

ACCE Bylaws (Revised October 2016)

ARTICLE I: NAME

The name of this non-profit organization will be "American College of Clinical Engineering", hereinafter referred to as "the College". The College will also be known by the abbreviation "ACCE".

ARTICLE II: PURPOSE

1. To establish a standard of competence and to promote excellence in Clinical Engineering practice.
2. To promote safe and effective application of Science and Technology to patient care.
3. To define the body of knowledge on which the profession is based.
4. To represent the professional interests of Clinical Engineers.

ARTICLE III: MEMBERSHIP

1. CATEGORIES

There shall be five (5) categories of membership: Individual, Fellow, Emeritus, Associate, and Candidate, all with the respective rights and privileges as herein described.

2. MEMBERSHIP CRITERIA

Applicants and those seeking admission or advancement in the College shall meet such standards, requirements, and qualifications as are established and approved by the Board. The standards, requirements, and qualifications for the Individual, Fellow, Emeritus, Associate, and Candidate membership categories are set forth in the *Regulations Governing Admission and Advancement* which have been developed and modified from time to time by the Membership Committee and are subject to review, amendment, and endorsement by the Board. Notice of any proposed change in the *Regulations Governing Admission and Advancement* shall be provided to the Individual, Fellow, Emeritus members not less than twenty nor more than sixty days prior to the effective date of such change.

A. Individual

An applicant for Individual member who meets the standards, requirements and qualifications established by the Board and whose application has been approved by the Membership Committee shall be admitted to the College as an Individual.

B. Fellow

An Individual member may be advanced to the status of Fellow upon meeting such standards, requirements and qualifications as are established and approved by the Board. Advancement of an Individual to the status of Fellow shall be voted and approved by the Membership Committee.

C. Emeritus

An Individual or Fellow member may be advanced to the status of Emeritus by application and meeting such standards, requirements and qualifications as are established and approved by the Board. Advancement of an Individual or Fellow member to the status of Emeritus shall be voted by the Board upon recommendation of the Membership Committee.

D. Associate

An applicant for Associate member who meets the standards, requirements and qualifications established by the Board for Associate but does not otherwise meet the qualifications for Individual and whose application has been approved by the Membership Committee shall be admitted to the College as an Associate.

E. Candidate

An applicant for Candidate who meets the standards, requirements and qualifications established by the Board for Candidate but does not otherwise yet meet the educational or experience qualifications for Individual and whose application has been approved by the Membership Committee shall be admitted to the College as a Candidate.

3. VOTING

Only Individual, Fellow, and Emeritus members in good standing are entitled to vote on matters presented to the College membership.

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ARTICLE IV: BOARD

1. Responsibility for management of the College is vested in the **Board**, which consists of ten (10) members: the President, the President Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and four Members-at-Large. Board Members will be elected as specified in these Bylaws. Each member of the Board is entitled to one (1) vote.

2. Officers:

Officers are elected from the Individual and Fellow membership.

A. President

The President presides at all meetings of the College and the Board. The President is responsible for carrying out all orders and resolutions and is authorized to bind the College on matters approved by the Board

B. President Elect

The President Elect performs all duties of the President whenever the President is absent or otherwise unable to perform these duties. The President Elect will oversee the Member Services and Education functions including implementation of ongoing strategic objectives approved by the Board in these areas. The President Elect will perform other duties as requested by the President or the Board. After completing a term as President Elect, the President Elect shall become the President, unless the President is elected for a second term. In such a case, the President Elect is eligible to serve an additional term as President Elect. In the event that the President Elect can not assume the role of President at the end of his or her term as President Elect, a new President shall be elected from current members of the Board. The Immediate Past President and officers, other than the President, are eligible for this election.

C. Vice President

The Vice President will oversee the Marketing/Advocacy functions and other duties as requested by the President or the Board.

D. Secretary

The Secretary is responsible for keeping minutes of all membership and Board meetings. The Secretary also coordinates the membership roster, and is responsible for all notices sent to the College's membership and Board. The Board may engage a Secretariat to carry out the clerical functions of the Secretary, except for the recording of meeting minutes. The Secretariat shall report to the Secretary.

E. Treasurer

The Treasurer is responsible for the receipt, disbursement, and record keeping for all of the College's funds. The Treasurer will present an accounting of income, expenditures, and fund balances at all Board meetings and the Annual Membership Meeting(s). The Treasurer will disburse funds only in accordance with policies established by the Board. The Treasurer will present an annual written summary of the College's financial status to the membership. The Board may engage an outside accountant or bookkeeper to carry out the clerical functions of the Treasurer, under the direct supervision of the Treasurer, who remains responsible for the prudent management of the assets of the College.

F. Immediate Past President

The President will become the Immediate Past President upon completion of the President's term of office. The Immediate Past President chairs the Nominating Committee.

3. Members-at-Large

Four (4) Members-at-Large are elected from the Individual and Fellow membership. Each Member-at-Large serves a two-year term. The Nominating Committee will try to ensure that in any one election only 2 Members-at-Large positions are being filled. Vacancies and special exceptions will be reviewed and approved by the Board.

4. Vacancies

Any office declared vacant by the Board, whether through resignation, death, disability, or inactivity, will be filled by the Board through appointment. New appointments will fill the term being vacated.

If the office of Immediate Past President becomes vacant, the Board will appoint a new Immediate Past President from among the former Presidents of the College. If none of the former Presidents are willing to serve, an appointment will be made from among the Fellows of the College.

All Board Members are expected to attend meetings regularly. If unable to attend a scheduled meeting, Board Members are expected to notify the President and the Secretary in advance of the meeting. If a Board Member misses two consecutive meetings without giving prior notice, the President or Immediate Past President will attempt to contact the Board Member by email and/or text for an explanation. If no response is received and/or the Board is not satisfied with the response, the Board has the option to declare the office vacant.

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5. Board Meetings

- A. A majority of Board Members must be represented at a meeting to conduct business. Board Members may be represented either through actual presence at a meeting, in person or by tele-presence (e.g internet or telephone) .
- B. Emergency actions may be taken by the President whenever necessary to protect the assets or reputation of the College. If this becomes necessary, the President must consult with as many other Board members as practical before taking such emergency action. After such action is taken, the President must notify all Board members within five days. Transmission of a facsimile message, text or e-mail will be considered adequate notification under the provisions of this section.
- C. Any Board member may email a proposed motion to the Secretary in between Board meetings for adoption. Once seconded by a second Board member, the Secretary shall email or otherwise electronically poll the Board. In the absence of any negative votes, or requests to hold the motion for the next Board meeting, the motion will be considered adopted if a majority of the board votes affirmative. When this happens, the Secretary shall record the motion and on the agenda for the next scheduled Board meeting; and record the motion and vote in the minutes for that Board meeting.

6. Executive Board

An Executive Board, composed of the President, Immediate Past President, President Elect, Vice President, Secretary, and Treasurer shall meet as needed between scheduled Board meetings to facilitate the conduct of the business of the College. Executive Board meetings may be in person, internet meeting, or by conference call. The Executive Board may make recommendations to the Board and may take actions when the favorable vote would otherwise constitute a majority vote of the full Board.

7. Corporate Representative

The Board will designate a voting member resident of the State of Washington to be its Corporate Representative within that state, to fulfill all the legal obligations required by that state. The Corporate Representative may hold another office in the College. The Corporate Representative is not a member of the Board (except by virtue of any other office held by that person), and has no responsibility for the governance of the College.

ARTICLE V: ELIGIBILITY AND TENURE OF OFFICERS

- 1. Officers and Members-at-Large must be members of the College in good standing at the membership level of Individual or Fellow.
- 2. No officer or Member-at-Large may hold more than one office at a time.
- 3. The President, President Elect, and Vice President will serve for a one-year term of office.
- 4. The Secretary and Treasurer will serve for a two-year term of office.
- 5. All Members-at-Large will serve for a two-year term of office.
- 6. The President, President Elect, and Vice President may serve two consecutive terms if elected for the office again.
- 7. The Secretary and Treasurer may serve two consecutive terms, if elected to the office again
- 8. Member-at-Large may serve two consecutive terms, if elected to the office again.
- 9. A partial Term of Office assumed by appointment to the Board will not be considered a term under the provisions of this article.
- 10. The Term of Office of an elected Board Member begins with the August Board meeting, which shall be a joint meeting of the old and new boards.

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ARTICLE VI: VOTING and ELECTIONS

1. Each Individual, Fellow and Emeritus member in good standing is entitled to one (1) vote on any business coming before meetings of the College, and in elections.
2. Votes may be cast in person, by written proxy, or by absentee ballot. The Board will establish policies to assure the validity of proxies or absentee ballots.
3. One-fifth (1/5) of the total number of Individual, Fellow and Emeritus members in good standing must be represented at a meeting in order to conduct official business. Members may be represented whether through actual presence at a meeting, through a proxy assigned to another member, or through an absentee ballot presented to either the President or Secretary. A proxy or absentee ballot must contain a signature (either actual or facsimile) or an e-mail of the Member. The validity of a proxy or absentee ballot will be determined by the officer presiding at the meeting.
4. A simple majority of those voting is required to approve motions.
5. Elections are conducted annually for Board Members, in coordination with the report of the Nominating Committee, Elections will take place during the month of July.
6. A notice of a scheduled election will be sent to the membership via mail or e-mail no less than sixty (60) days prior to the scheduled election and will include a request that any additional nominations by eligible members be made within twenty-one (21) days of receipt of that election notice. The Nominating Committee will confirm that any person nominated by a member is eligible for office, and is willing to serve if elected and attend Board meetings. Upon confirmation, these nominees will be added to the ballot.
7. The Secretary will email election ballots to all Individual, Fellow and Emeritus members in good standing between July 1 and July 15th. Members will be allowed fifteen (15) days after the mailing or e-mailing of the ballots to return them. The Secretary will count the ballots and notify the Board and all candidates of the results no earlier than July 22nd and no later than August 7th.

ARTICLE VII: FISCAL CONTROL

1. The Board controls all fiscal matters. Its actions are subject to review by the College membership.
2. The fiscal year will be the calendar year.
3. Dues are set annually by the Board, at a level consistent with an annual budget of expenditures and income, as well as other policies adopted by the Board.
4. The Board will establish a membership year consistent with the fiscal objectives of the College.
5. Members who are up to date on their dues and other financial obligations shall be considered a member in good standing. A ninety (90) day grace period after the sending of annual membership dues shall be allowed before a member is considered to be not in good standing.
6. The Board shall establish procedures for, and frequency of, financial audit(s) including..

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ARTICLE VIII: MEETINGS

1. A Membership Meeting will be held at least annually. The date and location of the Annual Membership Meeting shall be determined by majority vote of the Board. Notification to members of the Annual Membership Meeting date, time and location shall be made by the Secretary, or Secretariat at least 90 days prior to the meeting date by either e-mail, or written notice on the organization's website or in the organization's official publication(s) .
2. Board meetings will be held at least quarterly.
3. Special meetings of the Board can be called by the President, or upon written request of three members of the Board.
4. The Secretary shall e-mail a notification of an upcoming Board meeting to all members of the Board of Board meetings at least 15 days in advance for regularly scheduled Board meetings and at least 3 days in advance for special Board meetings .
5. Special meetings of the College may be called by the President or upon written request of at least one-fifth (1/5) of the voting members.
6. Written notification of any Special Meetings must be made to the membership by either mail, telephone, facsimile transmission, e-mail, or written notice on the organization's website or in the organization's official publication(s) at least thirty (30) days prior to the meeting date.
7. Parliamentary procedures to be followed in business meetings of the College, its Board, and its committee's will be those specified in "Robert's Rules of Order, Revised".

ARTICLE IX: COMMITTEES

1. Standing Committees

- A. The Membership and Nominating Committees will be standing committees. Standing committee members must be members of the College in good standing at the membership level of Individual, Fellow or Emeritus.

- B. Membership Committee

- The Membership Committee will review all applications for membership to the College regarding the qualification of the applicants. The Membership Committee will also review all applications made by College members for a change in their membership category. College members may apply for a change in member category.

The committee chair will be appointed by the President, with the approval of the Board, for a two-year term. Four committee members will also be appointed by the committee chair, with the approval of the President, for staggered two-year terms. .

The Membership Committee will establish and maintain criteria and procedures for admission and resignation of members of the College in accordance with these Bylaws.

- C. Nominating Committee

The Immediate Past President serves as Chair of the Nominating Committee. If the Immediate Past President cannot serve in this capacity, the President shall appoint another Past President or former member of the Executive Committee as Chair of the Nominating Committee. Four committee members will also be appointed by the President, with the approval of the Board, for a one-year term. These appointments will be made no less than 120 days prior to the scheduled election. No more than one (1) member of the Nominating Committee, in addition to the Nominating Committee Chair, may be a member of the incumbent Board.

The Nominating Committee prepares a list of nominees for all offices with incumbents whose terms are scheduled to expire. Only one nominee will be listed for each office. The committee will only list nominees willing to serve if elected and to attend Board meetings.

The Nominating Committee will report on its recommendations to the Board at a Board meeting no less than ninety (90)days prior to the scheduled election. The Board will review this report. Upon acceptance of the report, the nominees will be listed on the ballot as candidates for office. This list of candidates will be sent to the College membership with a notice of the scheduled election.

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2. General Committees

- A. The Board may create any other standing and special committees as may be necessary to carry on the business of the College. Committee chairs must be Individual, Fellow or Emeritus members. Any member or non-member may serve as a Committee member.
- B. The committee chair will be appointed by the President, with the approval of the Board. A chair will serve for one (1) year term (s).
- C. The committee chair will appoint members to the committee. All appointments expire at the end of the chair's term, but committee members may be re-appointed for an unlimited number of consecutive terms.
- D. The President will appoint a Board member to serve as a non-voting liaison member of each general committee. The President may appoint himself or herself to serve in this role.

ARTICLE X: AMENDMENTS

- 1. Amendments may be proposed by any Board member, or by a written petition submitted by at least three Individual, Fellow, or Emeritus members in good standing.
- 2. All proposed amendments to these Bylaws will be reviewed by the Board. Amendments proposed by Board members will be submitted to the membership only upon approval by the Board. Amendments submitted by written petition of the membership must be submitted to the membership, regardless of the Board's recommendation, unless the petitioners withdraw their proposed amendment.
- 3. All proposed amendments will be sent to the membership with the Board's recommendations.
- 4. The Secretary shall e-mail a ballot containing the entire text of the proposed amendment to all Individual, Fellow and Emeritus members of the College in good standing no later than thirty (30) days after the Board meeting at which the amendment was approved. The ballot shall contain a deadline giving members at least thirty (30) days to respond. An amendment shall be adopted only if at least 1/3 of members (quorum) respond; and 2/3 of the members responding to the ballot by the deadline vote to approve the amendment.
- 5. The Secretary will promptly notify the Board and the membership of the voting results.

ARTICLE XI: INUREMENT AND DISSOLUTION

- 1. The assets of this organization will never inure to the benefit of any member of the College, nor will any assets or properties be used for the personal benefit of any member of any other person except in pursuit of the objectives stated in these Bylaws.
- 2. Should the College dissolve, all assets and property remaining after meeting the obligations of the College will be donated to a substantially similar non-profit corporation or organization having objectives compatible with those of the College.