

BYLAWS OF THE MEDICAL EQUIPMENT & TECHNOLOGY ASSOCIATION - META

02/07/2006 rev-5

ARTICLE I. MEMBERSHIP

SECTION I.A. CATEGORIES OF MEMBERSHIP

I.A.1. Individual Membership

Individual members are persons actively engaged in the medical equipment service management, service, technical support, or education of technologies used in medical equipment and are interested in contributing to the improvement of these technologies. Individual members must possess at least one year of being actively engaged in medical equipment and technology service.

I.A.5. Associate Membership

Associate members are persons who do not meet the requirements for individual membership but are interested in contributing to META and its purpose and goals.

I.A.6. Student Membership

Student members are those who are currently registered as a full-time student in a recognized school of higher learning and are interested in becoming professionals in the field of healthcare technology.

I.A.4. Fellow Membership

Fellow members are persons who have made extraordinary contributions to the advancement of the profession and to META and its goals, and who have the following qualifications:

- 1) Must qualify to be admitted as an Individual Member
- 2) Shall have experience working with healthcare technology in a healthcare, research, service & support, manufacturing, consultative environment, or military equivalent for a minimum of 10 (ten) years.

I.A.8. Lifetime Membership

Lifetime Memberships maybe bestowed upon an individual for extensive service to the healthcare technology industry and have the following qualifications:

- 1) Shall have been an Individual or Fellow Member for at least 5 (five) years
- 2) Shall have experience working with healthcare technology in a healthcare, research, service & support, manufacturing, consultative environment, or military equivalent for a minimum of 25 (twenty five) years.

I.A.7. Honorary Membership

Honorary membership may be bestowed from time to time on individuals who have made extraordinary contribution to the advancement of the healthcare technology and/or META through his/her work, financial donations, or public actions.

I.A.2. Non-Profit Institution Membership

Non-profit institutions are organizations deemed non-profitable by the Internal Revenue Service and have one or more of the following characteristics:

- 1) Engaged in the research, design, manufacturing, or distribution of healthcare technologies;
- 2) Engaged in the management, service, and/or technical support of healthcare technologies;
- 3) Engaged in the evaluation, assessment, or forensic investigation of problems involving healthcare technologies;
- 4) Engaged in the education of persons involved with technologies used in healthcare delivery.

I.A.3. For-Profit Organization Membership

For-profit organizations are entities that have not received non-profitable status from the Internal Revenue Service and have one or more of the following characteristics:

- 1) Engaged in the research, design, manufacturing, marketing, or distribution of healthcare technologies;
- 2) Engaged in the management, service, and/or technical support of healthcare technologies;
- 3) Engaged in the evaluation, assessment, forensic investigation of problems involving healthcare technologies;
- 4) Engaged in the education of persons involved with technologies used in healthcare delivery.

SECTION I.B. DUTIES AND PRIVILEGES OF MEMBERS

I.B.1. Financial Duties Exceptions

Lifetime and Honorary Members shall be exempt from paying annual dues.

I.B.2. Privileges

II.B.2.a Member in Good Standing

A member is considered “in good standing” when he/she/it is current with his/her/its annual dues, has not been suspended, excluded or impeached. Only members in good standing have rights to privileges.

II.B.2.b Privilege to vote

The privilege of voting is reserved for Individual, Fellow, Non-profit Institutions, and For-profit Organization members in good standing. Each member has right to a single vote. Each Non-profit Institution and For-profit Organization shall designate a person to be its official representative for voting and communicating with META.

II.B.2.c Privilege to run for and hold office and serve on work groups

- 1) The privilege of running and holding office is reserved for Individual and Fellow Members in good standing.

II.B.2.d Privilege to serve on workgroups

Any member in good standing can serve on workgroups as invited. Each Non-profit Institution and For-profit Organization can only have one representative on each workgroup but may have different persons representing each of them on different workgroups. Non-members may be invited to participate in workgroups but shall not have the right to vote on any decisions.

SECTION I.C. MEMBERSHIP ADMISSION, PROMOTION, SUSPENSION AND IMPEACHMENT

I.C.1. Membership Admission

New members shall be admitted into META upon the submission and approval of an application to the Membership Committee. The Membership Committee shall review the candidate's qualifications, determine the category of membership that is appropriate, and present its recommendation to the Executive Committee for approval. A candidate will become a member after accepting the category proposed by the Membership Committee and approved by the Executive Committee, and paying the corresponding dues.

I.C.2. Membership Promotion and Nomination

- 1) All promotions, with the exception of nominations for Honorary Members, shall be initiated by the interested person with an application to the Membership Committee.
- 2) The Membership Committee will review and evaluate the promotion request and make recommendations to:
 - a. The Executive Committee for promotions up to Fellow category (i.e., from Student or Associate to Individual, and from Individual to Fellow category).
 - b. The Board of Representatives for promotions to Lifetime category.
- 3) Nominations for Honorary Members shall be initiated by the Executive Committee and approved by the Board of Representatives.
- 4) The application forms and review processes for admission and promotion shall be proposed by the Membership Committee and approved by the Executive Committee.

I.C.3. Membership Suspension, Exclusion and Impeachment

- 1) Members who are more than 30 days overdue for dues payment shall have all privileges suspended. Suspended members may be reinstated upon payment of their dues within a 90 day period;
- 2) Members who are more than 90 days overdue for dues payment shall be excluded from META by the Executive Committee. Excluded members must reapply for admission as a new member;
- 3) Members who are believed to have breached the Code of Ethics will be investigated by the Ethics Committee, which will report its findings and recommended actions to the Board of Representatives. Recommended actions may range from a written (private or public) reprimand to impeachment from META.
- 4) The Board shall give the member under investigation an opportunity to defend him/herself using due process before making a decision.
- 5) The Executive Committee shall carry out the decision reached by the Board.
- 6) Members impeached due to breach of Code of Ethics shall not be allowed to be readmitted into META.

ARTICLE II. OPERATION OF THE BOARD OF REPRESENTATIVES

SECTION II.A VOTING

- 1) In all deliberations of the Board, a simple majority shall be needed for deciding any issue, except for amendments to the Constitution, removal of Board members, and impeachment of members;
- 2) Amendments to the Constitution, removal of Board members, and impeachment of members require two-thirds (2/3) majority vote.

SECTION II.B ELECTION

- 1) Elections of Board Chair and Secretary shall be conducted at the first meeting of the newly elected Board of Representatives.
- 2) The elections will be conducted by verbal vote, provided a quorum is reached. Absentee votes shall not be accepted.
- 3) The voting shall be presided by the current Chair, who shall pass the responsibility to the elected Chair immediately after the election is completed.
- 4) Whenever the Chair or Secretary position is vacated, the President of META ,or his/her representative to the Board, will preside

SECTION II.C VACANCY

- 1) If a Board member misses 4 (four) consecutive meetings or activities in a period over 90 (ninety) days without justification, the Board Secretary shall attempt to contact the member by certified mail (or equivalent) and request a written response within 30 (thirty) days for the reason(s) for nonattendance. If no response is received or the reasons are judged unsatisfactory by the Board Chair, the remaining members of the Board shall vote whether to remove the individual from the Board. The individual

shall be notified in writing within 7 business days of the results of the vote. If removed from the Board, the individual shall not be eligible to be elected to the Board for 2 (two) years but may retain his/her/it membership status, unless there are other violations.

- 2) Vacancies on the Board shall not be filled unless the number of Board members decreases to a level below two thirds of its nominal size. In this case, a special election shall be held within 90 (ninety) days to fill all vacancies. Whenever the Chair or Secretary becomes vacant, the Board shall elect a board member to fill the vacancy within 30 (thirty) days.

ARTICLE III. OPERATION OF THE EXECUTIVE COMMITTEE

SECTION III.A. DUTIES OF EXECUTIVE COMMITTEE MEMBERS

III.A.1. President

The President shall have the following responsibilities:

- 1) Act as the official representative of META
- 2) Preside over all Executive Committee and general membership meetings
- 3) Ensure that other members of the Executive Committee perform their duties and assignments.
- 4) Appoint ad-hoc workgroups when deemed necessary

III.A.2 Vice President

The Vice President shall have the following responsibilities:

- 1) Replace the President in case of permanent impediment of the latter
- 2) Represent the President in case of temporary impediments of the latter
- 3) Assist the President administratively
- 4) Coordinate the work performed by the work groups

III.A.3 Secretary

The Secretary shall have the following responsibilities:

- 1) Schedule and make logistic arrangements for all Executive Committee meetings
- 2) Establish an agenda for each Executive Committee meeting
- 3) Maintain the general records, including the Executive Committee meeting minutes.
- 4) Maintain current the Constitution, Bylaws and Code of Ethics and all Amendments
- 5) Maintain an accurate contact list of all Board of Representatives and Executive Committee Members
- 6) Make the roll call when required

III.A.4 Treasurer

The Treasurer shall have the following responsibilities:

- 1) Receive and disburse funds
- 2) Maintain financial records of META

- 3) Prepare yearly budget and financial statements
- 4) Prepare annual dues proposal for all membership categories for approval by the Board of Representatives
- 5) File records with appropriate federal and state agencies
- 6) Maintain records of META real estate and financial properties
- 7) Retain assistance from certified public accountants and auditors whenever needed

SECTION III.B. TENURES OF EXECUTIVE COMMITTEE MEMBERS

The members of the Executive Committee shall be elected at the same time and have tenures of two years, except for those who were selected to fill in for vacancies of Secretary or Treasurer as described in the Constitution.

ARTICLE IV. WORKGROUPS

SECTION IV.A STANDING COMMITTEES

Standing workgroups will be created and dissolved by the Board of Representatives. The mandates of standing workgroups shall coincide with the mandates of the Executive Committee. The composition and leadership of each standing workgroup will be proposed by the Executive Committee and approved by the Board of Representatives. The decision of the Board takes effect immediately. Only members in good standing can participate in standing workgroups. It is the responsibility of the Executive Committee to ensure the standing workgroups are working effectively and to make changes as needed to ensure productivity. Each standing workgroup must report at the annual meeting on everything referred to the workgroup during the year.

IV.A.1 Membership Committee

- 1) It is the responsibility of the Membership Committee to evaluate the application and recommend the acceptance of applicants interested in joining META or members seeking promotion.
- 2) The Membership Committee shall also provide input to the Executive Committee and the Board of Representatives regarding issues affecting the membership.
- 3) The Membership Committee shall develop its own operating procedures.

IV.A.2 Nominating Committee

- 1) It is the responsibility of the Nominating Committee to evaluate and recommend candidates for the elections to the Board of Representatives and Executive Committee.
- 2) The Nominating Committee shall also provide input to the Board of Representatives regarding issues affecting the elections.
- 3) The Nominating Committee shall develop its own operating procedures.

IV.A.3 Finance Committee

- 1) The Finance Committee shall assist the Board of Representatives in overseeing the financial operations of META.
- 2) The Finance Committee shall review the financial reports submitted by the Treasurer and recommend approval or changes to the Board of Representatives.
- 3) The Finance Committee shall propose long-term financial planning to the Board of Representatives.

IV.A.4 Ethics Committee

- 1) The Ethics Committee shall develop and keep updated the Code of Ethics.
- 2) The Ethics Committee shall investigate any allegations of violation of the Code of Ethics by a member at the request of the Board of Representatives and provide a report with recommendations.

SECTION IV.B AD-HOC WORKGROUPS

- 1) Ad-hoc workgroups can be created and dissolved by the Executive Committee on an as needed basis. Ad-hoc workgroups may have participants who are not members of META but are invited due to their unique knowledge, experience or skills. The composition and leadership of each ad-hoc workgroup shall be established by the Executive Committee, which is responsible for its productivity and effectiveness. Each ad-hoc workgroup shall not operate continuously for more than two years and shall be dissolved when its tasks are completed.
- 2) Workgroups created for the establishment of META shall be considered ad-hoc workgroups and dissolved once their respective tasks are completed or absorbed by a standing workgroup.

ARTICLE V. ELECTION PROCESS

SECTION V.A. ELECTION OF THE MEMBERS OF THE BOARD OF REPRESENTATIVES

V.A.1 Nominations of Board Candidates

- 1) Nominations for candidates to the Board of Representatives may be submitted by any member in good standing to the Nominating Committee by the deadline set and publicized by that Committee;
- 2) The Nominating Committee shall verify with the Treasurer and Ethics Committee that all nominated candidates are eligible and in good standing;
- 3) Current members of the Executive Committee and members of the Board who are serving their second term shall not be eligible to be nominated as candidates to the Board;

- 4) From the eligible pool of candidates, the Nominating Committee shall select 10 (ten) candidates to be proposed to the current Board of Representatives to be included on the ballot. Voters shall be allowed to write in candidates not on the ballot.
- 5) The Board of Representatives shall have 30 (thirty) days to review the proposal. If not approved, the Board shall explain its decision and ask the Nominating Committee to revise its proposal. Otherwise, the Board shall authorize the Executive Committee to proceed with the election.

V.A.2 Elections Process

- 1) Elections shall be conducted and concluded at least 45 (forty five) days before the elected representatives take office
- 2) Elections shall be conducted by a method proposed by the Executive Committee and approved by the Board of Representatives
- 3) The ballots shall be counted and the results announced by the President at least 15 (fifteen) days before the elected representatives take office
- 4) The 5 (five) candidates who receive the most votes from the ballot shall be considered elected.
- 5) The results of an election can be contested by any member in good standing to the Board, which shall have 30 (thirty) days to investigate the challenge and render a final decision. A new election shall be conducted if the Board decides that the election was improperly conducted.

V.A.3 Installation of Members the Board of Representatives

- 1) Elected members of the Board of Representatives shall take office January 1 of the following year following normal elections. Members elected in special elections to fill Board vacancies shall take office 15 (fifteen) days after the announcement of the results of the election
- 2) The installation of newly elected members will be halted during the investigation caused by election contest but shall proceed once the investigation is completed and the election declared valid by the Board

SECTION V.B. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

V.B.1 Nominations of Executive Committee Candidates

- 1) Nominations for candidates to the Executive Committee may be submitted by any member in good standing to the Nominating Committee by the deadline set and publicized by that Committee;
- 2) The Nominating Committee shall verify with the Treasurer and Ethics Committed that all nominated candidates are eligible and in good standing;
- 3) Current members of the Executive Committee may be nominated for their present or for another office, except for the President, whose tenure shall be limited to two consecutive terms but may become a candidate for President again after a term has passed.
- 4) From the eligible pool of candidates, the Nominating Committee shall select at least one candidate for each position on the Executive Committee to be proposed to the current Board of

Representatives to be included on the ballot. Voters shall be allowed to write in candidates not on the ballot.

- 5) The Board of Representatives shall have 30 (thirty) days to review the proposal. If not approved, the Board shall explain its decision and ask the Nominating Committee to revise its proposal. Otherwise, the Board will authorize the Executive Committee to proceed with the election.

V.B.2 Elections Process

- 1) Elections shall be conducted and concluded at least 45 (forty five) days before the elected officers take office
- 2) Elections shall be conducted by a method proposed by the Executive Committee and approved by the Board of Representatives
- 3) The ballots shall be counted and the results announced by the President at least 15 (fifteen) days before the elected officers take office
- 4) For each vacancy, the candidate who get the most votes from the ballot shall be considered elected, except for the President, who must secure a majority vote.
- 5) The results of an election may be contested by any member in good standing to the Board, which shall have 30 (thirty) days to investigate the allegations and render a final decision. A new election shall be conducted if the Board decides that the election was improperly conducted.

V.B.3 Installation of the Members the Executive Committee

- 1) Elected officers of the Executive Committee shall take office January 1 of the following year following normal elections. Officers elected in special elections to fill Executive Committee vacancies shall take office 15 (fifteen) days after the announcement of the results of the election.
- 2) The installation of newly elected officers shall be halted during the investigation caused by election contest but shall proceed once the investigation is completed and election declared valid by the Board.

ARTICLE VI. GOVERNANCE

SECTION VI.A. GOVERNING DOCUMENTS

META has three governing documents, the Constitution, Bylaws and Code of Ethics. The Constitution contains the fundamental objectives and organizational structure, while these Bylaws provide the rules of implementation of the constitutional provisions. The Code of Ethics spells out the obligation to the profession and society. These Bylaws shall not be in conflict with the Constitution and Code of Ethics. No other policies, procedures, rules and regulations can conflict with these governing documents.

SECTION VI.B. MEETINGS

- 1) Roberts Rules of Order (latest revision) shall be used to conduct business at all meetings, unless other rules of procedure are specified in the Constitution or these Bylaws;
- 2) The Board of Representatives shall resolve any issues related to the interpretation of and conformance to other documents to META's governing documents;

SECTION VI.C. QUORUM

- 1) In general membership meetings and elections, a quorum is reached when 10% (ten percent) of the members in good standing are present or have voted, except for the following special circumstances:
 - a. Election of Board and Executive Committee members: 25% (twenty five percent) is required
 - b. Amendments to the Constitution: 50% (fifty percent) is required
- 2) In meetings of governing bodies and workgroups, a quorum is reached when 25% (twenty five percent) of the members in good standing are present or have voted, except for the following special circumstances:
 - a. Amendments to the Bylaws: 50% (fifty percent) is required

SECTION VI.D. AMENDMENTS TO THE BYLAWS

- 1) Proposals to amend these Bylaws may be initiated by any voting member in good standing by submitting a written proposal to the Secretary of the Executive Committee;
- 2) If seconded by another voting member in good standing, the Secretary of the Executive Committee shall collect the proposal and submit it for review by the Executive Committee;
- 3) After reviewing the proposals, the Executive Committee shall recommend those deemed meritorious to the Board of Representatives for discussion and vote.
- 4) The proposed amendment(s) shall be sent to all Board members at least 15 (fifteen) days before the stipulated meeting of the Board at which the vote shall be taken.
- 5) The amendment shall be adopted by a vote of two-thirds of the members of the Board present, a quorum being fulfilled.
- 6) The Board Secretary shall notify the Executive Committee of the decision of the Board, as well as to the person(s) who initiated the amendment.
- 7) If the Board rejects the proposal, written support from at least 10% of all current voting members in good standing shall require the proposal to be forwarded as is to membership vote at least 30 (thirty) days prior to a general membership vote.