



# BYLAWS

Of the

California Association of Healthcare Leaders

An independent chapter of the

American College of Healthcare Executives

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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;” the Chapter’s abbreviated name shall be “CAHL.” 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 2.1: 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 2.2: Affiliation with ACHE

So long as this Chapter remains a Chapter of 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 2.3: 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.

### Section 2.4: Diversity and Inclusion Statement

The California Association of Healthcare Leaders (CAHL) embraces diversity within the healthcare management field and recognizes that priority as an ethical, clinical, and business imperative. CAHL values diversity and initiatives that promote diversity through its Justice, Equity, Diversity, and Inclusion (JEDI) Committee; is dedicated to enabling an inclusive, supportive, and diverse

environment that recognizes the contributions and educational needs of all our members; ensures member experiences are objective, fair, inclusive, consistent; and supports equity and the advancement of all regardless of race, ethnicity, national origin, culture, gender, religion, age, marital status, sexual orientation, gender identity, socioeconomic status or disability. Diversity and inclusion encompass/apply to culture and ethnicity, diversity of thought, geographic region (e.g., urban vs. rural), armed services level (e.g., active duty vs. veteran), career level (e.g., early vs. senior careerist), professional discipline (e.g., operations vs. quality), and area of oversight (e.g., administrative vs. clinical), among other characteristics. We believe a diverse and inclusive environment motivates leaders and can enhance equity, the quality of healthcare, improve hospital/community relations, and positively affect the health status of society.

The California Association of Healthcare Leaders is committed to promoting diversity and inclusion through the following activities:

*Within the Chapter organization:*

- The JEDI Committee actively proposes new practices and programs that further the Chapter's diversity efforts.
- The Chapter Nominating Committee is charged with assuring that the Chapter's Board is representative of the chapter membership and with maintaining a highly talented, qualified, and diverse chapter leadership.

*Within the healthcare management field:*

- Conducts events on the topic of justice, equity, diversity, and inclusion.
- Incorporates a JEDI section in the chapter newsletter.
- Actively seeks to develop and maintain formal relationships, through caucus affiliations or written collaboration, with affinity groups recognized by ACHE. These groups may include, but are not limited to, the Women Health Care Executives of Northern California, Asian Healthcare Leaders Community of ACHE, the National Association of Latino Healthcare Executives, the National Association of Health Service Executives, and/or the LGBTQ+ Healthcare Leaders Community of ACHE.

## ARTICLE III – MEMBERSHIP

### Section 3.1: 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 3.2: 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 3.3: Categories of Membership**

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

**Section 3.4: Resignation**

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

**Section 3.5: Termination**

Membership co-terminates with ACHE membership.

**ARTICLE IV – DUES**

**Section 4.1: 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 4.2: 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 5.1: 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 5.2: Annual Meetings**

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

**Section 5.3: Notice of Meetings**

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

**Section 5.4: 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 5.5: Quorum

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

## ARTICLE VI – CHAPTER BOARD OF DIRECTORS

### Section 6.1: 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 6.2: Eligibility of Directors and Officers

- a) Directors must be members of the Chapter who have completed one year of membership.
- b) Officers must be members of the Chapter who have completed at least one year as a Director. The President-Elect, President, and Immediate Past President must be a Fellow in the American College of Healthcare Executives (FACHE) at time of nomination and throughout their term.
- c) Officers and Directors must participate in at least 50% of the Board meetings each quarter. Officers and Directors who do not meet this attendance requirement in any 2 quarters (January-March, April-June, July-September, October-December) during their current board term shall have eligibility for their position reviewed by the Executive Committee. The Executive Committee shall have the authority to determine whether the Officer or Director may continue to serve in their position or be removed from office.
- d) Directors eligible for advancement to Fellow status are encouraged to apply for and complete the Board of Governors Exam during their second year on the Board.
- e) Resignation and Removal of Directors and/or Officers
  - *Resignation:* An Officer or Director may resign at any time by providing written notice to the Secretary or President.
  - *Removal with or without Cause:* Any Officer, Director, Or Vice Chair/Subcommittee/Work group/Task Force Chair may be removed from their position with or without cause.
  - *Removal Process:* In order for any Officer, Director, or Vice Chair/Subcommittee/Work group/Taskforce Chair to be removed with or without cause, either: (i) the Executive Committee shall conduct a meeting for the purpose of voting to remove such Officer or Director by a two-thirds (2/3) majority vote; or (ii) during

a regular meeting of the Board, the removal of any Officer or Director shall require a two-thirds (2/3) majority vote of the Board.

### Section 6.3: Replacement of Directors and Officers

- a) If an Officer position becomes vacant, the President shall consider current Directors to fill the vacancy and at the President's discretion, may nominate a replacement candidate. Replacement candidate is reviewed and approved by the Executive Committee. At the discretion of the President, the replacement candidate will be offered the option of either completing the remaining term or beginning a new 2-year term.
- b) If the President position becomes vacant, the Immediate-Past President shall nominate a replacement candidate from current Directors and Officers. The replacement candidates shall be elected by majority vote of the Board.
- c) If a Director position becomes vacant, the President may at their discretion nominate a replacement candidate from any eligible Chapter Member in good standing. The replacement candidate shall be elected by majority vote of the Executive Committee.
- d) Service as a replacement Director or Officer shall or shall not count against the Term of Office limits specified in Section 6.8 at the discretion of the Executive Committee.

### Section 6.4: Board Composition

The Board shall consist of at least five (5) Officers, as specified in Article VI, Section 9, and at least three (3) Directors. In addition, any Regent of ACHE who is a member of the Chapter shall be an ex officio, voting member of the Chapter Board. The Regent-at-Large who holds assigned responsibility for the CAHL chapter shall be a non-voting, ex-officio member of the Board.

### Section 6.5: Board Meetings

- a) Regular meetings of the Board may be held at such time, place, and mode of meetings as the President may determine. Regular meetings of the board shall be publicized via email or other electronic means to all Officers and Directors with a minimum of 7 days' notice.
- b) The President or any three (3) other Board members may call Special Meetings of the Board. Special meetings of the board shall be publicized via email or other electronic means to all Officers and Directors with a minimum of 3 days' notice. Special 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.

### Section 6.6: Quorum

One-third of the voting members of the Board, but not less than five (5), shall constitute a quorum for any vote.



### Section 6.7: Action of the Board

- a) 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 Chapter President shall break the tie.
- b) 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 6.8: Term of Office

The term of office for elected Board Directors shall be two (2) calendar years (January – December). The term of office for elected Board Director (non-officer) positions may have exceptions granted by the Nominating Committee to help support chapter needs. The term of office for appointed Board Director positions shall be one (1) year with the option of additional years not to exceed four (4) years total. The term of office for each Chapter Officer shall be one (1) calendar year each for President, President Elect, and Immediate-Past President. Treasurer and Secretary terms shall be two (2) calendar years with the option of one (1) additional year for up to three (3) calendar years.

### Section 6.9: Chapter Officers

The Chapter shall have five (5) Chapter Officers, as follows:

- a) **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.
- b) **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.
- c) **Chapter Immediate-Past President.** The Past President shall substitute for the President or President-Elect in his/her absence or inability to serve.
- d) **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.

- e) **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 7.1: Elections for Officers and Directors of the Board

- a) Each calendar year, the Chapter President, President-Elect, Secretary and Treasurer shall be elected by 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.
- b) Each calendar year, Directors of the Board will be elected, or alternatively may be appointed by the Chapter President after securing concurrence from the other Chapter Officers. For non-appointed Directors, they shall be elected by ballot of the Chapter membership.
- c) Each summer, the Nominating Committee is responsible for recruitment of eligible candidates and recommending a slate of final candidates for open Officer and Director positions prior to the election. The slate of final candidates recommended by the Nominating Committee will appear on the Officers ballot and the Directors ballot.
- d) Vacancies in Director and Officer roles due to resignation or removal shall be filled as described in Section 6.3.

## ARTICLE VIII – COMMITTEES

### Section 8.1: Local Program Councils

The Board may create, establish terms, and appoint Chapter members to Local Program Councils. Such councils shall conduct Chapter business within a geographic area of the Chapter territory as determined by the Board, including arranging and sponsoring educational and networking events.

### Section 8.2: Nominating Committee

The Nominating Committee is chaired by the Immediate Past President and includes members of the Executive Committee and two additional members chosen from the board as identified by the chair. If the Immediate Past President is not available, the Chair shall be a non-competing member of the Board (i.e., not running for election) appointed by the Chapter President. Members of the Nominating Committee may not nominate themselves but are eligible to be candidates for board roles.

### Section 8.3: Executive Committee

The Board shall establish and maintain an Executive Committee that is comprised of Chapter Officers, Regent, Regent-at-Large, Chapter Administrator, and any Board Director that the Chapter President deems essential for the Chapter's success, such as the Vice President for Chapter Programming.

### Section 8.4: Other Committees

The Chapter President may, with the concurrence of the Executive Committee, 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.

Committees, subcommittees, work groups, task forces, or anything alike who are associated with CAHL or doing any potential work or exploration on behalf of CAHL will need prior approval of the respective executive committee leader with the concurrence of the Executive Committee.

### Section 8.5: Committee Leadership

- a) The President and Executive Committee have the discretion to allow for a Chair or Co-chairs shared positions for certain committees. Co-chairs of committees share full responsibility of their committee with the same responsibilities and are full voting members. The individuals to serve in these leadership roles would be recommended by the Nominating Committee and approved by the full membership for elected positions.
- b) Committee leaders may opt to identify Vice Chairs who support the Chair/Co-chairs with achieving committee outcomes for the year. Requests for committee Vice Chairs shall be vetted through, and approved by, the Executive Committee. Vice Chairs may attend Board meetings as guests but are not voting members of the Board.
- c) All subcommittee/work group/taskforce chairs shall be vetted through, and approved by, the Executive Committee. These individuals are not eligible to attend Board Meetings

## ARTICLE IX – CONFLICT OF INTEREST

### Section 9.1: 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 9.2: 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 10.1: Amendments

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

#### Section 10.2: 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 11.1: 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 11.2: 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 12.1: 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. Contracts and agreements above \$5,000 will require an Executive Committee member to approve. 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 12.2: Fiscal Year

The fiscal year of the Chapter shall commence on January 1<sup>st</sup> of each calendar year.

#### Section 12.3: 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.

## Revisions

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

The vision, mission and values were updated by a majority vote of the Chapter Board on November 8, 2014.

The inclusion of the April 24, 2014, approved chapter Statement on Diversity and Inclusion was added to the Bylaws document on October 2, 2017.

Updates to Sections 2.4 Diversity and Inclusion, 6.3 Eligibility of Officers, 6.5 Board Meetings, 6.6 Quorum, and 6.8 Term of Office was approved by the Chapter Board on November 14, 2022.

In consultation with ACHE, the Chapter Officers have made the following updates to the Bylaws: Section 2.1 Mission, Section 2.2 Affiliation with ACHE, Section 3.1 Eligibility, Section 3.2 Establishment of Membership, Section 3.3 Categories of Membership, Section 4.1 Dues, Section 4.2 Nonpayment of Dues, Section 5.1 Meetings of Members, Article VI – Chapter Board of Directors, Section 6.2 Eligibility of Directors and Officers, Section 6.3 Replacement of Directors and Officers, Section 6.4 Board Composition, Section 6.5 Board Meetings, Section 6.8 Term of Office, Section 7.1 Elections for Officers and Directors of the Board, Section 8.2 Nominating Committee, Section 8.3 Executive Committee, Section 8.4 Other Committees, and Section 8.5 Committee Leadership. The Chapter Board ratified the revised Bylaws on July 12, 2023.

The Executive Committee and Board adopted the following summarized revisions on June 18, 2024: Section 6.2 Eligibility of Directors and Officers, subsection E; Section 6.3 Replacement of Directors and Officers, subsection A; Section 7.1 Elections for Officers and Directors of the Board, subsection C; Section 8.2 Nominating Committee; Section 8.3 Executive Committee;

Section 8.4 Other Committees, Section 8.5 Committee Leadership, addition of subsection C;  
Section 12.1 Execution of Contracts.