

**BYLAWS OF THE
COLORADO ASSOCIATION OF HEALTHCARE ENGINEERS & DIRECTORS**

I. NAME

The name of this organization shall be:

COLORADO ASSOCIATION OF HEALTHCARE ENGINEERS & DIRECTORS

II. AFFILIATION

The Association shall be affiliated with The American Society for Healthcare Engineering (ASHE).

III. OBJECTIVES

The objectives and the purpose of the Association shall be:

- A. To advance the development of effective healthcare management in the areas of Facilities Management, Plant Engineering, Planning Design and Construction, Safety, Security, Emergency Preparedness, and Clinical Engineering.
- B. To stimulate and provide a medium for the exchange of information and to further professional, educational and personal development of its membership.
- C. To provide an educational opportunity for Colorado healthcare professionals. To broaden and improve their capabilities of operating and maintaining the plant, systems, safety, and equipment supporting the healthcare environment. To provide the opportunity for and encourage members to develop knowledge and competence in the healthcare field.
- D. This personal membership organization is organized exclusively as a “not-for-profit” Association. It shall be so conducted that no part of its income and earnings shall financially benefit any member, officer, or other individual. Savings or accumulation of cash reserves are acceptable from year to year and shall be invested in short-term liquid instruments.
- E. The chapter will hold a minimum of three (3) meetings per year at varied locations.

IV. DEFINITIONS OF MEMBERSHIP

A. MEMBERSHIP STATUS

Membership status shall not be determined or defined based on Age, Sex, Sexual Orientation or Religious Beliefs. Membership shall be granted to those of high moral character and ethical standards and who can contribute to the continuous improvement of healthcare, infrastructure systems, and management.

Membership status of any Member shall be determined by the CAHED Membership Committee at any time during the year. If a Member believes their membership status has been determined incorrectly, they may petition the Board of Directors for review. After review, the Board of Directors decisions regarding membership status shall be considered final.

B. FULL MEMBER

Full Membership shall be granted to those who are active, full, or part-time employees of a hospital, health maintenance organization, nursing home, or healthcare-related facility. Full Membership shall include: Professional staff of Consultants performing the same roles in a hospital, health maintenance organization, nursing home, or healthcare-related facility as the employees noted above; Professional staff of architectural and engineering firms whose primary practice is the design of healthcare facilities; Professional staff of General Contractors whose primary practice is the contracting and management for construction of healthcare facilities.

Full Members can participate in all business and educational meetings, Board of Directors Elections and voting related to Association Bylaw revisions and all other Association matters that are not specifically defined as the responsibility of the Board of Directors. Full Members can serve on Association committees and are eligible for election to the Board of Directors as a Full Member representative, President Elect, and President of the Association.

C. ASSOCIATE MEMBER

Associate Members are equal to Full Members with regard to privileges, rights, and responsibilities except as limited by these Bylaws. Associate Membership shall be granted to those who are employed by those businesses that provide construction, materials and support services to healthcare organizations and staff. Associate Members shall include persons employed by contractors, sub-contractors, vendors, manufacturer's representatives, distributors, and service organizations. Marketing and business development staff of architectural firms, engineering firms, General Contracting companies and other healthcare related businesses shall be deemed to be Associate Members.

Associate Members are eligible to serve on the Board of Directors as an Associate Member Representative, eligible to vote for Associate Board Member candidates, can serve on Association committees and may attend business meetings, all social and educational programs.

Associate Members cannot vote to elect Association Officers or Full Member Directors or participate in voting related to Association Bylaw revisions.

D. SPECIAL MEMBERSHIPS

Retired Membership may be granted at the discretion of the Board of Directors to Full or Associate Members who have retired from employment in the healthcare industry. Retired Members shall not have voting privileges and shall be exempt from payment of annual dues.

Life Membership may be granted at the discretion of the Board of Directors to Full or Associate Members who have a cumulative of twenty (20) years of documented membership and participation in CAHED or another approved ASHE chapter. Life Members shall retain all rights and privileges of their membership classification at the time they are designated a Life Member and shall be exempt from payment of annual dues.

Transitional Membership may be granted, at the discretion of the Board of Directors, where beneficial to the organization, to individuals who previously met specific membership class criteria, but due to a life or career change, no longer meet those criteria. Transitional Membership shall allow a Transitional Member to maintain rights, privileges, and annual membership rate for a specified period of time as well as any elected offices or committee appointments attained prior to the change in status on a temporary basis until Transitional Membership status is rescinded by action of the Board or the specified time period lapses.

Honorary Membership may be granted at the discretion of the Board of Directors to those who do not meet the specific criteria for any of the membership classes defined above or representatives of local or national Authorities Having Jurisdiction. There are no specific member rights or privileges, nor any membership fees associated with an Honorary Membership. Honorary Membership status is subject to review and renewal by the Board of Directors on an annual basis.

V. OFFICERS AND BOARD OF DIRECTORS

- A. The Officers of the Association shall be the current President and the President Elect.
- B. In addition to the President and President Elect, the Board of Directors shall include four (4) Directors elected from the Full Member membership, two (2) Associate Directors elected from the Associate Member membership and the Immediate Past President. The Immediate Past President shall serve on the Board of Directors without a vote from the membership.
- C. A Secretary shall be appointed from the Board of Directors by the President for a term of two (2) years. The appointment shall have the approval of the Board of Directors.
- D. A Treasurer shall be appointed from the Board of Directors by the President for a term of two years (2) with annual review and approval of the Board of Directors.

VI. BOARD OF DIRECTORS COMPOSITION

- A. The Board of Directors of the Association shall consist of the following:
 - i. The Board of Directors has nine (9) members: Immediate Past President, President, President Elect, four (4) Full members, and two (2) Associate members.
 - ii. It is desired that the President, which hence reflects on Past President and President Elect, is a Full Member and a Hospital or Health Maintenance Organization Employee in a role of operations of the facility or as described in IV B.
 - iii. It is desired that one-half (1/2) of the Full Board Members are Hospital or Health Maintenance Organization Employees.
 - iv. The number of Board Members from any one (1) organization should be limited to a reasonable amount, so as not to create a majority or undue influence.

VII. DUTIES OF OFFICERS AND DIRECTORS

A. DUTIES OF THE PRESIDENT:

The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the organization and shall serve as Chairman of the Board of Directors. The President is responsible for all formal communications with ASHE. The President shall fill open Board of Director vacancies by appointment, subject to approval by the Board of Directors. Such Board of Director appointees shall serve the remaining term of that office.

Vacancies can occur from resignations or failure of any Officer or Director to attend three (3) consecutive meetings of the Association. Appointees must meet all the requirements outlined in Section IV. Appointees for President and President Elect vacancies shall be approved by Association Membership Section VII. The President may create sub-committees to accomplish tasks in the interest and benefit of the Association. The President is authorized to twice annually spend up to an amount annually approved by the Board of Directors for discretionary purposes (flowers, cards, relief etc.).

B. DUTIES OF THE PRESIDENT-ELECT:

The President-Elect shall, in the absence of, or because of incapacity of the President, perform all duties and assume all responsibilities of the President. The President-Elect is responsible for event planning of all Association activities. The President-Elect shall attend the annual conference of ASHE. The Association will pay for all conference fees and associated expenses for the President-Elect to attend the ASHE Annual conference. The President-Elect shall present a report on the ASHE Conference to the Board of Directors following attendance to the conference. The report shall be kept in the permanent files of the Association as part of the Board minutes. The President-Elect shall chair the Finance Committee and Co-Chair the Education & Programs Committee.

C. DUTIES OF THE BOARD OF DIRECTORS:

The Board of Directors shall have authority to make policy and fiscal decisions for the Association; and to approve, modify, or disapprove reports, resolutions, or actions of Officers or committees of the Association. The Board of Directors will recommend candidates for Association and ASHE recognition awards (Howard Award of Excellence, Vendor of the Year, Legacy Vendor, Emerging Regional Leader, etc.). The Board of Directors will approve and award all Association and ASHE scholarships. The Board of Directors will approve all education and programs, training, presenters and content. The Board of Directors shall not meet less than three

(3) times per year. Additional Board meetings as needed are at the discretion of the Board. A quorum is defined as greater than 50% of the number of Board members.

D. DUTIES OF THE SECRETARY:

The Secretary shall record Board and general membership proceedings and prepare the minutes of the Association. The President may assign other duties as he/she sees fit.

E. DUTIES OF THE TREASURER:

The Treasurer shall maintain the financial records of the Association. A written financial report shall be submitted to the Board of Directors at each scheduled Board meeting. A summary of this report shall be submitted to the general membership at the business section of each general membership meeting. The President may assign other duties as he/she sees fit.

F. DUTIES OF THE ASSOCIATE BOARD MEMBERS:

The Associate Board Members shall be the Associate Members' advocates on the Board of Directors. The Associate Board Members will support the Board of Directors by providing input from the Associate Members that will assist in the maintenance and growth of the Association. The Associate Board Members will be members of the Education & Programs Committee. The second year Associate Board Member shall Co-Chair the Education & Programs Committee.

VIII. ELECTIONS

A. PRESIDENT-ELECT

The President-Elect shall be elected within fourteen (14) days after the Annual Business Meeting by a majority vote of the Full Members. Candidates for President-Elect shall be a Full Member in good standing and shall have served a minimum of one (1) year on the Board of Directors at the time the elections are held.

Where it can be demonstrated that it is beneficial to the organization the Board of Directors by unanimous vote of all elected Board of Director members, may waive the Full Member requirement and allow an Associate Member to run for President Elect.

Where it can be demonstrated that it is beneficial to the organization the Board of Directors by unanimous vote of all elected Board of Director members may allow the minimum service time on the Board of Directors to be a minimum one (1) year on the Board of Directors at the end of the calendar year that the elections are held.

Exceptions granted shall only apply to the individual candidate for a specific election year. In the case where both exceptions are applied, a separate vote by the Board of Directors for each exception shall be required.

B. FULL MEMBER DIRECTORS

Full Member Directors shall be elected within Fourteen (14) days after the Annual Business Meeting by majority vote of the Full Members to serve a term of two (2) years.

C. ASSOCIATE MEMBER DIRECTORS

Associate Member Directors shall be elected within Fourteen (14) days after the Annual Business Meeting by majority vote of the Associate Members to serve a term of two (2) years.

D. VOTING

Voting for Officers and Directors at the Annual Business Meeting shall be by only those Members in good standing with the Association (dues paid in full). Members in good standing will have Fourteen (14) days after the annual business meeting to cast their vote. Voting shall be conducted electronically unless otherwise directed by the Board of Directors.

E. TERMS

Directors shall serve for a term of two (2) years. All terms will expire on December 31 of the appropriate year. Directors who have served two (2) consecutive full two-year terms shall not be eligible to serve another term unless as President Elect until one (1) year has elapsed.

F. SPECIAL ELECTION

A special election shall occur following an appointment to fill a President or President-Elect vacancy. This election shall follow all election guidelines listed in these Bylaws.

IX. COMMITTEES AND APPOINTMENTS.

The President shall appoint the following Committees, Taskforces or positions:

A. NOMINATING COMMITTEE

Shall consist of the three (3) most immediate past Presidents. At such time as the committee cannot be filled by past Presidents the presiding President shall appoint the remaining members. Duties of the Nominating Committee are to select and recommend to the Board of Directors, candidates for President-Elect and Board of Directors. Nominations can be made from the floor, providing the nominee is present at the meeting. It shall be the Board of Directors responsibility to make the final selection of candidates for Directors.

B. MEMBERSHIP COMMITTEE

Shall consist of both Full and Associate Members. The Membership Committee Chairperson shall be a Full Member appointed by the President with Board approval. The purpose of this Committee is to increase membership in the Association.

C. EDUCATION & PROGRAMS COMMITTEE

Shall consist of the President-Elect the two (2) Associate Board Members and one Full Member. The Co-Chairs shall be the President- Elect and the second year Associate Board Member. The purpose of this Committee is to develop and recommend all Association Education & Programs including the Annual Trade Show Education content to the Board of Directors for approval.

D. FINANCE COMMITTEE

Shall be chaired by the President-Elect and shall consist of: President-Elect, Treasurer, President, Immediate Past President, and CAHED Coordinator. The purpose of this Committee is to achieve the Association financial goals as defined by the Board of Directors.

E. EXECUTIVE COMMITTEE

Shall be chaired by the President and shall consist of: the President, President-Elect and Treasurer. The purpose of the Executive Committee is to review Association needs and activities required of outside entities to be hired and or engaged by the Association. These include but are not limited to Association Legal Counsel, Contracts for Association Activities, Insurance, Personnel issues. The Executive Committee shall make recommendations to the Board of Directors for final decisions and execution on these matters.

F. SPECIAL TASKFORCES / COMMITTEES

May be appointed by the President, with the term of office for each taskforce/committee not to exceed one (1) year. Committees may be reviewed and reappointed as needed.

G. ASHE LIAISON

The ASHE LIAISON shall prepare the annual report to ASHE for participation in the Levels of Affiliation Program. This position is the designated contact for ASHE to exchange information with the Association. The ASHE LIAISON shall be appointed by the President with a term of office for multiple years.

H. ASHE ADVOCACY LIAISON

The ASHE ADVOCACY LIAISON shall be the Association Representative to the American Society of Healthcare Engineering (ASHE) regarding advocacy issues. This position may be on the CDPS Board of Appeals as the ASHE representative. This position may be the ASHE Energy to Care Liaison. This position shall be responsible for communicating advocacy opportunities to the Association.

I. CDPS BOARD OF APPEALS REPRESENTATIVE

The Association Board of Directors shall appoint an Association Member to represent the Association on the CDPS Board of Appeals. The President shall make a recommendation to CDPS of such appointed Member when this position(s) become available. Final approval of the Association Member participation on the CDPS Board of Appeals is subject to the State of Colorado CDPS Board of Appeals leadership.

X. DUES

The annual dues may be changed when deemed necessary by a majority vote of the Board of Directors. All dues are payable on January 1st of each calendar year. Dues are paid for a calendar year. Dues are not prorated or carried into the next calendar year. Non-payment of dues will cause the member to lose all member privileges.

XI. RULES

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, will govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

XII. CHANGES IN THE BYLAWS

The Bylaws as adopted shall be amended or altered by means of an electronic ballot submitted by a minimum of two-thirds of the Full Members who submit an electronic ballot in favor of the proposed revision(s) to the Bylaws. Proposed Bylaw revisions shall be posted to the CAHED website for a minimum of ten (10) days prior to publication of the electronic ballot to allow sufficient time for member review. The President, or his designated representative, shall issue email notification to Full Members in good standing (dues paid in full) that proposed Bylaw changes have been posted for review.

The President, or his designated representative, shall send an email notification that the ballot has been posted on the website to all eligible voters and shall include any access or voting instructions that may apply with that notification. Ballots shall remain accessible for voting by all eligible members for fourteen (14) days after the ballots are made accessible on the website.

A. Review/Revision dates:

- i. Original Approval: 06/10/1966
- ii. Reviewed: 01/24/2007
- iii. Revised 9/16/2011
- iv. Revised 5/2/2014
- v. Revised 11/11/2016
- vi. Revised 3/2/2018