

North Carolina Biomedical Association

By-Laws

As revised October 1982, October 1983, October 1986 & December 2004

ARTICLE I - NAME OF ASSOCIATION

This Association shall be known as North Carolina Biomedical Association hereafter referred to in these By-Laws as NCBA or the Association.

ARTICLE II - OBJECTIVES

The objectives of the Association shall be to advance the development of personnel involved in the selection, operation, repair and support of biomedical instrumentation in Health Care Institutions by:

1. Encouraging and assisting members to develop their knowledge and increase their competence in the area of Biomedical Instrumentation Repair and Maintenance with emphasis on high quality, maximum patient safety and cost effectiveness.
2. Encouraging and assisting by conducting regular meetings, conferences and educational programs.
3. Providing a medium for the interchange of ideas among members and dissemination of information to members.

The Association is organized exclusively for charitable, scientific and educational purposes as a not-for-profit association. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer or other individual. Upon dissolution, any assets of the Association shall be distributed to an organization enjoying an exempt status under S501(c) of the Internal Revenue Code or Successor Statutory Authority.

ARTICLE III - MEMBERSHIP

Section 1. Membership

Membership is a privilege and not a right, and is contingent on compliance with these by-laws. No persons shall be accepted or continued as a member unless that person is of good professional ethics and moral character.

Section 2. Membership Categories

- A. Individual - Those persons whose prime responsibility lies in the selection, operation, repair and support of biomedical/clinical instrumentation or otherwise further the advancement of biomedical/clinical instrumentation. They shall have:
 1. At least an Associate Degree in Biomedical Equipment Technology or equivalent military certification, or
 2. At least an Associate Degree in Electronics Engineering and one year of experience in the support of biomedical instrumentation in healthcare institutions, or
 3. At least three (3) years experience in support of biomedical instrumentation in health care institutions, or
 4. At least a Certificate of Completion from the North Carolina Department of Labor, Apprenticeship Division as approved by the NCBA Apprenticeship Committee, or
 5. Employment as Faculty, Professional Staff, and/or Administration in educational or health care institutions furthering knowledge in disciplines pertinent to the Association.

Each individual member shall have the right to vote in all association membership meetings.

- B. Associate - Those persons employed by an institution, corporation or other organization involved in the health care field who does not meet the requirements for an individual membership shall be eligible for associate membership. The Associate member shall have no vote.
- C. Honorary - Those persons the Association may appoint who have rendered exceptional service or have supported the ideals and purposes of the Association. The Honorary member shall have no vote.
- D. Institutional - Those institutions which aid in the support of the Association and/or its membership. These memberships shall be assigned categories or membership according to the applicant's qualifications. The institution as such shall have no vote.
- E. Student - Those persons studying disciplines pertinent to the Association. The student member shall have no vote.

- F. Corporate - Those companies or business organizations which manufacture, sell, service, or otherwise support medical instrumentation. Corporate members shall have no vote.

Section 3. Application for Membership

- A. Application form shall be completed by applicant and submitted to the Membership Committee for review and subsequent action by membership, in accordance with these By-Laws. Applicants shall be provided with a copy of the Association's By-Laws upon acceptance as members.
- B. Those persons desiring membership (in any category specified in Article III, Section 2) and wishing exemption from any requirements therein specified, may be granted membership by majority approval of special application to the Board of Directors. Exemption shall be granted only to substantially qualified applicants whose membership would advance Association purpose.
- C. Membership will not be denied because of race, color, sex, religion, ethnic background or national origin and will be open to all to share in its purposes, provided they meet the requirements specified in Section 2.

Section 4. Membership Fee

Each category of membership shall pay an annual membership fee to be determined by the Board of Directors. Said fee shall be due on the first day of every year. The fee for newly-accepted applicants shall be one-half the full amount if the acceptance occurs after or on June 30th, and the full amount if the acceptance occurs prior to June 30th. The fee for new members will be due on the next schedule membership meeting after acceptance. A member who is delinquent in payment of fees may be stricken from the membership. This may be appealed as outlined in Article V. Section 14.

ARTICLE IV - BOARD OF DIRECTORS, OFFICERS AND ELECTIONS

Section 1.

The Association will be governed by the Board of Directors, consisting of 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 By-Laws.
- 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 Executive Committee, which will be the Officers of the Association and will consist of, but not limited to:
 - 1) President
 - 2) Vice President
 - 3) Recording Secretary
 - 4) Treasurer
 - 5) Membership Secretary
- E. Fix a schedule of fees and dues for membership
- F. Audit bills and disburse funds in accordance with these By-Laws.
- 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 By-Laws.
- 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.

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, the Executive Committee, and the membership; shall be Chief Executive Officer of the NCBA 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 NCBA 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. Recording Secretary: Shall record and read the minutes of all regular and special meetings of NCBA, it's Board of Directors and it's Executive Committee; 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 with the President prepare the agenda for all regular and special meetings of the Membership or the Board of Directors; shall be keeper of the Seal of the Association.
- 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 NCBA 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 the Finance Committee, 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 when co-signed by one other Officer of the Association. The Treasurer will act as Chariman of the Finance Committee.

- E. The Outgoing President: Will automatically become a member of the Board of Directors for a period of one year upon completion of his term of office. This term may be extended by majority vote at the regularly scheduled election meeting each year.
- F. Membership Secretary: Shall keep an updated list of the members of the Association; shall at the direction of the President; collect fees, dues, and other accounts receivable or other monies, and transfer them to the Treasurer; shall issue membership certificates and cards; and shall do all other things necessary and incumbent, on the Office of Membership Secretary.

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:

Five members of the Board shall be elected for a one year term and five members shall be elected for a two year term.

In subsequent years, five new members shall be elected for a two year term.

NOTE: Amended December 2004 to expand the Board of Directors from 10 to 12 members. One additional Board member to serve a two year term and the other to serve a one year term to allow for the 50% rotation of Board members.

Section 7.

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

At the second regularly scheduled meeting of the Membership following the adoption of these By-Laws, an election by secret ballot shall be held to choose the Board of Directors. The ten (10) nominees receiving the greatest number of votes will become Directors. In case of ties, similar run off election procedures will follow until (10) 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 ($\frac{2}{3}$) 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 the NCBA unless previously contracted for by action of the Board of Directors; such action requiring a three fourths ($\frac{3}{4}$) 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 Recording 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 NCBA 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 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 Membership 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 a majority vote. In the event of a failure to elect the required number of Directors, there will be a runoff election conducted between those nominees who failed to get a majority vote until all positions on the Board are filled. This procedure will continue on subsequent ballots until a majority vote is received by each one of the nominees.

Section 16.

There shall be no absentee ballots.

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 the NCBA and the contractor.

Section 18.

Members elected to the Board of Directors at an annual business meeting shall serve no more than two (2) consecutive terms and must step down for one (1) year before being considered for re-election to the Board of Directors.

ARTICLE V - MEETINGS

REGULAR MEMBERSHIP MEETINGS

Section 1.

A quorum of the general Membership shall be constituted at regularly scheduled meetings if one third ($\frac{1}{3}$) of the voting Membership in good standing, and providing at least two (2) members of the Board of Directors are present.

Section 2.

A quorum being present and the meeting called to order by the Chair, the following Order of business will be followed at all regular scheduled meetings of the Membership.

- A. Reading of the minutes of the previous meeting and their approval.
- B. Reports of the Board and Standing Committees.
- C. Reports of Special Committees.
- D. Unfinished Business.
- E. New Business.
- F. Adjournment.

Section 3.

Regular meetings of the General Membership of the Association will be held at least annually. These meetings will be regularly scheduled at such times and places as the Board of Directors may determine.

Section 4.

All regularly scheduled meetings of the Membership shall be open meetings which anyone may attend; except when certain matters are being acted upon, the Chairman may, if the matter is deemed privy to the Association, call for a session closed to anyone not a voting member of the Association, for sufficient time as necessary to act on that matter. Those persons invited by at least two (2) members of the Board of Directors may attend a closed session.

REGULAR BOARD MEETINGS

Section 5.

A quorum of the Board of Directors will be constituted at regular Board meetings if a simple majority of the members of the Board of Directors are present.

Section 6.

A quorum being present and the meeting called to order by the Chair, the following Order of Business will be followed at all regularly scheduled meetings of the Board of Directors:

- A. Reading of the minutes of the previous meeting and their approval.
- B. Reports of the Board and Standing Committees.

- C. Reports of Special Committees.
- D. Unfinished Business.
- E. New Business.
- F. Adjournment.

Section 7.

The Board of Directors will have at least four (4) meetings per year.

Section 8.

All regular meetings of the Board of Directors will be open to only members of the Association in good standing, unless by special invitation of the Chairman. Portions of the meeting may be declared closed by the Chairman at the discretion of the Board.

SPECIAL MEMBERSHIP MEETINGS

Section 9.

A quorum of General Membership shall be constituted at special meetings if one third ($\frac{1}{3}$) of the voting Membership in good standing and providing at least two (2) members of the Board of Directors are present.

Section 10.

A quorum being present and the meeting called to order by the Chair, the Order of Business for all Special Meetings of the Membership will be to proceed directly to that business for which the meeting was called.

Section 11.

Special meetings of the General Membership NCBA will be held at such time and place as the Board of Directors may determine.

Notification of these Special Meetings, including the date, time, place, and purpose, will be made by the Recording Secretary in writing to all members in good standing no less than ten (10) days in advance of such meeting except in cases of suspension, expulsion or disciplinary action or appeals of same, which notice must be sent at least twenty (20) days in advance of such meetings.

Section 12.

Upon the written request signed by at least one third ($\frac{1}{3}$) of the members in good standing, the President will call a special meeting of the Membership to consider subjects pertinent to the request. Notices of special meetings shall contain the agenda for such meetings, and only the business set forth in such agenda may be lawfully conducted at such special meeting(s).

Section 13.

All special meetings of the Membership will be closed meetings, open only to members in good standing unless by special permission or invitation of the Chairman.

Section 14.

In case of suspension, expulsion, or disciplinary action, a member will have the right to appeal at a special meeting of the membership which shall be called by the President solely for that purpose within one (1) month following the receipt of that appeal in writing by the Board of Directors. A quorum being present, a two third ($\frac{2}{3}$) vote of the voting members in good standing shall be required in order to reverse the action of the Board; the Chairman and the appellant abstaining. No absentee votes will be valid.

Section 15.

A quorum of the Board of Directors will be constituted at special Board meetings if a simple majority of the members of the Board are present.

Section 16.

A quorum being present and the meeting called to order by the Chair, the Order of Business for a Special Meeting of the Board of Directors will be to proceed directly to that business for which the meeting was called.

Section 17.

Special meetings of the Board of Directors of the NCBA will be held at such time and place as the Board of Directors may determine, and may be called by the President, or at the request of at least (2) Directors submitted in writing to the Recording Secretary, stating the purpose of the meeting.

Notification of these special meetings, including the date, time, place and purpose, will be made by the Recording Secretary in writing to all Directors and all other persons concerned no less than ten (10) days in advance of such meeting, except in cases of suspension, expulsion, or disciplinary action or appeals of same, which notice must be sent at least twenty (20) days in advance of such meeting.

Section 18.

All special meetings of the Board of Directors will be in closed session unless by invitation of the Chairman.

ARTICLE VI - COMMITTEES

Section 1.

The Standing Committees of this Association shall be, but not limited to:

<u>Committee</u>	<u>Chaired By</u>
Rules and By-Laws	President
Nominating	Recording Secretary
Finance	Treasurer
Membership	Membership Secretary
Education	Vice-President
Apprenticeship	President

Section 2.

The Special Committees of this Association will be appointed by the Board of Directors from time to time as the need arises. Upon completion of the business assigned to it, the committee will present its final report and be dissolved by the Executive Committee. Maximum term is one (1) year which may be renewed.

Section 3.

The Executive Committee is a permanent body of the Association, its powers and duties are set forth in Article IV, Sections 3, 4 and 5.

ARTICLE VII - PARLIAMENTARY AUTHORITY

In the absence of rules in these By-Laws to the contrary, all proceedings of this Association, the Board of Directors, Executive Committee, and all Committees shall be conducted in accordance with Robert's Rules of Order Revised, 75th or later edition.

ARTICLE VIII - 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.

ARTICLE IX - BY-LAWS

Section 1.

These By-Laws may be repealed, amended or altered in whole or in part any time, provided that the proposed change or changes be submitted at least thirty (30) days prior thereto:

A. At a regularly scheduled meeting of the Membership, or

- B. At a special meeting of the Membership called for that purpose, or
- C. In writing to the entire voting Membership at least thirty (30) days prior to:
 - 1) The next regularly scheduled meeting of the Membership, or
 - 2) A Special meeting of the membership called for the purpose of ratifying the proposed change or changes.

A quorum being present at either of the above meetings, and two thirds ($\frac{2}{3}$) of those voting members present concurring, the motion or motions to amend, repeal, or alter, shall carry and the change or changes shall immediately take effect and be incorporated into these By-Laws.

Section 2.

These By-Laws shall be reviewed annually the Rules and By-Laws Committee, which shall submit its report to the Membership as outlined in Article IX, Section 1.

Section 3.

Voting members may submit recommendations for amending these By-Laws in writing to the Board of Directors, or may move to amend them under Section 1, above.

Section 4.

A copy of these By-Laws shall be given to each member of NCBA and copies of every ratified change shall be sent to each member by the Membership Secretary, who shall keep a copy of the current By-Laws in the NCBA office; which will be available to the Membership during all business hours.