

**BYLAWS
Of
ACHE of Northern New England**

**ARTICLE I
NAME**

Section 1: Name.

The name of the Chapter shall be the ACHE of Northern New England (ACHENNE), 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 ACHE of Northern New England remains a Chapter of the ACHE, it 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 and therefore responsible for maintaining the Chapter's financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage 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, and the Chapter shall not be liable for the debts and obligations of ACHE.

**ARTICLE III
MEMBERSHIP**

Section 1: Types and Eligibility of Members.

Membership in the Chapter shall be available to all individuals who are dues paying members of ACHE, hold at least a baccalaureate degree from an accredited college or university, 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 official ACHE member status has been established.

Section 3: Resignation.

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

Section 4: 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 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 or 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: Attendance

Board, Standing Committee, and/ or Ad-hoc Committee members shall attend at least 50% of meetings or they may be summarily dismissed by the Governance Committee.

Section 5: 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 6: Quorum.

A quorum shall consist of a majority of the Chapter Board and a minimum of five other active members.

Section 7: 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.

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 which 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 who have completed at least one year of membership.

Section 3: Eligibility of Officers.

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

Section 4: Board Composition.

The Chapter Board shall consist of at least:

- 4.1 three (3) elected Officers, as specified in Article VI, Section 12,
- 4.2 the immediate past president of the chapter
- 4.3 three (3) Directors elected pursuant to Article VII, section 1, and
- 4.4 any current Regent of ACHE who is a member of the chapter.

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.

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 of Directors elected pursuant to Article VII, section 1 shall commence on January 1st and shall continue for a period of three years, or until his or her successor is qualified and takes office. The Governance Committee shall, in the development of the slate required in Article VIII, section 1.1, provide that the terms of Directors elected pursuant to Article VII, section 1, be staggered such that no more than one-third 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 two years, or until his or her successor is qualified and takes office. Directors and Officers may not serve more than two consecutive terms except when appointed to fulfill the remainder of a term resulting from a vacancy in which case that remainder of a term shall not count toward the two consecutive term limit or where a person's term and a Director or an Officer extends past his or her term as the other, in which case his or her term as either a Director or an Officer shall be extended for the time remaining as the other. In the event of a vacancy, the Chapter Board shall appoint an eligible

member to fulfill the remainder of the term.

Section 10: Resignation.

A Director may resign at any time by delivering written notice to the President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 11: Removal.

Any Director may be removed either with or without cause, at any time, by a majority of the Directors then in office who are entitled to vote on the matter and who are present and voting at a meeting of the Chapter Board at which a quorum is present and for which written notice of the proposed removal was delivered to all Directors at least twenty days prior to such meeting.

Section 12: Unanimous Written Consent/Conference Calls.

Any action required or permitted to be taken at any meeting of the Chapter Board may be taken without a meeting if all the Directors, severally or collectively, consent to any action taken or to be taken by the Chapter and the writing or writings of evidencing their consent are filed with the Secretary. The action shall be as valid as though it had been authorized at a meeting of the Chapter Board. Action may also be taken through telephone or other device where each person participating may hear the others and any action so taken shall also be as valid as though authorized at a meeting of the Chapter Board.

Section 13: Chapter Officers.

The Chapter shall have three Chapter Officers, as follows:

- 1.1 Chapter President. The 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.
- 1.2 Chapter President-elect. The President-elect shall substitute for the 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/Treasurer. The Chapter shall have a Secretary/Treasurer, or a Secretary and a Treasurer based on the preference of the Board. The individual (s) will be responsible for the maintenance of all corporate records, minutes, and documents and the preparation of periodic financial statements.

**ARTICLE VII
ELECTIONS**

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

Elections for Chapter Officers and Directors shall be conducted at the annual business meeting of members via electronic means or 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 two standing committees: the Governance Committee and the Finance Committee.

- 1.1 The Governance Committee shall consist of the immediate Past President, current Chapter Officers, any current ACHE Regent who is a member of the chapter, and at least one member appointed by the Chapter President. The Governance 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 30 days prior to the meeting. The Governance Committee shall periodically review the Bylaws of the Chapter and make recommendations for changes to the Chapter Board and ACHE for approval, while also:

- Serving as Nominating sub-Committee through identifying and nominating potential new Board members and officers for full Board review
- Conducting a Board self-assessment, analyze the results, and report them to the Board (at least every two years)
- Preparing and conducting orientation for new Board members, committee chairs, and officers
- Defining Chapter/Regent award criteria, number presented/year, presentation location, etc.

1.2 The Finance Committee shall consist of the Secretary/Treasurer and at least two current Chapter members appointed by the Chapter Board. The Finance Committee assists the Board in ensuring the financial soundness of the Chapter through:

- Development of the annual operating budget, recommending action to the Board
- Participation in planning and the development of a multi-year financial plan
- Arranging for and reviewing an agreed upon procedures engagement based upon the attestation standards of the American Institute of Certified Public Accountants
- Presenting financial reports to the Board at regular meetings
- Ensuring membership database is current and accurate

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 Ad-hoc Committees.

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint Chapter members to Ad-hoc Committees as may be deemed necessary or advisable for effective administration of the Chapter and/or its strategic goals. Members may serve two years on such committees and may be reappointed.

ARTICLE IX CONFLICT OF INTEREST

Section 1: General.

The Chapter Board and its Officers shall administer all related 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. In their exercise of duties on behalf of the Chapter, they are held to a strict rule of honest and fair dealings. 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 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.

Upon the dissolution of the Chapter, the Directors, after paying or making provisions for the payment of all of the liabilities of the Chapter, shall dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or shall dispose of any remaining assets to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.

ARTICLE XII MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts.

The Chapter Board may authorize any Officers(s) and any agent(s) 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 of Illinois, 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.