KSHE Inc. EIN 27-2470216

KSHE, Inc.
Bylaws

Adopted
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Kentucky Society of Healthcare Engineers
PO Box 27932
Austin, TX 78755

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Article I – Name

The Society shall be known as KSHE INC, doing business as Kentucky Society of Healthcare Engineers, hereinafter referred to as the Society.

Article II – Objective

The Kentucky Society of Healthcare Engineers (KSHE) is a professional society serving healthcare facility leaders, healthcare facility technicians, and their partners in industry. KSHE (the Society) is devoted exclusively to the education, development and advancement of its workforce by advancing the knowledge and skills related to the physical environment disciplines, with a focus on improving patient safety and quality care, while optimizing systems and services.

Article III – Affiliation

The Society is an affiliated chapter of the American Society for Healthcare Engineering of the American Hospital Association. The Board shall be responsible for insuring that the Society continues to fulfill the requirements for such affiliation.

Article IV – Membership

Classes of Membership

Membership in the Society shall be of five classes:

A. Lifetime
B. Retired
C. Student/Faculty
D. Healthcare Facility
E. Associate

Dues

Annual dues of the Society shall be established and approved by a majority of the voting members of the Board of Directors. The membership year is January 1 – December 31. All funds paid to the Association become the property of the Association.

Eligibility

A. Lifetime Membership: Upon majority vote of the then current Board, individual Lifetime membership may be granted to any member in good standing for outstanding service. Lifetime membership may – on occasion - be awarded to non-members in recognition of exemplary service to the Society. He/she will enjoy all rights and privileges of an active member as long as he/she remains active in the Society. A lifetime member shall not be required to pay annual dues.

B. Retired Membership: Individual membership may be granted to any member in good standing who retires from his/her primary source of employment. (Unless deemed otherwise by a majority vote of the Board, a career change to outside a healthcare institution will not be considered a retirement). A retired member shall pay annual dues as determined by the Board of Directors.

C. Student/Faculty Membership: Individual membership may be granted to Kentucky students who are full-time or part-time in a healthcare related field, and to Faculty employed in a Kentucky institution of learning engaged either full or part-time educating students in a healthcare related field. Student/Faculty members shall pay annual dues as determined by the

Board of Directors.

D. Healthcare Facility Membership: Shall be available to healthcare facilities that employ those with responsibilities in any of the following: Plant Operations, Engineering, Maintenance, Architecture, Construction Management, Safety, Life Safety, Medical Equipment, Emergency Preparedness, Hazardous Materials, Utilities, and Security in a healthcare facility. Healthcare facility membership includes - but is not limited to - hospitals, nursing homes, personal care homes, emergency medical facilities, and outpatient care facilities.

E. Associate Membership: Company-based membership open to any supplier of healthcare related supplies, services, or equipment.

Establishment of Membership

All persons and/or organizations applying for any level of membership will be required to submit a complete application and appropriate payment.

Transfer of Membership

Membership in the Society shall not be transferable to another person or organization.

Termination of Membership

Any member or member organization may be terminated for any reason upon the recommendation of a majority of the Board of Directors.

Article V – Association Meetings

Regular Meetings

There shall be at least one regular meeting of the Society annually.

Special Meetings

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

Notice of Meetings

The Secretary of the Society shall notify the membership of annual or special meetings no less than thirty (30) days prior to the date of the meeting.

Order of Meetings

The President of the Society shall preside at all meetings. In the absence of the President, the President- Elect shall preside. In the absence of the President and President-Elect, the Board of Directors shall appoint a member of that body to preside.

Voting

Lifetime, Retired, and Healthcare Facility members in good standing shall be entitled to vote, and each shall have one vote. Electronic voting is allowable. Associate and Student/Faculty members are not eligible to vote

Quorum

A quorum shall consist of those members present at any annual or special meeting.

Article VI – Board of Directors

Composition

There shall be a Board of Directors composed of the President, President-Elect, Secretary/Treasurer, Immediate Past President, Education Vice President and Membership Vice President. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, and Secretary/Treasurer. At the discretion of the Board of Directors and by a majority vote of the membership, additional at-large positions can be added to the Board of Directors. Board composition shall be no fewer than seven and no greater than fifteen.

Eligibility

All Lifetime, Retired, and Healthcare Facility members of the Society who are members in good standing shall be eligible to serve on the Board of Directors. Only Healthcare Facility members in good standing shall be eligible to serve on the Executive Committee.

Powers

The Board of Directors shall have responsibility for the development of plans, objectives and the purposes of the Society. The Board of Directors will approve the establishment of committees and organizational liaisons. Only the Board of Directors will have a vote. In the event of a tie vote, the President has the authority to break the tie.

Vacancies

1. Director Vacancies

The Board of Directors may fill any vacancy on the Board of Directors with a majority vote.

2. Succession and Vacancy of Executive Officers

In the event the President is unable to complete his or her term due to resignation, incapacity, removal, death, or other inability to serve, the KSHE Board of Directors shall elect an Interim President by majority vote of the Board.

The Interim President shall serve only until the expiration of the current term.

Election of an Interim President shall not alter, shorten, or extend the elected term of the current President-Elect.

The President-Elect shall continue serving in that capacity and shall assume the office of President at the beginning of the next regularly scheduled term.

If the President-Elect position becomes vacant, the Board of Directors may elect a qualified member to serve as Interim President-Elect until the next regular election cycle.

If both the President and President-Elect positions become vacant simultaneously, the Board of Directors shall appoint an Interim President. The Secretary/Treasurer shall additionally occupy the position of President-Elect until either a special election or until the next regular election, at the discretion of the Board of Directors.

Meetings

The Board of Directors shall meet no less frequently than quarterly. Board members are expected to attend a minimum of seventy-five percent (75%) of regularly scheduled meetings in order to remain in good standing.

Quorum

A quorum shall consist of a majority of voting board members.

Election and Term

The Board of Directors shall serve a term of two (2) calendar years. At the time of an election the current President shall become the Past-President. The current Vice-President/President Elect shall become President.

Election Procedure

The President-Elect shall work with the Executive Committee to present a slate of candidates at or before the Society's annual meeting for each position on the Board of Directors except for President and Past- President.

The election will occur electronically following the annual meeting and before December 31 - prior to the expiration of the term. The term of office shall commence on the first day of the following calendar year.

Duties

The President shall act as Chairman of the Board of Directors and shall preside at all meetings of the Board. He shall also serve as ex-officio member of all committees.

The President-Elect shall perform the duties of the President in the absence of the President or upon indisposition of the President. The President-Elect shall chair the nominations committee.

The Secretary/Treasurer shall provide oversight of the Society's organizational documents, meeting minutes, financial activities and performance.

The Past-President will be in charge of all awards to the Chapter or from the Chapter to the members and shall serve as ASHE and Advocacy Liaison.

The Education Vice President shall be responsible for organizing and scheduling educational seminars and for overseeing the management and coordination of the Chapter's Learning Management System (LMS), including the administration, organization, and delivery of educational content and programs through the LMS. The Education Vice President may be supported in carrying out these responsibilities by an appointed ad hoc Education Committee.

The Membership Vice President shall be responsible for the solicitation activities of the Society for new and renewing members.

The role of the At-Large Director(s) shall be determined by the Board of Directors.

Removal

Any Director may be removed by a 2/3rds vote of the Board of Directors whenever in its judgment the best interests of the association would be served.

Compensation

Directors shall not be compensated for their services, but may - by resolution of the Board of Directors - receive a fixed sum and/or reimbursement of expenses for attendance at such regular or special meetings of the Board of Directors or other Society related meetings or events. Nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving compensation therefore.

Board Action by Mail, Telephone or Electronic Communications

Any action required or presented to be taken by the Board of Directors at a meeting of the Board of Directors may also be taken by mail, telephone, or electronic communications with the same force and effect.

Article VII - Association Management

Executive Director

The Board of Directors will contract or employ a qualified individual or organization to perform the administrative functions of KSHE as determined by these Bylaws.

Job Description

The President will appoint a Special Committee as needed to establish or revise appropriate performance criteria for the functions of the Executive Director.

Signatory Authority

The Executive Director shall have signatory authority as established by a policy of the Board of Directors.

Article VIII – Financial Accountability & Fiscal Year

The Board of Directors shall determine the need for and shall specify the means of conducting independent reviews and audits of the Society's finances. An independent financial audit will be performed at any time if called for and approved by a 2/3rds majority of the voting members at any regular or specially called meeting. The official fiscal year of the Association shall be from January 1 through December 31.

Article IX – Insurance / Indemnification

KSHE will purchase and maintain liability insurance on behalf of any Board member, officer, employee, or agent of the Society. KSHE shall indemnify any Board member, officer, employee, or agent of the Society who was or is a party to any action, suit, or proceeding other than an action by the Society, by reason of the fact that he or she is or was a Director or officer if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Society.

Article X – Anti-Discrimination Statement

KSHE does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff or contractors, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all Society members.

Article XI – Amendments

<u>Proposals:</u>

A. Amendments to these Bylaws may be proposed by:
    1. A Bylaws Committee established by the President
    2. A request signed by ten (10) or more Society members in good standing.
B. Amendments shall be proposed in writing and submitted to the Board of Directors for approval.
C. The Board of Directors shall authorize the Secretary/Treasurer to submit proposed amendments in writing to the entire voting membership at least thirty (30) days prior to the date on which the vote will be taken on the proposed amendments.

<u>Voting:</u>

A. Balloting on proposed amendments to these Bylaws may be conducted in person at a meeting of Society, by postal mail, or by electronic ballot.
B. An affirmative vote of two-thirds of the members in good standing, casting ballots shall be required for the adoption of an amendment to these Bylaws.