

**CONSTITUTION OF THE
CALIFORNIA MEDICAL INSTRUMENTATION ASSOCIATION**

(As amended and approved January 2009)

PREAMBLE

We, the members of the CALIFORNIA MEDICAL INSTRUMENTATION ASSOCIATION, in order to promote the principles of quality patient care through the efficient operations of the biomedical equipment, hereby, establish this Constitution to better serve the needs of our employers, physicians and all other professions involved in patient care.

ARTICLE I. NAME

SECTION A. NAME:

This non-profit Membership Corporation shall be known as the California Medical Instrumentation Association, hereinafter referred to as CMIA.

ARTICLE II. PURPOSE

SECTION A. TO PROMOTE:

1. The recognition of its members as vital components of the medical team, contributing to the public welfare.
2. The establishment of cooperative relations with other medical and technical societies.
3. The educational and ethical standing of its members in their professional and private communities.

SECTION B. TO DEVELOP AND PROVIDE:

1. A source of information for those who desire to enter and those who are already in the biomedical electronics field.
2. Educational, technical and other pertinent information for those who desire to enter and those who are already in the biomedical engineering field.

SECTION C. TO MEET REGULARLY:

1. To discuss and act upon various activities, problems and advancements to perpetuate CMIA interests and purposes.

2. To hold, use and dispose of CMIA property solely for the execution of the affairs of CMIA.

ARTICLE III. ORGANIZATION

SECTION A. ORGANIZATION:

1. The CMIA shall be comprised of a Board of Directors and Chapters from the various regions of the State of California.

ARTICLE IV. BOARD OF DIRECTORS

SECTION A. FUNCTION:

1. The Board of Directors shall provide the overall advisory responsibilities of the Association and the cohesive elements necessary between the various Chapters, while promoting the purpose of CMIA as stated in ARTICLE II of the CMIA Constitution.
2. The Board of Directors shall be responsible for the management of the CMIA.
3. The Board of Directors shall not intervene in the day-to-day affairs of individual Chapters, but should serious problems develop, the Board of Directors shall consider the problem and attempt to provide a resolution to the particular problem.
4. The Board of Directors shall have other duties and authority as deemed necessary.

SECTION B. ELECTION:

1. The Board of Directors shall elect a Chairperson, Chairperson Pro Tem, a Secretary and a Treasurer, at the first Board Meeting of the new year.
2. The Chairperson shall recommend a Chairperson Pro Tem, to assist the elected Chairperson on all administrative matters as required by the Chairperson subject to Board approval. The Chairperson Pro Tem would be one that would be nominated for the Chair for the following year.
3. The Board of Directors shall consist of a chairperson and two (2) elected members in good standing from each Chapter.
4. The Board member vacancy created by the elevation of the elected Chairperson shall be filled from the chapter that he or she represented.
5. The position of the Chairperson shall shift between chapters. While no specific rotation is established, it is intended that the chapter affiliation of the chairpersons vary year to year, but that the primary consideration be the chairperson's qualifications for the office.

6. The Board Members shall be properly elected by each chapter prior to the first Board meeting of the new year.

SECTION C. TERM OF OFFICE:

1. Board Members shall be elected for a two (2) year term, with the term of one Board member from each Chapter ending every year.
2. New Chapters shall elect one Board Member for a one (1) year, and one Board Member for a two (2) year term.
3. Board members may serve consecutive terms.
4. Board Members may not serve concurrently as an officer of a local Chapter.
5. The Chairperson of the Board may re-elected a second consecutive term but is limited to two terms.

SECTION D. VACANCIES:

1. If an elected member's office becomes vacant for any reason, the Local Chapter shall be responsible for replacing their representative for the remainder of the term.

SECTION E. MEETINGS:

1. The Board of Directors shall meet with such frequency as necessary to conduct CMIA business or a minimum of twice a year.
2. The Board of Directors shall adopt such rules as necessary to conduct its business in an orderly and efficient manner.
3. Board Members shall have one (1) vote in all proceedings, with the chairperson abstaining except in the event of a tie vote.
4. A quorum of the Board shall consist of a minimum of one Board Member from each active chapter, when there are four or less active chapters. When there are more than four, a quorum will be a minimum of one Board Member from each of the total number of active chapters minus two.
5. In the event that neither Board Member from a chapter is able to attend a Board meeting, the chapter must submit a written request to the Board Chair naming a proxy for one meeting. The chapter's President shall be given the first consideration to be the proxy. In no event shall one person represent more than one chapter at a time.
6. All decisions of the Board must be directed to the preservation of the Association's purpose.

7. The President of each active chapter may participate in all Board of Director meetings, except that they shall have no vote on any proceeding before the Board, unless they are acting as an official proxy as noted above.
8. The members of the Board Advisory Council are encouraged to participate in all Board of Director meetings, except that they shall have no vote on any proceeding before the Board.
9. Board Members shall report the events of each Board meeting back to the officers of their respective Chapters.

SECTION F. DUTIES OF THE OFFICERS:

1. Chairperson
 - a. Shall conduct and preside over all Board meetings.
 - b. Shall be responsible for all Chapter function and interest.
 - c. Shall insure that Officers of the Board perform duties and assignments.
 - d. Shall appoint committees when deemed necessary.
 - e. Shall receive reimbursement from the State Board funds for reasonable travel and lodging expenses for attendance at Board meetings when funds are available, since he/she is not a representative of any Chapter.
2. Chairperson Pro Tem
 - a. Shall assist the Chairperson administratively.
 - b. Shall insure that committees report back in a timely manner.
 - c. Shall follow-up on overdue reports.
 - d. Shall inform the Chairperson of any activities that do not conform to CMIA standards.
3. Secretary
 - a. Shall maintain the general records, including the Board Minutes, Chapter Minutes and Financial reports.
 - b. Shall distribute minutes of the Board meetings no later than 30 days after the last Board meeting.
 - c. Shall receive and maintain all Chapter minutes.
 - d. Shall maintain current copy of the Constitution, By-laws and Statement of Ethics and all Amendments.
 - e. Shall maintain an accurate list of all Chapter Officers and members, past and present.

- f. Shall maintain an accurate list of all Board Members and Officers.
 - g. Shall mail applications and information package to prospective corporate members.
 - h. Shall call the roll when required.
 - i. Shall inform Chapter Newsletter Editors to exchange newsletters with their counterpart.
4. Treasurer
- a. May be required at the discretion of the Chairperson to be bonded. The bond fees shall be paid from the Boards' treasury.
 - b. Shall collect all monies and deposit the sum in the local bank in the Boards name.
 - c. Shall pay out monies only on the authority of the Chairperson. All authorized checks must be signed by the Chairperson and Treasurer.
 - d. Shall give reports to the Board as to its financial standing at the Board meeting when requested.
 - e. Shall collect all monies due from the Chapters.
 - f. Shall submit a financial report to the Board and all Chapters semi-annually.
 - g. Shall file with the Internal Revenue Service and the State Board of Franchise, necessary documents required by law.
 - h. Shall mail renewal invoices to corporate members no later than the 11th month of the current year.
5. Immediate Past Chairperson
- a. Shall aid the Chairperson as needed to maintain continuity of leadership and projects between terms.
 - b. Shall not have a vote in Board actions (unless currently a duly elected or appointed Board Member).
 - c. With Board approval, shall receive reimbursement from the State Board funds for reasonable travel and lodging expenses for attendance at Board meetings when funds are available, since he/she is not a representative of any Chapter (unless currently a duly elected or appointed Board Member).

SECTION G. BOARD ADVISORY COUNCIL:

- 1. Shall offer constructive advice to the Board of Directors as needed.
- 2. Shall provide historical and background information of the actions of the Board

3. Shall have membership consisting of (but not limited to) Lifetime Members, and the Immediate Past Board Chairperson.
4. Shall Not have a vote in Board actions (unless currently a duly elected or appointed Board Member).
5. Shall not interfere with the Board or chapter actions in the capacity of Board Advisor.
6. Shall maintain their own charter, and membership requirements, subject to the approval of the Board of Directors.

ARTICLE V. STATEWIDE CORPORATE MEMBERSHIPS

SECTION A. MEMBERSHIP:

1. Corporate membership shall be available to corporations and other businesses, which are in the healthcare industry.

SECTION B. RIGHTS OF STATEWIDE CORPORATE MEMBERS:

1. Corporate members shall be entitled to attend any chapter meetings without discrimination or exclusion.
2. Upon application or renewal, a corporate member shall select a Chapter he/she wishes to become a member of.
3. Shall have one (1) vote in all proceedings in the Chapter in which he/she becomes a member.
4. Shall be eligible to run for office.

SECTION C. DUES:

1. Dues shall be payable to CMIA Board Treasurer.
2. Corporate dues shall be determined by the Board of Directors.
3. 80% of these monies will be distributed among the Chapters. The amount shall be determined by the percentage of the total paid membership as reported at the end of the current year in which they are received.

ARTICLE VI. CHAPTERS

SECTION A. NAME:

1. Any Chapter may adopt the use of the CMIA name in conjunction with their general locality, as specified in each chapter's by-law by submitting written notice to the Board of Director's Secretary.

SECTION B. QUALIFICATIONS:

1. An active Chapter must have at least 10 current members in that area and be authorized by the Board of Directors.

SECTION C. REGULATION:

1. Each Chapter shall adopt and maintain it's own set of by-laws, substantially in the form of Attachment 1 to this Constitution.
2. Keep all funds in a bank account under the Chapter's name.
3. Provide semi-annual financial reports to the Treasurer of the Board of Directors.
4. Forward copies of all Chapter minutes to the Secretary of the Board of Directors.
5. Only engage in activities and programs as further the purposes of CMIA described in Article II.
6. Comply with all applicable laws and regulations for the Federal, State and County of California.

SECTION D. DUES:

1. The Board of Directors shall establish the cost of membership dues.
2. Each Chapter shall submit twenty (20) percent of the membership dues to the Treasurer of the CMIA Board. Any other monies collected shall be used for expenses of the Chapter.
3. Each chapter shall pay dues to the Board Treasurer annually prior to December 1.

SECTION E. DISSOLUTION:

1. Any Chapter may be voluntarily dissolved upon the approval of 2/3 of the general membership of the chapter and by a majority vote of the Board of Directors.
2. Any remaining assets shall become property of the Board of Directors.

3. Any Chapter may be involuntarily dissolved, after notice and a reasonable opportunity to make corrections, if they fail to meet qualification standards or regulations.

SECTION F. MEMBERSHIP:

1. Each Chapter shall be responsible for reviewing and approving prospective members.

SECTION G. CATEGORIES OF MEMBERSHIP:

1. Individual Membership
 - a. Individuals who are actively engaged in the manufacture, support and/or maintenance of medical equipment or employed by firms which solicit trade of business whether in the form of sales or service, from any medical institution, doctor or any other firm.
 - b. Individual memberships are entitled to one (1) vote.
2. Associate Membership
 - a. Associate membership shall be available to students in the medical instrumentation field and to those who express an interest in the livelihood of the field.
 - b. Associate memberships are not permitted to vote.
 - c. Associate memberships are not permitted to run for any office.
3. Chapter Corporate
 - a. Association with a manufacturer of Healthcare Instrumentation or provider of products or services used in conjunction with medical instrumentation.
4. Life Membership
 - a. Life membership may be granted to persons having made extraordinary contributions to the advancement of CMIA and to its goals. Life membership is the highest award available to the membership, and should only be conferred after close scrutiny of the member's continual service to the CMIA.
 - b. Life memberships shall not be required to pay annual dues.
 - c. Life memberships are entitled to one (1) vote.
 - d. Candidates for Life membership shall be selected by their individual chapter.
 - e. The Board of Directors shall have final approval for the granting of Life Membership.
 - f. Life members are encouraged and welcomed to take an active role in the State Board of Directors as well as their individual chapter.

- g. Life members will automatically be nominated to the State Board Advisory Council
5. Honorary Membership
- a. Honorary memberships may be bestowed from time to time by the action of the Chapter Membership Committee and the Board of Directors, on Individuals who have given special support to the Association or its purposes.
 - b. Honorary memberships are not permitted to vote.
 - c. Honorary memberships are not permitted to run for office.
 - d. Honorary memberships are not required to pay membership fees.

ARTICLE VII. QUALIFICATIONS OF MEMBERSHIPS

SECTION A. QUALIFICATIONS:

- 1. Individual Membership
 - a. Individuals who possess one year of medical instrumentation experience or military equivalent or certification of a recognized organization in the Healthcare system, or
 - b. Formal education at a college level may be substituted for part of the experience, at the discretion of the Membership Committee, and
 - c. Recommendation from a healthcare facility, an associated industry, or an individual in good standing of the Association.
- 2. Associate Membership
 - a. Individual who does not qualify as individual membership but, shows some interest in the biomedical instrumentation field.
 - b. Does not earn their principal livelihood in the biomedical instrument repair field.
 - c. Individual who is earning a degree.
- 3. Corporate Membership, Statewide and Chapter
 - a. Association with a manufacturer of Healthcare Instrumentation or provider of products or services used in conjunction with medical instrumentation.
- 4. Life Membership

- a. Person having made extraordinary contributions to the advancement of CMIA and to its goals.
 - b. Must qualify under (Article VI section A-I) Membership.
 - c. Shall be an active member of a chapter(s) for a minimum of ten (10) years.
5. Honorary Membership
- a. Individuals who have given special support to the Association and its purposes.
 - b. Must qualify under (Article VI section A-I) Membership.

ARTICLE VIII. RIGHTS OF MEMBERS

SECTION A. RIGHTS OF MEMBERS:

1. Individual, Corporate and Life Members are entitled to:
 - a. Pay dues (Life Members exempted)
 - b. To vote in the elections and affairs of CMIA
 - c. To serve on the Board
 - d. To campaign for and hold office
 - e. To serve on committees
 - f. To receive regular mailings from their Chapter
 - g. To receive or inspect a current copy of the Constitution and its amendments.
 - h. To review the financial records of the CMIA, upon written request. The CMIA will respond within 30 days of receipt of written notice.
 - i. To present motions, object to any proceedings, and to contest any charges made against him/her.
2. Associate and Honorary members:
 - a. are entitled to all of Article VII, section A-I with the exceptions of the following:
 - b. Shall not hold office.
 - c. Shall not have any voting privileges.

3. The rights of any members or membership in this Association shall not be abridged because of race, religion, age, sex or national origin.
4. Chapter members shall be expected to remain in good standing by paying the annual dues and by attending at least half of all the general meetings unless excused by informing their respective Chapters.

ARTICLE IX. ACCOUNTING PERIOD

SECTION A. FISCAL YEAR:

1. The fiscal year of the Association shall be the Calendar year. Starting Jan 1st and to end Dec 31st.

ARTICLE X. PARLIAMENTARY PROCEDURE

SECTION A. GUIDELINES:

1. The Chapter President/Board Chairperson may implement Robert's Rules of Order as deemed appropriate for any meeting over which they are presiding.

ARTICLE XI. ETHICS

SECTION A. BEHAVIOR:

1. Each member is required to adhere to the Statement of Ethics of CMIA as specified in attachment II of the Constitution.

SECTION B. VIOLATIONS:

1. Violations of the Statement of Ethics may place a member in jeopardy of penalties as prescribed in the Statement of Ethics.

ARTICLE XII. AMENDMENTS

SECTION A. MOTIONS TO AMEND:

1. Motions to amend this Constitution, By-Laws and Statement of Ethics may be initiated by any voting member in good standing during any official Chapter or Board meeting.

- a. A motion to amend shall be submitted to the Secretary of the Chapter in writing and if seconded, shall be submitted to the Board of Directors for review.
- b. If the amendment is initiated from the Board of Directors, the motion to amend shall be submitted to the Secretary of the Board in writing and if seconded, shall be submitted to the individual chapters.
3. The proposed amendment shall then be read at the following Official Meeting of each Chapter, with the Board recommendations and/or changes. Any further recommendations and/or changes will be submitted back to the Board for review.
4. If no further changes are needed, the amendment may then be adopted by a 2/3 vote of each Chapter.

ARTICLE XIII. DISSOLUTION

SECTION A. PROCEDURE:

1. CMIA may be dissolved upon the approval of 2/3 of the general membership of all Chapters and by majority vote of the Board of Directors. Any remaining assets shall be donated to nonpartisan, non-sectarian charity(s) selected by the Board of Directors.

ARTICLE XIV. ADOPTION

SECTION A. ADOPTION:

1. This Constitution, the Chapter Bylaws and the Ethics Statement shall be presented at two General Meetings of all Chapters of CMIA prior to adoption.
2. It shall be considered ratified by the placement of the signatures of at least fifty-one (51) percent of the Active Members of the CMIA in good standing, at the end of this document.