

BYLAWS

Of the

California Association of Healthcare Leaders

An independent chapter of the

American College of Healthcare Executives

California Association of Healthcare Leaders

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ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be California Association of Healthcare Leaders, and shall include, for purposes of uniformity, “an independent chapter of the American College Healthcare Executives”. Hereinafter in these bylaws it will be identified as the “Chapter”. The American College of Healthcare Executives will be identified as “ACHE”. The Chapter Board will be identified as the “Board”.

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission

The mission of the Chapter, in the territory designated by ACHE, is to deliver exceptional value to our members by: providing professional growth through educational programming, networking and mentoring; promoting high ethical standards and conduct; fostering diversity and inclusion; generating pride and enthusiasm; delivering innovative chapter leadership; and promoting 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 with 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.

Membership in the Chapter shall be available only to ACHE members in good standing. Primary membership efforts will be to ACHE members in the ACHE California-Northern and Central area.

Section 2: Establishment of Membership.

Membership in this Chapter shall become effective when a formal ACHE membership application is approved and when ACHE assigns an ACHE member to the Chapter.

Section 3: Types of Membership.

Membership in this Chapter shall be consistent with the ACHE membership rules.

Section 4: Resignation

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

Section 5: Termination

Membership co-terminates with ACHE membership.

ARTICLE IV – DUES

Section 1: Dues

Payment of ACHE membership dues shall include Chapter dues. No separate Chapter dues shall be assessed.

Section 2: Nonpayment of Dues

Membership shall be terminated for nonpayment of dues.

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Meetings of Members.

The Chapter shall conduct regular meetings throughout each year on dates to be established by the Board. The Board will also establish dates for other meetings as deemed necessary.

Section 2: Annual Meetings.

One meeting each year shall be designated as the Annual Meeting.

Section 3: Notice of Meetings.

All Chapter events will be published on the chapter's website.

Section 4: Eligibility to Vote.

All Chapter members shall have the right to one (1) vote. Members may not vote by proxy. The Chapter may utilize any method of voting permitted by law.

Section 5: Quorum.

A quorum for the Annual Meeting shall consist of a majority of the Board and a minimum of five (5) other active members.

Section 6: Special Business Meetings.

The 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 – BOARD

Section 1: Administration.

The Board shall manage the administration of this Chapter. The Board shall have authority and responsibilities for supervising the general operation of the Board in meeting its mission as stated in Article II, Section 1.

Section 2: Eligibility of Directors.

1.1 Directors must be members of the Chapter who have completed at least one year of membership in ACHE.

1.2 Directors eligible for advancement to Fellow status must apply for and complete the Board of Governors Exam during their second year on the Board.

Section 3: Eligibility of Officers.

Officers must be members of the Chapter who have completed at least one term as a Director. If an Officer position becomes vacant, current Directors may be considered and elected by majority vote of the Board.

Section 4: Board Composition.

The Board shall consist of at least four (4) Officers, as specified in Article VI, Section 9, and at least three (3) Directors. Any ACHE Regent who is a member of the Chapter shall be an ex-officio, voting member of the Board.

Section 5: Board Meetings.

1.1 Regular meetings of the Board shall be held at least two (2) times during a calendar year at such time, place, and mode of meetings as the President may determine. The President or any three (3) other Board members may also call special meetings of the Board.

1.2 Officers and Directors must participate in at least 50% of the Board meetings and in at least 50% of other special sessions held by the Board (Annual meeting, College Bowl, Strategic Planning Session, Board Orientation, etc.)

Section 6: Quorum.

One-third of the voting members of the Board, but not less than five (5), shall constitute a quorum for any vote. In matters of conflict of interest in which an Officer or Director is the subject, the Office or Director shall not be allowed to vote.

Section 7: Action of the Board.

1.1 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 act of the Board. The Board may not vote by proxy. In the event of a tie vote, the Board President shall break the tie.

1.2 Emergency Action(s) of Chapter Officers on Behalf of the Board: The Chapter Officers, acting by a majority vote in person at a meeting, via teleconference or by other electronic means including email communication, may take action on matters deemed by the Chapter Officers to be emergent in nature such that an immediate action is required. Such Emergency Action(s) may include, but not be limited to, protection of Chapter assets and funds, a time sensitive response to regulatory, governmental or law enforcement demands, or a time sensitive response to a judicial matter. As soon as practical after taking an Emergency Action(s), the Chapter President shall notify the Board via teleconference meeting or electronic communication of Emergency Action(s) taken, including a brief description of the need, action taken, and further steps necessary to resolve the matter at hand.

Section 8: Term of Office

The term of office for the Board shall be two (2) calendar years (January – December). The term of office for each Chapter officer shall be one (1) calendar year for President and President Elect and no more than two calendar years for Secretary. Treasurer term shall be at least two (2) calendar years with option of one (1) additional year for up to three (3) calendar years. 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.

Section 9: Chapter Officers

The Chapter shall have four (4) Chapter Officers, as follows:

1.1 Chapter President. The Chapter President shall be the chief of executive of the Chapter, shall convene and preside over meetings of the Board and 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/her absence or inability to serve. The President-Elect will be nominated by the President and subject to Board approval.

1.3 Chapter Secretary. The Secretary shall be responsible for the maintenance of corporate records, minutes, and documents. The Secretary will be nominated by the President and subject to board approval.

1.4 Chapter Treasurer. The Treasurer shall be responsible for the maintenance and preparation of periodic financial statements. The Treasurer will be nominated by the President and subject to Board approval.

ARTICLE VII – ELECTIONS

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

The Chapter President, President-Elect, Secretary and Treasurer shall be elected by secret ballot at a meeting of the Board except when there is only one candidate for an office, in which case the 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 Board members shall constitute an election. The Board shall be elected by secret ballot of the Chapter membership, and will serve on the ACHE California-Northern and Central Regent’s Advisory Council if such as body exists.

ARTICLE VIII – COMMITTEES

Section 1: Local Program Councils.

The 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 Board, including arranging and sponsoring educational and networking events.

Section 2: Nominating Committee

The Board shall appoint a Nominating Committee consisting of at least three (3) members. The Chair of this committee shall be the ACHE Regent. If the Regent is not available, the Chair shall be a non-competing member of the Board (i.e., not running for election) appointed by the Regent. Additional members shall be chosen by the Chair in consultation with the Board. Members of the Nominating Committee may not nominate themselves, but are eligible to be candidates.

Section 3: Other Committees

The Chapter President may, with the concurrence of the Board, establish, specify duties, and appoint Chapter members to other committees as may be 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 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 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 Board for that purpose.

ARTICLE X – AMENDMENTS

Section 1: Amendments.

The Bylaws may be altered or amended by majority vote of the Board.

Section 2: Review of Chapter Bylaws.

Prior to enactment of 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 date.

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 corporations.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts.

The 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 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 of the State of California, 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.

These Bylaws were adopted by a majority vote of the Chapter Board on May 15, 2014.