

**American College of Healthcare Executives
CT Association of Healthcare Executives**

BYLAWS

of the
CT Association of Healthcare Executives
an independent chapter of the
American College of Healthcare Executives

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be CT Association of Healthcare Executives, "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 Criteria for Chapter Status. 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.

Section 1.1: Full membership in the Chapter shall be available to all individuals who are affiliates of the American College of Healthcare Executives and reside in the chapter's assigned geographic territory or

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choosing to be members of the chapter if residing outside of the geographic territory.

Section 1.2: Student membership in the Chapter shall be available to all students who are in a bachelor's or master's health care administration program and have an interest in or commitment to the profession of health care management and agree to abide by the ACHE Code of Ethics and Bylaws.

Section 2: Types of Membership.

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

Section 3: Termination, Suspension or Expulsion.

The Chapter Board of Directors may suspend or expel any member for cause after giving such member the opportunity to have a hearing. Membership may be terminated by action of the Chapter Board of Directors as a result of violation of the ACHE Code of Ethics, nonconformity with the Chapter Bylaws, or conduct unbecoming a member, as determined by the Chapter Board of Directors. The Chapter Board of Directors may reinstate any member suspended or expelled.

Section 4: Assignment of Membership and Resignation of Membership

Membership in the Chapter shall become effective when ACHE assigns the affiliate to the Chapter based on ACHE's procedures. It will be reflected in the chapter's membership roster. A member may resign at any time, by providing written notice to ACHE, which will be reflected on the chapter's membership roster.

ARTICLE IV – 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

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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.

All 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, which will be a total of a eight (8) individuals.

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 V – 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 II.

Section 2: Eligibility of Directors.

Directors must be full members in good standing of the Chapter. Ex-officio members of the Board will include the ACHE Regent, Immediate Past President, two Student Chapter Presidents appointed by the Chapter President, and the President of the Connecticut Hospital Association.

Section 3: Eligibility of Officers.

Must be in good standing of the chapter, have completed at least one year as a Director and must be certified as a Fellow by ACHE or actively pursue Fellow certification to achieve Fellow status within two years.

Section 4: Board Composition.

Section 4.1: The Chapter Board shall consist of at least four (4) elected Officers the ex-officio Directors and two (2) elected Directors, all of whom shall be ACHE members. The total composition of the Board will consist of fifteen (15) individuals from these various positions.

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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.

Eight (8) 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 elected Directors shall commence on July 1st and shall continue for a period of three years, or until replaced by a subsequent election. The terms of elected 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 elected Officers shall commence on July 1st and shall continue for a period of one year, or until replaced by a subsequent election. Elected Directors and Officers may only serve three (3) 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: Attendance Policy.

In accordance to the Chapter Leadership Manual, Chapter Directors missing more than two (2) Board meetings or who do not show active participation can be approached for self reflection on commitment to the Board or removed by the President after a mutual conversation

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Section 11: Chapter Officers.

The Chapter shall have four Chapter Officers and two ex-officio Officers (Regent and Immediate Past President), as follows:

Chapter Chairperson (ex-officio). *The elected ACHE Regent for Connecticut shall be the Chapter Chairperson who will serve as the liaison with ACHE elected leadership.*

Immediate Past President (Ex Officio). *The CTAHE Immediate Past President is retained on its Board of Directors as an ex officio officer to provide continuity and support to the incoming President and the group of newly elected officers.*

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 Vice President. *The Chapter Vice President shall substitute for the Chapter President in his or her absence.*

Chapter Treasurer. *The Treasurer shall be responsible for the maintenance of all corporate financial records, documents and the preparation of periodic financial statements, including developing and monitoring the budget, reviewing and approving expenses and administering all financial expense policies.*

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

ARTICLE VI - ELECTIONS

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

Chapter Directors required to fill any vacancies shall be elected annually. Elected 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 VII – COMMITTEES

Section 1: Standing Committees.

There shall be five standing committees, the Governance Committee, the Audit and Compliance Committee, Programs, Membership and Sponsorship Committee. Each Committee must operate within its annually authorized budget.

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Governance Committee. The nominating committee shall consist of the two current Chapter Officers, the Regent, and one member appointed by the Chapter Board. The nominating committee shall present a slate of Officers and Directors to the members of the chapter no later than 60 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.

Audit and Compliance Committee. The Audit and Compliance committee shall consist of at least two chapter members, one of which is the Chapter Treasurer, appointed by the Chapter Board. The Audit and Compliance committee annually shall appoint an individual with an understanding of financial statements, prepared in accordance with generally accepted accounting principles, and the steps necessary to prepare such financial statements to perform the financial review procedures as outlined in Attachment 1 to these bylaws.

The Audit and Compliance Committee will utilize a well-structured set of procedures targeted as testing selected underlying information, evaluating the compilation of the financial statements, and evaluating compliance with CTAHE accounting policies and practices and as further outlined in the attached "Financial Review Procedures Program. Financial review procedures may be revised from time to time as appropriate subject to approval by the Board of Directors. The financial review is to be completed by June 30th annually. The "Financial Review Procedures Program" is to be completed within three months of the CTACHE's year-end.

The "Financial Review Procedures Program" is signed and dated by the individual performing the review and that the Audit and Compliance Committee report the receipt and present the report to the CTACHE Board to be memorialized in the minutes of the board.

Programs Committee. The programming committee shall consist of at least three (3) chapter members or assistant members approved by the Chapter Board. The programming committee will gain the input of the membership on programming needs and hold at least 4 programs per year with one being solely focused on an ACHE update and college advancement. The education committee will work with the Women's

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Forum Committee (see 1.7 below) to assure programming is developed for all members.

Membership Committee. The membership committee shall consist of at least two (2) members appointed by the Chapter Board. The membership committee shall focus on recruitment and retention of members in the organization and monitor the advancement of members in the college.

Sponsorship Committee. The sponsorship committee shall consist of at least two (2) members appointed by the Chapter Board. The sponsorship committee shall seek sponsors to support the educational and other mission driven initiatives of the Chapter. The sponsorship committee will manage all sponsor activities or interests, as identified in the sponsorship agreements, during each year.

Section 2: 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. Example Committees include:

Diversity, Equity, Inclusion and Belonging Committee. The DEIB committee shall consist of at least two (2) members appointed by the Chapter Board. The Diversity, Equity Inclusion and Belonging Committee is for those who have a genuine interest in getting people of diverse backgrounds together and who want to improve the inclusive nature of CTAHE with the goal of increasing diversity.

Women's Forum Committee. The Women's Forum shall consist of at least two (2) members appointed by the Chapter Board. The committee shall sponsor seminars and programs directed to targeted groups within the general membership of the Chapter. Women's Forum will work closely with the programs committee (see 1.3 above) to provide programming opportunities for members.

Higher Education Network Committee. The HEN Committee shall consist of at least two (2) members appointed by the Chapter Board. The goal of Higher Education Committee is to forge partnerships with schools in the region, training students in healthcare management.

ARTICLE VIII – 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 IX – 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 X – 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 XI – 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 duly 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.

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