

**CHARTER**  
**The Ohio State University**  
**Biomedical Engineering External Board of Advisors**

**Article 1: Name**

The name of this organization shall be The Ohio State University Biomedical Engineering External Board of Advisors.

**Article 2: Domicile**

The domicile of the organization shall be the city of Columbus, Ohio.

**Article 3: Mission**

The Biomedical Engineering External Board of Advisors is an independent body that will be chartered to advise and support the Chair of Biomedical Engineering in the continual development and improvement of the Department.

**Article 4: Objectives**

The role of the Board of Advisors is to provide assistance to the Chair for academic planning and accreditation, instructional and research program expansion, and financial management of the Department.

To fulfill its advisory role, the board is encouraged to maintain an ongoing relationship with University and School administration.

The Board shall have the responsibility to regularly (1) receive and react to a reports on the state of the Department and (2) advise and assist the Department Chair regarding the development and operation of the Department.

*4.1 Strategic objectives for the Board include:*

1. Providing feedback about the direction, quality, and focus of the academic programs, with a role in the ABET accreditation process
2. Providing a link between the Department of Biomedical Engineering and practicing engineers; fulfilling the role of an industrial advisory board for ABET
3. Enhancing visibility of the Department of Biomedical Engineering both regionally – within the university and community -- and nationally
4. Facilitating continued professional development of the faculty
5. Assisting in recruitment of high quality undergraduate and graduate students
6. Supporting fund raising and sustaining growth of Biomedical Engineering planning and reviewing physical plant improvements
7. Providing feedback and advice about strategy of the Department of Biomedical Engineering and its relationship to Ohio's higher education and workforce objectives
8. Providing board member viewpoints on the quality and employability of the graduates of the Biomedical Engineering program.

**Article 5: Membership**

*5.1 Eligibility.* The membership shall consist of not less than 5 and not more than 15 persons dedicated to the interests of The Ohio State University Department of Biomedical Engineering,

with at least half of the membership alumnae/i of the Department. The Board should contain a mixture of professionals that collectively possess an awareness of the Department's various technical interests and diverse student backgrounds and can achieve the strategic objectives (listed above). Members should be capable of promoting the welfare of the Department and motivated to do so, and are encouraged to become members of the ASEE (American Society for Engineering Education). Members must be external to the OSU BME Department faculty and staff, but may be employees of OSU.

5.2 *Term.* Members shall be appointed to staggered three-year terms, with the terms of approximately one-third of the membership expiring in any one year. Members may be re-appointed, but consecutive terms will generally not exceed two. As necessary, membership will be extended to encompass an officer's term that has been extended due to re-election. See Section 6.2. A term will normally commence on September 1.

5.3 *Nomination and Election.* The nomination and election of Board members shall take place at any regularly scheduled Board meeting. Any Board member (including ex-officio members) may nominate new Board members. Nominations may be made verbally or in writing at the meeting. In making nominations, consideration shall be given to ethnic and gender diversity. After an open discussion on the nominees, a vote will be taken on each nominee. Each nominee receiving a two-thirds majority of all votes cast will be invited by the Board Chair to join the Board.

5.4 *Ex-Officio Members.* The Chair of the Department and the Dean of the College of Engineering shall be ex-officio members of the Board without vote. One undergraduate and one graduate student, selected by the Chair of the department, may also be ex-officio members of the Board without vote.

5.5 *Attendance.* If a member of the Board is unable to attend a regular meeting of the Board, he/she is expected to notify the Chair of the Board prior to the meeting. If a Board member is unable to attend two consecutive regular meetings of the Board, he/she will be contacted by the Chair of the Board or the Chair of the Department to determine the interest of the Board member in continuing to serve.

5.6 *Invited Guests.* At the request of any member of the Board, a guest member may participate without vote at a regular or special meeting of the Board. The request must be submitted to the Chair of the Board at least seven days in advance of the meeting for which the request is made.

## **Article 6: Officers**

6.1 *Officers.* The Board shall elect a Chair and Vice-Chair/Secretary from among its membership. The immediate Past-Chair shall serve as the third officer of the Board.

6.2 *Terms.* Each officer shall serve for a term of 2 years. No officer may serve for more than 3 terms or 6 years in a given position. An official term shall extend from September 1 through the succeeding August 31.

6.3 *Duties.* The Chair of the Board shall preside at all regular meetings of the Board and shall carry out such other duties as are necessary to meet the objectives of the Board. The Vice-Chair/Secretary shall preside in the absence of the Chair and shall be responsible for keeping the records of the Board.

## **Article 7: Meetings**

7.1 *Regular meetings.* Regular meetings of the full Board shall be held at least once per year. The time and place shall be determined by the Chair of the Board and notice of the time, place, and agenda shall be sent to each member in advance by the Vice- Chair/Secretary.

7.2 *Special meetings.* Special meetings shall be at the call of the Chair of the Board, or on written request of at least half of the members of the Board. The notice for a special meeting shall clearly state the reason for which the special meeting is being held. Special meetings of working subgroups of the Board, which may include non-Board members, shall not be bound by these Bylaws regarding procedure. They shall proceed in a manner that suits the group's needs, but the Board Chair and the Department Chair shall be kept fully informed.

7.3 *Minutes.* Following each regular Board meeting the Vice-Chair/Secretary shall submit written minutes to the Department Chair to be approved by the board at its next regular meeting.

7.4 *Location.* Meetings will normally be held at The Ohio State University. Meetings may also be held at alternate locations, which are appropriate to the interest of and acceptable to the Board. Regular or special meetings may be conducted all, or in part, by conference call or other remote technology means, provided advance notice as described in 7.1 has been given.

## **Article 8: Rules**

8.1 *Meeting order* All meetings shall be conducted under Robert's Rules of Order Revised, unless waived by a vote of those in attendance.

8.2 *Voting by Proxy* Voting by proxy shall not be permitted.

8.3 *Voting by email* The Chair of the Board may conduct a “vote in lieu of meeting” by email.

8.4 *Quorum* A simple majority of the board members in attendance at a meeting constitutes a quorum, except for a “vote in lieu of meeting” wherein 100% of the Board must reply to the vote request.

“In attendance” shall be inclusive of those present in-person as well as those present via electronic means, such that members are able to hear each other, interact and review the materials associated with any action.

8.5 *Board Action* The affirmative vote of a simple majority of the board members a) present at a meeting in which there is a quorum or b) participating in a “vote in lieu of meeting” shall be considered an action of the Board, unless the affirmative vote of a greater number of Board members is required by this Charter.

The Board may make additional rules and bylaws as it deems necessary to conduct its affairs.

## **Article 9: Amendments**

The Charter, rules and bylaws may only be amended by a two-thirds affirmative vote of the entire membership.

**Article 10: Committees**

There shall be such standing and special committees as the Chair may appoint at his/her discretion or the Board may appoint at its discretion.

**Article 11: Finances**

The Board of Advisors shall serve without monetary compensation, and the expenses of the Board's operation shall be borne by its members until such time as means of finance may be developed.

Approved by BME faculty on 11/9/2007

Updated by Board on 9/11/2009, 9/10/2010, 9/09/2011 and 9/14/2012.