

KSHE Inc. EIN 27-2470216



**KSHE, Inc.  
Bylaws**

**Adopted  
September 28, 2017**

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 and their partners in industry devoted exclusively to the education, development and advancement of knowledge and skills related to the physical environment disciplines, with a focus on improving patient safety and quality care.

## Article III – Affiliation

The Society is intended to be 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
- 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: Individual membership may be granted to any member in good standing for outstanding service. 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. (A career change to outside a healthcare institution will not be considered a retirement). A retired member shall pay discounted annual dues as determined by the Board of Directors.
- C. Student Membership: Individual membership may be granted to Kentucky students who are full time or part time in a healthcare related field. Student members shall not be required to pay annual dues.

- D. Healthcare Facility Membership: Shall be available to healthcare facilities who employ those with responsibilities in any of the following: Plant Operations, Maintenance, Safety, Life Safety, Medical Equipment, Emergency Preparedness, Hazardous Materials, Utilities, and Security in a healthcare facility. Healthcare facility 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 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 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, which shall include business and educational sessions.

#### 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 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 eleven.

### 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.

### Powers

The Board of Directors shall have the 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

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

### Meetings

The Board of Directors shall meet no less frequently than quarterly.

### 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. The President and the President-Elect cannot succeed themselves after their two (2) year term.

### Election Procedure

The President-Elect shall work with the Executive Committee to present a slate of candidates at the Society's annual meeting for each position on the Board of Directors except for President. The election will occur electronically following the annual meeting and before December 31 prior to the expiration of 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.

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 receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, and within budgetary constraints may be allowed for attendance at such regular or special meetings of the Board of Directors; but 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 to handle the functions of the Executive Director.

#### Signatory Authority

The Executive Director shall have signatory authority for expenditures within the budget established by the Board of Directors. Anything outside of the budget shall require the approval of the Executive Committee.

### **Article VIII – Financial Accountability & Fiscal Year**

The Board of Directors shall determine the need for and shall specify the means of conducting independent annual reviews and audits of the Association'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.

The official fiscal year of the Association shall be from January 1 through December 31.

### **Article IX – Amendments**

The bylaws may be amended by majority action at any meeting of the Society at which quorum is present.