

Biomedical Engineering Society Constitution and Bylaws

Constitution

Article I. Name

The name of this organization shall be The Biomedical Engineering Society and shall be referred to herein and in the Bylaws as the Society or BMES.

Article II. Purpose

The purpose of the Society is to encourage the development, dissemination, integration, and utilization of knowledge in biomedical engineering.

Article III. Membership

Membership in the Society shall be open to all those who share the stated purpose of the Society and who have education, research, or practical experience in biomedical engineering or in an allied scientific field, subject to the detailed membership qualifications and voting privileges as provided in the Bylaws.

Article IV. Officers

The Officers of the Society shall be a President, Past President or President-Elect, Secretary and Treasurer. The President-Elect shall serve one year as such, followed by two years as President, and one year as Past President. The Past President shall serve on the Board of Directors during the first year of a President's two-year term, and the President-Elect shall serve on the Board of Directors during the second year of a President's two-year term. No person shall ever be eligible for re-election as President-Elect. The Treasurer and Secretary each shall be elected to a two-year term and be eligible to serve up to three consecutive terms.

Article V. Board of Directors

The management of the Society shall reside in the Board of Directors and others, as specified in the Bylaws. The method of election shall be as specified in the Bylaws. The specification of the president officer and the quorum for the transaction of business by the Board of Directors is set by the Bylaws.

Article VI. Committees

The Board of Directors of the Society can establish standing committees. The Board of Directors can establish ad hoc Committees as may be specified in the Bylaws.

Article VII. Dues

The annual dues for membership shall be determined by the Board of Directors as specified in the Bylaws.

Article VIII. Publications

The Society is empowered to establish publications as determined by the Publications Board, with approval by the Board of Directors. The Publications Board is to be constituted as specified in the Bylaws.

Article IX. Meetings

A meeting of the Society for transacting business, presentation of communications and reports, and related activities, shall take place at least once a year. Other meetings may be called as specified in the Bylaws.

Article X. Affiliations

The Society may affiliate with other societies provided that such affiliation is in the best interest of the development of the broad field of biomedical engineering and is in accordance with the Bylaws.

Article XI. Bylaws

The provisions of the Constitution of the Biomedical Engineering Society shall be carried out in accordance with the current Bylaws of the Society.

Article XII. Amendments

Amendments to the Constitution may be proposed by any member of the Board of Directors or by petition signed by at least ten voting members of the Society. Proposals for amendments must be submitted in writing via email or telecommunications to the Board of Directors and the voting members of the Society at least 30 days preceding a regular meeting of the Board of Directors.

Amendments must be approved by a two-thirds majority of the Board of Directors and must finally be ratified in a ballot by two-thirds of members of the Society that voted, in accordance with the Bylaws.

Article XIII. Dissolution

Dissolution of the Society for any cause shall be initiated by individual members of the Board of Directors or by a petition to the Board of Directors signed by ten voting members of the Society. Such motion or petition must be approved by a two-thirds majority of the Board of Directors, then must be discussed at a subsequent business meeting of the Society, and must finally be ratified in an electronic ballot by two-thirds of those voting members of the Society, in accordance with the Bylaws. Dissolution must be in accordance with the applicable regulations of the Internal Revenue Code of 1986, Section 501(c)(3), as amended or replaced and in compliance with applicable law.

All funds and other assets of the Society, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor society which has among its principal purposes the encouragement, development, and dissemination of knowledge in the biological or physical sciences to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes or which has qualified as an exempt organization under Section 501(c)(3) of the 1986 Internal Revenue Code. Such a distribution shall be made in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and in accordance with other governing federal and state law. Such activities or any amendments thereto need not be the only purpose of the successor society. The selection of the successor society must be approved by a two-thirds vote of the Board of Directors and named in the Board of Directors' minutes and its Articles of Dissolution but need not be named in the motion of petition for dissolution. At the discretion of the Board of Directors, upon approval by a two-thirds vote of the Board of Directors, the naming of the selection may be included in the ballot submitted to the voting membership for ratification.

Bylaws

Article 1. Membership

1.0. The Society shall consist of Fellows, Emeritus Fellows, Members, Emeritus Members, Student Members, Early Career Members, and Corporate Members. The Society can admit to membership applicants eligible under Article III of the Constitution that have applied for membership and paid membership dues. Only Fellows, Emeritus Fellows, Members, Emeritus Members, and Early Career members that are current with their membership dues shall have the right to vote on such matters as set forth in these Bylaws or determined by the Board of Directors. Emeritus Members cannot hold national office in the Society.

1.1. Designation with respect to type of membership is as follows:

1.1.1. Member. A Member shall be proficient in biomedical engineering as demonstrated by career experience and/or education and shall fulfill the requirements as set forth in one of the following sections:

a. A Member candidate who holds a degree in biomedical engineering, bioengineering, or a related engineering degree with emphasis on the same and who previously was not a student member, shall have at least the following number of years of experience in the field after graduation: BS degree - 2 years; MS degree - 1 year; or PhD, MD, DDS, DVM - 0 years.

b. A Member candidate who holds a degree in natural sciences or engineering without emphasis in biomedical engineering or bioengineering and who previously was not a student member, shall have at least the following number of years of experience in the field after graduation: BS degree - 3 years; MS degree - 2 years; and PhD, MD, DDS, DVM - 1 year.

c. A Member candidate who holds a BS degree, or equivalent, in a field other than engineering or the natural sciences shall have at least 4 years' experience in biomedical engineering.

d. A Member candidate with no BS degree shall have at least 6 years of experience in biomedical engineering.

1.1.2. Early Career Member. Early Career members must be within 3 years after graduating with an undergraduate or graduate biomedical engineering or related science degree at the time of application. Candidates must provide the name of the university attended and year of graduation with their application.

1.1.3. Student member. Students pursuing a full-time undergraduate or graduate course of study in biomedical engineering or in a related field may be admitted to Student membership for a period not exceeding five years without reverification of student status. Application and renewal for Student membership must be accompanied by evidence of full-time student status in a recognized program of study in biomedical engineering or in a related field. A Student member may be upgraded automatically to Early Career Member immediately upon graduation.

1.1.4. Corporate member. A Corporate member is a business or organization that supports the stated purposes of the Society. Corporate membership neither implies membership of its employees nor affects their individual memberships. Corporate members may not vote or hold office in the Society but are publicly recognized by the Society for their support.

1.1.5. Emeritus Fellow and Emeritus Member. Fellows and Members who have been members for more than ten years may apply to the Society for Emeritus status at the time of retirement from active professional practice. Emeritus Fellows and Members have all the rights and privileges of their original membership category except that they are not required to pay annual dues to the Society, they do not receive the journal unless they subscribe to it separately, and they cannot hold national office.

1.1.9. Fellow. Fellow status may be awarded to Society members who have demonstrated exceptional achievement and experience in the field of biomedical engineering and a record of membership and participation in the Society. Criteria and selection procedures will be established by the Board of Directors. Fellows may vote and hold office in the Society.

1.1.10. Affiliate membership. Affiliate membership is available to those individuals who have an interest in serving the Society membership through professional services and support products; including but not limited to patent attorneys, resume writing services, translation services, laboratory equipment and support products, but do not qualify for the Fellow or Member categories.

Article 2. Governance

2.0. BMES shall maintain a space to keep important society documents and other related materials. The management of BMES shall reside in the Board of Directors and others, as specified herein. It is the function of the Board of Directors to determine objectives, philosophy, and official policy of the organization, and be financially responsible as they implement the same.

2.1. Board of Directors

2.1.1. The Board of Directors shall consist of the President, President-Elect or Past President (depending on who is currently serving), Secretary, Treasurer, twelve elected directors, and the elected Chair of the Council of Chairs. In addition, the Publications Board Chair, the Finance Board Chair, and the Student Representative to the Board, the Chair of each Special Interest Group, all standing and ad hoc committee chairpersons, the Chair- elect of the Council of Chairs, and the editors of the BMES journal and newsletter who are not elected members of the Board of Directors, may be invited to attend Board meetings with voice but no vote. "Voice" privilege shall include, when recognized by the chair, commenting on issues and presenting business.

2.1.2. Each of the twelve elected directors must be a Member in good standing, who has been a Member for at least one year.

2.1.3. Four of the twelve elected directors shall be elected annually by majority vote of a quorum of the voting members and shall serve for a term of three years. Each elected director shall take office immediately following the Annual Business Meeting and may serve two successive terms before having to step down.

2.2. Duties and Powers of the Board of Directors

2.2.1. To adopt rules and regulations governing the categorization of members.

2.2.2. To fix fees, dues, and assessments for all categories of membership.

2.2.3. To employ or replace an Executive Director as the Board may consider necessary to support the activities of BMES.

2.2.4. To create or eliminate all standing committees, ad hoc committees, advisory groups, and councils and to approve the President's appointments of Chairpersons to these committees.

2.2.5. To exercise its legal and constitutional authority and responsibility in the direction and conduct of the affairs of BMES, including the initiation and establishment of policy, in order to promote and attain the purposes of BMES.

2.2.6. To engage in business activities including but not limited to the entering of contracts, leases, and other legal documents, the purchasing and sale of real and personal property, the pledging as security assets of BMES, and the transacting of all other affairs of BMES not otherwise provided for.

2.3. Board of Directors Meetings

2.3.1. The Board of Directors shall hold at least one official administrative meeting each year other than the annual administrative meeting.

2.3.2. The annual administrative meeting of the Board of Directors shall be held at the time of the Annual Fall Meeting.

2.3.3. Administrative meetings, other than the annual administrative meeting, may be called by the President by written notice to all Directors at least 30 days prior to the meeting date.

2.3.4. Special meetings of the Board of Directors may be called by the President by notice delivered to all Directors at least 48 hours prior to the meeting. Such notice shall include the purpose of the special meeting.

2.3.5. A quorum for conducting business at a meeting of the Board of Directors shall be a simple majority of its Directors. Official business may be conducted by telecommunications or similar means during which all persons participating in the meeting can hear each other.

2.3.6. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing (including email), setting forth the action so taken, shall be signed by all the Directors.

2.4. Fiscal Year

2.4.1. The fiscal year of BMES shall begin on July 1.

2.5. Executive Committee

2.5.1. The Executive Committee shall consist of the elected and appointed officers of the Society, the Finance Board chair, and the Publications Board chair.

2.5.2. The Executive Committee shall be charged with carrying out the policies of the Board between administrative meetings and presenting programs, policies, and issues to the Board for consideration and/or approval.

2.5.3. A quorum for Executive Committee action shall be three officers, and must include the President. Business may be conducted by telecommunications.

2.5.4. The Executive Committee shall have and may exercise authority as granted by the Board of Directors. Between meetings of the Board of Directors, the Executive Committee may take such independent action as is necessary for conduct of the affairs of BMES, except as limited in these Bylaws and by applicable law. Such actions of the Executive Committee shall be reported to the Board of Directors at the next meeting and are subject to the Board's approval.

Article 3. Election and Terms - Officers and Board of Directors

3.0. Nominations for the office of President-Elect and Treasurer shall be made by the Nominating Committee in alternate years such that the President-Elect will serve on the Board of Directors starting at the beginning of the second year of a President's

term. Nominations for the office of Secretary shall be made by the Nominating Committee in the year between elections for President-elect and Treasurer.

3.1. The Nominating Committee will develop the call for nominations for Officers in a way that is informative about the responsibilities of the position(s), encourages inclusivity and diversity, and has clearly defined criteria for evaluation of nominees. The call for nominations will be approved by the Executive Committee, then distributed to the BMES voting membership. All nominees must sign a written statement that he/she/they understand the requirements of the position and that they are willing, if elected, to serve. All completed nominations that are confirmed as eligible will be evaluated by the Nominating Committee. It is the job of the Nominating Committee to ensure that a sufficient but manageable slate is put forward, based on the written criteria in the call for nominations. The final slate of nominees will be distributed to the BMES voting membership. The candidate receiving the highest number of votes cast by those voting will be elected.

3.2. The election of the Board of Directors shall follow the same procedure as for the election of the President-Elect, Treasurer and Secretary. All nominees must sign a written statement of understanding the requirements of position and their willingness, if elected, to serve. The Nominating Committee will ensure that a sufficient but manageable slate is put forward. At least one Board of Directors position each year will be reserved for a BMES member who works outside of academia.

3.3. All officers shall continue until relieved by their successors.

3.4. Interim vacancies among the elected members of the Board of Directors, including those created by resignation, removal, death, inability or ineligibility to serve or by election to the office of President-Elect, Treasurer, Secretary or by appointment to an ex officio position on the Board, shall be filled by appointment of the Board of Directors. An interim vacancy among ex officio members of the Board, excepting the President, shall be filled by two-thirds vote by the Board of Directors at a meeting where a quorum is present. An interim vacancy in the presidency shall be filled by advancement of the President-Elect; however, if there is no President-Elect to advance, the Board of Directors shall elect one of its number as Acting President to serve until the completion of the next regular election.

3.5. In the case of a tie in the election of officers or Board members, the winner shall be chosen by a runoff election.

Article 4. Quorums

4.0. Voting Members - A quorum for the transaction of business, whether in person or by ballot, shall be not less than eleven percent of the voting members of the Society. A time limit of not less than two weeks for a response to be counted must be specified on each ballot unless a longer response period is required by law. Directors may be elected by ballot vote of the voting members.

4.1. Meetings of the Board of Directors - A quorum for the transaction of business at a meeting of the Board of Directors shall be a simple majority of voting members. At any scheduled regular meeting of the Board of Directors, if less than a quorum can be brought together; tentative action may be taken which will become effective on subsequent ratification, either at a meeting, with a simple majority affirmation, or by unanimous written consent.

4.2. Ballots may be made by email, telecommunications or other format permissible under law.

Article 5. Presiding Officer of the Board of Directors

5.0. The President of the Society is normally the presiding officer of each meeting of the Board of Directors. In his/her/their absence, or if the presidency is vacant, the President-Elect or Past President shall be presiding officer. In the event the President-Elect or Past President is not present, the Board of Directors shall elect one of its members as presiding officer pro tem. A presiding officer pro tem shall be counted as a voting member for purposes of defining a quorum but shall vote only in the case of a tie.

Article 6. Officers

6.0. President - It shall be the duty of the President to preside over the Annual Business Meeting of the Society, to serve as chair of the Board of Directors, to appoint and charge, with the approval of the Board of Directors, the chair of each committee of the Board of Directors except the Nominating Committee, and to carry out other activities usually pertaining to the office, as required by these Bylaws or the Board of Directors. The President may establish ad hoc committees, with approval by the Board.

6.1. President-Elect - The President-Elect shall serve in the place of the President in his/her/their absence. The President-Elect will automatically succeed to the presidency when the office becomes vacant. The President-Elect shall perform such duties as shall be assigned to them by the President or the Board of Directors.

6.2. Past President - The Past President shall serve in the place of the President in the absence of the President. The President will automatically succeed to the past-presidency at the end of their term as President. The Past President shall perform such duties as shall be assigned to them by the President or the Board of Directors.

6.3. Secretary - The Secretary of the Society shall work together with the Executive Director to keep all records of the Society, to notify Board members and officers of the Society of required actions for which deadlines have been established in the Constitution and Bylaws, and to maintain viable channels of communication between committees of the Society by monitoring the actions of the committees and alerting their chairs and liaison members. The Secretary shall also carry out such other duties as the Board may require.

6.4. Treasurer - The Treasurer is responsible for keeping all financial records of the Society, including the annual audit, annual budgets, and income tax reports, and submitting same to the Board of Directors. The Treasurer will oversee bank accounts, which reports the receipt and disbursement of funds in accordance with the annual budget approved by the Board of Directors. The Treasurer shall also carry out such other duties as the Board may require.

6.5. Chair of the Publications Board - the Chair of the Publications Board shall preside over all business and meetings appropriate to the Publications Board.

6.6. Chair of the Finance Board – the Chair of the Finance Board shall preside over all business and meeting appropriate to the Finance Board.

6.7. Dates That Officers Assume Their Duties - The President, President-Elect, Past President, Secretary and Treasurer assume their duties at the end of the Annual Business Meeting of the Society. New members of the Board of Directors shall assume office at the beginning of the regular meeting of the Board of Directors that follows closely after the Annual Business Meeting of the Society. The Chair of the Publications Board and Chair of the Finance Board assumes his/her/their duties at a time that is in accordance with the practices of their Boards as defined in these Bylaws.

6.8. Executive Director - The Executive Director shall be the chief executive and operating officer of BMES, with responsibility for the management and direction of all operations, programs, activities, and affairs of BMES, including employment and termination of employment and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors.

6.8.1. The Executive Director shall be responsible for arrangements for all BMES meetings and for developing a fully integrated communications campaign designed to promote all aspects of BMES to Society members, BME professionals, government entities and the public.

6.8.2. The Executive Director shall transmit to the membership of BMES such notices as the business of the Board of Directors may require and carry out assignments as directed by the Board of Directors.

6.8.3. The Executive Director also shall serve as Assistant Secretary of BMES and be an ex officio member of the Board of Directors and all committees, including the Executive Committee, without vote.

6.8.4. The Executive Director shall have such other duties as may from time to time be assigned by the Board of Directors.

6.8.5. The Executive Director shall qualify for fidelity bond, the procurement cost of which shall be borne by BMES.

6.8.6. The Executive Director shall be appointed by the Board of Directors to a term specified by contractual agreement. A person may hold this office for any term at the discretion of the Board of Directors and will assume office on a date set by them.

Article 7. Meetings

7.0. The Biomedical Engineering Society is authorized to hold scientific meetings, international, national, regional, and virtually. There shall be held, at least annually, a business meeting in connection with a major scientific meeting of the Society. In any calendar year, only one meeting of the Society shall be designated as the Annual Meeting. The Annual Meeting and its associated business meeting define the terms of the offices of the Society. Sites for meeting will be determined by the Board of Directors. The presiding officer at the Annual Business Meeting shall be the presiding officer of the Board of Directors, as defined in Bylaw Article 5.0.

Article 8. Publications Board and Publications of the Society and Finance Board

8.0. The Biomedical Engineering Society is empowered to publish or to enter into agreements with others to publish a journal of the Society and the Publications Board with approval of a majority of the total current membership of the Board of Directors. Changes in the editors and changes in agreements, which implement the publication of a duly established journal or other publication, may be authorized by the Publications Board with approval of a majority of the Board of Directors.

8.1. Publications Board

The Publications Board shall consist of three voting members with staggered terms, each of six years. Every other year, the Nominating Committee shall be responsible for recommending a new junior voting member, subject to the approval of the Board of Directors. The most senior voting member of the Publications Board shall serve as the chair during the last two years of his/her/their six- year term. Vacancies in any term are filled by the Board of Directors.

8.1.1. In the event that a Publications Board member is unable to serve a full six-year term, the President with the approval of the Board of Directors, shall have the authority to appoint new Publications Board members and/or to extend or shorten other Publication Board member's terms, to bring the board back on cycle.

8.1.2. The function of the Publications Board is to recommend editors for the publications of the Society, to present budgets to the Treasurer for incorporation into the Society's annual budget, to make recommendations to the Board of Directors with regard to new publications or the discontinuance of old publications, to review the quality of the publications of the Society, to review policies and procedures for publications of the Society, and to suggest broad editorial policy to the editors.

8.1.3. No member of the Publications Board shall simultaneously be serving as a chief editor for any of the publications of the Society.

8.1.4. The Publications Board shall present to the Board of Directors a written report on the status of contract arrangements and performance of the publisher. This report is to be presented at the annual meeting one year preceding the end of the current contract with the publisher.

8.2. Publication Editors. Editors-in-Chief of Society publications shall be appointed by contract for a five-year term, renewable for sequential three-year terms following reviews conducted by the Publications Board and upon approval of its recommendation by a majority of the Executive Committee.

8.3. Finance Board. The Finance Board shall consist of three voting members with staggered terms, each will serve four-year terms. The Nominating Committee will be responsible for recommending new voting members, subject to the approval of the Board of Directors. The most senior member of the Finance Board shall serve as the chair during the last two years of

his/her/their term. Vacancies in any term are filled by the Board of Directors. The Treasurer is an ex officio member with voting privileges.

8.3.1. The Finance Board shall advise the Board of Directors respecting the general financial planning for the Society. It shall recommend ideas and implementation for fund raising, investments, and financial policies. It shall prepare and provide estimates of cost impact of new services and programs proposed for the Society.

Article 9. Membership Dues

9.0. Membership Dues are paid on an anniversary date basis and are due on the on or before the date of expiration. Members who have not paid by the due date will receive notification that without payment they will be dropped from the BMES roster losing all rights and benefits of membership at the end of a one-year period of membership.

9.1. Memberships that lapse for a period of one month or more will have their join date changed to coincide with the new payment date.

9.2. In order to receive the discounted member rate when registering for the Annual Meeting as well as other member benefits, member must be in good standing with paid current year dues.

9.3. Membership dues may be changed from time to time by the Board of Directors.

Article 10. Affiliations

10.0. Proposals for an affiliation with a society other than BMES may be initiated by individual members of the Board of Directors or by a petition to the Board signed by ten voting members of the Society. To become effective, such proposals must be approved by a two-thirds majority of the Board of Directors

10.1. The Society is authorized to pay affiliation dues to appropriate international organizations. If the Society is designated the national coordinating body for an international group, it is then authorized to pay that international group an appropriate portion of the proceeds of the international meetings held under its sponsorship. The Society is authorized to assume fiscal responsibility for the conduct of joint meetings.

10.2. Proposals to affiliate with an organization of shared mission or purpose with independent governance may be initiated by individual members of the Board of Directors. Such proposals should be accompanied by a memorandum of understanding that covers terms of interaction and agreement for transfer of materials or services to support the organization and/or the BMES. Such proposals must be approved by a two-thirds majority of the Board of Directors.

Article 11. Amendments to the Bylaws

11.0. Amendments to the Bylaws may be proposed by any member of the Board of Directors or by petition signed by at least ten voting members of the Society. Proposals for amendments must be submitted in writing to the Board of Directors. A majority vote by both the Board of Directors and by voting members of the Society where a quorum is present shall suffice for ratification. Amendments to the Bylaws shall become effective on approval as set forth herein.

Article 12. Committees

12.0. General Provisions - All chairs and members of committees must be members in good standing of the Society.

12.0.1. The Board may establish committees as needed. The President appoints all committee chairs unless otherwise specified under any standing committee noted in these Bylaws.

12.0.2. An individual may not hold concurrently more than two positions as an officer and/or chair of any committee. A Board member may serve as a member of a committee. In addition, to encourage integration and strategic thinking throughout the Society, Board members may be assigned by the President to serve as non-voting, ex officio members to one or more committee.

12.0.3. The chair of each committee shall be appointed by the President, acting with the approval of the Board of Directors.

12.0.4. The President shall appoint committee chairs prior to the adjournment of the first regular meeting of the incoming Board of Directors. Members of committees shall be appointed by the chair of said committee, subject to the approval of the Board.

Committee chairs are charged with seeking diverse committee membership and assembling a committee with a range of Society experience. Unless otherwise specified, the term of office for all committee members shall be three years with most committees having 6 or more members with 1/3 of the committee membership replaced each year. Each committee should have a minimum of one non-voting student members with the exception of the Executive Committee, Nominating Committee, Awards Committee, and Fellows Committee. Appointments of members of committees shall be communicated by the chair to the BMES National Office. A member of a committee whose term of office has expired shall continue to serve until his/her/their successor has been appointed a member.

12.0.5. Appointments to standing committees shall be completed within 30 days following the Annual Business Meeting of the Society. Committee members and terms will be posted on the BMES website, with information about upcoming opportunities for new members, and a mechanism for society members to indicate interest in being considered for appointment.

12.0.6. In the event a current committee member becomes chair of that committee he/she/they shall relinquish his/her/their appointment as a "member." An additional member to the committee may be appointed to fill any vacancy thus created.

12.0.7. The President shall be an ex officio member of all committees. He/she/they shall not be entitled to vote on business before the committees except as specifically enfranchised by these Bylaws.

12.0.8. All resolutions of committees and subcommittees shall be adopted by a simple majority of those present and voting.

12.0.9. Committee chairs shall submit budget requests and forecasts as required by the Treasurer.

12.0.10. All committees shall review outstanding business and provide a written report to the President in time for presentation at the Annual Business Meeting of the Society, with progress towards implementing or refining the Strategic Plans always included.

12.0.11. Chairs or members of committees who are incapacitated shall arrange for this fact to be communicated to the BMES National Office, who shall consult with the appropriate officers or chairs to ensure the business of the committee in question proceeds in an orderly and expeditious manner.

12.0.12. The President and Chairs of committees should propose members of committees in such a way that terms of office are staggered, and continuity is thus assured.

12.0.13. Any action required by law to be taken at a meeting of a committee, or any action that may be taken at a meeting of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members for that committee.

12.0.14. Committees shall have such powers as set forth in these bylaws and as may be assigned by the Board, provided, however, a committee may not:

- (1) Adopt a plan for the distribution of the assets of the Society, or for dissolution;
- (2) Approve or recommend to members any act required by applicable law to be approved by members;
- (3) Fill vacancies on the Board or on any of its committees;
- (4) Elect, appoint or remove any Officer or Director or member of any committee, or fix the compensation of any member of a committee;
- (5) Adopt, amend, or repeal the bylaws or the articles of incorporation;
- (6) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or
- (7) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

12.1 Education Committee

12.1.1. The Education Committee shall consist of a chair and a minimum of six voting members of the Society.

12.1.2. The Education Committee shall coordinate the educational activities of the Society. This committee shall also supply information to the Secretary concerning career opportunities and career trends in the field of biomedical engineering.

12.1A. Ethics Subcommittee

12.1A.1. The Ethics Subcommittee shall consist of a chair and a minimum of six voting members of the Society.

12.1A.2. The Ethics Subcommittee shall establish and recommend to the Board of Directors policies and procedures for addressing ethical issues.

12.1A.3. The Ethics Subcommittee shall serve as a central resource and be responsible for providing education and information on ethical issues relating to BMES membership, rights, privileges, and responsibilities.

12.2 National Meetings Committee

12.2.1. The National Meetings Committee shall consist of two Co-Chairs and a minimum of six voting members of the Society. Ex officio members, with voting privileges, include the President-Elect or Past President and the Chair of the Affiliations Committee as well as the Annual Meeting Co-Chairs from the immediate past annual meeting; ex officio members, without voting privileges, include the future three Annual Meeting Co-Chairs, and Special Interest Group representation in cases where meetings are planned.

12.2.2. The National Meetings Committee, in conjunction with the Education Committee, is responsible for assigning BMES representatives to meetings held by other societies as requested.

12.2.3. The National Meetings Committee Chair, in conjunction with the Affiliations Committee, is responsible for assigning Membership Committee representatives to affiliate organizations as needed, for the purpose of providing support and oversight of their meeting development activities.

12.2.4. The National Meetings Committee Chair shall serve on the Affiliations Committee, ex officio without vote.

12.2.5. The National Meetings Committee, every two years, is responsible for the selection of the meeting Co-chairs for the next two Annual Meetings. The Committee reviews application materials from candidates with an emphasis on experience with meeting organization and participation in BMES meeting roles. Priority is given to those that served as Annual Meeting Track Chairs. The Committee will schedule interviews with all Co-Chair final candidates and vote on the final selection of the Co-Chair teams. The recommendation are then forwarded to the BMES President and Executive Director, who will in turn forward to the Executive Committee for review and approval.

12.2.6. The Meeting Co-Chairs of the current annual meeting shall present a status report to the Board of Directors at the Spring Board meeting prior to the annual meeting and the Fall Board meeting to provide a summary of the annual meeting.

12.3 Membership Committee

12.3.1. The Membership Committee shall consist of a chair and at least six voting members of the Society.

12.3.2. The Membership Committee shall establish and maintain criteria and procedures for admission and resignation of members of the Society in accordance with the Bylaws for membership and shall perform those duties necessary for admission and severance. A searchable roster of current members shall be posted on the BMES website.

12.3.3 The Membership Committee shall propose and organize membership recruitment activities.

12.4 Subcommittees

12.4A. International Affairs Subcommittee shall identify opportunities to expand the BMES membership and presence internationally.

12.4A.1. The International Affairs Subcommittee shall consist of a chair and minimum of six voting members of the Society. The chair of the Affiliations Committee will serve as an ex officio member of the International Affairs Subcommittee.

12.4A.2. The International Affairs Subcommittee shall establish procedures by which the Society can best serve the needs of its international members and foster productive relationships between the Society and its international affiliates.

12.4B. Student Affairs Subcommittee

12.4B.1. The Student Affairs Subcommittee shall consist of a chair and a minimum six voting members of the Society and a minimum of six student members of the Society.

12.4B.2. The Student Affairs Subcommittee shall establish procedures by which the Society can best serve the needs of its Student Members and foster productive relationships between the Society and its Student Chapters.

12.5 Nominating Committee

12.5.1. The Nominating Committee consists of a chair and at least six voting members of the Society. The Nominating Committee shall be chaired by a BMES voting member who has served on the Committee for at least one year.

12.5.2. Members of the Nominating Committee will serve two-year terms and will not be eligible to run for an elected position in BMES for one year following the end of their term. Up to half of the committee will be replaced each year. Members of the Nominating Committee will be chosen by the Board of Directors from a group of interested potential members who are recruited through a call for applications. Potential committee members who are on the Board of Directors shall be recused from the discussion and vote on Nominating Committee members to avoid conflict of interest. With approval of the Board of Directors, a member will be allowed to remain on the NC for a second term to aid in continuity. The BMES President will issue the invitations to join the Nominating Committee.

12.5.3. The duties of the Nominating Committee are to prepare the call for nominations that will be send out to all voting members of the Society for candidacy to the office of President- Elect, Treasurer, and Secretary, and to the Board of Directors, to ascertain the willingness of each nominee to serve if elected, and to prepare a reasonable slate of nominees for the yearly elections. The chair of the Nominating Committee shall also attend, without expense to the Society, the regular meetings of the Board of Directors. Every two years the Nominating Committee shall also recommend to the Board a new member of the Publications Board according to Article 8.1 of the Bylaws and a new member of the Finance Board according to Article 8.2 of the Bylaws.

12.5.4. The chair of the Nominating Committee shall report the final list of candidates to the Executive Director or Secretary on or before June 15 each year.

12.6 Long Range Planning Committee

12.6.1. The Long-Range Planning Committee shall consist of a chair and a minimum of six voting members of the Society. Generally, the President shall serve as Chair, but the committee may be chaired by any member of the Executive Committee.

12.6.2. The Long-Range Planning Committee shall develop, review, and modify plans that affect the overall direction and activities of the Society, and will present a report to the Board of Directors annually. The purpose of these plans is to ensure the Society effectively pursues its goals, as defined in Article II of the Constitution.

12.7 Awards Committee

12.7.1. The Awards Committee shall consist of a chair and a minimum of six voting members of the Society.

12.7.2. The Awards Committee shall establish and maintain criteria and procedures for the awarding of prizes and awards sponsored by the Society. These criteria and procedures shall be formulated to be in accordance with the Constitution and Bylaws of the Society, and they shall be subject to approval by the Board of Directors.

12.7.3. The awards shall be presented at the Annual Meeting of the Society.

12.8 Affiliations Committee

12.8.1. The Affiliations Committee shall consist of a chair and a minimum of six voting members of the Society. An ex officio member, with voting privileges, is the Chair of the National Meetings Committee. The BMES liaison to the affiliate society, AIMBE, and the BMES liaison to the affiliate society, FASEB, will be members of the Affiliations Committee.

12.8.2. The Affiliations Committee shall establish and maintain procedures and facilitate interactions with all affiliate societies and affiliate organizations. Such activities shall include evaluating proposals for joint sponsorship of meetings, membership interactions with other societies, panels, commissions, and affiliations with other societies and organizations.

12.9 Industry Affairs Committee

12.9.1. The Industry Affairs Committee shall consist of a chair and a minimum of six voting members of the Society.

12.9.2. The Industry Affairs Committee shall develop ways to (a) enhance communication among industrial practitioners of biomedical engineering and their academic and clinical counterparts, (b) help provide student members with information about industrial careers in biomedical engineering, and (c) help keep industry informed of academic developments in biomedical engineering.

12.10 Accreditation Activities Committee

12.10.1. The Accreditation Activities Committee (AAC) shall consist of a chair and six voting members of the Society. Ex officio members, with voting privileges, include the BMES representative(s) to the ABET Board of Directors, the BMES representative(s) to the Engineering Accreditation Committee of ABET, and the BMES representative(s) to the Engineering Technology Accreditation Commission of ABET.

12.10.2. The committee shall be responsible for BMES participation in the accreditation activities of ABET. The committee shall educate members regarding accreditation activities and consider recommendations from the Bioengineering and Biomedical Engineering Academic programs and the profession regarding the definition and process of accreditation.

12.11 Public Affairs Committee

The Public Affairs Committee shall consist of a chair and a minimum of six voting members of the Society. The chair of the Public Affairs Committee will be the BMES liaison to the affiliate society, AIMBE. The BMES liaison to the affiliate society, FASEB, will be a member of the Public Affairs Committee. The Public Affairs Committee shall be responsible for informing itself of all commercial and government developments pertaining to the realm of biomedical engineering including pending legislation, policies, initiatives and outcomes. It will be the goal of the Public Affairs Committee to work with the Executive Director and Board of Directors to review such information and recommending appropriate communication directives and policies to the President and Board of Directors.

12.12 Diversity Committee

12.12.1. The Diversity Committee shall consist of a chair and a minimum of six voting members of the Society.

12.12.2. The Diversity Committee shall be responsible for program development to ensure participation in BMES events from a diverse community of biomedical engineers.

12.12.3. The Diversity Committee shall be responsible for working with the Meeting Co-Chairs and National Meetings Committee to provide speakers for events as needed.

12.13 Fellows Committee

12.13.1. The Fellows Committee shall consist of a chair and a minimum of six voting members of the Society. All members of the Fellows Committee shall be BMES Fellows.

12.13.2. The Fellows Committee shall establish and maintain criteria and procedures for the nomination and election of BMES members to the category of BMES Fellow. These criteria and procedures shall be formulated to be in accordance with the constitution and bylaws of the Society, and they shall be subject to approval by the Board of Directors.

12.14 Ad Hoc Committees

12.14.1. The President, acting with the approval of the Board of Directors, may establish and appoint the chairs and members of Ad Hoc Committees with such terms of reference as she/he may deem appropriate and necessary. Any member of the Society may be appointed a chair or member of an Ad Hoc Committee.

12.14.2. The chair of an Ad Hoc Committee, acting with the approval of the President, may appoint nonmembers of the Society to act as consultants to the committee.

12.14.3. The Chair of each such committee shall report the charge to the committee, the progress achieved to date, and the estimated date of completion of the committee's work to the current or incoming President and the President-Elect or Past President at the time of the Annual Meeting. An Ad Hoc Committee that conducts no business and makes no report within any given fiscal year shall automatically be dissolved.

12.14.4. An Ad Hoc Committee can be officially reviewed and promoted to be a standing BMES committee with approval of the Board of Directors.

Article 13. Special Interest Groups

13.0. Proposals for a group of BMES members to affiliate around a shared research or engineering mission may be initiated by individual members of the Board of Directors or by a petition to the Board signed by 50 voting members of the Society.

Affiliations of BMES members for this purpose will be considered as "Special Interest Groups." Proposals for Special Interest Groups will be accompanied by a memorandum of understanding that covers terms of interaction and agreement for transfer of materials or services to support the Special Interest Group and/or the BMES. Such proposals must be approved by a two-thirds majority of the Board of Directors and must be discussed at a succeeding business meeting of the Society.

13.1. All members of a Special Interest Group will be dues-paying members of the BMES. Special Interest Groups may be authorized to collect affiliation dues and the BMES is authorized to collect such dues on behalf of the Special Interest Group.

13.2. Special Interest Groups must have a minimum of 50 members.

13.3. Special Interest Groups may elect to undertake activities that include the holding of BMES meetings at a venue and time different from the Annual Meeting. Elected representatives of the Special Interest Group may serve as ex officio, non-voting members of the National Meetings Committee in order to further the activities specific to the Special Interest Group.

13.4. Special Interest Groups shall submit budget requests and forecasts as required by the Treasurer. All Special Interest Groups shall review outstanding business and provide a written report to the President in time for presentation at the Annual Business Meeting of the Society, with progress towards implementing or refining the Strategic Plans always included.

13.5. If a Special Interest Group is no longer functioning as originally intended, the Board of Directors will review their activities and finances and make a decision about continuing or ending the Special Interest Group.

Article 14. Indemnification

Any present or former Director, officer, employee, or agent of the Society, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Society against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Society until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

April 2023