

Southeastern Safety and Security Healthcare Council

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Article I

Name of Organization

Section 1

The name of this organization shall be the Southeastern Safety and Security Healthcare Council, herein often referred to as the "Council". For the purpose of these by-laws Southeastern shall mean the following states: Florida, Georgia, South Carolina, North Carolina, Virginia, Tennessee, and Alabama.

Section 2

The Council's address shall be care of the current Secretary.

The Council may also have offices at other places, within the southeastern states, as the Board of Directors may from time to time designate, or business of the Council may require.

Article II

Objectives and Purposes

Section 1

The Council is organized for educational, scientific, fraternal purposes, and for furtherance of its members as professionals in the field of healthcare safety and security. The Council shall function as a non-profit, non-political, non-commercial organization.

Section 2

The objectives and purposes of the Council are to foster and promote the development of better security and safety systems in healthcare facilities throughout the southeast. These shall be accomplished by:

- A. Promoting the exchange of information concerning healthcare security and/or safety administration policy, procedure and planning in order to increase effectiveness in protection management.
- B. Maintaining close association among healthcare facilities, safety, and security personnel in order to offer opportunities for exchange of information, ideas, and experiences.

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- C. Planning, organizing, and presenting programs on safety, security, and related health issues of general interest to healthcare facilities and offer assistance upon request.
- D. Encouraging and assisting members to develop their knowledge and to increase their professional effectiveness.

Article III

Membership

Section 1

Eligibility:

Individuals eligible for membership in the Council shall be those active in the field of healthcare safety or security categorized as follows:

- A. **Facility Member** is a healthcare facility with a delegated representative. The representative shall be identified, annually, by the facility. Facility membership is **ONLY** available to individuals working in a healthcare facility who have management and / or supervisory responsibilities in security, safety, risk management, or emergency management. (May be either contract or proprietary)
- B. **Associate Member** is any interested individual(s) who is associated with a facility other than the representative designated through the facility membership.
- C. **Honorary Member** is any other individual or organization interested in safety and security of healthcare facilities. This membership requires approval by the Board of Directors and must be sponsored by a Facility Member.
- D. **Commercial Member** is any interested individual or company engaged in selling or providing safety and security supplies, equipment or services to medical care facilities.

Section 2

Rights and Privileges:

- A. Facility, Associate and Commercial members are classified as full members and are entitled to the following:
 - 1. Participation in the business discussions of the Council.

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2. Voting on board members and motions presented at Council meetings.
3. Receipt of information regarding proceedings of the Council.
4. Receipt of notices of all upcoming programs and other relevant information distributed by the Council.
5. Are eligible for board member positions.

B. Honorary members are entitled to the following:

1. Participation in the business discussions of the Council.
2. Receipt of information regarding proceedings of the Council.
3. Receipt of notices of all upcoming programs and other relevant information distributed by the Council.

Membership is retained by the individual or healthcare facility, whoever paid for the membership.

Section 5

Termination:

The Board of Directors may censure, suspend, or terminate the membership of any members at its sole discretion. Cause for termination may include but shall not be limited to, failure to pay dues, non-compliance with the rules and regulations of the Council, or conduct detrimental to or in conflict with the best interests of the Council. Termination of membership requires a unanimous vote of the Board of Directors.

Section 6

Dues:

Membership dues are per calendar year with the exception of new memberships after the first of July, which will be assessed at the annual fee. Annual dues of the Council shall be established by the Board of Directors and shall be payable within 60 days from date of billing. Delinquent members who have failed to pay their dues may have their membership terminated provided that more than three months has elapsed.

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Article IV

Organization

Section 1

Board of Directors:

A. Authority

The governing of the Council shall be vested in a Board of Directors. The Board of Directors shall have the authority to make policy decisions; to establish rules and procedures, to initiate, modify, approve or disapprove reports, resolutions or actions of Council and the observance of its objectives, and to exercise all powers necessary in the business and affairs of the Council, except changing of by-laws and other limitations imposed by these Articles and/or these by-laws.

B. Members of the Board:

The members of the Board of Directors and their duties shall consist of:

1. **President** – The President of the Council shall:
 - a. Preside at all meetings.
 - b. Appoint member (s) to appropriate committees.
 - c. Appoint members to vacant positions on a temporary basis until the election can be held at the next Council meeting.
 - d. Execute instruments as authorized by the Board of Directors. This can include, but is not limited to, leases, contracts, checks, etc.
 - e. Be instrumental in the planning and preparation of Council meetings and programs.
 - f. Be a voting member of the Board.

2. **Immediate Past Presidents** – The Immediate Past President of the Council shall:
 - a. Provide guidance to the President and assist in the preparation of Council business, meetings, and programs.

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- b. Be a voting member of the Board.
3. **Vice-President** – The Vice President of the Council shall:
- a. Perform the duties of the President, if the President is absent or unable to perform the duties of the office.
 - b. Assist the President in the preparation and planning Council meetings and programs.
 - c. Succeed to the office of President at the end of the President’s term.
 - d. Be a voting member of the Board.
4. **Secretary** – The Secretary of the Council shall:
- a. Maintain the original or a copy of its by-laws as amended or otherwise altered to date.
 - b. Keep a book of all minutes of all meetings of its Board of Directors general meeting, and other committees. The meeting minutes will contain the following:
 - i. Time, date, and place of the meeting.
 - ii. Purpose of the meeting.
 - iii. Names of members or others present.
 - iv. Proceedings of the meeting.
 - c. Sign or attest such documents as may be required by law or the business of the Council.
 - d. See that all notices are duly given in accordance of these by-laws or as required by law.
 - e. Maintain custody of Council records and of the seal of the Council, whether it is engraved, printed, copies, stamped, or photographed. Records will be maintained online at a location approved by the board.
 - f. Exhibit at all reasonable times to any member of the Board, upon application, the minutes of any proceedings of the by-laws.
 - g. Be a voting member of the Board.
5. **Treasurer** – The Treasurer of the Council shall:

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- a. Oversee custody of, and be responsible for, all funds and securities of the Council, and deposit or have deposited all such funds in the name of the Council in such banks, trust companies, or other depositories as shall be directed by the Board of Directors.
- b. Oversee receipt of moneys due to the Council from any source.
- c. Disburse or cause to be disbursed the funds of the Council as may be directed by the Board of Directors, by policy set from the time to time, keeping proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct account of all Council business transactions including account of its assets, liabilities, receipts disbursements, gains and losses.
- e. Exhibit at all reasonable time the books of account and records to any member of the Board, upon written request.
- f. A report regarding the financial position of the Council will be prepared on a quarterly basis and submitted to each member of the Board. A detailed financial statement will also be submitted to the annual general meeting.
- g. Be a voting member of the Board.

6. Board Members at Large – Board members at large shall:

- a. Serve as committee members at the appointment of the President.
- b. Assist in the planning and preparation of programs and meetings as requested.
- c. Be a voting member of the Board.

7. Past Presidents – Past Presidents shall:

- a. Serve as a non-voting Honorary Member of the Board.
- b. Serve as committee member at the appointment of the President.
- c. Participate in Board Meetings and discussions.

C. Terms of Office

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Terms of office begin on January 1st of each year. The members of the Board of Directors shall hold office until removal, resignation, death or the next election at which time their term is up and their successors are elected; provided however, that the following officer/director's position shall have the following terms of office upon election by the membership or by appointment of the President as provided in these by-laws.

1. The position of President shall be a two-year term. Members eligible to serve as President must serve, in good standing, as a Board Member for two years. There will only be one President Position.
2. The position of Immediate Past President shall be a two-year term. There will only be one Immediate Past President position.
3. The position of Vice President is an elected four-year term designated two years as Vice President and two years as President. Members eligible to serve as Vice President must serve, in good standing, as a Board Member for two years. There will only be one Vice President Position.
4. The position of Secretary shall be a two-year term. Members who are eligible to serve as Secretary must serve, for two years as a council member in good standing. There will only be one Secretary Position.
5. The position of Treasurer shall be a two-year term. Members who are eligible to serve as Treasurer must serve, for two years as a council member in good standing. There will only be one Treasurer Position.
6. The position of Board Member at Large is a three-year term. Members who are eligible to serve as a Board Member must be a council member, for one year, in good standing. There will be six Board Members at Large positions.
7. The position of Past President is an honorary term for life. The number of Past President positions is unlimited.

D. Elections

1. Prior to the election of Board Members, the Vice President shall appoint a nominating committee that shall consist of three Council members. This committee shall nominate a member or members of the Council for each of the various offices. Board members shall be elected from names submitted by a member or members from the floor.

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2. Eligible and vacant board member positions will be voted on, at the Annual General Meeting, by the members of the Council.
3. The Vice President is automatically seated as the President at the end of the President's two-year term. In the event the Vice President is not able to succeed the President, a new President will be elected at the Annual General Meeting. Members eligible to be President will be nominated from the Board of Directors that served prior to the election.
4. All members of the Board, except for the President are eligible for re-election to a consecutive term. The President is eligible to be re-elected for a consecutive term only if the Vice President fails to take office as President.
5. Election of Board members should be staggered so that no more than half of the Board positions are open at any one time.
6. Board members, whose terms do not expire at the next election, and who choose to run for a position must resign from their current position prior to being nominated. The Board members vacated position will then be added to the election.
7. The nominating committee shall attempt to maintain a balance of board members including Facility and Commercial members.

E. Vacancies

The President may fill any vacancy in the elected offices of the Board of Directors, regardless of reason occurring. Any members so appointed by the President shall hold office for the remainder of the term of his/her predecessor.

F. Regular Meetings

The Board of Directors shall hold regular meetings, including an annual meeting at such time and place as shall be determined by a majority vote of the Board of Directors with reasonable notice.

G. Special Meetings

Additional Board Meetings may be held upon the call of the President, or whenever requested in writing by three or more Board Members, with reasonable notice.

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H. Quorum

A majority of the number of Board Members currently holding office, with the exception of Past Presidents, shall constitute a quorum, and the vote of a majority of those present at a meeting at which a quorum is present shall be the act of the Board of Directors. A quorum must be present to transact business and to constitute a valid meeting. Provided, that in no event shall a quorum consist of less than one-third of the whole Board of Directors.

I. Validation of Meeting Defectively called or Noticed

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the waivers, or consents, or approvals shall be filed with the Council records or made a part of the minutes of the meeting. Attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

J. Majority Action

Every act or decision done or made by a majority of the Board Members present at any meeting duly held at which a quorum is present is the act of the Board of Directors. Each Board Member who is present at a meeting will be conclusively presumed to have assented to the action taken at such meeting unless his dissent to the action is entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

K. Action by Consent of Board without Meeting

Action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

L. Conduct of Meetings

At every meeting of the Board of Directors the President shall preside. In the President's absence he shall designate the Vice President to preside. In the event a meeting of the Board of Directors takes place with the President or Vice President in which a quorum exists, a Chairperson will be chosen by a majority vote of the Board of Director's present. The Secretary of the Council shall act as Secretary of the Board of Directors Meeting. In

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case the Secretary should be absent from any meeting, the Chairperson may appoint any person to act as Secretary of the meeting.

M. Indemnification

Each member of the Board of Director of the Council may, in the discretion of the other Members of the Board of Directors, be indemnified by the Council against all losses, cost, damage, expenses, and changes reasonable incurred or suffered by him in connection with the defense or reasonable settlement of any action suit or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors (whether or not he/she continues to be a member of the Board at the time of incurring or suffering such loss, cost, damage, expense or charges) except in relation to any matter as to which he shall be adjudged in such action, suit or proceeding to be liable for his own negligence or his own misconduct in the performance of his duties as such member of the Board of Directors or officer.

N. Removal

Any Board Member may be removed, for cause and at the Board's decision, from office by affirmative vote of a majority of the total Board of Directors.

Article V

Association Meetings:

Section 1

- A. The annual general meeting of the Council shall be held at such time and place and may be determined by the Board of Directors. Notice of the Annual Meeting will be published in the Council publication at least thirty (30) days prior to the meeting.

- B. Special Meetings of the Council may be called by order of the Board of Directors with proper notice as provided in Article V, Section 1, A.

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Article VI

Committees:

Section 1

A. The President may appoint Committee Chairs. Unless otherwise specified, the Chairman of each committee shall be a Board Member. The committees may include, but are not limited, to the following:

1. Meeting/Program Committee

The duties of the Meeting/Program Committee shall be to provide information, materials and program useful for the continuing education of personnel involved in hospital safety/security.

2. Membership Committee

The duties of the Membership Committee shall be to promote membership in the Council.

3. Research Committee

The duty of the Research Committee shall be to promote research and to gather statistics, data, and material that will contribute to the advancement of the Council.

4. Nominating Committee

The duty of the Nominating Committee shall be to nominate candidates for the annual election of officer to elected position on the Board of Director of the Council. The Chairman of the Nominating Committee shall use whatever means available to solicit input from the entire membership for candidates for the position. The two persons receiving the majority of nomination from the membership for a specific office shall be slated, as candidate, for that office. If no persons or only one person is nominated for a specific office, the Nominating Committee shall poll the Board of Directors for nominees. Such nominations by the Board shall be based on the person's activity interest and efforts on behalf of the Council. The person(s) receiving the majority consensus of the Board of Directors shall be placed in nomination. The final slate of candidates will be submitted, as information, to the President, and the Committee shall prepare a ballot to all members attending the Annual General Meeting, according to the established procedures. Committee membership shall consist of

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three or more members, one of which, the Chairperson, shall be on the Board of Directors.

5. By-Laws Committee

The duty of the By-laws Committee is to periodically examine and make recommendations for changes to the Board of Directors, of the Council by-laws

Section 2

Appointments:

- A. In addition to committee appoints, the President, upon taking office, shall have the power to appoint member of certain positions in the Council. Such appointees may attend Board Meetings upon the invitation of the President, but they shall not have a vote.

1. State Representatives

The President, at his discretion, shall appoint or remove a State Representative for each of the Council's regions (states). The State Representative shall be responsible for coordinating the activities of the membership committee of that region, and shall report quarterly to the President on the activities and progress of the council in their region.

Finances:

Section 1

The Fiscal year of the Council shall be from January 1 through December 31 of each year.

Section 2

Other Funds:

The Council may obtain funds to support its activities through the sale of publications, sale of advertising space, donations or other means approved by the Board of Directors.

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Section 3

Checks:

All checks for disbursement of funds of the Council shall be signed by the Treasurer and co-signed by the President. No single disbursement over \$500 will be made without approval of the Board of Directors.

Article VII

Miscellaneous

Section 1

Publications:

Publications and reports or information sold, distributed or issued, will be under the supervision of the Board of Directors, and all such material shall be sold, distributed or issued in compliance with such copyright or other laws as may be applicable. Any material concerning the activities of the Council or of any of its committees shall be approved by the Board of Directors, is such publications or reports shall represent directly or indirectly, the opinion or policy of the Council.

- A. Any data, articles, or other information promulgated or deemed pertinent, by the Board of Directors, will be disseminated.

Article VIII

Amendments and Interpretation

Section 1

Amendments:

The by-laws may be altered, amended, or repealed by a two-thirds vote of the Council members having voting privileges and voting on the issues in the Council, at the Annual General Meeting or other board approved voting method. Notice of proposed changes shall be disseminated to all voting members prior to the voting date.

Section 2

The Board of Directors shall be responsible for decisions pertaining to the interpretation and/or the intent of these by-laws.

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Article IX

Non-discrimination

Section 1

No member of applicant for membership shall be denied admission to the Council or the enjoyment of any rights or privileges of membership on the basis of race, creed, national origin, sex, sexual orientation, or marital status.

Revised: 11-94, 06-05, 08-17