

# **Charter and By-Laws of the Biomedical Engineering External Advisory Council at The Ohio State University**

## **ARTICLE I - Name and Location**

1.1 Name. The Name of this Organization, shall be the Biomedical Engineering External Advisory Council, herein referred to as the BME EAC or Council.

1.2 Location. The principal location of the Council shall be located at The Ohio State University Department of Biomedical Engineering, 140 West 19<sup>th</sup> Ave. Columbus, OH 43210.

## **ARTICLE II - Purpose and Powers**

2.1 Mission. The Mission of the Department of Biomedical Engineering is "to promote learning and discovery that integrate engineering and life sciences for the advancement of human health".

2.2 Purpose. The Purpose of the Council is to:

(a.) Advise and support the Department Chair of Biomedical Engineering for academic planning and accreditation, instruction and research program expansion.

(b.) Provide support to the Advancement function of the Department of Biomedical Engineering.

(c.) Provide resources and support to achieve the strategic objectives of the Department of Biomedical Engineering.

2.3 Powers. The Council shall not be authorized to apply for and receive grants; enter into contracts; receive and expend funds from public and private sources or hire staff.

2.4 Earnings and Compensation. No Member shall receive any compensation in their capacity as a Member or Officer. A Member may receive fair, reasonable Gift-in-Kind credit for expenses reasonably incurred by them, traveling to or from regularly scheduled meetings, in accordance with University policy. No compensation shall be paid to any Member that would violate the tax-exempt status of The Ohio State University.

## **ARTICLE III – Membership**

3.1 Qualification. The Members of this Council shall be those persons or organization representatives who support the mission of the Department of Biomedical Engineering and work to support the Objectives of the External Advisory Council, as established and

approved each academic year. Members shall be entitled to all rights and benefits in accordance with the provisions of these By-laws. No person shall be rejected from membership due to classifications prohibited by law.

(a) The Department Chair shall be a Member of the Council and Executive Committee notwithstanding eligibility requirements applicable to other Members.

3.2 Voting. Each Member shall be entitled to a single vote on such matters as: the election of the Council Members; ratification of amendments to the By-laws as per Article VIII, Section 8.1; other issues submitted to a vote of the membership. Voting may be held by voice, hand vote, paper or electronic ballot.

3.3 Transfer. Membership in this Organization is non-transferable and non-assignable.

3.4 Termination. Membership will be terminated in this Organization upon the occurrence of any of the following events:

(a) Receipt by the Council of written resignation of a Member, executed by the Member or their duly authorized representative.

(b) Death of a Member.

(c) Expiration of Member's elected term(s).

## **ARTICLE IV – Election and Meetings of Members**

4.1 Number and Election of Members. Members of the Council, are elected by the membership.

(a) The number of elected Members shall be no less than five (5) and no more than twenty-five (25). The Officers of the Council shall serve as Members throughout their terms of office.

(b) In accordance with current Nominating Procedures, the Members shall be elected by the Council from names submitted by the Nominating Committee to the membership.

(c) Members shall hold office for a three (3) year term, to begin August 1 and end July 31, with one-third of the Council being elected each year. Except as provided below, no voting Member may serve more than three (3) terms, consecutive or otherwise.

4.2 Vacancies. Any vacancy occurring on the Council caused by death, or resignation of an elected Member(s) may be filled with a majority vote of the Members, upon

recommendation by the Nominating Committee. The Member(s) so elected shall hold office and serve until the election of their successor.

4.3 Place of Council Meetings. Meetings of the Council, regular or special, shall be held at such location as the Chair and Department Chair designate.

4.4 Regular Meetings.

(a) Time of regular or special meetings of the Council shall be determined by the Chair and Department Chair. The Council shall give not less than thirty (30) days' notice of any regular meeting.

(b) A majority of the Members of the Council shall constitute a quorum for the transaction of any business of the Council.

(c) Council Members may not be represented by proxy.

(d) Council Members may invite a guest to attend a regular or special meeting through written request and approval by the Chair or Department Chair.

(e) Regular meetings of the Council shall be held at least once per year.

## **ARTICLE V – Officers of the Council**

5.1 Number of Officers. The Officers of the Council shall be the Chair, Vice-Chair, Secretary, or others to be determined by the Council. To serve as an Officer, one must be a Member of the Council and have served at least one (1) complete year as a Member of the Council. In addition to the duties specified below, the Officers shall perform all duties normally incidental to their respective offices, subject to the supervision and control of the Council, and shall perform such other duties as may be assigned to them from time to time by the Council.

5.2 Election. In accordance with current Nominating Procedures, Officers shall be elected by the Council from names submitted by the Nominating Committee as described in 6.2(a).

(a) Each officer shall hold office for a two (2) year term.

(b) No officer may hold any single officer position for more than two terms.

5.3 Vacancies. Any vacancy of an Officer caused by death, resignation, disqualification, removal, or other cause, may be filled with a majority vote of the Council, upon recommendation by the Nominating Committee. The Officer so elected shall hold office and serve the remainder of the term created by the vacancy.

5.4 Duties of the Officers.

(a) Chair. The Chair shall preside at all official meetings of the Council and Executive Committee. The Chair shall have and exercise general charge and supervision of the affairs of the Council.

(b) Vice-Chair. The Vice-Chair shall perform such duties as the Council or the Chair may designate.

(d) Secretary. The Secretary shall attend and keep the minutes of regular and special meetings of the Council and Executive Committee. In addition, the Secretary shall perform such other duties as the Council or the Chair may designate.

#### 5.5 Appointees.

(a) The Council and/or the Chair may, by resolution, letter, or by committee appointment, appoint individuals to perform various tasks or serve in various capacities as specifically set forth in such resolution or letter.

(b) In order to carry out the purpose and activities of the Council, such individuals so appointed shall receive no compensation.

### **ARTICLE VI – Committees**

6.1 Executive Committee Membership. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Department Chair with voice and vote.

(a) The Dean of the College of Engineering may serve as a member of the Executive Committee with voice, in an as needed basis.

(b) The Development Officer Liaison, assigned by the College of Engineering, shall serve as a member of the Executive Committee with voice.

(c) Authority. The Executive Committee shall have and exercise all of the authority of the External Advisory Council between regular meetings of the Council. The Chair of the Council shall be the Chair of the Executive Committee and shall call regular meetings of the Executive Committee.

(d) Quorum and Voting. At any Executive Committee meeting, three (3) of its members shall be necessary to constitute a quorum for any purpose; and the action of a majority of the members present at any meeting of the Executive Committee at which there is a quorum shall be the action of the full Executive Committee.

(e) Limited Authority. The Executive Committee shall not have authority as to any of the following:

- The filling of vacancies on the Executive Committee;
- The amendment or repeal of these By-laws or the adoption of new By-laws; and
- The amendment or repeal of any resolution of the External Advisory Council.

6.2 Standing and Special Committees. The Council and/or the Chair shall have the power to establish and appoint standing, special or ad hoc committees, including the Committee Chair thereof, as may be deemed necessary or expedient for properly conducting the affairs of the Council, and may vest such committees with such powers as deemed advisable. Special committees shall serve until the purpose(s) for which they were created has been accomplished. All committees shall be subject to the control, direction and supervision of the Chair, or their appointee, and shall make reports from time to time to the Council as requested.

(a) Nominating Committee. The Chair shall appoint a Nominating Committee consisting of not less than four (4) nor more than six (6) Members from the Council. Members of the Nominating Committee must have completed at least one full year of External Advisory Council at the time of their appointment to the Nominating Committee. The Nominating Committee will include the Chair, the Vice Chair, one (1) additional Member of the External Advisory Council, and the Development Officer Liaison to the Department or any future designee as established by the Dean of the College of Engineering to serve in this role.

The function of the Nominating Committee shall be to select a slate of candidates to identify and recruit new Council Members and fill the vacancies of the External Advisory Council. The slate of candidates shall be selected from nominations received from Council Members or College of Engineering faculty, staff and administration. The slate of candidates for the External Advisory Council shall then be submitted to the Council Members at large for vote, with each Member having one vote, in the spring of each year, and elected Members shall assume their roles on the Council on August 1 of that year.

Upon completion of the Council election, the Nominating Committee shall select a slate of candidates to fill the vacancies of the Officers. The candidates shall be selected from all eligible Members of the Council. The slate of candidates for Officers of the Council shall then be submitted to the Council for vote with each current Member having one vote. The Officers will be elected by a majority vote in the spring of each year and assume office on August 1 of that year.

(b) Development Committee. The Chair, Department Chair, and Development Officer Liaison, as assigned by the College of Engineering, shall select from among the Council a Development Committee consisting of not less than three (3) Members and may include as many non-members as deemed appropriate. This committee shall be advised by the Department Chair and Development Officer Liaison, as assigned by the College of Engineering, and a designee as assigned by the Department Chair.

(c) Engagement and Outreach Committee. The Chair and Department Chair shall select from among the Council an Engagement and Outreach Committee consisting of not less than three (3) Members and may include as many non-members as deemed appropriate. This committee shall be advised by the Development Officer Liaison, as assigned by the College of Engineering, and a designee as assigned by the Department Chair.

(d) Industry and Research Committee. The Chair and Department Chair shall select from among the Council an Industry and Research Committee consisting of not less than three (3) Members and may include as many non-members as deemed appropriate. This committee shall be advised by the Development Officer Liaison, as assigned by the College of Engineering, and a designee as assigned by the Department Chair.

### 6.3 Committee Chairs and Members

(a) The Committee Chair shall be appointed by the Chair and Department Chair. Committee Chairs shall normally serve for a term of one (1) year with continued participation subject to review by the Chair and Department Chair. The maximum length of service as Committee Chair will be three terms (three years), consecutive or otherwise, on a single committee. At the conclusion of a Committee Chair's final term, he or she will be eligible to remain as a member of the committee.

(b) Committee members shall be appointed by the Council Chair and Department Chair. Committee members shall normally serve for a term of three (3) years with continued participation subject to recommendation by the Committee Chair and approval by the Council Chair and Department Chair.

## **ARTICLE VII –Other Provisions**

7.1 Conflicts of Interest. The Council and Officers of the Council shall conduct their affairs under the provisions of Ohio State Law and shall annually disclose their involvement or interest in any contract relating to or incidental to the operations before the University, which may be the subject of consideration for the award of a contract, agreement or grant to or from the University.

7.2 Robert's Rules of Order. The proceedings of all meetings of Members of this Council, the Executive Committee, and all other committees of this Council, shall be governed by Robert's Rules of Order, except as otherwise provided for by the External Advisory Council, these By-laws, or the Law.

## **ARTICLE VIII – Other Legal Provisions**

8.1 Modification of By-laws. The power to alter, amend, or repeal, or to adopt new By-laws, is vested in the External Advisory Council and shall only be done so upon simple majority resolution. Approval and adoption shall be by a majority vote of the Members.

8.2 Lobbying. The Council, nor any of its Members, shall not on behalf of the Council or University participate or intervene in any political campaign on behalf of any candidate for any Federal, State or Local office, or commit a substantial part of the activities of the Council in the attempt to influence legislation.