

BYLAWS
Of the
American College of Healthcare Executives of Alabama, an independent chapter of the
American College of Healthcare Executives

ARTICLE 1 – NAME

Section 1: Name.

The name of the Chapter shall be American College of Healthcare Executives of Alabama (d.b.a. Alabama Healthcare Executives Forum), 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 state of Alabama, 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 of 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.

Sector 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: Types of Membership.

Membership in this Chapter shall be 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 that 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 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.

Notice stating the place, day and hour of the meeting shall be delivered (by U.S. mail, facsimile, or electronic mail) 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.

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 method of voting permitted by law.

Section 5: Quorum.

One-half of the voting members of the Chapter Board shall constitute a quorum for any vote.

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 Board in meeting its mission as stated in Article III.

Section 2: Eligibility of Directors.

Directors must be members of the Chapter who have completed one year of membership.

Section 3: Eligibility of Officers.

Officers must be members of the Chapter who have completed at least one year of membership. It is preferred that Officers be members who have completed at least one term as a Director. The President and Vice President/President-Elect Officers must also hold the designation of Fellow of ACHE (FACHE).

Section 4: Board Composition.

The voting members of the Chapter Board shall consist of the following below positions. In addition, any Regent of ACHE who is a chapter member shall be an ex officio, voting member of the Chapter Board.

Officers (Elected Positions):

- President
- Vice President/President-Elect
- Treasurer
- Secretary

Committee Chairs (Elected Positions):

- Programs
- Communications
- Membership Engagement and Advancement

Directors (Elected Positions):

- Sponsorship
- Mentorship and Student Affiliations

Regional Program Directors and Co-Directors (One vote per Region):

- Region 1
- Region 2
- Region 3
- Region 4

Members At Large – three (3) positions appointed by the Board.

Ex Officio Voting:

- Regent

The following individuals will participate on the Board in an ex officio, non-voting capacity:

- Immediate Past President of the Chapter Board
- Appointed Student Liaison from each Academic Institution which is an active member of the ACHE Higher Education Network (HEN)

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 & Voting Members.

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 shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. 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 one year, or until replaced by a subsequent election. Directors and Officers may not serve more than two (2) consecutive terms in

the same position. 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 at least four 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 Members, and shall serve as liaison with ACHE.

1.2 Chapter Vice President/President-Elect. The Chapter Vice President/President-Elect shall substitute for the Chapter President in their absence or inability to serve and shall prepare plans for their term of office. The Vice President/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 Vice President/President-Elect.

1.3 Chapter Treasurer. The Treasurer shall be responsible for the preparation of periodic financial statements, maintaining the Chapter's bank account(s) and debit and/or credit card(s), and post office box. The Treasurer shall also prepare and file financial reports required by the ACHE and shall prepare and file all other necessary financial reports, including those required by the Internal Revenue Service. In addition the Treasurer shall keep an orderly file of all records of the Chapter's financial transactions.

1.4 Chapter Secretary. The Secretary shall be responsible for the maintenance of all corporate records, minutes, and documents as well as organization in coordination with the President of Chapter Board or Meetings of Members.

Section 11: Expectations of the Chapter Board

Board Members must be ACHE members in good standing.

Board Members agree to attend at least sixty percent of the scheduled Board conference calls or meetings per year. If the board member is unable to attend at least sixty percent of the meetings, they will automatically be removed from the board.

Board Members agree to attend at least one chapter hosted educational program a year. Networking/educational events are included. Board Members are also expected to actively participate in the LPC event(s).

Board Members agree to assist in member recruitment and retention efforts. This includes, but is not limited to speaking to student chapters, recommending colleagues for membership in ACHE, participating in a letter writing or phone bank campaign, mentoring colleagues preparing for the Board of Governor's Exam and promoting ACHE membership within their organization.

All Board Members must be employed in a health care related position. If unemployed, Board Members must find employment in the chapter's region within 12 months. Exceptions can be made with Board approval.

ARTICLE VII – ELECTIONS

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

Chapter Officers and any Directors required to fill any vacancies shall be elected annually. Chapter Officers and Directors shall be elected by secret ballot in any format. When there is only one candidate for an office, 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 four standing committees, the Nominating Committee and the Audit Committee.

1.1 Nominating Committee. The Nominating Committee shall consist of the two current Chapter Officers, the Past President, one member appointed by the Chapter Board, and any Regent of ACHE who is a chapter member shall be an ex officio, voting member. The Nominating Committee shall present a 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. Any eligible chapter member may place their 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 60 days prior to the meeting.

1.2 Communications Committee. The Communications Committee is responsible for dissemination of information on behalf of the Chapter Board and Officers to include the Chapter Newsletter as well as maintaining the Chapter's social media and internet presence. This includes preparation and dissemination of communications promoting events and other official communications for the Chapter.

1.3 Programs Committee. The Programs Committee is responsible for coordinating and hosting activities and events in accordance with ACHE requirements and guidance. These include networking and education events. The Programs Committee is also responsible for ensuring submission of attendee hours on behalf of the Chapter to ensure that credit is received for activities.

1.4 Membership Engagement and Advancement Committee. The Membership Engagement and Advancement Committee is responsible for membership growth, whether through sharing the value of the Chapter and ACHE activities to new members or working to increase engagement with current and past members. Additionally, the

Committee will encourage and support the advancement of members to achieve the status of FACHE.

Section 2: Region Program Councils.

The Chapter Board may create, establish terms, and appoint chapter members to be the Directors and Co-Directors leading Region 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.

A member representative from each of the Region Program Councils (hereinafter referred to as "RPC"), which serve distinctive geographic regions within the state of Alabama as determined by the Chapter Board. The RPC Directors shall lead the efforts of their respective RPCs to coordinate any Chapter activity specific to their area including chapter programs offered at a location within their geographic region. The Directors will coordinate with current ACHE Higher Education Network academic institutions to maintain engagement and participation. They will also facilitate communication with other appropriate health care administration programs in their geographic district to encourage membership in the ACHE Higher Education Network.

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 re-appointed. The Chapter Board shall maintain a written operating procedure document that defines its standing committees and details the duties and responsibilities of each.

Section 4: Committee Member Term of Office, Removal, and Longevity

Except as otherwise expressly provided herein, the term of each committee member shall begin at the committee meeting following that committee member's appointment and shall continue until a successor is elected or appointed, unless the committee is terminated, or the member resigns from the committee, is removed from the committee, or ceases to qualify as a member thereof.

Any committee member may be removed by the Chapter Board whenever, in its judgment, the best interests of the Chapter will be served by the removal.

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 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.

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.

The Chapter Board will review the Bylaws on an annual basis to ensure sustained compliance. Additionally, the Board will review the Bylaws on a biennial basis for the purpose of updates to ensure that the Bylaws support and meet the needs of the Chapter.

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 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 dully authorized by the Chapter Board.

Section 2: Expenditures.

The President may approve any expenditure of less than \$1,000 without board approval. The President or the Treasurer must inform the board of such expenditures at or before the next scheduled board meeting. Expenditures of \$1,000 or greater must be approved by the board of directors prior to the expenditure occurring.

The organization must maintain a checking account for the collection of revenue and the expenditure of funds. Signing authority for the account must include the President, the Vice President, the Treasurer, and one other person named by the President, although only one signature may be required for expenditure of funds.

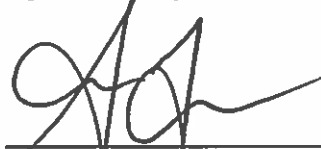
Section 3: Fiscal Year.

The fiscal year of the Chapter shall commence on January 1st of each calendar year.

Section 4: 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, 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.

Bylaws Adopted on: May 5, 2022



Amir Farooq, FACHE
Chapter President