

# HTMA Ohio Bylaws

## **Article I - Name**

This organization shall be known as the Healthcare Technology Management Association of Ohio (HTMA Ohio).

## **Article II – Purpose**

The purpose of HTMA Ohio is to:

- **Provide** a forum for students and professionals involved in fields closely related to medical instrumentation to exchange experiences, information, and ideas to help improve the quality of patient care and further advancement of medical instrumentation.
- **Communicate** new instruments, techniques, standards, government regulations, and areas of mutual concern.
- **Support** the continuing education of it's members.
- **Promote** local service training by manufacturers of medical instruments and encourage others to enter fields involved with medical instrumentation.

## **Article III - Memberships**

### **Section 1.**

This organization shall enroll the following three (3) types of members:

**Members** - Includes Students, Clinical Engineers, Biomedical Technicians, Radiology Equipment Technicians, others employed in the repair of medical instrumentation, Healthcare IT, Plant Maintenance/Engineering, Doctors/Nurses, Vendors, Manufacturers, PACS administrators, Hospital administrators and managers or others employed in a field that impacts Healthcare Technology Management. **(Voting Member)**

**Corporate** - Organizations whose main purpose is to provide a service and/or produce a product related to the healthcare field. Membership includes a logo and link on website.

**Honorary Members** - Designated by the board for outstanding lifetime service and pay no annual dues.

### **Section 2.**

Membership dues shall be reviewed annually by the Board of Directors.

### **Section 3.**

All membership dues are to be paid at time of registration. Renewals are due annually in January. Members who join after June 30<sup>th</sup> pay half price for that year.

# HTMA Ohio Bylaws

## **Article IV – Meetings**

Meetings will be held with one month's notice. Meeting will follow Robert's Rules of Order, Latest Edition format.

## **Article V – Voting**

Only Members in good standing may vote. Each approved voting member is entitled to one (1) vote, which may be cast in person or by written proxy. A quorum will consist of 5% of voting members. Passage of voting issues will be by simple majority of those voting, unless otherwise indicated in these bylaws. Notice to the members will be given at least 30 days in advance for any issues that require a vote.

## **Article VI – Association Leadership**

### **Section 1.**

The Association will be governed by the Board of Directors, consisting of up to twelve (12) voting members in good standing, nominated and elected by secret ballot. The affairs, business, property and concerns of this Association will be vested in the Board of Directors for the benefit of the Association.

### **Section 2.**

The Board of Directors may be nominated, elected or dismissed by those voting members of the Association in good standing as hereinafter set forth.

### **Section 3.**

The powers and duties of the Board of Directors shall consist of, but not be limited to, the following:

- A. Carry out the purposes of the Association in accordance with the Bylaws.
- B. Devise and carry into execution such measures as they deem proper and expedient to promote the objectives of the Association for the benefit of the Association and its members.
- C. Call and hold regular and special meetings of the membership and of the Board at such times and place as they deem proper.
- D. Appoint all committees (Special or standing), including the Board of Directors, which will be the Officers of the Association and will consist of, but not limited to:
  - 1) President
  - 2) Vice President
  - 3) Secretary
  - 4) Treasurer
- E. Fix a schedule of fees and dues for membership

## HTMA Ohio Bylaws

- F. Audit bills and disburse funds in accordance with these Bylaws.
- G. Receive, hold, invest and re-invest any funds of the Association.
- H. Accept on behalf of the Association gifts of money, securities, or other property on such terms as the Board of Directors shall approve upon the advice of legal counsel, if necessary.
- I. Make an annual report to the Membership at the annual meeting giving a brief account of its stewardship and recommendations for the future.
- J. Enter into negotiations, employ agents, hire and dismiss employees, or make purchases in the name of the Association; contract for, lease, or purchase property or facilities for the use of the Association.
- K. Establish rules of conduct for members and a disciplinary code, which will become part of these Bylaws.
- L. Set up regulations for the use of the Association's property and equipment.
- M. Accept or reject for cause; suspend, expel or discipline members in accordance with Article V, Section 14.
- N. Appoint honorary members, bestow commendation, notice of appreciation, awards, or other honors as from time to time they deem proper.

### **Section 4.** Appoint vacant Board of Directors positions.

The officers will be selected by the Board of Directors from within their rank at the first board meeting after their election.

The powers and duties of the Association Officers shall be as follows:

- A. The President: Shall act as Chairman at the meetings, the Board of Directors, and the membership; shall be Chief Executive Officer of the HTMA Ohio and Ex-Officio Member of all committees with the right to vote; shall preside at all regular and special meetings; may call special meetings of the Membership, Board of Directors and Committees; Shall perform such other duties as are necessary and incidental to that office, including appointing of committee chairman, and members of HTMA Ohio to represent the Association to the public.
- B. The Vice President: Shall be deputy to the President and perform the duties of the President whenever the President is absent or if the President is unable to act; shall assume the Office of the President for the balance of the term if it should be vacated; shall be Ex-Officio Member of all Committees; Shall act as Chairman of the Education Committee.
- C. Secretary: Shall record and publish the minutes of all regular and special meetings of HTMA Ohio and its Board of Directors; shall be responsible for notifying all members that these special meetings are to be held, and upon due notice given by said Secretary shall be responsible for all correspondence and official notification of the Association; Shall act as Chairman of the Nominating Committee; shall carry into execution all orders, votes and resolutions of the Association when so directed; shall

## HTMA Ohio Bylaws

with the President prepare the agenda for all regular and special meetings of the Membership or the Board of Directors; shall in the absence of the President and Vice President, act as Chairman of any regular or special meeting of the Membership; shall be keeper of the Seal of the Association; shall manage the membership.

- D. The Treasurer: Shall keep an account of all monies received and expended for the use of the Association and shall make disbursements only upon vouchers approved in writing by the Board of Directors; shall deposit all sums received in banking institutions approved by the Board of Directors; shall make a report of the financial status of HTMA Ohio at all regular meetings of the Association or when called upon by the President or Board of Directors; shall in the absence of the President, Vice President and the Secretary, act as Chairman of any regular or special meeting of the Membership. The funds, books, vouchers and records in the hands of the Treasurer shall at all times be under the supervision of and subject to inspection by the Board of Directors. A financial statement will be provided to the Board of Directors at their regularly scheduled meetings.

Upon expiration of the Treasurer's term of office, or upon leaving that office for any reason, all books, monies, records and vouchers or any other property of the Association shall be delivered promptly to either the successor to that office or to the President.

There shall be an audit of the books of the Association at least once a year as of December 31st; and a special audit may be made whenever so ordered by the Board of Directors. This audit may be conducted by Certified Public Accountant, or as otherwise directed by the Board.

Funds, with the exception of Petty Cash, may be drawn only over the signature of the Treasurer or President.

- E. The Outgoing President: Will automatically become an Ex-Officio member of the Board of Directors for a period of one year upon completion of his term of office.

### **Section 5.**

The above officers and any others elected by the Board of Directors shall have such other authority and duties as may from time to time be prescribed by the membership.

### **Section 6**

The initial term of office of a member of the Board of Directors shall be as follows:

One half (1/2) of the Board shall be elected for a one-year term and one half (1/2) shall be elected for a two year term.

In subsequent years, One half (1/2) new members shall be elected for a two-year term.

Following the initial 2-year commitment, each officer has an annual option to opt in for another year. This opt-in must be put to a vote to the Board, with majority vote based on the number of cast votes deciding passage. This voting can be done by

## HTMA Ohio Bylaws

proxy, and in the event of a tie, the highest-ranking officer in attendance will break the tie.

### **Section 7.**

At the first regularly scheduled meeting of the Membership following the adoption of these Bylaws, nominations will be received from the Bylaws Committee for the purpose of electing the Board of Directors. Nominations may be made from the floor. After closing nominations, the Bylaws Committee will have a list of all nominees qualified to hold office made and distributed to all persons present.

An election by secret ballot shall be held to choose the Board of Directors. The nominees receiving the greatest number of votes will become Directors. In case of ties, similar run off election procedures will follow until all Directors have been selected.

All future elections will follow procedures defined in Section 13 through 16 of this Article.

### **Section 8.**

A Director may be removed for cause following a Hearing before the voting membership at a special meeting called solely for that purpose; by a closed ballot, two thirds (2/3) vote of the members present concurring, the Chairman and appellant abstaining. A quorum must be present.

### **Section 9.**

A Director may resign from the Board of Directors at any given time after fulfilling all obligations other than service of his entire term by giving notice in writing to the Board, which will act on it no later than the next meeting following its receipt. The resignation will not affect that member's standing in the Association.

### **Section 10.**

No member of the Board of Directors or member of committees, whether Executive, Ordinary or Standing will receive any salary or compensation for services rendered to HTMA Ohio unless previously contracted for by action of the Board of Directors; such action requiring a three fourths (3/4) vote of the Board members present at a Board meeting and ratified at the next general membership meeting by a majority of those voting members present.

### **Section 11.**

Should a member of the Board of Directors be absent from three (3) consecutive meetings of the Board without sending a communication to the President, Vice President or Secretary stating the reasons for absence, or if the communication be sent and found unacceptable by the Board, that Director's seat may be declared vacant by the Board of Directors and the Board of Directors may forthwith proceed to fill the vacancy by special election. The member so deposed will not lose membership in HTMA Ohio and may use the right of appeal as outlined in Article V, Section 20.

### **Section 12.**

Should any vacancy occur on the Board of Directors by reason of death, ill health, resignation or otherwise, it will be filled without undue delay by Special Appointment by

## HTMA Ohio Bylaws

the Board of Directors. Those so appointed will fill the vacancy for the unexpired terms of the previous occupant.

### **Section 13.**

Elections will be held annually at the regularly scheduled general membership meeting. Those elected will assume office the following January 1st.

### **Section 14.**

The Nominating Committee will submit a slate of nominees for the Board of Directors at the regularly scheduled general membership meeting each year. The Secretary will have a list of all these nominees drawn in ballot form and distributed to all members qualified to vote. Ballots will list nominees in alphabetical order. Nominations from the floor shall be accepted.

### **Section 15.**

Directors shall be elected by the top voted nominees.

### **Section 16.**

Voting may occur by proxy, with Directors not needing to be present to vote.

### **Section 17.**

Should an individual or organization be contracted to provide any of the normal duties of the Directors then those Directors will remain responsible for the execution of those duties by the contracted individual or organization. In the event of such contracted arrangement, the President will be the principle liaison between HTMA Ohio and the contractor.

### **Section 18.**

Members elected to the Board of Directors at an annual business meeting shall serve no more than 10 consecutive years and must step down for one (1) year before being considered for re-election to the Board of Directors. If no additional members are available to fill these spots, Board members may continue to serve indefinitely for no more than 10 consecutive years.

## **Article VII - Committees**

The Board of Directors will create committees as needed.

**Committee Memberships:** committee membership is open to any member in good standing. If a committee has more than five (5) members, the committee chairperson may remove from the committee roster any committee member for reasons of inactivity. Inactivity is demonstrated by failure to attend two (2) meetings in a row, or by failure to carry out reasonable assignments given by the committee chairperson. If a committee has more than twelve (12) members, the committee chairperson may restrict new membership. Any person removed from a committee is not eligible for re-appointment for a six-month period.

# HTMA Ohio Bylaws

## **Article VIII - Amendments**

Amendments to these Bylaws shall be instituted by a two-thirds (2/3) majority vote of the membership present at a regular meeting or via proxy. Notice of action to amend these bylaws shall be included in at least one (1) meeting notification prior to the vote.

## **Article IX – Dissolution**

Anything to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to such as will qualify it as an exempt organization under Internal Revenue Code Section 501 Subdivision (c) 3 including, for such purposes, the making of distributions to other organizations that so qualify.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties, or assets of this corporation, or dissolution or otherwise, shall inure to the benefit of any private person or individual or any member, officer, or trustee of this corporation, and on liquidation or dissolution all properties and assets of this corporation remaining, after paying or providing for all debts and obligations, shall be distributed and paid over to such fund, foundation, or corporation organized and operated as a tax exempt organization under Internal Revenue Code Section 501 Subdivision (c) 3, or as the same may be amended.