



National Capital
Healthcare Executives

**BYLAWS
OF
NATIONAL CAPITAL HEALTHCARE
EXECUTIVES**

An Independent Chapter of the American College of Healthcare Executives

(Maryland)

Board Approved: April 15, 2003
Membership Approved: May 13, 2003

Table of Contents

<i>Article I. Name</i>	4
<i>Article II. Mission and Affiliation</i>	4
Section 1: Mission.	4
Section 2: Affiliation with ACHE.	4
Section 3: Organizational Identity.	4
<i>Article III. Offices</i>	4
<i>Article IV. Membership</i>	4
Section 1: Eligibility.	4
Section 2: Establishment of Membership.	5
Section 3: Types of Membership.	5
Section 4: Resignation.	5
Section 5: Termination, Suspension or Expulsion.	5
<i>Article V. Meetings of Members</i>	5
Section 1. Regular Meetings.	5
Section 2. Annual Meeting.	5
Section 3. Special Meetings.	5
Section 4. Notice of Meeting.	6
<i>Article VI. Board of Directors and Officers</i>	6
Section 1. General Powers.	6
Section 2: Eligibility of Directors.	6
Section 3: Eligibility of Officers.	6
Section 4: Board Composition.	6
Section 5. Term of Office.	6
Section 6. Officers.	7
Section 7. Directors.	7
Section 8. Regular Meetings.	8
Section 9. Special Meetings.	8
Section 10. Quorum.	8
Section 11. Policies.	8
<i>Article VII. Committees</i>	8
Section 1. Committees of the Board of Directors.	8
Section 2. Executive Committee.	8

Section 3. Program Council.	8
Section 4. Operations Committee.	8
Section 6. Nominating Committee.	9
Section 7. Special Committees.	9
Section 8. Quorum.	9
<i>Article VIII. Power of The Chapter</i>	9
<i>Article IX. Contracts, Loans, Checks, and Deposits</i>	9
Section 1. Contracts.	9
Section 2. Loans.	10
Section 3. Checks, Drafts, etc.	10
Section 4. Deposits.	10
<i>Article X. Dissolution</i>	10
<i>Article XI. Fiscal Year</i>	10
<i>Article XII. Dues</i>	10
<i>Article XIII. Amendments</i>	10
Section 1: Amendments	10
Section 2: Review of Chapter Bylaws	11
<i>Article XIV. Conflict of Interest</i>	11
Section 1: General.	11
Section 2: Disclosure of Conflict of Interest.	11

Article I. Name

The name of the Chapter shall be the National Capital Healthcare Executives 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 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. Offices

The Chapter may have such offices, either within or without the states of Maryland or Virginia, or the District of Columbia, as the business of the Chapter may require from time to time.

Article IV. Membership

Section 1: Eligibility.

Membership in the Chapter shall be available to all individuals who hold at least a baccalaureate degree from an accredited college or university and have an interest in or commitment to the profession of healthcare management, and agree to abide by the ACHE Code of Ethics and the Chapter Bylaws.

Section 2: Establishment of Membership.

Membership in this Chapter shall become effective when a completed formal application and when the designated dues payment, if required, has been received by the Chapter.

Section 3: Types of Membership.

The Chapter will have the following three (3) classes of members:

- A. Active Members. Active members shall be entitled to vote and shall be eligible to serve on the Chapter Board of Directors.
- B. Student Members. Student members shall be individuals who are enrolled in either an undergraduate or a graduate program. Student members shall not be eligible to vote or to serve on the Chapter Board of Directors.
- C. Honorary Members. Honorary membership may be recommended by any Board Member for individuals who have made significant contributions to the health care field. Honorary members must be approved by at least two-thirds of those Board members present and voting at any regular meeting of the Board of Directors. Annual dues are waived for Honorary members. Honorary members are not eligible to vote or to serve on the Board of Directors.

Section 4: Resignation.

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

Section 5: 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.

Article V. Meetings of Members

Section 1. Regular Meetings.

There shall be no fewer than six (6) regular meetings of the membership each year for educational and networking purposes. The meeting content and locations shall be determined by the designated Board members. Notices will be communicated to members as well in advance as is reasonably possible.

Section 2. Annual Meeting.

There shall be an annual meeting of the members on such date, hour, and place as the Board of Directors determines.

Section 3. Special Meetings.

Special meetings of the members may be held at any time on the call of the President or upon written request signed by ten percent (10%) of the voting members and filed with the President or the Secretary. Any such request of the members shall state the purpose for which the meeting is desired.

Section 4. Notice of Meeting.

Notice of the regular meetings, annual meeting or any special meeting shall be communicated to each member not less than five (5) days nor more than sixty (60) days in advance of the date for which the meeting is called. The notice shall state the date, time, place and purpose of the meeting.

Communication of special meetings may occur by such methods as are reasonable under the circumstances.

Section 5. Quorum.

At any meeting of the members, ten percent (10%) of the active members will constitute a quorum in order to transact business. The vote of a simple majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Article VI. Board of Directors and Officers

Section 1. General Powers.

The affairs of the Chapter shall be managed by the Board of Directors.

Section 2: Eligibility of Directors.

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

Section 3: Eligibility of Officers.

Officers must be 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 Board of Directors shall consist of four (4) elected Officers and at least two (2) elected Directors. The Officers of the Chapter shall be President, Vice President, Secretary and Treasurer. Directors include the Immediate Past President and may also include Program Director(s), Operations Director(s), and Membership Director(s). With the exception of the Immediate Past President, who shall be the elected President of the previous year, the Officers and Directors of the Chapter shall be elected by a simple majority vote of the members represented in person or by proxy at the annual meeting. Each Officer and Director shall hold office until the next annual meeting of the members and until a successor has been elected. An active member who has served two consecutive terms as President may not succeed him/herself. No active member may serve more than six consecutive terms on the Board.

Section 5. Term of Office.

The term of Officers and Directors shall commence at the beginning of the fiscal year and shall continue for a period of one year, or until replaced by a subsequent election. Any Director elected may be removed by majority vote of the members present in person or by proxy at any meeting whenever in their judgment the best interest of the Chapter would be served thereby. A vacancy in any office

because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Officers.

- 1) The President shall be the chief executive officer of the Chapter and shall, in general, supervise and control all of the business and affairs of the Chapter. S/he shall, when present, preside at all meetings of the members and the Board of Directors. The President shall be an ex officio member of all committees. The President shall serve as liaison with ACHE.
- 2) The Vice President shall, in the absence of the President, perform all functions and duties of the President, shall coordinate the corporate sponsorship program, and shall perform other such functions and duties as may be delegated by the President or the Board of Directors. The Vice President is the defacto President-elect of the Chapter and shall prepare plans for his or her term of office. The Vice President shall advance to President at the completion of the preceding President's term of office without an election once elected to the office of Vice President.
- 3) The Secretary shall: (a) keep the minutes of meetings of the members and of the Board of Directors' meetings; (b) assure that all notices are given as prescribed by these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) ensure the publication of the quarterly Chapter newsletter and coordinate the maintenance of the web site.
- 4) The Treasurer shall: (a) keep financial records of the Chapter activities and provide periodic written financial reports to the Board of Directors; (b) maintain bank accounts as directed by the Board of Directors; (c) prepare an annual budget; (d) oversee the filing of all required state and federal tax forms and (e) arrange for a review or audit of the books as directed by the Board of Directors.

Section 7. Directors.

- 1) The Program Director shall: (a) direct the activities of the Program Council (see Article VII, Section 3); (b) appoint at least three (3) members to serve and assist on the Program Council.
- 2) The Operations Director shall: (a) direct the activities of the Operations Committee (see Article VII, Section 4); (b) appoint at least three (3) members to serve and assist on the Operations Committee.
- 3) The Membership Director shall: (a) direct the activities of the Membership Committee (see Article VII, Section 5); (b) appoint at least three (3) members to serve and assist on the Membership Committee.
- 4) The President from the previous year shall continue to serve on the Board of Directors in an advisory capacity, for a term of one year following his/her term as President. The Immediate Past President shall (a) direct the activities of the Nominating Committee (see Article VII, Section 6); (b) appoint a minimum of three (3) members to serve and assist on the Nominating Committee.

Section 8. Regular Meetings.

Meetings of the Board shall be held at such time and place as the Board may determine from time to time and such notice shall be given as the Board may prescribe.

Section 9. Special Meetings.

Special meetings may be held at any time or place when called by the President. Notice of special meetings stating the time, place and subject of the meeting shall be mailed to each Director at his residence or business address on or before the fifth day prior to the day of the meeting, unless, in the case of an emergency, the President may provide notice be given by telephone or electronically.

Section 10. Quorum.

At any meeting of the Board, a simple majority of the Directors shall constitute a quorum. The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise required by law.

Section 11. Policies.

The Board will establish policies that are deemed relevant and are dated.

Article VII. Committees

Section 1. Committees of the Board of Directors.

Standing committees shall be the Executive Committee, the Program Council, the Operations Committee, the Membership Committee and the Nominating Committee. Each committee shall make reports and recommendations to the Board of Directors.

Section 2. Executive Committee.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President and shall function generally to promulgate and propose policy to the Board of Directors and members.

Section 3. Program Council.

The Program Council shall be chaired by the Program Director and shall coordinate with the Board of Directors in planning and organizing all meetings of the members, including arranging and sponsoring educational and networking events within a geographical area of the Chapter territory.

Section 4. Operations Committee.

The Operations Committee shall be chaired by the Operations Director and shall coordinate with the Board of Directors in planning and organizing all meetings.

Section 5. Membership Committee.

The Membership Committee shall be chaired by the Membership Director and shall coordinate with the Board of Directors in planning and organizing all membership activities.

Section 6. Nominating Committee.

The Nominating Committee shall be chaired by the Immediate Past President and shall have the duty of nominating, at the annual meeting of the Chapter, Directors and Officers for the Chapter's Board of Directors.

Section 7. Special Committees.

The Board of Directors may designate special committees with limited authority as prescribed in such resolutions which authorized the special committee. Each special committee shall submit reports to the Board of Directors, shall be appointed by the President, and shall stand discharged when the committee has completed the task for which it was designated.

Section 8. Quorum.

A simple majority of the members of a committee shall constitute a quorum and the act of a simple majority of the committee members present in a meeting at which a quorum is present shall be the act of the committee.

Article VIII. Power of The Chapter

Section 1. The chapter shall have the powers necessary or convenient to effectuate any and all purposes for which the chapter is organized and all such powers as are provided under the laws governing non-stock corporations in the state of Maryland.

Section 2. The Chapter shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under the Internal Revenue Code as amended, and by a corporation contributions to which are deductible under the Internal Revenue Code as amended.

Article IX. Contracts, Loans, Checks, and Deposits

Section 1. Contracts.

The Board of Directors may authorize any officer, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined 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. Loans.

No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors and approved by the membership. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notices or other evidence of indebtedness issued in the name of the Chapter, shall be signed by such Officer or Officers, agent or agents, of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Chapter not otherwise employed may be deposited from time to time to the credit of the Chapter in such banks or other financial institutions as the Board of Directors may select.

Article X. Dissolution

In the event of the dissolution of the Chapter for whatever reason, all of its assets of whatever nature remaining after the payment of all debts and liabilities shall be transferred to such organization(s) then qualified as tax-exempt under the Internal Revenue Code of 12954, which may be selected by the Board of Directors of the Chapter.

Article XI. Fiscal Year

The fiscal year of NCHE shall be determined by the Board of Directors.

Audits of the Chapter funds shall be conducted as required under the direction of the Board of Directors.

Article XII. Dues

The Board of Directors may determine from time to time the amount of annual dues payable to the Chapter by members of each class. Dues may be accepted throughout the year and shall be effective for 12 months. When any member of any class shall be in default in payment of dues for a period of three (3) months, such membership may thereupon be terminated by the Board of Directors, after reasonable notice to the member.

Article XIII. 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 XIV. 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.