



2022 WSSHE Bylaws

ARTICLE 1 – Name and Purpose

Section 1. Name

The name of this statewide, nonprofit organization shall be the “Washington State Society for Healthcare Engineering” (WSSHE) hereinafter known as the Society.

Section 2. Purpose and Objectives

The Society is organized for educational purposes. The main objective shall 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 members to exchange ideas relating to facilities.
- D.** Promoting communications between the Society, Washington State Hospital Association and American Society for Healthcare Engineering, Society chapters and related organizations.
- E.** Encouraging communication with regulatory and accreditation agencies to create a better understanding of, and to influence the development of, necessary codes and standards relating to the physical plant which are consistent with state-of-the-art engineering principles.
- F.** Promoting the professional development and recognition of the Society and its members.

ARTICLE II – Membership, Dues, Voting Privileges, and Chapters

Section 1. Types of Members

Membership in the following categories is available to individuals who support the Society’s Mission, Vision and Values.

- A. Professional Members** - Professional membership in the Society shall be available to those individuals who are actively employed in or by healthcare related facilities (those that provide patient care), and who have responsibility in healthcare facility operations (e.g. facilities management, plant engineering, design/construction, security, safety, clinical engineering, contracted facility managers and telecommunications. Professional members may vote, serve on committees, and hold office.
- B. Business Partners** – Business Partners in the Society shall be available to those individuals or representatives that provide professional, technical, and consulting services or sell products or services to Professional members, but whose employers are not healthcare providers (providing patient care). Qualifying members include planners, consultants, architects, interior designers, consulting engineers, manufacturers, vendors, sellers of contracted services, and federal, state and local healthcare facilities inspectors. Business Partner members may vote and serve on committees but may not hold office.
- C. Honorary Members** - Honorary membership may be granted to such persons of distinction as are deemed worthy by the Board of Directors. A Society Chapter must submit nominations for Honorary memberships. Honorary members may participate in meetings of the chapters and general membership and shall have the same privileges as a Business Partner member.
- D. Retired Members** - Retired membership in the Society shall be available to those individuals who have retired from positions which qualify for either Professional or Business Partner membership. Retired members may vote and serve on committees but may not hold office unless they are a current CHFM, FASHE, or SASHE.

Section 2. Establishment of Membership

Membership in the Society shall become effective upon receipt of an application to the Society’s Membership Coordinator or Treasurer from a qualified individual who has paid initial membership dues.

Section 3. Transfer of Membership

Membership in the Society is individual in nature and may not be transferred to or shared with another person.

Section 4. Termination of Membership

A. Resignation: A member may at any time resign from the Society in writing to the Society's President.

B. Suspension or Expulsion: The Society's Board of Directors may suspend or expel any member for cause at any time after giving such member the opportunity for a hearing before the Board of Directors. Such a hearing shall be conducted in a manner to provide the member due process. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of a quorum of the Board of Directors. For purposes of this subparagraph, the term 'for cause' shall include, but not be limited to any of the following:

1. Any violation of the Bylaws
2. Any conduct on the part of a member who is prejudicial to the interests and welfare of the Society and its members.

C. Loss of eligibility: Membership of any person who, because of change of position or employment, is no longer eligible for membership in the Society shall 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.

D. Non-payment of dues: Membership of any person who is 45 days in arrears in the payment of annual dues will be automatically terminated. Reinstate of membership must be made by submittal of a new application and dues.

Section 5. Dues

A. The Board of Directors shall establish annual dues for members of the Society. Dues shall be payable by January 1 of each year except for Honorary members who will not be required to pay dues. Dues will be requested (starting) December 1 for the following year.

B. No portion of the dues paid by any member shall be refundable because of termination or change of membership. Any funds or property that may be donated to further the work or programs of the Society shall become the property of the Society but shall be used for the purpose designated by the donor and approved by the Society's Board of Directors.

Section 6. Chapters

A. The Society consists of three geographical chapters in the State of Washington

1. Eastern Chapter – All members employed in the area east of the Cascade Mountain crest.
2. Puget Sound Chapter – All members employed in the area west of the Cascade Mountain Crest and north of the King/Pierce County line. This area also includes Island County.
3. Southwest Chapter – All members employed in the area west of the Cascade Mountain crest and south of the King/Pierce County line. This area also includes the Olympic and Kitsap Peninsulas.

B. Each chapter shall be governed by these Bylaws, but may conduct separate meetings, maintain their own financial accounts and hold business meetings as their individual policies and procedures allow. All Chapter financial reports will be presented (electronic acceptable) to the Society's Treasurer on an annual basis for filing of IRS forms or as directed. Chapter activity reports provided at each regularly scheduled State BOD's meetings.

C. Membership in the Society equates to membership in all Chapters. However, dues that are collected will be distributed to the Chapter in which each member is employed. This determination shall be decided by the Membership Coordinator based on the area described above. In case of ambiguity, the Treasurer will make the final decision.

ARTICLE III – BOARD DIRECTORS AND OFFICERS

Section 1. Board of Directors

The Board of Directors of the Washington State Society for Healthcare Engineers shall consist of 12 Professional Members; the President, the immediate Past-President, the Secretary and/or Treasurer, and three designated representative Professional members (and at least two alternates) from each Chapter.

A. The Board of Directors' terms of office will be two years, starting at the close of the Annual meeting, with terms staggered. Each Chapter shall select their representatives and submit the names to the State President by August 1.

B. The duties of the Board of Directors will be to develop policies and procedures for membership approval, elect/approve the State President and President-Elect, select the Secretary/Treasurer, and provide direction to the standing and special committees.

C. Eligibility

1. Only Professional members of the Society who are in full compliance with these Bylaws, and have been members for three or more years, shall be eligible to serve on the Society's Board of Directors.
 - a. In addition to the above eligibility requirement, the State President-Elect shall have served in a leadership role as a state or chapter officer.
2. Retired Members who are current CHFM, FASHE, or SASHE are also eligible.

Section 2. President, President-Elect, and Immediate Past President

At each annual meeting of the Society, the President-Elect will automatically become the President, the President will become the Immediate Past President—The new President-Elect will be selected by the rotating chapter (Eastern, Puget Sound, Southwest).

- A.** Each term of office shall be one year, with total term (President-Elect, President, Immediate Past President) three years in duration.
- B.** The President shall preside at all meetings of the Board of Directors and of the general membership and shall appoint any special committees.
- C.** The President-Elect shall preside at meetings in the absence of the President and shall assume such duties as assigned by the President.
- D.** As part of their role of office, the President and President-elect shall attend the Annual ASHE conference. All expenses not paid by ASHE to attend this conference shall be paid by WSSHE.
- E.** The primary role of the Immediate Past President is to advise the President and President-Elect, as well as to coordinate the preparation and submission of records (such as the ASHE affiliation package) covering the previous year.

Section 3. Secretary/Treasurer

- A.** The Secretary/Treasurer shall be recording officer of the Society, shall receive and disburse funds as approved by the President on behalf of the Society, and shall act as corresponding secretary at the direction of the President and for the Board of Directors.
- B.** The Secretary/Treasurer shall also assist in compiling the membership lists to be updated each year and shall disperse all funds accordingly to the Chapters.
- C.** The Secretary/Treasurer shall draft a budget for adoption by the Board at the annual meeting.
- D.** The Secretary/Treasurer will oversee and direct any Management Services Contractor to collect and distribute funds.
- E.** The Secretary/Treasurer term of office will be two years starting at the close of the Annual meeting. The Secretary/Treasurer is elected by the Board of Directors and may be re-elected at the end of this term.

ARTICLE IV – MEETINGS

Section 1. Business Meetings

Business meetings of the Board of Directors shall be held at least quarterly at the call (electronic acceptable) of the President or at the request of a majority of the Board members. Meetings can be conducted in person, virtually or combination thereof.

Section 2. Membership Meeting

Annual membership meetings of the Society occur at least once during the year on a date fixed by the Board of Directors and announced at least 60 days in advance of the meeting (either electronically or by postal mail). The purpose of the meeting shall include:

- A.** Transaction of business and committee reports
- B.** Introduction of new Board members
- C.** Installation of Board Officers
- D.** Annual report from all Chapters

Section 3. Robert's Rules of Order

Robert's Rules of Order shall govern this Society in all cases to which they may be found applicable and not inconsistent with the Bylaws of this Society.

Section 4. Quorum

A quorum shall consist of at least six standing Board Members at Board of Directors Meetings. A quorum shall consist of at least 20 percent of eligible Society voting members at general membership meetings. Proxy voting shall not be permitted.

ARTICLE V – COMMITTEES

Section 1.

- A. There shall be standing committees and special committees as may be established and appointed by the President and approved by the Board of Directors.
- B. The President may establish or amend the committees during his term of office. Committee chairs can be Professional or Business Partner Members.
- C. Committee Chairs may be asked to attend other educational conferences and meetings. Associated expenses will be covered by WSSHE if approved by the Board of Directors per the 'WSSHE Travel and Expense Reimbursement Policy'.
- D. Potential committees include, but not limited to:
 - a. Administration
 - b. Advocacy
 - c. ASHE Liaison
 - d. By-Laws, Policy and Procedures
 - e. Communication/Website governance
 - f. Education
 - g. Financial Review
 - h. Scholarship
 - i. Sustainability
 - j. Strategic Planning
 - k. Membership

ARTICLE VI – POWERS

Section 1.

- A. The affairs of the corporation shall be managed by the Board of Directors (BOD).
- B. The BOD has the power to further exercise any powers of a nonprofit corporation allowed by statute (current edition of RCW Chapter 24.03A) or the governing documents.
- C. The BOD shall have the power to employ an independent contractor, or other such personnel as the BOD deems necessary, and to prescribe their duties.

Section 2.

Each Chapter's policies and procedures shall be created and/or reviewed by the Society's Bylaws, Policy and Procedures Committee and approved by the State Board of Directors at a frequency determined by the same. All Chapter members, officers, directors, and staff shall adhere to these policies and procedures:

- A. State Policies, Procedures and Plans
 - a. WSSHE Annual Business Plan
 - b. Travel & Expense Reimbursement Policy.
 - c. Board of Directors and Committee Chair Plan
 - d. Website Governance and Procedures.
 - e. Job Descriptions: WSSHE State Business Partner Advocate
 - f. WSSHE Strategic Plan
 - g. WSSHE Conference Roles and Responsibilities
- B. Eastern Chapter Policies and Procedures
- C. Puget Sound Chapter Policies and Procedures
- D. Southwest Chapter Policies and Procedures

ARTICLE VII - SCHOLARSHIPS

Section 1.

The Society has a special relationship with two independent 501 (c) 3 non-profit corporations, those being the Mac McKenzie Scholarship Fund and the Pete Peterson Scholarship Fund. These corporations are controlled by separate and independent Board of Directors, but they exist to benefit all eligible Professional WSSHE members. In order to coordinate scholarship opportunities, WSSHE shall establish a Scholarship Committee/Chair to be the liaison between WSSHE and the two funds.

ARTICLE VIII – INDEMNIFICATION

Section 1

The Society shall indemnify its Directors, officers, and duly appointed committee Members to the fullest extent permitted by the Washington Nonprofit Corporation Act as the same exists or may be hereinafter amended.

ARTICLE IX – AMENDMENTS

Section 1.

The affirmative vote of two-thirds of the eligible Society voting members voting at the annual meeting, or other meeting called for such purpose, or by mail or electronic ballot, shall be required to amend these

by laws. Notices of such a proposal shall be sent to the membership at least 30 days prior to the meeting at which the proposed change will be voted upon.

ARTICLE X – DISSOLUTION

Section 1.

Dissolution of the Society shall require an affirmative vote of two-thirds of the eligible Society voting members voting at the annual meeting, or other meeting called for such purpose. Two notices of such a proposal shall be sent to the membership at least 60 days and 30 days respectively prior to the meeting at which the dissolution shall be voted upon. Upon and affirmative dissolution vote, the Board of Directors shall assure that all fund balances of the Society are donated to the American Society for Healthcare Engineering (ASHE). Electronic voting and meeting call acceptable.

Approved October 18, 2002 State Membership Meeting, Wenatchee, Washington
Board of Directors approved draft changes to membership, August 3, 2007.

Approved by Membership April 26, 2008

BY LAWS AMENDED October 16, 2009 (Article II, Sec. 5) (Article II, Sec. 6)

**BY LAWS AMENDED October 5, 2012 (Article II, Sec. 1) (Article II, Sec. 2) (Article II, Sec. 3)
(Article II, Sec. 4) (Article II, Sec. 5) (Article II, Sec. 6) (Article III, Sec. 1) (Article III, Sec. 2) (Article III, Sec. 3) (Article IV, Sec. 1) (Article IV, Sec. 4) (Article V, Sec. 1) (Article VII, Sec. 1) (Article VIII, Sec. 1)**

BY LAWS AMENDED September 12, 2016 (Article II, Sec.1, D) (Article III, Sec.1, C, 1a, 2) (Article III, Sec.3, D, E) (Article V, Sec.1, A, B, C, D, E) (Article VI, Sec.1, Sec.2) (Article VII, Sec.1) (Article VIII, Sec.1)

**BY LAWS AMENDED September 12, 2022 (Article II, Sec. 1) (Article II Sec. 1, B) (Article II, Sec. 5, A)
(Article II, Sec. 6, B) (Article III, Sec. 2) (Article IV, Sec. 1) (Article V) (Article V, Sec. 1, A) (Article V, Sec. 1, B) (Article V, Sec. 1, C) (Article V, Sec. 1, D) (Article VI, Sec. 1, B) (Article VI, Sec. 2) (Article VI, Sec. 2, A, a, b, d, e, f, g) (Article VII, Sec. 1) (Article X, Sec. 1)**