

# GLOBAL CLINICAL ENGINEERING ALLIANCE

## BYLAWS

### Mission Statement

The Global Clinical Engineering Alliance (GCEA) fosters and promotes the advancement of the theory and the practice of the clinical engineering profession, its members, their professional development, and cooperation with other healthcare related groups for the benefit of improving healthcare outcomes.

GCEA shall achieve its mission through the following activities:

### 1. Scientific Meetings

- 1.1. The GCEA may hold international scientific meetings with collaboration of national or regional MO - Member Organization - MO and may participate in national, regional, and other specialized meetings.
- 1.2. GCEA shall hold an international scientific meeting every two years, where will be promoted the ordinary meetings of the Global summit group and the General Assembly.
- 1.3. GCEA may hold other technical meetings that include conferences, symposia training courses or regional events in person or virtually.
- 1.4. GCEA may cooperate, develop, and promote local capacity building events, such as training workshops/ courses. The participation of GCEA in the development and support of such national events shall follow rules established in article.

### 2. Publications

The GCEA may publish or enter into agreement with others to publish related journals and other major publications as may be authorized by the President.

### 3. Languages

The working language of the GCEA board members is American English. However, it may accept other languages when promoting international or regional scientific meetings.

### 4. Working Groups

The GCEA may establish Working Groups (WG) to address specific issues/projects. Working Groups will respond to the Officers who will define the priorities and financial conditions under which [WG] will operate.

### 5. Membership Class

Membership in GCEA is open to

- A. National and transnational Clinical Engineering societies - **MO**
- B. National and transnational Biomedical Engineering Societies - **MO**
- C. National and transnational Clinical Engineering Technologists and Technicians Societies. - **MO**
- D. Industry Based Organizations and Associations – **IBO**
- E. Other related professional organizations, institutes or consulting groups - **PO**
- F. Individual Clinical Engineering professionals – **IM**
- G. International or regional philanthropic, policy think tank, foundations - **IPF**

### 6. Conditions for acceptance

Membership to GCEA is conditioned.

#### 6.1. Conditions of acceptance for **MO** class of membership

- 6.1.1 In compliance with Article 5 of the Constitution, acceptance of a Member Organization (MO) is conditional on the candidate MO submitting complete membership application that shows evidence

that it is operating within the Clinical Engineering field and is fulfilling three or more of the following requirements:

- A. Hold regular meetings between the officers and associated members.
- B. Publish a journal or activities report.
- C. Maintain regular professional and Scientific/educational events.
- D. The MO must operate as a non-profit organization (tax exempt) and provide evidence for such.
- E. Must maintain high ethical and professional standards.
- F. Must have an active President, Secretary and Treasurer, or equivalent officers and a constitution and Bylaws or other official certification of its organization and operation.

## **6.2. Conditions of acceptance for IBO Class of membership**

**6.2.1** In compliance with Article 5 of the Constitution, acceptance of an IBO is conditional on its operating within the Healthcare Technology field and fulfilling one or more of the following requirements:

- A. Hold regular meetings between the officers and associated members.
- B. Publish a journal or activities report.
- C. Maintain regular technical/educational events.
- D. Must maintain high ethical and professional standards.
- E. Must have an active President, Secretary and Treasurer, or equivalent officers and constitution and Bylaws or other official certification of its organization and operation.

## **6.3. Conditions of acceptance for PO and IM Classes of membership**

Global Clinical Engineering Alliance promotes interaction through the creation and sustaining administration of new and existing clinical engineering associations. In order to support CE capacity building, where a National CE Association (1) does not exist in a location, or (2) did not confirm their intention to join the GCEA, or (3) other similar cases that will be evaluated on a case by case basis, individual practitioners from that location may seek membership with GCEA as an IM member.

**6.3.1** Other Related Professional Organizations (PO) and Individual Clinical Engineering Professionals (IM), have the same rights as a MO member with the exclusion of:

- A. Voting right during the General Assembly and
- B. Be considered for membership in the Executive Board or its Officers.

## **6.4. Conditions of acceptance for IPF class of membership**

- A. Acceptance of candidate as International or regional philanthropical, policy think tank, foundations – (IPF) is conditioned on the candidate completing the membership application form.
- B. Candidate member must submit membership application form and fulfill at least one or more of the requirements noted in 6.1. IPF member may participate in GCEA working group and meetings but will not be eligible to vote or serve as officer of GCEA executive board or committee leadership position.

## **7. Number of GCEA member per country**

There is no limit on the number of organizations that can be qualified to join GCEA from the same country.

## **8. Membership Benefits**

The following rights and privileges are granted to GCEA Members:

- A. Electronic copies of any GCEA newsletter for distribution to their members.
- B. Access to the registry of other Member Organizations.
- C. Permission to indicate their Membership on their stationary and elsewhere.
- D. Reduced rates of subscription to GCEA's publications, and reduced registration fees at conferences when such reductions are provided, for their members.
- E. Participation in all the activities of the GCEA.
- F. Representation on the General Assembly of the GCGA, as provided by the Constitution and Bylaws.

## 9. Responsibilities of GCEA members

Members shall:

- A. Adhere to GCEA's established Conflict of Interests and Ethical Statement that communicates guidelines to officers, staff, and GCEA Committee members to ensure that all who serve in the GCEA organization understand what behavior is expected, and what behavior will not be tolerated at GCEA functions. GCEA expects all such persons to abide by these documents at all events, in related online communities, and on social media.
- B. Distribute GCEA initiated calls for papers, conference notices, or other material for general circulation.
- C. Provide timely information to GCEA about their own scientific events and activities.
- D. Communicate timely any changes regarding their executive officers, Constitution, Bylaws, or delegates to the Secretary of the GCEA.
- E. Communicate to the Secretary of GCEA, no less than up to 60 days before the General Assembly, the name of person that will represent the group during the meeting.

## 10. Membership Process

- A. Each application for membership of GCEA will be completed online via the GCEA website and sent to the membership chair.
- B. The Membership Committee (art.29), having ascertained that the application corresponds to the requirements, will authorize the admission on a simple majority of votes cast.
- C. Admission includes the obligation to recognize and adhere to this Constitution and By-Laws and to pay the appropriate dues annually.
- D. Treasurer will invoice the member for the corresponding fee.

## 11. Termination of a Member

- A. The GCEA membership may be terminated by a vote of the General Assembly if the activity of that member is consistently violating the letter or the spirit of the present Constitution.
- B. Membership is terminated if a GCEA member is three years in arrears in payment of its membership fee, but such termination shall not relieve a member of the obligation to pay such membership fees which are in arrears in case of a new application for membership.
- C. A GCEA Member not being in arrears in payment of its membership fee may terminate its membership by delivering a declaration to that effect to the President or to the Secretary prior to July 1st in order to become effective at the end of the current year.

## 12. Membership Subscriptions and Fees

- 12.1. Reduced membership fees are available and adjusted according to the country region and presented in GCEA's site.
- 12.2. Membership fees are annually reviewed by the Treasurer.
- 12.3. If for any reason the annual subscription of a Member in any year has not been paid by 1st of March, the Member shall be notified by the Treasurer that the subscription is in arrears. If the subscription in arrears has not been paid by 1st June of that year, the matter shall be reported to the Executive Board by the Treasurer.

## 13. Convening of the General Assembly

- 13.1. The General Assembly may be convened either as a regular or an extraordinary meeting.
- 13.2. A regular meeting of the General Assembly is required to take place within a period of no less than three years.
- 13.3. Extraordinary meetings of the General Assembly may be organized, at any other time decided upon by the Council. The Council is furthermore obliged to convene such a meeting upon request of more than 25% of the Member Organizations.

- 13.4. The participation in regular and extraordinary meetings can be present or by means of virtual tools.
- 13.5. At a meeting of the General Assembly, each MO in the ordinary and reduced fee membership categories will have one vote.
- 13.6. Each Member Organization shall normally be represented at meetings of the General Assembly by its President who will cast the vote on the MO's behalf. If the President is unable to attend, the MO may be represented by a proxy whose name must be communicated by the MO, in writing, to the GCEA Secretary prior to the scheduled date of the meeting.
- 13.7. Each MO may authorize another Member Organization to vote in its place at a meeting of the General Assembly, provided the GCEA Secretary has been notified by the authorizing MO, in writing, prior to the scheduled date of the meeting.
- 13.8. The President of the Alliance or, in his/her absence, the President-Elect or, if none of these be present, another elected member of the Council authorized by the President or failing him/her by the Council, shall preside at any meeting of the General Assembly.
- 13.9. The General Assembly shall have its normal Ordinary Session at the time of the International Clinical Engineering and Health Technology Management Congress - ICEHTMC, normally held biannually.

#### **14. Agenda of the General Assembly**

The agenda for a Session of the General Assembly shall be prepared by the Secretary on behalf of the Officers and shall include, at least:

- A. Reports from the Officers.
- B. Reports from committees and business presented by the Executive Board.
- C. Any new business [such as WG] presented in writing in advance of the meeting by any Delegate or member of the Officers.

- 14.1. The requirement for written presentation may be waived by the Chair of the General Assembly.
- 14.2. The Agenda shall be sent to all members of the General Assembly at least 30 days before the first meeting of an regular Session of the General Assembly.

#### **15. Attendance and voting at the General Assembly**

- 15.1. All individual members of the Member Organizations of the GCEA may attend the General Assembly and participate in its discussions.
- 15.2. Voting is restricted to:
  - A. Officers,
  - B. Delegates indicated by the MOs.
- 15.3. Voting process can be done either by a written secret ballot or via a virtual system which will be provided to those MOs that cannot be present to attend the GA. The virtual voting system will be provided by the Secretary, and the Chair of the General Assembly is responsible to appoint up to three participants to compose the counting committee for counting the votes and releasing the result while maintaining the secrecy of the votes cast.
- 15.4. For the election of officers and members of the Executive Board, a secret ballot shall be conducted. In the case of tie, the result is to be decided by the president of the General Assembly.
- 15.5. Between sessions of the General Assembly, business may be conducted by postal or electronic votes. The Secretary of each MO and the corresponding voting member of General Assembly must be notified by the GCEA's Secretary about the subject to be voted on.

#### **16. Quorum of the General Assembly**

The General Assembly may be conducted without a quorum being reached, but decisions must subsequently be ratified by a majority vote of the voting members of the Assembly, conducted by electronic mail or virtual ballot system.

## **17. Minutes of the General Assembly**

The Secretary will keep the minutes of each meeting of the General Assembly and send them to all voting members of the General Assembly within three months after conclusion of the meeting. After approval, or amendment by postal or electronic mail ballot, and signed by the President, copies of the approved minutes shall be sent to all Member Organizations and other membership groups.

## **18. Election of Officers**

- 18.1.** At least 90 days before each Ordinary General Assembly Session, the Secretary must notify the Secretary of each Member Organisation of listed Delegates and request notification of any amendments to the agenda. He/she must also request the names of any of their individual members, which they would wish to have considered for nomination for Office.
- 18.2.** The Secretary must forward to the Chair and each member of the Election Committee a list of the Delegates and of the suggested names.
- 18.3.** After considering the list of nominees, the Election Committee can add further names to the list from the individual membership of the Member Organizations if it considers that would be in the interest of the GCEA to do so.
- 18.4.** The Election Committee shall prepare a final list of candidates to the General Assembly. This final list should provide, if possible, at least two candidates for election to each elected Officer position. The signed consent of each candidate shall be obtained by the Chair of the Election Committee before the list is presented to the General Assembly.
- 18.5.** The final list shall be presented to the General Assembly at its Ordinary Session, and voting shall proceed in the following sequence: President-Elect, Secretary, Treasurer. Voting shall be by a simple majority; any tied vote being determined on the vote of the presiding officer.

## **19. Term of Office of Officers**

- 19.1.** An elected officer of the GCEA shall hold office from the end of the Ordinary Session of the General Assembly at which he/she was elected, or took up office, until his/her successor takes office.
- 19.2.** The President shall be eligible for election for a single term of office, after which one full term must elapse before he/she is again eligible for that office.
- 19.3.** The Secretary and Treasurer shall normally be eligible to hold office for two successive terms only but exceptionally may hold office for a maximum of three successive terms. After leaving office, one term must elapse before they are again eligible for the same office.
- 19.4.** If no General Assembly could be held within a period of two years, the President shall proceed with an election using virtual tools or electronic mail if necessary, using the existing list of delegates and names, if any, and following the procedure of Bylaws 19.

## **20. President**

The president is the Chief Executive Officer of CGEA and shall preside at meetings of the Executive Board and GCEA's General Assembly.

## **21. President Elect**

The President-Elect assists and supports the President as needed and plans for his/her term. The President-Elect shall automatically become President at the end of the term as President-Elect.

## **22. Past president**

- 22.1.** The Past President provides advice and leadership to the Executive Board regarding past practices and other matters, to assist the Board in governing the GCEA. He/she supports the President and the President-Elect.
- 22.2.** In the absence or disability of the President, the Immediate Past President shall perform his/her duties.

## 23. Secretary

- 23.1. In consultation with other members of the Executive Board, the Secretary's function is to keep the records of meetings, activities, membership and any other records required Bylaws.
- 23.2. The Secretary shall be the liaison between GCEA and Member Organizations.
- 23.3. The Secretary shall maintain the following books and registers, and shall make them available to the officers and the General Assembly as required:
  - A. A minute book of the meetings of the General Assembly.
  - B. A minute book of the meetings of the Executive Board.
  - C. A register of Member Organizations, containing the names and addresses of their current executive officers and Delegates to the General Assembly, and their current number of members.
  - D. A register containing the current Constitution and Bylaws of each Member Organisation.
  - E. A register of past officers, with their current addresses.
  - F. The annual reports from all GCEA Committees.

## 24. Treasurer

- 24.1. In consultation with other members of the Executive Board, the treasurer's function is the general supervision of the GCEA's fiscal affairs and shall be responsible for:
  - A. Monthly financial reports (income statement, balance sheet) including budget reports for each department.
  - B. Cash flow management.
  - C. Accounts receivable and managing any bad debts.
  - D. Compliance with non-profit status requirements for the IRS.
  - E. Profit and loss statements regarding individual projects.
- 24.2. At the end of each term of Office, the Treasurer must present a report of finance activities to a board appointed by the President elect.

## 25. Vacancies

Due to resignation, death or other circumstances of any officer, it may be necessary to hold an election before the next General Assembly, carried out virtually or by electronic mail following the same procedure as for a normal election.

## 26. Election Committee

- 26.1. The Election Committee is responsible for:
  - A. Preparing and presenting to the next Ordinary Session of the General Assembly a list of candidates eligible for election as Officers.
  - B. Soliciting nominations for eventual GCEA awards programs as well as preparing the list of the qualifications of each candidate.
- 26.2. The membership of the Election Committee is considered to be ceased following an election of new officers and members of the Executive Board and the new President shall immediately proceed to appoint a new Chair of the Committee, and the Executive Board to appoint the new members.
- 26.3. Membership of the Election Committee shall be as widely representative as is feasible.
- 26.4. Assigned Members of the Election committee should not be candidates for office.

## 27. Award Committee

- 27.1. The members of the Award Committee shall be appointed by the Executive Board for specific tasks.
- 27.2. The obligation of the Award Committee shall be defined when its members are appointed

## **28. Policy Committee**

When necessary, the General Assembly shall appoint a committee to be responsible for the review and recommendation regarding the Constitution and Bylaws.

## **29. Membership Committee**

The membership committee is responsible to verify that the application for membership in to GCEA, met the requirements according to article 6 of GCEA Bylaws. The committee will be responsible to communicate with applicants any missing information.

## **30. Educational Programs Committees**

**30.1.** The Educational Programs Committee is responsible for receiving, creating and managing all educational and scientific projects to be developed with the technical and/or financial support of GCEA.

**30.2.** The Chair of the Educational Programs committee is appointed by the GCEA president, but the number of participants can vary according to the volume of projects to be developed.

## **31. The Publication Committee**

The publication Committee is responsible for all publications of the GCEA. The membership of the committee is appointed by the Officers and shall consist of a Chair and three other members, the Editor and Deputy-Editor; the Chair of the Publications & Publicity Committee and the Treasurer of the GCEA.

## **32. Healthcare Technology Foundation Committee**

The Healthcare Technology Foundation Committee is the philanthropic committee of GCEA that inspires and solicits donations as a USA tax-exempt organization pursuant 501(c) (3). It serves as steward of the funds that are designated for raising awareness, education, collection of knowledge, research, and projects to improve patient care, public education & support, and the clinical engineering profession.

## **33. Other Committees**

At the discretion of the GCEA President and with the Executive Board approval, temporary committees can be created with specific tasks and projects to be developed.

## **34. Executive Board**

**34.1.** The term of office of all committees' chairpersons under this Bylaw shall be considered ceased following an election of new officers

**34.2.** Committees of the Executive Board have only such powers as shall be specifically delegated to them. No such delegation of powers shall contravene the provisions of the Constitution or the Bylaws.

**34.3.** The Executive Board shall be convened at intervals not greater 6 months. The Secretary is responsible for distributing all documents for the meeting 15 days before it occurs.

**34.4.** The Executive Board meeting can be done using virtual means as well as voting. In the case of a tied vote the Chair shall have a casting vote.

**34.5.** The Secretary is responsible for keeping the minutes of each meeting.

**34.6.** The President or a member of the Executive Board, with the president authorization, can invite any person or persons to attend the meetings and to speak to matters of business, without the right to vote.

**34.7.** If an Executive Board member fails to attend 2 consecutive meetings of the Executive Board without reasonable excuse, the Secretary shall inform him/her that their position is to be declared vacant.

## **35. Ethics and Conflict of Interest**

All members of the Committees, General Assembly, Executive Board, and volunteers must follow all the precepts related to ethics and conflict of interest as follows:

## 35.1. Ethics

- 35.1.1** To uphold the highest standards of integrity, responsible behaviour, and ethical conduct in professional activities.
- to hold paramount the safety, health, and welfare of the public, to strive to comply with ethical health-care devices life cycle management and other related engineering practices, to protect the privacy of others, and to disclose promptly factors that might endanger the public or the environment;
  - to improve the understanding by individuals and society of the capabilities and societal implications of conventional and emerging technologies, including intelligent embedded devices and systems;
  - to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
  - to avoid unlawful conduct in professional activities, and to reject bribery in all its forms;
  - to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, to be honest and realistic in stating opinions or work estimates based on available data, and to credit properly the contributions of others;
  - to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations.
- 35.1.2** To treat all persons fairly and with respect, to not engage in harassment or discrimination, and to avoid injuring others.
- to treat all persons fairly and with respect, and to not engage in discrimination based on characteristics such as race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression;
  - to not engage in harassment of any kind, including sexual harassment or bullying behaviour;
  - to avoid injuring others, their property, reputation, or employment by false or malicious actions, rumours or any other verbal or physical abuses.
- 35.1.3** To strive to ensure this code is upheld by colleagues and co-workers.
- to support colleagues and co-workers in following this code of ethics, to strive to ensure the code is upheld, and to not retaliate against individuals reporting a violation.
- 35.1.4** All GCEA officers, committee members, volunteers and professional staff shall adhere to the highest ethical standards in raising funds for GCEA and its HTF Foundation including, but not limited to, the following:
- staff participating in fundraising efforts may work for a salary or fee, and shall not receive a percentage based on compensation or a commission;
  - all donor and prospect information created by, or on behalf of, the HTF Foundation shall be the property of the GCEA and shall not be transferred except on behalf of the HTF Foundation;
  - fundraisers and program managers are required to ensure that contributions are used in accordance with the donors' intentions;
- donors shall have the options to limit the use of their personal information to the HTF Foundation's internal use and to have their names removed from the HTF Foundation's mailing list, and
- the HTF Foundation's policy with respect to the privacy of donor information shall be reflected in its solicitation materials and on its web site.

## 35.2. Conflict of Interest

- 35.2.1** For the purposes of the GCEA policies and procedures, conflict of interest is defined as any situation in which:
- a member of the GCEA administration, officers, and/or HTF Foundation Committee, any key employee, any officer or volunteer or other person serving the Foundation in some capacity is in a position to make decisions or cast votes that could substantially and directly, or indirectly, affect any such person's personal, financial or business interests or
  - any such person has a fiduciary responsibility to another organization.



- 35.2.2** All such persons shall avoid situations and activities where their personal interests could conflict, or reasonably appear to conflict, with the interests of the GCEA.
- 35.2.3** Members, as noted above, have a duty to avoid being controlled by another entity in the exercise of their duties, shall not agree to exercise their duties in order to benefit any individual or interest other than the GCEA's interest, and shall abstain from voting on a matter in which they has a financial interest and shall not be present at or participate in any board or other committee deliberation or vote on the matter giving rise to such conflict. It is the responsibility of every employee and all persons in any elected, appointed, or volunteer position of a GCEA activity to determine if a conflict or perceived conflict of interest may exist.
- 35.2.4** If a conflict exists, the person with the conflict shall not attempt to influence improperly the deliberation or voting on the matter giving rise to such conflict.
- 35.2.5** Any such recognized potential conflict shall be made known and communicated immediately to the person in charge of the activity (or to the next higher authority if the affected individual is in charge) who, after consultation with the President and the other individuals in the activity, will advise the affected individual of the proper course of action and cause a notation of the action to be entered in the activity's record, including the minutes of any meeting at which the conflict was discussed or voted upon.
- 35.2.6** In addition, prior to the initial election of any officer and committee chairperson and annually thereafter, such a person shall complete, sign and submit to the Secretary a written statement identifying to the best of the director's knowledge, any other entity of which such person is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the GCEA and its Foundation has a relationship, and any transaction in which the corporation is a participant and in which the director might have a conflict of interest.
- 35.2.7** The Secretary shall provide a copy of all completed statements to the President.

## **36. Expenses**

Paid authorized expenditure will be subject to availability of GCEA funds.

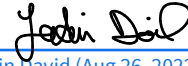
## **37. Transitional Period**

- 37.1.** Until such time as GCEA members convene and elect the Executive Board, the governance of GCEA will be administered by the transitional founders' council.
- 37.2.** In the first elections, all 5 members officers should be elected

## SIGNATURE PAGE

August 1<sup>st</sup> 2022Saide Calil (Aug 29, 2022 13:31 ADT)

Saide Jorge Calil

Yadin David (Aug 26, 2022 09:28 CDT)

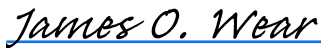
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Mladen Poluta

Nicolas Pallikarakis (Aug 17, 2022 08:37 GMT+3)

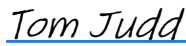
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James O. Wear (Aug 15, 2022 18:39 CDT)

James Wear

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Daniel Clark

Tom Judd (Aug 16, 2022 08:57 EDT)

Tom Judd

Stefano Bergamasco (Aug 25, 2022 06:06 GMT+2)

Stefano Bergamasco

Wayne Morse (Aug 17, 2022 06:43 PDT)

Wayne Morse

LI Bin (Aug 23, 2022 01:11 GMT+8)

Li Bin

Keiko Fukuta (Aug 17, 2022 23:15 GMT+9)

Keiko Fukuta

Shauna Mullally (Aug 30, 2022 09:03 MDT)

Shauna Mullally

Elliot B. Sloane (Aug 11, 2022 11:40 EDT)

Elliot Sloane