

## **HEALTHCARE STERILE PROCESSING ASSOCIATION (HSPA)**

### **BYLAWS**

#### **ARTICLE I NAME**

**Section 1. Name.** The name of this professional organization is the Healthcare Sterile Processing Association (HSPA), hereinafter referred to as the “Association.”

#### **ARTICLE II BUSINESS OFFICE**

**Section 1. Business Office.** The Association is incorporated in the State of Illinois and the principle business/headquarters shall be located in the City of Chicago and County of Cook. The Association shall maintain in the state of Illinois a registered office and a registered agent at such office, and may have other offices within or without the State.

#### **ARTICLE III PURPOSE**

**Section 1. Purpose.** The purpose of this Association shall be to provide members of the Association and healthcare facilities with educational opportunities, professional development, and certification.

#### **ARTICLE IV MEMBERSHIP**

##### **Section 1. Categories of Membership.**

###### **A. Active Membership.**

1. Active members shall be those persons who are performing or managing the functions of decontamination, inspection, assembly, packaging, sterilization and sterile storage of medical instruments or devices in a healthcare facility.
2. Active members may serve on committees, councils, or task forces as appointed. Active members are entitled to one (1) vote on each issue submitted to a vote of the membership and may hold office in the Association after having met qualifications identified in Article VI.

**B. Associate Membership.**

1. Associate members shall be those persons determined by virtue of their occupation to have an allied relationship with the Central Service Materiel Management profession and related fields.
2. Associate members may serve on committees, councils, or task forces as appointed. Associate members are entitled to one (1) vote on each issue submitted to a vote of the membership, but shall not serve as an officer, member of the Board of Directors or a committee, council or task force chairperson.

**C. Non-Voting Memberships.**

1. *Emeritus Membership.*
  - i. Emeritus membership may be conferred by the Association upon individuals who have been members in good standing of the Association for five (5) years and who have inactive status and have rendered outstanding service to the Association. Fees and dues may be waived as determined by the Board of Directors of the Association.
  - ii. Emeritus members may not vote or serve as an officer, member of the Board of Directors or a committee, council or task force chairperson.
2. *Other Non-Voting Memberships.* The Board of Directors may have the authority to establish and define other non-voting categories of membership.

**Section 2. Dues.** The Board of Directors shall determine the annual membership dues.

**Section 3. Disciplinary Procedures.** Any member may be suspended or removed for cause according to the Association's Policies and Procedures Manual.

**ARTICLE V  
OFFICERS**

**Section 1. Officers.** The officers of this Association are the President, President-Elect, Secretary/Treasurer, Immediate Past President and Executive Director, as an ex-officio member.

- A. **President.** The President shall be the official representative of the Association and shall preside at meetings of the Association and of the Board of Directors. The President shall:
1. Appoint all committee, councils, and task force members as approved by the Board of Directors except the Nominating Committee.
  2. Serves as an ex-officio member of all committees except for the Nominating Committee.
  3. Perform such other duties as are necessarily incident to the office of President.

B. **President-Elect.** The President-Elect shall observe, assist, and consult with the President. The President-Elect facilitates continuity in transition to the office of the President. In the absence of the President, the President-Elect shall preside over meetings of the Board of Directors.

C. **Secretary/Treasurer.**

1. **Minutes of Meetings.** Meetings minutes of the Association will be taken by the Executive Director or designee with final review by the Secretary/Treasurer before distribution to the Board of Directors.
2. **Fiscal Affairs.** Monitors the fiscal affairs of the Association and provides reports to the Board of Directors.

D. **Executive Director.**

1. **Employee.** The Executive Director is an employee of the Association accountable to the Board of Directors and given the authority to administer the Association according to policies established by the Board of Directors.
2. **Responsibility.** The Executive Director is responsible for the day-to-day operations of the organization which includes managing committees, councils, task forces, staff, and independent consultants as well as developing business plans in collaboration with the Board of Directors.
3. **Voting Power.** The Executive Director shall be a non-voting member of the Board of Directors.

E. **Immediate Past President.**

1. The Immediate Past President shall observe, assist, and consult with the Board of Directors in the continuity of the Association.
2. The Immediate Past President shall be a non-voting member of the Board of Directors.

## ARTICLE VI BOARD OF DIRECTORS

**Section 1. Board of Directors.** The Board of Directors consists of the officers and six (6) elected Directors. The Board of Directors of the Association shall:

- A. **Policies.** Establish policies governing the affairs of the Association, as well as rules and regulations necessary to carry out the functions and intent of these bylaws.
- B. **Manage.** Have the authority, and responsibility to manage the affairs of the Association.
- C. **Voting.** Each member of the Board of Directors shall be a voting member of the Board of Directors and shall have one (1) vote on matters put before it for decisions except for the Immediate Past President and the Executive Director, neither of whom shall be a voting member of the Board of Directors.
- D. **Qualification.** Each member of the Board of Directors shall be an active member of the Association in good standing.

**Section 2. Eligibility.** Each elected member of the Board of Directors shall be subject to the following minimum qualifications while serving on the Board of Directors:

- A. **Membership in the Association.** Each member of the Board of Directors must be an active member of the Association in good standing for at least one (1) year and must maintain that status throughout his/her term of office; and
- B. **Employment Requirement.** Each member of the Board of Directors must be employed by a healthcare facility; and
- C. **Certification Requirement.** Each member of the Board of Directors must hold and maintain C.R.C.S.T. certification throughout his/her term of office.
- D. **President-Elect.** For the office of President-Elect, a candidate must have served on the Board of Directors.

## ARTICLE VII ELECTIONS & TERMS, REMOVAL, VACANCIES

### **Section 1. Elections & Terms.**

- A. **Elections Process.** The elections process shall be conducted according to the Association's Policies and Procedures Manual approved by the Board of Directors.
- B. **Board of Directors.** The Board of Directors of the Association shall be elected by the membership by a simple majority of the members voting.

**C. President-Elect/President.**

1. The membership shall elect a President-Elect annually to serve for one (1) term of one (1) year.
2. Upon completion of this term, the President-Elect shall assume the office of President at the close of the annual conference for a term of one (1) year.

**D. Immediate Past President.**

1. Upon completion of the term of office of President, the President shall become known as the Immediate Past President and shall serve as a non-voting member of Board of Directors. In the event that the Immediate Past President is unable to fulfill his/her term of office on the Board of Directors, the President of the Association may appoint a former Past President to fulfill the term.
2. The Immediate Past President shall assume the office at the close of the annual conference for a term of one (1) year.

**E. Secretary/Treasurer.**

1. The membership shall elect a Secretary/Treasurer for a two (2) year term.
2. The Secretary/Treasurer shall assume the office at the close of the annual conference.
3. The Secretary/Treasurer shall not serve consecutive terms in office.

**F. Directors.**

1. Six (6) Directors shall be elected to serve one-two (2) year term. Three (3) Directors shall be elected in even numbered years and three (3) Directors shall be elected in odd numbered years.
2. Directors shall assume the office at the close of the annual conference.

**Section 2. Removal.** Any member of the Board of Directors may be removed in the manner prescribed by applicable statute for cause including malfeasance of office, violation of Association bylaws, Association's Policies and Procedures Manual or any other conduct obstructing the purpose, objectives or interest of the Association.

**Section 3. Vacancies.**

- A. Any vacancy in any office except for the office of President-Elect because of death, resignation, removal, disqualification, or otherwise, or new offices created, shall be appointed by the Board of Directors for the unexpired portion of the term.
- B. Any vacancy in the office of President-Elect because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired portion of the term in accordance with the Association's Policies and Procedures Manual.

## ARTICLE VIII CHAPTERS

**Section 1. Definition.** The term *chapter* in these bylaws shall be interpreted to mean a group of Central Service or Materiel Management professionals meeting regularly, conducting programs consistent with the objectives and bylaws of this Association.

**Section 2. Eligibility Requirements.** Chapters may be recognized if they meet the eligibility requirements outlined in the Association's Policies and Procedure Manual.

**Section 3. Chapter Representative.** The chapter should appoint or elect a Chapter Representative to serve on the Chapter Committee. If a chapter has 300 or more active members, the chapter is allowed to appoint two (2) representatives to the Chapter Committee from the same chapter.

**Section 4. Disqualification and Reinstatement.** The Association's Policies and Procedures Manual shall govern disqualification and reinstatement of chapters.

**Section 5. Debts and Obligations.** The Association shall not be liable for the debts or obligations of any Chapter, and no Chapter or shall be liable for the debts or obligations of the Association.

## ARTICLE IX MEETINGS OF MEMBERS

**Section 1. Annual Meeting.** One meeting of the membership shall be held annually at a time and place that shall be determined by the Board of Directors.

**Section 2. Special Meeting.** Special meetings of the membership or Board of Directors may be called by the President or any member of the Board of Directors and at the time and place that shall be determined by the Board of Directors.

**Section 3. Notice of Meetings.** Members shall receive at least ten (10) days written notice of annual meetings or special meetings. Written notice shall include electronic communications.

**Section 4. Quorum.** The voting members present at the annual meeting or special meetings constitutes a quorum. The majority of voting members of the Board of Directors present at any Board meeting constitutes a quorum.

### **Section 5. Electronic Attendance at Meetings.**

- A. **Attendance.** The Board of Directors may permit any or all directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.
- B. **Exception.** Attendance via a teleconference telephone or similar means of electronic communication shall not include the annual meeting.

## ARTICLE X COMMITTEES, COUNCILS, TASK FORCES

**Section 1. Establishment.** The Board of Directors may establish committees, councils, or task forces to facilitate the Association's mission and strategic plan.

**Section 2. Authority.** Committees, councils, or task forces shall only have such authority as delegated to them by the Board of Directors.

**Section 3. Quorum.** A simple majority of the members of the committees, councils, or task forces shall constitute a quorum.

**Section 4. Vacancies.** Vacancies are filled as set forth in the Association's Policies and Procedures Manual.

**Section 5. Nominating Committee.**

- A. **Nominating Committee.** The Board of Directors shall elect a Nominating Committee chairperson. The Nominating Committee chairperson shall select at least five active members to serve on the Nominating Committee, who will be approved and ratified by the Chapter Committee working in accordance with the Association's Policies and Procedures Manual.
- B. **Immediate Past President.** The Immediate Past President shall become a voting member of the committee for a term of one (1) year following the term of office as President. If the Immediate Past President is unable to serve, a former Past President will be appointed by the committee.

**Section 6. Bylaws Committee.**

- A. **Purpose.** The Bylaws Committee provides for the establishment, revision, or dissolution of sections of these bylaws. The Bylaws Committee shall review these bylaws at least once a year. The Bylaws Committee may suggest changes to the bylaws to the Board of Directors.
- B. **Composition.** The Bylaws Committee shall consist of at least three (3) active members of the Association.
- C. **Changes to the Bylaws.** Members may suggest changes to the bylaws which shall be submitted to the Bylaws Committee for review. Once the suggested changes have been reviewed, the Bylaws Committee shall forward their analysis to the Board of Directors. The Board of Directors shall vote to approve or disapprove of the suggested bylaws changes. If the Board of Directors approve the suggested bylaws changes, then the bylaws are voted on by the membership of the Association.

**Section 7. Chapter Committee.** The Chapter Committee shall consist of the Chapter Representatives from all chapters. The President-Elect will serve as a member of the committee.

## ARTICLE XI VOTING

**Section 1. Voting.** The following shall constitute voting parameters for the Board of Directors as defined in Article VI, Elections and Terms, Removal, Vacancies as defined in Article VII, Meetings of Members as defined in Article IX and meetings of Committees, Councils, and Task Forces as defined in Article X:

- A. **Simple Majority.** A simple majority shall mean a majority in which the highest number of votes cast for any one (1) candidate, issue or item exceeds the second highest number, while not constituting an absolute majority.

**Section 2. Proxies.** Proxies are not permitted.

## ARTICLE XII CERTIFICATION COUNCIL

### **Section 1. Certification Council.**

- A. The Certification Council will oversee the establishment and maintenance of the Certification Programs for the Association in compliance with these bylaws, the Association's policies and procedures, and established accreditation standards for certification programs. The Certification Council shall serve as an independent and autonomous body within the Association having responsibility for the development, evaluation, and administration of all Certification Programs policies and procedures, examinations, and certification and recertification operations and activities. The Certification Council shall not delegate any of the foregoing responsibilities or any decisions relating to certification, including but not limited to the granting, maintaining, recertifying, expansion or reduction of the scope of any certification, and/or suspension or withdraw of any certification. All policies and procedures for the Certification Programs shall be determined by the Certification Council and reported to the Board of Directors.
- B. The Certification Council shall have sufficient and adequate resources to conduct effective and thorough certification and recertification program activities. The Certification Council may appoint committees and working groups as needed for the development of the Certification Programs. Such committees and working groups will function only in an advisory capacity to the Certification Council.
- C. The authority of the Certification Council shall be limited to that which is granted herein. The Board of Directors may choose to grant additional authority to the Certification Council as the Board of Directors in its sole discretion might deem appropriate and necessary. In the absence of the express approval of the Board of Directors, the Certification Council shall have no authority to create a budget deficit. The Certification Council shall not develop or implement education courses or certification preparation courses.
- D. The Certification Council shall be composed of at least seven (7) qualified members; the composition, selection, and qualifications of which will be identified in the Certification Program policies and procedures.



## ARTICLE XIII FINANCES

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

**Section 2. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by an officer or officers, or agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the Secretary/Treasurer of the Association shall sign such instruments.

**Section 4. Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors or their appointee may select.

## ARTICLE XIV WAIVER OF NOTICE

**Section 1. Waiver of Notice of Meetings.** Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## ARTICLE XV BONDING

**Section 1. Bonding.** At the direction of the Board of Directors, any officer or employee of the Association shall furnish at the expense of the Association a fidelity bond, in such a sum as the Board of Directors shall prescribe.

## ARTICLE XVI PARLIAMENTARY AUTHORITY

**Section 1. Parliamentary Authority.** The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws. *Sturgis Standard Code of Parliamentary Procedure* will serve as a resource to interpret *Robert's Rules of Order, Newly Revised*.

## ARTICLE XVII AMENDMENTS

**Section 1. Amendments.** Upon proposal by the Board of Directors, these bylaws may be amended through a special meeting called for the purpose of amending these bylaws pursuant to a two-thirds (2/3) affirmative vote of active and associate members who are eligible to vote and return ballots either by mail or electronically.

**Section 2. Mailing.** A copy of any proposed amendments shall be mailed to the last recorded address of each eligible member at least thirty (30) days prior to the date of the special meeting when they vote for the proposed amendment to be considered.

## ARTICLE XVIII INDEMNIFICATION

**Section 1. Indemnification.** This Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or officers or former Directors or former officers, agents or representatives or former agents or representatives against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, officers, agents or representatives of the Association, except in relation to matters as to which such Director or officer, former Director or former officer, agent or representative or former agent or representative shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## ARTICLE XIX STATEMENT OF NONDISCRIMINATION

**Section 1. Statement of Nondiscrimination.** This Association shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any way, on the basis of race, color, sex, national origin, disabling condition, age, lifestyle or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

**ARTICLE XX**  
**DISSOLUTION AND TRANSFER OF ASSETS**

**Section 1. Dissolution and Transfer of Assets.** The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors in accordance with the objectives of the Association and all applicable laws and legal mandates.

***Effective: July 12, 2021***