

HEALTHCARE FACILITIES MANAGEMENT SOCIETY OF NEW JERSEY

CONSTITUTION

THESE CONSTITUTION AND BYLAWS WERE APPROVED BY THE MEMBERSHIP
ON 10/20/22

ARTICLE I

This Association shall be known as the Healthcare Facilities Management Society of New Jersey and abbreviated as HFMSNJ.

ARTICLE II

The Mission of this association shall be to further the member's education, raise the standard of healthcare facilities management and to act as a resource to assist the facilities manager in their problem solving.

ARTICLE III

Section 1. **MEMBERSHIP**

- a. **Regular Member** – This level of membership in the Society shall be available to individuals who are actively employed in a facility management capacity or in operational functions at a Health Care Facility. Members in this category are eligible to vote and hold office. This does not include temporary or consultant employment. Employment Status, if in doubt, can be verified by a current payroll stub. Individuals having served as President of this organization can maintain Regular membership status providing they pay the appropriate dues independent of their employment situation.
- b. **Professional** – This level of membership in the Society shall be available to those professionals who provide design services to the facilities management staff of a healthcare institution. Such individuals are identified as licensed architects, licensed engineers and other licensed professional consultants whose firm(s) actively support architects and engineers in healthcare design. Individuals in this category are eligible to vote and hold office as Secretary and Treasurer. At the discretion of the Executive Committee, limitations may be placed on the numbers of this category of member to insure a proper balance of membership.
- c. **Professional Associate** – This level of membership in the Society shall be available to those who provide facilities related support services to healthcare institutions and whose membership would be of benefit to the organization. Individuals in this category are eligible to vote and hold office as Secretary and Treasurer. At the discretion of the Executive Committee, limitations may be placed on the numbers of this category of member to insure a proper balance of membership.
- d. **Honorary Member** – Individuals in this category may be elected by a majority vote at a regular business meeting. Honorary members should be contributors to the healthcare facilities management field. Members in this category are NOT eligible to vote or hold office.
- e. **Retired Member** – Any member in good standing who retires from employment and does not continue in any capacity in facilities management may retain membership. This member will have voting privileges and can hold office as Secretary or Treasurer. Annually, members in this category shall not be assessed a membership fee but will be responsible for any associated costs of the Society to conduct business such as monthly meetings, special events and the like.

Section 2. **MEMBERSHIP DUES**

- a. An applicant, upon submittal of an application along with the initiation fee and one (1) year's dues, shall be eligible for acceptance into the Society. The applicant's name will not be

presented or voted upon for membership unless he is present at the meeting. A majority vote of those members present is required for acceptance. Special programs may be authorized by the Executive Committee for enhancing Regular Member opportunities while maintaining Professional Associate ratios.

- b. A member who has been removed from membership for non-payment of dues may be reinstated within the calendar year they were removed from the active membership list and all back dues paid. A member that has been removed from membership for non-payment of dues and does not renew by the end of the calendar year they were removed from the active membership list must re-submit a new membership application and be subject to the initiation and acceptance process. For each calendar year, dues are payable in January of that year.
- c. A member is in arrears if dues are not paid by March of that calendar year. A member shall be removed from the active membership list on April 15th if dues are not paid. New members paying dues after the September meeting in a calendar year will have been considered dues paid for the following year.

Section 3. **RECLASSIFICATION OF MEMBERSHIP**

Members who change employment affiliation so that reclassification of membership type is required, shall retain and have their membership changed to the appropriate membership type during the full term for which dues have been paid with no dues adjustments during the reclassification year.

Section 4. **TRANSFER OF MEMBERSHIP**

Membership in the Society is personal and cannot be transferred between individuals.

ARTICLE IV

Section 1 **MEETINGS**

- a. The organization shall ordinarily meet officially eight (8) times each year. In addition, the organization may conduct special functions each year. The organization may cancel a regular scheduled meeting or special event by notifying the membership by phone, e-mail or other media source. Conditions causing cancellation would include severe weather conditions and other natural or man-made disasters, which are beyond the society's control. A cancelled meeting or event shall not be required to be rescheduled. No regular meeting will ordinarily be scheduled in July, August and December.
- b. Regularly scheduled meetings will be held the third Thursday of each month in which a meeting is scheduled to be held.
- c. The Annual Meeting of this Society shall be the third Thursday in October. This is a regular meeting.
- d. Any quorum for regular or special meeting of this Society must consist of at least six (6) Regular members and not less than ten (10) total members. ARTICLE VII quorum requirements shall also be met for defined "significant" business.
- e. Electronic meetings, including voting, shall be permitted by the General Membership or Executive Committee. The rules shall remain the same for in-person or electronic functions of the Society as much as practical, and shall be followed for Voting and conducting significant business [i.e. quorums] as described in this Constitution and Bylaws.

ARTICLE V

Section 1. **OFFICERS AND TRUSTEES**

- a. The elected officers of this Society shall be a President, President-elect, Secretary, Treasurer and Sergeant-at-arms (Hereafter SAA).
- b. To be eligible for any of the five elected offices, the individual must be a member in good standing (dues paid) of both HFMSNJ and the American Society for Healthcare Engineering (ASHE) and maintain that status throughout the term in office.
- c. Only members in good standing and employed at a healthcare institution may hold the office of President and President-elect. Unless otherwise indicated in the Constitution and Bylaws, members whose status changes during their term of office shall complete the terms originally designated.
- d. Officers shall not hold more than one (1) elected office simultaneously with the Society.
- e. The four most recent Past-Presidents shall constitute the Trustees of the Society. In the event that a Past President cannot serve as Trustee, the Executive Committee, upon recommendation of the President, shall appoint a Trustee[s] at Large. Nominees for Trustee [s] at Large shall be selected from previous Past-Presidents who are currently active in the Society.
- f. Eligible members of the organization who are present shall elect the officers, ordinarily at the Annual Meeting.

Section 2. **SUCCESSION AND TERMS OF OFFICE**

- a. The President-elect shall automatically succeed the President who leaves office at the end of his term or for any other reason and then the vacant President-elect position will be filled in accordance with these Constitution and Bylaws.
- b. The office of President and President-elect shall be elected for a period of one, 2-year term or until their successor has been elected and qualified
- c. The office of Secretary, Treasurer and SAA shall be elected for a period of one, 1-year term or until their successor has been elected and qualified.
- d. All terms expire on December 31 of the appropriate year.

Section 3. **METHOD OF FILLING VACANT ELECTED OFFICERS**

In the event an elected office becomes vacant and no other method is defined in these Constitution and By-laws as a means of replacement, the following methods shall be adhered to:

- a. President – upon departure, the position will be filled by the President-elect and he shall serve out the remaining portion of the current term. He shall also serve the full term for which he has been elected.
- b. President-elect – in the event this position becomes vacant before the end of the normal term, the Nominating Committee will bring forth a qualified candidate to fill the vacant position and present the name to the general membership to be voted on to complete the remainder of the term.
- c. If both the President and President-elect positions are vacant before the end of the term, the Nominating Committee will bring forth qualified candidates to fill the vacant positions and present the names to the general membership to be voted on to complete the remainder of the terms.
- d. If any combination of the Secretary, Treasurer or SAA become vacant, the Nominating Committee will present qualified candidates to the general membership to be voted on to complete the remainder of the term.

ARTICLE VI

Section 1. **APPOINTMENTS**

The president shall appoint the following standing committees' Chairman/ Co-chairman.

- (a) Educational Committee
- (b) Membership Committee
- (c) Auditing Committee
- (d) Newsletter Committee
- (f) Advocacy Committee
- (g) Nominating Committee
- (h) Parliamentary
- (i) Website / Social Media

Section 2.

The President may appoint any other committees and/or Chairman/ Co-Chairman and Coordinators that he deems necessary to conduct the business and/or activities of the Society. Such appointments are to be announced to the membership at the next regular membership meeting after the appointment is made.

Section 3.

The President will appoint three members to represent the Society at New Jersey Hospital Association Activities.

ARTICLE VII

Section 1. **EXECUTIVE COMMITTEE**

- a. The Executive Committee shall be chaired by the President and shall consist of the Officers, Trustees and the Committee Chairmen. The President may add any specific individual he feels may add to the function of the Executive Committee and the organization. All individuals must be a member in good standing with HFMSNJ dues paid; ASHE membership is strongly recommended and may be individually required by the President. For specified positions ASHE membership is required by the national society.
- b. The dues of the Society shall be determined by the Executive Committee annually, and shall be presented to the membership at the Annual Meeting as information for the upcoming year.
- c. A quorum for Executive Committee meetings will be two of the five officers plus one (1) of the Trustees plus any two of the remaining appointed members of the Executive Committee. (Minimum five (5) people). Voting majorities described in these Constitution & Bylaws shall be calculated as the members in attendance at a qualified meeting.
- d. The Executive Committee derives its authority and powers from these Constitution & Bylaws and the general membership. The President shares this authority except as defined in these Articles whereby he has specific autonomy.
- e. A quorum is required to conduct Society business that is significant in that it: commits to expenditures; or concerns rules; or concerns defined duties and actions contained in these documents.

ARTICLE VIII

Section 1. **DISCRIMINATION**

Membership in this Society shall not be denied to any person due to age, sex, color, creed or national origin.

Section 2. **DEFINITIONS**

- 1. The term "*he/his*" also means "*she/hers*" in these constitution and bylaws.
- 2. The term "*chairman/chairmen*" also means "*chairperson/chairpersons*" in these constitution and bylaws.

3. A “*member in good standing*” is defined as a member, whose dues and other society financial commitment are paid, attends meetings, or participates in committees, or supports other society events.

ARTICLE IX

Section 1. SOCIETY RECOGNITION

- a. This Society is recognized by the State of New Jersey as a Non-Profit Organization under filing 0100613683.
- b. The Society is recognized by the U.S. Government as Non Profit under ID # 22-3382315.

ARTICLE X

Section 1. CONSTITUTIONAL & BYLAWS AMENDMENTS

- a. These Constitution & Bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Society provided that the members have been notified of the meeting and the proposed changes. The proposed amendment must be read to the membership at a meeting prior to the next scheduled meeting when the votes will be taken.
- b. The Trustees shall review the Constitution & Bylaws annually so that any changes necessary can be brought up ordinarily at the September Meeting for reading into the minutes and adoption voting at the October Meeting. Inclusion of the proposed changes in the Newsletter, Email, and or on the Website (at least two weeks prior to the meeting) shall meet the requirements for member notification of change.

Section 2. INDEMNIFICATION OF OFFICERS, APPOINTEES, AND AGENTS

The Society shall, to the fullest extent to which it is empowered to do so by the authority of NJ Corporate law or any other applicable laws as may, from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or agent of the Society, or that he or she is or was serving at the request of the Society as a Member, Director, Officer, or agent of another Society, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys’ fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

HOSPITAL FACILITIES MANAGEMENT SOCIETY OF NEW JERSEY BYLAWS

THESE CONSTITUTION AND BYLAWS WERE APPROVED BY THE MEMBERSHIP ON 10/20/2022

ARTICLE I

DUTIES OF OFFICERS

- Section 1. It shall be the duty of the President to preside at official meetings and enforce due observance of the Constitution and Bylaws and to perform such other duties as pertain to this office.
- Section 2. The President-elect shall complete any term remaining in the event the President is unable to complete the current year. In the temporary absence of the President, the President-elect shall act and be vested

with the duties of the President. He shall also act as the Education Committee Chairperson if another is not appointed.

- Section 3. The Secretary shall keep and transmit a record of all business transactions of the meetings and shall issue all notices of meetings and other business of the Society. Additionally, he shall be responsible for assisting in the coordination of the meeting site as well as selection of menus.
- Section 4. The Treasurer's duty shall be that of handling the funds pertaining to the Society. He shall pay out funds only after having received and verified receipts for expenditures of the Society. Expenditures will be reported to the general membership at each formal meeting. He shall oversee and direct the Membership Chair regarding the annual dues notices for all current members to be transmitted by October 15th of the current year. The Treasurer will also collaborate with the Membership Chair for preparation of a membership status census after the November meeting for the Executive Committee meeting in December to aid the incoming board in budgeting and setting guidelines for the coming year. He shall prepare the societies financial record for audit annually.
- Section 5. The Sergeant-At-Arms (SAA) duty is to primarily enforce order at the direction of the President and to assist in the practical details of organizing the meetings. Other duties may include the greeting of visitors; escorting prospective member candidates during the voting of their membership; and providing security. The SAA may be in charge of the organization's property. Unless otherwise appointed, the SAA shall serve as Parliamentarian

ARTICLE II

TERMS OF OFFICE

- Section 1. The President and President-elect may serve (one) 2-year term in each position. After serving (one) 2-year term, 2 years must pass before being eligible to the same office.
- Section 2. The Secretary, Treasurer and SAA may be elected to unlimited consecutive 1-year terms.
- Section 3. The President-elect shall not be required to run for the office of President upon the conclusion of the sitting President's term in office.
- Section 4. Under no circumstances shall the President-elect serve as President for more than the remainder of the sitting President's current year plus one term as President except as defined in the Constitution.

ARTICLE III

SUCCESSION

For immediate operations and situations beyond those duties covered in Article 2, the line of succession shall be

President
President-elect
Immediate Past President (Junior Trustee) if available
Immediate Past President (Middle Trustee) if available
Immediate Past President (Senior Trustee) if available
Trustee at Large (Appointed Trustee)

ARTICLE IV

DUTIES OF COMMITTEES

Committees of the Society are expected to operate within the following guidelines:

- a. Chairman will select their committee members from the members of the society to serve on the committees.
- b. Committees will establish an annual agenda or operating goals.
- c. Committees will report at each regular meeting. The report will be rendered by the chairman and will be verbal with written and electronic copy for the Secretary's use.
- d. In the absence of the chairman, an alternate will present the report.
- e. In the event no one from the committee is available to present the report, a written and electronic copy of the report will be provided to the Secretary in advance to read into the minutes.

ARTICLE V

ORDER OF BUSINESS

- Section 1. The President or his designee shall determine the order of business of society meetings. The agenda should contain sufficient items to reflect the Society's operations.
- Section 2. At meetings other than the above, the chair shall determine the order of business.

ARTICLE VI

RESIGNATION OR ABANDONMENT OF OFFICE

- Section 1. Resignation or unexcused absences by any elected officer for three (3) consecutive meetings may cause the position to be declared vacant by a two-third vote of the Executive Committee and a successor elected at the next meeting, and the vacancy filled in accordance with these Constitution and Bylaws.
- Section 2. Resignation or Abandonment of Office by any trustee may cause the position to be declared vacant by a two-thirds vote of the Executive Committee, and a successor appointed under Article V: Section 1.e. of the Constitution at the following meeting.
- Section 3. Unexcused absences, for three (3) consecutive meetings, by any appointee may cause the position to be declared vacant by a two-thirds vote of the Executive Committee and a successor appointed by the President at the following meeting.
- Section 4. Should the President or President-elect leave the Healthcare Facilities Management field voluntarily, they shall resign their office within ninety (90) days and their position shall be filled in accordance with these Constitution and Bylaws.
- Section 5. Should the President or President-elect leave the health care field involuntarily, they shall be allowed a period of one hundred-eighty (180) days to secure a position in the healthcare facilities management field. In the event re-employment is not attained during this time frame, the President or President-elect shall resign their office and their positions filled in accordance with these Constitution and Bylaws.
- Section 6. Should an elected or appointed position fail to consistently meet the requirements or ignores the responsibilities of their position as described in Article IV or Article VI, Sections 1-3 of these Bylaws or as assigned by the President for two (2) consecutive months, such individual, with a two-thirds majority approval from the Executive Committee, shall be removed from the elected or appointed position by the Trustees and the position filled in accordance with these Constitution and Bylaws.

ARTICLE VII

EXPULSIONS

- Section 1. The Executive Committee, upon the recommendation of the President, may expel any member or guest who does not comply with these Constitution and Bylaws or whose conduct is detrimental to this Chapter. The SAA may remove any non-elected member from any regular meeting within his own authority.

- Section 2. The Executive Committee reserves the right to recommend and call for a general membership vote for the removal of any elected officer from office who does not comply with these Constitution and Bylaws or whose conduct is detrimental to the organization.
- Section 3. The Executive Committee reserves the right to limit the number of visits non-member guests can make to Society meetings in a calendar year.

ARTICLE VIII

GOVERNANCE

All parliamentary business not covered by this Constitution and Bylaws shall be governed by the corporate law of the State of New Jersey and then by the Robert's Rules of Order.

ARTICLE IX

DELETE THIS SECTION. DEFER TO CONSTITUTION ARTICLE X: SECTION 1

BYLAWS AMENDMENTS

- Section 1. These Bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Society provided that the members have been notified of the meeting and the proposed amendments. The proposed amendment must be read to the membership at a meeting prior to the next scheduled meeting when the votes will be taken.
- Section 2. Annually during the Summer Break, the Trustees shall review the Bylaws so that any changes necessary can be brought up at the September Meeting for reading into the minutes and adoption voting at the October Meeting. Inclusion of the proposed changes in the Newsletter and or on the Website (at least two weeks prior to the meeting) shall meet the requirements for member notification of change.

ARTICLE IX

DISSOLUTION

The Healthcare Facilities Management Society of New Jersey may be dissolved by a vote of two-thirds of the members present at a Special Meeting called for that purpose. Upon dissolution of the Corporation, the Executive Committee shall pay or make provision for the payment of all liabilities of the Corporation. They shall dispose of all assets of the Corporation to an organization operated for charitable, educational or scientific purposes. No individual shall be entitled to share in the distribution of any of its assets.

The manner of changing the Constitution or Bylaws are described within the documents. If you wish to propose a change, each year the President assigns one of the Trustees to supervise the changes proposed. Ask any of the Chapter officers who to contact to discuss a change.....The HFMSNJ Trustees.