

SOCIETY FOR HEALTH SYSTEMS BYLAWS

Of the Institute of Industrial Engineers

ARTICLE 1. NAME

This organization will be named the Society for Health Systems (SHS or Society) of the Institute of Industrial Engineers (IIE or Institute).

ARTICLE 2. PURPOSES

The purposes of the Society will be to:

- Promote the art and science of industrial/management engineering, quality and process improvement as it concerns the planning, design, improvement, installation and evaluation of health care services delivery systems,
- Encourage and foster research, development and publication of papers on health systems,
- Develop, maintain, and disseminate a body of technical knowledge,
- Provide forums for technical networking,
- Provide leadership in the application of quality and process improvement methodologies in healthcare,
- Provide member value, and promote the disciplines of industrial/management engineering, quality and process improvement,
- Recognize professionals for their achievements in advancing the application of industrial/management engineering, quality and process improvement in health systems,
- Identify and collaborate with other professional and technical organizations in the area of healthcare systems, and
- Support IIE's mission by cooperating with other societies, divisions, interest groups and committees.

ARTICLE 3. POWERS

1. The Society will have the power to recommend policies within its area of interest to the IIE Board of Trustees. Recommendations will be forwarded to the IIE Board of Trustees upon a majority vote of the Board of the Society (Board).
2. The Society will have the power to issue statements through the regular channels of the Institute.
3. The Society will have the power to conduct educational and informational programs for its members.
4. The Society will have the power to publish educational and informational material in whatever medium (print, electronic, etc.), is best suited, subject to the policies of the Institute.
5. The Society will have the power to recommend contracts, but only the Institute will have the power to sign contracts.
6. The Society will have the power to recommend dues and fees in addition to those dues and fees established by the Institute.

ARTICLE 4. MEMBERSHIP

The Society has two separate, distinct classes of membership: Institute Society and SHS-only.

1. Any current member of the Institute who is interested in industrial/management engineering, quality and process improvement in health systems may become an Institute Society member. Membership shall become effective upon receipt of the completed application and designated dues payment. Student members do not have voting rights. Institute membership in the Society is concurrent with IIE membership.
2. All individuals who are interested in industrial/management engineering, quality and process improvement in health systems but who are not IIE members are eligible to join the Society as SHS-only members. SHS-only members are not members of the Institute. SHS-only membership shall become effective upon receipt of the completed application and designated dues payment.

ARTICLE 5. OFFICERS

1. The officers of the Society will be a President, a President-Elect, and a Past-President who serve terms of one year each.
 - a. The President is the chief administrative officer of the Society and in this role is responsible to:
 - i. Develop and execute the Society's strategic plan.
 - ii. Be the official representative of the Society in collaborating with the Institute or other organizations within the Institute.
 - iii. Call and organize meetings of the Society, appoint ad hoc committees as required, appoint chairs and members of standing committees, manage the affairs of the Society between meetings, and preside at Society Board meetings and Society membership meetings.
 - iv. Receive reports of activities from those Society Committees that may be established
 - v. Conduct the annual election or appointment of officers and Board members for the Society
 - vi. Help prepare the annual budget of the Society for submission to the Institute
 - vii. Make arrangements for the orderly transfer of all the Society's records to the succeeding President
 - viii. Perform other duties usual to the office of an organization's chief administrative officer
 - ix. The Society President must be a member of the Institute.
 - b. The President-Elect will:
 - i. Act as President in the absence of the President
 - ii. Perform other duties as assigned by the President or the Board.
 - c. The Past President will:
 - i. Oversee the election/appointment process as specified in Article 7.
 - ii. Perform other duties as assigned by the President or the Board.
2. The function of the Secretary will be performed by Institute staff. The staff member will conduct the correspondence of the Society, keep the minutes and records of the Society, and send copies of all correspondence and minutes to the IIE Board of Trustees-designated Liaison, and perform other duties usual to the office of an organization's Secretary.

ARTICLE 6. BOARD

1. The Board will be the governing body of the Society and will guide the officers in the administration of the Society's business. The Board must consist of the officers indicated in Article 5 and six non-officer Board Members who will be elected by the Society members or upon vacancy, replaced by the board as stipulated in Article 8. Society Board meetings must be held at least once each year, normally during the Society's annual conference. Additional meetings by conference call must be held at least quarterly, and more often if needed. Special meetings of the Board can be called by the President or a majority of Board members. All Society Board meetings will be open to Society members.
2. The Board will have the power to appoint ad hoc ex officio non-voting members.
3. Five (5) voting Board members will constitute a quorum. Voting can be in-person, electronic or on a conference call.
4. In addition to the voting Board members there shall be a Society Treasurer who shall be an ex officio non-voting Board member. The Treasurer will
 - a. Be appointed annually by the President
 - b. Work with Institute staff to prepare an annual budget consistent with Board direction
 - c. Present periodic financial reports to the Board and report to the Membership annually.

ARTICLE 7. ELECTION AND TENURE OF SOCIETY OFFICIALS

1. All Board members are to be elected in accordance with the process outlined below.
2. The President-Elect will succeed to the office of President at the completion of the President's term. The term shall be one year, commencing at the close of the Annual SHS Conference.

3. No officer or Board Member, who has served a full term, is eligible for immediate election to the same office.
4. The Past-President must oversee the election process. The Past-President will chair a Nominating Committee. The Nominating Committee shall be composed of the five most recent past Presidents who are members of the Society. The Nominating Committee will prepare a slate consisting of at least two nominees for the position of President-elect, and at least one more nominee than the number of Board seats to be filled. At least two weeks prior to the scheduled election date, the Past-President will present the slate to the Board for approval.
5. Nominees for the position of President-Elect must be current Board members or must have served on the board in the past six years, unless no such members are willing to run for the office, in which case the Nominating Committee will recommend other qualified candidates.
6. Nominees for the position President-elect must be current IIE Society members. Nominees for the Board may be SHS-only members.
7. The term of office of the non-officer board members shall be three years commencing at the close of the Annual SHS Conference.
8. The IIE Technical Networking Liaison will administer the election. The elections will be conducted by electronic ballot. Nominees for office must be listed alphabetically on the ballot. Nominees must provide a brief biographical summary and position statement to be included in the ballot. The election must be open for at least two weeks.
9. The IIE Technical Networking Liaison will tally the results. The winning candidate for each position will be the candidate receiving the largest number of votes. In the event of a tie vote for any position, a runoff election will be conducted by electronic ballot. The election must be open for at least two weeks. The President will make the official notifications to the individuals and make the official announcement of the members elected. Elected candidates will assume their office commencing at the close of the Annual SHS Conference.

ARTICLE 8. VACANCIES

1. Society board vacancies may occur through a voluntary written resignation or by Society board vote to remove an officer or board member.
 - a. Any Society member accepting nomination for office in the Society is understood to have agreed to perform the duties of that office.
 - i. In particular to have agreed to attend the annual regular Society Board and membership meetings
 - ii. Society officials who must miss a meeting or be temporarily unable to carry out their responsibilities will advise the President and will make other arrangements for the discharge of his/her responsibilities.
 - b. Society board members who fail to attend regular Society meetings or to carry out the responsibilities of the office, can be removed from office upon a two-thirds vote of the remaining Society Board members.
2. The Board shall fill by appointment any vacancies that may occur on the Board according to the following procedures:
 - a. If the vacancy occurs in the office of President, the President-Elect will complete the President's term and then serve his or her own term as President. The board will appoint a replacement President-Elect from the regular members who are eligible to become President to serve in the interim with preference being given to the candidate in the most recent election who received the next highest number of votes for President-Elect.
 - b. If the vacancy occurs in the office of President-Elect, the Board shall select a new President-Elect from the regular members who are eligible to become President with preference being given to the candidate in the most recent election who received the next highest number of votes for President-Elect.

- c. If the vacancy occurs in a position of a non-officer Board Member, the Board shall appoint a regular member of the Society to fill that position for the remainder of the term, with preference being given to the candidate in the most recent election who received the next highest number of votes.
- d. If the vacancy occurs in the position of Immediate Past President, it shall be filled by the next most recent Past President. If the next most recent Past President is not able to fill the position, then it shall be filled by the third most recent Past President; and so forth.
- e. Should problems arise in respect to the succession procedures outlined above, the Board will decide on an appropriate succession.

ARTICLE 9. FORFEITURE OF OR REMOVAL FROM OFFICE

Any Board member shall automatically forfeit his/her Board membership if he/she loses eligibility for, or is expelled from membership in IIE or the Society.

ARTICLE 10. CONFLICT OF INTEREST

Each officer, non-officer Board Member, or nominee shall make a written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy on the Board and annually during the term of office. During their terms of office, directors and officers shall promptly make full disclosure to the Board of any existing or new employment, activity, investment or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of IIE or the Society.

ARTICLE 11. - MEMBERSHIP MEETINGS

1. Meetings. The Society shall conduct an annual business meeting of the membership and shall conduct special meetings of the membership as required. Membership meetings shall include meetings held by mail or electronic means, and shall include balloting.
2. Notice of meetings. The President shall provide appropriate notification to the membership by mail or electronic means of the annual business meeting and all special meetings at least two weeks in advance.
3. Conduct of meetings. The annual business meeting and all special meetings of the Society shall be conducted in accordance with Robert's Rules of Order except when such rules are in conflict with the Bylaws of the Society or the Institute.
4. Annual Business Meeting. The annual business meeting shall be held at a time to be determined by the Board.
5. Quorum. A quorum at the annual business meeting, or a special meeting, shall be 20 regular members of the Society.
6. Voting
 - a. Eligible voters. Only professional members shall have the right to vote. There will be no proxy votes.
 - b. Margin for victory. Except as otherwise noted, all matters shall be settled by a simple majority of those voting in assembly, or in the case of a mail or electronic ballot, a simple majority of valid ballots returned.
 - c. Mail balloting procedure. Mail voting shall require the use of first class mail. Members shall have a period of not less than 30 days from the time of the mailing of the ballots until the stated end of the balloting period to return their ballots. All valid returned ballots received by the stated end of the balloting period shall be counted.
 - d. Web based balloting is acceptable provided the members are given at least 14 days to vote.

ARTICLE 12. RESPONSIBILITY TO THE INSTITUTE

The Society must operate in accordance with the Constitution and Bylaws of the Institute.

ARTICLE 13. AMENDMENTS

1. Proposed amendment(s) to these Bylaws may be initiated either by action of the Society Board or by a petition to the President signed by 5% or 15 professional members of the Society, whichever is smaller.
2. The IIE Technical Networking Liaison will distribute to all members copies of the proposed amendment along with ballot forms by electronic mail. Ballots will be submitted electronically not later than two weeks after distribution to the membership. Unless approved by the Board as being needed sooner, amendments to the Bylaws that are being brought to a vote will be voted upon in the next Society election.
3. The adoption of the proposed amendment requires an affirmative vote by at least two-thirds of the members voting, as tallied by the IIE Technical Networking Liaison who must report the results to the President within one week of the date specified for receipt of the ballots. The President must announce the result of the balloting to the membership.
4. If approved by the Society membership, the proposed amendment to the Bylaws will become effective upon approval by the Institute.

ARTICLE 14. ADOPTION OF THE SOCIETY BYLAWS

The adoption of the Bylaws of the Society requires an affirmative vote by at least two-thirds of the members voting in response to an electronic ballot for this purpose. The IIE Technical Networking Liaison will tally the votes and report the results to the President.

ARTICLE 15. USE OF THE SOCIETY OR INSTITUTE NAME

The Society logo must be used for authorized Society business and projects exclusively. Use of the Society logo to endorse, foster, or criticize any commercial product, vendors, services, or to express personal views about legislative issues is prohibited.

ARTICLE 16. LEGAL ACTIONS

If the Society, or any of its subsidiary organizations, becomes involved in, or is about to be involved in legal action before any court of law, the President must consult with the Institute Board of Trustees through the Executive Director of the Institute.

Revised: January 2012