

Bylaws of the ACHE of Central PA, an independent chapter of the American College of Healthcare Executives

ARTICLE I- NAME

Section 1: ACHE of Central PA

The name of the chapter shall be ACHE of Central PA, and shall include, for purposes of uniformity, “an independent chapter of the American College of Healthcare Executives”. Hereinafter in these bylaws shall be identified as the “Chapter”. The American College of Healthcare Executives shall be identified as the “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. ACHE shall not be liable for the debts and obligations for 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.

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 with 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 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 Articles of Incorporation of the Chapter.

Section 2: Business Meetings

The Chapter shall conduct an annual business meeting and such other meetings of members 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 other method of voting permitted by law.

Section 5: Quorum

A quorum shall consist of a majority of the Chapter Board.

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

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 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 with ACHE unless there is Board approval.

Section 3: Eligibility of Officers

Officers must be members of the Chapter who have completed one year of membership with ACHE.

Section 4: Board Composition

The Chapter Board shall consist of least 3 elected officers, as specified in Article VII, section 9, and at least 2 elected Directors and Chairpersons of all standing committees. 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 2 times during a year at such time, place, and mode of meetings as the President may determine. The President and 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 US 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 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 3 years, or until replaced by a subsequent election, or if the Director would like to move into a

different position. Ideally, 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 3 years, or until replaced by a subsequent election. Directors and Officers may not serve more than 2 consecutive terms in the same role. 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 3 Chapter Officers, as follows:

- 1.1 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 the Members, and shall serve as liaison with ACHE.
- 1.2 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.
- 1.3 Chapter Secretary. The Secretary shall be responsible for maintenance of all corporate records, minutes and documents.
- 1.4 Chapter Treasurer. The Treasurer shall be responsible for keeping an accurate record of all financial transactions, preparation of the Chapter budget, performing all financial transactions and preparation of periodic financial documents.

ARTICLE VII- Elections

Section 1: Elections for Officers, Committee Chairpersons and Directors of the Chapter Board

Chapter Officers, Committee Chairpersons and any Directors required to fill any vacancies shall be elected annually. Chapter Officers, Committee Chairpersons 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 eligible to vote shall constitute an election.

ARTICLE VIII- COMMITTEES

Section 1: Standing Committees

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

- 1.1 Nominating Committee. The nominating committee shall consist of the two Chapter Officers, one member appointed by the Chapter Board and any Regent of ACHE who is a chapter member shall be ex officio, voting member. The nominating committee shall present a proposed 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. Subsequently, any eligible chapter member may place his or her name in nomination as an officer or director by submitting an application. The final slate will be presented to chapter members no later than 30 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.

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 reappointed.

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 skill and judgement 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 strict rules 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 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 the 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-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 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 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 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 respect 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.

Revised: June, 1982

Revised: April, 1983

Revised: March, 1987

Revised: October, 1990

Revised: November 2002

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