

Updated November 2012

# **Healthcare Engineers Society of Northern Illinois BYLAWS**

## **ARTICLE I: NAME AND INCORPORATION**

Corporate Name- The name of the corporation, as incorporated and existing under and by virtue of the Illinois General Not For Profit Corporations Act, as from time to time amended (hereinafter referred to as the “Act”), shall be “HEALTHCARE ENGINEERS SOCIETY OF NORTHERN ILLINOIS” (hereinafter referred to as the “Corporation”).

Principal Office- The Corporation shall have and continuously maintain a principal office at such location in the State of Illinois as the Board of Directors of the Corporation (hereinafter called the “Board of Directors” or “Board”) shall determine from time to time. The Corporation may have such other offices, in the State of Illinois or elsewhere, as the Board of Directors shall determine from time to time.

Registered Office and Agent- The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

Books and Records- The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Directors shall determine from time to time.

## **ARTICLE II: OBJECTIVE**

The objectives of the Corporation are:

- To encourage and assist the membership in the development of their professional knowledge and competence in the field of healthcare engineering through pertinent educational seminars, conferences and association.
- To provide a medium for the exchange of personal experience as well as the distribution of relevant reference documents and codes relative to the Facilities Management field.

### **ARTICLE III: MEMBERSHIP**

#### **SECTION 1—CLASSES OF MEMBERSHIP**

The Corporation shall have four classes of members. The designations, qualifications and rights of the classes of members (hereinafter referred to as “members” or “member”) shall be as follows:

##### **FULL MEMBER:**

This level of membership in the Corporation shall be available to (i) individuals who are actively serving in a facilities and/or engineering management capacity at a health care facility (ii) their assistants, staff personnel in other facilities management related fields. Full Members shall be eligible to vote and to hold office. Individuals having served as President of the Corporation may maintain Full Membership without paying the appropriate dues and without regard to their employment situation.

##### **PROFESSIONAL AFFILIATE MEMBER:**

Individuals eligible for Professional Affiliate Membership in the Corporation are those who provide professional, technical and consulting services, or provide products or services to health care facilities. Professional Affiliate Members shall have full participation privileges as a Full Member, including the right of voting and holding office. At no time shall there be a majority of Professional

Affiliates on the board. Affiliate membership shall be capped to two members per company; any deviation of this must be approved unanimously by the board.

Affiliate membership shall not exceed 50% of the overall membership. An annual membership audit will be conducted in March by the membership committee to ascertain compliance, and a report will be sent to the board for review.

All affiliate members must be members of ASHE within one year of their membership.

All affiliate candidates must submit an affiliate member application that meets approval by 80% of the membership committee. Affiliate members must be sponsored by at least two full professional members in order to submit a membership application.

Annual dues for professional affiliates will be \$250.00 per person.

**STUDENT MEMBER:**

Individuals eligible for Student Membership shall be those pursuing a post secondary degree in an accredited organization consistent with facilities management, or any other discipline represented by the Corporation. Student Members shall have full participation privileges as a regular member except for the right of voting or holding office.

**SPECIAL MEMBER:**

Special considerations will be given to exceptional cases for membership by the Membership Committee, who will submit their recommendations to the Board for a vote. A two-thirds majority of the Board members present at the time of the vote will be necessary to affirm the exception.

Members who change positions that may impact membership status shall complete the term of membership specified, and if appointed to the board or committee position shall complete the terms originally designated.

## **SECTION 2—APPLICATION**

All persons applying for any level of membership will be required to submit the following:

- a. Fully executed application
- b. Appropriate payment

Any membership applications shall be submitted to the Membership Committee for approval. The Board shall be the final arbiter as to the level that any member belongs to, and, if appropriate, may override the level indicated on an application.

## **SECTION 3—TERMINATION**

Any member may be terminated upon the recommendation of a majority of the Board of Directors. Termination may be initiated for the following reasons:

- a. Conduct considered contrary to the objectives of the Corporation and the profession
- b. Failure to pay dues after sufficient notices from the Treasurer

## **SECTION 4—RESIGNATION**

Any member may resign from the Corporation by submitting a written notice to the Secretary/Acting Secretary. Dues paid will be forfeit upon resignation.

## **SECTION 5—REINSTATEMENT**

Any member whose membership is terminated may reapply for membership after a period of no less than 12 months. Any member who has resigned may reapply at any time.

## **ARTICLE IV: AFFILIATION**

The Corporation 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 Corporation continues to fulfill the requirements for such affiliation.

## **ARTICLE V: MEETINGS**

Annual Meeting- There shall be an Annual Meeting of the Members held each year, as scheduled by the Board of Directors. The agenda of the Annual Meeting shall be established by the Board and may consist of: (a) an educational program and discussion of matters of general and technical interest in the field of healthcare engineering; (b) officer's reports; (c) old business; (d) new business.

Special Meetings- Special meetings may be called by the President with the approval of a majority of the Board of Directors or upon written petition to the President by ten (10) members. Notice of any special meeting of the Members shall be mailed or emailed at least twenty (20) days previously thereto by written notice to each Member at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Members or of any regular meeting (if notice thereof is required by law or these By-laws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or

after the time of the meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Quorums- Fifteen percent of the members in good standing of the Corporation, or if there is only one such member in good standing, then that Member, shall constitute a quorum for the transaction of business at any meeting of the Members, provided that if less than such a majority is present at said meeting, a majority of the Members present may adjourn the meeting to another time without further notice.

Manner of Acting- The act of a majority of the Members present at a meeting at which a quorum is present, or if there is only one member as provided above, then the act of that member, shall be the act of the members, unless the act of a greater number is required by law or these By-laws.

Officers of the Meetings- At meetings of the Members, the President, if present, otherwise a person chosen by a majority vote of the Members present at the meeting shall act as chairman of the meeting. The Secretary/Acting Secretary, if present, otherwise a person appointed by the chairman of the meeting, shall be named "acting secretary" of the meeting. The chairman of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Presumption of Assent- A Member who is present at a meeting of the Members at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his

or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Mode of Meetings- Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

Seminar(s)- The Corporation shall conduct a minimum of one seminar each year, unless otherwise directed by the Board.

Number of Meetings- Meetings are to be held at least four times per calendar year, inclusive of the annual meeting, unless otherwise directed by the Board. The meeting place and dates of the meeting will be selected by the Board of Directors. Notification of these meetings will be sent out to the membership at least 30 days before the meeting day.

Rules of Order- "Roberts Rules of Order" shall be the parliamentary authority of this Corporation, subject to special rules which have been or will be adopted.

## **ARTICLE VI: OFFICERS AND DIRECTORS**

Every Full Member and Professional Affiliate Member shall be eligible to hold positions on the Board.

### **SECTION 1—BOARD OF DIRECTORS**

General Powers- The property, business and affairs of the Corporation shall be governed by the Board of Directors which shall have exclusive responsibility for the determination and implementation of policy for the Corporation.

Selection, Number, Tenure and Qualifications- The initial Board of Directors of the Corporation shall consist of eight directors, as provided in the Articles of Incorporation. The Board may from time to time be increased or decreased (but to no fewer than eight), as elected by the Members, or if none, by the Board of Directors of the Corporation. Each Director shall hold office until the next annual election of directors and until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois.

The Board of Directors of shall consist of the following positions each of which shall be elected by the Members, as provided below:

- a. Immediate Past President- *Executive member*
- b. President- *Executive member*
- c. President-Elect- *Executive member*
- d. Secretary/Acting Secretary- *Executive member*
- e. Treasurer-*Executive member*
- f. Professional Affiliate Liaison- *Executive member*
- g. Legacy Chair, *Executive member*
- h. Chair of Membership Standing Committee
- i. Chair of Advocacy Standing Committee
- j. Chair of Programs
- k. Chair of Networking
- l. Chair of Communications
- m. Others as approved by Board

## **SECTION 2—TERM OF OFFICE**

All positions will serve a term of two years. The President, President-Elect, Immediate Past President, Chair of Legacy, Chair of Membership Committee, Chair of Networking, and Advocacy Chair will be elected on the even year. The Treasurer, Secretary, Professional Affiliate Liaison, Chair of Communications, and the Chair of Programs will be elected on the odd year. Consecutive terms may be held by all officers except the President and President-Elect.

### **SECTION 3—VACANCIES**

If any vacancies occur on the Board of Directors, the Board may appoint a person to fill the vacancy for the duration of the term of office.

### **SECTION 4—ELECTION PROCEDURE**

The Board of Directors will recommend candidates for the position of President-Elect, Secretary/Acting Secretary, Treasurer and Chair of Membership Standing Committee, Chair of Advocacy Committee, Chair of Communications, Chair of Networking and Chair of Programs from among the active membership of the Corporation. All nominees must give their consent prior to the election. Write in candidates will be accepted only if they are active members in good standing.

### **SECTION 5—DUTIES OF THE OFFICERS**

The following is a list of officers and their specific duties:

*The Immediate Past President-* will facilitate all board meetings.

*The President-* will conduct all regular non-Board business meetings and work with the Board of Directors on pursuing the activities of the Corporation. They will also be responsible for setting the direction of the Corporation and coordinating all the activities of the Corporation.

*The President-Elect-* shall be responsible for the coordination of the educational seminars with the Chair of Programs. In the absence of the President, he/she will assume all the duties of the President.

*The Secretary/Acting Secretary-* will keep the minutes of all meetings and record all decisions made. The Secretary/Acting Secretary will send notices concerning meetings, conferences, seminars, and all other pertinent events to the membership and the Secretary/Acting Secretary will also include minutes of the previous meeting. The Secretary/Acting Secretary will assist with all correspondence concerning the Corporation.

*The Treasurer-* will collect the dues; pay all bills as appropriate to maintain the corporation. Major expenses require approval by the Board of Directors. The Treasurer will also give financial reports at all regular meetings.

*Professional Affiliate Liaison-* will provide service, support and feedback to the professional members of the society and take the lead on the marketing and sales side of the society to maintain growth.

*Legacy Chair-* utilized as a resource to board members and provides mentoring, history, continuity and other related activities that is consistent with the Bylaws and Mission of the society.

The Chair of Membership Standing Committee, Chair of Advocacy Standing Committee, Chair of Communications, Chair of Networking, and Chair of Programs will oversee appropriate duties, with reports of activities at each Board of Directors meeting, as requested by the Board. The Chairperson of each Standing Committee will select their own committee members from the active membership of the Corporation.

It is the responsibility of the Board of Directors to have at least two board meetings each year. The Board of Directors will be responsible for auditing the financial records of the Corporation for the prior fiscal year (as hereinafter defined) on or before the first Board of Directors meeting of the following year.

Control by Board of Directors- The powers and duties of officers and board members of the Corporation as prescribed by this Article or elsewhere in these By-laws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in a resolution of the Board effecting such alteration or suspension.

Bonds- The Board of Directors may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

Employment Contracts- Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term pursuant to a written contract authorized or ratified by the Board of Directors.

## **SECTION 6—REIMBURSEMENTS / EXPENDITURES**

In recognition of the extra time, effort and expenses incurred by the members of the Board, Board Members may be compensated (as appropriate) in the following ways:

1. Reduced membership rates as determined by Board and in accordance with State laws.

2. Reimbursement of expenses incurred while fulfilling responsibilities of position, up to a maximum of \$500, without prior board approval.
3. Any expenditures over \$500 require board approval.
4. Payment for Conference fees required to attend to meet fulfillment of duties, as determined by the board.

#### **ARTICLE VII: STEERING AND SPECIAL COMMITTEES**

The President will appoint Chairpersons to various Steering Committees as appropriate. This will include a Steering Committee for Social Activities. The Chairperson of each Steering Committee will select their committee members from the active membership of the Corporation. The activities of such committees shall be conducted in accordance with this Article and other applicable portions of the bylaws.

Special Committees- The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these Bylaws, special committees shall have such designations and functions as shall be set forth by resolution of the Board. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board and shall provide regularly to the Board written summaries of all committee meetings, deliberations and proposed actions.

Tenure- Members of committees appointed pursuant to this Article shall serve for one year, and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Directors or a member's service is sooner terminated by death, resignation,

inability or unwillingness to serve or removal by the Board. Vacancies on any committee shall be filled by the Board for the unexpired portion of the term.

Meetings- The Board of Directors shall designate one of the members of each special committee as its chairman. For all committees, the chairman shall preside at meetings of the committee. In the absence of the chairman, the committee members present shall appoint one of their number as a temporary chairman. Notice of the time and place of all meetings of committees shall be given to its members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Quorum- A majority of the voting members of a committee appointed pursuant to this Article shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Manner of Acting- The act of a majority of the members of a committee appointed pursuant to this Article present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee.

#### **ARTICLE VIII: DUES**

Each calendar year, members of the Corporation shall be assessed an amount voted upon by the membership at the Annual Meeting. However, past presidents and current board members will have annual dues waived. In order to maintain the solvency of the Corporation, members may vote to assess themselves additional fees. Annual dues not paid by March 1st will necessitate members be dropped from the rolls as members of this Corporation. Delinquent members may be reinstated subject to the following conditions:

- a. Payment of delinquent dues

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

The Administrator is responsible for sending invoices for dues in November. Dues are to be paid by the 15<sup>th</sup> day in January for the full calendar year. No refund will be made on dues if a person resigns or is terminated by the Board of Directors. No person may assume membership in the Corporation before paying the dues for the calendar year. Copies of invoicing correspondence should be sent to the Treasurer and Membership Chair.

#### **ARTICLE IX: VOTING**

It is the responsibility of the Secretary/Acting Secretary of the Corporation to mail or email to each voting member a ballot consisting of each office and the names submitted in nomination for that office. This ballot must be mailed or emailed by November 15<sup>th</sup>. Ballots should be returned by the end of December. Results of the voting will be given to the President who will announce the outcome at the January business meeting. All new officers will assume office after the first meeting in January.

#### **ARTICLE X: INDEMNIFICATION**

Indemnification of Directors, Officers and Agents- The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a Member, Director, Officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses

(including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Contract with the Corporation- The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Payment of Expenses in Advance- Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay such amount, unless it shall ultimately be determined that such Member, director, officer, or agent is entitled to be indemnified by the Corporation as authorized by this Article.

Insurance Against Liability- The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-laws.

Other Rights of Indemnification- The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or

otherwise, and shall continue as to a person who has ceased to be a director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **ARTICLE XI: FEDERAL TAX PROVISIONS**

**Purpose-** The corporation is organized exclusively for religious, charitable, educational, scientific, and literary purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”) and the organization and operation of activities to further the exempt purposes of the corporation.

**Inurement of Benefits-** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

**Lobbying and Prohibited Activities Generally-** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code. **Distribution of Assets Upon Dissolution.** Upon the dissolution of the Corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such

organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code, as the members, otherwise the Board of Directors, shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

Private Foundation Status- The Corporation is intended to qualify as a public charity, as defined in Section 509 of the Code. However, during any period in which the Corporation is a private foundation it shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the foundation to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and it shall distribute foundation income and, to the extent income is not sufficient, principal for each taxable year at such time and in such manner as not to subject the foundation to tax on undistributed income under Code Section 4942.

## **ARTICLE XII: MISCELLANEOUS**

Contracts- The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Fiscal Year- The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

### **ARTICLE XIII: AMENDMENTS**

It is recommended that the Board of Directors review the HESNI By-laws for purposes of revision or updating as necessary at least every two years or other periodic basis. Amendments to the By-laws must be submitted to the membership in the following manner:

1. Any proposed amendment to the By-laws must be submitted to the Board of directors. The proposed amendment must be signed by three Full Members in good standing.
2. The Board must approve the amendment by simple majority vote of current directors.
3. The Secretary will mail or email a copy of the approved amendment to all members entitled to vote. A ballot will be included with the mailing. All ballots must be returned prior to the next meeting. A simple majority of the returned ballots is required for approval of the amendment.