

# The Bioethics Network of the Upper Midwest

## Bylaws for The Bioethics Network of the Upper Midwest

Original Approval Date: 02/03/2021

### **ARTICLE I – NAME OF THE ORGANIZATION**

#### Section 1.

The official name of the organization shall be *The Bioethics Network of the Upper Midwest*.

#### Section 2.

The accepted abbreviation shall be *BENUM* and the accepted short name shall be *Network*. Use hereinafter of the accepted abbreviation or short name are adopted as references to *The Bioethics Network of the Upper Midwest*.

### **ARTICLE II - PURPOSES**

#### Section 1.

##### ***Vision:***

Utilize bioethics to advance health equity and enrich the quality of health care decisions and practices for all persons within our communities.

##### ***Mission:***

- 1) Foster, promote, and share best practices in health care ethics through education, research, and public engagement,
- 2) Advance the availability of high quality clinical, social, and organizational ethics resources.

##### ***Scope:***

To convene and collaborate with those in the Upper Midwest region of the US who have an interest or expertise in health care ethics, including individual providers, members of the public, and organizations such as health care systems, hospitals, clinics, post-acute or other ambulatory sites of care and governmental agencies such as state, tribal, local, or territorial health departments.

BENUM aims to:

- 1) Address shared challenges among all Network members, as well as support health providers and organizations in rural environments, in the ethical delivery and practice of health care,
- 2) Advance and support accessible educational programs, policies, methodologies toward enhancing health care practices in ways that are consistent with the highest ethical and professional standards,
- 3) Support the professional development of those working in the field of bioethics,

- 4) Review, develop and implement strategies otherwise related to the fulfillment of BENUM's mission.

#### Section 2.

The Network will promote scholarly and practical inquiry regarding education in health care ethics with members with diverse backgrounds. It is the expectation that the Network may periodically issue position statements on health care ethics or public events that generate scholarly inquiries.

### **ARTICLE III – MEMBERSHIP**

#### Section 1.

The Network recognizes that there can be varied contributions from members with diverse backgrounds and disciplines, including ethics and humanities, social and behavioral sciences, law, public policy, and health care professionals and administrators. BENUM membership is open to all educators, administrators, clinicians, learners (e.g., health care professions students, trainees, and fellows). The Network encourages all members to engage actively in its activities.

#### Section 2.

There are two (2) categories of members: Individual and Organizational:

**Individual Members.** Individuals, regardless of work status or affiliation with a health care organization, may join BENUM. Individual members pay an annual due commensurate to their work status. All Network benefits apply to members in good standing. There is no age limit. Only members in good standing are permitted to vote for, run for, and serve in elected BENUM or other Network committee or workgroup positions.

**Organizational Members.** Health care organizations located in the Upper Midwest may join BENUM. "Health care organizations" include but are not limited to: health care systems, hospitals, clinics, post-acute or other ambulatory sites of care and governmental agencies such as state, tribal, local, or territorial health departments. Organizational members pay an annual due commensurate to their employee size, including affiliate sites and clinics. Organizational membership allows up to 10 representatives chosen by the organization to participate in Network activities and with other Network committee or workgroup positions. Organizational members are permitted to have 1 voting representative. Organizational members are permitted to have only 1 representative run for and serve in an elected to BENUM position. An organizational member representative who runs for an elected BENUM position shall be the de facto voting representative.

#### Section 3.

The Board of Directors shall establish the regional boundaries of the "Upper Midwest" when considering membership scope.

## **ARTICLE IV – DUES**

### Section 1.

The Board of Directors shall establish the annual dues.

## **ARTICLE V - GOVERNANCE**

### Section 1.

The Board of Directors shall consist of five (5) Officers and six (6) At-Large Directors. The Board of Directors shall provide general supervision of the affairs of the Network.

### Section 2.

The Board of Directors shall maintain the Bylaws and other formal rules (e.g., “Roles and Responsibilities of Consortium Officers, Board of Directors, Committee Chairs”, etc.) of the Network as a set of policies and procedures to guide the officers in the governance and management of BENUM.

### Section 3.

The Board of Directors may hire administrative personnel to oversee the daily administration of the Network under the auspices of the powers and responsibilities of the Board of Directors.

### Section 4.

The Executive Committee of the Network shall include the five (5) Officers of the Board of Directors.

4.1 President

4.2 President Elect

4.3 Immediate Past President

4.4 Secretary

4.5 Treasurer

## **ARTICLE VI – OFFICERS & DIRECTORS AT-LARGE**

### Section 1.

#### Election

Officers and members elected to serve on the Board of Directors shall take office the first day of the month of July following their election. The candidates shall be declared elected upon receiving a plurality of the votes cast eligible members via electronic ballot. An election shall be called by the President and approved by the Board of Directors and requires the participation of at least 1/3 of eligible members to be valid.

Those responsible for nominating and overseeing BENUM Board of Director elections will be mindful and intentional of helping to create a socially diverse Board of Directors.

## Section 2.

### Duties of the officers:

#### 2.1

##### President

##### 2.1.1

The President will be the outward-facing ambassador for the organization and will work to create and maintain strategic alliances with other organizations.

##### 2.1.2

The President shall serve as chairperson of the Board of Directors and shall preside at all meetings of the Network and its Board of Directors.

##### 2.1.3

The President shall be responsible for ensuring that the Bylaws and other formal rules of the Network are carried out and provide oversight to all BENUM activities, committees, and other organizational operations. The President will prepare and present reports on Network activities at meetings of the Board of Directors and of the members.

#### 2.2

##### President Elect

##### 2.2.1

The President-Elect will assist the President in providing leadership and oversight to all Network activities, committees and other organizational operations.

##### 2.2.2

The President Elect shall automatically become the President at the conclusion of the term of the preceding President.

##### 2.2.3

The President Elect shall perform the duties of the President during absence or disability of the President.

#### 2.3

##### Immediate Past President

##### 2.3.1

The Immediate Past President shall serve as an advisor for all Network activities.

##### 2.3.2

The Immediate Past-President will review and make recommendations regarding proposed changes to Network organizational structure, policies and operations.

2.4  
Secretary

2.4.1

The Secretary shall record, or cause to be recorded, minutes of the Board and its Executive Committee, and serve as liaison of communications to members of the Network.

2.5

Treasurer

2.5.1

The Treasurer shall oversee the Network funds, including preparation of annual budget for approval by the Board of Directors and monitoring all expenses in conformity with the approved budget, according to the annual budgets approved by the BENUM Executive Committee and the BENUM Board of Directors.

2.5.2

The Treasurer shall be responsible for periodically recommending revisions to and assessing compliance with the Network policy addressing expenditure of Network funds.

2.5.3

The Treasurer shall track and report on conference expenditures, assist in the work of tax preparation, and assistant in the facilitation of payments related to BENUM's bills and other expenditures.

Section 3.

Duties of the At-Large Directors

3.1

The Consortium will have six (6) At-Large Director members on the Board of Directors.

3.2

At-Large Directors will not have specific duties, but along with the Officers will collaborate with and oversee the governance and management of BENUM.

3.3

One of the At-large Director positions will be student position held by a Bioethics trainee (undergrad, graduate, or post-graduate). The Student At-Large Director will have the same rights and expectations of other BENUM At-Large Directors.

#### Section 4.

##### Terms of office:

#### 4.1

The President, President Elect and Immediate Past President shall serve for terms of two (2) years in each role. The President is not eligible for re-election in consecutive terms to the same office.

#### 4.2

The Secretary and Treasurer shall each serve terms of two (2) years and be eligible to serve no more than two (2) consecutive terms.

#### 4.3

The At-Large elected members of the Board of Directors shall serve two (2) year terms and shall be eligible to serve no more than two (2) consecutive terms.

#### 4.3.1

At-Large Directors shall be elected in such a manner that at least two (2) terms expire each year. Elections to the Board of Directors will be held annually such that no more than three At-Large Board members will complete their term each year.

#### 4.4

No member shall hold more than one (1) elected position on the BENUM Board of Directors at a time.

#### Section 5.

##### Vacancies

#### 5.1

Should the office of President become vacant, it shall be filled by the President Elect.

#### 5.2

Should the office of Immediate Past President become vacant, it shall remain vacant.

#### 5.3

Should the office of President Elect become vacant, the members shall elect a person to fill the office at the next regular or special meeting, or by some form of electronic or remote voting.

#### 5.4

Should the Secretary, Treasurer, or an At-Large Director resign, become unable to serve, or lose the confidence of the Board of Directors, the Board of Directors shall appoint a replacement to serve for the remainder of the term not yet completed for that position.

## **ARTICLE VII - MEETINGS OF THE NETWORK**

### Section 1.

Regular meetings of the members shall be held at least annually at a time and place to be selected by the Board of Directors. Remote meetings held through Internet conferencing is an acceptable when in-person meetings are deemed impossible.

### Section 2.

Special meetings may be called by the President, or by a majority of the Board of Directors, or upon the written request of 50 percent of the members.

## **ARTICLE VIII – COMMITTEES AND WORKGROUPS**

### Section 1.

Committees and workgroups will be established and appointed by the Board of Directors.

### Section 2.

Other committees and workgroups may be established by majority vote of the Board of Directors, standing or special, as the Network or the Board of Directors from time to time shall deem necessary to carry on the work of the Network.

## **ARTICLE IX - LIMITED LIABILITY**

### Section 1.

The private property of the officers and members of the Board of Directors shall not be subject to payment of BENUM debts to any extent whatsoever.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

### Section 1.

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Network in all cases to which they are applicable, and to the extent they are not inconsistent with these Bylaws and any special rules of order the Network may adopt.

## **ARTICLE XI - AMENDMENT OF BYLAWS AND RULES**

### Section 1.

The Bylaws may be amended upon recommendation of the President and by a two-thirds (2/3) majority vote of the Board of Directors and by a two-thirds (2/3) majority of voting members participating. Proposed Bylaws amendments shall be submitted to BENUM membership at least (30) days prior to commencements of the voting period, so long as the proposed changes are not inconsistent with the core values and elements of the Bylaws. Such voting may be held by electronic ballot at the discretion of the President with approval of the Executive Committee.

Section 2.

Other rules that guide Network operations (e.g., “Roles and Responsibilities of Network Officers, Board of Directors, Committee Chairs”, “BENUM Operating Procedures Regarding Authorization for Expenditure of Network Funds”, etc.) may be amended by a two-thirds (2/3) majority vote of the Board of Directors as required to carry out the affairs of the Network, so long as such changes are not inconsistent with either the BENUM Bylaws or the BENUM Articles of Incorporation.

Section 3.

It is the responsibility of the BENUM President to present proposed changes to the BENUM Bylaws to the BENUM Board of Directors and the BENUM general membership.

**ARTICLE XII - DISSOLUTION AND REINCORPORATION OF THE NETWORK**

Section 1.

BENUM may be dissolved by a two-thirds vote of all of the Board of Directors. Such dissolution shall become effective only after notice of such action has been transmitted to the members, and a majority does not object in writing within ninety (90) calendar days following transmittal of notice to dissolve. Prior to dissolution, the assets of BENUM may be distributed in accordance with the charitable and educational goals of the Network to other 501(c)(3) organizations, according to a plan approved by the BENUM Board of Directors.

Section 2.

BENUM shall retain the right to continue and to preserve the Network of its members under the name of the Bioethics Network of the Upper Midwest. BENUM may establish itself as an independent corporation, as deemed necessary and appropriate by the Board of Directors. In the event of incorporation, dissolution of incorporation must be approved by a majority vote BENUM members in which two-thirds (2/3) voting members approve no earlier than ninety (90) calendar days following transmittal of notice to dissolve incorporation by the Board of Directors.