



Constitution and Bylaws of The Oklahoma Association of Healthcare Engineers

ARTICLE I

NAME - this organization, formed in Oklahoma City, August 13, 1970, shall be known as the Oklahoma Association of Healthcare Engineers (OAHE).

DEFINITION - Healthcare Engineers shall encompass and include Facilities Engineers, Stationary Engineers, Clinical Engineers and Safety Management.

ARTICLE II

OBJECTIVES - the objectives of the Association shall be:

1. To advance and advocate the use of sound, safe, effective and efficient engineering principles in all Oklahoma Healthcare facilities.
2. To encourage closer cooperation among Healthcare engineers, thereby furthering more effective individual and group contribution to optimum patient care.
3. To serve as a forum for exchange of information, ideas, and experiences concerning everyday problems of Healthcare engineers.
4. To promote education within the Healthcare engineering fields.

ARTICLE III

MEMBERSHIP

Section 1

Eligibility - individuals eligible for membership in the Association shall be:

1. Members - those employed by Oklahoma Healthcare institutions in the fields of Healthcare engineering and those government employees providing direct support to these institutions. Those working for Healthcare institutions under management contract for engineering or safety management are also eligible.
2. Associate/Vendor Members - any applicant for membership who does not qualify as a "Member" or "Honorary Retired Member". This membership status is intended for those

providing products and/or services to Healthcare institutions in support of engineering and safety activities. Support services may include (but are not limited to) construction, consulting, design and maintenance. Also neighboring state institutions are also eligible to become associate/vendor members.

1. Honorary Retired Membership - granted, upon a majority vote of the membership, to any member in good standing who has been a member for five years immediately prior to retirement. This lifetime membership will entitle the member to all the rights and privileges of full membership, with the exception he or she cannot hold office with current membership, but can be a member of the past Presidents council.

Section 2

Voting – all paid members as classified under Article III shall have the power to vote.

ARTICLE IV

MEETINGS

Section 1

General meetings- at least three meetings per year will be called by the President and announced to the membership on a timely basis. Each meeting will be held in conjunction with an education seminar, or will include an opportunity to visit a Healthcare facility. Intent is that each meeting provides an opportunity to conduct essential business of the Association and to provide training for individuals who attend. Time and place for each meeting will be arranged or approved by the President, and the program coordinator will distribute notice to membership.

A fall meeting is normally scheduled in conjunction with the annual meeting of the Oklahoma Hospital Association. A separate spring meeting, and a summer conference will be held each year of which one will be the Annual Conference and Trade Show.

Section 2

Officer's meetings - the officers of the Association shall meet quarterly, or as deemed necessary by a majority of the officers.

Section 3

All members of the board of directors are authorized to attend one meeting of the American Society for Healthcare Engineering and may be reimbursed as dictated by the annual budget.

ARTICLE V

OFFICERS

Section 1

Eligibility - each elected officer shall be an active paid member of the Oklahoma Association of Healthcare Engineering for a period of 3 years, excluding vendor program chairman.

Section 2

Number

The corporation shall have a minimum of three officers and collectively they shall be known as the board of directors.

Section 3

Qualifications

Officers shall be of the age of majority in this state.

Section 11

Quorum for Meetings

A quorum shall consist of a majority of the members of the board of directors.

Section 4

Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 5

Election of Officers - the officers shall be President, Vice-President, Treasurer, Secretary, 1 Member Program Coordinator and 1 Vendor/Associate Member Coordinator.

The President shall fill any vacancies by appointment, from the current active membership or past Presidents council with a majority approval of the current officers.

Section 6

Term of Office shall be 5 years progressive starting with election as Member Program Coordinator, the Member Program Coordinator shall be elected on an annual basis. The Vendor Program Coordinator shall be for two years. Newly elected officers will assume their respective offices at the close of the fall meeting.

Section 7

Succession of Board Members:

Year 1 - Program Chair

Year 2 - Treasurer

Year 3 - Secretary

Year 4 - Vice President

Year 5 - President

Year 6 - Past President

The goal of OAHE is to provide training workshops for Healthcare related certifications newer members and continuing education units for seasoned members.

Section 8

It shall be the duty of the officers to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their addresses with the secretary of the corporation, and notices of meetings emailed or telegraphed to them at such addresses shall be valid notices thereof.
6. The officers shall meet on call of the President and shall have authority to make policy decisions for the Association; to approve the annual budget, to establish and review the bylaws for the Association, and to approve, modify or disapprove reports, resolutions or actions of officers or committees of the association.
7. Prior to each scheduled election, the then existing officers will serve as a nominating committee to identify qualified individuals who have demonstrated their interest in OAHE and who are willing to serve as officers. These individuals will then be recommended for consideration by the membership. Nominations may also be made from the floor.

Section 9

Duties of the President

1. Provide the Secretary with a Welcome Letter to be placed in each Newsletter.
2. Start all meetings.
3. Approve expenditures.
4. Sign certificates for those members attending meetings.
5. Represent OAHE at ASHE, NFPA or ASHRAE meetings.
6. Coordinate all local chapter activities.
7. Work with the past presidents and the current membership on any bylaw changes.
8. Establish timetables for creating newsletters and meeting dates.

9. Delegate duties to other officers as required.
10. Coordinates with all officers to insure bylaws are followed.
11. Present awards.
12. Coordinate process to select scholarship fund recipients.
13. Reviews financial reports with Treasure prior to fall meeting.
14. Presents a State of the Association report to the membership at the spring meeting. To include, but not limited to Membership status, financial report, Scholarship update, and ASHE awards

Section 7

Duties of the Vice President

1. Assist the board in organizing and coordinating all chapter activities.
2. Coordinates picture taking at meetings. Send photos to Secretary to be incorporated into OAHE website and/or newsletter.
3. Assists other officers as required.
4. Sets up upcoming year's Calendar of Events by the next scheduled fall meeting.
5. Sets up hospitality room.
6. Coordinates presentation of outgoing president's recognition.
7. In the absence of the President, the Vice-President will assume those duties. In the absence of both officers the Past President Council Chairman will assume those duties.

Section 8

Duties of the Treasurer

1. Responsible for working with the OHA on the accountability of funds and all board members with year to date financial statement.
2. Approve expenditures.
3. Presents treasurers report at fall all board meetings.
4. Provides information for annual budget to the board. Information to include projected cost for association activities. The report must be sent to the acting president prior to the Spring Meeting.
5. Assist Secretary with pre-registration at all meetings.

Section 9

Duties of the Secretary

1. Ensure that all OAHE newsletters are sent out in a timely manner. Assembles all information to be included in the newsletter.
2. Work with the Management Company in providing pre-registration materials at all meetings. Including name tags and list of attending members/vendors.
3. Makes out certificates for meeting attendees.
4. Provide the board with a current membership list from the Management Company
5. Is responsible for updating bylaws that are approved by the membership at the fall meeting.

6. Coordinate all updates for the website. This will include but is not limited to: Newsletters, Board Member contact list, registration forms, vendor links, ASHE news release, and pertinent information for the Association.
7. Provide Management Company a list of retired members to be given lifetime membership.

Section 10

Duties of the Program Coordinators

1. Solicits and arranges for speakers, covering current codes, standards, laws, by utilizing members in good standing with the association, state and federal government, ASHE, OSHA, EPA as resources.
2. Organizes spaces for trade show. Ensure the needs of the vendors are met.
3. Sends information to secretary in a timely manner for newsletter and website.
4. Submit a list of vendors that will require nametags to the Secretary.
5. Introduces all speakers.

Section 11

Duties of the Past President

1. Must have at least one meeting per year with the past president's council and current officers.
2. Assists president and vice-president with ASHE activities.
3. Attend all current chapter board meetings.
4. Prepares required ASHE forms with the help of current board and Past President council for chapter recognition awards. This must be completed before March 1.
5. Coordinate all activities of the Past Presidents Council.
6. In the event that a Board President resigns the Past President Chairman will call a meeting of the Past President Council. The Past President Council will elect a Past President to assume the role of President for the remainder of the term.
7. The President may call upon the Past President Council to fill open seats on the Board for the remainder of the term or until the seat is filled by the members of the association.

Section 12

Compensation

Officers shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 8 of these bylaws.

Section 15

Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16

Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17

Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE VI

COMMITTEES - the President may appoint committees as required to plan for or to conduct activities of the Association.

Section 1

A standing committee shall be the past president's council. The council shall be made up of any/or all past presidents of OAHE. The chairman shall be the immediate past president unless that president is not an active member, in which case the last available past president will be chairman, and shall be a voting member on the board of directors. The council shall meet at least once per year. The chairman shall attend officers meetings. The council shall be an advisory committee to the officers of OAHE, providing continuity to the planning and operation of the organization.

ARTICLE VII

NEWSLETTER - a newsletter for the Association shall be published quarterly and distributed to all member categories. The newsletter shall include letter from President and other officers reporting meeting information and reports, member news, safety alerts and pertinent information for the Association.

ARTICLE VIII

DUES - annual dues for the Association shall be determined by the Board of Directors. The membership year shall be annual, effective January 1 through December 31. \Membership dues collected October, November, and December shall be applied to membership for the next calendar year.

ARTICLE IX

TERMINATION OF MEMBERSHIP

Section 1

Resignation - any member may resign at any time upon written request to the President or Secretary, but no dues will be refunded.

Section 2

Dues delinquency - the membership of a member, who has not paid his/her dues in 12 months, shall be terminated.

ARTICLE X

MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1

Application and procedure for membership - to become a member of this association an application form must be completed and payment submitted by January 1.

ARTICLE XII

IRC 501(c) (6) TAX EXEMPTION PROVISIONS

Section 1

Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2

Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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 of this corporation.

Section 3

Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XIV

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 1

Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2

Definitions

1. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3

Conflict of Interest Avoidance Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4

Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5

Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

1. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
2. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - a. is not the person who is the subject of the compensation arrangement, or a family member of such person;

- b. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - c. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - d. has no material financial interest affected by the compensation arrangement; and
 - e. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
3. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
- a. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 - b. the availability of similar services in the geographic area of this organization;
 - c. current compensation surveys compiled by independent firms;
 - d. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

4. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
- a. the terms of the compensation arrangement and the date it was approved;
 - b. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 - c. the comparability data obtained and relied upon and how the data was obtained;
 - d. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
 - e. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 - f. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate

in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

- g. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. has received a copy of the conflicts of interest policy;
2. has read and understands the policy;
3. has agreed to comply with the policy; and
4. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7

Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8

Use of Outside Experts

When conducting the periodic reviews, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XV

AMENDMENTS - these bylaws may be altered, amended or repealed on recommendation of the officers, past presidents' council, by a two-thirds vote of the attending members at any meeting.

Revisions:

March 2016

April 2015

November 2012

August 2010