

TEXAS ASSOCIATION
OF
HEALTHCARE FACILITIES
MANAGEMENT



“Education through
Association”

BYLAWS

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And

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**BYLAWS, RULES AND REGULATIONS
OF THE TEXAS ASSOCIATION OF
HEALTHCARE FACILITIES MANAGEMENT**

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**ARTICLE ONE
NAME**

1.01 The name of the organization, which was originally formed at Harris Hospital on February 15, 1958 as the North Central Texas Hospital Engineer's Association, shall be named the Texas Association of Healthcare Facilities Management (TAHFM).

**ARTICLE TWO
PURPOSES AND EXEMPT ACTIVITIES**

2.01 TAHFM is organized exclusively for charitable and educational purposes. These purposes shall include: To advance the use of sound, safe and modern facility management in all Texas Hospitals and related health care facilities;

To interchange ideas and experiences and otherwise encourage close cooperation among health care facility managers and healthcare environmental services, thereby furthering the education and personal development of its membership for more effective individual and group contribution to optimum patient care; such other charitable and educational purposes as the Board of Directors shall from time to time determine.

No part of the net earnings of this association shall inure to the benefit of, or be distributed to its members, directors, officers, or other private person, except that the association shall be authorized and entitled to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in, including the publishing or distribution of statements, a political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the association shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or (b) an organization, contributions to which are deductible under \cong 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the association, dispose of the associations remaining assets. Distribution of assets or the proceeds from the disposal of such assets will be made to any organization that has been organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Revenue Law, as the Board shall determine.

Any assets not disposed of by the Board of Directors shall be disposed of by a court of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE THREE MEMBERSHIP

3.01 ELIGIBILITY. Individuals eligible for membership in the Association shall be those active in the field of health care facility management or environmental services. This membership may include but not be limited to: 1) plant operations; 2) engineering; 3) safety; 4) security; 5) telecommunication/computer technicians; 6) biomedical technicians; environmental services and 7) or other professional services related to health care facilities management.

3.02 CLASSES OF MEMBERSHIP.

Membership in the following categories is available to individuals who support the Association's mission and objectives:

(a) Active Membership may be granted to individuals who have substantial responsibility in health care facilities management and environmental services.

(b) Honorary Retired Membership may be granted, upon a majority vote of the Board of Directors, to any member in good standing who has been a member for five years immediately prior to official retirement. This life-time membership will entitle the member to all the rights and privileges of full membership with the exception that he or she is not eligible to vote or to hold office in the Association.

(c) Student Membership shall be available to full-time college students taking course work related to any of the disciplines addressed by the Association. Student members may not vote or hold office.

(d) Associate Membership may be granted to individuals having an interest in health care facilities management/environmental services. Associate members shall be non-voting, cannot hold office in the Association but can serve on the Board of Directors.

3.03 VOTING RIGHTS: Only Active Members shall have the power to vote and will be entitled to one vote on each matter submitted to a vote of the members. Decisions by the members shall be by a simple majority of those responding.

3.04 TERMINATION OF MEMBERSHIP: The Board of Directors, by affirmative vote of 60% of all of the members of the Board present and voting, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues or assessment fees.

3.05 RESIGNATION: Any member may resign by filing a written resignation with any member of the Board of Directors, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

3.06 REINSTATEMENT: Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of 60% of the members of the Board present and voting, reinstate such former member to membership on such terms as the Board deems appropriate.

ARTICLE FOUR MEETINGS

4.01 ANNUAL MEETING: An annual meeting for the transaction of the affairs of the Association shall be held in conjunction with an educational meeting at a time and place specified by the Board of Directors. The Secretary of the Association shall send notice of the annual meeting to members of the Association well in advance of the meeting. Elected Officer's shall take office at the conclusion of the annual business meeting.

4.02 SPECIAL MEETINGS: Special meetings of the members may be called by the President, the Board of Directors, or not less than 40% of the members having voting rights.

4.03 MEETINGS OF THE BOARD OF DIRECTORS. A regular annual meeting of the Board of Directors shall be held at a time and place designated by resolution of the Board of Directors without further notice than such resolution. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors.

4.04 NOTICE OF MEETINGS: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, or by electronic communications to each member entitled to vote at such meeting, not less than 15 days or more than 120 days before the date of such meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the association, with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is transmitted.

4.05 ACTION TAKEN BY MAIL, TELEPHONE OR ELECTRONIC COMMUNICATIONS: Any action required or presented to be taken at a meeting may also be taken by mail, telephone, or electronic communications with the same force and effect.

ARTICLE FIVE BOARD OF DIRECTORS

General Powers

5.01 The board of directors shall have authority to make policy decisions for the Association; to approve the annual budget; to establish rules and procedures for the board of directors and for the Association; to approve, modify or disapprove reports, resolutions, or actions of officers or committees of the Association.

Eligibility, Number, Appointment, Tenure

5.02 Only Active Members of the Association, who are in compliance with all provisions of these bylaws and have been members of the Association for one or more years, shall be eligible to serve on the Board of Directors of the Association. The Board shall consist of the president, president-elect, immediate past president and 8 directors. Board members should include representation from all areas of the state. The 8 elected directors will serve overlapping 2 year terms, 4 directors being elected each year. The President shall also appoint 2 additional director's each year from the environmental services field to serve as voting member's to the association for 2 year's, and additional directors each year from the associate membership corporate sponsors. These persons shall represent the views of the members in their field. There shall also be one non-voting board position appointed from Region 9 (Louisiana) to serve a two year term.

Special Meetings

5.03 Special meetings of the Board of Directors may be called by or at the request of the President or any 4 members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meetings of the Board of Directors.

Notice

5.04 Notice of any special meeting of the Board of Directors members shall be given at least ten (10) working days previously thereto by notice delivered personally or by telephone, or sent by mail, facsimile transmission or electronic communication to each Board of Directors member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is transmitted. Any Board of Directors member may waive notice of any meeting.

Quorum

5.05 60% of the active/filled Board of Directors positions shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum can also be performed electronically via e-mail or fax. If at any meeting there is NOT a quorum present, then the items needing a quorum vote will be sent electronically to all Board members for approval or disapproval.

Vacancies

5.06 The president shall fill any vacancies by appointment. Such appointees shall serve until the next annual meeting. In the event the president shall be unable to fulfill tenure of his office, the president-elect shall act as president until the next annual meeting, at which time he will assume the presidency. When an officer or director leaves the field of health care facilities management, the unexpired term of office shall be filled by appointment of the president.

Removal

5.07 Any Director may be removed by a 60% vote of the Board of Directors whenever in its judgment the best interests of the association would be served.

Compensation

5.08 Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, and within budgetary constraints may be allowed for attendance at such regular or special meetings of the Board of Directors; but nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving compensation therefore.

Board Action by Mail, Telephone or Electronic Communications

5.09 Any action required or presented to be taken by the Board of Directors at a meeting of the Board of Directors may also be taken by mail, telephone, or electronic communications with the same force and effect.

ARTICLE SIX OFFICERS

6.01 The officers of the association shall consist of a President, President-Elect, and Immediate Past President. The Board of Directors may elect or appoint such other officers and assistant officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Removal

6.02 Any officer elected by the membership may be removed by a 60% vote of the Board whenever in its judgment the best interests of the association would be served.

Vacancies

6.03 A vacancy in any office may be filled by a 60% vote of the Board for the unexpired portion of the term.

President

6.04 The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and serve as chairman of the board of directors. It shall be his duty to supervise the activities of the Association. At the annual meeting, he shall present a report which shall be kept in the permanent files of the Association. Other duties may be performed as authorized by the board of directors. If the president-elect is unable to fulfill that term, the Board of Directors has the authority to extend the current president's term for one year or until the election of a new president. During the President's term of two years he shall focus on Interlink (annual conference) activities along with the Interlink Committee Chair.

President-Elect

6.05 The president-elect, shall, in the absence of or because of the incapacity of the president, perform all duties and assume all responsibilities of the president. During the President Elect's term of two years he shall focus on Regional Programs and obtain training from the Past President.

Past President

During the Past President's term of one year he shall focus his efforts on Regional Programs. After this term he will have fulfilled a five-year commitment.

Executive Director

6.06 The executive director shall serve as secretary-treasurer and shall record the proceedings and prepare the minutes of the Association, which shall be available to the members for inspection. The secretary-treasurer shall maintain the membership and financial records of the Association, prepare and submit an annual budget, and perform such other duties as determined by the President.

ARTICLE SEVEN ASSOCIATION MANAGEMENT

7.01 EXECUTIVE DIRECTOR: The Board of Directors will contract or employ a qualified individual or organization to perform the administrative functions of TAHFM as determined by these Bylaws.

7.02 JOB DESCRIPTION: The President will appoint a Special Committee as needed to establish or revise appropriate performance criteria to handle the functions of the Executive Director.

7.03 SIGNATORY AUTHORITY: The Executive Director shall have signatory authority for expenditures in day-to-day operations of the association up to \$5,000. Anything above this amount shall require the co-signature of an officer of the association.

ARTICLE EIGHT
ELECTION OF OFFICERS AND DIRECTORS

8.01 The election of the president-elect and **4** directors shall be conducted **prior to** the annual conference.

- (a) Call for nominations shall be made from the membership.
- (b) A listing of the names of the candidates, together with a resume of the background and experience of each candidate shall be made available to each member of the Association.
- (1) Voting members may cast their votes via e-mail for the candidates.
- (c) The list of candidates must contain, but not limited to, at least **4** candidates for the **4** available directors positions and 2 candidates for president-elect.
- (d) Candidates for president-elect must have served on the board of directors for 1 of the immediately preceding 3 years.
- (e) The annual meeting election procedures.

- (1) Election Procedures:
 - a) The president shall appoint an ad hoc committee of 3 members in attendance to serve as the election committee. One of the 3 members shall serve as chairperson of the committee.
 - b) Via e-mail: ballot forms, listing the positions to be filled, will be distributed to the membership. Candidates' names will be adjacent to the position to be filled. A blank space for write-in candidates will also be provided.
 - c) Nomination deadline will be on the e-mail and it will be turned off on the web site.
 - d) Each voting member shall select 1 name for each position to be filled and enter the name on the ballot adjacent to the selected position for which the vote is cast.
 - e) Each election committee member shall physically and individually count the votes and enter the count by name for each position on a tally sheet.
 - f) Completing the vote count, the election chairperson shall announce the results to the membership in attendance at the annual meeting, via e-mail, post on the web site, newsletter & a letter from the Executive Director to each members CEO or COO for the New Year.
 - g) In all elections, each candidate at their own discretion may vote for himself.
 - h) The executive director shall, at the completion of the voting process, destroy all ballots and tally sheets by any method desired.
 - i) The executive director shall record the election results and shall place these on the web site & in the next scheduled newsletter.

8.02 TERM OF OFFICERS AND DIRECTORS.

- (a) **OFFICERS.** The president shall serve for a term of two years and shall take office at the close of the annual meeting immediately following a term as president-elect. The president-elect shall serve for a term of two years and shall take office at the close of the annual meeting. The immediate past president shall also serve a term of one year.
- (b) **DIRECTORS.** Directors shall serve for a term of 2 years and shall take office at the close of the annual meeting immediately following their election. No director will serve more than 2 consecutive terms.
- (c) Officers must wait a minimum of one years before running for office again.
- (d) **REGIONAL DIRECTORS.** Directors shall be appointed by the Board of Directors and shall serve for a term of 2 years and shall take office at the close of the annual meeting immediately following their election. No director will serve more than 2 consecutive terms. There shall be at least one regional director appointed from each region including Region 9 (Louisiana). Their tenure shall be arranged in order to produce overlapping terms. one Regional Director(s) may be appointed from each region from within the Environmental Services field. Their tenure shall be arranged in order to produce overlapping terms.

ARTICLE NINE COMMITTEES

9.01 STANDING COMMITTEES. The President shall appoint the following standing committees from among the members of TAHFM with exception of the Nominations Committee. Any member in good standing will be eligible to serve on any standing or special committee. Specific details on Committees are available in the Procedures and Guidelines document.

- 1) Interlink Conference Chair – the objective of this committee shall be to plan and promote a successful conference. The InterLink Conference Chair shall ensure the sub-committees are within their budgetary limits when planning these events.
 - a) InterLink Activities Committee – the objective of this committee shall be to plan and promote a successful conference for the enjoyment of all involved. The InterLink Activities Committee shall ensure the sub-committees are within their budgetary limits when planning these events and that all deadlines are met.
 - (i) Golf Tournament Committee – Rufus Cleghorn, Jr Memorial Scholarship Fund
 - (ii) Entertainment Committee
 - b) InterLink Sponsorship Committee – to promote the conference and solicit sponsors/exhibitors for the annual conference.
 - c) InterLink Attendance Committee – to promote attendance to the annual conference.
 - d) InterLink Education Committee – to design and develop high quality educational events for the annual conference taking into consideration any specific regional needs.
 - (i) Facilities Track
 - (ii) Environmental Services Track
 - (iii) Construction Track

- 2) Communication Committee – The duties of this committee shall be to publish in newsletter (or similar form) educational information within the area of health care facilities management and environmental services. The committee will also assist the Regional Program Committee, as required, in planning and conducting education seminars and workshops within the regions.
- 3) Regional Program Committee – the objective of this committee shall be to plan and promote the educational events of the region.
 - a) Regional Sponsorship Committee – the committee shall ensure the goal of six sponsors per event is met for every program and the sponsors’ expertise/area is matched with the program content.
 - b) Regional Attendance Committee – to promote the targeted attendance for the regional program.
- 4) Awards Committee – to plan and promote the successful execution and recognition of TAHFM awards.
 - a) Scholarship Award Committee – to promote the Rufus Cleghorn, Jr Memorial Scholarship and to review the applicants and select the recipient(s) of this scholarship.
 - b) Personal Recognition Committee – to design/recommend awards for the association, develop criteria, review applications and to designate the award.

9.02 OTHER COMMITTEES.

- 1) Nominating Committee - The nominating committee of the Association shall be composed of the immediate past president as chairman, president-elect and president. The committee will select nominees for president-elect and directors to be voted on by the membership.
 - (a) The committee shall not be required to hold a formal meeting, but may conduct its business by mail or other means.
 - (b) Members of the nominating committee may not be personally nominated for a position.
 - (c) Any member of the Association may recommend a candidate for consideration by the nominating committee.
- 2) Special Committees may be appointed by the president from time to time as authorized by the board of directors.
 - (a) Special committees may be appointed for special projects. The term of office for members of such committees shall be 12 months unless otherwise specified in the authorization given by the board of directors. At the end of this period, the committee shall be discharged automatically unless otherwise specified by the board of directors.
 - (b) Recommendations: Special committees shall submit to the president an interim written report of the committee's activities if requested, and a final written report with conclusions and recommendations upon completion of the project.

ARTICLE TEN

DUES

10.01 RATE OF DUES. All funds paid to the Association become the property of the Association. Dues shall be set by the Board of Directors.

10.02 DUES DELINQUENCY. The membership of a member who has not paid his annual dues by March 1 of each year shall be terminated, providing a prior notification of such delinquency has been sent to such a member.

10.03 FINANCIAL AUDIT. An Audit will be performed by a Certified Public Accountant and reported to the Board by January every Tri-Annual Year. Effective January 2005, 2008, 2011, 2014

ARTICLE ELEVEN

AFFILIATIONS

11.01 This association is affiliated with Texas Hospital Association and the American Society for Healthcare Engineering and the American Society for Healthcare Environmental Services.

11.02 TAHFM may enter into agreement of affiliation with a national, state, or local organization under provisions determined and prescribed by the Board of Directors.

ARTICLE TWELVE AMENDMENTS

These bylaws may be altered, amended, or repealed by a two-thirds vote of the attendees at a meeting, United States mail or electronic communications. Any member may suggest changes to the bylaws. Alterations, amendments, or changes will become effective upon approval by the board of directors of the Association.

2/07 – TAHFM Board & Membership approved

2/29/05 TAHFM Board & Membership approved

10/01/03 TAHFM Approved

7/26/02 TAHFM Approved

2/22/02 TAHFM Approved

2/19/96/TAHFM Approved

12/95 TAHFM Board Amended

8/95/TAHFM Approved

6/2/95 TAHFM Board Amended

5/25/95/ke Amended

4/5/91 THA Board Approved

11/28/90/ke TAHE Board Approved

7/31/89/ke Amended

2/26/88 TAHE Approved

1/23/83 THA Board Approved

8/82 ke Amended

12/22/77 RA/pr

9/17/77 THA Board Approved

7/15/77 TAHE Board Approved

5/16/70 THA Board Approved

3/19/70 TAHE Amended

11/17/69 RLE/sjr