

Bylaws

Kentucky Association of Medical Instrumentation

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Article I - Name

This organization shall be known as the Kentucky Association for Medical Instrumentation, which may be referred to by the acronym **KAMI**.

Article II - Purpose

The purpose of KAMI is to:

- **Provide** a forum for students and professionals involved in fields closely related to medical instrumentation to exchange experiences, information, and ideas to help improve the quality of patient care and further advancement of medical instrumentation.
- **Communicate** new instruments, techniques, standards, government regulations, and areas of mutual concern.
- **Support** the continuing education of its members.
- **Promote** local service training by manufacturers of medical instruments and encourage others to enter fields involved with medical instrumentation.

Article III - Memberships

This organization shall enroll the following types of members:

- **Individual Members** - Includes Clinical Engineers, Biomedical Technicians, Radiology Equipment Technicians, and other employed in the repair of medical instrumentation.
- **Student Members** - Student members are to be full- or part-time students with interests in medical instrumentation.
- **Associate Members** - This membership category is for professionals in the field of healthcare that use or impact the use of medical instrumentation within healthcare institutions. This includes Healthcare IT, Plant Maintenance/Engineering, Doctors/Nurses, Vendors, Manufacturers, and PACS administrators.
- **Institutional** - Include healthcare institutions that wish to provide membership for its professionals whom would otherwise qualify as Associate Members. (Annually for up to 6 members.)
- **Corporate** - Those companies or business organizations which manufacture, sell, service, or otherwise support medical instrumentation. Corporate members shall have no vote.
- **Honorary Members** – Those individuals designated by the board for outstanding lifetime service. Honorary members shall pay no annual dues.

All membership dues are to be paid at time of registration. Renewals are due annually in January. Members who join after June 30th shall pay half price for that year.

Article IV - Meetings

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Membership meetings will be held with 30 days notice. Meetings will follow Robert's Rules of Order, Latest Edition.

Article V - Voting

Only Members in good standing may vote. Each approved voting member is entitled to one (1) vote, which may be cast in person or by written proxy. A quorum will consist of 15% of voting members. Passage of voting issues will be by simple majority of those voting, unless otherwise indicated in these bylaws.

Article VI – Board of Directors

Section 1.

The Association will be governed by the Board of Directors, consisting of up to 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).
- E. Elect the officers of the Association,
- F. Fix a schedule of fees and dues for membership
- G. Audit bills and disburse funds in accordance with these By-Laws.
- H. Receive, hold, invest and re-invest any funds of the Association.
- I. 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.
- J. Make an annual report to the Membership at the annual meeting giving a brief account of its stewardship and recommendations for the future.
- K. 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.
- L. Establish rules of conduct for members and a disciplinary code, which will become part of these By-Laws.
- M. Set up regulations for the use of the Association's property and equipment.
- N. Accept or reject for cause; suspend, expel or discipline members in accordance with Article V, Section 14.
- O. Appoint honorary members, bestow commendation, notice of appreciation, awards, or other honors as from time to time they deem proper.

Section 4.

The initial term of office of a member of the Board of Directors shall be as follows:

Half of the members of the Board shall be elected for a one-year term and half members shall be elected for a two year term.

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

Section 5. (first meeting only)

At the first meeting of the Membership, nominations will be received from the membership for the purpose of electing the Board of Directors. Nominations may be made from the floor. At the meeting, an election by secret ballot shall be held to choose the Board of Directors. The twelve (12) nominees receiving the greatest number of votes will become Directors. In case of ties, similar run off election procedures will follow until (12) Directors have been selected.

All future elections will follow procedures defined in Section 13 through 16 of this Article.

Section 6.

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 (2/3) vote of the members present concurring, the appellant abstaining. A quorum must be present.

Section 7.

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 8.

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 KAMI unless previously contracted for by action of the Board of Directors; such action requiring a three fourths (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 9.

Should a member of the Board of Directors be absent from three (3) consecutive meetings (in person or via conference call) 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. The Board of Directors may proceed to fill the vacancy by Special Appointment (see article 12). The member so deposed will not lose membership in KAMI and may use the right of appeal.

Section 10.

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 11.

Elections will be held annually at the regularly scheduled general membership meeting. Those elected will assume office the following January 1st.

Section 12.

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 13.

Directors shall be elected by the top voted nominees.

Section 14.

There shall be no absentee ballots.

Section 15.

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Should an individual or organization be contracted to provide any of the normal duties of the Directors, 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 KAMI and the contractor.

Section 16.

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 VII – Officers

Section 1. The officers will consist of:

- 1) President
- 2) Vice President
- 3) Recording Secretary
- 4) Treasurer
- 5) Membership Secretary

Section 2. Election of Officers

The Board of Directors shall elect the Officers of KAMI from within their ranks by majority vote.

Section 3. Term of Officers

Officers of KAMI shall serve a 1 year term of office.

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, and the membership; shall be Chief Executive Officer of the KAMI 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 KAMI 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 KAMI, it's Board of Directors; 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 KAMI 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

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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.

Article VIII - Committees

- A. **The Program/Education Committee** - The Program Committee shall consist of members in good standing interested in planning special programs to be held at regular and special meetings. All programs are to be reviewed and approved by the Board of Directors. The Chairperson will be the Vice-President of the Board of Directors unless otherwise appointed by the Vice-President. Its members will be considered and elected at the Annual Election Meeting.
- B. **The Promotion Committee** - The Promotion Committee shall consist of members in good standing interested in planning and implementing promotional activities on behalf of KAMI, both internal and external to the organization. All promotions are to be reviewed and approved by the Board of Directors. The committee shall be chaired by one (1) member of the Board of Directors to be appointed by the Board of Directors. Its members will be considered and elected at the Annual Election Meeting.
- C. **The Finance Committee** - The Finance Committee shall consist of members in good standing and shall be chaired by the Treasurer. This committee is responsible for providing an annual budget and dues proposal for the fiscal year. Its members will be considered and elected at the Annual Election Meeting. This committee will also be responsible for sending renewal notices out in a timely manner for members to maintain a good standing membership.
- D. **Nominating Committee** - members of the committee shall be nominated by the membership at large. The Board of Directors will appoint the committee from this list of nominees. The committee will be chaired by the Membership Secretary.
- E. **Other Committees** - may be established by the Board of Directors. Its members will be considered and elected at the Annual Election Meeting.

Committee Memberships: committee membership is open to any member in good standing. If a committee has more than five (5) members, the committee chairperson may remove from the committee roster any committee member for reasons of inactivity. Inactivity is demonstrated by failure to attend two (2) meetings in a row, or by failure to carry out reasonable assignments given by the committee chairperson. If a committee has more than twelve (12) members, the committee chairperson may restrict new membership. Any person removed from a committee is not eligible for re-appointment for a six-month period.

Article IX - Amendments

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Amendments to these shall be instituted by a two-thirds (2/3) majority vote of the membership present at a regular meeting or via proxy. Notice of action to amend these bylaws shall be included in at least 30 days notification prior to the vote.

Article X – 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.