

American College of Healthcare Executives

EPAHEN Chapter Bylaws

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**BYLAWS
of the
Eastern Pennsylvania Healthcare Executives Network
an independent chapter of the
American College of Healthcare Executives**

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be Eastern Pennsylvania Healthcare Executives Network [EPAHEN], 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 or serve on the Board of Directors.

ACHE members of other from other regions may "opt-in" to the Eastern PA chapter, however, they do not have the right to vote.

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: Types of Membership.

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

Section 4: Affiliation

Healthcare leaders who are not members of ACHE may affiliate with the Chapter by paying an annual fee; however, non-ACHE affiliates are not members of the chapter, do not have the right to vote, and are not eligible to join the Board of Directors or steering committees.

Section 5: Resignation.

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

Section 6: Termination, Suspension or Expulsion.

The chapter will file an ethics complaint with ACHE for an issue with a chapter member. Final action will be confirmed by appropriate ACHE leadership.

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.

Section 7: Payment for Program Meetings.

Individuals who do not cancel meeting attendance within an appropriate time, as noted on initial invitation, will be assessed a cancellation fee.

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 whom have completed one year of membership

Section 3: Eligibility of Officers.

Officers must be ACHE dues paying members of the Chapter who have completed at least one term as a Director. In addition to these requirements, the Chapter President and Chapter President-elect must be affiliates of ACHE.

Section 4: Board Composition.

The Chapter Board shall consist of at least seven (7) elected Officers, as specified in Article VII, section 9, and at least one (1) appointed Director. 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 eight (8) 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 for Directors shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. These terms shall be staggered such that no more that one half of the Board Membership, including Directors shall commence their terms on the same date. Remaining officers following the staggered adjustment will remain in position for one subsequent year. The term of office for Officers shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. Directors and Officers may serve consecutive terms if they are fairly elected in a subsequent election. 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 seven Chapter Officers, who are affiliates or fellows of ACHE, as follows:

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.

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.

Chapter Secretary. The Secretary shall be responsible for the maintenance of all corporate records and minutes, including provision of documentation to the ACHE offices.

Chapter Treasurer. The treasurer advises the Board on status of funding, maintains documentation, and prepares periodic financial statements.

Chapter Programs Chair: Deemed in a Vice President role, the Chapter Programs chair will take the lead on developing and implementing a yearly set of programs for the chapter. This individual will lead the development, setup and implementation of each individual program. This individual will also support the Chapter President in identifying future program needs.

Chapter Membership Chair: Deemed in a Vice President role, the Chapter Membership chair will take the lead on developing and implementing a yearly membership drive. In addition, this individual will support on-going recruitment efforts throughout the year, in addition to the initial membership drive. This position reports up to the Chapter President.

Chapter Local Program Council Chair: Deemed in a Vice President role, the Local Program Council Chair will take the lead on developing and implementing a yearly set of programs for a specific geographic area within the chapter. This individual will lead the development, setup and implementation of each individual program. This individual will also support the Chapter President in identifying future program needs.

Section 10: Chapter Directors.

Chapter Directors: There shall be at least 1 and up to five Chapter Directors who are affiliates or fellows of ACHE, as follows:

Chapter Past President: The Past President shall support the chief executive of the Chapter and the Board for two years. The Past President shall hold a voting position on the Board. Special consultation and projects will be assigned as applicable.

Chapter Director at Large: Up to four Chapter Directors may be appointed by the President with approval of a majority of Board Officers present, to serve one year terms. Chapter Directors shall hold voting positions on the Board. Directors and shall be charged with leading specific committees or projects as applicable to the needs 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 four standing committees, the Nominating Committee, the Audit Committee and the Program Committee and the Local Program Council.

- 1.1 Nominating Committee. The nominating committee shall consist of two current Chapter Officers and 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.

- 1.3 Program Committee. The program Committee shall consist of a minimum of four chapter members appointed by the Program Committee Chair. This committee will be responsible for planning Chapter programs. They are charged with identifying programs and speakers of interest/relevance to the membership, as reported in survey data, speaker feedback questionnaires, and through other forms of member feedback.
- 1.4 Local Program Council Committee. The Local Program Committee shall consist of a minimum of four chapter members appointed by the Local Program Council Chair. This Committee will be responsible for planning Chapter programs for a specific geographic region of the Chapter. They are charged with identifying programs and speakers of interest/relevance to the membership, as reported in survey data, speaker feedback questionnaires, and through other forms of member feedback.
- 1.5 Sponsorship Committee shall consist of at least 2 Chapter members who shall reach out to community healthcare facilities, vendors and other parties for the purpose of soliciting donations specifically to support Chapter educational programs
- 1.6 Other committees shall be formed for the purpose of meeting specific needs and for a specified period of time as identified by the Chapter Board

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.

Section 3: Fulfilling the Responsibilities of Board Membership

Individuals who accept either elected or appointed positions on the Board of Directors shall commit to fulfilling the responsibilities of their position to further the mission of the Chapter and to fully participate in at least 70% of the scheduled Board Meetings. Board members who find themselves unable to carry out the responsibilities of their position or who fail to attend at least 70% of scheduled board meetings shall be asked to resign their position or be removed from their position by a vote of the majority of the remaining board members. Attendance shall mean participation in person or via teleconference. The Board shall then appoint an individual from eligible members of the chapter to fill the remaining term.

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 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 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.