

Medical Device Reprocessing Association of Ontario



Constitution and Chapter Bylaws

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INDEX

Constitution	Page
1. Name.....	1
2. Objectives.....	1
3. Membership.....	1
4. Executive Committee.....	2
5. Executive Committee Members.....	4
6. Nomination Committee.....	7
7. Meetings.....	8
8. Voting.....	9
9. Membership and Fiscal Years.....	9
10. Finances.....	9
11. Appointments.....	10
12. Constitutional Amendments.....	10
13. Chapters of the Association.....	11

Chapter Bylaws

I Name.....	12
II Executive Committee.....	12
III Executive Committee Members.....	12
IV Vacancies.....	13
V Elections.....	14
VI Voting.....	14
VII Chapter Meetings.....	15
VIII Chapter Finances.....	15
IX Appointments.....	15
X Education.....	15

MDRAO CONSTITUTION

Article: 1 NAME

- 1.1 This Organization shall be known as The Medical Device Reprocessing Association of Ontario. (Hereinafter referred to as the “Association”).

Article: 2 OBJECTIVES

- 2.1 Promote optimum standards of practice in healthcare setting Medical Device Reprocessing Departments conducive to Quality Patient Care.
- 2.2 Foster and promote co-operation among the Membership of the Association and share information with one another.
- 2.3 Encourage arrange and promote educational programs for and on behalf of the Association Membership for the advancements of the Medical Device Reprocessing Profession.
- 2.4 Collect and disseminate information and current data on new and improved techniques and equipment in Medical Device Reprocessing Departments.

Article 3: MEMBERSHIP

3.1 MEMBERS:

Are those who are employed and involved in medical device reprocessing in a healthcare setting in the province of Ontario

3.2 ASSOCIATE MEMBERS:

- a) Are those that are not actively employed and involved in medical device reprocessing in a healthcare setting e.g. Purchasing Agents, Infection Control Officers, Manufacturer's Representatives and former members who have retired.
- b) Are those who are employed and involved in medical device reprocessing in a health care setting outside the province of Ontario.
- c) Are not able to vote or hold office.

- 3.3 A Member or Associate Member is considered “in good standing” when they have submitted their completed application for membership with the appropriate fee.

3.4 HONORARY LIFETIME MEMBERSHIP:

- a) May be bestowed upon an individual member who has made an outstanding contribution to the Association.
- b) These individuals shall be considered an “Associate Member” with no membership fee to be paid annually.
- c) Any Member in good standing with the Association may submit names of individuals to the Board of Directors for consideration for an Honorary Lifetime membership one hundred and twenty (120) days before the Annual Meeting.
- d) The Past President of the Association will be bestowed an Honorary Lifetime Membership by the Association at the completion of their term of office.

Article 4: EXECUTIVE COMMITTEE

- 4.1 The Board of Directors shall, as a whole, conduct all business pertaining to the Association using Robert’s Rules of Order. All items must be duly moved and seconded and voted on with majority ruling. All motions; must be documented for future reference and direction.
- 4.2 All Members of the Board of Directors must be Members in good standing.
- 4.3 The Directors positions shall be as follows:
 - President
 - Vice-President
 - (2) Directors of Education
 - (2) Directors of Chapter Development
 - (2) Directors of Communication
 - Past-President
 - Vendor Representative
- 4.4a) The Vice-President shall be elected by a provincial "Electronic Ballot" prior to the end of April in election year.
 - b) Each chapter will elect one (1) representative to sit on the Provincial Board of Directors by "Electronic Ballot" prior to the end of April in an election year.
 - c) At the first (1st) meeting of the new financial year (June of election year) the new Executive will start their term.

- d) Prior to the first (1st) meeting of the new Board of Directors in June, the President, Vice President & Past President will facilitate the selection process to place elected members into Directors Portfolios.
 - e) Prior to June 30th all newly elected executive members must have paid their MDRAO membership or cannot hold office.
- 4.5 The term of office for the President and Vice President will be two (2) years. Each President cannot serve more than one (1) term, unless no other viable candidates are nominated for the Vice President position.
- 4.6 The term of office for a Director will be two (2) years. Each Director cannot serve in the same portfolio for more than two (2) consecutive terms.
- 4.7a) In the event that a vacancy occurs in the Vice President's position, the President may appoint a temporary replacement until such time as an election is held.
- b) In the event that a vacancy occurs in any other office of the Board of Directors of the association, the President will call for nominations to the chapter membership of the vacated seat. An election following 4.4b will occur with electronic ballots. If no nominations are received, the Chapter Executive may appoint a replacement to complete the vacant term.
- c) The President and Past President once they complete their term of 2 years in these portfolios cannot run for the MDRAO executive for any position if there is another nomination for the position.
- 4.8 Each member on the Board of Directors shall attend Board of Directors Meetings.
- 4.9 The Board of Directors shall review absences or failures to comply with the expectations of a Board of Directors position.
- 4.10 Should the Board of Directors deem that an Executive Member is not fulfilling his/her obligations to the Association, the Executive Committee may ask the Board of Directors Member to resign their position.
- 4.11 It shall be the duty of each officer of the Association upon retirement from office, to turn over to the successor all properties and records of the Association pertinent to the office within one month of election.

4.12 All documentation including original forms, correspondence, receipts and claim forms will be sent to and maintained in the MDRAO office.

4.13 Code of Conduct

- a) MDRAO Board of Directors, shall at all times, act with decorum and shall be respectful of other executive members and members of staff, as well as the public.
- b) MDRAO Board of Directors will conduct themselves so as to represent the association in a positive image at all times.
- c) MDRAO Board of Directors are to uphold the implementation of any board resolution after it is passed by the Board. Board of Directors may comment on, or disagree with, a decision taken by the board but must support and speak positively about the association.
- d) Board members shall not make disparaging remarks about another member, or a group and will be called out of order if these remarks occur. If it continues, they will be removed from the meeting if the same member continues to make disparaging remarks, the Board will ask them to resign.
- e) All board members must comply with the three adopted Guidelines that include *Code of Conduct, Code of Confidentiality, and Code of Conflict.*

Article 5: EXECUTIVE COMMITTEE MEMBERS

5.1 The President shall:

- a) Lead the Association and shall carry out the responsibilities of the office and work toward the objectives of the Association as outlined in the Presidents Position Description
- b) Call and preside at all Board of Directors meetings and the Annual Meeting.
- c) Arrange for the Association to have appropriate representation on any regional, provincial or national committee or task force, which the Board of Directors deems relevant to the advancement for the Membership. The President or in his/her absence the Vice President will represent or speak for the association. If they cannot attend the executive will vote on a replacement
- d) Maintain and further develop National and International contacts to best serve the Association.

- e) Maintain and strengthen partnerships with vendors and organizations related to medical device reprocessing.
- f) Assume the position of Past President at the end of their term.
- g) Oversee all regular financial business on behalf of the Association.

5.2 The Vice President:

- a) Must have served for a minimum of one two year term as a Director on the Board of Directors.
- b) Carries out the responsibilities of the office and works toward the objectives of the Association as outlined in the Vice-Presidents Position Description.
- c) Assumes the position of President in the event this position becomes vacant between elections.
- d) In the absence of the President, performs those duties as required.
- e) Develop National and International contacts to best serve the Association.
- f) Develop partnerships and deals with vendors and organizations related to medical device reprocessing.
- g) At the end of the Presidents term shall assume the position of President of the Association.
- h) Will report on all financial activities and be the second signing officer for the Association.
- i) With the Past President, receive and submit constitutional Amendments as per Article 12 as required.
- j) With the Past President, act as the chair of the Nominations Committee.
- k) With the Past President, review the Board of Director position descriptions with all board members the first year of their term when assuming a new portfolio

5.3 The Directors of Education shall:

- a) Carry out the responsibilities of the office and work toward the objectives of the Association as outlined in the Director of Education's Position Description.

- b) Oversee the administration of the Medical Devices Reprocessing Course and review and update the course content to reflect new technologies and changing standards.
- c) Organize & Chair the Annual Education Meeting.
- d) Promote MDRAO Education provincially, nationally and internationally.
- e) Develop partnerships with vendors and professional organizations for the education program.
- f) Oversee the administration of corrections to the Medical Devices Reprocessing textbook, workbook and oversee any person hired to work on these documents. Anyone hired to work on education documents must report to the Directors of Education and the President every two weeks.

5.4 The Directors of Chapter Development shall:

- a) Carry out the responsibilities of the office and work toward the objectives of the Association as outlined in the Director of Chapter Developments Position Description.
- b) Oversee Chapter development by working with Chapter Executive Committees to maintain regular meeting schedules and regional educational opportunities for Members.

5.5 The Directors of Communications shall:

- a) Carry out the responsibilities of the office and work toward the objectives of the Association as outlined in the Director of Communication Position Description.
- b) Working with the Board of Directors, the Director of Communications shall ensure that all members receive ample and accurate communication in a timely basis as outlined in the position description.

5.6 The Past President shall:

- a) Carry out the responsibilities of the office and work toward the objectives of the Association as outlined in the Past-Presidents Position Description.
- b) Receive and submit Constitutional Amendments as per Article 12 as required with the vice president

- c) Act as the Chair the Nominations Committee with the Vice President.
- d) Review and update executive position description annually.
- e) Review Board of Director position descriptions with all board members the first year of their term when assuming a new portfolio with the Vice President.

5.7 The Vendors Representative shall:

- a) Carry out the responsibilities of the office and work toward the objectives of the Association as outlined in the Vendors Representative's Position Description.
- b) This is a non-voting position on the Board of Directors.
- c) Act as a liaison for all Vender related issues.
- d) The term of office will be two (2) years. An incumbent may not serve for more than two (2) consecutive terms unless there is no viable candidate for this position and is agreed to by the board.

Article 6: NOMINATION COMMITTEE

6.1) Nominations to the MDRAO Board of Directors shall:

- a) Members nominated for Provincial Executive positions must have served at least one (1) term at the Chapter Executive level.
- b) Only the nominee can withdraw his/her name from nominations.

6.2) The Nomination Committee shall:

- a) Seek candidates by sending nomination forms to Members, 180 days before the date of the election during an election year.
- b) Accept nominations that are deemed to be in order and received 90 days prior to the date of election submitted by any Member that has been endorsed by another Member.
- c) Assist the office in preparation of electronic ballots. Call for nominations and slate of candidates will be posted on websites of each Chapter. Notify each member by email the slate of candidates and resumes of all Members seeking election at least 45 days prior to the date of the election.

Article 7: MEETINGS

7.1 Board of Directors Meetings

- a) A minimum of four (4) Board of Directors Meetings shall be held each year to conduct the business of the Association. These can be held remotely or face to face.
- b) A quorum shall be 50% + 1 of the Board of Directors.

7.2 Membership Annual Meeting

- a) An Annual Meeting shall be held once a year.
- b) Official call (Notice of Meeting) for the Annual Meeting shall be posted on the website at least 45 days in advance of the meeting
- c) Notice of the Annual Meeting shall include: Date, time, place, and agenda
- d) Quorum for the Annual Meeting shall be the Members present at the Annual Meeting.

7.3 Vendor Meetings

- a) Vendor meeting will be held on the second day of each conference.
- b) Election of the Vendor Representative will take place at this meeting. The election will coincide with the Association Executive elections.
- c) Nomination forms will be included in each the vendors package.
- d) The chair of the Nominations committee must receive completed nomination forms at the end of the first day of the Conference.
- e) Voting will be done by secret ballot. One (1) vote allowed per Company registered.
- f) The start of the Vendor Representative will be the first meeting following the Conference.

7.4 Annual Education Meeting

- a) An annual Education Meeting will be held with Course Co-coordinators each year.

Article 8: VOTING

- 8.1 A Member in good standing shall be entitled to a vote on all issues considered by the Association.
- 8.2 Any business requiring a vote shall be carried by a majority vote of the Members.
- 8.3 Voting for Board of Directors positions will be done by "Mail-in Ballots"
- 8.4 The election date for Board of Directors positions will be prior to the end of the membership year.
- 8.5 Any candidate may request a recount of votes within 48 hours of the announcement of the successful candidate. A recount will immediately take place. The votes shall be recounted in the same manner as they were originally counted. The person found to have the greatest number of votes as a result of the recount shall be deemed to be elected.
- 8.6 All ballots will be destroyed 48 hours following the announcement of the successful candidates if no recount is requested, or immediately following the announcement of the successful candidate following a recount.
- 8.7 **Constitutional voting:**
 - a) Voting for Constitutional changes occur through electronic ballot.
 - b) Each Board of Director Chapter Representative will review the proposed changes at the Chapters Annual General Meeting to answer any questions before ballots are posted.

Article 9: MEMBERSHIP AND FISCAL YEARS

- 9.1 The Membership year and Fiscal year shall be from June 1st to May 31st of the following year.

Article 10: FINANCES

- 10.1 The Association is a non-profit organization. It shall be conducted so that no part of its income or earnings will inure to the benefit of any Member or individual.
- 10.2 All Association business will be conducted with one financial institution, which will have two signing officers, the President and Vice President.

- 10.3 The Board of Directors must approve all Association expenses.
- 10.4 The Association will reimburse expenses incurred by Members authorized to do Association work. A complete expense sheet with valid receipts must be received for payment.
- 10.5 In the event of dissolution of the Association, all monies and assets shall become the absolute property of Members in good standing.
- 10.6 An annual review of finances will be sent to an independent auditor within sixty (60) days of the completion of the fiscal year.
- 10.7 The annual fees shall be as determined by the Members at the Annual Meeting
- 10.8 Each Chapter will receive a stipend based on education and membership registrations following submission of a financial statement and an Annual Report to the office.
- 10.9 Membership and course registration fees shall be collected at the Provincial level. Each individual shall send the appropriate fee, accompanied by a completed application form to the Association. The Association will in turn mail out a membership package.
- 10.10 A proposed budget for the next financial year will be presented to members at the Annual Meeting for approval.
- 10.11 All expenditures that are outside the normal financial operational expenses incurred every month must be approved by the MDRAO board by motion and voting. This includes travel of the executive.

Article 11: APPOINTMENTS

All appointments of representatives of the Association shall be made at the discretion of the Board of Directors.

Article 12: CONSTITUTIONAL AMENDMENTS

- 12.1 Constitutional amendments shall be presented to members and voted upon biannually opposite an election year. Voting will be done by electronic ballot before the end of May in that year.
- 12.2 A call for amendments with a submission form will be posted on the website December 1st of the constitutional year. Constitutional amendment submissions must be made by January 15th of the constitutional year.

- 12.3 Amendments may be proposed by the following:
- Provincial Board of Directors
 - Executive committee of a Chapter
 - An individual member in good standing
- All Amendments presented will be reviewed for acceptance by the Provincial Executive Group.**
- 12.4 The constitutional changes will be posted on the website 45 days before voting for their review.
- 12.5 The new constitution will be posted on the website 30 days after the Annual Meeting.
- 12.7 When the constitution is printed it is to be dated.

Article 13: CHAPTERS OF THE ASSOCIATION

- 13.1 Chapters of the Medical Device Reprocessing Association of Ontario may be developed/organized within the geographic guidelines where sufficient numbers of Members wish to participate.
- 13.2 New Chapters will be named using the Greek alphabet
- 13.3 Each Chapter must hold an Annual Meeting to remain active.
- 13.4 MDRAO Members are assigned to their chapters by either of their home address or hospital address as indicated by member. If not specified, the member will be assigned to their chapter by home address by default.
- 13.5 Every Chapter shall have and be governed by the following Bylaws.

Chapter Bylaws

Bylaw I: NAME

This Branch shall be known as a Chapter of the Medical Device Reprocessing Association (herein referred to as the “Chapter”)

Bylaw II EXECUTIVE COMMITTEE

- 1) The Chapter Executive Committee shall as a whole conduct all business pertaining to the Chapter.
- 2) Each Chapter shall elect every two (2) years, one (1) term, a Chapter Executive Committee of no less than three officers as follows;

Vice President
Secretary/Treasurer
Educational Director

- 3) Chapter Elections must occur the same year as the Association Executive elections.
- 4) A list of the successfully elected executive officers will be submitted by the Director of Chapter Development prior to the end of the membership year.
- 5) It shall be the duty of each officer of the Chapter Executive Committee upon leaving to turn over to the successor all properties and records of the Chapter pertinent to the Office.
- 6) The Chapter President is responsible to submit an annual report of chapter activity and a chapter financial report prior to May 8th each year to qualify for chapter rebates.
- 7) All members of the chapter executive must pay their MDRAO membership by June 30th in order to hold office on the chapter executive.

Bylaw III EXECUTIVE COMMITTEE MEMBERS

- 1) The Chapter President shall:
 - a) Lead the Chapter and shall carry out the responsibilities of the office and work toward the objectives of the Chapter as outlined in the Chapter President's Position Description.
 - b) Call and preside at all Chapter Executive Committee Meetings, Chapter Meetings and an Annual Chapter Meeting.

- c) Can only serve in this office for a period of four (4) consecutive years two (2) terms.
- 2) The Chapter Vice-President shall:
- a) Carry out the responsibilities of the office and works toward the objectives of the Association and the Chapter as outlined in the Chapter Vice-President's Position Description.
 - b) Assumes the position of Chapter President in the event this position becomes vacant between elections.
 - c) In the absence of the Chapter President, performs those duties as required.
 - d) The chapter Vice President will automatically move into the President's role without nominations.

3) The Chapter Secretary/Treasurer shall:

(Note, this position can be divided into two (2) separate position if deemed necessary by the chapter executive committee)

- a) Carry out the responsibilities of the office and work toward the objectives of the Chapter and Association as outlined in the Chapter Secretary/Treasurer's Position Description.
- b) Oversees all regular financial business on behalf of the Chapter
- c) Prepares a final financial report each year on the chapter template provided and to accompany the chapter yearly report by May 8th each year.
- d) Ensure that all chapter expenditures are approved by motion and voting by the members in an approved budget.

4) The Educational Director shall:

Oversee all educational business on behalf of the chapter through the Chapter President.

Bylaw IV VACANCIES

- 1) In the event that a vacancy occurs in any office of the Chapter Executive Committee, the Chapter President may appoint a temporary replacement until such time as an election is held.

- 2) If all positions become vacant then a Chapter Meeting and elections must occur within one month of the resignations and will be facilitated by the Board of Directors.

Bylaw V ELECTIONS

- 1) Elections shall be considered the responsibility of each Chapter.
- 2) Elections must be held before the Chapter Annual meeting which must be held prior to April 30.
- 3) Elections are to be conducted following the voting rules as outlined in bylaw VI.
- 4) Nomination forms and Notice for the Annual Chapter Meeting must be circulated to all Chapter Members at least 45 days prior to the Annual Chapter Meeting which is to be held before April 30th to meet the May 8th reporting deadline.
- 5) Nomination forms will be sent to all chapter members by the Chapter President by January 1st of election year with return to the MDRAO office by February 15th.
- 6) All elections will be done by electronic ballot. The nominated candidates will be posted on the website for review by February 20th with electronic voting taking place between March 1st and March 15th of an election year.
- 7) All Chapter ballots must be voted on by electronic ballot on the website by March 15th.

Bylaw - VI VOTING

- 1) Members of the Association in good standing shall be entitled to vote on all issues considered by the Chapter to which they belong.
- 2) Any business requiring a vote shall be carried by a majority vote of the Members present.
- 3) Any candidate may request a recount of votes within 48 hours of the announcement of the successful candidate. A recount will immediately take place. The votes shall be recounted in the same manner as they were originally counted. The person found to have the greatest number of votes as a result of the recount shall be deemed to be elected.

- 4) All ballots will be destroyed within 48 hours following the announcement of the successful candidates if no recount is requested, or immediately following the announcement of the successful candidate following a recount.

Bylaw - VII CHAPTER MEETINGS

- 1) A minimum of one (1) Chapter Meeting must be held each year to conduct business.
- 2) All chapter minutes must be sent to the Directors of Chapter Development and the MDRAO office 30 days after approval.

Bylaw - VIII CHAPTER FINANCES

- 1) The finances of the Chapter shall be the responsibility of each individual chapter.
- 2) All Chapter finances must be maintained in a Chapter account that has two signing officers per transaction. Signing officers will be two of the following: President or Vice President, and Treasurer. All transactions must be done through this account and permanent records maintained. No personal accounts or credit cards can be used for Chapter activity.
- 3) All Chapter expenses must be approved by the Chapter Executive Committee
- 4) In the event of dissolution of a Chapter, all monies and assets shall become the property of the Association.
- 5) All materials paid for by chapter monies belong to the Chapter.

Bylaw IX APPOINTMENTS

- a) Appointment of representatives of the Chapter, will only occur if no one puts their name forward for elections. Elections to replace all positions are to occur immediately after the resignation.
- b) These appointments must be recorded in the minutes and voted on.

Bylaw X EDUCATION

All chapters will hold an Education Day for members on off Conference years whenever possible.

