

BYLAWS
of
ACHE OF WESTERN PA

An independent chapter of the American College of Healthcare Executives (ACHE)

Board Approval:

ACHE Regional Services Approval:

ACHE of Western PA Chapter Bylaws
Revised and Approved December 2018

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ARTICLE I – NAME

Section 1: Name

The name of the Chapter shall be ACHE of Western PA, and shall include, for the 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 where healthcare leaders can access industry leading education, network with colleagues from a diverse base of healthcare leaders and support each other in advancement to Fellow status and achievement of career goals, including promotion of high ethical standards and conduct 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. 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.

Section 4: 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 Commonwealth of Pennsylvania, 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.

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 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 an 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 accordance 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 which will coincide with the last meeting of the fiscal year, 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 the 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 his/her designee.

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 other 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 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

Section1: Administration.

The administration of this Chapter shall be managed by elected officers and directors who will be called the Chapter Board. The Chapter Board shall have authority and its responsibilities for supervising and general operation of the Chapter in meeting its mission as stated in Article II.

Section 2: Eligibility of Directors.

Directors must be members of the Chapter whom have completed one year of membership.

Section3: Eligibility of Officers.

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

Section 4: Board Composition.

The Chapter Board shall consist of at least three (3) elected Officers, as specified in Article VI, Section 10, and at least two (2) elected Directors. The total number of Directors and Officers shall not exceed fifteen (15). In addition, any Regent of ACHE who is a member of the Chapter shall be an ex officio, voting member of the Chapter Board. Also, one (1) student representative shall be allowed to participate on the Board as a non-voting member.

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 three (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 plus one (a simple majority) 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 or has an identified conflict of interest in the matter on which is being voted, the Officer or Director shall not be allowed to vote, and may be asked to excuse him/herself from the room for any discussion.

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 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. All officers shall be elected to serve for the period of one year and may be re-elected for an additional term of one year in the same office. After election of two successive years in the same office, re-election to that office for one additional year is allowed only by vote of the members and is limited to the positions of Secretary and Treasurer.

Directors may resign from the Board by providing written notice to the Chapter President, if circumstances arise that prevent the Director from fulfilling his/her duties. In the event of a vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

Directors may serve a total of six (6) consecutive years on the Board before rotating off for a minimum of one (1) year before becoming eligible again to serve as a Director. If a Director is elected to the Chapter President-elect in his/her sixth year, he/she may serve subsequent years at the President and Immediate Past-President, even though his/her years of service will exceed six (6).

Section 10: Chapter Officers.

The Chapter shall have four Chapter Officers, at all times the positions of President, Treasurer and Secretary must be filled.

10.1 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.

10.2 Vice President

The Chapter Vice President, whom can also be referred to as President-elect, shall substitute for the Chapter President in his or her absence or inability to serve and shall prepare plans for the subsequent President's term of office .

10.3 Secretary

The Secretary shall be responsible for the maintenance of all corporate records, minutes and documents.

10.4 Treasurer

The treasurer shall be responsible for all financial records and the preparation of periodic financial statements, including the budget. He/she is also responsible for processing of financial transactions, and transactional reports to the Board.

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 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 eligible to vote shall constitute an election.

ARTICLE VIII – COMMITTEES

Section 1: Committees.

The President shall appoint, with the approval of the Executive Committee, the Chairperson of all Standing Committees except the Nominating Committee. These Chairpersons, upon appointment by the President, become members of the Board of Directors. The Chairperson of each Standing Committee shall report monthly on the activities of the Committee and file a summary report of the activities of the Committee with the Secretary at least annually.

Each Standing Committee Chairperson, after conferring with the President, shall appoint members of the Committee and shall designate one among them to serve as Vice Chairperson as all committees are required to have a Chairperson and a Vice-Chairperson. The Vice-Chairperson is someone interested in moving into the role of Committee Chairperson in the future, and should possess the qualities and commitment of a Board of Directors. Committee Chairpersons, upon appointment, become members of the Board of Directors.

1.1 Standing Committees

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

1.1.a. Nominating Committee

The Nominating Committee suggests nominations for the Officers of the Board of ACHE of Western PA from the membership throughout the year up until the date of its report. From these suggestions and as a result of its own deliberations the Nominating Committee shall submit a slate of candidates for the Officers and Directors for the ensuing year. The committee is chaired by the Immediate Past President and includes the Regent as an ex-officio, voting member.

1.1.b. Finance and Audit Committee

The Finance and Audit Committee shall consist of two Chapter members appointed by the Chapter Board. The Finance and Audit Committee shall arrange and supervise a bi-annual independent review of the Chapter finances in accordance with generally accepted accounting principles and practices.

1.2 Executive Committee

The Executive Committee acts on behalf of the Board between Board meetings, as the need arises. The committee consists of the President, Vice-President, Secretary, Treasurer and Immediate Past President. It exists by virtue of the officers being installed, and is active only as needed. All actions of the Executive Committee shall be reported to the Board at its next meeting.

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1.3 Ad Hoc Committees

Ad Hoc Committees are established when the President and the Board determine there is a need for a committee to investigate a specific area of interest. The make-up of the committee will be determined by the Executive Committee.

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 deemed necessary or advisable for effective administration of 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 – FINANCES

Section 1: Fiscal Year.

The Fiscal Year shall commence on January 1 and shall end on December 31

Section 2: Monies and Funds.

All monies or funds received or expended by the Chapter shall be duly entered into the Treasurer's books.

Section 3: Expenditure Approval.

All expenditures in excess of \$500 must be approved by the Treasurer and another Board Officer.

Section 4: Bank Accounts.

All bank accounts of the Chapter shall be established by resolution of the Board.

Section 5: Checking

All checks drawn against funds of the Chapter shall be signed by the Treasurer. In the absence of the Treasurer, checks may be signed by another authorized signer.

ARTICLE XI – 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 XII – 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 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 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.

Bylaws Adopted on:

Natalie Bulger, FACHE, CHC

Chapter President