

CHAPTER BYLAWS
ACHE OF NORTH TEXAS

an independent chapter of the American College of Healthcare Executives

ARTICLE 1: NAME

1. **NAME:** The name of this organization shall be ACHE of North Texas, 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 2: MISSION, TARGET, AFFILIATION AND IDENTITY

1. **MISSION:** To be the premier healthcare leader organization of North Texas; 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.
2. **TARGET STATEMENT:** ACHE of North Texas seeks to serve all healthcare leaders in the designated territory with a special focus on providing education, networking, and mentoring to early careerists while facilitating meaningful interaction and educational opportunities among more experienced executives.
3. **AFFILIATION WITH ACHE:** So long as this Chapter remains a Chapter of 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.
4. **ORGANIZATIONAL HISTORY:** 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 3: MEMBERSHIP

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.

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- 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.
- 3. CATAGORIES OF MEMBERSHIP:** Membership in this Chapter shall be with the same as the ACHE membership in effect from time to time.
- 4. RESIGNATION:** A member may resign at any time by providing written notice to ACHE.

ARTICLE 4: MEMBERSHIP SERVICE AREA & CHAPTER DUES

- 1. SERVICE AREA:** The geographical area served by the ACHE of North Texas is specified in the Chapter Agreement between ACHE of North Texas and the American College of Healthcare Executives. However, upon request, the Board of Directors may accept members from outside this general area.
- 2. 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.
- 3. NON-PAYMENT OF DUES:** Membership shall be suspended for non-payment of dues at a time consistent with and in accordance with, the policies and procedures of ACHE.

ARTICLE 5: CHAPTER BOARD OF DIRECTORS

- 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 3.
- 2. ELIGIBILITY OF DIRECTORS:** Directors must be members of ACHE and of the Chapter for no less than one year.
- 3. ELIGIBILITY OF OFFICERS:** Officers must be members of the Chapter who have completed at least one year as a Director.
- 4. BOARD COMPOSITION:** The Board of Directors shall be chaired by the President, and consist of the officers of the organization, eight to twelve at large members and designated ex officio members. The ex officio positions may be voting or non-voting. A non-voting position may be filled by the designated liaison person with the Management Services

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Provider. In addition, any Regent of ACHE who is a member of the Chapter and the Program Directors of the ACHE Higher Education Network schools shall be ex officio, voting members of the Chapter Board. The Board of Directors should reflect the broad scope and diversity of health care management. Representation should be considered from, for example, hospitals, managed care, senior care, home care, subacute care and consulting organizations.

- 5. QUALIFICATIONS:** The voting members of the Board of Directors must be active members of the Chapter and have an active status in the ACHE. Preference shall be given to those having an active Chapter membership for a minimum of two years.
- 6. TERM OF OFFICE:** The regular term of a Board member shall be three years. A Board member may not serve more than 2 full consecutive terms. If the President is in his/her sixth year of service, an additional year of service is permitted so that the President can fulfill his/her role as Past-President.
- 7. DUTIES, POWERS, AND RESPONSIBILITIES:**
 - 7.1 BOARD OF DIRECTORS**
 - 7.1.1** The Board of Directors shall uphold the Bylaws and Code of Ethics of the ACHE.
 - 7.1.2** The Board of Directors shall act on behalf of the organization to conduct ongoing business and set policy.
 - 7.1.3** The Board of Directors shall establish and oversee all committees or task forces to ensure that the goals of the organization are being met.
 - 7.1.4** The Board of Directors shall review and approve the annual budget of the organization and act to ensure the financial solvency of the ACHE of North Texas.
 - 7.1.5** The Board of Directors shall review annually, the activities of the organization.
 - 7.1.6** The Board of Directors shall approve all proposals pertaining to dues, membership fees, expenses, and to the attendance at Chapter meetings by non-members/guests.
 - 7.1.7** The Board of Directors shall approve all amendments and changes to the Bylaws.
 - 7.2 INDIVIDUAL DIRECTORS**
 - 7.2.1** Each director must attend a minimum of 4 of the 6 of regularly scheduled Board meetings held during the year to remain on the board. At the discretion of the President, imposition of this rule may be waived due to extenuating circumstances. Board members failing to meet this requirement will be reviewed by the Executive Committee before any final action is taken.
 - 7.2.2** Each director shall take an active part in the activities of the organization, by serving on at least one additional committee of the Chapter.

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7.2.3 Each director shall conduct himself or herself in accordance with the requirements of law, these bylaws, the bylaws of ACHE, and other policies, including policies on Conflicts of Interest, as may from time to time be adopted by the Board.

- 8. VACANCIES:** If a Board Member resigns his/her office, is removed, or ceases to be an active member of the Board of Directors, the Chapter, and/or ACHE, his/her position shall be deemed vacant.
- 8.1** A Board Member shall be considered as resigned from office upon receipt of a letter of resignation by the President, or by the failure to fulfill the duties and responsibilities of a Director.
- 8.2** Upon the recommendation of the Nominating Committee, vacancies on the Board of Directors may be filled, by a simple majority vote of the Board of Directors, for the remainder of the unexpired term concluding at the end of the fiscal year.
- 8.3** Board members who are filling vacant positions shall be eligible to be nominated and elected to the immediately succeeding full term.

ARTICLE 6: CHAPTER OFFICERS

- 1. CHAPTER OFFICERS:** The officers of ACHE of North Texas shall be: President, President-Elect, Secretary, Treasurer and Past President.
- 2. QUALIFICATIONS:** Officers must be Active members of the Chapter who have completed at least one year as a Director. In addition to this requirement, officers must also have Fellow designation within ACHE.
- 3. TERM OF OFFICE:** Each officer's term shall commence on January 1st and shall continue for a period of one year. An individual may not hold more than one office at any given time, nor be reelected to the same office for consecutive terms, unless recommended by the Nominating Committee and approved by majority vote of the Board of Directors.
- 4. DUTIES AND RESPONSIBILITIES OF THE OFFICERS:**
- 4.1 PRESIDENT.** The President shall preside at all meetings, both General Membership and Board of Directors, and ensure that the stated purposes of the organization are attained at all times.
- 4.2 PRESIDENT – ELECT:** The President Elect shall assist the President in his/her duties. In the event the President is absent or unable to perform his/her duties, the President-Elect will assume the full authority and responsibility of the President.
- 4.3 SECRETARY:** The Secretary shall provide for the keeping of the minutes as appropriate.

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- 4.4 TREASURER:** The Treasurer shall provide for safekeeping and recording of all chapter finances. The Treasurer will also serve as a member on the Sponsorship Committee.
- 4.5 PAST PRESIDENT:** The Past President shall chair the Nominating Committee and perform other duties as deemed appropriate by the Board of Directors.
- 5. VACANCIES:** If an Officer resigns his/her office, is removed, or ceases to be an active member of the Chapter, and/or ACHE, his/her position shall be deemed vacant.
- 5.1** An Officer shall be considered as resigned from office upon receipt of a letter of resignation by the President, or by the failure to fulfill the duties and responsibilities of an Officer.
- 5.2** Vacancies in Officer positions may be filled, by a simple majority vote of the Board of Directors, for the remainder of the unexpired term concluding at the end of the fiscal year. If the President should resign or otherwise vacate his/her office, the President-Elect shall immediately assume the position of President for the remainder of the current term and shall also serve the term as President for his/her elected term.
- 5.3** Board members who are filling vacant positions shall be eligible to be nominated and elected to the immediately succeeding full term.
- 6. ELECTIONS AND NOMINATIONS**
- 6.1 BOARD:** Nominees for membership on the Board of Directors shall be submitted by the Nominating Committee to the Board of Directors. Nominees may also be recommended by the General Membership
- 6.2 OFFICERS:** Nominees for officer positions shall also be submitted by the Nominating Committee to the Board of Directors for review and approval.
- 6.3 ELECTIONS:** The Board of Directors and Officers are elected annually at the last business meeting of the year. Election shall be by simple majority, defined as one-half plus one, of the eligible voting membership present at the meeting of the ACHE of North Texas.

ARTICLE 7: COMMITTEES

- 1. STANDING COMMITTEES:** The Chapter shall have nine standing committees; the Executive Committee, the Nominating Committee, the Communications Committee, the Member Services Committee, the Mentoring Committee, the Educational Programs Committee, the Networking Committee, the Advancement Committee and the Sponsorship Committee.
- 1.1 EXECUTIVE COMMITTEE:** The Executive Committee shall meet at the discretion of the President and provide updates and recommendations to the Board of Directors at each Board meeting. The Executive Committee shall provide financial oversight, budgeting and strategic planning for the Board of Directors and Chapter.

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1.1.1 Membership: The President shall chair the Executive Committee. Membership shall include the President-Elect, Past-President, Secretary, Treasurer and ex-officio member from the Management Services Provider.

1.2 NOMINATING COMMITTEE: The Nominating Committee shall meet at least once annually to recommend individuals to serve as officers, Committee Chairs and Board Members. The Committee shall present its recommendations to the Board of Directors prior to the last General Membership meeting of the year and to members at this meeting or by mailing. The Nominating Committee shall not recommend the rotation of more than one-third of the at large Board Members.

1.2.1 Membership: The Nominating Committee shall be chaired by the Immediate Past President. Membership shall include the President, the President Elect, at least one at large Board member and any Regent of ACHE who is a chapter member shall be an ex officio, voting member.

1.3 ADVANCEMENT COMMITTEE: The Advancement Committee shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Advancement Committee shall develop, plan and coordinate activities in support of member advancement in ACHE.

1.3.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members.

1.4 COMMUNICATIONS COMMITTEE: The Communications Committee shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Communications Committee shall oversee and maintain communications among Chapter members through web services, publications, electronic mail and other delivery mechanisms to ensure effective and timely communication among the Chapter's members.

1.4.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members.

1.5 EDUCATIONAL PROGRAMS COMMITTEE: The Educational Programs Committee shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Educational Programs Committee shall develop, plan and coordinate educational programs related to current and pertinent issues facing the healthcare industry. At least two Qualified Education (Cat II) educational programs shall be provided to members each calendar year.

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1.5.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members.

1.6 MEMBER SERVICES COMMITTEE: The Member Services Committee shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Member Services Committee shall further recruitment and retention activities, develop member recognition programs, and maintain relationships and promote ACHE amongst area students.

1.6.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members

1.7 MENTORING COMMITTEE: The Mentoring shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Mentoring Committee shall oversee and coordinate the healthcare executive mentorship program and related activities.

1.7.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members.

1.8 NETWORKING COMMITTEE: The Networking Committee shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Networking Committee shall develop, plan and coordinate no less than four events per year.

1.8.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members.

1.9 SPONSORSHIP COMMITTEE: The Sponsorship Committee shall meet at least quarterly and the Chair shall provide updates and recommendations to the Board Liaison to report at each Board meeting. The Sponsorship Committee shall develop and solicit sponsors to support networking and education events and fund scholarships

1.9.1 Membership: A member of the Board of Directors shall act as a committee liaison. Membership shall include an appointed Chair and Vice Chair and at least three at large Chapter members

2. AD-HOC COMMITTEES: Ad hoc committees may be established at the discretion of the Board of Directors.

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ARTICLE 8: MEETINGS

- 1 GENERAL MEMBERSHIP MEETINGS:** 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.
 - 1.1 FREQUENCY:** The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board. Meetings of the Chapter's General Membership shall be held annually.
 - 1.2 NOTICE OF MEETINGS:** Notification of the location and time of the meeting shall be sent to each active, affiliate, and associate member of the Chapter no less than 21 days before the date of the meeting, or at the direction of the President or Secretary.
 - 1.3 EMERGENCY MEETINGS:** Emergency meetings of the membership may be called at the discretion of the President or his/her designee. Reasonable effort shall be made to notify all active members of the non-scheduled meeting.
 - 1.4 QUORUM:** A quorum of the General Membership is defined as a simple majority, defined as one-half plus one, of those active voting members present at any scheduled General Membership meeting.
 - 1.5 APPROVAL OF PROPOSALS:** When a quorum is present, a simple majority is required for approval of proposals brought before the General Membership.

- 2 BOARD OF DIRECTORS MEETINGS**
 - 2.1 FREQUANCY:** Meetings of the Board of Directors shall be held bi-monthly, starting with January.
 - 2.2 NOTICE:** Notification of the location and time of the Board meetings for the entire next calendar year shall be distributed to each active Board member of the Chapter by November 30th of the current year.
 - 2.3 EMERGENCY MEETINGS:** Emergency meetings of the Board of Directors may be called at the discretion of the President or his/her designee. Reasonable effort shall be made to notify all active Board members of the non-scheduled meeting.
 - 2.4 QOURUM:** A quorum of the Board of Directors is defined as a simple majority of the voting members of the Board of Directors.
 - 2.5 APPROVAL OF PROPOSALS:** When a quorum is present, a simple majority, defines as one-half plus one, is required for approval of proposals brought before the Board of Directors.

ARTICLE 9: CONFLICTS of INTEREST

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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.
2. **DISCLOSURE:** Each nominee for a Chapter Board position shall make written disclosure of any interest that might result in 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 10: AMENDMENTS

- 1 **AMENDMENTS OR ALTERATIONS:** Amendments or alterations to these Bylaws may be proposed in writing to the Board of Directors by any current Active member of ACHE of North Texas.
 - 1.1 **REVIEW:** The Board of Directors will review all proposed Bylaws revisions.
 - 1.2 **APPROVAL:** The Bylaws may be altered or amended by a simple majority, defined as one-half plus one, of the members of the Board of Directors.
- 2 **REPEAL:** The Bylaws may be repealed only upon the affirmative vote of two-thirds of the General Membership present General Membership meeting and when a replacement set of Bylaws will be immediately enacted. The President shall notify the General Membership of proposed Bylaws repeal, at least 30 days prior to the next General Membership meeting where such repeal vote is to be taken.
- 3 **REVIEW:** 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 11: DISSOLUTION

- 1 **DISSOLUTION OF THE CHAPTER:** The Chapter may be dissolved at any General Membership Meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and

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provided each voting member at least 30 days prior to the meeting where such dissolution vote is to be taken.

- 2 CHAPTER ASSETS:** In the event of 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 organizations.

ARTICLE 12: MISCELLANEOUS PROVISIONS

- 1 EXECUTION OF CONTRACTS:** The Chapter Board may authorize any Officer(s) and any agent(s) 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 or agent shall have any power or authority to bind or obligate the Chapter to 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.
- 2 FISCAL YEAR:** The fiscal year of the Chapter shall commence on January 1st of each calendar year.
- 3 EFFECT OF BYLAWS:** These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of corporate non-profit laws of the State of Texas, 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 business and affairs of the Chapter with respect to all matters to which they relate.

Modified in accordance with the provisions of The Bylaws of ACHE of North Texas on:

Date: 1/8/2016

On behalf of the Board of Directors and Membership by:

President: Dresdene Flynn-White