

American College of Healthcare Executives

Chapter Bylaws

TABLE OF CONTENTS

TABLE OF CONTENTS _____	1
BYLAWS _____	2
ARTICLE I – NAME _____	2
ARTICLE II – MISSION VISION, AFFILIATION AND IDENTITY _____	2
ARTICLE III – MEMBERSHIP AND MEMBERSHIP SERVICE AREA _____	3
ARTICLE IV – DUES _____	3
ARTICLE V – MEETINGS OF MEMBERS _____	4
ARTICLE VI – CHAPTER BOARD OF DIRECTORS _____	5
ARTICLE VII - ELECTIONS _____	7
ARTICLE VIII – COMMITTEES _____	8
ARTICLE IX – CONFLICT OF INTEREST _____	10
ARTICLE X – AMENDMENTS _____	11
ARTICLE XI – DISSOLUTION _____	11
ARTICLE XII – MISCELLANEOUS PROVISIONS _____	11

**CHAPTER BYLAWS
ACHE of the Triad**

an independent chapter of the American College of Healthcare Executives

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be “ACHE of the Triad”, 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 “ACHE-T”. The American College of Healthcare Executives will be identified as “ACHE”.

ARTICLE II – MISSION, VISION, AFFILIATION, AND IDENTITY

Section 1: Mission: The mission of ACHE-T, 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: Vision: ACHE-T’s Vision is to be the preeminent professional membership association for advancing healthcare leaders in the region.

Section 2: Affiliation with ACHE: So long as ACHE-T remains a Chapter of the ACHE, ACHE-T shall operate in accordance with the ACHE chapter agreement in force at that time. ACHE-T 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 ACHE-T in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 3: Organizational Identity: ACHE-T is a distinct, separate entity from ACHE. ACHE-T 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 ACHE-T. ACHE shall not be liable for the debts and obligations of ACHE-T. ACHE-T shall not be liable for the debts and obligations of ACHE.

ARTICLE III – MEMBERSHIP and MEMBERSHIP SERVICE AREA

Section 1: Eligibility: All ACHE affiliates located within the chapter’s assigned geographic territory shall be members of the ACHE-T. Only ACHE affiliates are eligible to hold membership in ACHE-T.

Section 2: Establishment of Membership: Membership in ACHE-T shall become effective when ACHE assigns an ACHE affiliate to the ACHE-T based on the location of the affiliate in accordance with the procedures of ACHE.

Section 3: Categories of Membership: Membership in ACHE-T shall be 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.

Section 5: Termination: ACHE membership is terminated if:

5.1 The member relocates outside of ACHE-T chapter service region and is reassigned to another chapter by ACHE-T.

5.2 The member violates the ACHE Code of Ethics and ACHE membership is revoked.

Section 6: Membership Service Area: Alamance, Davidson, Davie, Forsyth, Guilford, Randolph, Rockingham, Stokes, Surry and Yadkin.

ARTICLE IV – DUES

Section 1: Dues: ACHE-T shall not charge dues for membership in ACHE-T. 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: General membership meetings of ACHE-T membership shall be called from time to time as determined by its Officers and Board, but no fewer than one (1) annual general membership meeting annually. General membership meetings and ACHE-T business may be conducted in conjunction with other ACHE-T sponsored programs. Programs may be conducted throughout the year for purposes of professional education, knowledge sharing, collegial communication, matters of local, state, and national healthcare interest, and other topics which are in keeping with ACHE-T's Mission and Vision. The meetings of ACEH-T 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 of the ACHE-T. Attendance at any given ACHE-T general membership meeting may be permitted for non-ACHE-T members at the discretion of the Offices or full ACHE-T Board.

Section 2: Business Meetings: ACHE-T shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board. ACHE-T shall conduct its business based on a calendar year beginning January 1st and ending December 31st. ACHE-T's financial accounting and fiscal year shall also be based upon the January 1st and December 31st of the calendar year.

Section 3: Special Business Meetings: ACHE-T 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.

Section 4: 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 or more than 60 days before the date of the meeting, by or at the direction of the president, or the secretary/treasurer.

Section 5: Eligibility to Vote: *Only ACHE-T members shall have the right to vote.* Members may not vote by proxy. ACHE-T may utilize in-person, written, and/or electronic voting methods as permitted under applicable law and regulation. For purposes of voting action, a quorum of general membership shall consist of at least three (3) ACHE-T non-Board members plus at least a simple majority of the current

ACHE-T Officers.

Section 6: Actions Requiring a Vote of General Membership: A general membership vote shall be required for matters of governance. This includes, and is not limited to, changes to bylaws and election of Officers. Decisions required for ongoing operations conducted by the ACHE-T Board shall not require a vote of general membership.

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration: The administration of ACHE-T shall be managed by elected officers, directors, and committee chairs that will be called ACHE-T Board. ACHE-T Board shall have authority and responsibilities for supervising the general operation of ACHE-T in meeting its mission as stated in Article II.

Section 2: Eligibility of Directors: *Directors must be members of ACHE-T* who have completed one year of membership. Unless otherwise determined by the Board.

Section 3: Eligibility of Officers: *Officers must be members of ACHE-T* who have completed at least one term as a Director. Unless otherwise determined by the Board.

Section 4: Board Composition: The Chapter Board shall consist of at least three (3) elected Officers, as specified in Article VII, section 9, and at least two (2) elected Directors. The creation of additional committees with Chairs to oversee the direction of each committee will be at the discretion of the President. In addition, any Regent of ACHE who is a member of the chapter shall be an ex officio, voting member of ACHE-T Board. A majority of Officers and Committee Chairs should be ACHE Fellows or actively pursuing Fellowship status.

Section 5: Chapter Board Meetings: Regular meetings of ACHE-T Board shall be held at least four (4) 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 ACHE-T 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 ACHE-T Board. ACHE-T 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 than 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. In the event of a vacancy, the ACHE-T Board shall appoint an eligible member to fulfill the remainder of the term.

Section 10: Chapter Officers.

ACHE-T shall have four Chapter Officers, as follows:

- 1.1 ACHE-T President. ACHE-T 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 ACHE-T President-elect. ACHE-T President-elect shall substitute for the ACHE-T 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 ACHE-T Secretary. The Secretary shall be responsible for the maintenance of all corporate records, minutes, and documents.

- 1.4 ACHE-T Treasurer. The Treasurer shall be responsible for the preparation of the budget and periodic financial statements.
- 1.5 ACHE-T Immediate Past President. The Immediate Past President shall serve as ex-officio to the ACHE-T Board and will be a voting member of the Chapter Board.

ARTICLE VII – ELECTIONS

Section 1: Elections for Officers and Directors of the ACHE-T Board.

1. ACHE-T Officers and any Directors required to fill any vacancies shall be elected annually. ACHE-T 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 ACHE-T 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 eligible to vote shall constitute an election. Individuals may nominate him or her-self for Board or committee positions at least 60 days prior to voting for the upcoming year's Board composition.
2. All Chapter Officers and Committee Chairs shall be elected annually. There is a consecutive one (1) term limit for President, President-Elect, and Immediate Past President.
3. An Officer may be removed from office without a vote for failure to attend a minimum of 50% of scheduled Board meetings. An Officer may be removed from office with a two-thirds (2/3) vote of the ACHE-T Board at any time.
4. The following shall be the duties of each Officer:
 - 4.1 The President shall preside over all meetings of ACHE-T and shall be an ex-officio member of all committees. The President shall, in consultation with the Officers of ACHE-T, establish the agenda for meetings and appoint special committees, as necessary. The President shall serve as spokesperson for ACHE-T including representing the organization to key constituents and to other organizations. The President serves as the official liaison with ACHE as well as ex-officio to ACHE's Regents Advisory

Council. In the absence of the President, the President-Elect shall exercise the powers of the President.

- 4.2 The President-Elect, in absence of the President, or in the case of his/her inability to act, may exercise the functions of the President. The President-Elect will succeed the President in the subsequent year unless a special election is called by the Chapter Board. The President-Elect shall perform such additional duties as may be assigned by the President, including oversight of the ACHE-T strategic plan.
- 4.3 The Treasurer shall have general supervision over the care and custody of any funds and property of ACHE-T. He/she shall keep full and accurate accounts of all revenues and expenses of ACHE-T and shall present financial reports to the ACHE-T Board at least semi-annually. The Treasurer or his/her designee will be responsible for ensuring the collection of the funds of ACHE-T events. The Treasurer will manage funds received from membership dues. The Treasurer will work with all Committee Chairs to establish committee budgets and full operating budget by January 30th of each calendar year. The Treasurer will file business, insurance, and tax-related forms as needed. The Treasurer must possess financial expertise or have routine access to such expertise.
- 4.4 The Secretary shall keep the minutes of the ACHE-T Board. He/she will keep documents and ensure that corporate paperwork is maintained and filed as needed. Official files and records of ACHE-T shall be kept secure and under the supervision of the Secretary.
- 4.5 The Immediate Past President shall serve as ex-officio to the ACHE-T Board and will be a voting member of the Chapter Board.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees and duties of each Chair: There shall be eight (8) standing committees: Audit, Education, Membership, Diversity, Equity, and Inclusion (D,E & I), Communications, Volunteer, Advancement, and Sponsorship. Each committee shall be chaired by an individual whom is nominated by the ACHE-T Board or

Chapter Bylaws
American College of Healthcare Executives

is self-nominated to fulfill the position. ACHE-T members may self-nominate to be a member of a committee, and the Chairperson may also appoint Board and ACHE-T members to join. The Committee Chairpersons shall attend ACHE-T Board meetings and function in an advisory officio manner. ACHE-T Committee Chairs must be ACHE members in good standing and assigned to the ACHE-T chapter for the duration of the elected term.

- 1.1 Audit Committee. The audit committee shall consist of at least two chapter members. The audit committee shall arrange and supervise an annual audit of ACHE-T in accordance with generally accepted accounting principles and practices, making sure we meet our duties to remain a 501 (c) (6) organization.
- 1.2 Education Committee. A standing Education Committee shall oversee area program engagement, scholarship development, and student-education growth with ACHE-T. Committee members assist with program management by actively participating in the planning and execution of chapter education events.
- 1.3 Membership Committee. The membership committee shall oversee recruiting new ACHE members. Responsibilities also include organizing networking events, sending out welcome letters to new chapter members, engaging new members to other committees, and facilitating membership drives. Members on this committee can assist with event logistics, welcoming new members via email, recruiting other members, and coordination with the education committee on joint networking/educational events.
- 1.4 Diversity, Equity and Inclusion Committee. D, E, & I of ACHE-T works to ensure we foster an inclusive environment that recognizes the contributions and supports the advancement of all, regardless of race, ethnicity, national origin, gender, religion, age, marital status, sexual orientation, gender identity, or disability.
- 1.5 Communications Committee. This committee is responsible for supporting chapter communications and oversees development and maintenance of the website, quarterly chapter newsletter, social media, public relations, and related activities.
- 1.6 Volunteer Committee. The Volunteer/Community Service Committee Member assists by developing/connecting with community service events.

- 1.7 Advancement Committee. The Advancement Committee drives the advancement to Fellow (FACHE) status. They will have oversight of our mentorship program. They also can assist with study group organization and planning as well as recognition of chapter members that have advanced to Fellow.
- 1.8 Sponsorship Committee. The sponsorship committee shall oversee harvesting potential sponsors and managing existing sponsors. The chair will collaborate with all board members to develop and maintain a sponsorship packet that will be used to engage sponsors.
- 1.9 All Committee Chairs will contribute to a full calendar of events by January 31st of each calendar year. The ACHE-T Board will review and approve the calendar events by February 28th of each calendar year. Committee Chairs will develop a draft calendar of events for the first quarter (Q1) of the subsequent year by December 1st of the calendar year.
- 1.10 All Committee Chairs shall submit a proposed annual budget by January 31st of the calendar year. The ACHE-T Board will review and approve the annual budget by February 28th of each calendar year.

Section 2: Local Program Councils: ACHE-T 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 ACHE-T Board, including arranging, and sponsoring educational and networking events.

Section 3: Other Committees: ACHE-T President may, with the concurrence of the ACHE-T Board of Directors, establish, specify duties, and appoint *chapter members* to other committees as may deemed necessary or advisable for effective administration of ACHE-T. Members shall serve one year on such committees and may be re-appointed.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General: ACHE-T Board and its Officers shall administer ACHE-T affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of ACHE-T and ACHE. ACHE-T Officers shall exercise the utmost good faith in all transactions relating to their duties for ACHE-T. In their dealings with and on behalf of ACHE-T, they are held to a strict rule of honest and fair dealings with ACHE-T. They shall not use their position, or knowledge gained there from, so that a conflict might

arise between ACHE-T interest and that of the individual.

Section 2: Disclosure of Conflict of Interest: Each nominee for a ACHE-T 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 ACHE-T Board for that purpose.

ARTICLE X – AMENDMENTS

Section 1: Amendments: The Bylaws may be altered or amended by majority vote of the ACHE-T Board.

Section 2: Review of ACHE-T Bylaws: Prior to enactment or modification, ACHE-T Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and ACHE-T shall maintain a record of all revisions to the Bylaws, including effective dates.

ARTICLE XI – DISSOLUTION

Section 1: Dissolution of the Chapter: ACHE-T 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 of the chapter 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 ACHE-T, 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: ACHE-T 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, ACHE-T, and such authority may be general or limited

Chapter Bylaws
American College of Healthcare Executives

to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate ACHE-T 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 ACHE-T Board.

Section 2: Fiscal Year: The fiscal year of ACHE-T shall commence on January 1st 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 ACHE-T. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of ACHE-T with respect to all matters to which they relate.

Bylaws Adopted on: December 2, 2014

Bylaws Revised on: December 6, 2022



David Beasley, Chapter President

12/6/22

Date