

## American College of Healthcare Executives

### Chapter Bylaws

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## **BYLAWS**

of the

Maryland Association of Health Care Executives, an independent chapter of the  
American College of Healthcare Executives

### **ARTICLE I – NAME**

#### **Section 1: Name.**

The name of the Chapter shall be **Maryland Association of Health Care Executives**, and shall include, for purposes of uniformity, "an independent chapter of the American College of Healthcare Executives". Hereinafter in these bylaws it will be identified as the "Chapter". The American College of Healthcare Executives will be identified as "ACHE".

### **ARTICLE II – MISSION AND AFFILIATION**

#### **Section 1: Mission.**

*The mission of the Chapter, in the territory designated by ACHE, is to be the professional membership society for healthcare executives; to meet its members' professional, educational, and leadership needs; to promote high ethical standards and conduct; to advance healthcare leadership and management excellence; and to promote the mission of ACHE.*

#### **Section 2: Affiliation with ACHE.**

*So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE chapter agreement in force at that time. Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.*

#### **Section 3: Organizational Identity.**

*The Chapter is a distinct, separate entity from ACHE. The Chapter is therefore responsible for maintaining the chapter's financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage for the Chapter except where specific arrangements have been made for ACHE to serve as the Chapter's registered agent. ACHE shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debts and obligations of ACHE.*

### **ARTICLE III – MEMBERSHIP**

#### **Section 1: Eligibility.**

*All ACHE affiliates located within the chapter's assigned geographic territory shall be members of the Chapter. Only ACHE affiliates are eligible to hold membership in the Chapter.*

#### **Section 2: Establishment of Membership.**

*Membership in this Chapter shall become effective when ACHE assigns an ACHE affiliate to the Chapter based on the location of the affiliate in accordance with the procedures of ACHE.*

**Section 3: Categories of Membership.**

*Membership in this Chapter shall be with the same as the ACHE membership categories in effect from time to time.*

**Section 4: Resignation.**

*A member may resign at any time, by providing written notice to ACHE.*

**ARTICLE IV – DUES**

**Section 1: Dues.**

*The Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.*

**Section 2: Nonpayment of Dues.**

*Membership shall be suspended for nonpayment of dues at a time consistent with and in accordance with, the policies and procedures of ACHE.*

**ARTICLE V – MEETINGS OF MEMBERS**

**Section 1: Meetings of Members.**

The meetings of the Chapter membership shall be conducted in accord with *Robert's Rules of Order Newly Revised* (latest edition), when the latter are not in conflict with these bylaws or the Articles of Incorporation of the Chapter.

**Section 2: Business Meetings.**

The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board.

**Section 3: Notice of Meetings.**

Written notice stating the place, day and hour of the meeting shall be delivered to each member of record entitled to vote at such meeting, not less than 5 nor more than 60 days before the date of the meeting, by or at the direction of the president, or the secretary/treasurer.

**Section 4: Eligibility to Vote.**

*Only Chapter members shall have the right to vote.* Members may not vote by proxy. The Chapter may utilize any method of voting permitted by law.

**Section 5: Quorum.**

A quorum shall consist of a majority of the Chapter Board and a minimum of five other active members.

**Section 6: Special Business Meetings.**

The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

**ARTICLE VI – CHAPTER BOARD OF DIRECTORS**

**Section 1: Administration.**

The administration of this Chapter shall be managed by elected officers and directors that will be called the Chapter Board. The Chapter Board shall have

authority and responsibilities for supervising the general operation of the Chapter Board in meeting its mission as stated in Article III.

**Section 2: Eligibility of Directors.**

*Directors must be members of the Chapter or be actively involved in chapter activities, and members of ACHE, but may work or reside in an adjoining chapters territory and whom have completed one year of membership in ACHE.*

**Section 3: Eligibility of Officers.**

*Officers must be members of the Chapter who have completed at least one term as a Director.*

**Section 4: Board Composition.**

The Chapter Board shall consist of at least three (4) elected Officers, as specified in Article VII, section 9, and at least two (2) elected Directors. *In addition, any Regent of ACHE who is a member of the chapter shall be an ex officio, voting member of the Chapter Board.*

**Section 5: Chapter Board Meetings.**

Regular meetings of the Chapter Board shall be held at least two (2) times during a year at such time, place, and mode of meetings as the President may determine. The President or any 3 other Board members may also call special meetings of the Board.

**Section 6: Notice.**

Notice of any regular or special meeting of the Board of Directors shall be given to each Director 10 days prior to the meeting, if notice is delivered by U.S. mail, or 5 days prior to the meeting if notice is delivered by facsimile or electronic mail. Any director may waive notice of any meeting.

**Section 7: Quorum.**

One-half of the voting members of the Chapter Board shall constitute a quorum for any vote. In matters of conflict of interest in which an Officer or Director is the subject, the Officer or Director shall not be allowed to vote.

**Section 8: Action of the Chapter Board.**

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, shall be the action of the Chapter Board. The Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter Board President shall break the tie.

**Section 9: Term of Office.**

The term of Directors shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. The terms of Directors shall be staggered such that no more that one half of the Directors shall commence their terms on the same date. The term of office for Officers shall commence on January 1st and shall continue for a period of one year, or until replaced by a subsequent election. Directors and Officers may not serve consecutive terms. In the event of a vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

**Section 10: Chapter Officers.**

The Chapter shall have three Chapter Officers, as follows:

- 1.1 Chapter President. The Chapter President shall be the chief executive of the Chapter, shall convene and preside over meetings of the Chapter Board or Meetings of Members, and shall serve as liaison with ACHE.
- 1.2 Chapter President-elect. The Chapter President-elect shall substitute for the Chapter President in his or her absence or inability to serve and shall prepare plans for his or her term of office. The President-elect shall advance to President at the completion of the preceding President's term of office without an election once elected to the office of President-elect.
- 1.3 Chapter Treasurer. The Treasurer shall be responsible for the maintenance of revenue and expense documentation as well as assisting to ensure internal controls are in place to ensure proper deposit of funds and the accounting of such as well as the preparation of periodic financial statements.
- 1.4 Chapter Secretary. The Secretary will be responsible for maintenance of corporate records, minutes and other documents prepared on behalf of the chapter.

**ARTICLE VII - ELECTIONS**

**Section 1: Elections for Officers and Directors of the Chapter Board.**

Chapter Officers and any Directors required to fill any vacancies shall be elected annually. Chapter Officers and Directors shall be elected by secret ballot at a meeting of chapter members except when there is only one candidate for an office, in which case the Chapter Board President shall call for election of the candidate, by acclamation. When there are two or more candidates for an office, a majority vote of members shall constitute an election.

**ARTICLE VIII – COMMITTEES**

**Section 1: Standing Committees.**

There shall be two standing committees, the Nominating Committee and the Audit Committee.

- 1.1 Nominating Committee. The nominating committee shall consist of the two current Chapter Officers, one member appointed by the Chapter Board, *and any Regent of ACHE who is a chapter member shall be an ex officio, voting member.* The nominating committee shall present a slate of Officers and Directors to the members of the chapter no later than 90 days prior to the meeting at which elections will be held. Any eligible chapter member may place his or her name in nomination as an officer or director by submitting a petition with the signatures of no less than five (5) percent of the chapter membership requesting such nomination. The final slate

shall be presented to chapter members by notice of a meeting of the membership no later than 60 days prior to the meeting.

- 1.2 Audit Committee. The audit committee shall consist of two chapter members appointed by the Chapter Board. The audit committee shall arrange and supervise an annual audit of the Chapter in accordance with generally accepted accounting principles and practices.

**Section 2: Local Program Councils.**

The Chapter Board may create, establish terms, and appoint *chapter members* to local program councils. Such councils shall conduct such chapter business within a geographic area of the Chapter territory as determined by the Chapter Board, including arranging and sponsoring educational and networking events.

**Section 3: Other Committees.**

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint *chapter members* to other committees as may deemed necessary or advisable for effective administration of the Chapter. Members may serve one year on such committees and may be re-appointed.

**ARTICLE IX – CONFLICT OF INTEREST**

**Section 1: General.**

The Chapter Board and its Officers shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter and ACHE. The Chapter Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Chapter interest and that of the individual.

**Section 2: Disclosure of Conflict of Interest.**

Each nominee for a Chapter Board or committee position shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually thereafter. Such a written disclosure shall be made on such form or forms as may be adopted by the Chapter Board for that purpose.

**ARTICLE X – AMENDMENTS**

**Section 1: Amendments.**

The Bylaws may be altered or amended by majority vote of the Chapter Board

***Section 2: Review of Chapter Bylaws.***

*Prior to enactment or modification, Chapter Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and the Chapter shall maintain a record of all revisions to the Bylaws, including effective dates.*

## **ARTICLE XI – DISSOLUTION**

### **Section 1: Dissolution of the Chapter.**

The Chapter may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member at least 30 days prior to the meeting where such dissolution vote is taken.

### **Section 2: Chapter Assets.**

In the event of the dissolution of the Chapter, all assets remaining after the settlement of any chapter debts and obligations shall be distributed in accordance with the United States Internal Revenue Service Code governing dissolution of Non-Profit, Tax exempt or For-Profit corporations.

## **ARTICLE XII – MISCELLANEOUS PROVISIONS**

### **Section 1: Execution of Contracts.**

The Chapter Board may authorize any Officer or Officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless dully authorized by the Chapter Board.

### **Section 2: Fiscal Year.**

The fiscal year of the Chapter shall commence on January 1<sup>st</sup> of each calendar year.

### **Section 3: Effect of Bylaws.**

These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the State, other applicable laws, and the Articles of Incorporation of the Chapter. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of the Chapter with respect to all matters to which they relate.