



**Charter of the
American Society for Health Care Engineering (ASHE)
of the
American Hospital Association**

ARTICLE 1 – NAME AND PURPOSE

The name of the Professional Membership Group (“**PMG**”) shall be the American Society for Health Care Engineering (hereinafter “**ASHE**”), an operating unit of the American Hospital Association (hereinafter referred to as “**AHA**”).

ASHE’s vision is to optimize the health care physical environment.

ASHE strives to advance the growth and development of the professional practice of health care facility plan, design, construction, maintenance, and operations. ASHE achieves this goal by providing education, leadership, and advocacy for professionals in hospitals, health systems, and related organizations that are accountable to the community and committed to health improvement.

ASHE supports and advances the vision of the AHA: A just society of healthy communities, where all individuals reach their highest potential for health. ASHE, and the professionals they represent, provide a primary professional, technical, and administrative resource for AHA in formulating policy, determining membership programs, and fulfilling AHA’s advocacy role in influencing the public, legislation, and regulations.

ASHE functions as a PMG of the AHA operating in accordance with this Charter and the AHA policies and procedures, including AHA’s PMG Framework, each as approved at the sole discretion of AHA leadership.

ARTICLE 2 – ASHE MEMBERSHIP

Section 1. Eligibility. Membership in ASHE is available in the following categories to individuals who support ASHE’s vision, goals, and objectives. Each below membership type, with the exception of Educator/Student Members who have no voting rights, has voting rights on matters requiring membership vote, such as the election of Advisory Board members:

Professional Active Member. Professional Active Membership is available to those individuals who are: actively working in health care-related facilities or systems (those that provide patient care), and who have responsibility in health care facility operations (e.g., facilities management, plant engineering, design/construction, security, safety, clinical engineering, and telecommunications).

- a. **Associate Member.** Associate Membership is available to individuals that provide professional, technical, and consulting services or sell products or services to Professional Active Members, but whose employers are not health care providers (providing patient care). Qualifying members include planners, consultants, architects, interior designers, consulting engineers, manufacturers, vendors, sellers of contracted services, and federal, state, and local health care facilities inspectors.
- b. **Retired Member.** Retired Membership is available to any former ASHE members who have fully retired and still desire to belong to ASHE.
- c. **Educator/Student Member.** Educator/Student Membership is available to full-time educators or college students teaching or taking course work related to any discipline represented by ASHE.
- d. **Lifetime Member.** Lifetime Membership will be granted to persons who have been members of ASHE for 30 consecutive years: and to all Presidents of ASHE upon completion of their term of office.

Section 2. Termination of Membership. Membership with ASHE may be terminated for the following reasons:

- a. **Resignation:** A member may at any time file a resignation from ASHE in writing with ASHE’s Executive Director.
- b. **Suspension or Expulsion:** ASHE’s Advisory Board may, upon majority vote at an Advisory Board meeting, suspend or expel any member for cause at any time, after giving such member the opportunity to be heard before the Advisory Board. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the members of the Advisory Board present and voting. For purposes of this subparagraph, the term “for cause” shall include, but not be limited to, any of the following:
 - 1. Any violation of this Charter or the policies and procedures established by the AHA.

2. Any conduct on the part of a member which the Advisory Board believes is prejudicial to the interests and welfare of ASHE and its members.
- c. **Loss of Eligibility:** Members who no longer meet the membership eligibility in ASHE or their current member category shall adjust or leave membership accordingly at the time of renewal.
- d. **Nonpayment of Dues:** Membership of any person who is 60 days in arrears in the payment of annual dues will be automatically terminated.

ARTICLE 3 – ADVISORY BOARD

Section 1. Composition. The Advisory Board shall be composed of 15 members, including one Professional Active Member or Lifetime Member elected from each of the ten ASHE regions (each, a “**Regional Representative**”), two Associate Member positions (each, an “**Associate Member Representative**”), the President and the President-Elect and Immediate Past President.

Section 2. Eligibility. Only Professional Active Members and Lifetime Members who are:

- a. in compliance with all eligibility requirements and other provisions of this Charter, and
- b. have been members of ASHE for three or more consecutive years at time of candidacy

shall be eligible to serve on the ASHE Advisory Board as a Regional Representative.

Only Associate Members or Lifetime Members who are:

- a. in compliance with the eligibility requirements and other provisions of this Charter, and
- b. have been members of ASHE for three or more consecutive years at time of candidacy

shall be eligible to serve on the ASHE Advisory Board as an Associate Member Representative.

Each of the ten Regional Representatives to the Advisory Board must be employed by an employer located in and work at that employer’s facility located in the region he or she represents. Eligibility to serve as a Regional Representative automatically terminates if the Regional Representative no longer works at a facility located in the region into which he or she was elected, or if and when a Regional Representative becomes ineligible to be a Professional Active Member in ASHE.

Section 3. Election and Term

- a. **Election.**

Each Regional Representative and Associate Member Representative candidate shall be nominated by the National Nominations Committee, which consists of the last four ASHE Presidents with the Immediate Past-President serving as the committee chair. The National Nominating Committee shall nominate at least two eligible candidates for each open position. All nominees' names shall be submitted to ASHE's Elections Secretary and elections administrator.

The election of Advisory Board members shall be conducted by electronic polling and/or by postal mail. Each eligible voting member of ASHE shall be notified by ASHE's Executive Director not less than 60 days prior to distribution of the electronic or postal ballot of the pending election. This notice shall include instructions for utilizing the electronic polling process and to request a paper ballot in lieu of voting electronically. A ballot (electronic or paper) shall be mailed not less than 60 days prior to the end of the calendar year. The ballot shall list the names of the candidates proposed by the Nominating Committee. The votes shall be tabulated by ASHE's Executive Director or a designee and reported to the Advisory Board by ASHE's Executive Director.

The Regional Representative nominee receiving the highest number of votes in the region shall be elected as the Advisory Board member representing that region. The Associate Member Representative nominee receiving the highest number of votes shall be elected as an Associate Representative Advisory Board member. In the event of a tie vote, the nominee with the most years of continuous membership in ASHE shall be declared the winner. All candidates will be notified of election results.

- b. **Term.** Advisory Board members shall serve for a term of two years. All terms will expire on December 31 of the appropriate year. Representative members who have served two consecutive full two-year terms shall not be eligible for re-election.

Section 4. Forfeiture of and Removal from Office. Members of the Advisory Board shall automatically forfeit their office if their membership terminates pursuant to Article 2, Section 2. Members of the Advisory Board are subject to removal from office for failure to fulfill the duties of office by a vote of two thirds of the Advisory Board, not counting the member(s) subject to removal. The member subject to removal shall abstain from voting.

Section 5. Powers. ASHE's Advisory Board, consistent with AHA's mission, goals and objectives, shall consult with the AHA including ASHE's Executive Director on industry matters that may impact ASHE. The actions of the Advisory Board shall at all times be in conformity with the policies and procedures of AHA including the AHA's PMG Framework.

Section 6. Vacancies. Should a vacancy occur on the Advisory Board, other than the offices of the Immediate Past-President, President-Elect and President, the President, with the approval of the Advisory Board, shall appoint the nominee receiving the next highest number of votes in the previous election to complete the unexpired term. In the event that the nominee is unable or unwilling to accept such appointment, the President, with the approval of the Advisory Board, shall appoint an eligible member, from the respective region if for a Regional Representative, to complete the unexpired term.

Section 7. Meetings. The Advisory Board shall meet (virtually or in person) not less than three times a year.

ARTICLE 4 – ADVISORY BOARD LEADERSHIP

Section 1. Eligibility. Only Professional Active Members per Article 2, Section 1 who are actively working in health care-related facilities or system, who have served a minimum of one complete term of two consecutive years on the Advisory Board, shall be eligible to be elected President-Elect in ASHE.

Section 2. Advisory Board Leadership. ASHE Advisory Board leadership shall be the President, the Immediate Past President, and President-Elect. These leaders along with ASHE’s Executive Director and a member of AHA’s Executive Management Group, shall comprise the Executive Committee of the ASHE Advisory Board.

Section 3. Election and Term

- a. The President, Immediate Past President, and President-Elect shall serve a one calendar year term starting January 1 and ending December 31.
- b. Eligible President-Elect candidates shall be nominated by a Nominating Committee consisting of the last four ASHE Presidents with the Immediate Past-President serving as chair. The minimum number of nominees for President-Elect shall be two. The maximum of nominees for President-Elect shall be three.
- c. Each eligible voting member of ASHE will have the opportunity to vote and may vote for only one candidate for President-Elect. Candidates may not run for more than one office in each ASHE election.
- d. The election of ASHE President-Elect shall be conducted in the same manner as Advisory Board members.
- e. The nominee receiving the highest number of votes shall be the President-Elect. In the event of a tie vote, the nominee with the most years of continuous membership in ASHE shall be declared the winner.
- f. The results of the election shall be communicated to the membership through ASHE’s newsletter or other appropriate publications.

Section 4. Forfeiture of and Removal. Advisory Board leaders shall automatically forfeit their role if their ASHE membership terminates pursuant to Article 2, Section 2. Such leaders are subject to removal from their leadership role for failure to fulfill the duties of the role by two-thirds vote of ASHE’s Advisory Board.

Section 5. Duties. The ASHE President shall act as Chair of the Advisory Board and shall preside at all meetings of the Advisory Board. The President-Elect shall perform the duties of the role of the President whenever the President is unable to do so.

Section 6. Vacancies. If the role of President becomes vacant, the President-Elect shall immediately accede to the presidency for the duration of the unexpired term and shall continue to serve as President for the subsequent term. If the role of President-Elect becomes vacant, the person who received the next highest number of votes in the previous election for President-Elect shall become President-Elect. If the office of President-Elect becomes vacant at a time when the office of President is also vacant, the Immediate Past President will serve as President for the remainder of the President's term. At ASHE's next regular election, a President and President-Elect shall be elected in accordance with the provisions of these policies. The nomination and election of the President shall follow the same procedure as that of the President-Elect.

Section 7. Other Support. AHA may appoint members of its staff to undertake roles assigned to them by AHA to support the Advisory Board.

ARTICLE 5 – CONFLICTS OF INTEREST OF ADVISORY BOARD MEMBERS AND LEADERS

Advisory Board members shall disclose, in accordance with the AHA PMG Framework and AHA policies, any interest that is or might result in a conflict of interest or the appearance of a conflict of interest and shall otherwise comply with such framework and policies toward mitigating any actual or perceived conflict. Unresolved conflicts may result in suspension or removal from the Advisory Board as determined by the discretion of the AHA.

ARTICLE 6 – COMMITTEES, TASK FORCES, OTHER GROUPS

ASHE shall have an Executive Committee as set forth in the AHA's PMG Framework, and a National Nominating Committee as set forth in Article 3, Section 3 above. Other committees, task forces, and other groups may be established and disestablished by the President, subject to Executive Committee approval for purposes compatible with the vision, goals, and objectives of ASHE. The President may also appoint individuals to member volunteer groups subject to Executive Committee approval. All individuals serving in ASHE shall be ASHE members and all member volunteer groups shall be chaired by a member of ASHE.

ARTICLE 7 – CHAPTERS

Section 1. Purposes of Chapters. ASHE may allow for local, state, or international chapters. Such chapters shall be further defined by the form Chapter Agreement approved by the AHA in consultation with the ASHE Executive Committee.

Any state or local chapter under this article is not an extension or part of ASHE or an operating unit, affiliate, or subsidiary of the AHA but rather a distinct legal entity outside the ownership or control of the AHA; any such chapter is, therefore, responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal income tax authorities, maintaining necessary insurance coverage, and so forth.

ARTICLE 8 – AMENDMENT

This Charter may be amended at the sole discretion of the AHA after consultation with the ASHE Executive Committee and ASHE Advisory Board, and the ASHE Advisory Board may propose changes to this Charter at any time through the Executive Director.