

# BYLAWS

## MICHIGAN SOCIETY FOR HEALTHCARE ENGINEERING

(Revised 9/22/15)

### Preamble

MiSHE is a state association for healthcare facilities managers, defined as “Professional Members” under the section “Membership, Dues and Voting Privileges.” As a state association, MiSHE is made up of five integral, regional chapters (UP, NC, WM, EC, SE). Regional chapter officers serve as representatives of the MiSHE Board of Directors, who act as the ultimate authority for all state and regional activities.

All chapters operate under a single IRS non-profit identity. Membership in MiSHE is based on having membership in one of the five regional chapters; a member must first identify membership in one of the regional chapters to become a member of MiSHE. Bylaws and handbooks that govern MiSHE, apply to all chapters simultaneously, equally, and without exception.

MiSHE also encourages the affiliation of other societies and associations that share similar objectives. The Michigan chapter of the Association for the Healthcare Environment (also known as MAHE) is recognized as an affiliate of MiSHE and operates under the same rules and privileges as a MiSHE regional chapter.

### ARTICLE I Name and Purpose

#### Section 1. **Name**

The name of this association and non-profit entity is the Michigan Society for Healthcare Engineering, known as MiSHE with regional chapters designated as: UP, NC, WM, EC, and SE.

#### Section 2. **Purpose and Objectives**

MiSHE is organized for professional educational purposes and is a non-profit 501(c)(6) organization. The main objective will be to promote better patient care through improved engineering practices by:

- A. Encouraging and assisting members to develop their knowledge of healthcare engineering principles.
- B. Conducting regular meetings, conferences and educational programs.
- C. Promoting the improvement of healthcare services by assisting professional members in the exchange of ideas relating to facilities management.
- D. Promoting communications between MiSHE, MiSHE Regional Chapters, American Society

for Healthcare Engineering (ASHE), and other healthcare engineering and related organizations.

E. Encouraging communication with regulatory and accreditation agencies to create a better understanding of codes and standards relating to the physical plant which are consistent with sound engineering principles.

F. Promoting professional development and recognition of MiSHE and its members.

G. Act as an advocacy group for codes and standards, which affect MiSHE members and healthcare facilities.

## ARTICLE II Membership, Dues and Voting Privileges

### **Section 1. Professional Members**

A Professional member in MiSHE include persons having supervisory responsibility in engineering (maintenance), or supporting departments of a Michigan healthcare facility and/or a Professional member of a healthcare engineering organization. Only Professional members in good standing may vote, be recognized, or hold office in MiSHE.

### **Section 2. Associate Members**

Associate members of MiSHE include individuals who work with or call on healthcare institutions that do not have direct healthcare engineering responsibilities and are typically not employees of a healthcare institution or organization. Associate members may participate in meetings of the general membership but do not have voting privileges, except when serving on the MiSHE Board.

### **Section 3. Lifetime Members**

A member in good standing who retires after 10 years of Professional membership may be elected to Lifetime member status by indicating a desire to maintain an interest in hospital engineering and continue to participate in MiSHE activities on a yearly basis. Lifetime members do not have voting privileges and must be nominated by a Michigan Regional Chapter or a MiSHE Board Member. Approval of the request will be by a simple majority vote of the Board of Directors.

### **Section 4. Honorary Members**

Honorary membership may be granted annually to such persons of distinction as are deemed worthy by the Board of Directors. Nominations for Honorary memberships may be submitted by any MiSHE member. Honorary members may participate in meetings of the general membership but do not have voting privileges.

## **Section 5. Regulatory Liaison Member**

Regulatory Liaison Members are those individuals who are employees of regulatory agencies.

Regulatory Liaison Members do not have voting privileges and must be nominated by Michigan Regional Chapter or a MiSHE Board Member.

## **Section 6. Educator/Student or Mentor Members**

An Educator/Student membership in MiSHE is available to full-time educators and enrolled college students taking course work in any discipline related to work done by Professional Members.

A Mentor membership in MiSHE is available to any person employed full-time at a healthcare organization and being mentored into a leadership role within that organization for any discipline related to work done by Professional Members. The Mentored Member must be sponsored by a Professional Member from the same organization.

The Educator/Student/Mentoring Member may serve on committees but may not vote or hold office.

## **Section 7. Establishment of Membership**

Membership in MiSHE will become effective upon receipt of an application, by MiSHE's home office, from a qualified individual who has fully paid the appropriate membership classification dues.

## **Section 8. Transfer of Membership**

Membership in MiSHE is not transferable to another person.

## **Section 9. Reclassification of Membership**

Members who change employment affiliation, so that reclassification of membership type is required, will give MiSHE's home office written notice within 30 days of such change and will have their membership changed to the appropriate membership type. The Society maintains the right to re-classify members without prior notice who have changed their employment status. Changes in membership classification may change the dues structure for that member.

## **Section 10. Termination of Membership**

Any one of the following may be reason for termination of membership:

- a. **Resignation:** A member may at any time file a resignation from MiSHE in writing to the MiSHE Executive Committee.
- b. **Suspension or Expulsion:** The MiSHE Board of Directors may suspend or expel any member "for cause" (see definition below) at any time, after giving such member the opportunity for a hearing before the Board of Directors. A hearing will be conducted in a like manner to the "hearing procedure" found in the Member Handbook. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the voting members of the Board of Directors. The term "for cause" will include, but not be limited to, the following:
  - c. **Any violation of these bylaws.**

d. **Any violation leading to criminal conviction.**

e. **Any conduct** ... on the part of a member that is prejudicial or non-facilitating to the interests and welfare of MiSHE and its members.

f. **Loss of Eligibility:** Membership of any person who, because of change of position or employment, is no longer eligible for membership in MiSHE will be automatically terminated at the end of the term for which dues have been paid. The Board of Directors has the right to consider a grace period for special circumstances.

g. **Nonpayment of Dues:** Membership of any person who is 90 days in arrears in the payment of annual dues will be automatically terminated.

### **Section 11. Member in Good Standing**

A member who is in “Good Standing” is a member that:

- Pays dues before the end of the first quarter (approximately 90 days after the first of the year).
- Continues to pay dues, uninterrupted, from the time they become a member.
- Has not been previously expelled from this Society (including Regional Chapters and Affiliates)
- Retires after a minimum of 10 years of Professional membership (a requirement for Lifetime Membership)

### **Section 12. Dues**

All members will pay individual dues to become a new member or to continue as a member in good standing. Members will join by identifying a respective regional chapter. Dues will become payable by January 1 of each year. Dues payment grace period will extend to the end of the first quarter. There are three categories of membership that are exempt from paying dues, those are: Regulatory Liaison, Lifetime and Honorary members.

Dues levied for membership will be determined by the MiSHE Board as part of the MiSHE Business Plan and will be posted on the MiSHE website.

### **Section 13. Officers and Members Handbooks**

The Officers and Members Handbooks should be consulted to clarify responsibilities and requirements of membership. Handbooks guide the internal operation of the MiSHE Board, regional chapters, affiliate chapters, and the interaction of members. Input for revision can come from any regional or affiliate chapter. Handbooks can be edited, revised and updated by the review and vote of a simple majority of an official meeting of the MiSHE Board.

## ARTICLE III Conflict of Interest

### **Section 1. General**

Officers at all levels will administer their duties and responsibilities honestly and exercise their best skill, and judgment for the benefit of MiSHE. Members will exercise their utmost good faith in all transactions and interactions relating to their duties in MiSHE. In their dealings with and on behalf of MiSHE, they are held to a strict requirement of honesty and integrity. They will not use their position, or knowledge gained for personal or commercial benefit and operate so that no conflict arise between MiSHE's interests and that of any member in any dealing that may affect MiSHE. Officers will not accept any favors or in-kind gestures that might adversely or improperly influence their actions that may in turn affect MiSHE or its members. During their terms of office, members will promptly make full disclosure to the Board of any conflict of interest.

### **Section 2. Disclosure of Conflict of Interest**

Each officer or chair person will make written disclosure that might result in a conflict of interest upon nomination to office, before an appointment to fill a vacancy in office, or changes that may impact the office or responsibilities of the member. Such disclosure will be made in writing and sent to the MiSHE home office to be included in the agenda for the next board meeting.

### **Section 3. Resolution of Conflict of Interest**

Upon disclosure of a conflict of interest or a challenge on that basis, an officer will resolve the conflict in a manner consistent with that provided in the Officer and/or Member Handbook.

Any officer who fails to make written disclosure will be removed from office.

In the event the ad hoc committee determines that the conflict is serious enough to jeopardize the interests and welfare of MiSHE, the officer may be suspended immediately pending final review by the MiSHE Board of Directors.

## ARTICLE IV Meetings

### **Section 1. Board Meetings**

The MiSHE Board of Directors is made up of officers and board members identified in the handbook. Meetings of the MiSHE Board of Directors will be held a minimum of 4 times per year (quarterly), at the call of the President or at the request of a majority of the Board members. Officers and committee chairs are required to meet in person or by electronic means. Missing a meeting will not excuse officers and committee chairs from their responsibilities or committee assignments during a meeting. When officers and committee chairs cannot attend, they are to pass all material, and meeting

information to be discussed to another representative of their regional or affiliate chapter, to another member on their committee; to the MiSHE Executive Committee (in case of a Board meeting), or to the MiSHE President. “Roberts’ Rule of Order” (the most recent public domain version) will govern MiSHE meetings in all cases to which they may be found applicable and not inconsistent with MiSHE bylaws.

## **Section 2. Electronic Participation**

Officers and committee chairs physically unable to attend a regularly scheduled meetings or special meeting, will be considered in attendance and part of the quorum count if the member is in attendance via electronic conferencing. A member is considered “present” as long as real time communications exists between the member and officers presiding.

## **Section 3. Annual Meeting**

There will be a minimum of one annual meeting of general membership of MiSHE during the regular business year. The Annual Conference has been designated the appropriate time to have a general membership meeting. The Board of Directors may change the meeting date if announced one week in advance of the meeting.

The purpose of the annual meeting will include:

- A. Educational programs
- B. Transaction of MiSHE business and committee reports
- C. Introduction of new officers, board members, and President
- D. Membership votes on changes to the MiSHE Bylaws

## ARTICLE V **Committees**

### **Section 1. Committees**

MiSHE can identify ad hoc and standing committees. Committee chairperson's can be nominated by the Board and appointed by the president from any MiSHE member in good standing. Members who are not board members, may be asked to attend Board meetings to report on committee activity.

Ad hoc committees may be assembled at any time for any given purpose. The committee may have a specific objective and when the objective is met, the committee will dissolve automatically. All ad hoc committees will officially end September 30th each year and will need to be re-approved by the Board to continue into the next year.

## **Section 2. Standing Committees**

The following standing committees will be appointed by the Board President each year:

A. Advocacy

B. Annual Conference

C. Education

D. Newsletter

E. Membership

Each committee will include at least one member of the MiSHE Board. Regional chapters may have similar committees that interface with and may be made up of the same members.

## **Section 2. Regional Meetings**

Regional Chapter meetings are to be scheduled a minimum of two times per year. Minimally, regional meeting will consist of a business itinerary that includes: quorum count, treasurer's report, vote to accept the minutes, open discussion, and identifying the date of the next meeting. A quorum count of three is required to conduct official business and requires one officer and two members of the regional chapter.

## **ARTICLE VI Amendments**

### **Section 1. Amendment Procedure**

The affirmative vote of two-thirds of the Professional members present during the annual meeting, or another meeting called for such purposes, will be required to amend the Bylaws. Notices of a bylaws vote will be sent to the membership at least 30 days prior to the meeting at which the proposed change(s) will be voted upon.

## **ARTICLE VII Dissolution**

### **Section 1. Dissolution of Assets**

Upon the dissolution of MiSHE assets will be distributed to an exempt organization within the meaning of IRS 501 code, or the corresponding section of any future Federal Tax Code, or will be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of will be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association is located.