

**CODE OF REGULATIONS
OF
TRI STATE SOCIETY OF HEALTHCARE ENGINEERS INC.**

ARTICLE I

NAME OF THE CORPORATION

This corporation shall be known as **TRI STATE SOCIETY OF HEALTHCARE ENGINEERS INC.** and is hereinafter referred to as "the Society".

ARTICLE II

PURPOSE AND OBJECTIVES

The purpose of the Society is to operate exclusively for educational and scientific purposes within the meaning of Sections 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue laws by promoting and propagating to healthcare engineers, facility managers and suppliers health care facility engineering education and best practices for the health care industry.

The purpose of the Society shall be advanced by the development of effective hospital engineering in health care institutions in such engineering disciplines as Telecommunications, Clinical, Power and Plant Engineering, and in-house construction. This advancement shall involve the following:

1. Promoting the professional interaction and communication among the membership in their respective engineering (architectural or construction) disciplines.
2. Providing a forum for conducting regular meetings, conferences and educational programs.
3. Providing a media for the interchange of ideas and dissemination of information to members.
4. Providing a resource pool from which information on specific problems can be extracted.
5. Providing a pool of expert knowledge to aid individuals or organizations in obtaining assistance to solve or avoid problems in hospital engineering related matters.

**ARTICLE III
MEMBERSHIP**

The Society shall have five categories of membership.

1. HEALTHCARE MEMBER

Full membership in the Society shall be available to individuals who are actively employed in a health care facilities management capacity in a hospital, health maintenance organization, nursing home, or health care related facility, or who otherwise provide services related to health care facilities management as defined in Article II. Full members have one vote and may hold all offices of the Society.

2. SUBSCRIBING MEMBER

Subscribing membership in the Society shall be available to manufacturers, vendors, and distributors involved in providing healthcare services and products. A subscribing

member shall be represented by one employee who shall have one vote. The representative employee may participate in Society meetings and events and the Subscribing Member may receive Society newsletters. The representative employee has one vote within the limits described in the Voting Procedures and may hold all offices except President and President-Elect.

3. RETIRED MEMBER

Retired membership shall be available to full members who have retired from their positions and still desire to belong to the society. Retired members may not vote or hold office.

4. INSTITUTIONAL HEALTHCARE MEMBERSHIP

Institutional healthcare membership in the Society shall be available to organizations and businesses directly providing healthcare services. An institutional healthcare member may appoint an unlimited number of its employees as representative members and each representative member may attend and participate in Society meetings and events. Each representative member may hold any office and vote within the limits described in the Voting Procedures.

5. SUBSCRIBING COMPANY MEMBERSHIP

Subscribing Company Membership in the Society shall be available to qualifying Subscribing Members who wish to appoint more than one employee representative. Membership benefits are limited to participation in Society meetings and events and receiving Society news letters. Staff of Subscribing Company members may vote for all offices and hold all offices except President and President-Elect. This type of membership shall provide for the participation and attendance at regular meetings and events for any number of individuals designated by the Subscribing Company.

ARTICLE IV MEMBER DUES

The amount and time of payment of dues shall be established by the Board of Trustees.

ARTICLE V OFFICERS AND BOARD OF TRUSTEES

BOARD OF TRUSTEES The Board of Trustees shall be comprised of the officers named below. All Board actions and decisions shall be decided by the majority of the Board present at a board meeting. A quorum for each board meeting is the majority of the board members.

OFFICERS The offices of the Society shall be as follows:

1. President
2. Vice President/President-Elect
3. Secretary

4. Treasurer
5. Two (2) Subscribing Member Representatives
6. Past President
7. Member at Large

OFFICER CANDIDATES Only a Full Member or designated employees of Institutional Healthcare Members may hold the offices of President and Vice President/President-Elect or Member at Large. Any member or member designate except a Retired Member may hold the offices of Secretary and Treasurer. Only Subscribing Members or employees of a Subscribing Society are eligible to hold the office of ex officio member of the Board of Trustees.

The Subscribing Member Representative (2) shall an employee of either a Subscribing Member or a Subscribing Company Member who is an appointed representative of such a member.

The Vice President shall be the President Elect and shall succeed to the office of President when the term of the President ends.

TERM OF OFFICE Each officer shall serve a one (1) year term except for the Treasurer, who shall serve a term of three (3) years and the Secretary who shall serve two (2) years.

Subscribing Member Representatives There shall be two (2) Subscribing Member Representatives on the board who shall serve a 2 year term. The election of one representative shall take place annually, allowing terms to overlap.

ELECTION PROCEDURE An election meeting shall be held in November of each at which the Nominating Committee will present to the members in attendance the qualified candidates for the offices opening in the immediately subsequent year. Additional nominations will be accepted from the floor of the election meeting. All nominees must give their consent to be nominated prior to their being placed on the ballot.

The Chairperson of the Nominating Committee meeting will conduct the election of officers at the election meeting. Each voting member shall have one vote and voting shall be by secret ballot. The Subscribing Member Representatives shall be elected by the majority vote of the Subscribing Members and Subscribing Company members present at the meeting. All newly elected officers will be installed in January.

VACANCIES If the office of President Elect, Secretary or Treasurer becomes vacant, the Board of Trustees, through majority vote, will appoint a replacement from eligible membership to fill this vacancy for the remainder of the term within 30 days of the creation of the vacancy. If the offices of President and Vice President/ President Elect are vacant contemporaneously, the Board of Trustees shall by majority vote elect a temporary President and the Board shall arrange for a membership vote as soon as possible to elect a new President.

NON OFFICER ELECTION VOTING PROCEDURES Each Member who is current on his or her dues and possessing voting privileges shall have one vote on all matters brought to the floor of a duly called meeting. Institutional members shall vote as described below.

1. Changes to this Code of Regulations require a simple majority of the voting Membership of Record in good standing on that date to be passed, with mail and electronic email ballots being acceptable.
2. General Business - A quorum is required to act upon chapter business; a quorum is at least 1/3 of the voting Membership of Record present. General business activities requiring membership approval shall require a simple majority of the quorum present for passage.
3. Institutional Members - Institutional Health Care Members and Subscribing Company Members will provide for the opportunity of a maximum of three (3) votes on all issues. Each institution should be prepared to have a single representative capable of identifying those persons authorized to vote.

DUTIES OF THE OFFICERS The President shall be the chief executive officer and will chair all Board and Officer and general meetings.

The Vice President shall, in the absence or inability of the President, perform all the duties and assume all the responsibilities of the President. He will also serve as the Chairperson of the Program Committee.

The Secretary shall keep the minutes of all meetings and records of all decisions. He will be responsible for distribution of meeting notices and other Society correspondence and the maintenance of the membership records.

The Treasurer shall be responsible for maintaining all financial records and accounts for the Society. Further, he will be responsible for accepting the payment of dues and for paying all bills which are appropriate for payment by the Society.

The Board of Directors shall have authority to make policy and fiscal decisions for the Association; and to approve, modify, or disapprove reports, resolutions, or actions of officers or committees of the Association.

ARTICLE VI COMMITTEES

The Society shall maintain the following standing committees:

1. Regulations and Membership Committee
2. Education Committee
3. Nominating Committee
4. Legislative and Code Committee
5. Recreation Committee

It shall be the responsibility of the President to appoint the various committees from the volunteer's list, to select and appoint a Chairperson for each committee, and to assign any additional tasks to a committee as determined by the Board of Trustees.

The Nominating Committee shall solicit volunteers willing to work as committee members. The Chairperson of the Nominating Committee shall present to the President a list of names who have volunteered to work on committees.

Education Committee shall organize all educational programs and events for the Society.

The Regulations and Membership Committee shall be responsible for drafting all changes to the Code of Regulations to be presented to the membership for approval after review by the Board.

The Legislative and Code Committee shall be responsible for updating the Board on legislative and government administrative changes affecting the healthcare industry and healthcare engineering.

The Recreation Committee shall be responsible for organizing the Society's annual golf event and other social events as determined by the Board.

ARTICLE VIII MEMBER MEETINGS

Regularly scheduled meetings of the membership shall be held on the first Friday of the month, except June, July and August, when no member meetings are required. The meeting place and time will be transmitted to the membership at least seven days in advance of the meeting.

Special meetings will be called with the majority of the Board of Trustees.

ARTICLE IX CONFLICTS OF INTEREST

No contract, action or transaction shall be voided or voidable with respect to the Society because the contract, action, or transaction is between or affects the Society and one or more of its Trustees or Officers, or is between or affects the Society and any other person in which one or more of its Trustees or Officers are directors, trustees, or officers, or in which one or more of the Society's Trustees or Officers have a financial or personal interest, or because one or more interested Trustees or Officers participate in or vote at the meeting of the Board of Trustees or a Committee thereof that authorizes the contract, action or transaction, if any of the following applies: (a) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Trustees or the Committee, and the Trustees or Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum of the Trustees or Committee; or (b) the contract, action, or transaction is fair as to the Society as of the time it is authorized or approved by the Trustees or a Committee thereof.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee thereof that authorizes the contract, action or transaction.

A Trustee is not an interested trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Society or his continuation in office as a Trustee of the Society.

**ARTICLE X
INDEMNITY**

Each Trustee, 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 Section 1702.12(E), of the Ohio Revised Code, 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.

**ARTICLE XI
ACTION WITHOUT MEETING**

Any action that may be authorized or taken at a meeting of the Trustees of the Society may be authorized without a meeting by the written consent of all of the Trustees, pursuant to Section 1702.25 of the Ohio Revised Code.

**ARTICLE XII
MISCELLANEOUS**

1. 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 President and any other persons appointed by the Board of Trustees. 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 Trustees certified by the Secretary/Treasurer authorizing their execution.

2. The Board of Trustees may authorize any mortgage or pledge of all or any of the property of this Society of any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or contract of this Society. No authorization from a court pursuant to Section 1715.39 of the Ohio Revised Code is necessary for such action.

3. All property acquired by this Society by purchase, gift, and bequest or otherwise shall be the absolute property of this Society, unless at the time of acquiring such property it is otherwise specified in writing.

4. The Board of Trustees of this Society may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Society without the necessity of procuring authorization from the court pursuant to Section 1715.39 of the Ohio

Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any Society for profit.

5. The fiscal year of the Society shall begin on January 1 and end on December 31 in each year, or on such other dates as may be fixed from time to time by the Board of Trustees.

ARTICLE XIII
DISPOSITION OF PROPERTY

Upon the termination, dissolution or winding up of the Society, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Society, distribute all assets of the Society to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C) (3) of the Internal Revenue Code, as the Board of Trustees shall determine. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

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