

FLORIDA BIOMEDICAL SOCIETY CONSTITUTION

ARTICLE 1: NAME:

The name of this non-profit organization shall be known as the "FLORIDA BIOMEDICAL SOCIETY", the Florida Biomedical Society will also be known by the abbreviation "FBS".

ARTICLE 2: PURPOSE:

We are an organization established to promote the following:

1. Professional recognition for persons employed in healthcare and related biomedical engineering programs.
2. Communication between biomedical engineering departments and senior hospital managers, physicians, members of the nursing profession, other healthcare providers, the state legislature and regulatory groups.
3. Improvement of the quality of biomedical programs, instrumentation and related services in healthcare.
4. To assist members in their growth and the development of their programs through education, the regular exchange of ideas, experiences and information.

ARTICLE 3: MEMBERSHIP:

SECTION I

A. Eligibility - Membership in this society shall be persons professionally engaged in biomedical related activities, their educators, and those who support the society's objectives.

B. Good Standing - All members shall be considered to be in "good standing" if their dues are current and they are pursuing the objectives of FBS, subject to review by the Board of Directors.

SECTION II - TERMINATION

Any member may resign by written notice to the Secretary or by failure to maintain a "good standing" status.

SECTION III - CATEGORIES

A. Full Member - An individual who is professionally engaged in biomedical activities as their primary means of income. This individual shall be in "good standing" of a local biomedical society.

B. At-Large Member - An individual who is professionally engaged in biomedical activities as their primary means of income. This individual is not a member of any local biomedical society.

C. Student Member - An individual who is a student of biomedical engineering or technology with a recognizable school or college. Proof of student status must accompany application for membership.

D. Associate Member - An individual who has interest in the objectives of the society but does not meet the requirements for Full, At-Large, or Student membership.

SECTION IV - PRIVILEGES

A. Full and At-Large members - May hold any office; vote in person, by mail, or by proxy on any election of officers for the FBS Board of Directors and receive all benefits.

B. Student members - Same privileges as Full and At-Large members except that of holding office or voting privileges.

C. Associate members - Same as Student members.

D. Corporate members - Corporate memberships are available.

SECTION V - DUES

Dues shall be determined by the FBS Board of Directors and will be communicated to the local societies.

FULL, STUDENT, AND ASSOCIATE MEMBERS:

Local societies will be responsible for collecting dues from their membership and forwarding them to the State Treasurer by April 1st. The Secretary will invoice the local society. Societies may chose that direct billing by the State Society be used.

AT-LARGE MEMBERS:

All dues for At-Large members will be collected by the FBS Treasurer. All At-Large members can at any time change their status by paying local society dues.

ARTICLE 4 - ELECTED OFFICERS:

SECTION I - DUTIES AND RESPONSIBILITIES

A. President

1. Preside at all FBS Board of Directors meetings and to establish an agenda for those meetings.
2. Act as Chairman of the FBS Board of Directors.
3. Enforce adherence to the FBS Bylaws.
4. Perform such duties necessary for the proper functioning of the FBS and to approve proper disbursements as directed in the FBS Bylaws, forwarding same to the treasurer.
5. Appoint all standing and special committees unless otherwise provided for in the FBS Bylaws or as directed by the FBS Board of Directors.
6. To serve as advisor of all committees, except a committee created to investigate the office of President.
7. Perform such duties as may be directed by the Board of Directors or in his own discretion when deemed to be in the best interest of the FBS.
8. Maintain good standing status and attendance.

B. President-Elect

1. To preside over regular and special meetings in the absence of, or upon the inability of the president to fulfill their responsibilities.
2. To assist the president in the FBS business, or as needed.
3. Perform such duties as may be directed by the Board of Directors or at the presidents discretion when deemed to be in the best interest of the FBS.
4. To preside over any committee appointed by the Board of Directors to investigate the office of President.
5. Maintain good standing status and attendance.

C. Secretary

1. Record, maintain and distribute all FBS Board of Directors meeting minutes, and bylaws as directed by FBS Board of Directors.
2. Responsibility for the FBS Newsletter and its editor, and to assure the timely distribution of the FBS Newsletter.
3. Maintain a current mailing and membership list/roll.
4. Refer communications to appropriate committees, offices, and membership as required.
5. Perform such other duties as may be directed by the Board of Directors or at the president's discretion when deemed to be in the best interest of FBS.

6. Maintain good standing status and attendance.

D. Treasurer

1. Maintaining the FBS financial records in a professional manner.

2. At all FBS Board of Directors meetings, to submit a current financial report on the status of all FBS accounts.

3. To disperse FBS funds as authorized by FBS Board/President, per guidelines granted by the FBS bylaws.

4. Assure compliance with all local, state, and federal tax laws and regulations, and to act as FBS's representative to accountants, or agents of the above list governmental agencies.

5. To collect and maintain membership dues from all local societies as mandated in the FBS bylaws.

6. To maintain any bank accounts that are held by FBS as directed by the bylaws or the Board of Directors.

7. Perform such other duties as may be directed by the Board of Directors or at the president's discretion when deemed to be in the best interest of FBS.

8. Maintain good standing status and attendance.

E. Past-President

1. Perform such duties as may be directed by the Board of Directors or at the president's discretion when deemed to be in the best interest of FBS.

2. Maintain good standing and attendance.

SECTION II-ELECTION

A. Election of officers shall be accomplished by the nominations of the nominating committee. The nominating committee will report to the FBS Board of Directors by October 1st of each year. The Board of Directors will approve candidates. Each candidate must be a full member in good standing. The candidate for President-Elect may not be from the same local society as the current President-Elect.

B. Voting will be completed by secret ballot. Each member in good standing will be mailed a ballot. All returned ballots will be counted by the President and Past-President. Results will be posted to the Secretary who will communicate the results to the membership. Each candidate who receives a majority of votes from returned ballots will be declared the winner.

The following officers shall be elected from the membership of the society.

President-Elect

Secretary

Treasurer

A. President-Elect will serve a one year term, will automatically assume the duties of President.

B. Secretary will serve a one year term, may be reelected to additional terms.

C. Treasurer will serve a one year term, may be reelected for additional terms.

1. In the event that the president cannot fulfill their term, the President-Elect will automatically assume the presidency and will then fulfill their term the following year.

2. In the event the President-Elect cannot fulfill their term, the Board of Directors will call for a special election.

3. In the event that both the President and President-Elect position are vacant, the immediate Past-President will assume the presidency until elections are held.

4. In the event of the Treasurer or Secretary cannot fulfill their terms, the Board of Directors will appoint a member in good standing to complete the unfilled term.

ARTICLE 5 - BOARD OF DIRECTORS

The Board of Directors will consist of one member appointed or elected by each local biomedical society, the officers of the organization, immediate past president, historian, manufacturer consultant and newsletter editor. The manufacturers consultant, newsletter editor, and historian will have no voting privileges.

A. All decisions that deal with financial issues above \$250.00 outside normal operational costs, changes in the by-laws, and proposed changes in the constitution must be with a quorum of FBS Board of Directors.

B. Good Attendance - is defined as; attendance that is between on hundred percent and seventy-five percent of the scheduled meetings and shall be deemed good attendance. Attendance can be questioned by the disciplinary committee when there are two consecutive absences or if less than seventy-five percent of the scheduled meetings are attended.

C. Resignation - Any officer or Director may resign by submitting a written resignation to the President, Board of Directors, or Secretary, which shall take effect upon acceptance by the Board.

D. Removal of a Board Member - The Board of Directors upon judgment by the disciplinary committee by a two-thirds vote of the members can remove any elected officer.

ARTICLE 6 - DIRECTOR'S MEETING

A. Regular Meetings: The Board of Directors will meet as necessary to conduct society business. Meetings may be periodically scheduled by the Board of Directors at times and places they deem necessary. All board meetings will be open to all society members in good standing

B. Special Meetings: The president may call a full board meeting at any time they feel necessary to conduct society business or by three board members in writing to the secretary. All board meeting times will be communicated to the local society.

C. Quorum: At any meeting of the Board of Directors, at least two thirds of the voting eligible directors are required to constitute a quorum for the transaction of business.

D. Voting: Each member of the Directors will have one vote with the exception of the Industry Consultant, Newsletter editor and Historian. Each local representative can be representative by another member of that local if approved by the local elected officers before scheduled board meetings. Only authorized members of the Board will be allowed to vote.

E. Meeting Place: All meetings of the Board of Directors will be approved by the Directors by majority vote.

F. Notice: All Board of Directors meetings will be approved by the Board by majority vote with the exception of special meetings which will be communicated in writing to the Board members within 10 days of scheduled meeting time.

ARTICLE 7 - COMMITTEES

A. Standing Committees - The appointment authority shall develop a clear charge for every committee and establish length of tenure, as required, for each committee. The committee chairperson shall direct the committee membership in accomplishment of the

charge, meeting deadlines, rendering progress reports as requested, and other duties/business as required.

These by-laws and the Board of Directors are the responsible authority for establishing standing committees to meet the objectives of the Society. The standing committees shall include, but not be limited to:

1. Nominating Committee - The members of the Nominating Committee shall be involved in the solicitation of membership, and review/recommending the nominees being considered for membership to the officer positions. The Nomination committee shall be chaired by the Secretary with the local society representatives as members. The committee shall report to the full Board of Directors by October 1st its recommended nominees.
2. Education/Seminars Committee - The Education/Seminars committee shall be responsible for the identifying the educational needs of the membership, assist in the planning of educational or training seminars, and be responsible for other duties as required. The Educational/Seminars committee shall be chaired by the President-Elect with the local society representatives as members. The committee will provide a report at each Board of Director meetings on any recommendation of educational programs.
3. Disciplinary Committee - can be formed at any time there is evidence of misconduct, breach of policies, or by-laws. The committee shall be appointed by the president, unless the president is charged in this special case the appointment shall be by the President-Elect. The committee shall consist of five voting board members. The disciplinary committee's judgment shall be final and shall set the appropriate action under the guideline set forth under the by-laws.
4. Committees - The Board of Directors shall maintain the authority to establish all committees as required. The President shall appoint the committee members. Upon completion of the stated duties of the committee, the committee shall be dissolved. All members of Standing Committees, shall serve at the pleasure of the Board of Directors.

ARTICLE 8 - FISCAL YEAR

The fiscal year of the society shall be the calendar year.

ARTICLE 9 - AMENDMENTS TO BYLAWS

Amendments can be made by the Board of Directors by a two-thirds vote.

ARTICLE 10 - INCREMENT and DISSOLUTION

A. The assets of this organization will never be used to the benefit of any member of FBS, nor will any assets or properties be used for the personal benefit of any member or any other person except in pursuit of the objectives stated in these by-laws.

B. Should the FBS dissolve, all assets and property remaining after meeting the obligations of the FBS be donated to a substantially similar non-profit corporation or organizations having objectives compatible with those of the FBS.

ARTICLE 11

Proceedings of the society and its committees shall be conducted according to the most recent edition of Robert's Rules of Order, except as otherwise specified in these by-laws.