business meetings via e-conferencing and may vote on business matters. Board members participating in the Board meeting via e-conferencing will be considered in attendance and will be counted towards the quorum.

**Section 6-5:** The Board shall make policy decisions and direct the Society's business.

**Section 6-6:** The Board shall expel or suspend any member whose conduct is detrimental to the Society after affording the member an opportunity for a hearing before the Board.

**Section 6-7:** In addition to the duties specified in the Bylaws, all Board Members shall update and use the "Guidelines for the Board of Directors" in the performance of their duties.

**Section 6-8:** With the exception of the office of President-Elect, the President shall fill all vacancies by appointment. All appointments shall be contingent upon the approval of the Board of Directors. Such appointees shall serve until the end of the current term. If a post-election vacancy should occur in the office of President-Elect, this position shall remain vacant until the next Annual Meeting.

**Section 6-9:** In the event that the President is unable to fulfill the tenure of his/her office, the President-Elect shall automatically assume the Presidency. In cases where the President-Elect assumes office during the uncompleted term of the sitting President, the new President shall complete the prior President's term and serve the next full term for President as well.

**Section 6-10:** During their tenure, elected officers must continue to meet all of the conditions of active or honorary membership. If at any time an officer is unable to meet all of these conditions, he/she must resign from the Board. (Note: see exception under Section 4-4 Active Membership) An officer's unexpired term shall be filled via appointment by the President. As noted, all Presidential appointments are subject to confirmation by the Board of Directors.

**Section 6-11:** In the event the President vacates office and the President-Elect is unable to assume the Presidency, the Board of Directors shall elect a Chairperson to preside over the Board and the Society. A Chairperson so elected shall perform the duties of the President until the next Annual Meeting. An election shall be conducted during the next Annual Meeting to fill all of the Society's positions of elected office.

## **ARTICLE VII – Chapter Representatives**

**Section 7-1:** Prior to the time of the Annual Meeting, members in good standing of each recognized chapter of the Society shall elect a representative to serve as a member of the Board of Directors for a term of one year. The Chapter shall also elect an individual to serve as the Chapter Alternate Representative. Terms of office will commence on January 1st and conclude on December 31st. There are no term limits for Chapter Representatives. If the members of a given chapter have not elected a Representative and/or an Alternate Representative by February 1<sup>st</sup>, the Society President will contact the Chairman/President of the Chapter and attempt to either organize an election or obtain the requisite appointments from the recognized executive board/officers of the chapter. If by March 1st an election or an appointment has not come forward from the chapter, the Board of Directors is empowered to appoint a member from that chapter to serve out the remainder of the annual term as Chapter Representative.

### **Section 7-2: The duties of the Chapter Representatives shall be:**

- To ensure liaison between the New England Healthcare Engineers' Society and the members within his/her assigned geographical area;
- To promote the activities of the Society by participating with state or local associations in arranging meetings regarding concerns to healthcare engineers;
- To maintain a list of all members of the Society who live and/or work within the confines of his/her chapter and to maintain a liaison with these members;
- To solicit and prepare articles of interest for the Society's Newsletter;
- To prepare written reports highlighting all of the healthcare engineering activities occurring within his/her chapter. Brief written reports should be presented at the regularly scheduled meetings of the Board of Directors. A more comprehensive annual summary of activities and accomplishments should be prepared for presentation at the Annual Meeting of the Society. Whenever possible, Chapter reports should include recommendations for improvement and suggestions for future programs;
- To perform such other duties as may be assigned by the President of the Society in keeping with the objectives of the Society.

## **ARTICLE VIII – Scholarship Endowment Fund**

**Section 8-1:** There shall be established a permanent Scholarship Endowment Fund (the "Fund") with the purpose of creating and maintaining financial resources for the support of scholarship awards. Approved scholarship awards will be distributed throughout the year.

**Section 8-2:** The assets of the fund shall be administered by the Society Treasurer, under the direction of the Board of Directors.

**Section 8-3:** None of the principal assets of the Fund shall be used for awards; Fund earnings will be used for this purpose in order to perpetuate the Fund.

**Section 8-4:** Scholarship Award recipients shall be selected in accordance with Article IX Section 9-4 of these bylaws, Scholarship Committee and "Appropriate Guidelines for the Board of Directors".

**Section 8-5:** In the event of the dissolution of NEHES, all assets of the Fund will be distributed in accordance with Article III Section 3-3 of these bylaws.

## **ARTICLE IX – Committees**

The Standing Committees shall be as outlined below. It shall be the responsibility of the Chairperson of each committee to see that minutes of all meetings are properly recorded and filed with the Secretary.

### **Nominating Committee**

**Section 9-1:** The Nominating Committee shall consist of up to four (4) of the most recent past presidents, and the sitting elected officers (the Society's President, President-Elect, Secretary and Treasurer). The committee shall be chaired by the current President and shall present a slate of officer candidates to the membership for their consideration and vote at the Annual Meeting.

### **Audit Committee**

**Section 9-2:** The President shall appoint an Audit Committee to review the Treasurer's records annually and prior to transferring them to the new Treasurer.

### **Membership Committee**

**Section 9-3:** The President shall appoint a Membership Committee Chairperson who will recruit other committee members to publicize the activities of the Society and solicit appropriate and qualified members for the Society from the healthcare industry. Applications are sent to the Administrative Director's office, reviewed by the Membership Chair and presented to the Board of Director's for approval.

### **Scholarship Committee**

**Section 9-4:** Section 9-4: The President shall appoint a Scholarship Committee Chairperson annually. The Chairperson shall appoint any additional committee members as required. The Treasurer shall ensure that the disbursement of funds occurs after approved by the Scholarship Committee Chairperson. All disbursements must be included in the approved annual budget.

### **Research Committee**



**Section 9-5:** The President shall appoint a Chairperson. The Chairperson shall appoint any added members he/she feels are required. The duties of the Committee shall be to conduct research and to gather information that will contribute to the advancement of the Society's objectives.

### **Education and Career Development Committee**

**Section 9-6:** The President shall appoint a Chairperson. The chairperson shall appoint any added members he/she feels are required. The duties of the Committee are to ensure the continued growth of the Society by promoting quality educational engineering programs to stimulate the interest of the members within the Society and providing the incentives for new membership through educational opportunities and participation in Society leadership.

### **Steering and Bylaws Committee**

**Section 9-7:** The President shall appoint a Chairperson. The committee should consist of past presidents.

The Steering and Bylaws Committee shall provide guidance and consulting to the Board of Directors in the everyday activities of the Society.

The Steering and Bylaws Committee shall review the Bylaws annually for adequacy and appropriateness and propose changes to the Board of Directors for approval and then submit approved, proposed changes at the Annual Meeting for action by the members.

### **Special Committees**

**Section 9-8:** Special committees may be appointed by the President from time to time as authorized by the Board of Directors.

## **ARTICLE X – Meetings**

**Section 10-1:** There shall be an Annual Meeting held each year during the Fall Conference, as scheduled by the Board of Directors.

**Section 10-2:** The Annual Meeting shall consist of: (a) Officer's and Committee reports; (b) Election of Officers; (c) Presentation of proposed bylaw changes; (d) voting and approvals of the membership.

**Section 10-3:** Special meetings may be called by the President with approval of the Board of Directors or upon written petition to the President by ten (10) members.

**Section 10-4:** *Section deleted by vote on October 4, 2010.*

**Section 10-5:** Ballot by mail or e-mail may be used for resolving problems requiring immediate action and when calling a special meeting of the membership would not be practical or cause too much delay.

**Section 10-6:** The Society shall conduct a minimum of two seminars each year. They will be rotated in turn among each of the six New England states per the "Guidelines for the Board of Directors".

**Section 10-7:** The Annual Meeting agenda shall include, but not be limited to, the following items:

- Establishment of a quorum
- Call to order
- Reading and approval of the minutes from the previous Annual Meeting
- Reports of Members of the Board of Directors
- Old business
- New Business
- Confirmation of annual dues
- Nomination and election of officers
- Open discussion
- Adjournment

**Section 10-8:** Ten percent (10%) of current members that are eligible to vote shall constitute a quorum.

### **Parliamentary Authority**

**Section 10-9:** "Roberts Rules of Order" shall be the parliamentary authority of this Society, subject to special rules which have been or will be adopted.

### **ARTICLE XI – Dues**

**Section 11-1:** Each calendar year, members of the Society shall be assessed an amount voted upon by the membership at the Annual Meeting.

**Section 11-2:** In order to maintain the solvency of the Society, members may vote to assess themselves additional fees.

**Section 11-3:** Annual dues not paid within three months of the due date will necessitate members be dropped from the rolls of the Society. Delinquent members may be reinstated subject to the following conditions:

- a. Reapplication for membership with payment
- b. Approval of the Board of Directors

## **ARTICLE XII – Publications**

**Section 12-1:** The Society's official publication shall be called the "New England Healthcare Engineers' Society Newsletter".

**Section 12-2:** The Chairperson(s) of the Newsletter and website shall be appointed by the President and shall attend all Board of Directors meetings. The Chairperson(s) of the Newsletter and Website shall work closely with Chapter Representatives and Committee Chairpersons to publish pertinent information and activities for the general membership.

**Section 12-3:** The Newsletter should be published a minimum of four times annually. Ideally, newsletters should help promote the activities of the Society, particularly the spring seminar and fall conference. To be most effective, copies should be mailed out or distributed electronically at least six weeks prior to each program.

**Section 12-4:** Distribution of publications:

All official Society publications will be mailed or distributed electronically to all members in good standing, including Associate, Honorary and Supporting members.

Hospital administrators or other persons or organizations may receive publications as directed by the Board of Directors.

**Section 12-5:** Publication Policies:

At the discretion of the Board of Directors, corporate sponsorship of various Publications is permitted.

**Section 12-6:** At the discretion of the President and the Board of Directors, other informative publications may be approved for distribution to the members of the Society.

## **ARTICLE XIII – General Policies**

**Section 13-1:** Any member who has knowledge of job opportunities within the healthcare engineering field should forward the information to the Society's President. Referrals should be direct and not routed through a fellow member or officer.

**Section 13-2:** Any members seeking employment in the healthcare engineering field can contact the President of the Society directly.

**Section 13-3:** Upon receiving an inquiry for information about current employment opportunities, the Society officer will forward (without comment) all of the information he/she may have at the time.

**Section 13-4:** Guests of members are welcome to attend luncheons and social functions of the Society. At the discretion of the Board, a charge may be imposed to cover the Society's expenses.

#### **ARTICLE XIV – Fiscal Year**

The Corporation's fiscal year shall begin on the first day of January and shall end on the thirty-first day of December in each year.

#### **ARTICLE XV – Amendments**

The Bylaws may be amended at both the Annual Meeting, held in conjunction with the Fall Conference, or at the Spring Seminar, by a two-thirds vote of the qualified quorum in attendance. In order to be considered, the proposed amendment(s) must be submitted in writing to the President and bear the signature of at least (10) active or honorary members at least 45 days before the Annual Meeting. As a final requirement, copies of all proposed amendments must be distributed to all Society members at least thirty (30) days prior to the Annual Meeting or Spring Seminar.

#### **ARTICLE XVI – Indemnification**

**Section 16-1:**        Definitions. For purposes of this Article XVI:

(a)     "Covered Person" means an individual: (i) who is a present or former director, officer, agent or employee of the association or who serves or served another association, partnership, joint venture, trust, employee benefit plan or other enterprise in one of those capacities or as trustee, partner or fiduciary at the request of the association; and (ii) who by reason of his position was, is, or is threatened to be made a party to a Proceeding. It shall also include such person's heirs, executors and administrators.

(b)     "Proceeding" includes any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and any claim which could be the subject of such a proceeding.

(c)     "Disinterested Director" means a director who is not a party to the Proceeding(s) in question.

(d)     "Expenses" means liabilities, including but not limited to amounts paid in satisfaction of judgments, in compromises or as fines or penalties, and expenses, including reasonable legal and accounting fees.

**Section 16.2:**        Actions in Name of the Association. The association shall indemnify any Covered Person to the extent legally permissible against all Expenses incurred in connection with the defense or disposition of any Proceeding by or in the name of the association if a reasonable determination is made, based on a review of the readily available facts but without special investigation, that the Covered Person acted

in good faith, and in the reasonable belief that his action was in, or not opposed to, the best interest of the association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. Such determination may be made by:

- (a) the vote of a majority of a quorum of Disinterested Directors;
- (b) a special litigation/indemnification committee of the board of directors appointed by the board;
- (c) independent legal counsel in a written opinion; or
- (d) the vote of a majority of the members entitled to vote for directors.

**Section 16.3:** Other Actions. The association may indemnify any Covered Person against any Expenses incurred in connection with the defense or disposition of any Proceeding other than a Proceeding of the type described in Section 16.2, except with respect to any matter as to which the Covered Person shall have been finally adjudicated in the Proceeding (i) not to have acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the association or, (ii) with respect to any criminal Proceeding, to have had reasonable cause to believe his conduct was unlawful.

**Section 16.4** Advances of Expenses. The association may advance attorneys' fees or other Expenses incurred by a Covered Person in defending a Proceeding, upon receipt of an undertaking by or on behalf of the Covered Person to repay the amount advanced, which undertaking may be accepted by the board of directors without reference to the financial ability of such Covered Person to make repayment.

**Section 16-5:** Presumptions upon Termination of Proceeding. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed, to the best interests of the association, or, with respect to any criminal Proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 16-6:** Indemnification Not Exclusive. The right of indemnification provided by this Article shall not be exclusive of or affect any other rights to which any such Covered Person may be entitled.

**Section 16.7:** Insurance. The association may purchase and maintain insurance on its behalf and on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by him in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him against such liability under the provisions of this Article.